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COVINGTON & BURLING

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J. MICHAEL HEMMER
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January 30, 2001

HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Room 711
Washington, D.C. 20423-0001



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company - Control and Merger - Southern Pacific Rail Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railway Company

Dear Mr. Williams:

We received the Western Coal Traffic League's letter dated January 22, 2001, which asks the Board to issue supplemental instructions to BNSF and UP regarding a revised version of the "BNSF Settlement Agreement." As BNSF stated in BNSF-PR-18, it supplied to UP a revised version of the BNSF Settlement Agreement. UP is reviewing that document and will cooperate with BNSF to update the Agreement so that it reflects changes required by Board decisions and orders interpreting and clarifying conditions on the UP/SP merger.

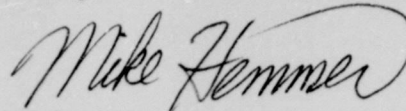
No supplemental instructions are necessary. In keeping with past practice and earlier Board orders, UP intends to file the revised agreement with the Board and to serve it on all parties to this proceeding with UP's July 2001 report. The Board established this procedure in Decision No. 72, served May 9, 1997, when it directed "applicants to submit an updated version of the agreement no later than July 1, 1997."

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The Honorable Vernon A. Williams
January 30, 2001
Page 2

There is no reason to schedule a formal comment period. BNSF aggressively protects its competitive interests in negotiations regarding this agreement, and no party has thus far found reason to second-guess BNSF's efforts. Nevertheless, if any party wishes to comment on the revised agreement, it would be free to do so in its reply comments next August.

Sincerely,

A handwritten signature in cursive script that reads "Mike Hemmer".

J. Michael Hemmer
Counsel for Union Pacific Railroad Company

cc: The Honorable Linda J. Morgan
The Honorable William Clyburn, Jr.
The Honorable Wayne O. Burkes
Mr. David M. Konschnik
Erika Z. Jones
Adrian L. Steel, Jr.
All parties of record

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FD-32760

1-23-01

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SLOVER & LOFTUS

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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Room 711
Washington, DC 20423-0001



Re: Finance Docket No. 32760 UNION PACIFIC
CORPORATION, UNION PACIFIC RAILROAD COMPANY,
AND MISSOURI PACIFIC RAILROAD COMPANY -
CONTROL AND MERGER - SOUTHERN PACIFIC RAIL
COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY,
SPCSL CORP., AND THE DENVER AND RIO GRANDE
WESTERN RAILWAY COMPANY

Dear Secretary Williams:

In accordance with the Surface Transportation Board's Decision No. 44 in the referenced proceeding, The Burlington Northern and Santa Fe Railway Company ("BNSF") filed with the Board, on January 2, 2001, its eighteenth Quarterly Progress Report for the Fourth Quarter of 2000. This document is designated as BNSF-PR-18. At pp. 23-24 of this report, BNSF advises that it is developing a revised version of the BNSF Settlement Agreement. Specifically, the Report states that:

As previously reported to the Board, in reviewing the BNSF Settlement Agreement and other conditions on the UP/SP merger, as well as subsequent Board decisions interpreting and clarifying those conditions, BNSF believes that a number of issues between BNSF and UP need to be defined and clarified, and specific processes put in place to eliminate differences of opinion which lead to delays in responding to the needs of their rail

customers. On December 22, 2000, BNSF prepared and transmitted to UP a restated and amended Settlement Agreement to incorporate changes required by the conditions imposed by the Board on the UP/SP merger and by the Board's subsequent amendments, orders and decisions interpreting and clarifying those conditions. BNSF has proposed to UP that a meeting be convened in early 2001 to review the changes, achieve closure on any open issues, and finalize the restated and amended agreement.

In its Decision No. 44, approving, with certain conditions, the common control and merger of the rail carriers controlled by Union Pacific Corporation and the rail carriers controlled by Southern Pacific Rail Corporation, the Board imposed as a condition the terms of the BNSF Agreement. The Board was precise as to what it meant by the "BNSF Agreement":

We therefore impose as a condition the terms of the BNSF agreement, by which we mean the agreement dated September 25, 1995, as modified by the supplemental agreement dated November 18, 1995, and as further modified by the second supplemental agreement dated June 27, 1996.¹⁷⁷

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As we already have discussed, in imposing the BNSF agreement as a condition to this merger, we will require applicants to honor all of the amendments, clarifications, modification, and extensions thereof described in: (1) the April 18th CMA Agreement (UP/SP-219); (2) the April 29th rebuttal filings (UP/SP-23 at 12-21; UP/SP-231, Part C, Tab 18 at 5-11; see also UP/SP-260 at 8-9, summarizing the clarifications and amendments described in the April 29th rebuttal filings); (3) the June 3rd brief (UP/SP-260 at 23 n.9); and (4) the June 28th filing that accompanied the second supplemental agreement (UP/SP-266 at 3).

Decision No. 44 at 145.

The Honorable Vernon A. Williams
January 22, 2001
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The Board also imposed a number of broad based conditions "...that augment the BNSF Agreement to help ensure that the BNSF trackage rights will allow BNSF to replicate the competition that would otherwise be lost when SP is absorbed into UP." *Id.* at 145.

The Board reserved jurisdiction over the merger proceeding to deal with oversight issues and to impose further conditions or take such other actions as might be warranted. In its Ordering Paragraph No. 6 the Board stated:

In Finance Docket No. 32760, the application filed by UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL, and DRGW is approved subject to the imposition of the conditions discussed in this decision. Such conditions include but are not limited to those embraced in the BNSF, CMA, and URC agreements, and further include but are not limited to the various modifications we have required with respect to the terms of the BNSF and CMA agreements (particularly with respect to new facilities, transloading facilities, build-out/build-in options, contracts at 2-to-1 points, and SIT facilities). The Board expressly reserves jurisdiction over the Finance Docket No. 32760 proceeding and all embraced proceedings in order to implement the oversight condition imposed in this decision and, if necessary, to impose further conditions or to take such other action, including the ordering of divestiture, as may be warranted.

Decision No. 44, at 231.

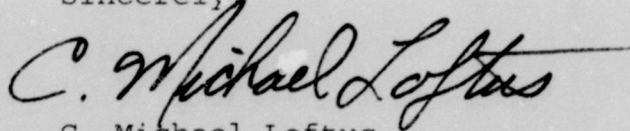
The terms of the BNSF Agreement, as augmented by the Board are of major importance to the Western Coal Traffic League and its members. The Western Coal Traffic League was an active participant in the UP-SP merger proceeding and specifically commented upon various aspects of the BNSF Agreement. As reflected in Decision No. 44, the Western Coal Traffic League requested expansion of certain terms of the BNSF agreement which relief was granted by the Board in its broad-based conditions See *Decision No. 44, at 42-44, 145-46.* The Western Coal Traffic

The Honorable Vernon A. Williams
January 22, 2001
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League has a strong interest in ensuring that any revision of the BN Settlement Agreement that may be negotiated by BNSF and Union Pacific does not adversely impact protections afforded to rail shippers under the conditions imposed by the Board in Decision No. 44 as refined and clarified in subsequent decisions.

Since the terms of the BNSF Agreement were imposed by the Board as a condition to the UP-SP merger, it is clear that BNSF and Union Pacific are not free to re-write the BNSF Agreement in a manner that would be inconsistent with the conditions imposed by the Board in its Decision No. 44, and subsequent decisions interpreting those conditions. It may be that a "restated and amended settlement agreement" agreed upon by BNSF and Union Pacific should be accepted and approved by the Board after the Board has had an opportunity to review it, and after interested parties have had an opportunity to review and comment. The purpose of this communication is simply to request that the Board (1) direct BNSF and Union Pacific (a) to submit any such restated and amended settlement agreement to the Board for its approval, and (b) to serve copies of any such agreement upon all parties of record to the merger proceeding at the time it is submitted to the Board, and (2) provide interested parties a reasonable period to review any such restated and amended settlement agreement and to submit comments before the Board takes any action to approve the new agreement, as filed by BNSF and Union Pacific or as modified by the Board, as a condition to the UP-SP merger.

Sincerely,



C. Michael Loftus,
An attorney for The
Western Coal Traffic League

cc: The Honorable Linda J. Morgan
The Honorable William Clyburn, Jr.
The Honorable Wayne O. Burkes
Erika Z. Jones, Esq.
Adrian L. Steel, Jr., Esq.
J. Michael Hemmer, Esq.
Mr. David M. Konschnik
All parties of record

STB FD 32760

12-03-99

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Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

FILE IN DOCKET
JD-32760

December 3, 1999

Mr. Richard M. Cota
District Chairman 890
Allied Service Division
Transportation•Communications
International Union - AFL-CIO, CLC
980 3rd Street
Gilroy, CA 95020

Dear Mr. Cota:

Thank you for your letter regarding my position on the statutory override of collective bargaining agreements (CBAs) necessary for the implementation of a railroad consolidation authorized by the Surface Transportation Board (Board), commonly referred to as a "cram-down." You also pose questions regarding the implementation of the Union Pacific (UP) and Southern Pacific (SP) railroad merger and the adverse affects on clerical employees represented by the Transportation•Communications Union (TCU). You also enclose copies of prior correspondence.

As I unequivocally testified before the Senate Committee on Commerce, Science, and Transportation on September 28, 1999, I am personally opposed to the so-called cram-down provisions of the current law as it affects existing CBAs and I support the enactment of legislation necessary to resolve this matter. Additionally, I understand that rail labor and management have been engaged in private discussions to resolve the cram-down issue.

In regard to your more specific questions relating to the UP-SP merger, I have asked UP to review your concerns and to respond by letter to me. After I receive UP's response, I will be back in touch with you.

I appreciate your interest in these matters. As I have in the past, I will have your letter, my response, and any response that I receive from UP made a part of the public docket for the UP-SP merger proceeding.

Sincerely,

Linda J. Morgan



Transportation • Communications International Union – AFL-CIO CLC



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ROBERT F. DAVIS
President

TED P. STAFFORD
General Secretary-Treasurer

September 27, 1999

RICHARD M. COTA
District Chairman 890

FILE IN DOCKET

980 3rd Street
Gilroy, California 95020
Telephone & Fax: (408) 847-6650

Ms. Linda Morgan, Chairwoman
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Chairwoman Morgan:

We were quite distressed to read the July 1999 article in *Railway Age*, "Cram-Down" Casts A Menacing Cloud Over Upcoming Negotiations. Cram-Down is a shorthand term for the ability of merged railroads to override the Railway Labor Act and collective bargaining agreements in the railroad industry.

The article states, "Union Pacific Railroad's John Marchant, told the Industrial Relations Research Association how essential cram-down is to carrier efficiency. Fellow panelist Linda Morgan, chairman of the Surface Transportation Board – the agency that gives a final thumbs up or down to cram-down proposals even decades after mergers are consummated – appeared to agree by distancing herself from a Clinton administration proposal to banish cram-down legislatively."

"Mr. Joel Myron from the Brotherhood of Maintenance Way insisted that rail regulators so often overturned arbitrated decisions favorable to employees during the 1980s that arbitrators became conditioned to granting railroads undue preference. **Morgan says she's trying to "level the playing field" and "eliminate" expectation by either side of a "favorable" STB arbitration review.**"

When the UP/SP merged, the Transportation Communications Union entered into negotiations with the Union Pacific Railroad and reached a New York Dock Implementing Agreement.

Was it the intent of Congress and the Surface Transportation Board (STB) to allow overriding collective bargaining agreements for the merged railroad to successfully facilitate consolidation of work assignments and seniority rosters?

Ms. Linda Morgan, Chairwoman
Surface Transportation Board
September 27, 1999
Page 2

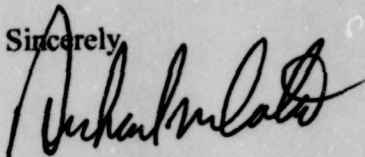
Was it also the intent of Congress and the STB to allow overriding collective bargaining agreements for the merged railroad to eliminate its clerical workforce by contracting out the work to outside parties?

Since the 1997 UP/SP merger the Union Pacific Railroad has unmercifully abolished clerical jobs in all areas, particularly Oakland, Colton and City of Industry, California and contracted out or transferred the work to outside non-union personnel.

I have enclosed several letter's that I have written to the Carrier about our concern regarding the job abolishment's and the contracting out of our TCU work.

I would appreciate if you could investigate and comment on this matter and the UP's abuses and at least some directives issued to the UP to abide by its labor agreements as it pertains to the scope rule of the collective bargaining agreements.

Sincerely,



Richard M. Cota
District Chairman 890

Cc: Mr. Ted P. Stafford, President-ASD
Mr. Stan R. Steeves, GST-ASD
Mr. Kirk J. Hundven, District Chairman 802
Protective Committee Members



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

September 7, 1999

Mr. Richard M. Cota
District Chairman 890
Allied Services Division
Transportation•Communications
International Union - AFL-CIO, CLC
980 3rd Street
Gilroy, CA 95020

Dear Mr. Cota:

I have received a copy of your letter to Mr. M.L. Irvine, General Superintendent, Union Pacific Railroad Company, regarding the abolishment of five regular clerical positions at City of Industry, California. You also have included copies of other correspondence related to this matter.

I appreciate your keeping me apprised of this matter and urge all involved to strive to resolve this dispute amicably. Of course, to the extent Surface Transportation Board imposed labor protective conditions are applicable, we expect them to be applied in a fair and timely manner. In that regard, I am having your correspondence and my response made a part of the public docket for the Union Pacific - Southern Pacific merger case.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Transportation • Communications International Union – AFL-CIO, CLC



ROBERT F. DAVIS
President

August 27, 1999

RICHARD M. COTA
District Chairman 890

TED P. STAFFORD
General Secretary-Treasurer

980 3rd Street
Gilroy, California 95020
Telephone & Fax: (408) 847-6650

Mr. Dean D. Matter
Sr. Director, Labor Relations-NON-OPS
Union Pacific Railroad
1416 Dodge Street
Omaha, NE 68179

Dear Mr. Matter:

This will have reference to attached letter dated January 27, 1999 addressed to Mr. M. L. Irvine, Superintendent, West Colton, California, regarding our opposition to the Carrier's notice dated January 12, 1999 to abolishment nine (9) crew hauling positions at West Colton.

Our contention is based on the outcome of a dispute to the National Mediation Board which resulted the crew hauling decision rendered by Referee Jack Fletcher in Public Law Board 5373 (copy attached).

Following Mr. Fletcher's decision a joint labor-management team investigated the crew hauling and janitorial violations at Yuma Yard, West Colton and Fresno Yard.

You will note in the third paragraph of Mr. Stan Steeves letter dated November 15, 1993 that the parties adopted a format which determined the geographic locations that were served by the Clerks in transporting crews; the level of that crew hauling before the abolishment's; the level of crew hauling after the abolishment; how the crews were transported following the abolishment's.

The Carrier also agreed to re-establish four positions in West Colton and 1 position in Yuma. In addition, the Carrier agreed to pay the various claims in excess of \$38,000. Further, it was agreed to attempt to dispose of other outstanding crew hauling claims in the same manner as outlined in Referee Fletcher's awards.

It was understood that the TCU Clerk's would perform the yard hauling, patcher, deadheads and train order delivery duties at West Colton Yard identified in Mr. Steeves letter of November 15, 1993.

Mr. Dean D. Matter
August 27, 1999
Page 2

The yard hauling duties at West Colton identified as item 2 (a through e) are no longer performed by the TCU Clerk's. The Renzenberger driver's absorbed the duties when the clerical positions were abolished.

The patches, deadheading, delivery of train orders, lists and train profiles identified under East of West Colton Yard (a through I) and North of West Colton Yard (a through f) are no longer performed by the TCU Clerk's. The Renzenberger driver's also absorbed these duties when the clerical positions were abolished.

Prior to the abolishment of the crew hauling positions one of two carryall driver's on each shift at West Colton went to Beaumont with helper engineers once or twice a shift. They also went to Loma Linda, Engine Spur 2 to 5 times a shift with helper engineers.

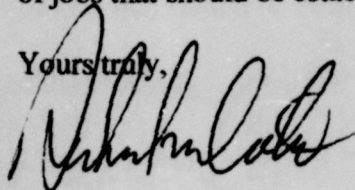
Your attention is directed to Mr. Fletcher's comments on page 3 and 4 of Award 5373:

"Nonetheless, because the parties agreed that work of hauling crews, even though it may be shared work, that was being performed by clerical employees at the time that the Scope Rule was revised, would no be removed from the application of the Agreement, except by agreement, and the parties have a mutual obligation to administer the Agreement properly, a bench mark must be established at some point to determine if there has been a diminution of work performed by Agreement covered employees. In the Board's judgment, the most appropriate action would be to remand these disputes to the parties with instructions to establish such benchmarks, based upon the earliest available data in Carrier's records. The parties should establish a monthly ratio reflecting The number of crew hauling trips made by all means of conveyance. That Ratio should be applicable to each subsequent month, and in any month Of claim where the actual ratio is lower than the benchmark for that Location, the Claimants should be compensated for the number of trips Necessary to achieve parity with the benchmark."

It is requested that the Carrier shall now establish the crew hauling jobs that were abolished at West Colton Yard and return the work identified in Mr. Stan Steeves letter dated November 15, 1993 that was resultant from Public Law Board 5373.

I would be willing to participate in a joint survey to investigate and determine the number of jobs that should be established according to PLB 5373. Please advise.

Yours truly,





Transportation • Communications International Union – AFL-CIO, CLC

ALLIED
SERVICES
DIVISION

ROBERT F. DAVIS
President

TED P. STAFFORD
General Secretary-Treasurer

July 10, 1999

RICHARD M. COTA
District Chairman 890

980 3rd Street
Gilroy, California 95020
Telephone & Fax: (408) 847-6650

Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Via Fax and U. S. Mail

Dear Mr. Irvine:

I am writing to inform you our grave concern over Mr. B. E. Bussey's letter dated June 25, 1999, wherein he advises that the Crest Conductor will perform all computer work, make humplist and maintain inventory and input all necessary data for TCS of yard functions at City of Industry.

We believe that this proposal is not only inappropriate, but it is ill-advised and unrealistic and the reassignment of clerical work to non covered employees will ultimately lead to a reduced level of service at City of Industry and the Los Angeles Basin.

For several years we have listened to the Union Pacific Railroad officials discuss their proposals to turn the former S.P. railroad into a viable operation. This new edict does little to reassure us that the Union Pacific is committed to becoming an employee friendly sound and efficient freight railroad.

Your approach levies unfair attacks on the rights of the TCU Clerical employees already beleaguered work force who has contributed the past decades to help SP/UP stay afloat. We should all work together to provide UP with a real chance for long-term stability and avoid proposals that continue to use its employees as a convenient scapegoat.

Our TCU members are very angry over the impending loss of our jobs at City of Industry and it is very troubling to me that TCU Clerk's have been singled out for far deeper cuts than other railroad crafts. The elimination of the five (5) clerical positions will cause real hardship for the many people who depend on their UP paycheck.

Eventually five (5) employees will be forced to resign and look for employment elsewhere.

The work identified above that will be assigned to the Crest Conductors has always been performed by TCU Clerk's. Rule 1 of the current Clerk's Agreement is a position and work rule restricting Carrier from contracting out or assignment TCU's work to employees not covered by the Agreement and likewise NYD-217 allows Carrier to consolidate forces but restricts it from removing TCU covered work from TCU Clerk's. The Organization has not agreed to allow this work to be taken from TCU Clerk's and accordingly this work is reserved exclusively to this Organization.

In addition to the foregoing, your attention is directed to the revised Scope Rule Agreement effective July 1, 1979 between SP/TCU which reads as follows:

"It was understood and agreed that in any instance where the new Scope Rule is in conflict with the provisions of the TOPS Agreement, the specific provisions of the TOPS Agreement will apply. With respect to the present performance of work by outside parties which is covered by the revised Scope Rule but not related to TOPS, the Carrier and the Organization agree that any dispute arising at any location where such work is presently being performed by outside parties, the dispute will be processed under the provisions of the Pacific Lines Agreement effective November 15, 1971, and the Texas and Louisiana Agreement effective October 1, 1971, respectively, with the understanding that the Scope Rule as revised and effective July 1, 1979, will not be applicable nor will it be introduced by either party during the processing of such dispute. This will not be construed as license to remove work from the coverage of the Agreement on and after July 1, 1979, except in accordance with the provisions of Rules 80 and 62 of the Pacific Lines and T&L Lines Agreements, respectively.

When the Company proposes substantial reorganization and/or realignment which contemplates the contracting out of work belonging under the Agreement, or the assignment of any such work to employees not covered by the Agreement, the Southern Pacific Transportation Company will give the General Chairman sixty (60) day's advance notice in writing of the precise changes being proposed. If agreement is not reached between the General Chairman and the Manager of Labor Relations, the following procedure may be invoked:

- (a) The proposal will be referred to the Carrier's Vice President - Industrial Relations and the Brotherhood's International President for**

Consideration and agreement. If agreement is not reached thereon within Sixty (60) days, then:

- (b) The issue may be processed by either party to final and binding arbitration under Section 7 of the Railway Labor Act, as amended. Should either party decline to participate in the arbitration process, then the other party's position in that particular case shall be considered as being sustained."**

Likewise, we reject the argument that the Intermodal Clerk's will be able to absorb the additional work and maintain the duties currently assigned to their position. There is a shortage of clerical personnel in the Intermodal Department.

There are currently two (2) TCF Clerk seven (7) day positions at City of Industry (COI) that are not relieved on the Rest Days. The positions work the gate house that cannot be blanked and must be filled on a daily basis.

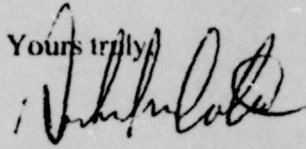
The regular assigned TCF employees in the office are now required to vacate their regular assignment and fill the vacancy on the rest days of Position's 010 and 004.

In UTU Local Chairman W. Dennis Wilson's letter to you dated July 3, 1999 he clearly delineated the reasons that the Crest Conductor doesn't have time to perform any of the duties that they will absorb from the Yard Clerk's at City of Industry.

I have included a letter dated August 25, 1998 from Congresswoman Barbara Lee to the Surface Transportation Board, on behalf of District Chairman Kirk Hundven, expressing her concern with the UP's abuses in ignoring the collective bargaining agreements and the range of problems and most importantly the contracting out of our work.

Finally, it should be pointed out that I discussed contracting out our work with you on numerous conferences and we were assured time and again that our clerical work would not be contracted out or assigned to other non-TCU employees; and that violations of our agreement would not be tolerated. These guarantees and assurances obviously were not met thus forcing us to take whatever action deemed necessary to protect our jobs.

We urge you in the strongest possible terms to cease and desist from utilizing non-TCU covered employees to perform TCU Clerical duties and to cease and desist from further contracting out TCU covered work to non-TCU employees.

Yours truly,


Richard M. Cota, District Chairman 890

Cc: R. F. Davis, President-ASD
S. R. Steeves, VP-ASD
Kirk Hundven, District Chairman 802
W. Dennis Wilson, Local Chairman, UTU
Dean Matter, Sr. Director, Labor Relations, NON-OPS
Ms. Linda Morgan, Chairwomen, Surface Transportation Board
Ms. Barbara Lee, Member of Congress
B. E. Bussey, Manager Administration
Protective Committee Members



Transportation • Communications International Union - AFL-CIO, CLC

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ROBERT F. DAVIS
President

TED P. STAFFORD
General Secretary-Treasurer

July 11, 1999

RICHARD M. COTA
District Chairman 890

980 3rd Street
Gilroy, California 95020
Telephone & Fax (408) 847-6650

Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Via Fax and U.S. Mail

Dear Mr. Irvine:

Please consider this as an addendum to my letter dated July 10, 1999 recently faxed to your office regarding the impending job abolishment of five (5) regular clerical positions at City of Industry and our strong opposition to the reassignment of clerical work to other employees not covered by the TCU Agreement.

Attached is a copy of UTU Local Chairman Harry J. Garvin Jr's., letter dated June 30, 1999, to UTU General Chairman Kevin Kline, advising that Mr. Stan Lewis, MTO at City of Industry wants to advertise four (4) Crest Conductor positions to perform the clerical duties of the TCU clerical positions that will be abolished on or about July 20, 1999.

The rate of pay for the new Crest Conductor positions will be \$260.00 for eight hours at the flat rate of \$32.50 per hour.

The rate of pay for the clerical positions that will be abolished at City of Industry is \$144.15 per day at the rate of \$18.02 per hour for a Chief Clerk and \$140.28 per day at the rate of \$17.54 for the Assistant Chief Clerk.

I urge you to consider the role that the City of Industry's experienced, *lower-rated*, and well-trained (5) five person clerical workforce plays in the efficient functioning of the Union Pacific Railroad. These employees are a valuable asset to the UP and the shipper's alike, performing their duties with a high degree of competency. Your shipper's have come to rely on the quality of service they have provided over the years, and their loss would be a serious blow to the system.

Yours truly,

53 W. Seegers Road • Arlington Heights, Illinois 60005 • 847-981-1290 • Fax 847-981-1890

STB

FD

32760

12-15-99

J

BNSF**PETER J. RICKERSHAUSER***Vice President - Network Development***Burlington Northern Santa Fe**

2650 Lou Menk Drive, 3rd Floor
Fort Worth, TX 76131
PO Box 961065
Fort Worth, TX 76161-0065
817 352-6686
Fax 817 352-7154

December 15, 1999

FD-32760

Mr. John Ransom
Senior Interline Marketing Officer
Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Re: Salt Lake City Transload

Dear John:

As you are aware, The Burlington Northern and Santa Fe Railway Company ("BNSF") transports soda ash for FMC Corporation via a transload facility operated by Apex Bulk Commodities, Inc. located at Salt Lake City, Utah. BNSF's service to that facility is provided pursuant to the BNSF Settlement Agreement and the conditions imposed by the Surface Transportation Board on the Union Pacific/Southern Pacific merger. Prior to the merger, SP provided transportation service to FMC via this Salt Lake City transload in competition with direct service by UP to FMC's production facilities, and BNSF's current service is intended to preserve the pre-merger competition that existed between UP and SP.

BNSF has learned, however, that UP has advised FMC that UP does not intend to renew the land and track lease pursuant to which Apex Bulk commodities, Inc. operates the transload facility. FMC has informed BNSF that, absent a renewal, the lease will expire on March 31, 2000.


If this is correct and UP intends not to renew the lease, BNSF strongly objects to any such action. In the UP/SP merger proceeding, UP and SP expressly represented to the Board that "[e]very exclusively-served shipper that had UP versus SP transloading options will continue to have UP/SP versus BN/Santa Fe transloading options". See Applicants' Rebuttal (UP/SP-231, Vol. 2, Part B), Verified Statement of Richard B. Peterson, at 38. FMC is just such a shipper, and the transload facility at Salt Lake City provides just such a pre-merger competitive option to FMC.

Accordingly, UP cannot deprive FMC of the pre-merger competitive option provided by the Salt Lake City facility. UP expressly represented to the Board that all such options would be preserved, and it cannot now, through the expedient of not renewing a former SP lease, deprive FMC of its option here. Further, there is no basis to conclude SP would not have continued the lease to compete with UP for FMC's traffic had there been no merger.

Mr. John Ransom
December 15, 1999
Page 2

BNSF would like, therefore, to request that you confirm UP's willingness to continue the lease on mutually-agreeable terms that will ensure that FMC can continue to enjoy the pre-merger competition that existed between UP and SP.

Sincerely,



Cc: Joseph E. Taylor, Apex Bulk Commodities
The Honorable Linda J. Morgan, Surface Transportation Board
The Honorable William Clyburn, Jr., Surface Transportation Board
The Honorable Wayne O. Burkes, Surface Transportation Board
The Honorable Vernon A. Williams, Surface Transportation Board
James V. Dolan, Esq., Attorney for Union Pacific Railroad Company
Jeffrey R. Moreland, Esq., Attorney for Burlington Northern Santa Fe Railway Company
Denny J. Wyatt, Apex Bulk Commodities, Inc.

Ms. Linda Morgan, Chairwoman
Surface Transportation Board
September 27, 1999
Page 2

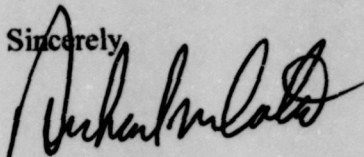
Was it also the intent of Congress and the STB to allow overriding collective bargaining agreements for the merged railroad to eliminate its clerical workforce by contracting out the work to outside parties?

Since the 1997 UP/SP merger the Union Pacific Railroad has unmercifully abolished clerical jobs in all areas, particularly Oakland, Colton and City of Industry, California and contracted out or transferred the work to outside non-union personnel.

I have enclosed several letter's that I have written to the Carrier about our concern regarding the job abolishment's and the contracting out of our TCU work.

I would appreciate if you could investigate and comment on this matter and the UP's abuses and at least some directives issued to the UP to abide by its labor agreements as it pertains to the scope rule of the collective bargaining agreements.

Sincerely,



Richard M. Cota
District Chairman 890

Cc: Mr. Ted P. Stafford, President-ASD
Mr. Stan R. Steeves, GST-ASD
Mr. Kirk J. Hundven, District Chairman 802
Protective Committee Members



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

September 7, 1999

Mr. Richard M. Cota
District Chairman 890
Allied Services Division
Transportation•Communications
International Union - AFL-CIO, CLC
980 3rd Street
Gilroy, CA 95020

Dear Mr. Cota:

I have received a copy of your letter to Mr. M.L. Irvine, General Superintendent, Union Pacific Railroad Company, regarding the abolishment of five regular clerical positions at City of Industry, California. You also have included copies of other correspondence related to this matter.

I appreciate your keeping me apprised of this matter and urge all involved to strive to resolve this dispute amicably. Of course, to the extent Surface Transportation Board imposed labor protective conditions are applicable, we expect them to be applied in a fair and timely manner. In that regard, I am having your correspondence and my response made a part of the public docket for the Union Pacific - Southern Pacific merger case.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Transportation • Communications International Union – AFL-CIO, CLC



ROBERT F. DAVIS
President

August 27, 1999

RICHARD M. COTA
District Chairman 890

TED P. STAFFORD
General Secretary-Treasurer

980 3rd Street
Gilroy, California 95020
Telephone & Fax: (408) 847-6650

Mr. Dean D. Matter
Sr. Director, Labor Relations-NON-OPS
Union Pacific Railroad
1416 Dodge Street
Omaha, NE 68179

Dear Mr. Matter:

This will have reference to attached letter dated January 27, 1999 addressed to Mr. M. L. Irvine, Superintendent, West Colton, California, regarding our opposition to the Carrier's notice dated January 12, 1999 to abolishment nine (9) crew hauling positions at West Colton.

Our contention is based on the outcome of a dispute to the National Mediation Board which resulted the crew hauling decision rendered by Referee Jack Fletcher in Public Law Board 5373 (copy attached).

Following Mr. Fletcher's decision a joint labor-management team investigated the crew hauling and janitorial violations at Yuma Yard, West Colton and Fresno Yard.

You will note in the third paragraph of Mr. Stan Steeves letter dated November 15, 1993 that the parties adopted a format which determined the geographic locations that were served by the Clerks in transporting crews; the level of that crew hauling before the abolishment's; the level of crew hauling after the abolishment; how the crews were transported following the abolishment's.

The Carrier also agreed to re-establish four positions in West Colton and 1 position in Yuma. In addition, the Carrier agreed to pay the various claims in excess of \$38,000. Further, it was agreed to attempt to dispose of other outstanding crew hauling claims in the same manner as outlined in Referee Fletcher's awards.

It was understood that the TCU Clerk's would perform the yard hauling, patches, deadheads and train order delivery duties at West Colton Yard identified in Mr. Steeves letter of November 15, 1993.

Mr. Dean D. Matter
August 27, 1999
Page 2

The yard hauling duties at West Colton identified as item 2 (a through e) are no longer performed by the TCU Clerk's. The Renzenberger driver's absorbed the duties when the clerical positions were abolished.

The patches, deadheading, delivery of train orders, lists and train profiles identified under East of West Colton Yard (a through I) and North of West Colton Yard (a through f) are no longer performed by the TCU Clerk's. The Renzenberger driver's also absorbed these duties when the clerical positions were abolished.

Prior to the abolishment of the crew hauling positions one of two carryall driver's on each shift at West Colton went to Beaumont with helper engineers once or twice a shift. They also went to Loma Linda, Engine Spur 2 to 5 times a shift with helper engineers.

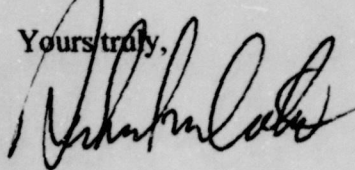
Your attention is directed to Mr. Fletcher's comments on page 3 and 4 of Award 5373:

"Nonetheless, because the parties agreed that work of hauling crews, even though it may be shared work, that was being performed by clerical employees at the time that the Scope Rule was revised, would no be removed from the application of the Agreement, except by agreement, and the parties have a mutual obligation to administer the Agreement properly, a bench mark must be established at some point to determine if there has been a diminution of work performed by Agreement covered employees. In the Board's judgment, the most appropriate action would be to remand these disputes to the parties with instructions to establish such benchmarks, based upon the earliest available data in Carrier's records. The parties should establish a monthly ratio reflecting The number of crew hauling trips made by all means of conveyance. That Ratio should be applicable to each subsequent month, and in any month Of claim where the actual ratio is lower than the benchmark for that Location, the Claimants should be compensated for the number of trips Necessary to achieve parity with the benchmark."

It is requested that the Carrier shall now establish the crew hauling jobs that were abolished at West Colton Yard and return the work identified in Mr. Stan Steeves letter dated November 15, 1993 that was resultant from Public Law Board 5373.

I would be willing to participate in a joint survey to investigate and determine the number of jobs that should be established according to PLB 5373. Please advise.

Yours truly,





Transportation • Communications International Union – AFL-CIO, CLC

ALLIED
SERVICES
DIVISION

ROBERT F. DAVIS
President

July 10, 1999

RICHARD M. COTA
District Chairman 890

TED P. STAFFORD
General Secretary-Treasurer

980 3rd Street
Gilroy, California 95020
Telephone & Fax: (408) 847-6650

Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Via Fax and U. S. Mail

Dear Mr. Irvine:

I am writing to inform you our grave concern over Mr. B. E. Bussey's letter dated June 25, 1999, wherein he advises that the Crest Conductor will perform all computer work, make humplist and maintain inventory and input all necessary data for TCS of yard functions at City of Industry.

We believe that this proposal is not only inappropriate, but it is ill-advised and unrealistic and the reassignment of clerical work to non covered employees will ultimately lead to a reduced level of service at City of Industry and the Los Angeles Basin.

For several years we have listened to the Union Pacific Railroad officials discuss their proposals to turn the former S.P. railroad into a viable operation. This new edict does little to reassure us that the Union Pacific is committed to becoming an employee friendly sound and efficient freight railroad.

Your approach levies unfair attacks on the rights of the TCU Clerical employees already beleaguered work force who has contributed the past decades to help SP/UP stay afloat. We should all work together to provide UP with a real chance for long-term stability and avoid proposals that continue to use its employees as a convenient scapegoat.

Our TCU members are very angry over the impending loss of our jobs at City of Industry and it is very troubling to me that TCU Clerk's have been singled out for far deeper cuts than other railroad crafts. The elimination of the five (5) clerical positions will cause real hardship for the many people who depend on their UP paycheck.

Eventually five (5) employees will be forced to resign and look for employment elsewhere.

The work identified above that will be assigned to the Crest Conductors has always been performed by TCU Clerk's. Rule 1 of the current Clerk's Agreement is a position and work rule restricting Carrier from contracting out or assignment TCU's work to employees not covered by the Agreement and likewise NYD-217 allows Carrier to consolidate forces but restricts it from removing TCU covered work from TCU Clerk's. The Organization has not agreed to allow this work to be taken from TCU Clerk's and accordingly this work is reserved exclusively to this Organization.

In addition to the foregoing, your attention is directed to the revised Scope Rule Agreement effective July 1, 1979 between SP/TCU which reads as follows:

"It was understood and agreed that in any instance where the new Scope Rule is in conflict with the provisions of the TOPS Agreement, the specific provisions of the TOPS Agreement will apply. With respect to the present performance of work by outside parties which is covered by the revised Scope Rule but not related to TOPS, the Carrier and the Organization agree that any dispute arising at any location where such work is presently being performed by outside parties, the dispute will be processed under the provisions of the Pacific Lines Agreement effective November 15, 1971, and the Texas and Louisiana Agreement effective October 1, 1971, respectively, with the understanding that the Scope Rule as revised and effective July 1, 1979, will not be applicable nor will it be introduced by either party during the processing of such dispute. This will not be construed as license to remove work from the coverage of the Agreement on and after July 1, 1979, except in accordance with the provisions of Rules 80 and 62 of the Pacific Lines and T&L Lines Agreements, respectively.

When the Company proposes substantial reorganization and/or realignment which contemplates the contracting out of work belonging under the Agreement, or the assignment of any such work to employees not covered by the Agreement, the Southern Pacific Transportation Company will give the General Chairman sixty (60) day's advance notice in writing of the precise changes being proposed. If agreement is not reached between the General Chairman and the Manager of Labor Relations, the following procedure may be invoked:

- (a) The proposal will be referred to the Carrier's Vice President - Industrial Relations and the Brotherhood's International President for**

Consideration and agreement. If agreement is not reached thereon within Sixty (60) days, then:

- (b) The issue may be processed by either party to final and binding arbitration under Section 7 of the Railway Labor Act, as amended. Should either party decline to participate in the arbitration process, then the other party's position in that particular case shall be considered as being sustained."**

Likewise, we reject the argument that the Intermodal Clerk's will be able to absorb the additional work and maintain the duties currently assigned to their position. There is a shortage of clerical personnel in the Intermodal Department.

There are currently two (2) TCF Clerk seven (7) day positions at City of Industry (COI) that are not relieved on the Rest Days. The positions work the gate house that cannot be blanked and must be filled on a daily basis.

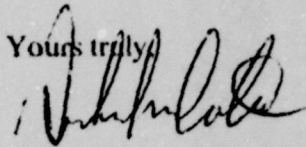
The regular assigned TCF employees in the office are now required to vacate their regular assignment and fill the vacancy on the rest days of Position's 010 and 004.

In UTU Local Chairman W. Dennis Wilson's letter to you dated July 3, 1999 he clearly delineated the reasons that the Crest Conductor doesn't have time to perform any of the duties that they will absorb from the Yard Clerk's at City of Industry.

I have included a letter dated August 25, 1998 from Congresswoman Barbara Lee to the Surface Transportation Board, on behalf of District Chairman Kirk Hundven, expressing her concern with the UP's abuses in ignoring the collective bargaining agreements and the range of problems and most importantly the contracting out of our work.

Finally, it should be pointed out that I discussed contracting out our work with you on numerous conferences and we were assured time and again that our clerical work would not be contracted out or assigned to other non-TCU employees; and that violations of our agreement would not be tolerated. These guarantees and assurances obviously were not met thus forcing us to take whatever action deemed necessary to protect our jobs.

We urge you in the strongest possible terms to cease and desist from utilizing non-TCU covered employees to perform TCU Clerical duties and to cease and desist from further contracting out TCU covered work to non-TCU employees.

Yours truly,


Richard M. Cota, District Chairman 890

Cc: R. F. Davis, President-ASD
S. R. Steeves, VP-ASD
Kirk Hundven, District Chairman 802
W. Dennis Wilson, Local Chairman, UTU
Dean Matter, Sr. Director, Labor Relations, NON-OPS
Ms. Linda Morgan, Chairwomen, Surface Transportation Board
Ms. Barbara Lee, Member of Congress
B. E. Bussey, Manager Administration
Protective Committee Members



Transportation • Communications International Union – AFL-CIO, CLC

ALLIED
SERVICES
DIVISION

ROBERT F. DAVIS
President

TED P. STAFFORD
General Secretary-Treasurer

July 11, 1999

RICHARD M. COTA
District Chairman 890

980 3rd Street
Gilroy, California 95020
Telephone & Fax (408) 847-6650

Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Via Fax and U.S. Mail

Dear Mr. Irvine:

Please consider this as an addendum to my letter dated July 10, 1999 recently faxed to your office regarding the impending job abolishment of five (5) regular clerical positions at City of Industry and our strong opposition to the reassignment of clerical work to other employees not covered by the TCU Agreement.

Attached is a copy of UTU Local Chairman Harry J. Garvin Jr.'s., letter dated June 30, 1999, to UTU General Chairman Kevin Kline, advising that Mr. Stan Lewis, MTO at City of Industry wants to advertise four (4) Crest Conductor positions to perform the clerical duties of the TCU clerical positions that will be abolished on or about July 20, 1999.

The rate of pay for the new Crest Conductor positions will be \$260.00 for eight hours at the flat rate of \$32.50 per hour.

The rate of pay for the clerical positions that will be abolished at City of Industry is \$144.15 per day at the rate of \$18.02 per hour for a Chief Clerk and \$140.28 per day at the rate of \$17.54 for the Assistant Chief Clerk.

I urge you to consider the role that the City of Industry's experienced, *lower-rated*, and well-trained (5) five person clerical workforce plays in the efficient functioning of the Union Pacific Railroad. These employees are a valuable asset to the UP and the shipper's alike, performing their duties with a high degree of competency. Your shipper's have come to rely on the quality of service they have provided over the years, and their loss would be a serious blow to the system.

Yours truly,

53 W. Seegers Road • Arlington Heights, Illinois 60005 • 847-981-1290 • Fax 847-981-1890

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STB

84934 0002

DAVID L. HOBSON

7TH DISTRICT, OHIO

WASHINGTON OFFICE

1514 Longworth HOB
Washington, D.C. 20515

(202) 225-4324

FILE IN DOCKET

CONGRESS OF THE UNITED STATES
HOUSE OF REPRESENTATIVES

June 28, 1996

APPROPRIATIONS COMMITTEE

NATIONAL SECURITY

VA, HUD, AND INDEPENDENT AGENCIES

MILITARY CONSTRUCTION

BUDGET COMMITTEE

SPEAKER'S DESIGNEE

STANDARDS OF OFFICIAL CONDUCT

REPUBLICAN WHIP ORGANIZATION

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue
Washington, DC 20423

Item No. _____

RE: Finance Docket 32760 Page Count 2Dear Secretary Williams: July, 1996 #5

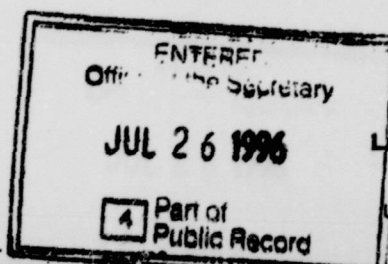
This is written in regard to an application pending before you that seeks approval of a merger between the Union Pacific Railroad Company (UP) and Southern Pacific Lines (SP). I am very concerned that the merger of these two railroads could significantly reduce rail competition resulting in higher rates for shippers and consumers.

As proposed, the merger would grant UP control over a reported 90% of rail traffic into and out of Mexico, 70% of the petrochemical shipments from the Texas Gulf Coast, and 86% of the plastics storage capacity in the Texas/Louisiana Gulf region. UP officials acknowledge that the merger would greatly reduce rail competition and propose a trackage rights agreement with Burlington Northern Sante Fe (BNSF) as the solution. A trackage rights agreement, however, does not solve the problem as the several sets of changes in the agreement attest.

Owners of rail lines have incentives both to invest in track and to work with local communities to attract economic development. Owners have control over the service they provide --- its frequency, its reliability, and its timeliness. This is not the case with railroads that merely operate over someone else's tracks, subject to someone else's control, and required to pay the owner for every carload of traffic the tenant moves. An owning railroad -- faced with none of these difficulties, and having major incentives to develop traffic on the line, can be more readily and consistently counted on to provide quality service and investment that is the best solution for shippers, communities, and economic development.

Conrail has offered to purchase the lines referred to as SP East, i.e. the lines from Chicago through to Houston, the line from New Orleans to El Paso as well as lines to Dallas/Fort Worth, Eagle Pass, Brownsville and Memphis. An offer from an owning railroad such as has been proposed by Conrail represents the best opportunity to preserve competition, enhance economic development potential, and save jobs.

SPRINGFIELD OFFICE

Room 220 Post Office
150 N. Limestone St.
Springfield, OH 45501-1121

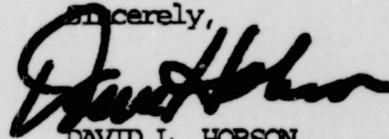
LANCASTER OFFICE

212 S. Broad St.
Room 66
Lancaster, OH 43130-4389

15141 65A-5140

For these reasons, I urge the Board to oppose the proposed UP/SP merger unless it is conditioned on a property-owning divestiture plan such as the one put forth by Conrail.

Sincerely,



DAVID L. HOBSON
Member of Congress

DLH/kak

STB

FD

32760

2-29-96

J

61501

Item No. _____

Page Count 2

Feb II 364

J. KENT MAHER

ATTORNEY AT LAW

WEST FOURTH STREET

P. O. BOX 351

WENMUCCA, NEVADA 89446

TEL: (702) 623-5277 FAX: (702) 623-2468



February 23, 1996

Vernon A. Williams, Secretary
Case Control Branch; Attn: Finance Docket 32760
Surface Transportation Board
United States Department of Transportation
1201 Constitution Ave., N.W.
Washington, D.C. 20423

Re: Application of Union Pacific Corporation, et al.,
Finance Docket 32760

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are an original and five (5) copies of the Certificate of Service filed on behalf of the City of Winnemucca, a Nevada municipal corporation, and the County of Humboldt, a political subdivision of the State of Nevada, pursuant to Surface Transportation Board Decision No. 15, dated February 15, 1996.

Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter and the Certificate of Service, endorsed with your "Filed" stamp in the enclosed postage prepaid, self-addressed envelope.

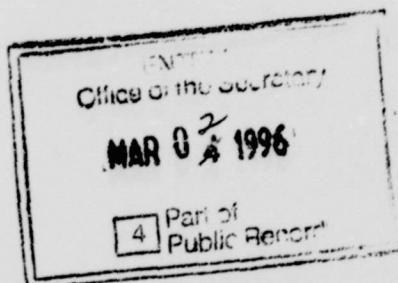
If you have any questions or comments concerning this filing, please contact me at the address or telephone number set forth above. Thank you.

Sincerely,

O. Kent Maher
Winnemucca City Attorney

OKM:rap
Encs.

xc: City
County



BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION



In the matter of the Application of)
Union Pacific Corporation, Union)
Pacific Railroad Company, Missouri)
Pacific Railroad Company, Southern)
Pacific Rail Corporation, Southern)
Pacific Transportation Company, St.)
Louis Southwestern Railway Company,)
SPCSL Corp., and the Denver and Rio)
Grande Western Railroad Company)

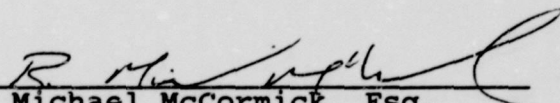
Finance Docket No. 32760

CERTIFICATE OF SERVICE

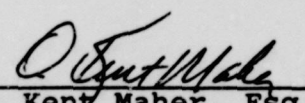
The undersigned attorneys of record for the County of Humboldt, a political subdivision of the State of Nevada, and the City of Winnemucca, a Nevada municipal corporation, certify that a copy of the "NOTICE OF INTENT TO PARTICIPATE OF THE CITY OF WINNEMUCCA AND THE COUNTY OF HUMBOLDT" was served upon all parties of record in this proceeding by first-class, postage prepaid U.S. mail.

DATED: February 23, 1996.

DATED: FEBRUARY 23, 1996.


R. Michael McCormick, Esq.
Humboldt County District Attorney
County of Humboldt
50 West Fifth Street
P.O. Box 909
Winnemucca, Nevada 89446
Tel. (702) 623-6363
Fax. (702) 623-6365

Attorney for County of Humboldt


O. Kent Maher, Esq.
City Attorney
City of Winnemucca
33 West Fourth Street
P.O. Box 351
Winnemucca, Nevada 89446
Tel. (702) 623-5277
Fax. (702) 623-2468

Attorney for City of Winnemucca

STB

FD

32760

2-29-96

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Item No. _____

Page Count 11

Feb 15 363

BEFORE THE
NATIONAL TRANSPORTATION BOARD

Finance Docket No. 32760

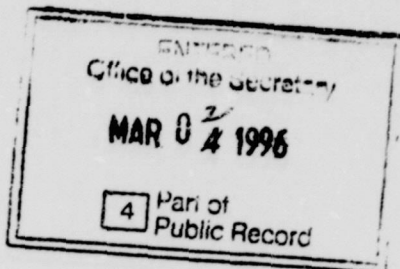
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

CERTIFICATE OF SERVICE OF LIST OF NUMBERED PLEADINGS
IN ACCORDANCE WITH DECISION NO. 16

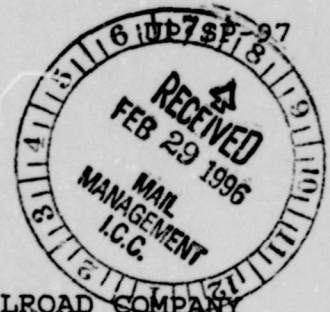
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This will certify that, in accordance with Decision
No. 16, served Feb. 22, 1996, Applicants UPC, UPRR, MPRR, SPR,
SPT, SSW, SPCSL and DRGW have served the attached list of
numbered pleadings filed by them to date in the above-
captioned matter on all parties of record and have indicated
that they will provide copies of any such pleadings to any
party that requests them.



Arvid E. Roach II
ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

Attorneys for Applicants

February 25, 1996



APPLICANTS' NUMBERED FILINGS

UP/SP-1	August 4, 1995	Notice of Intent to File Railroad Control Application
UP/SP-2	August 4, 1995	Petition for Protective Order
UP/SP-3	August 4, 1995	Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief
UP/SP-4	August 4, 1995	Petition to Establish Procedural Schedule
UP/SP-5	August 11, 1995	Modification of Notice of Intent to File Railroad Control Application
UP/SP-6	August 18, 1995	Applicants' Reply to KCS' Comments on Proposed Procedural Schedule and Discovery Guidelines
UP/SP-7	August 18, 1995	Applicants' Reply to KCS' Opposition to Proposed Protective Order
UP/SP-8	August 22, 1995	Supplement to Petition for Waiver or Clarification of Railroad Consolidation Procedures, and Related Relief
UP/SP-9	August 29, 1995	Applicants' Reply to STRICT's Opposition to Petition for Waiver or Clarification
UP/SP-10	August 29, 1995	Applicants' Reply to STRICT's Opposition to Petition to Establish Procedural Schedule
UP/SP-11	August 30, 1995	Applicants' Reply to TCU/UTU's Petition to Clarify Information Required Pursuant to 49 C.F.R. 1180.6(a)(2)(v)
UP/SP-12	September 7, 1995	Applicants' Reply to STRICT's Motion to Reject Impermissible Pleadings

UP/SP-13	September 27, 1995	Applicants' Reply to Petitions to Reconsider or Modify Protective Order
UP/SP-14	September 28, 1995	Applicants' Reply to Comments on Proposed Schedule
UP/SP-15	October 4, 1995	Applicants' Reply to IBT's Petition to Reopen
UP/SP-16	October 4, 1995	Applicants' Reply to Additional Comments by the Department of Justice on Proposed Schedule
UP/SP-17	October 24, 1995	Applicants' Reply to IBT's Petition for Leave to File Response
UP/SP-18	NOT USED	
UP/SP-19	NOT USED	
UP/SP-20	NOT USED	
UP/SP-21	NOT USED	
UP/SP-22	November 30, 1995	Railroad Merger Application, Volume 1: Supporting Information, Summary of Benefits, Exhibits 1, 8, 10-12 and 16-19, Statements of Applicants' Principal Officers, and other Supporting Statements
UP/SP-23	November 30, 1995	Railroad Merger Application, Volume 2: Statements Concerning Market Impacts, Competition, and Shipper Benefits (Exhibit 12)
UP/SP-24	November 30, 1995	Railroad Merger Application, Volume 3: Operating Plan (Exhibit 13), Labor Impact Exhibit, Density Charts (Exhibit 14), and Supporting Statements

UP/SP-25	November 30, 1995	Railroad Merger Application, Volume 4, Parts 1-5: Statements of Shippers, Public Officials, and Others in Support of Application
UP/SP-26	November 30, 1995	Railroad Merger Application Volume 5: Related Applications, Petitions for Exemption, and Notices of Exemption
UP/SP-27	November 30, 1995	Railroad Merger Application, Volume 6: Environmental Report (Exhibit 4), <ul style="list-style-type: none">● Part 1 - Overview,Part 2 - Rail Line Segments, andPart 3 - Rail Yards and Intermodal and Automotive Facilities● Part 4 - Abandonments● Part 5 - Construction● Part 6 - Appendix
UP/SP-28	November 30, 1995	Railroad Merger Application, Volume 7: Exhibits 2, 6, 7, 9, 20 and 21
UP/SP-29	December 1, 1995	Applicants' Reply to Scott Manatt's Petition to Reopen Procedural Schedule and Protective Order
UP/SP-30	December 8, 1995	Applicants' Objections to KCS' Discovery Requests
UP/SP-31	December 14, 1995	Applicants' Objections to the Society of the Plastic Industry, Inc.'s First Set of Interrogatories and Data Requests

UP/SP-32	December 15, 1995	Applicants' Responses to DOJ's Initial Discovery Requests
UP/SP-33	December 15, 1995	Applicants' Responses to KCS' First Interrogatories
UP/SP-34	December 15, 1995	UP Applicants' Responses to KCS' First Requests for Admission
UP/SP-35	December 15, 1995	SP Applicants' Responses to KCS' First Requests for Admissions
UP/SP-36	December 22, 1995	Supplement to Application
UP/SP-37	December 22, 1995	Applicants' Responses to the Society of the Plastics Industry, Inc.'s, First Set of Interrogatories and Data Requests
UP/SP-38	December 22, 1995	Applicants' Responses to the Texas Mexican Railway Company's First Interrogatories and First Request for Production of Documents
UP/SP-39	December 22, 1995	Applicants' Objections to the Western Coal Traffic League's First Set of Interrogatories and Document Production Requests
UP/SP-40	January 2, 1996	Applicants' Objections to the First Interrogatories and First Request for Production of Documents from Sierra Pacific Power Company and Idaho Pacific Power Company
UP/SP-41	January 2, 1996	Applicants' Objections to Consolidated Rail Corporation's First Request for the Production of Documents and First Set of Interrogatories

UP/SP-42	January 3, 1996	Applicants' Objections to the International Paper Company's First Interrogatories and Request for Documents
UP/SP-43	January 3, 1996	Applicants' Responses to Tex Mex's First Interrogatories and First Request for Production of Documents
UP/SP-44	January 3, 1996	Applicants' Responses to WCTL's First Set of Interrogatories and Document Production Requests
UP/SP-45	January 4, 1996	Applicants' Objections to Southern California Regional Rail Authority's First Set of Interrogatories
UP/SP-46	January 5, 1996	Applicants' Objections to TCU's First Set of Interrogatories
UP/SP-47	January 9, 1996	Applicants' Objections to IAM's First Set of Interrogatories
UP/SP-48	January 9, 1996	Applicants' Objections to RLEA's and UTU's First Set of Interrogatories
UP/SP-49	January 9, 1996	Applicants' Responses to Conrail's First Requests for Production of Documents and First Set of Interrogatories
UP/SP-50	January 9, 1996	Applicants' Responses to Sierra Pacific's First Interrogatories and First Request for Production of Documents
UP/SP-51	January 11, 1996	Applicants' Responses to International Paper's First Interrogatories and Requests for Documents

UP/SP-52	January 13, 1996	Applicants' Supplemental Responses to KCS' First Interrogatories
UP/SP-53	January 12, 1996	Applicants' Objections to KCS' Second Discovery Requests
UP/SP-54	January 15, 1996	Applicants' objections to STRICT's First Set of Interrogatories and Document Requests
UP/SP-55	January 15, 1995	Applicants Responses to TCU's First Set of Interrogatories
UP/SP-56	January 15, 1996	Applicants' Responses to SCRRRA's First Set of Interrogatories
UP/SP-57	January 16, 1996	Applicants' Submission in Response to the Commission's Decision in No. 9, Served December 27, 1995
UP/SP-58	January 19, 1996	Applicants' Responses to IAM's First Set of Interrogatories
UP/SP-59	January 22, 1996	Applicants' Responses to RLEA/UTU's First Set of Interrogatories
UP/SP-60	January 22, 1996	Applicants' Responses to STRICT's First Set of Interrogatories and Document Requests
UP/SP-61	January 22, 1996	Applicants' Responses to KCS' Second Interrogatories
UP/SP-62	January 22, 1996	Applicants' Objections to the Teamsters' First Set of Interrogatories and Requests for Production of Documents
UP/SP-63	January 24, 1996	Further Errata to Application

UP/SP-64	January 23, 1996	Applicants' Objection to Kennecott's First Set of Interrogatories and Requests for Production of Documents
UP/SP-65	January 25, 1996	Reply to WSC Motion for Enlargement
UP/SP-66	January 25, 1996	Reply to Comments of KCS and Tex Mex on WSC Motion for Enlargement
UP/SP-67	January 29, 1996	Applicants' Supplemental Responses to RLEA/UTU's First Set of Interrogatories
UP/SP-68	January 29, 1996	Applicants' Responses to the Teamsters' First Set of Interrogatories and Requests for Production of Documents
UP/SP-69	January 31, 1996	Applicants' Responses to Kennecott's First Set of Discovery Requests
UP/SP-70	January 31, 1996	Applicants' Objections to KCS' Third and Fourth Discovery Requests
UP/SP-71	February 1, 1996	Applicants' Objections to the First Set of Interrogatories and Requests for Production of Documents from Entergy, Arkansas Power, and Gulf States
UP/SP-72	February 2, 1996	Applicants' Objections to Dow Chemical's First Set of Interrogatories and Requests for Production of Documents
UP/SP-73	February 2, 1996	Applicants' Objections to Western Resources' First Set of Interrogatories and Requests for Production of Documents

UP/SP-74	February 2, 1996	Applicants' Submission of Settlement Agreements with Utah Railway and Illinois Central
UP/SP-75	February 6, 1996	Additional Errata to Peterson Statement
UP/SP-76	February 7, 1996	Applicants' Objections to Arizona Electric Power's First Set of Interrogatories and Requests for Production of Documents
UP/SP-77	February 8, 1996	Applicants' Responses to KCS' Fourth Discovery Requests
UP/SP-78	February 9, 1996	Applicants' Objections to Consolidated Rail Corporation's Second Set of Interrogatories and Requests for Production of Documents
UP/SP-79	February 9, 1996	Applicants' Objections to Wisconsin Power's and Wisconsin Public Service's First Set of Interrogatories and Requests for Production of Documents
UP/SP-80	February 9, 1996	Applicants' Objections to the Texas Mexican Railway's Second Set of Interrogatories and Requests for Production of Documents
UP/SP-81	February 9, 1996	Applicants Objections to Western Coal Traffic League's Second Set of Interrogatories and Requests for Production of Documents
UP/SP-82	February 9, 1996	Applicants' Responses to KCS' Third Discovery Requests

UP/SP-83	February 9, 1996	Applicants' Responses to the First Set of Interrogatories and Requests for Production of Documents from Entergy, Arkansas Power, and Gulf States
UP/SP-84	February 12, 1996	Applicants' Responses to Western Resources' First Set of Interrogatories and Requests for Production of Documents
UP/SP-85	February 12, 1996	Applicants' Responses to Dow Chemical's First Set of Interrogatories and Requests for Production of Documents
UP/SP-86	February 14, 1996	Applicants' Objections to Conrail's Third Request for Production of Documents
UP/SP-87	February 15, 1996	Applicants' Responses to Arizona Electric Power's First Set of Interrogatories and Requests for Production of Documents
UP/SP-88	February 16, 1996	Applicants' Objections to RLEA and UTU's Second Set of Interrogatories and First Document Requests
UP/SP-89	February 20, 1996	Applicants Objections to WSC's First Set of Discovery Requests
UP/SP-90	February 20, 1996	Applicants' Responses to Tex Mex's Second Set of Interrogatories and Requests for Production of Documents

UP/SP-91	February 20, 1996	Applicants' Responses to Wisconsin Power's and Wisconsin Public Service's First Set of Interrogatories and Requests for Production of Documents
UP/SP-92	February 20, 1996	Applicants' Responses to Western Coal Traffic League's Second Set of Interrogatories and Requests for Production of Documents
UP/SP-93	February 20, 1996	Applicants' Responses to Conrail's Second Set of Interrogatories and Requests for Production of Documents
UP/SP-94	February 21, 1996	Request for Modification of Decision No. 15
UP/SP-95	February 22, 1996	Additional Errata
UP/SP-96	February 22, 1996	Applicants' Response to Conrail's Third Request for Production of Documents

STB FD 32760 2-28-96 J

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Item No. _____

Page Count 1

Feb 21 3045 245

J. Tucker
PO Box 25181
Arlington, VA
22202-5181
Feb. 23, 1996

Office of the Secretary
Case Contril Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Ave NW
Washington, DC 20423



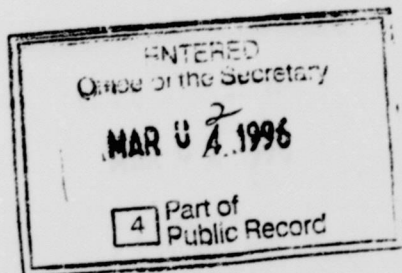
The Secretary,

In accord with your request we apply to change our service list designation from (VIS) to (POR).

We certify that copies of all filings have been served on all parties.

Respectfully,

J. Tucker



ADVISE OF ALL
PROCEEDINGS

STB

FD

32760

2-28-96

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61481

Item No. _____

Page Count 2
Feb # 344

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Robert J. Cooney
Senior General Attorney



Writer's Direct Dial Number

(804) 629-2838

February 26, 1996

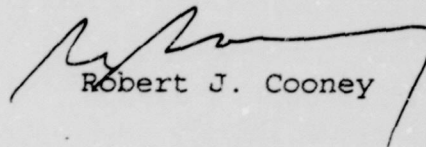
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

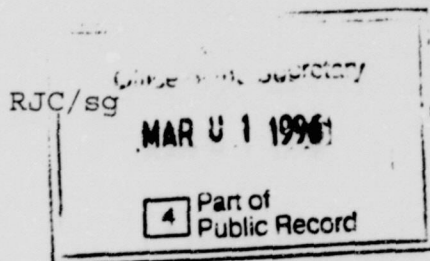
Re: Finance Docket No. 32760, Union Pacific Corporation,
Union Pacific Railroad Company and Missouri Pacific
Railroad Company -- Control and Merger -- Southern
Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern Railway
Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

Dear Mr. Williams:

Enclosed for filing in the above-entitled proceeding are
the original and five (5) copies of Norfolk Southern Railway
Company's Certificate of Service.

Very truly yours,


Robert J. Cooney



ORIGINAL
ORIGINAL

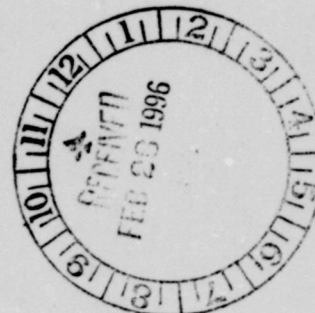
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Office of the Secretary

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4 PERIOD
PUBLIC RECORD

BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760



Union Pacific Corporation, Union Pacific Railroad Company
and Missouri Pacific Railroad Company

-- Control and Merger --

Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

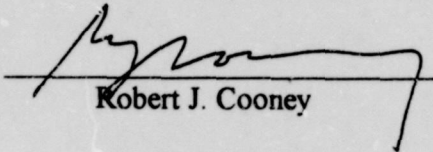
Robert J. Cooney
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(804) 629-2838

Counsel for
Norfolk Southern Railway Company

Dated: February 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that on February 26, 1996, copies of Norfolk Southern Railway Company's Notice of Intent to Participate and Comments were served by first-class, U.S. mail, postage prepaid upon all parties of record in Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al.


Robert J. Cooney

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32760

2-28-96

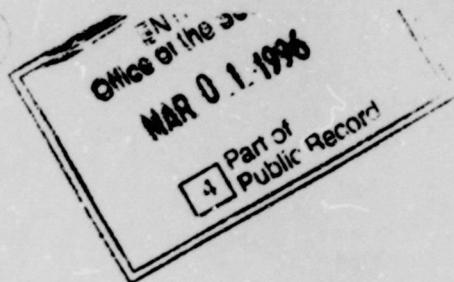
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Item No. _____

Page Count 2

Feb 21 343



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OFFICE OF SECRETARY

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION ET AL -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION ET AL

CERTIFICATE OF SERVICE
BY THE MOUNTAIN/PLAINS COMMUNITIES AND
SHIPPERS COALITION
IN THIS FINANCE DOCKET PROCEEDING

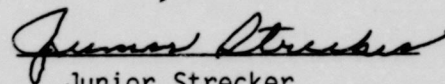
MOUNTAIN/PLAINS COMMUNITIES AND
SHIPPERS COALITION
123 NORTH MAIN
HOISINGTON, KANSAS 67544

BY: JUNIOR STRECKER
PRESIDENT

DATED: FEBRUARY 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that on February 23, 1996, I caused to be served by first class mail, postage prepaid, copies of filings for Party of Record in Finance Docket No. 32760 on all known parties of record in this proceedings. As required by Surface Transportation Board Decision Number 15.


Junior Strecker

FOR: Mountain/Plains Communities
and Shippers Coalition
123 North Main
Hoisington, Ks. 67544

STB

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32760

2-28-96

J

61479

Item No. _____

Page Count 4

File # 342

61479

GOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE: (202) 942-5999

DAVID A. ASHMORE
(202) 942-5828

NEW YORK
DENVER
LOS ANGELES
LONDON

February 28, 1996



BY HAND

The Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

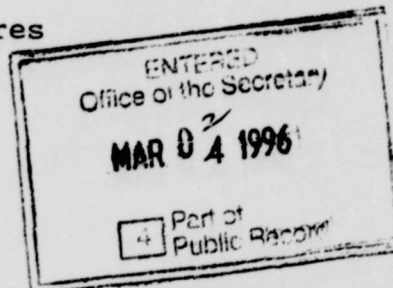
It has just come to our attention that, due to a clerical error, the enclosed original and five copies of ARCO Chemical Company's ("ARCO") Certification of Service were not served on you on or before Monday, February 26, 1996. However, copies of the only ARCO filing to date in this proceeding, a Notice of Intent to Participate, were mailed on Friday, February 23, 1996 by first-class mail, postage-prepaid, to all Parties of Record listed in the Board's February 16, 1996 decision.

We regret this good faith error and request that the Board forgive this oversight. Please contact me at (202) 942-5828 if there will be any problems. Thank you.

Sincerely,

David A. Ashmore

Enclosures

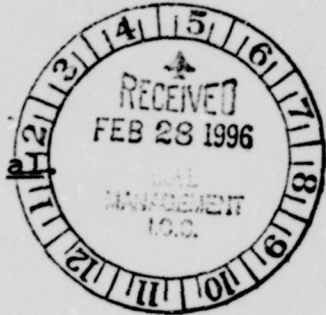


orig.

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760

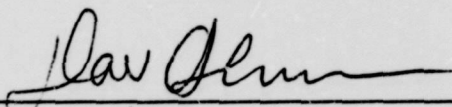
UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.



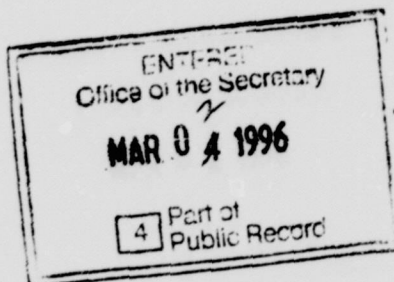
CERTIFICATION OF SERVICE

Pursuant to the decision of the Surface Transportation Board, served February 16, 1996, Decision No. 15, copies of the attached Notice of Intent to Participate were served upon all parties of record listed in the February 16, 1996 decision by first-class mail, postage prepaid.

Dated at Washington, D.C., this 23rd day of February 1996.



David A. Ashmore



ACC-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.



NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, ARCO Chemical Company, a Delaware corporation, advises the Board of its intent to participate in the proceeding as a party of record without asserting a position for or against the proposed merger and as its interests may otherwise appear and asks that the appearances of its attorneys be entered. It has selected the acronym "ACC" for identifying the filings it will be making.

Respectfully submitted,

ARCO CHEMICAL COMPANY

By its attorneys,

Richard H. Gross
ARCO CHEMICAL COMPANY
3801 West Chester Pike
Newtown Square, PA 19073
Tel.: (610) 359-3202

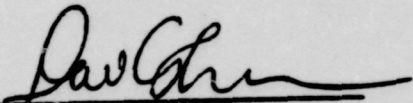
Michael N. Sohn
Paul T. Denis
David A. Ashmore
ARNOLD & PORTER
555 Twelfth Street, N.W.
Washington, D.C. 20004
Tel.: (202) 942-5000

Dated: January 16, 1996

CERTIFICATION OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of the Interstate Commerce Commission, and Administrative Law Judge Nelson by first-class mail, postage prepaid.

Dated at Washington, D.C., this 16th day of January 1996.


David A. Ashmore

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32760

2-28-96

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61478



Item No. _____

Page Count 2

File 341

61478
One James Center
Richmond, Virginia 23219
(804) 783-1343

Peter J. Shultz
General Counsel

February 26, 1996



Office of the Secretary
Case Control Branch
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423

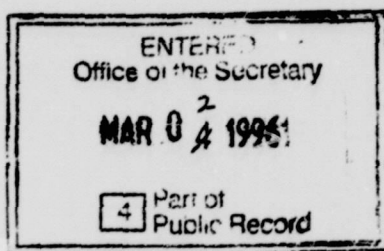
Re: Finance Docket No. 32760
Union Pacific - Control & Merger - Southern Pacific

Certificate of Service

Dear Secretary Williams:

In accordance with the Board's Decision No. 15, enclosed for filing is an original and five copies of our Certificate of Service in the above-captioned proceeding.

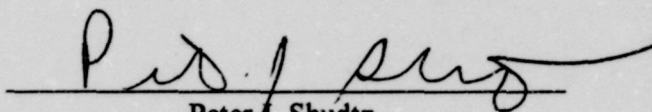
Very truly yours,



cc: The Honorable Jerome Nelson
Administrative Law Judge
Arvid E. Roach II, Esquire
Paul A. Cunningham, Esquire

Certificate of Service

I hereby certify that on this 26th day of February, 1996, copies of CSX's: (i) Notice of Intent to Participate dated January 15, 1996 and (ii) CSX-1, Description of Inconsistent or Responsive Application, were served by first-class mail, postage prepaid upon each party of record in Finance Docket No. 32760.

A handwritten signature in dark ink, appearing to read "Peter J. Shultz", is written over a horizontal line.

Peter J. Shultz
General Counsel
CSX Corporation
901 E. Cary Street
Richmond, Virginia 23219
(804) 783-1343

STB

FD

32760

2-28-96

J

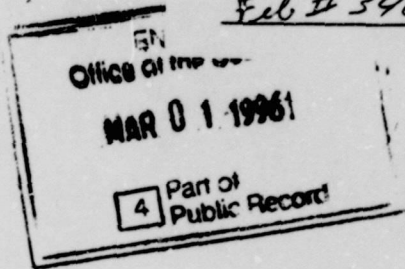
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Item No. _____

Page Count 2

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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION ET AL -- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION ET AL

CERTIFICATE OF SERVICE

BY THE HOISINGTON CHAMBER OF COMMERCE

IN THIS FINANCE DOCKET PROCEEDING

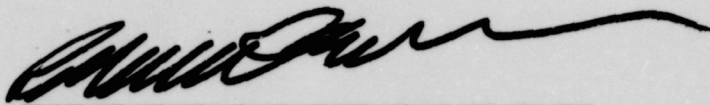
HOISINGTON CHAMBER OF COMMERCE
123 NORTH MAIN
HOISINGTON, KANSAS 67544

BY: ROBERT K. GLYNN
EXECUTIVE VICE PRESIDENT

DATED: FEBRUARY 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that on February 23, 1996, I caused to be served, by first class mail, postage prepaid, copies of the request for Party of Record in Finance Docket No. 32760 on all known parties of record in this proceedings, As required by Surface Transportation Board Decision Number 15.



Robert K. Glynn

FOR: Hoisington Chamber of Commerce
123 North Main
Hoisington, KS 67544

STB

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2-27-96

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U.S. Department
of Transportation

Office of the Secretary
of Transportation

Item No. _____

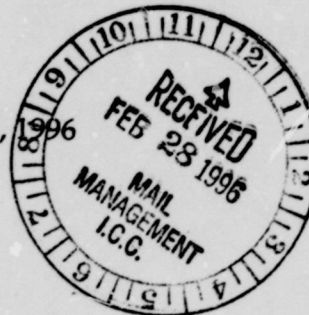
Page Count 1

File # 338

GENERAL COUNSEL

400 Seventh St., S.W.
Washington, D.C. 20590

February 22, 1996



Hon. Vernon A. Williams
Secretary, Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423

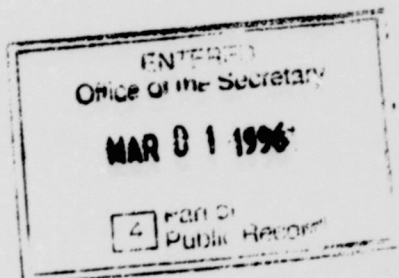
Re: Union Pacific Corp., et al. - Control -
Southern Pacific Rail Corp., et al.
Fin. Dkt. No. 32760

Dear Secretary Williams:

Pursuant to Decision No. 15 in the above-referenced proceeding, I hereby certify that I have on this day caused to be served on all Parties of Record by first class mail a copy of all filings submitted to date by the U.S. Department of Transportation in this proceeding.

Respectfully submitted,

Paul Samuel Smith
Senior Trial Attorney



STB FD 32760 2-27-96 J 61467

OPPENHEIMER Item No. _____

Page Count 1

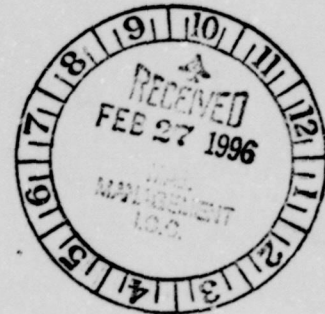
FEB II 330

as J. Litwiler
(312) 616-5861

Prudential Plaza
Floor
North Stetson Avenue
Chicago, Illinois 60601
616-1800
FAX: (312) 616-5800

Brussels
Chicago
London
Minneapolis
New York
Paris
St. Paul
Washington, D.C.

February 26, 1996



VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad
Company and Missouri Pacific Railroad Company --
Control and Merger -- Southern Pacific Rail Corp.,
Southern Pacific Transportation Company, St. Louis
Southwestern Railway Company, SPCSL Corp. and
The Denver and Rio Grande Western Railroad Company

Dear Secretary Williams:

Pursuant to Decision No. 15, served on February 16, 1996,
I hereby certify that on February 26, 1996, the prior pleadings of
Gateway Western Railway Company in the above-captioned proceeding
were served by first class mail, postage prepaid, on all parties of
record herein.

Five copies of this certificate are enclosed for filing
at the Board. Please feel free to contact me should any questions
arise regarding this matter. Thank you for your assistance.

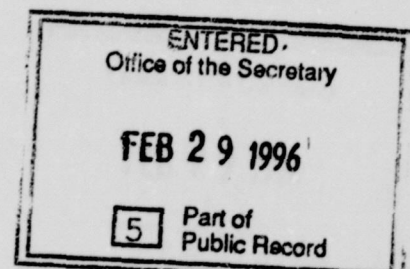
Respectfully submitted,

Thomas J. Litwiler
Attorney for Gateway Western
Railway Company

TJL:tl

Enclosures

cc: Parties of Record



STB FD 32760 2-27-96 J 61465

Item No. _____

WHITE & CASE

Page Count 18

PENNSYLVANIA AVENUE, N.W.

File # 328

WASHINGTON, D.C. 20006-4604

PHONE: (1-202) 872-0013

FACSIMILE: (1-202) 872-0210

EUROPE

BRUSSELS

BUDAPEST

HELSINKI

ISTANBUL

LONDON

MOSCOW

PARIS

PRAGUE

STOCKHOLM

WARSAW

AFRICA

JOHANNESBURG

DIRECT DIAL: 626-3651

61465
61465
ASIA

ALMATY

ANKARA

BANGKOK

BOMBAY

HANOI

HONG KONG

JAKARTA

SINGAPORE

TASHKENT

TOKYO

MIDDLE EAST

JEDDAH

RIYADH

LATIN AMERICA

MEXICO CITY

February 26, 1996

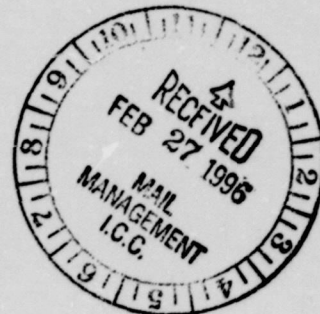
Honorable Vernon A. Williams

Secretary

Surface Transportation Board

1201 Constitution Avenue NW

Washington, DC 20423



Re: Finance Docket No. 32760

Dear Secretary Williams:

Pursuant to Decision No. 15 in the above-captioned proceeding, enclosed please find an original and five copies of the certificate of service for Exxon Chemical Americas, reflecting service of all filings on the other parties of record in this proceeding.

An extra copy is enclosed for stamping to indicate receipt. I would appreciate it if it could be returned to me in the enclosed envelope. Please contact me if there are any questions concerning this filing.

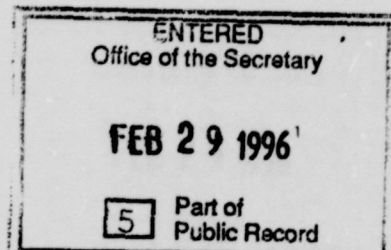
Very truly yours,

Anne D. Smith

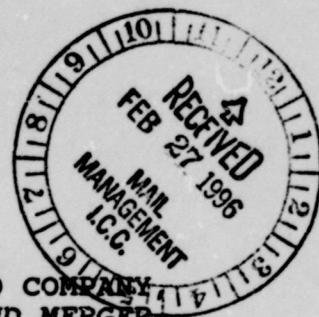
Anne D. Smith

ADS:as

Enclosures



SURFACE TRANSPORTATION BOARD
Washington, D.C.



UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY,
AND MISSOURI PACIFIC RAILROAD COMPANY--CONTROL AND MERGER
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP., AND THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

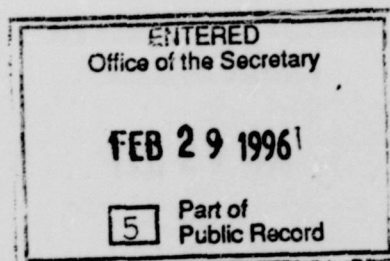
CERTIFICATE OF SERVICE

I hereby certify that this 26th day of February, 1996,
I caused copies of all of the filings made to date in this
proceeding by Exxon Chemical Americas to be served, by
first class mail, postage pre-paid, on all of the parties
of record listed on the attached service list.

Anne D. Smith

Anne D. Smith
White & Case
1747 Pennsylvania Ave. NW
Washington, DC 20006

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[POR] MARTIN A. WEISSERT
BAKER & DANIELS
111 E. WAYNE STREET, STE. 800
FORT WAYNE IN 46802
Represents: GOLDEN CAT DIVISION

[POR] CHARLES H. WHITE, JR.
1054-THIRTY-FIRST STREET, N.W.
WASHINGTON DC 20007-4492
Represents: UTAH RAILWAY COMPANY
[POR] WILLIAM W. WHITEHURST, JR
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711

FINANCE DOCKET NO. 32760

[FOR] TERRY C WHITESIDE
SUITE 301 MTN BLDG
3203 THIRD AVENUE NORTH
BILLINGS MT 59101-1945
Represents: MT, WHEAT & BARLEY COMM

[FOR] THOMAS W. WILCOX
DONELAN, CLEARY, WOOD
1100 NEW YORK AVE., N.W., STE 750
WASHINGTON DC 20005-3934
Represents: WESTERN RESOURCES, INC.

[FOR] DEBRA L. WILLEN
GUERRETI, EDMOND, ETAL
1331 F STREET, N.W.
WASHINGTON DC 20004
Represents: INTL ASSOC OF MACHINISTS

[FOR] MAYOR LESTER WILLIAMS
TOWN OF EADS
PO BOX 8
110 W 13TH ST.
EADS CO 61036
Represents: TOWN OF EADS

[FOR] RICK WILLIS
550 CAPITOL ST NE
SALEM OR 97310-1380
Represents: OREGON PUBLIC UTILITY COMM

[FOR] BRUCE B. WILSON
CONSOLIDATED RAIL CORP.
2001 MARKET STREET
PHILADELPHIA PA 19101-1417
Represents: CONRAIL

[FOR] ROBERT A. WIMBISH, ESQ.
REA, CROSS & AUCHINCLOSS
1920 N STREET, N.W. SUITE 420
WASHINGTON DC 20036
Represents: BROWNSVILLE & RIO GRANDE, ET AL

[FOR] FREDERIC L. WOOD
DONELAN, CLEARY, WOOD
1100 NEW YORK AVE., N.W., SUITE 750
WASHINGTON DC 20005-3934
Represents: NATL INDUSTRIAL TPTN LEAGUE

[FOR] DEAN L. WORLEY
HILBURN CALHOON HARPER
P.O. BOX 5551
ONE RIVERFRONT PLACE, EIGHTH FL.
NORTH LITTLE ROCK AR 72119
Represents: GULF RICE ARKANSAS

[FOR] E W WOTIPKA
6388 TERRACE LANE
SALIDA CO 61201
Represents: E W WOTIPKA

[FOR] EDWARD WYTKIND, EXECUTIVE DIRECTOR
TRANSP TRADES DEPT AFL-CIO
400 N. CAPITOL ST, SW, STE 861
WASHINGTON DC 20001
Represents: TRANSP. TRADES DEPT., AFL-CIO

[FOR] R. L. YOUNG
P.O. BOX 700
ONE MEMORIAL DRIVE
LANCASTER OH 43130-0700
Represents: AMERICAN ELECTRIC POWER SVC.

[FOR] THOMAS ZWICA
121 WEST FIRST STREET
GENESEO IL 61254
Represents: LSBC HOLDINGS INC

ENTERED
Office of the Secretary

-FEB 29 1996

5 Part of
Public Record

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

RECEIVED
FEB 27 3 40 PM '96
OFFICE OF THE SECRETARY

NOTICE OF PARTIES OF RECORD
PURSUANT TO DECISIONS NOS. 15 AND 16

In accordance with Surface Transportation Board Decisions Nos. 15 and 16, the Railway Labor Executives' Association, the RLEA affiliated labor organizations,¹ and the United Transportation Union hereby notify all parties of record of the pleadings that they have filed to date in the above-captioned proceeding. The pleadings filed by these unions are as follows:

¹ The RLEA affiliated organizations are: American Train Dispatchers Department/BLE; Brotherhood of Locomotive Engineers; Brotherhood of Maintenance of Way Employees; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; International Brotherhood of Electrical Workers; International Brotherhood of Firemen & Oilers; and Sheet Metal Workers' International Association.

- RLEA-1 Comments Of The Railway Labor
 Executives' Association, Its Affiliated
 Organizations And The United
 Transportation Union In Response To
 Applicants' Petition To Establish A
 Procedural Schedule Other Than As
 Specified Under 49 C.F.R. §1180.4, And
 To Commission Requests For Comments
- RLEA-2 Petition Of The Railway Labor
 Executives' Association, Its Affiliated
 Organizations And The United
 Transportation Union For Modification Of
 Protective Order
- RLEA-3 Reply Of The Railway Labor Executives'
 Association, Its Affiliated
 Organizations And The United
 Transportation Union In Response To
 International Brotherhood Of Teamsters
 Petition To Reopen Decision No. 3
- RLEA-5 Notice Of The Railway Labor Executives'
 Association, RLEA Affiliated
 Organizations And The United
 Transportation Union Of Their Intent To
 Participate

Pursuant to the STB's Decision No. 16, RLEA/UTU will provide any party of record who requests a copy of any of the pleadings listed above with such copies upon receipt of the request by RLEA/UTU's counsel.

STB FD 32760 2-27-96 J 61463

Item No. _____

Page Count 2

File # 326

61463
ORIGINAL

LAW OFFICES

ER, McFARLAND & HERMAN

20 NORTH WACKER DRIVE - SUITE 3118

CHICAGO, ILLINOIS 60606-3101

TELEPHONE (312) 236-0204

FAX (312) 201-9895

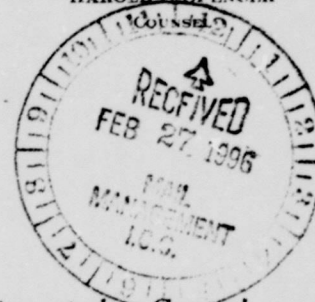
THOMAS F. McFARLAND, JR.
STEPHEN C. HERMAN

NUEL D. BELNAP (1862-1972)

HAROLD E. SPENCER

February 22, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Department of Transportation, Rm. 1324
12th & Constitution Avenue, NW
Washington, DC 20423



Re: Finance Docket No. 32760, *Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.*

and

the following related abandonment cases:

- (1) Docket No. AB-3 (Sub-No. 130) ✓ & Docket No. AB-8 (Sub-No. 38) ✓
Towner to NA Junction, CO;
- (2) Docket No. AB-3 (Sub-No. 131) ✓ & Docket No. AB-8 (Sub-No. 37) ✓
Hope to Bridgeport, KS;
- (3) Docket No. AB-8 (Sub-No. 36X) ✓ & Docket No. AB-12 (Sub-No. 189X) ✓
Sage to Leadville, CO;
- (4) Docket No. AB-8 (Sub-No. 39) ✓ & Docket No. AB-12 (Sub-No. 188) ✓
Malta to Canon City, CO

Dear Mr. Williams:

Please enter the additional appearance of the undersigned in the above proceedings in behalf of Protestant Mountain-Plains Communities & Shippers Coalition, whose address is 123 North Main Street, Hoisington, KS 67544. The undersigned already appears on the service list in the proceedings by virtue of representation of other parties.

By copy of this letter, I am requesting that Applicants promptly furnish all workpapers and source documents underlying all entries in the abandonment applications in the above "AB" dockets, as well as track charts (profiles) and operating timetables for the lines involved in those applications (also for the lines between Canon City and NA Junction, CO; between Towner, CO and Bridgeport, KS; between Hope and Herington, KS; and between Dotsero, CO and Sage, CO).

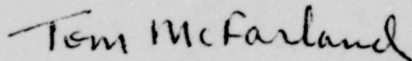
Vernon A. Williams, Secretary

February 22, 1996

Page 2

Twenty copies accompany the original of this additional appearance and request for workpapers and source documents. All PORs are being served.

Very truly yours,



Thomas F. McFarland, Jr.
*Attorney for Mountain-Plains
Communities & Shippers Coalition*

TMcF:kl:528

Enclosures

cc: Karen Kramer (document depository) - *by fax (202) 778-5388*
Robert Opal - *by fax (402) 271-5610*
Gary Laakso - *by fax (415) 495-5436*
All parties of record - *by first-class mail*

STB

FD

32760

2-27-96

J

61461

CONRAIL

Item No. _____

Page Count 2
File # 324

61461

February 26, 1996

By UPS OVERNIGHT

CR-15

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, DC 20423



Re: Finance Docket No. 32760, Union Pacific Corp. et al. -- Control & Merger
Southern Pacific Rail Corp., et al

Dear Secretary Williams:

CERTIFICATE OF SERVICE

This is to certify that I have today served by first-class mail a copy of the attached letter, listing all pleadings filed to date in the above-captioned docket by Consolidated Rail Corporation, on all persons identified as Parties of Record on the service list served February 16, 1996.

An original and five copies of this certificate of service are enclosed, as is a copy that we should appreciate your date-stamping to show that it has been received and returning to us in the enclosed self-addressed, stamped envelope.

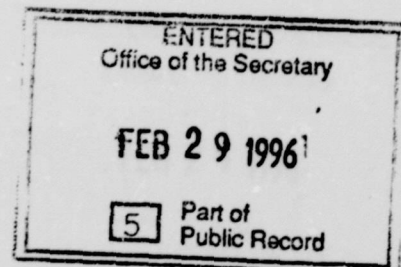
Thank you very much.

Very truly yours,

Constance Abrams

Constance L. Abrams
General Counsel - Commerce

CLA/pm
Enclosure(s)



February 26, 1996

TO: All Parties of Record

RE: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Railroad Company

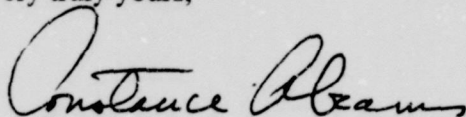
Pursuant to Decision No. 16 of the Surface Transportation Board served on February 22, 1995, you are hereby advised that Consolidated Rail Corporation has filed the following 14 pleadings in the above-captioned docket:

1. Notice of Appearance of Consolidated Rail Corporation, dated September 7, 1995 ("CR-1");
2. Comments of Consolidated Rail Corporation in Response to Decision No. 1 (Sept. 1, 1995), dated September 18, 1995 ("CR-2");
3. Letter from Bruce B. Wilson to Honorable Vernon A Williams, dated October 13, 1995, further commenting on the procedural schedule ("CR-3");
4. Consolidated Rail Corporation's First Requests to Applicants for the Production of Documents and First Set of Interrogatories to Applicants, dated December 22, 1995 ("CR-4");
5. Consolidated Rail Corporation's First Requests to BNSF Corporation for the Production of Documents, dated December 28, 1995 ("CR-5");
6. Notice of Consolidated Rail Corporation of Intent to Participate, dated January 16, 1996 ("CR-6");
7. Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the Production of Documents to BNSF Corporation, dated February 2, 1996 ("CR-7");
8. Consolidated Rail Corporation's Second Set of Interrogatories and Second Requests for Production of Documents to Applicants, dated February 2, 1996 ("CR-8");

9. Consolidated Rail Corporation's Third Request to Applicants for the Production of Documents, dated February 7, 1996 ("CR-9");
10. Consolidated Rail Corporation's Third Request to BNSF Corporation for the Production of Documents, dated February 7, 1996 ("CR-10");
11. Consolidated Rail Corporation's Fourth Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for the Production of Documents, dated February 16, 1996 ("CR-11");
12. Consolidated Rail Corporation's Fourth Request to Applicants for the Production of Documents, dated February 16, 1996 ("CR-12").
13. Consolidated Rail Corporation's First Request for Inspection of Applicants' Property, dated February 26, 1996 ("CR-13"); and
14. Consolidated Rail Corporation's First Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for Inspection of Property, dated February 26, 1996 ("CR-14").

Should you require a copy of any or all of the above 14 pleadings, please submit a request and allow us three business days from the date of receipt to honor it. Thank you.

Very truly yours,



Constance L. Abrams
General Counsel - Commerce

CLA/pm

STB FD 32760

2-26-96

J

61466

Item No. _____

61464



Page Count _____

Feb 4 329

OFFICE:

One O'Hare Centre
Suite 9000
6250 North River Road
Rosemont, IL 60018
Tel. (708) 318-4600

MAILING ADDRESS:

P.O. Box 5062
Rosemont, IL 60017-5062

February 26, 1996

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423



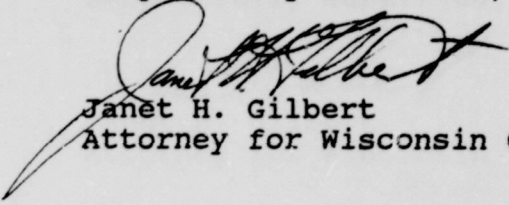
Re: **Finance Docket No. 32760**
Union Pacific Corporation, Union Pacific Railroad
Company and Missouri Pacific Railroad Company --
Control and Merger -- Southern Pacific Rail Corp.,
Southern Pacific Transportation Company, St. Louis
Southwestern Railway Company, SPCSL Corp. and
The Denver and Rio Grande Western Railroad Company

Dear Secretary Williams:

Pursuant to Decision No. 15, served on February 16, 1996, I hereby certify that on February 26, 1996, the prior pleadings of Wisconsin Central Ltd. in the above-captioned proceeding were served by first class mail, postage prepaid, on all parties of record herein.

Five copies of this certificate are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

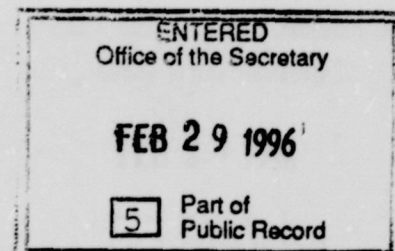
Respectfully submitted,


Janet H. Gilbert
Attorney for Wisconsin Central Ltd.

JHG:tjl

Enclosures

cc: Parties of Record



STB

FD

32760

2-26-96

J

61399

Item No. _____

Page Count 2

Feb # 262

61399
ARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

ENTERED
Office of the Secretary

FEB 28 1996

TELECOPIER: (202) 371-9900
5 Public Record

February 26, 1996

Via Hand Delivery

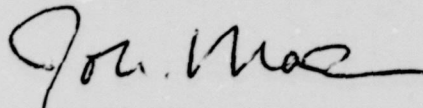
Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C.

Re: Finance Docket No. 32760, *Union Pacific Corp., et al.*
Control & Merger, Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Institute of Scrap Recycling Industries, Inc. ("ISRI") certifying that a copy of an index listing all numbered documents filed to date by ISRI has been mailed to all parties of record in this proceeding.

Respectfully submitted,



John K. Maser III
Attorney for Institute of Scrap
Recycling Industries, Inc.

Enclosures
3310/060

RECEIVED
FEB 26 1 46 PM '96
100
OFFICE OF SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY INSTITUTE OF SCRAP RECYCLING INDUSTRIES, INC. has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown
Elinor G. Brown

STB

FD

32760

2-26-96

J

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Item No. _____

Page Count 2

Feb II 261

EARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

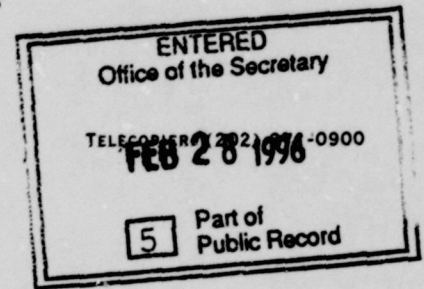
SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

February 26, 1996



Via Hand Delivery

Honorable Vernon A. Williams

Secretary

Surface Transportation Board

1201 Constitution Avenue, N.W.

Washington, D.C.

Re: Finance Docket No. 32760, *Union Pacific Corp., et al.*
Control & Merger, Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Cargill, Incorporated, ("CARG") certifying that a copy of an index listing all numbered documents filed to date by Cargill has been mailed to all parties of record in this proceeding.

Respectfully submitted,

John K. Maser III

Attorney for Cargill, Incorporated

Enclosures

1200/190

RECEIVED
FEB 26 1 47 PM '96
OFFICE OF SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY CARGILL, INCORPORATED. has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor H. Brown
Elinor G. Brown

STB

FD

32760

2-26-96

J

61397

Item No. _____

Page Count 2

61397

01 Feb II 260

CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

TELECOPIER: (202) 371-0900

FEB 28 1996

OFFICE 302 Part of
Public Record

February 26, 1996

Via Hand Delivery

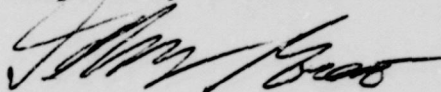
Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C.

Re: Finance Docket No. 32760, *Union Pacific Corp., et al.*
Control & Merger, Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Kennecott Utah Copper Corporation and Kennecott Energy Company ("KENN") certifying that a copy of an index listing all numbered documents filed to date by Kennecott has been mailed to all parties of record in this proceeding.

Respectfully submitted,



John K. Maser III
Jeffrey O. Moreno

*Attorneys for Kennecott Utah Copper
Corporation and Kennecott Energy
Company*

Enclosures
3760/020

RECEIVED
FEB 28 1 47 PM '96
OFFICE OF SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY KENNCOTT UTAH COPPER CORPORATION AND KENNECOTT ENERGY COMPANY has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown
Elinor G. Brown

STB

FD

32760

2-26-96

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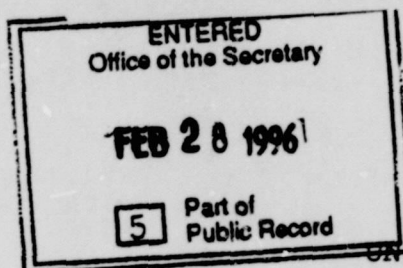
Item No. _____

Page Count 2

FEB II 259

SPI - 7

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

Responsive to Decision No. 16 of the Surface Transportation Board in the above-captioned proceeding, please be advised that our firm has made the following submissions in this proceeding:

Comments of the Society of the Plastics Industry, Inc. (SPI) (SPI-1) (September 18, 1995)

Comments of the SPI in Support of Motion by Western Shippers' Coalition for Enlargement of the Procedural Schedule (SPI-3) (January 25, 1996)

Notices of Appearance for Montell USA, Inc., North American Logistic Services, Quantum Chemical Company and Union Carbide Corporation

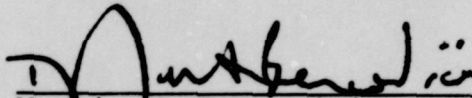
Additionally, this firm has propounded discovery requests to Applicants on behalf of SPI (SPI-2 and SPI-6), to the BNSF (SPI-4 and SPI-5), and to Applicants on behalf of Union Carbide Corporation (UCC-2).

Should any party desire copies of any of the foregoing pleadings or notices, kindly communicate with the undersigned.

We hereby certify that we have effected service of the foregoing notice on all parties of record designated on the service list set forth in Decision No. 15, on the date set forth below.

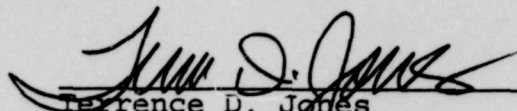
service list set forth in Decision No. 15, on the date set forth below.

Respectfully submitted,



Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett
Keller and Heckman
1001 G Street, NW
Suite 500 West
Washington, DC 20001
(202) 434-4100

Attorneys for SPI, Montell USA,
Inc., Quantum Chemical Company and
Union Carbide Corporation



Terrence D. Jones
Keller and Heckman
1001 G Street, NW
Suite 500 West
Washington, DC 20001
(202) 434-4100

Attorney for North American
Logistic Services

February 26, 1996

Copies to: All Parties of Record
Secretary, Surface Transportation Board
(original plus 5 copies)

STB

FD

32760

2-26-96

J

61395

41395

SLOVER & LOFTUS

ATTORNEYS AT LAW

SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER

C. MI

DONA Item No. _____

JOHN

KELV

ROBE

CHRI

FRAN

ANDRI

PATRICIA E. KOLESAR

EDWARD J. McANDREW

* ADMITTED IN PENNSYLVANIA ONLY

February 26, 1996

202 347-7170



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Power & Light Company was served upon all parties of record to the captioned proceeding.

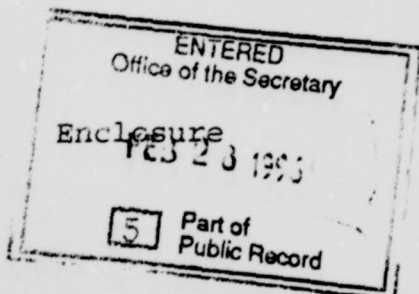
An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for Wisconsin Power
& Light Company



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Wisconsin Power & Light Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB FD 32760 2-26-96 J 61394

Item No. _____

Page Count 2

File # 257

BEFORE THE
TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY, AND
MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY,
SPCSL CORP., AND THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

BRGI-3

**NOTICE AND PLEADING LIST OF THE
BROWNVILLE AND RIO GRANDE INTERNATIONAL RAILROAD**

In accordance with the Surface Transportation Board's ("STB") Decision Number 16 of February 22, 1996, the Brownville and Rio Grande International Railroad ("BGRI") hereby gives notice to all Parties of Record in the above-captioned proceeding of the numbered filings BRGI has thus far submitted in this matter.

To date, BRGI has filed the following documents with the STB:

1. BRGI's "Notice of Intent to Participate in Proceeding" (dated January 16, 1996);
2. **BRGI-1:** BRGI's "Description of Responsive Application" (dated January 19, 1996);
3. **BRGI-2:** BRGI's "Petition for Waiver" (dated January 29, 1996).

BRGI notes that Parties of Record may request any of the above-listed documents pursuant to STB Decision Number 16. Interested Parties of Record should address their requests to BRGI's counsel as follows:

Robert A. Wimbish
REA, CROSS & AUCHINCLOSS
Suite 420
1920 N Street, N.W.
Washington, D.C. 20036
(202) 785-3700

61394
ORIGINAL



ENTERED
Office of the Secretary

FEB 28 1996

5 Part of
Public Record

CERTIFICATE OF SERVICE

I hereby certify that I have, this 26th day of February, 1996, served copies of the foregoing "Notice and Pleading List" upon all Parties of Record by means of U.S. Mail, first class postage prepaid.

Robert A. Wimbish
Robert A. Wimbish

STB

FD

32760

2-26-96

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61383
ORIGINAL

Item No. _____

Page Count 3

File # 246

FEB 28 1996

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Part of
Public Record

MTN-2

BEFORE THE
-----ACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



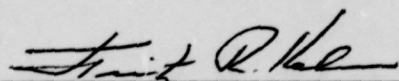
Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.,
-CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996,
the prior filing of Mountain Coal Company, a copy of which is
attached, has been served upon each of the parties of record, by
mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.



Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

STAMP AND RETURN.

MTN-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.,
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

NOTICE OF INTENT
TO PARTICIPATE

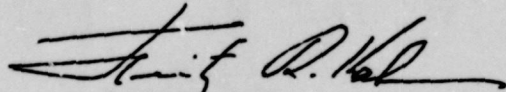
Pursuant to the decision, served October 19, 1995, Decision No. 6, Mountain Coal Company, a Delaware corporation, advises the Board of its intent to participate in the proceeding without asserting a position for or against the proposed merger and as its interests may otherwise appear and asks that the appearance of its attorneys be entered. It has selected the acronym "MTN" for identifying the filings it will be making.

Respectfully submitted

MOUNTAIN COAL COMPANY

By its attorneys,

Thomas F. Linn
Mountain Coal Company
555 17th Street (22nd fl.)
Denver, CO 80202
Tel.: (303) 293-4234



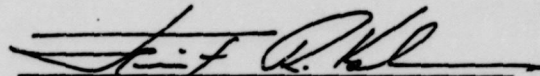
Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 16, 1996

CERTIFICATE OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson by first-class mail, postage prepaid.

Dated at Washington, DC, this 16th day of January 1996.



Fritz R. Kahn

STB FD 32760 2-26-96 J 61393

61393

Item No. _____ R & LOFTUS
 WILLIAM L. _____ ORNEYS AT LAW
 C. MICHAEL _____ TEENTH STREET, N. W.
 DONALD G. Page Count 2 _____
 JOHN H. LE FEB # 256 _____
 KELVIN J. D. _____ TON, D. C. 20036
 ROBERT D. R _____
 CHRISTOPHER A. MILLS* _____
 FRANK J. PERGOLIZZI _____
 ANDREW B. KOLESAR III _____
 PATRICIA E. DIETRICH _____

202 347-7170

* ADMITTED IN ILLINOIS ONLY

February 26, 1996

BY HAND DELIVERY

Honorable Vernon A. Williams
 Secretary
 Surface Transportation Board
 Case Control Branch
 12th Street & Constitution Avenue, N.W.
 Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

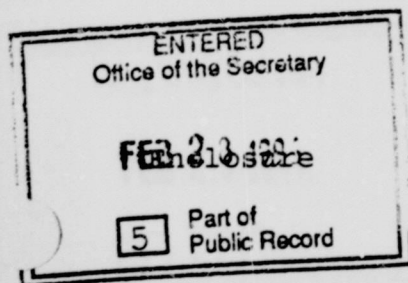
In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Public Service Corporation was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
 An Attorney for Wisconsin Public
 Service Corporation



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Wisconsin Public Service Corporation was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

2-26-96

J

61392

Item No. _____

Page Count 3

Feb 4 255

E & JOHNSON LLP

ATTORNEYS AT LAW

61392

PHOENIX, ARIZONA
TWO RENAISSANCE SQUARE

TELEPHONE: (602) 257-5200
FACSIMILE: (602) 257-5299

CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-1795

(202) 429-3000
FACSIMILE: (202) 429-3902
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STEPTOE & JOHNSON INTERNATIONAL
AFFILIATE IN MOSCOW, RUSSIA

TELEPHONE: (011-7-501) 258-5250
FACSIMILE: (011-7-501) 258-5251

SAMUEL M. SIPE, JR.
(202) 429-6486

February 26, 1996

BY MESSENGER

Hon. Vernon A. Williams, Secretary
Case Control Branch
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington D.C. 20423

ENTERED
Office of the Secretary

FEB 28 1996

5 Part of
Public Record

Re: Finance Docket No. 32760, Union Pacific
Corporation, etal. -- Control and Merger --
Southern Pacific Rail Corporation, etal.

Dear Secretary Williams:

Enclosed are (1) the original and (5) copies of the
Notice Of Pleadings Filed to Date that the Port of Los Angeles
and the Port of Long Beach furnished to all parties of record
("POR") in the above captioned matter pursuant to Decision No. 15
(served Feb. 22, 1996) and (2) the original and five (5) copies
of the Certificate of Service certifying that all parties of
record were served with notice pursuant to the Board's
instructions in Decision No. 15 (served Feb. 16, 1996).

Sincerely,

Samuel M. Sipe, Jr.
Samuel M. Sipe, Jr. *ck*

Encl.



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

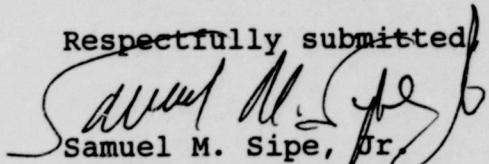
Union Pacific Corporation, Union Pacific Railroad
Company, and Missouri Pacific Railroad Company
-- Control and Merger --
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCLS Corp., and The Denver and
Rio Grande Western Railroad Company

PORT OF LOS ANGELES ("POLA") AND PORT OF
LONG BEACH ("POLB") NOTICE TO PARTIES OF
RECORD OF PLEADINGS FILED TO DATE

Pursuant to the Board's Order in the above captioned
matter, served February 22, 1996, the Port of Los Angeles
("POLA") and the Port of Long Beach ("POLB") hereby notify
parties of record that as of this date, they have filed the
following pleading in the above matter:

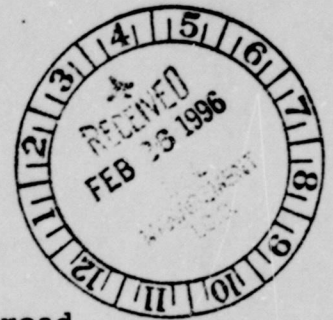
POLA/POLB-1 Notice of Intent to Participate

Respectfully submitted,


Samuel M. Sipe, Jr.
Carolyn Doozan Clayton
Steptoe & Johnson LLP
1330 Connecticut Ave., N.W.
Washington, D.C. 20036
(202) 429-6486

ATTORNEYS FOR THE CITY OF LOS
ANGELES AND THE CITY OF LONG
BEACH

February 26, 1996



CERTIFICATE OF SERVICE

I hereby certify that I have on this 26th day of February, 1996, served a notice of the pleading filed to date by the Port of Los Angeles and the Port of Long Beach, California ("POLA/POLB") in STB Finance Docket No. 32760 and related sub-dockets, by first-class mail, postage prepaid, on each person designated as a party of record ("POR") on the official service list for this proceeding attached to Decision No. 15 (served Feb. 16, 1996).

Carolyn D. Clayton
Carolyn D. Clayton

STB

FD

32760

2-26-96

J

61389

Item No. _____

Page Count 2

Feb 25 2

E & JOHNSON LLP

ATTORNEYS AT LAW

1000 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20038-1795

(202) 429-3000
FACSIMILE: (202) 429-3902
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AFFILIATE IN MOSCOW, RUSSIA

TELEPHONE: (011-7-501) 258-5250
FACSIMILE: (011-7-501) 258-5251

Part of
Public Record
Two Renaissance Square

TELEPHONE: (802) 257-5200
FACSIMILE: (802) 257-5299

BETTY JO CHRISTIAN
(202) 429-8113

February 26, 1996

BY HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington D.C. 20423



Re: Finance Docket No. 32760, Union Pacific
Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

Pursuant to the Board's instructions in Decision No. 15 (served Feb. 16, 1996), enclosed are the original plus five copies of the Certificate of Service certifying that all parties of record were served with copies of Burlington Northern Railroad Company's ("BN") filing in this proceeding. The updated service list issued by the Board for this proceeding should continue to show myself as a party of record representing BN.

I would appreciate it if you would date-stamp the additional copy of this letter and return it to the messenger for our files.

Sincerely,

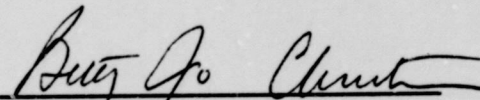
Betty Jo Christian

Betty Jo Christian
Counsel for Burlington
Northern Railroad Company

Encl.

CERTIFICATE OF SERVICE

I hereby certify that I have on this 26th day of February, 1996, served a copy of each filing made by Burlington Northern Railroad Company in STB Finance Docket No. 32760 and related sub-dockets, by first-class mail, postage prepaid, on each person designated as a party of record ("POR") on the official service list for this proceeding attached to Decision No. 15 (served Feb. 16, 1996).


Betty Jo Christian

STB FD 32760 2-26-96

J 61387



Unit
Depa
Agri

Item NO. _____

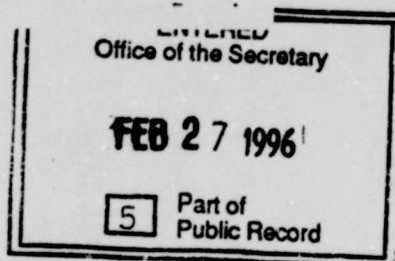
Page Count 6

Fw # 250

cky
ountain
agion

P.O. Box 25127
Lakewood, CO 80225-0127
Delivery: 740 Simms St.
Golden, CO 80401

41387



File Code: 2730-3

USFS - 007

Date: FEB 22 1996

OFFICE OF THE SECRETARY
CASE CONTROL BRANCH
ATTN: FINANCE DOCKET NO. 32760
SURFACE TRANSPORTATION BOARD
1201 CONSTITUTION AVENUE NW
WASHINGTON DC 20423



Subject: Finance Docket No. 32760
Application of Union Pacific, et al.

Dear Secretary Williams:

Please reference our letters of January 12, 1996 and January 23, 1996. In these letters, which were served on all necessary parties, we indicated our intention to participate in this proceeding. We are now informed that we are to be considered an interested party. This is not acceptable.

A possible change in rail use or abandonment of the rail lines involved in this proceeding could have profound effects on our management of this corridor, and hazardous material liability to the federal taxpayer. Examples of our concerns include: the implications of a new railroad operator to scenic and sensitive National Forest System lands crossed by the line; the consideration and analysis of impacts relating to railbanking as well as plans for management and/or development of such a resource; and if abandoned, the identification and inventory of reverted property rights, cultural resources and hazardous materials. National Forest System lands and the Forest Service are impacted by virtually every alternative being considered by the Board. The Forest Service is not just an "interested party".



Caring for the Land and Serving People

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FS-6200-28b (12/93)





Therefore, we request that our status be changed from VIS to POR. Please direct all future correspondence and/or telephone or FAX with respect to the subject docket to:

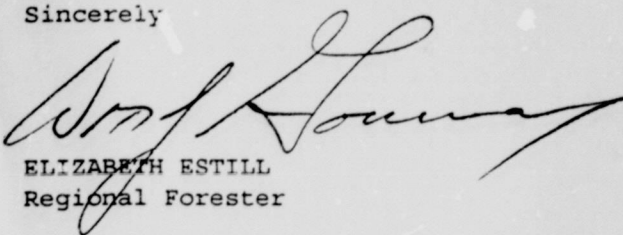
U.S.D.A. Forest Service
Attn: Sue Ballenski, Physical Resources
P.O. Box 25127
Lakewood, CO 80225

Telephone: (303) 275-5373
FAX: (303) 275-5122

We intend to file conditions by the March 29, 1996 deadline. You are hereby informed in advance that we have substantial concerns about hazardous substance issues under the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. 9601 et seq., which these conditions will address.

To facilitate this process, if for some reason you decide again that we have not met our paperwork requirements, please notify Ms. Ballenski immediately by phone. Both our agencies have a responsibility to be more conscious of how we spend our appropriations and a repeat of this expensive exercise should be unnecessary.

Sincerely

for 
ELIZABETH ESTILL
Regional Forester

Enclosure (25 copies of this letter and certificate)



Caring for the Land and Serving People

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FS-6200-28b (12/93)





CERTIFICATE OF SERVICE

Pursuant to 49 C.F.R. 1180.4 (a) and (d), I certify that I have this day served copies of this document upon all parties of record in this proceeding, by first-class, postage pre-paid U.S. mail.

Date: 2/22/96

Signature: Gra M. Ballenshi



Caring for the Land and Serving People



[FOR] OS ILLO, PRESIDENT
"K" LINE
515 MOUNTAIN AVE
MURRAY HILL, NY 07974
Represents: K LINE AMERICA INC

[FOR] CONSTANCE L. ABRAMS
CONSOLIDATED RAIL CORP.
TWO COMMERCE SQUARE
2001 MARKET STREET, 16-A
PHILADELPHIA PA 19101-1416
Represents: CONSOLIDATED RAIL CORP

[FOR] GENE ALBAUGH
PO BOX 702
33 S MAIN STREET
COLFAX CA 95713
Represents: CITY OF COLFAX

[FOR] RICHARD A. ALLEN
ZUCKERT, SCOUT, ET AL
888 17TH STREET, N.W., STE 600
WASHINGTON DC 20006-2939
Represents: TEXAS MEXICAN RIVY CO, ET AL

[FOR] PAUL C. ANDERSON
MCDONOUGH, HOLLAND, ET AL
1999 HARRISON STREET, STE 1310
OAKLAND CA 94612

[FOR] WAYNE ANDERSON
ENTERGY SERVICES, INC.
639 LOYOLA AVE. MAIL BENT-21E
NEW ORLEANS LA 70113

[FOR] BLAINE ARBUTHNOT
CROWLEY COUNTY
601 MAIN ST
ORDWAY CO 81063
Represents: CROWLEY CITY BD. OF COMM.

[FOR] DANIEL R. ARELLANO
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396
Represents: CITY OF BRENTWOOD

[FOR] R. MARK ARMSTRONG
P.O. BOX 1051
ALTURAS CA 94501
Represents: EARTH ENGINEERS

[FOR] DANIEL ARONOWITZ
LEBOUEF, LAMB, ET AL
1873 CONNECTICUT AVE, NW, STE 1200
WASHINGTON DC 20009-5728
Represents: WESTERN SHIPPERS

[FOR] DOUGLAS J. BARR
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102-5384

[FOR] DAVID H. BAKER
HOLLAND & KNIGHT
2100 PENN. AVE., N.W., ST. 400
WASHINGTON DC 20037-3202
Represents: SUNKIST GROWERS INC

[FOR] JANICE G. BARBER
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102-5384

[FOR] DOUGLAS J. BEHR
KELLER & HECHTMAN
1001 G STREET, N.W., STE 500 WEST
WASHINGTON DC 20001

[FOR] CHARLES N. BERNKAMPEN
DUPONT SOURCING
WILMINGTON DE 19898
Represents: DUPONT

[FOR] MARTIN W. BERCOVICI
KELLER & HECHTMAN
1001 G ST., N.W., STE 500 WEST
WASHINGTON DC 20001
Represents: SOC OF THE PLASTICS INDUS., ET AL

[FOR] CARL W. VON BERNUTH
UNION PACIFIC CORP.
MARTIN TOWER
EIGHTH AND EATON AVENUES
BETHLEHEM PA 19018

[FOR] CARDON G. BERRY
KOWA CO. COMMISSIONERS
P.O. BOX 591
1305 GOFF
EADS CO 81036
Represents: KOWA CO. COMMISSIONERS

[FOR] PAUL K. BIBA, HOUSE COUNSEL
FORMOSA PLASTICS CORP.
9 PEACH TREE HILL ROAD
LIVINGSTON NJ 07039

[FOR] MICHAEL D. BILLIEL
ANTITRUST DIV
DEPT OF JUSTICE
335 SEVENTH ST NW STE 500
WASHINGTON DC 20530
Represents: U.S. DEPARTMENT OF JUSTICE

[FOR] LONNIE E. SLAYDES, JR., VICE PRESIDENT
DALLAS AREA RAPID TRANSIT
P.O. BOX 75266-7210
1401 PACIFIC AVENUE
DALLAS TX 75266-7210
Represents: DALLAS AREA RAPID TRANSIT

[FOR] JARED BOIGON
OFFICE OF THE GOVERNOR
STATE CAPITOL, RM 136
DENVER CO 80203-1792
Represents: STATE OF COLORADO

[FOR] CHARLES R. BOMBERGER
PUBLIC SERV. OF COLORADO
5900 E. 39TH AVENUE
DENVER CO 80207
Represents: PUBLIC SVC. CO. OF COLORADO

[FOR] LINDSAY BOWER, DEPUTY ATTORNEY
GENERAL
CA. DEPT. OF JUSTICE
DEPUTY ATTORNEY GENERAL
50 FREDMONT STREET, STE. 300
SAN FRANCISCO CA 94105
Represents: ATTORNEY GENERAL OF CA

[FOR] CHRISTOPHER E. BRAMHILL
ROOM 505
451 SOUTH STATE ST.
SALT LAKE CITY UT 84111
Represents: SALT LAKE CITY CORPORATION

[FOR] HONORABLE JOHN BREAUX
UNITED STATES SENATE
WASHINGTON DC 20510-0605

[FOR] LINDA BREGGIN
SUITE 1100
1333 NEW HAMPSHIRE AVE
WASHINGTON DC 20034-1511

[FOR] MICHAEL BRESSMAN
WILMER CUTLER PICKERING
2445 M STREET, N.W.
WASHINGTON DC 20037-1420
Represents: CONSOLIDATED RAIL CORP

[FOR] STEVEN JANCE
LEBOUEF, LAMB, ET AL
4025 WOODLAND PARK BLVD., STE 160
ARLINGTON TX 76013

[FOR] PATRICIA BRITTON
KENNESCOTT ENERGY COMPANY
CHIEF LEGAL OFFICER
505 SOUTH GILLETTE AVENUE
GILLETTE WY 82716

[FOR] JONATHAN M. BRODER
CONSOLIDATED RAIL CORP
P.O. BOX 41416
2001 MARKET STREET, 16-A
PHILADELPHIA PA 19101-1416

[FOR] HON. HANK BROWN
UNITED STATES SENATE
5TH & MAIN ST., 411 THATCHER BLDG
PUEBLO CO 81003-3140

[FOR] HON. HANK BROWN
UNITED STATES SENATE
WASHINGTON DC 20510-0604
Represents: HON. HANK BROWN

[FOR] KIRK BROWN
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764
Represents: ILLINOIS DOT

[FOR] ROBERT M. BRUSKIN, ESQ
HOWREY & SON
1299 PENNSYLVANIA AVE N.W.
WASHINGTON DC 20004

[FOR] HONORABLE RICHARD BRYAN
UNITED STATES SENATE
WASHINGTON DC 20510
Represents: HON. RICHARD H. BRYAN

[FOR] HON. JOHN BRYANT
US HOUSE OF REP.
WASHINGTON DC 20515

[FOR] EDMUND W. BURKE
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102

[FOR] RICHARD CABANELLA
BIPERIAL COUNTY
PLANNING DEPARTMENT
939 MAIN STREET
EL CENTRO CA 92243-2836

[FOR] HON. BEN N. CAMPBELL
UNITED STATES SENATE
1129 PENNSYLVANIA STREET
DENVER CO 80203

[FOR] HON. BEN N. CAMPBELL
UNITED STATES SENATE
WASHINGTON DC 20510-0605
Represents: HON. BEN N. CAMPBELL

[FOR] RUTH H. CARTER, MAYOR
CITY OF CANON CITY
P.O. BOX 1460
ATTN: STEVE THACKER, CITY ADMIN
CANON CITY CO 81215
Represents: CITY OF CANON

[FOR] W. F. CARTER
ALBEMARLE CORPORATION
451 FLORIDA STREET
BATON ROUGE LA 70801
Represents: ALBEMARLE CORP

FINANCE DOCKET NO 32760

[FOR] E. CALVIN CASSELL
EASTMAN CHEMICAL COMPANY
P.O. BOX 1990
KINGSPORT TN 37662
Represents: EASTMAN CHEMICAL CO

[FOR] EDWARD S. CHRISTENBURY
408 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902
Represents: TENNESSEE VALLEY AUTHORITY

[FOR] BETTY JO CHRISTIAN
STEFFE & JOHNSON
1330 CONNECTICUT AVE., N.W.
WASHINGTON DC 20036-1795

[FOR] HONORABLE THAD COCHRAN
UNITED STATES SENATE
WASHINGTON DC 20510

[FOR] SENATOR WILLIAM COHEN
UNITED STATES SENATE
WASHINGTON DC 20510

[FOR] PAUL A. COMLEY, JR.
UNION PACIFIC RR CO.
LAW DEPARTMENT
1416 DODGE STREET
OMAHA NE 68179

[FOR] HON. JOHN R. COOK, TX HOUSE OF REP.
P.O. BOX 2910
AUSTIN TX 78768
Represents: STATE OF TEXAS

[FOR] ROBERT J. COONEY
NORFOLK SOUTHERN CORP.
LAW DEPARTMENT
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191
Represents: NORFOLK SOUTHERN Rwy

[FOR] WILLIAM F. COTTRELL
ASST. ATTORNEY GENERAL
100 W. RANDOLPH ST., 17TH FLOOR
CHICAGO IL 60601
Represents: ILLINOIS ATTORNEY GENERAL

[FOR] JAMES R. CRAIG
50 ORIENT RR
4809 COLE AVENUE, STE 350
DALLAS TX 75205
Represents: TRIL COMPANY, INC., ET AL

[FOR] PAUL A. CUNNINGHAM
MARKINS CUNNINGHAM
1300 19TH STREET, N.W., SUITE 600
WASHINGTON DC 20036

[FOR] ROBERT A. CUSHING, JR.
UNITED TRANS. UNION
LOCAL 1918
12401 HIDDEN SUN COURT
EL PASO TX 79938
Represents: UNITED TRANS. UNION

[FOR] JOHN M. CUTLER, JR.
MC CARTHY SWEENEY MARKAWAY
SUITE 1105
1750 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20006
Represents: UNION ELECTRIC CO

[FOR] HON. KBA DE LA GARZA
HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515
Represents: HON. KBA DE LA GARZA

[POR] THOMAS DEGNAN
UNITED STATES GYPSUM CO
123 SOUTH FRANKLIN STREET
CHICAGO IL 60606
Represents: UNITED STATES GYPSUM COMPANY

[POR] JO A DEROCHE
WEINER, BRODSKY, ET AL
1350 NEW YORK AVE., NW, SUITE 800
WASHINGTON DC 20005-4797
Represents: ANACOSTIA & PACIFIC CO

[POR] PATRICIA E DIETRICH
SLOVER & LOFTUS
1224 17TH STREET, N.W.
WASHINGTON DC 20036
Represents: SLOVER & LOFTUS

[POR] NICHOLAS J. DEMICHAEL
DONELAN, C. EARY, WOOD, ET AL
1100 NEW YORK AVE., N.W. STE 750
WASHINGTON DC 20005-3934
Represents: WESTERN RESOURCES INC. ET AL

[POR] JAMES V. DOLAN
UNION PACIFIC RR CO
LAW DEPARTMENT
1416 DODGE STREET
OMAHA NE 68179

[POR] KELVIN J. DOWD
SLOVER & LOFTUS
1224 17TH STREET, N.W.
WASHINGTON DC 20036
Represents: WISCONSIN PUB. SVC. CORP.

[POR] ROBERT K. DREILING
K.C. SOUTHERN R.W. CO.
114 WEST 11TH STREET
KANSAS CITY MO 6410

[MOC] HON. RICHARD J. DURBIN
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 2051
Represents: HON. RICHARD J. DURBIN

[POR] RICHARD S. EDLAMAN
HIGGS SAW MANHONEY CLARKE
SUITE 210
1050 SEVENTEENTH STREET, N.W.
WASHINGTON DC 20036
Represents: RAILWAY LABOR EXEC ASSOC

[POR] JOHN EDWARDS, ESQ.
ZUCKERT, SCOUTT ET AL
888 17TH STREET, N.W., STE 400
WASHINGTON DC 20006-3939
Represents: TEXAS MEXICAN R.L.W. CO.

[POR] KRISTA L. EDWARDS
SIDLEY & AUSTIN
1722 EYE STREET, N.W.
WASHINGTON DC 20006

[POR] MAYOR DELCARL EKENBERG
TOWN OF HASWELL
P.O. BOX 206
HASWELL CO 81045-0206
Represents: TOWN OF HASWELL, CO

[POR] DANIEL R. ELLIOTT, III
UNITED TRANSP. UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107
Represents: UNITED TRANSPORTATION UNION

[POR] RICHARD J. ELSTON
CYPRUS AMAX CORP
9100 EAST MINERAL CIRCLE
ENGLEWOOD CO 80112
Represents: CYPRUS AMAX COAL SALES CORP

[POR] ROY T. ENGLERT, JR.
MAYER, BROWN & PLATT
SUITE 6100
2000 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20006
Represents: SANTA FE PACIFIC CORP. ET AL.

[POR] ROBERT V. ESCALANTE
SUITE 470
2010 MAIN STREET
BRIDGE CA 92714-7204
Represents: RJO BRAVO POSO/IASMDN

[POR] JOHN T. ESTES
SUITE 400
1029 NORTH ROYAL STREET
ALEXANDRIA VA 22314
Represents: COALITION FOR COMPET RAIL

[POR] G. W. FAUTH & ASSOCIATES INC.
P.O. BOX 2401
ALEXANDRIA VA 22301
Represents: G.W. FAUTH & ASSOC.

[POR] BRIAN P. FELKER
SHELL CHEMICAL COMPANY
P.O. BOX 2463
ONE SHELL PLAZA
HOUSTON TX 77251-2463
Represents: SHELL CHEMICAL COMPANY

[POR] MARC J. FINK
SHER & BLACKWELL
SUITE 612
2000 L STREET, N.W.
WASHINGTON DC 20036
Represents: INT'L BROTHERHOOD OF TEAMSTERS

[POR] REBECCA FISHER
ASST ATTY GENERAL
PO BOX 12548
AUSTIN TX 78711-2548
Represents: STATE OF TEXAS

[POR] THOMAS J. FLORCZAK
CITY OF PUEBLO
127 THATCHER BUILDING
PUEBLO CO 81003
Represents: CITY OF PUEBLO, CO, ET AL.

[POR] ROGER W. FONES
US DEPT. OF JUSTICE
555 4TH STREET, NW
WASHINGTON DC 20001
Represents: U.S. DEPT. OF JUSTICE

[POR] JOE D. FORRESTER
C/O CO. MTH COLLEGE
901 S. HWY. 24
LEADVILLE CO 80461
Represents: LEADVILLE COALITION

[POR] JEANNE M. FOSTER
UPPER ARKANSAS VALLEY RTB
P.O. BOX 837
SALIDA CO 81201

[POR] THOMAS W. FOSTER, CHAIRMAN
COM. TO PRESERVE PROPERTY
P.O. BOX 681
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Represents: COMMITTEE TO PRESERVE PROPERTY

[POR] JAMES R. FRITZE
EAGLE COUNTY ATTORNEY
P.O. BOX 850
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[POR] THOMAS J. FRONAPPEL
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STATE OF NEVADA
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CARSON CITY NV 89712
Represents: STATE OF NEVADA, DOT

[POR] RAY D. GARDNER
KENNECOTT UTAH COPP. CORP
P.O. BOX 6001
8315 WEST, 3595 SOUTH
MAGNA UT 84044-6001

[POR] GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANS. UNION
NORTH LOOP OFFICE PARK
2040 NORTH LOOP WEST, STE. 310
HOUSTON TX 77018

[POR] ROY GIANGROSSO
ENTERGY SERVICES, INC.
350 PINE STREET
BEAUMONT TX 77701

[POR] JAMET H. GILBERT
WISCONSIN CENTRAL LTD
6350 NORTH RIVER ROAD STE 9000
ROSEMONT IL 60018
Represents: WISCONSIN CENTRAL LTD.

[MOC] HONORABLE JOHN GLENN
ATTN: SUSAN CARMONAH
UNITED STATES SENATE
WASHINGTON DC 20510

[MOC] HON. JOHN GLENN
ATTN: ANITA BELL
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[POR] ROBERT K. GLYNN
HOUSTON CHAM. OF COM. 4.
123 NORTH MAIN STREET
HOUSTON TX 77002-2594
Represents: HOUSTON CHAM. OF COM. 4.

[POR] ANDREW P. GOLDSTEIN
MCCARTHY, SWEENEY ET AL.
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WASHINGTON DC 20006
Represents: FORMOSA PLASTICS CORP. ET AL.

[POR] ANDREW T. GOODSON
CANAL SQUARE
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Represents: INT'L PAPER COMPANY

[MOC] HON. PHIL GRAMM
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[MOC] HON. PHIL GRAMM
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[POR] B. C. GRAVES, JR.
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[POR] T. L. GREEN
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TOPEKA KS 66601

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GALLAND, KJARASCH, ET AL.
CANAL SQUARE
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[POR] DONALD F. GRIFFIN
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[POR] RICHARD H. GROGGS
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NEWTOWN SQUARE PA 19073
Represents: ARCO CHEMICAL COMPANY

[POR] JEFFERY B. GROY
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STE 1100
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Represents: VILAMCOM INC

[POR] JOSEPH GUERRIERI, JR.
4TH FLOOR
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[POR] JAMES E. HANSON
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[POR] CAROL A. HARRIS
SOUTHERN PAC. TRANS. CO.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105

[POR] CANNON Y. HARVEY
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ONE MARKET PLAZA
SAN FRANCISCO CA 94105

[POR] BARRETT HATCHES
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OVERLAND PARK KS 66210
Represents: NORTH AMERICAN SALT CO.

[POR] TIMOTHY MAY
777 FABVIEW DRIVE
CARSON CITY NV 89710
Represents: PUBLIC SVC COMD OF NEVADA

[POR] THOMAS J HEALEY
OFFENHEIMER, WOLFF, ETAL
150 N. STETSON AV., 2 PRUDENTIAL PL
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[POR] P. C. HENDRICKS
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Represents: UNITED TRANSP. UNION

[POR] RONALD J. HENEFELD
PPG INDUSTRIES, INC.
ONE PPG PLACE - 35 EAST
PITTSBURGH PA 15272-0001
Represents: PPG INDUSTRIES, INC.

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CHICAGO IL 60606-3101
Represents: I B P INC

[POR] ROGER HERMANN
MALLINCKRODT CHEMICAL
16305 SWINGLEY RIDGE DRIVE
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[POR] JEFFERY W. HILL
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Represents: SIERRA PAC POWER CO.

[POR] CLAUDIA L. HOWELLS
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Represents: CONSOLIDATED RAIL CO-OP, ET AL

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[POR] TERENCE M. HYNES
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1712 EYE STREET, NW
WASHINGTON DC 20006-5304
Represents: CANADIAN PACIFIC LTD. ET AL

[POR] JAMES J. ILANDI
SKILL TRANS. CONSUL. INC.
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Represents: KANSAS SHIPPERS ASSOC. ET AL

[POR] THOMAS F. JACKSON
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[POR] WILLIAM P. JACKSON, JR.
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Represents: SAVE THE ROCK ISLAND COM-0

[POR] THOMAS B. JACOBSEN
TU ELECTRIC
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[POR] LARRY T. JENKINS
ARCO CHEMICAL COMPANY
3801 WEST CHESTER POKE
NEWTON SQUARE PA 19073-3280
Represents: ARCO CHEMICAL CO.

[POR] EDWIN C. JERTSON
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Represents: N. AMERICAN LOGISTIC SVCS

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134 SOUTH MAIN STREET, STE 1000
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Represents: WESTERN SHIPPERS' COALITION

[POR] MARK L. JOSEPHS
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1299 PENNSYLVANIA AVE., N.W.
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[POR] HOM. ROBERT JUNELL
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Represents: STATE OF TEXAS

[POR] FRITZ B. KAHN
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Represents: GEORGETOWN RR CO. ET AL.

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Represents: STATE OF MICHIGAN - DOT

[POR] RICHARD E. KERTH, TRANS. MGR.
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101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001
Represents: CHAMPION INTL CORP

[POR] BRUCE A. KLIMEK
INLAND STEEL
3210 WATLING STREET
EAST CHICAGO IN 46312
Represents: INLAND STEEL CO.

[POR] JEFFREY L. KLINGER
PEABODY HOLDING COMPANY
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ST. LOUIS MO 63101-1825

[POR] ANN KNAPTON, TRANSP. MGR.
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BOISE ID 83707-0067

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Represents: DOD, USMTMCTEA

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DENVER CO 80202

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DECATUR IL 62515

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[POR] JOHN F. LARKIN
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Represents: GENERAL RAILWAY CORPORATION

[POR] JOHN P. LARUE
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Represents: PORT OF CORPUS CHRISTI

[POR] THOMAS LAWRENCE III
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[POR] MICHAEL O. LEAVITT
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Represents: STATE OF UTAH

[POR] JOHN H. LESEUR
SLOVER & LOFTUS
1224 17TH STREET, N.W.
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Represents: CITY PUB. SVC. BOARD, SAN ANT. ET AL

[POR] CHARLES W. LINDERMAN
5TH FLOOR
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Represents: EDISON ELECTRIC INST

[POR] THOMAS F. LINN
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[POR] MICHAEL A. LISTGARTEN
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Represents: LOWER CO RIVER, ET AL

[POR] JUDY LOHNES
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Represents: UPPER AR. AREA COUNCIL OF GOV

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Represents: THOMAS M. BERRY, ET AL

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LOCOMOTIVE ENGINEERS
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Represents: BROT. OF LOC. ENG.

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[POR] CHARLES H. MONTAGNE
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[POR] JEFFREY O. MORENO
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[POR] WILLIAM A. MULLENS
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Represents: CA, PUBLIC UTILITIES COMM

[POR] STEVEN G. RABE, CITY MANAGER
CITY OF FLORENCE
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FLORENCE CO 81226
Represents: CITY OF FLORENCE

[POR] HONORABLE MARC RACICOT
GOV'S OFFICE, STATE CAP.
P.O. BOX 200801
HELENA MT 59620-0801
Represents: STATE OF MONTANA
Represents: HON MARC RACICOT

[POR] KENNETH M. RAGSDALE
INTERSTATE POWER CO
PO BOX 769
DUBUQUE IA 52004
Represents: INTERSTATE POWER CO

[POR] DEBRA RAYEL, STAFF ATTORNEY
RAILROAD COMMISSION OF TX
P.O. BOX 12947
AUSTIN TX 78711-2947

[POR] JEANNA L. REGGER
UNION PACIFIC RR CO
1414 DODGE STREET, RM. 830
OMAHA NE 68179-0001
Represents: UNION PACIFIC RR CO

[MOC] HON. HARRY REED
U.S. SENATE
WASHINGTON DC 20510-0001

[POR] RONALD L. RENCHER
WESTERN SHIPPERS COAL
116 SOUTH MAIN STREET, STE 1000
SALT LAKE CITY UT 84101-1672

[POR] RICHARD J. RESSLER
UNION PACIFIC CORP.
MARTIN TOWER
EIGHTH AND EATON AVENUES
RITTSLEHEM PA 18018

[POR] REED M. RICHARDS
STATE OF UTAH
STATE CAPITOL
SALT LAKE CITY UT 84114

[POR] ROBIN L. RIGGS, GENERAL COUNSEL TO
GOVERNOR
STATE OF UTAH
210 STATE CAPITOL
SALT LAKE CITY UT 84114

[POR] LOUISE A. RINN
UNION PACIFIC RR CO
LAW DEPARTMENT, ROOM 830
1416 DODGE STREET
OMAHA NE 68179

[POR] ARVID E. ROACH B
COVINGTON & BURLING
P.O. BOX 7566
101 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20044-7566
Represents: UNION PACIFIC, ET AL.

[POR] JOHN ROESCH
BENT COUNTY
PO BOX 350
LAS ANIMAS CO 81054
Represents: BENT COUNTY

[POR] SCOTT A. RONEY
P.O. BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525
Represents: ARCHER DANIELS MIDLAND CO.

[POR] MICHAEL E. ROPER
BURLINGTON NORTHERN RR
3800 CONTINENTAL PL.
777 MASH STREET
FT WORTH TX 76102
Represents: BURLINGTON NORTHERN RR

[POR] JOHN JAY ROSACKER
KS. DEPT OF TRANSP
217 SE 4TH ST., 2ND FLOOR
TOPEKA KS 66603
Represents: KANSAS DEPT OF TRANSP

[POR] MICHAEL L. ROSENTHAL
COVINGTON & BURLING
P.O. BOX 7566
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WASHINGTON DC 20044-7566
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[POR] CHRISTINE H. ROSSO
ASSISTANT ATTORNEY GEN
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Represents: STATE OF ILLINOIS

[POR] ALLAN E. RUMBAUGH
P.O. BOX 1215
COOS BAY OR 97420
Represents: OR INT'L PORT OF COOS BAY

[POR] HON. NANCY SANGER, MAYOR
CITY OF SALIDA
P.O. BOX 417
124 E STREET
SALIDA CO 81201
Represents: CITY OF SALIDA

[POR] ROBERT M. SAUNDERS
P.O. BOX 2910
AUSTIN TX 78768-2910
Represents: STATE OF TEXAS

[POR] MARK SCHECTER
HOWLEY & SIMON
1299 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20004

[POR] THOMAS E. SCHICK
CHEMICAL MANUF. ASSOC.
1300 WILSON BOULEVARD
ARLINGTON VA 22209
Represents: CHEMICAL MANUF ASSOC

[POR] THOMAS A. SCHMITZ
THE FIELDSTON CO., INC.
1920 N STREET, N.W., STE. 210
WASHINGTON DC 20036-1613
Represents: THE FIELDSTON CO., INC.

[POR] ALICIA M. SERFATY
HOPKINS & SUTTER
888 - 16TH STREET, N.W.
WASHINGTON DC 20006-4103
Represents: SOUTHERN CA. REGIONAL RAIL

[POR] WAYNE C. SERKLAND
CANADIAN PACIFIC LEG SER
U.S. REGIONAL COUNSEL
105 SOUTH FIFTH ST., SUITE 1000
MINNEAPOLIS MN 55402

[POR] KEVIN M. SHEYS
OPPENHEIMER WOLFF ET AL.
SUITE 400
1020 NINETEENTH STREET, N.W.
WASHINGTON DC 20036-6105
Represents: ILLINOIS CENTRAL RR CO

[POR] PETER J. SHUETZ
CSX CORPORATION
901 E. CARY ST., 1 JAMES CENTER
RICHMOND VA 23119
Represents: CSX CORPORATION

[POR] MARK H. SIDMAN
WERNER, BRODSKY, ET AL.
1350 NEW YORK AVE., N.W., STE 800
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Represents: MONTANA RAIL LINK, INC.

[POR] KEN SECKMEYER, MGR. TRANSP PLANN.
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NEBRASKA DEPT. OF ROADS
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LINCOLN NE 68509-4759
Represents: NEBRASKA DEPT. OF ROADS

[POR] LESLIE E. SILVERMAN
KELLER & HECKMAN
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[POR] J. FRED SIMPSON, EXECUTIVE VICE
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MONTANA RAIL LINK, INC.
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STEPTOE & JOHNSON
1330 CONNECTICUT AVENUE, N.W.
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Represents: CITY OF LOS ANGELES ET AL

[POR] WILLIAM C. SIPPET
TWO PRUDENTIAL PLAZA
180 NORTH STETSON AVE., 45TH FLOOR
CHICAGO IL 60601
Represents: ILLINOIS CENTRAL RR CO

[MOC] HON. BKE SKELTON
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515

[MOC] HON. BKE SKELTON
U.S. HOUSE OF REP.
514 B N.W. 7 HIGHWAY
BLUE SPRINGS MO 64014

[POR] RICHARD G. SLATTERY
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60 MASSACHUSETTS AVENUE, N.E.
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Represents: NAT'L RR PASS CORP (AMTRAK)

[POR] JAMES A. SMALL
COMMONWEALTH EDISON CO
1411 OPUS PL. STE 200
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[POR] MAYOR JEFF SMITH
CITY OF KENDALLVILLE
2345 MAIN STREET
KENDALLVILLE IN 46755-1795

[POR] MYRON F. SMITH
FREMONT COUNTY COMM
615 MACON AVE., ROOM #102
CANON CITY CO 81212
Represents: FREMONT COUNTY COMMISSIONERS

[POR] PATRICIA T. SMITH, SR. VICE PRESIDENT
PUBLIC SERVICE COMPANY
1225 - 17TH STREET, STE 600
DENVER CO 80202

[POR] PAUL SAMUEL SMITH
ROOM 4102 C-30
DEPT OF TRANSP-400 7TH ST. S.W.
WASHINGTON DC 20590
Represents: U.S. DEPT. OF TRANSPORTATION

[POR] MICHAEL N. SOHN
555 TWELFTH STREET, NW
WASHINGTON DC 20004
[POR] CHARLES A. SPITULNIK
HOPKINS & SUTTER
888 16TH STREET, N.W.
WASHINGTON DC 20006
Represents: INTERMOUNTAIN POWER AGENCY, ETAL.
Represents: SOUTHERN CA. REG AUTH

[POR] ADRIAN L. STEEL, JR.
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MAGNA UT 84044-6001

[POR] MICHAEL I. STOCKMAN
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26877 TOURNEY ROAD
VALENCIA CA 91355

[POR] ALI M. STOEPPELWERTH
WILMER CUTLER PICKERING
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[POR] SCOTT M. STONE
PATTON BOGGS L.L.P.
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Represents: CHEMICALS MANUFACTURERS ASSOC

[POR] JUNIOR STRECKER
123 NORTH MAIN ST
HOUSTON TX 77244
Represents: MTH/PLAINS COMM. & SHIPPERS

[POR] JOHN R. STULP
SECD
P.O. BOX 1600
LAMAR CO 81052
Represents: SE COLORADO ENTERPRISE DEV., ET AL.

[POR] MARCELLA M. SZEEL
CP RAIL SYSTEM
910 PEEL STREET
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MONTREAL, QUEBEC H3C 3E4 CANADA

[POR] GREG TABUTEAU
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Represents: UPPER AR. AREA COUNCIL GOV., ET AL.

[POR] TERRY C. WHITESIDE
SUITE 301 MTN BLDG
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BILLINGS MT 59101-1945
Represents: MT, WHEAT & BARLEY COMM

[POR] THOMAS W. WILCOX
DONELAN, CLEARY, WOOD
1100 NEW YORK AVE., N.W., STE 750
WASHINGTON DC 20005-3934
Represents: WESTERN RESOURCES, INC

[POR] DERRA L. WILLEN
GUEBBER, EDMOND, ETAL
1331 F STREET, N.W.
WASHINGTON DC 20004
Represents: INTL ASSOC OF MACHINISTS

[POR] MAYOR LESTER WILLIAMS
TOWN OF EADS
PO BOX 8
110 W 13TH ST
EADS CO 81036
Represents: TOWN OF EADS

[POR] RICK WILLIS
550 CAPITOL ST NE
SALEM OR 97310-1380
Represents: OREGON PUBLIC UTILITY COMM

[POR] BRUCE B. WILSON
CONSOLIDATED RAIL CORP
2001 MARKET STREET
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Represents: CONRAIL

[POR] ROBERT A. WIMBISH, ESQ
REA, CROSS & AUCHINCLOSS
1920 N STREET, N.W. SUITE 0
WASHINGTON DC 20036
Represents: BROWNSVILLE & RIO GRANDE, ET AL

[POR] FREDERIC L. WOOD
DONELAN, CLEARY, WOOD
1100 NEW YORK AVE., N.W. SUITE 750
WASHINGTON DC 20005-3934
Represents: NATL INDUSTRIAL TPTN LEAGUE

[POR] DEAN L. WORLEY
MILBURN CALHOON HARPER
P. O. BOX 5551
ONE RIVERFRONT PLACE, EIGHTH FL
NORTH LITTLE ROCK AR 72119
Represents: GULF RICE ARKANSAS

[POR] E. W. WOTPKA
6188 TERRACE LANE
SALIDA CO 81201
Represents: E. W. WOTPKA

[POR] EDWARD WYTKIND, EXECUTIVE DIRECTOR
TRANSP TRADES DEPT AFL-CIO
400 N. CAPITOL ST. SW, STE B61
WASHINGTON DC 20001
Represents: TRANSP. TRADES DEPT., AFL-CIO

[POR] R. L. YOUNG
P. O. BOX 700
ONE MEMORIAL DRIVE
LANCASTER OH 43130-0700
Represents: AMERICAN ELECTRIC POWER SVC.

[POR] THOMAS ZWICA
121 WEST FIRST STREET
GENESEO IL 61234
Represents: LSBC HOLDINGS INC

Secretary of US Dept.
of Transportation
Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

Attorney General of United States
US Depart. of Justice
555 - 4th Street, N.W.
Washington, D.C. 20001

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ONE EMBARCADERO CTTR
SEVERSON & WERSON
SAN FRANCISCO CA 94111
Represents: TOWN OF TRUCKEE

[POR] THE TEXAS MEXICAN RAILWAY CO.
PO BOX 419
LAREDO TX 78042-0419

[POR] STEVE THACKER
BOX 1460
CANON CITY CO 81215-1460
Represents: CITY OF CANON CITY

[POR] LYNETTE W. THIBKELL, LOGISTICS
MANAGER
GR. SALT LAKE MINERALS
P. O. BOX 1190
ODDEN UT 84402
Represents: GREAT SALT LAKE MINERALS CORP.

[POR] ERIC W. TIBBETTS
P. O. BOX 3766
1301 MCKINNEY ST.
HOUSTON TX 77251
Represents: CHEVRON CHEMICAL COMPANY

[POR] W. DAVID TIDHOLM
HUTCHESON & GRUNDY
1300 SMITH STREET (1300)
HOUSTON TX 77002-4379

[POR] MARK TOBEY
P. O. BOX 12348
AUSTIN TX 78711-2348
Represents: STATE OF TEXAS, AG

[POR] MYLES L. TOBEN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
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[POR] GARY L. TOWELL
TOLEDO, PEORIA & WESTERN
1990 EAST WASHINGTON STREET
EAST PEORIA IL 61611-2961
Represents: TOLEDO PEORIA & WESTERN Rwy

[POR] B. K. TOWNSEND, JR
EXXON CHEMICAL AMERICAS
P. O. BOX 3272
HOUSTON TX 77253-3272
Represents: EXXON CHEMICAL

[POR] MERRILL L. TRAVIS
ILLINOIS DEPT. OF TRANSP.
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62703-4555

[POR] ANNE E. TREADWAY
CONSOLIDATED RAIL CORP.
P. O. BOX 11416
2001 MARKET STREET
PHILADELPHIA PA 19101-1416
Represents: CONSOLIDATED RAIL CORP

[POR] BERNICE TUTTLE
IOWA COUNTY WIFE
CHAPTER #124
13775 C.R. 78 S
TOWNER CO 81071-9619
Represents: IOWA COUNTY WIFE

[POR] UNION PACIFIC CORPORATION
MARTIN TOWER
EIGHTH AND EATON AVENUES
BETHLEHEM PA 18018

[VIS] GILBERT VAN KELL
MORTON INT'L INC.
100 NORTH RIVERSIDE PLAZA
CHICAGO IL 60606-1597

[POR] GERALD E. VANHNETT
RESOURCE DATA INT'L
1320 PEARL STREET, STE 300
BOULDER CO 80502

[POR] GREGORY M. VINCENT, VICE PRESIDENT
TENNESSEE VALLEY AUTH
LOOKOUT PLACE, 1101 MARKET STREET
CHATTANOOGA TN 37402

[POR] ALLEN J. VOGEL, MINNESOTA DOT
SUITE 925, KELLY ANNEX
395 JOHN BRELAND BLVD TRANSP BLDG
ST PAUL MN 55155
Represents: MINNESOTA DOT

[POR] ROBERT P. VOM EIGEN
HOPKINS AND SUTTER
888 16TH STREET, N.W.
WASHINGTON DC 20006
Represents: CANADIAN NATIONAL Rwy CO.

[POR] ERIC VON SALZEN
HOGAN & HARTSON
555 THIRTEENTH STREET, N.W.
WASHINGTON DC 20004-1161

[POR] CHARLES WAIT
BACA COUNTY
PO BOX 116
SPRINGFIELD CO 81073
Represents: COUNTY COMMISSIONERS

[POR] TIMOTHY M. WALSH
STEEPTOE & JOHNSON
1310 CONNECTICUT AVENUE, N.W.
WASHINGTON DC 20036-1795

[POR] JEFFREY A. WALTER
WATERFALL TOWERS, 201-B
2455 BENNETT VALLEY ROAD
SANTA ROSA CA 95404
Represents: CITY OF MARTINEZ

[POR] LOUIS P. WARCHOT
SOUTHERN PACIFIC TRANS. CO.
ONE MARKET PLAZA
SOUTHERN PACIFIC BLDG., RM. 815
SAN FRANCISCO CA 94105

[POR] PHILIP D. WARD, ET AL.
P. O. BOX 351
200 FIRST STREET, SE
CEDAR RAPIDS IA 52408-0351
Represents: IES UTILITIES, INC.

[POR] RICHARD E. WEICHER
SANTA FE PAC. CORP. ETAL
1700 EAST GOLF ROAD
SCHAUMBURG IL 60173

[POR] MARTIN A. WEISSERT
BANK & DANIELS
111 E. WAYNE STREET, STE. 600
PORT WAYNE IN 46002
Represents: GOLDEN CAT DIVISION

[POR] CHARLES H. WHITE, JR.
1054-THIRTY-FIRST STREET, N.W.
WASHINGTON DC 20007-4492
Represents: UTAH RAILWAY COMPANY
[POR] WILLIAM W. WHITEHURST, JR
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711

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LAW OFFICES

ZUCKERT, SCOUTT & RASENBERGER, L.L.P.

888 SEVENTEENTH STREET, N.W.

WASHINGTON, D.C. 20006-3939

TELEPHONE: (202) 298-8660

FAX: (202) 342-0683

(202) 342-1316



Item No. _____

Page Count 2

Feb 24 1998

February 26, 1996

TM-13

To: All Parties of Record on the Surface Transportation
Board's Service List for Finance Docket No. 32760

The Texas Mexican Railway Company, in compliance with Decision
No. 16, served February 22, 1996, hereby provides to you a list
of each of its numbered pleadings in this case. Any Party of
Record wishing to have copies of any pleading on this list should
send a request to:

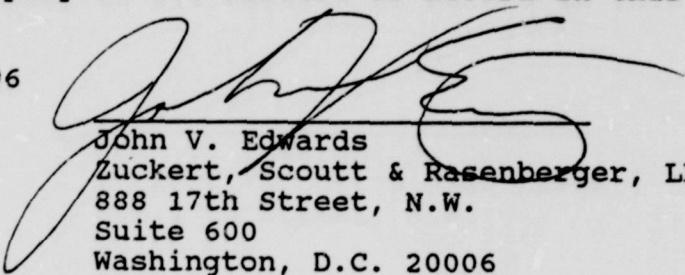
Richard A. Allen
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006

Copies of requested pleadings will be sent within three (3) days
of receipt of the request.

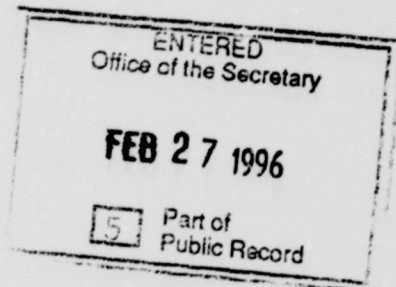
Certificate of Service

I certify that I have served by U.S. mail, postage pre-paid,
this Notice and the attached List of Numbered Pleadings of the
Texas Mexican Railway Company on all Parties of Record in this
proceeding.

Dated: February 26, 1996



John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006



List of Numbered Pleadings for
THE TEXAS MEXICAN RAILWAY COMPANY

Designation	Date	Description
TM-1	Aug. 28, 1995	Notice of Intent to Participate
TM-2	Sept. 18, 1995	Comments of the Texas Mexican Railway Company in Opposition to the Proposed Procedural Schedule
TM-3	Dec. 7, 1995	Request to place Representatives of the Texas Mexican Railway Company on the Restricted Service List
TM-4	Dec. 18, 1995	The Texas Mexican Railway Company's First Interrogatories to the Applicants
TM-5	Dec. 18, 1995	The Texas Mexican Railway Company's First Request to the Applicants for the Production of Documents
TM-6	Jan. 24, 1996	The Texas Mexican Railway Company's Comments in Support of the Motion of the Western Shippers Coalition for Enlargement of the Procedural Schedule
TM-7	Jan. 29, 1996	The Texas Mexican Railway Company's Description of Anticipated Responsive Application
TM-8	Jan. 29, 1996	The Texas Mexican Railway Company's Petition for Waiver or Clarification
TM-9	Feb. 2, 1996	The Texas Mexican Railway Company's Second Interrogatories to the Applicants
TM-10	Feb. 2, 1996	The Texas Mexican Railway Company's Second Request to the Applicants for the Production of Documents
TM-11	Feb. 5, 1996	The Texas Mexican Railway Company's First Interrogatories to Burlington Northern Santa Fe
TM-12	Feb. 5, 1996	The Texas Mexican Railway Company's First Request to Burlington Northern Santa Fe for the Production of Documents

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ENTERED
Office of the Secretary

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Page Count 2

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CMA-3

THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp. et al.

NOTICE OF PLEADINGS TO PARTIES OF RECORD

The Chemical Manufacturers Association (CMA) is a party of record (POR) in this proceeding, having filed notice of intent to participate on January 4, 1996. In that filing, CMA inadvertently omitted the designation of "CMA" as its acronym for use in this docket. For the convenience of the Surface Transportation Board (the Board) and all PORs, CMA has numbered the present filing (entitled "Notice of Pleadings to Parties of Record") as "CMA-3" in accordance with the provisions of 49 C.F.R. §1180.4(a)(2).

The Board's Decision No. 15 (served February 16, 1996), as modified in Decision No. 16 (served February 22, 1996), requires PORs to serve all other PORs with "a copy of all filings submitted so far in this proceeding" or, in the alternative, with "lists of numbered documents filed to date." In response to those decisions, CMA here lists its other filings:

- Comments (September 18, 1995) on the procedural schedule proposed by the Interstate Commerce Commission in Decision No. 1 [deemed "CMA-1"].
- Notice of Intent to Participate (January 4, 1996) [deemed "CMA-2"].
- Interrogatories to Applicants and Requests for Production of Documents (served February 26, 1996, on counsel on the restricted service list).

PORs may contact Thomas E. Schick at (703) 741-5172 for copies of CMA-1 or CMA-2. The original and five copies of the present filing (CMA-3), including the certificate of service, are being submitted to the Board's Secretary.

Respectfully submitted by CMA's counsel:

John L. Oberdorfer
Scott N. Stone
Patton Boggs L.L.P.
2550 M Street, N.W.
Washington, D.C. 20037

Thomas E. Schick

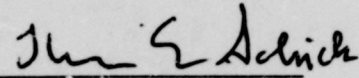
David F. Zoll
Thomas E. Schick
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, Virginia 22209

RECEIVED
FEB 29 2 20 PM '96
OFFICE OF THE SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that on this day I have caused to be served by first-class mail, postage prepaid, on all Parties of Record listed in the service list attached to the Surface Transportation Board's Decision No. 15 in Finance Docket No. 32760, copies of CMA-3, Service of Pleadings on Parties of Record.

Dated February 26, 1996.

A handwritten signature in dark ink, appearing to read "Th E Schick", written over a horizontal line.

Thomas E. Schick

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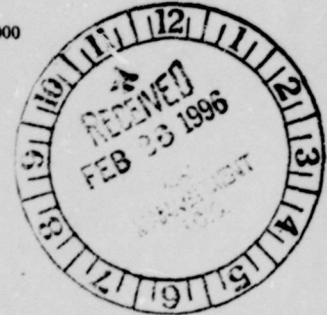
Item No. _____

Page Count 2 **S & SUTTER**
Feb # 241
(DING PROFESSIONAL CORPORATIONS)

600 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201

ALICIA M. SERFATY
(202) 835-8049



February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Union Pacific Corp. et al. -- Control & Merger --
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

Dear Mr. Williams:

Pursuant to the Surface Transportation Board's Decision No. 16, enclosed please find an original plus 5 copies of Canadian National Railway Company's ("CN") Certificate of Service for filing in the above-referenced action.

Please date-stamp the extra copy provided and return it with our messenger.
Thank you.

Sincerely,

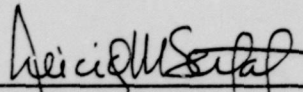
Alicia M. Serfaty

AMS/llb
Enclosure
cc: All Parties of Record

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on February 26, 1996 a copy of each of the following pleadings previously filed with the Board was served by first-class, U.S. mail, postage prepaid, upon all parties of record in this proceeding:

- (1) Notice of Appearance (CN-1).
- (2) Notice of Intent to Participate (CN-2).



Alicia M. Serfaty

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Item No. 1

Page Count 2

Feb 22 1

R & LOFTUS

ATTORNEYS AT LAW

TEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L.
C. MICHAEL
DONALD G. A
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

* ADMITTED IN ILLINOIS ONLY

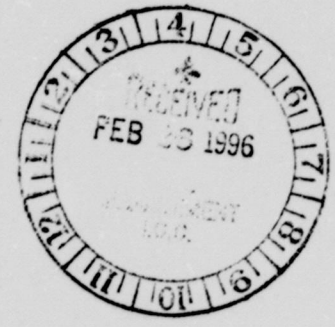
ENTERED	
Office of the Secretary	
FEB 28 1996	
5	Part of Public Record

202 347-7170

February 26, 1996

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Public Service Board of San Antonio, Texas was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

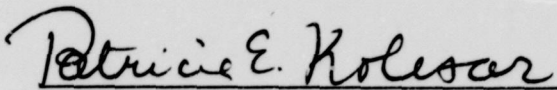
Sincerely,

John H. LeSeur
An Attorney for City Public Service
Board of San Antonio, Texas

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Public Service Board of San Antonio, Texas was served via first class mail, postage prepaid, upon all parties of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

2-26-96

J

61359

Item No. _____

Page Count 2

Feb # 220

ER & LOFTUS

ORNEYS AT LAW

STEENTH STREET, N. W.

NGTON, D. C. 20036

WILLIAM I

C. MICHAEL

DONALD G. AVERY

JOHN H. LE SEUR

KELVIN J. DOWD

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR III

PATRICIA E. KOLESAR

EDWARD J. McANDREW*

* ADMITTED IN PENNSYLVANIA ONLY

February 26, 1996

202 347-7170

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

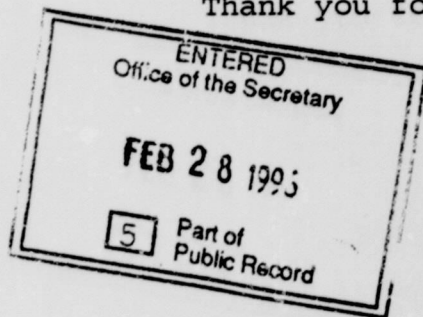
Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Utilities of Springfield, Missouri was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.



Sincerely,

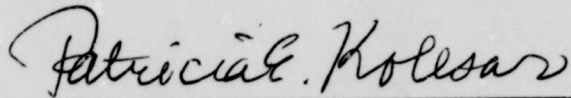
John H. LeSeur
An Attorney for City Utilities of
Springfield, Missouri

Enclosure



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1936, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Utilities of Springfield, Missouri was served via first class mail, postage prepaid, upon all parties of record.



Patricia E. Kolesar

STB

FD

32760

2-26-96

J

61355

61355

Item No. _____

LOVER & LOFTUS

WIL Page Count 2

ATTORNEYS AT LAW

C. M.

SEVENTEENTH STREET, N. W.

DON

WASHINGTON, D. C. 20036

JOH. _____

KELVIN J. DOWD

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR III

PATRICIA E. KOLESAR

EDWARD J. McANDREW*

202 347-7170

February 26, 1996

* ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Commonwealth Edison Company was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

Christopher A. Mills
An Attorney for Commonwealth Edison Company

ENTERED	
Office of the Secretary	
FEB 28 1996	
5	Part of Public Record

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Commonwealth Edison Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

2-26-96

J

61354

Item No. _____

Page Count 2

FEB 25

ER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM

C. MICHAEL LOFTUS

DONALD G. AVERY

JOHN H. LE SEUR

KELVIN J. DOWD

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR III

PATRICIA E. KOLESAR

EDWARD J. McANDREW*

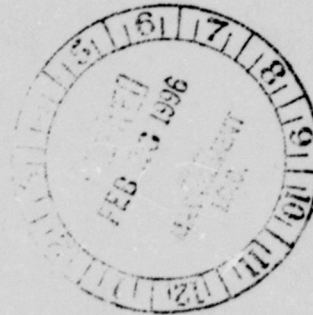
202 347-7170

February 26, 1996

* ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

Christopher A. Mills

An Attorney for Entergy Services, Inc.,
and its affiliates Arkansas Power &
Light Company and Gulf States
Utilities Company

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

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32760

2-26-96

J

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Item No. _____

Page Count 2

Feb 21 1996

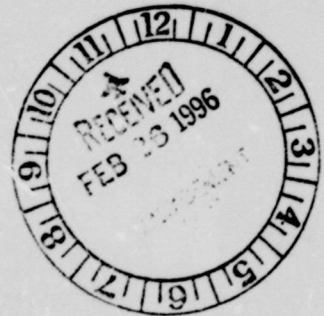
S & SUTTER

(INCORPORATED PROFESSIONAL CORPORATION)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201

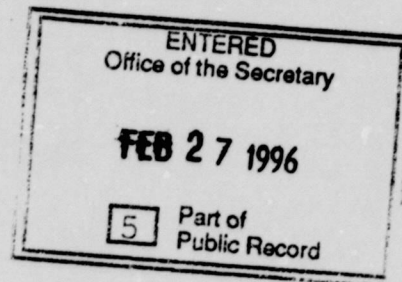
ALICIA M. SERFATY
(202) 835-8049



February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



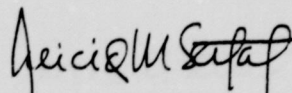
Re: Union Pacific Corp. et al. -- Control & Merger --
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

Dear Mr. Williams:

Pursuant to the Surface Transportation Board's Decision No. 16, enclosed please find an original plus 5 copies of Southern California Regional Rail Authority's ("SCRRA") Certificate of Service for filing in the above-referenced action.

Please date-stamp the extra copy provided and return it with our messenger. Thank you.

Sincerely,

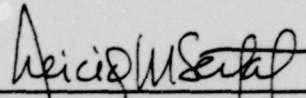

Alicia M. Serfaty

AMS/lb
Enclosure
cc: All Parties of Record

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on February 26, 1996 a copy of each of the following pleadings previously filed with the Board was served by first-class, U.S. mail, postage prepaid, upon all parties of record in this proceeding:

- (1) Notice of Appearance (SCRR-1).
- (2) First Set of Interrogatories to Applicants (SCRR-2).
- (3) Notice of Intent to Participate (SCRR-3).



Alicia M. Serfaty

STB

FD

32760

2-26-96

J

61350

Item No. _____

61350

Page Count 2

LOVER & LOFTUS

Feb 28 1996

ATTORNEYS AT LAW

1 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WII

C. A

DONALD G. AVERY

JOHN H. LE SEUR

KELVIN J. DOWD

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR III

PATRICIA E. KOLESAR

EDWARD J. McANDREW*

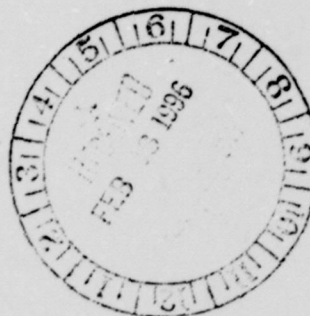
202 347-7170

February 26, 1996

*ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Lower Colorado River Authority and the City of Austin, Texas was served upon all parties of record to the captioned proceeding.

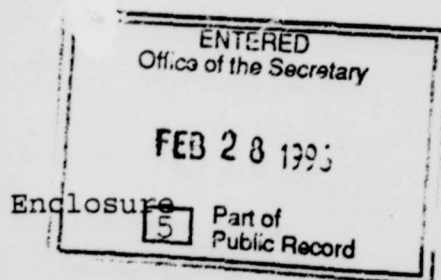
An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for Lower Colorado River
Authority and the City of Austin,
Texas



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Lower Colorado River Authority and the City of Austin, Texas was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

Item No. 1

Page Count 2

R & LOFTUS

ATTORNEYS AT LAW

TEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L.
C. MICHAEL
DONALD G. A
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

* ADMITTED IN ILLINOIS ONLY

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ENTERED
Office of the Secretary

FEB 28 1996

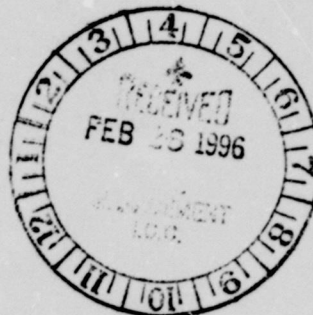
5 Part of
Public Record

202 347-7170

February 26, 1996

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Public Service Board of San Antonio, Texas was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

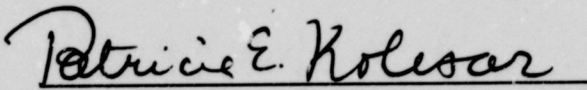
Sincerely,

John H. LeSeur
An Attorney for City Public Service
Board of San Antonio, Texas

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Public Service Board of San Antonio, Texas was served via first class mail, postage prepaid, upon all parties of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB FD 32760 2-26-96 J 61349

61349.

Item No. _____

Page Count 2

OVER & LOFTUS

ATTORNEYS AT LAW

SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLI
C. MIC

Feb 210

DONALD G. AYERS
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. KOLESAR
EDWARD J. McANDREW*

202 347-7170

February 26, 1996

* ADMITTED IN PENNSYLVANIA ONLY



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Peabody Holding Company, Inc. was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

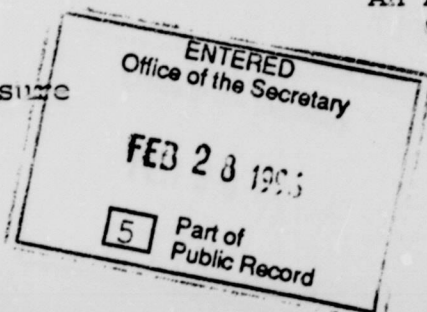
Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

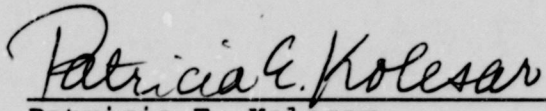
C. Michael Loftus
An Attorney for Peabody Holding
Company, Inc.

Enclosure



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Peabody Holding Company, Inc. was served via first class mail, postage prepaid, upon all parties of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB

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32760

2-26-96

J

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Item No. _____

Page Count 1

Feb II 208

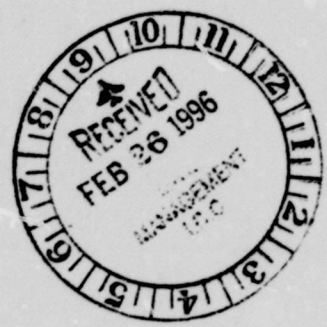
RD J. SCHIEFELBEIN

801 WOODHARBOR DRIVE

FORT WORTH, TEXAS 76179

3 (HOME) ~~617-236-6841~~ (OFFICE)

February 23, 1996



Honorable Vernon A. Williams
Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

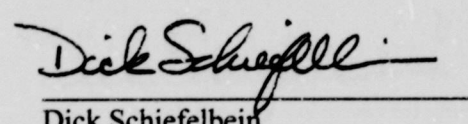
Re: Union Pacific Corporation, et. al. -- Control and Merger --
Southern Pacific Rail Corporation, et. al.,
Finance Docket No. 32760

Dear Secretary Williams:

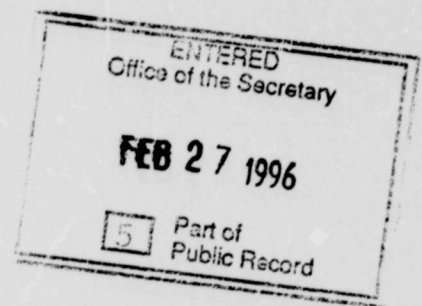
I hereby request that the designation of my participation in Finance Docket 32760 be changed from VIS (interested party) to POR (party of record).

As required by Decision No. 15, I hereby certify that a copy of this request has been served by first class U.S. mail, postage prepaid, upon all parties of record on the service list attached to Decision No. 15.

Respectfully submitted,



Dick Schiefelbein
7801 Woodharbor Drive
Fort Worth, Texas 76179-3047
(817) 236-6841



STB

FD

32760

2-26-96

J

61346

Item No. _____

Page Count 2

C Feb 207

I _____

J _____

KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. KOLESAR
EDWARD J. McANDREW*

SLOVER & LOFTUS

ATTORNEYS AT LAW

124 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

202 347-7170

February 26, 1996

*ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Texas Utilities Electric Company was served upon all parties of record to the captioned proceeding.

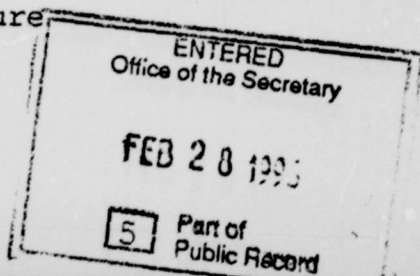
An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur
An Attorney for Texas Utilities
Electric Company

Enclosure



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Texas Utilities Electric Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

2-26-96

J

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Item No. _____ & LOFTUS

EYS AT LAW

WILLIAM L. SL

Page Count 2

ENTH STREET, N. W.

C. MICHAEL LC

DONALD G. AVI

ON, D. C. 20036

JOHN H. LE SI

KELVIN J. DOI

ROBERT D. ROSENBERG

CHRISTOPHER A. MILLS

FRANK J. PERGOLIZZI

ANDREW B. KOLESAR III

PATRICIA E. KOLESAR

EDWARD J. McANDREW*

202 347-7170

February 26, 1996

* ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by the Western Coal Traffic League was served upon all parties of record to the captioned proceeding.

An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for the Western Coal
Traffic League

Enclosure

ENTERED
Office of the Secretary

FEB 23 1996

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Part of
Public Record

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Western Coal Traffic League was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

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32760

2-26-96

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61446

Item No. 15

Page Count 309

FEB 27 1996

BEFORE THE
TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

ENTERED
Office of the Secretary

FEB 27 1996

5 Part of
Public Record

APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO TEXAS UTILITIES ELECTRIC COMPANY

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company.

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

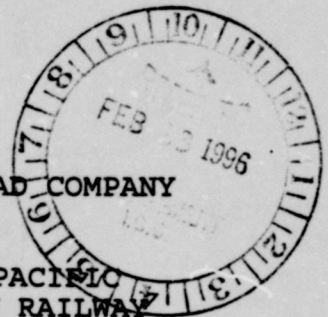
Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

February 26, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY



APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO TEXAS UTILITIES ELECTRIC COMPANY

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, and
the Discovery Guidelines entered in this proceeding on
December 7, 1995, Applicants UPC, UPRR, MPRR, SPR, SPT, SSW,
SPCSL and DRGW direct the following interrogatories and
document requests to Texas Utilities Electric Company ("TU
Electric").

Responses should be served as soon as possible, and
in no event later than 15 days from the date of service
hereof. TU Electric is requested to contact the undersigned
promptly to discuss any objections or questions regarding
these requests with a view to resolving any disputes or issues
of interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

I. "Applicants" means UPC, UPRR, MPRR, SPR, SPT,
SSW, SPCSL and DRGW.

II. "Board" means the Surface Transportation Board.

III. "BN/Santa Fe" means the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company.

IV. "The BN/Santa Fe Settlement Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1994, as supplemented by the November 18, 1995 agreement between those parties.

V. "The BN/Santa Fe Settlement Agreement Lines" means the lines that BN/Santa Fe will receive trackage rights over or purchase under the BN/Santa Fe Settlement Agreement.

VI. "CNW" means Chicago and North Western Railway Company.

VII. "DRGW" means The Denver and Rio Grande Western Railroad Company.

VIII. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts,

- (b) state the author, each addressee, each recipient, date, number of pages, and title of the document; and
- (c) provide a brief description of the contents of the document.

XI. "MPRR" means Missouri Pacific Railroad Company.

XII. "Produce" means to make legible, complete and exact copies of responsive documents and send them by expedited delivery to the undersigned counsel. The originals of responsive documents should be retained in the files of TU Electric its counsel, or the consultants or others who have assisted TU Electric in connection with this proceeding and have documents in their possession, and made available if requested. Applicants will pay all reasonable costs for duplication and expedited delivery of documents to their attorneys.

XIII. "Relating to" a subject means referring to, discussing, describing, dealing with, consisting of, or constituting, in whole or in part, the subject.

XIV. "SP" means SPT, SSW, SPCSL and DRGW.

XV. "SPCSL" means SPCSL Corp.

XVI. "SPR" means Southern Pacific Rail Corporation.

XVII. "SPT" means Southern Pacific Transportation Company.

XVIII. "SSW" means St. Louis Southwestern Railway Company.

XIX. "Shipper" means any user of rail services, including but not limited to a consignor, a consignee, and a receiver.

XX. "Southern Pacific" means SPR and SP.

XXI. "TU Electric" means Texas Utilities Electric Company.

XXII. "This proceeding" means Finance Docket No. 32760 and all subdockets and related dockets.

XXIII. "UP" means UPRR and MPRR, including the former CNW.

XXIV. "UPC" means Union Pacific Corporation.

XXV. "UPRR" means Union Pacific Railroad Company.

XXVI. "The UP/SP merger" means the transactions proposed in this proceeding, including all related applications.

XXVII. "Union Pacific" means UP and UPC.

XXVIII. "The Utah Railway Settlement Agreement" means the agreement between UP and SP and Utah Railway Company dated January 17, 1996.

XXIX. Discovery responses should be supplemented when a supplemental response is required pursuant to 49 C.F.R. § 1114.29.

XXX. Documents need not be produced if they have been produced by Applicants in this proceeding.

XXXI. Produce a privilege log in accordance with the guidelines established at the December 20, 1995 discovery conference (Tr., pp. 313-14).

XXXII. References to railroads, shippers, consultants or companies (including TU Electric) include affiliates, subsidiaries, officers, directors, employees, attorneys, agents and representatives thereof.

XXXIII. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa.

XXXIV. Unless otherwise specified, these requests cover the period January 1, 1993 and thereafter.

INTERROGATORIES

1. Identify and describe in detail any agreements that TU Electric has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If TU Electric contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

2. For each utility plant operated by TU Electric, separately for each year 1993 through 1995, identify the

originating mines for all coal burned at the plant and, as to each such mine, state: (a) the tonnage of coal from that mine burned at the plant; (b) the average delivered price of coal from that mine; (c) the average minehead price of that coal; (d) the rail transportation routings (including origination and interchange points) for all coal shipped from that mine to the plant; and (e) any transportation routings or modes other than rail used in shipping coal to the plant.

DOCUMENT REQUESTS

1. Produce no later than April 1, 1996 (a) all workpapers underlying any submission that TU Electric makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for TU Electric on or about March 29, 1996 in this proceeding.

2. Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

3. Produce all documents relating to potential traffic impacts of the UP/SP merger.

4. Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source or destination, competition, (c) transloading options, or (d) build-in options.

5. Produce all documents relating to the BN/Santa Fe Settlement Agreement.

6. Produce all documents relating to the IC Settlement Agreement.

7. Produce all documents relating to the Utah Railway Settlement Agreement.

8. Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

9. Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

10. Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

11. Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

12. Produce all studies, reports or analyses relating to the financial position or prospects of SP.

13. Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

14. Produce all presentations, solicitation packages, form verified statements, or other materials used to

seek support from shippers, public officials, railroads or others for the position of TU Electric or any other party in this proceeding.

15. Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

16. Produce all notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

17. Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

18. Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

19. Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

20. Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

21. Produce all documents relating to any agreement or understanding that TU Electric has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

22. Produce all presentations to, and minutes of, the board of directors of TU Electric relating to the UP/SP

merger or conditions to be sought by any party in this proceeding.

23. Produce all documents in the possession of TU Electric or its members relating to whether Utah and Colorado coal competes with Powder River Basin or Hanna Basin coals, including but not limited to any studies, reports or analyses of the use by utilities of, solicitation by utilities of bids for, or interchangeability in use of, such coals.

24. Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

25. Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

26. Produce all documents relating to the effect of the UP/SP merger on coal transportation service, competition or routings to any TU Electric facility.

27. Produce all studies, reports or analyses relating to (a) using a different coal source than is presently used at any TU Electric facility, (b) using a non-coal fuel in lieu of coal at any TU Electric facility, or (c) purchasing power or shifting power generation among facilities as alternatives to consuming coal at any TU Electric facility.

28. Produce all filings made with state utility commissions or state regulatory agencies that discuss sources of fuel.

29. Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto.

Respectfully submitted,

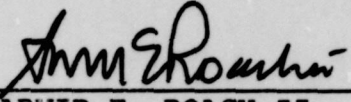
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Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

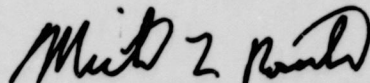
February 26, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 26th day of February, 1996, I caused a copy of the foregoing document to be served by hand on John H. LeSeur, counsel for Texas Utilities Electric Company, at Slover & Loftus, 1224 Seventeenth Street, N.W., Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

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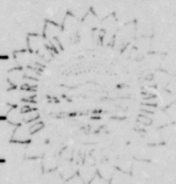
STATE OF KANSAS

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Item No. _____

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KANSAS DEPARTMENT OF TRANSPORTATION

E. Dean Carlson
Secretary of Transportation

Docking State Office Building
Topeka 66612-1568
(913) 296-3566
TTY (913) 296-3585
FAX (913) 296-1095

Bill Graves
Governor of Kansas

February 23, 1996



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific
Corp., et al. -- Control & Merger -- Southern
Pacific Rail Corp., et al.

Dear Secretary Williams:

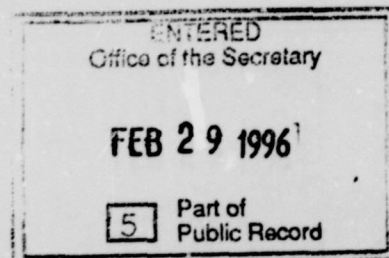
Enclosed for filing in the above-captioned docket are the original and five copies of the State of Kansas' Certificate of Service as required by Board Decision No. 15.

Thank you for your consideration.

Sincerely,

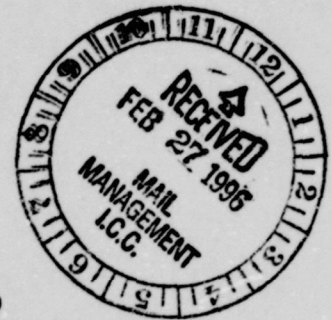
John Jay Rosacker

Enclosure



SURFACE TRANSPORTATION BOARD

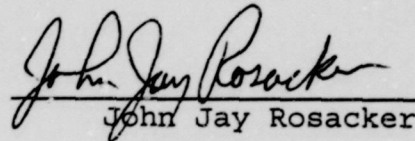
Finance Docket No. 32760

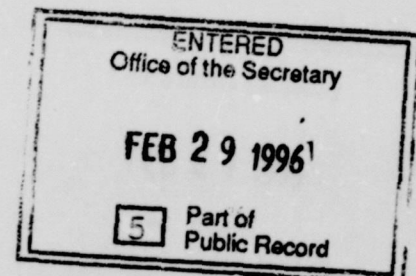


UNION PACIFIC CORPORATION
UNION PACIFIC RAILROAD COMPANY AND
MISSOURI PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION
SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP., AND
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

CERTIFICATE OF SERVICE

COPIES OF THE STATE OF KANSAS' NOTICE OF PARTICIPATION HAS BEEN SERVED THIS 23RD DAY OF FEBRUARY, 1996 BY FIRST CLASS MAIL, POSTAGE PREPAID TO THE PARTIES OF RECORD AS DESIGNATED IN DECISION NO. 15 OF FINANCE DOCKET NO. 2760, SERVICE DATE FEBRUARY 16, 1996.


John Jay Rosacker



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Item No. _____

Page Count 1

Feb # 41



MISSOURI SENATE

JEFFERSON CITY

JERRY T. HOWARD
SENATE POST OFFICE
STATE CAPITOL BUILDING, RM 428A
JEFFERSON CITY, MO 65101
TELEPHONE (314) 751-3301
TDD (314) 751-3969

February 1, 1996

512 ONE MILE DRIVE
P.O. BOX 279
DEXTER, MO 63841
TELEPHONE (314) 824-8778

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423



RE: UP/SP Merger

Dear Secretary Williams,

I am aware that the Southern Pacific (SP) Railroad and the Union Pacific (UP) Railroad have filed an application for merger with the Interstate Commerce Commission. As a Missouri State Senator and Chairman of Senate Committee on Aging, Families & Mental Health, I have concerns with the competitive effects on Missouri and regional businesses for competitive rail lines.

I am aware Conrail has made a proposal to SP to acquire a portion of SP's eastern lines from Chicago and St. Louis to Arkansas, Texas and Louisiana. I think this proposal would be more effective in addressing Missouri's concerns.

Conrail's proposal would provide efficient service for shippers to northeast and Midwest markets from Texas and Louisiana. Conrail service to these markets would be faster and more direct, and involve fewer car handlings.

I think Conrail's proposal will ensure that Missouri's rail customers have multiple rail options, and that competition would exist to hold down shipping costs.

I urge you to give the UP/SP proposed merger and Conrail's proposal to SP your utmost consideration.

ENTERED
Office of the Secretary

FEB 07 1996

3 Part of
Public Record

Very truly yours,

Jerry T. Howard
Jerry T. Howard
State Senator
District 25

**ADVISE OF ALL
PROCEEDINGS**

cc: David M. LeVan, President & CEO of Conrail

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Item No. _____

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151 W. Jefferson, Suite 275 • Detroit, Michigan 48226 • 313/259-1166 • Fax: 313/259-8961

From the office of the Chairman

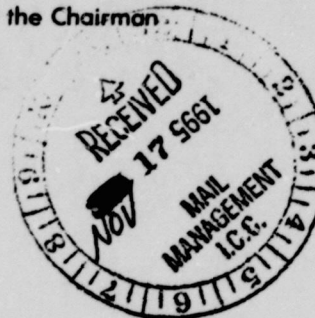
Arthur B. Blackwell II
Chairman

Byron F. Kelley
Vice-Chairman

Nathan Shapiro

Cheryl Graham-Solomon
Representative Curtis Hertel

November 13, 1995



The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Secretary Williams:

Re: Finance Docket 32760

ENTERED
Office of the Secretary

NOV 21 1995

3 Part of
Public Record

The Detroit/Wayne County Port Authority has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the Detroit/Wayne County Port Authority is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

ConRail, Inc. has approached the Detroit/Wayne County Port Authority with its proposal for acquiring some of the Southern Pacific Eastern Lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

ConRail has been and continues to be a good corporate resident of Detroit and its level of service has greatly benefited the manufacturers and shippers in our region. This proposed acquisition by ConRail will only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our region. In addition, with direct shipments of midwest-made products to new markets

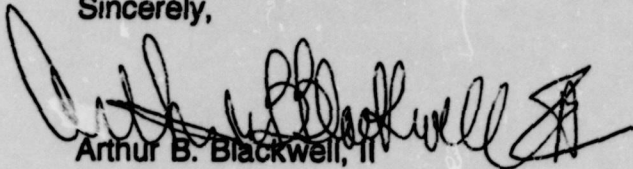
The Honorable Vernon A. Williams
November 13, 1995
Page 2

in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by Midwest shippers, will be opened.

For these reasons, the Detroit/Wayne County Port Authority strongly supports ConRail's purchase of the Southern Pacific Eastern lines. Without the ConRail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. ConRail's ownership of the Southern Pacific Eastern lines makes good business sense and brings more corporate responsibility than the lease arrangement proposed by Burlington Northern/Santa Fe.

Thank you for the opportunity to comment on this proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Arthur B. Blackwell, II", with a stylized flourish at the end.

Arthur B. Blackwell, II
Chairman

WSO:jel-h

cc: Mr. David M. LeVan

Williams.so