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oxides (NO_x) and volatile hydrocarbons (HC) in the presence of sunlight. Lead (Pb) is present in trace quantities in fuel oils. However, for purposes of this study, the magnitude of lead emissions associated with diesel fuel combustion is not anticipated to be significant; therefore, it is not shown in the table.

Contiguous areas of the country having similar topography and air quality management needs are grouped into Air Quality Control Regions (AQCRs). The ambient air quality concentrations in a given AQCR may exceed these NAAQS making the AQCR a nonattainment area. If pollutant concentrations are less than the standards, the AQCR is referred to as an attainment area. Part 6 of the ER presents the attainment status of the AQCRs in all states affected by the proposed UP/SP merger. Air quality impacts associated with the proposed merger were evaluated for each affected AQCR. In some cases, a rail line segment crosses more than one AQCR. For purposes of this analysis a conservative approach was taken; if a portion of an AQCR is designated as nonattainment for one or more pollutants, the entire AQCR is assumed to be nonattainment.

Some areas of the country, such as National Parks and National Wildlife Areas, are further designated as Prevention of Significant Deterioration (PSD) Class I air quality areas. There are no rail line segments in PSD Class I areas which will experience increases exceeding STB thresholds.

The threshold values which determine whether the impact to ambient air quality adjacent to a rail segment must be assessed are specified in 49 CFR 1105.7(e)(5) and summarized below.

STB AIR QUALITY THRESHOLDS FOR IMPACT ANALYSIS

ACTIVITY	THRESHOLD
Attainment Areas [49 CFR 1105.7(e)(5)(I)]	
Rail line segment	Increase of 8 trains/day or 100% as measured in gross ton miles annually
Nonattainment Areas or PSD Class I Areas [49 CFR 1105.7(e)(5))ii)]	
Rail line segment	Increase of 3 trains/day or 50% as measured in gross ton miles annually

1.3.2 Noise

The STB regulations require the performance of noise studies for all rail line segments on which traffic will increase by at least 100% as measured by gross ton miles annually or at least eight trains per day. Noise sensitive land uses where the weighted 24-hour sound exposure level L_{dn} will increase by 3 decibels (dBA) or will meet or exceed 65 dBA are required to be identified. Methodologies used to evaluate noise impacts along rail line segments were previously discussed in Part 6 of the ER. For this study, any increase in L_{dn} less than 2 decibels was considered insignificant, and only segments where the projected change in traffic would cause at least a 2 decibel increase in L_{dn} were evaluated.

Details of the approach used to identify noise impacts on the above-threshold segments and the models used to project noise exposure were previously presented in Part 6 of the ER. Following is a summary of the steps taken:

1. Noise sensitive land uses near line segments were identified. When possible, the towns that the rail segments pass through were visited to inventory the noise sensitive land uses. For towns that were not visited, land use along the line was analyzed on the basis of USGS 7.5 minute quad maps. In some locations it is unclear from the USGS maps whether land use is residential or commercial/industrial. In most cases, residential land use was assumed, to ensure that potential noise impacts are not overlooked.

2. L_{dn} 65 contours were drawn on the USGS maps for each community. For the noise projections, the average train was assumed to be pulled by 3.5 locomotives, 5000 feet long, and traveling at 50 mph. It was assumed that train horns are sounded starting ¼-mile before all grade crossings and continuing until the locomotive is through the grade crossing. Where, based on either a site visit or information on USGS maps, buildings along the tracks act as acoustical shielding for buildings farther from the tracks, an assumption, based on available data was made. It was assumed that the acoustical shielding reduces levels of train noise by 5 dBA. This is an important assumption since acoustical shielding by buildings can greatly reduce the extent of noise impacts.

3. Approximate counts were made of the number of residences, schools, nursing homes and libraries and churches within the L_{dn} 65 contour for both the pre-merger and post-merger train volumes.

This report includes eight segments where the projected post-merger train volumes (including BN/Santa Fe trains, using BN/Santa Fe projections) are sufficient to require a noise assessment. Table 1-2 summarizes the line segments that exceed the STB threshold for a noise study. Also shown in Table 1-2 are the total number of trains using the line segment for the pre- and post-merger cases, the estimated sound exposure increase caused by the increase in train traffic, and whether the increase is greater than 2 dBA requiring tabulation of the noise impacts. For two of the segments in Table 1-2 the projected increase in volume is sufficient to cause a 3 dBA or greater increase in noise exposure. With the information available, it was not feasible to estimate the number of noise sensitive land uses where L_{dn} will increase by 3 dBA in addition to counting the number where L_{dn} will exceed 65 dBA.

In addition, for four segments (Sparks to Roseville; Bond to Dotsero; Winnemucca to Sparks; and Iowa Junction to Beaumont which were previously analyzed in Part 2 of the ER), a simplified approach has been used. On-site counts of noise sensitive receivers for these four rail line segments developed by SEA's third-party consultant[2] using standard noise measurement methodology and train counts shown in the ER were adjusted to reflect the revised post-merger train volumes based on BN/Santa Fe trafffic estimates. This simplified methodology was used to generate a representative estimate of the noise sensitive receivers within the post-merger L_{dn} 65 contours. The procedure used to estimate the increase in the number of residences within the L_{dn} 65 contour based on the previous estimates was:

1. The distances to the L_{dn} contours were estimated for both the post-merger train volumes identified in Part 2 of the ER and the post-merger train volumes based on BN/Santa Fe traffic estimates using the train noise model described in Part 6 of the ER.

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[2] SEA's on-site counts of noise sensitive receivers replace estimates of noise sensitive receivers for these four line segments shown in the ER, and are reflected in Tables 3-2, 3-3 and 3-4.

2. The projected post-merger increase in the number of residences within the L_{dn} contour was scaled up using the ratio of the increase in the impact distances.

This procedure will give a reasonably accurate estimate of the increase in the number of residences inside the L_{dn} 65 contour in areas where population density is relatively uniform. Adjusted numerical values are shown in Table 1-3.

1.3.3 Safety

Public safety considerations related to rail line traffic increases include accidents at highway grade crossings, spills and releases of hazardous materials.

The proposed merger, including the settlement with BN/Santa Fe, will result in a rerouting of train traffic within the consolidated system, generating increased train traffic densities on some line segments, and decreases on other segments. On a particular rail line, the number of accidents/incidents related to train/vehicle collisions is statistically likely to vary in relation to rail and vehicle traffic volumes as well as with the number of grade crossings.

TABLE 1-1

SUMMARY OF RAIL LINE SEGMENTS MEETING STB EVALUATION THRESHOLDS

RAIL SEGMENT		LENGTH (MILES)	TRAINS PER DAY*			PERCENT CHANGE IN GROSS TON-MILES PER YEAR
ORIGIN	DESTINATION TO		PRE MERGER	POST MERGER	CHANGE IN TRAINS PER DAY	
BRINKLEY AR	PINE BLUFF AR	71	22.6	31.6	9	91
SHREVEPORT LA	LUFKIN TX	116	8.3	11.8	3.5	3
AVONDALE LA	LAFAYETTE LA	125	12.2	17.7	5.5	-20
LAFAYETTE LA	IOWA JCT. LA	58	11.2	16.7	5.5	-22
IOWA JCT. LA	BEAUMONT TX	75	15.5	30.8	15.3	74
DENVER CO	BOND CO	127	11.0	19.6	8.6	88
BOND CO	DOTSERO CO	38	6.0	14.0	8.0	202
KLAMATH FALLS OR	CHEMULT OR	74	22.1	30.2	8.1	16
ALAZON NV	WINNEMUCCA NV	182	31.3	35.3	4	20
WINNEMUCCA NV	SPARKS NV	175	13.8	26.2	12.4	74
SPARKS NV	ROSEVILLE CA	139	13.8	25.1	11.3	79
ROSEVILLE CA	SACRAMENTO CA	18	29.1	36.1	7	49
NILES JCT. CA	OAKLAND CA	25	24.4	29.8	5.4	6
STOCKTON/LATHROP CA	SACRAMENTO CA	46	13.3	23.0	9.7	56
MARTINEZ CA	OAKLAND CA	32	25.2	32.1	7.1	48
KEDDIE CA	BIEBER CA	112	1.0	4.0	3	60

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.

TABLE 1-2
RAIL SEGMENTS EXCEEDING STB TRAFFIC THRESHOLDS FOR NOISE ASSESSMENT

RAIL SEGMENT		LENGTH (MILES)	TRAINS PER DAY*			dB** INCREASE	NOISE IMPACT ASSESSMENT
ORIGIN	DESTINATION TO		PRE MERGER	POST MERGER	CHANGE IN TRAINS PER DAY		
BRINKLEY AR	PINE BLUFF AR	71	22.6	31.6	9	1.5	No
IOWA JCT. LA	BEAUMONT TX	75	15.5	30.8	15.3	3.0	Yes
DENVER CO	BOND CO	127	11.0	19.6	8.6	2.5	Yes
BOND CO	DOTSERO CO	38	6.0	14.0	8.0	3.7	Yes
WINNEMUCCA NV	SPARKS NV	175	13.8	26.2	12.4	2.8	Yes
SPARKS NV	ROSEVILLE CA	139	13.8	25.1	11.3	2.6	Yes
KLAMATH FALLS OR	CHEMULT OR	74	22.1	30.2	8.1	1.4	No
STOCKTON/LATHROP CA	SACRAMENTO CA	46	13.3	23.0	9.7	2.4	Yes

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.

** dB sound exposure increases in decibels. Only segments with a minimum of 2 dBA sound exposure increases were evaluated for noise impacts.

TABLE 1-3
NOISE ASSESSMENT PROJECTIONS

Segment	Train Volume (trains per day)						
	Values from Applicants' Environmental Report				Modified Values		
	Exist	Future	Increase		Future*	Increase	
			Trains	dB		Trains	dB
Sparks, NV to Roseville, CA	13.8	22.6	8.8	2.1	25.1	11.3	2.6
Stockton/Lathrop, CA to Sacramento, CA	13.3	17.5	4.2	1.2	23.0	9.7	2.4
Denver, CO to Bond, CO	11.0	17.8	6.8	2.1	19.6	8.6	2.5
Bond, CO to Dotsero, CO	6.0	12.1	6.1	3.0	14.0	8.0	3.7
Klamath, OR to Chemult, OR	22.1	28.2	6.1	1.1	30.2	8.1	1.4
Winnemucca, NV to Sparks, NV	13.8	23.7	9.9	2.3	26.2	12.4	2.8
Iowa Junction, LA to Beaumont, TX	15.5	26.8	11.3	2.4	30.8	15.3	3.0
Brinkley, AR to Pine Bluff, AR	22.6	31.3	8.7	1.4	31.6	9.0	1.5

Notes:

* Includes BN/Santa Fe trains, per information derived from BN/SF-1.

2.0 RAIL LINE SEGMENTS

Rail line segment traffic increases proposed as part of the UP/SP merger, including Applicants' estimates of BN/Santa Fe trains operating on the UP/SP system as a result of the settlement, were described in detail in Part 2 of the ER. The 16 rail line segment traffic increases addressed in this report reflect BN/Santa Fe's estimates of the trains it will operate on the UP/SP system as a result of the settlement agreement, combined with Applicants' estimates of Applicants' traffic on the UP/SP system. Air quality and noise impacts related to the individual rail line segments are described in Section 3.0.

3.0 IMPACTS TO RAIL LINE SEGMENTS

The following text summarizes the emission increases for each rail line segment which is projected to experience merger-related traffic increases that exceed the STB threshold for evaluation. This section discusses only those 16 segments identified in this report. The projections for post-merger train traffic in this section are based on Applicants' estimate of Applicants' trains on the line segments after the merger, plus BN/Santa Fe's estimates of its trains on the segments after the merger is a result of the BN/Santa Fe settlement.

Table 3-5 summarizes the estimated emission increases generated by each of these rail line segments and indicates the AQCR. Some of the rail line segments analyzed affect more than one AQCR; also, a given AQCR may be impacted by several segments. The emissions increases in each AQCR shown on Table 3-5 are attributable solely to the increases on the rail lines. Table 3-5 does not attempt to show the merger's overall effect on emissions within the AQCRs because it does not take into account appropriate offsets from abandonments, diversions from other rail lines and truck diversions.

The results of the noise impact assessment are summarized in Table 3-6, which shows the number of noise impacts for the pre- and post-merger train volumes. Table 3-6 shows the number of noise sensitive receptors exposed to noise levels exceeding L_{dn} 65. At most of these receptors the increase in noise exposure will be between 2 and 3 dBA. The increase in noise exposure will be solely due to more trains operating on the tracks; there should be no change in the noise emission on individual trains.

A large majority of the noise impact is due to train horns being sounded starting ¼-mile prior to grade crossings. The train horns are much louder than the trains, which means that for ¼-mile either side of a grade crossing the horns are the dominant rail noise source. In a number of the small towns that the trains pass through there are a sufficient number of grade crossings that the train horns should be sounded virtually continuously as the trains pass through the community.

3.1 BRINKLEY, ARKANSAS TO PINE BLUFF, ARKANSAS

3.1.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 9 trains per day (previously shown in Part 2 of the ER as 8.7 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (16 and 20) which are both designated as attainment for all criteria pollutants. The

revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 28.81, CO 89.59, NO_x 670.60, SO_2 48.59, and PM 14.54.

3.1.2 Noise

The existing traffic on this segment is 22.6 trains per day. This is projected to increase by 9.0 trains per day, exceeding the threshold of 8 trains per day for a noise analysis. This increase in train volume would cause a 1.5 dBA increase in the noise exposure, which is below the 2 dBA threshold for a detailed noise assessment.

3.2 KEDDIE, CALIFORNIA TO BIEBER, CALIFORNIA

3.2.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 3 trains per day as a result of the UP/SP merger. It crosses one state and two AQCRs (27 and 508). AQCR 27 is designated as attainment for all criteria pollutants. AQCR 508 is designated as attainment for all criteria pollutants except ozone. The projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 1.47, CO 4.57, NO_x 34.24, SO_2 2.48, and PM 0.74.

3.2.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.3 MARTINEZ, CALIFORNIA TO OAKLAND, CALIFORNIA

3.3.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 7.1 trains per day (previously shown in Part 2 of the ER as 4.8 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (30) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 3.59, CO 11.17, NO_x 83.62, SO_2 6.06, and PM 1.81.

3.3.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.4 NILES JUNCTION, CALIFORNIA TO OAKLAND, CALIFORNIA

3.4.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 5.4 trains per day (previously shown in Part 2 of the ER as 5.1 trains per day) as a result of the UP/SP merger. It crosses

one state and one AQCR (30) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 0.52, CO 1.61, NO_x 12.03, SO_2 0.87, and PM 0.26.

3.4.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.5 ROSEVILLE, CALIFORNIA TO SACRAMENTO, CALIFORNIA

3.5.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 7 trains per day (previously shown in Part 2 of the ER as 4.6 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (28 and 508). AQCR 508 is designated as attainment for all criteria pollutants except ozone. AQCR 28 is designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 6.28, CO 19.52, NO_x 146.09, SO_2 10.59, and PM 3.17.

3.5.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.6 STOCKTON/LATHROP, CALIFORNIA TO SACRAMENTO, CALIFORNIA

3.6.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 9.7 trains per day (previously shown in Part 2 of the ER as 4.2 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (28 and 31) which are designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 17.15, CO 53.33, NO_x 399.22, SO_2 28.93, and PM 8.65.

3.6.2 Noise

This rail segment currently has an average of 13.3 trains per day and is projected to experience an increase of 9.7 trains per day and an increase of 56% in gross ton-miles per year as a result of the proposed merger. The change in train volume would result in an Ldn increase of 2.4 dB. Train horns sounded before grade crossings are the dominant noise source in most of this corridor. Currently the Ldn 65 contour at grade crossings extends to a distance of approximately 900 feet from the tracks. The

distance to the Ldn 65 contour is projected to increase to 1300 feet with the projected increase in traffic. The land use and noise impacts along the segment are described below:

City of Sacramento: The northern end of this segment is in the City of Sacramento. Within the city, the tracks pass through mixed area of residential subdivisions, commercial, and industrial, including gravel pits. Horns at grade crossings are the dominant noise source. With the current train volume, it is estimated that 82 residences are within the Ldn 65 contour. With the projected post-merger volume, this increases to 105 homes. One neighborhood, on the west side of the tracks near 21st Avenue, is protected by a noise wall. The wall has been assumed to provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65.

Sacramento County: This area includes the unincorporated area between Sacramento and Elk Grove. There are several new developments in this area that are within 150 feet on either side of the tracks including an extensive development south of Gerber Road extending south to Elk Grove, which has occurred within the past fifteen years and is not shown on the latest USGS maps. All of these new developments are protected by sound walls running parallel to the tracks. It is assumed that the sound walls provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65. An estimated 30 residences and two churches are within the existing Ldn 65 contour. This is projected to increase to 39 residences and three churches with the post-merger train volumes. Most of the impacts are in the Florin area due to the grade crossing at Florin Road. Although some of the new developments are within 150 feet on either side of the tracks, without exception, the developments are separated from the tracks by noise walls.

Elk Grove: It is estimated that seven residences on the north side of Elk Grove, near Campbell Road, are currently within the Ldn 65 contour. With the post-merger train volumes, this is projected to increase to 12 residences. Much of the Elk Grove area has been developed recently, but all of the new developments are protected by noise walls which should be sufficient to keep existing and future Ldn below 65.

distance to the Ldn 65 contour is projected to increase to 1300 feet with the projected increase in traffic. The land use and noise impacts along the segment are described below:

City of Sacramento: The northern end of this segment is in the City of Sacramento. Within the city, the tracks pass through mixed area of residential subdivisions, commercial, and industrial, including gravel pits. Horns at grade crossings are the dominant noise source. With the current train volume, it is estimated that 82 residences are within the Ldn 65 contour. With the projected post-merger volume, this increases to 105 homes. One neighborhood, on the west side of the tracks near 21st Avenue, is protected by a noise wall. The wall has been assumed to provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65.

Sacramento County: This area includes the unincorporated area between Sacramento and Elk Grove. There are several new developments in this area that are within 150 feet on either side of the tracks including an extensive development south of Gerber Road extending south to Elk Grove, which has occurred within the past fifteen years and is not shown on the latest USGS maps. All of these new developments are protected by sound walls running parallel to the tracks. It is assumed that the sound walls provide sufficient sound attenuation to keep existing and post-merger noise exposure west of the wall below Ldn 65. An estimated 30 residences and two churches are within the existing Ldn 65 contour. This is projected to increase to 39 residences and three churches with the post-merger train volumes. Most of the impacts are in the Florin area due to the grade crossing at Florin Road. Although some of the new developments are within 150 feet on either side of the tracks, without exception, the developments are separated from the tracks by noise walls.

Elk Grove: It is estimated that seven residences on the north side of Elk Grove, near Campbell Road, are currently within the Ldn 65 contour. With the post-merger train volumes, this is projected to increase to 12 residences. Much of the Elk Grove area has been developed recently, but all of the new developments are protected by noise walls which should be sufficient to keep existing and future Ldn below 65.

Twin Cities: South of Elk Grove, there is much less new development along the tracks, which run through a wetlands area. The projections are that 14 residences are within the existing Ldn 65 contour, most near the Twin Cities Road grade crossing, north of Galt. Following the merger, the number or residences within the Ldn 65 contour is projected to increase to 26.

Galt: The tracks run through the western side of this town parallel to and between 3rd and 4th streets. Grade crossings occur at many cross streets, and noise impact extends in most cases to the second row of homes, and sometimes to the third. There are an estimated 212 residences and three churches within the Ldn 65 contour. The number of residences within the Ldn 65 contour is projected to increase to 272 with the post-merger volumes.

Acampo: Between Galt and Lodi, the land is mostly undeveloped, however 21 residences are currently within the Ldn 65 contour in the area around the Acampo Road grade crossing where the small community of Acampo lies mostly to the west of the tracks. Following the UP/SP merger, a total of 38 residences is projected to be within the Ldn 65 contour.

Lodi: The track runs through the eastern section of town. Grade crossings exist throughout the downtown area, but there are few residences here. The grade crossings through the southern part of Lodi make the largest contribution to the pre-merger impact on 74 residences and the post-merger impact on 120 residences. No schools or churches were identified in either impact area.

Lodi to Stockton: The area between Lodi and Stockton is rural. Ten farmhouses were observed close enough to the tracks so that they are within both the pre-merger and post-merger Ldn 65 contour.

Stockton: Unlike Lodi, Stockton has residences throughout the city core area where the line has numerous grade crossings. Also, a large development corridor to the north of the city core paralliels the line. This development corridor is situated west of the line by about 100 feet. Parts of this corridor are protected by a 10 foot wall between the residences and the track. Currently there are 437 residences within the pre-merger Ldn 65 contour, an additional 141 residences

would lie within the post-merger contour. One church is located adjacent to the tracks. One school falls within the post-merger contour.

Stockton to Sharpe Depot: This is a semi-rural area with most of the residences to the west of the tracks. There are an estimated 112 residences within the pre-merger Ldn 65 contour. This increases to 126 residences with the post-merger train volumes.

TABLE 3-1
NOISE SUMMARY
STOCKTON/LATHROP, CALIFORNIA TO SACRAMENTO, CALIFORNIA

Community	Number of Sensitive Receptors					
	Pre-Merger			Post-Merger		
	Resident	School	Church	Resident	School	Church
City of Sacramento	82	0	0	105	0	0
Sacramento County (south of city)	30	0	2	39	0	3
Elk Grove	7	0	0	12	0	0
Twin Cities	14	0	0	26	0	0
Galt	212	0	3	272	0	3
Acampo	21	0	0	38	0	0
Lodi	74	0	0	120	0	0
Lodi-Stockton	10	0	0	10	0	0
Stockton	437	0	1	578	1	1
Stockton- Sharpe	112	0	0	126	0	0
TOTAL	999	0	6	1326	1	7

3.7 DENVER, COLORADO TO BOND, COLORADO

3.7.1 Air Quality Analysis

This rail segment (refer to Figure 3-3) will experience an increase of 8.6 trains per day (previously shown in Part 2 of the ER as 4.8 trains per day) as a result of the UP/SP merger. It crosses one state and three AQCRs (35, 36, and 40). AQCR 35 is designated as attainment for all criteria pollutants except PM. AQCR 36 is designated as attainment for all criteria pollutants except PM, CO, and ozone. AQCR 40 is designated as attainment for all criteria pollutants except PM. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 42.87, CO 133.28, NO_x 997.62, SO_2 72.29, and PM 21.63.

3.7.2 Noise

This rail segment currently has an average of 11.0 trains per day. For the consolidated operating plan the train volume is projected to increase to 19.6 trains, sufficient to cause a 2.5 dB increase in the Ldn. This line has not been visited, but review of the available mapping indicates that there are a number of residential areas near the tracks on the west side of Denver and in Arvada and Leyden. A preliminary estimate is that 900 residence in the Denver/Arvada/Leyden area are presently within the Ldn 65 contour and that based on the methodology previously described, it is estimated that this number will increase to 1400 residents with the post-merger train volumes.

West of Arvada, the tracks pass through and near a number of small communities, most of which are calculated to have approximately 10 to 15 residences within the Ldn 65 contour. Following is a list of the communities:

- Plainview
- Pinecliffe
- Winter Park
- Fraser
- Granby
- Parshall
- Wondervu
- Rollinsville
- Hideway Park
- Tabernash
- Hot Sulfer Springs
- Kremmling

Based on the preliminary analysis described, it is estimate that a total of 1000 residences are within the existing Ldn 65 contour for this track segment and that this number will increase to 1550 residences with the post-merger train volumes.

3.8 BOND, COLORADO TO DOTSERO, COLORADO

3.8.1 Air Quality Analysis

This rail segment (refer to Figure 3-3) will experience an increase of 8 trains per day (previously shown in Part 2 of the ER as 6.1 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (35) which is designated as attainment for all criteria pollutants except PM. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 12.80, CO 39.80, NO_x 297.88, SO_2 21.58, and PM 6.46.

3.8.2 Noise

The volume of freight train is projected to increase from a current total of 6 trains per day to 14 trains per day, which would result in a 3.7 dBA increase in Ldn along the line. There are currently

no noise sensitive receivers within the 65 Ldn contour and there are none anticipated with the post merger train volume.

3.9 AVONDALE, LOUISIANA TO LAFAYETTE, LOUISIANA

3.9.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 5.5 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The projected decreases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC -10.22, CO -31.79, NO_x -237.96, SO_2 -17.24, and PM -5.16.

3.9.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.10 LAFAYETTE, LOUISIANA TO IOWA JUNCTION, LOUISIANA

3.10.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 5.5 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The projected decreases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC -5.11, CO -15.89, NO_x -118.93, SO_2 -8.62, and PM -2 58.

3.10.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.11 IOWA JUNCTION, LOUISIANA TO BEAUMONT, TEXAS

3.11.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 15.3 trains per day (previously shown is Part 2 of the ER as 11.3 trains per day) as a result of the UP/SP merger. It crosses two states and one AQCR (106) which is designated as attainment for all criteria pollutants except ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 28.99, CO 90.14, NO_x 674.75, SO_2 48.89, and PM 14.63.

3.11.2 Noise

This rail segment currently has an average of 15.5 trains per day and is projected to carry an average of 30.8 trains following the UP/SP merger. This is a sufficient increase in train volume to cause a 3.0 dB increase in Ldn. It is projected that with the existing train traffic there are 771 residences, three schools, and eighteen churches within the Ldn 65 contour. With the projected increase in train traffic, the noise sensitive land uses within the Ldn 65 contour are projected to include 1362 residences, eight schools and twenty five churches.

TABLE 3-2
NOISE SUMMARY FOR IOWA JCT., LOUISIANA TO BEAUMONT, TEXAS

Community	Number of Sensitive Receptors					
	Pre-Merger			Post-Merger		
	Resident	School	Church	Resident	School	Church
Iowa, LA	26	0	0	56	1	0
Lake Charles, LA	72	0	0	133	2	0
Westlake, LA	61	0	0	94	0	0
Maplewood, LA	9	0	0	24	0	0
Sulphur, LA	143	0	5	192	0	8
Edgerly, LA	12	0	1	38	0	1
Vinton, LA	65	0	1	157	0	1
Toomey, LA	16	0	0	26	0	0
Echo, TX	0	0	0	0	0	0
Orange, TX	303	3	11	524	5	14
Tulane, TX	4	0	0	9	0	0
Oilla, TX	16	0	0	32	0	0
Connell, TX	34	0	0	53	0	0
Rose City, TX	10	0	0	24	0	0
Beaumont, TX	0	0	0	0	0	1
TOTAL	771	3	18	1362	8	25

3.12 SHREVEPORT, LOUISIANA TO LUFKIN, TEXAS

3.12.1 Air Quality Analysis

This rail segment (refer to Figure 3-1) will experience an increase of 3.5 trains per day (previously shown in Part 2 of the ER as 3.2 trains per day) as a result of the UP/SP merger. It crosses two states and two AQCRs (22 and 106). AQCR 22 is designated as attainment for all criteria pollutants. AQCR 106 is designated as attainment for all criteria pollutants except ozone. The revised

projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 0.89, CO 2.78, NO_x 20.81, SO_2 1.51, and PM 0.45.

3.12.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.13 ALAZON, NEVADA TO WINNEMUCCA, NEVADA

3.13.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 4 trains per day as a result of the UP/SP merger. It crosses one state and one AQCR (147) which is designated as attainment for all criteria pollutants except SO_2 and PM. The projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 33.92, CO 105.46, NO_x 789.39, SO_2 57.20, and PM 17.11.

3.13.2 Noise

The projected increase in train volume on this segment does not meet the STB analysis threshold for noise.

3.14 WINNEMUCCA, NEVADA TO SPARKS, NEVADA

3.14.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 12.4 trains per day (previously shown in Part 2 of the ER as 10.1 trains per day) as a result of the UP/SP merger. It crosses one state and two AQCRs (147 and 148). AQCR 147 is designated as attainment for all criteria pollutants except SO2 and PM. AQCR 148 is designated as attainment for all criteria pollutants except PM, CO, and ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 50.88, CO 158.20, NO_x 1184.20, SO_2 85.81, and PM 25.67.

3.14.2 Noise

This rail segment currently has an average of 13.8 trains per day. For the consolidated operating plan the train volume is projected to increase to 26.2 trains per day. The projections are that there are currently 113 residences and no churches or schools within the Ldn 65 contour. With the projected post merger increase in train traffic, the number of residences within the Ldn 65 contour is projected to increase to 244 in addition to one church and one school that are projected to be within the Ldn 65 contour.

TABLE 3-3
NOISE SUMMARY
WINNEMUCCA, NEVADA TO SPARKS, NEVADA

Community	Number of Sensitive Receptors					
	Pre-Merger			Post-Merger		
	Resident	School	Church	Resident	School	Church
Winnemucca, NV	34	0	0	69	1	0
Imlay, NV	8	0	0	15	0	0
Lovelock, NV	70	0	0	147	0	1
Fernley, NV	1	0	0	13	0	0
Sparks, NV	0	0	0	0	0	0
TOTAL	113	0	0	244	1	1

3.15 SPARKS, NEVADA TO ROSEVILLE, CALIFORNIA

3.15.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 11.3 trains per day (previously shown in Part 2 of the ER as 9.0 trains per day) as a result of the UP/SP merger. It crosses two states and two AQCRs (148 and 508). AQCR 148 is designated as attainment for all criteria pollutants except PM, CO, and ozone. AQCR 508 is designated as attainment for all criteria pollutants except ozone. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 38.44, CO 119.53, NO_x 894.70, SO_2 64.83, and PM 19.40.

3.15.2 Noise

The existing traffic on this section of track is projected to increase from 13.8 to 25.1 trains per day. The projections are that there are currently 755 residences, three schools, and six churches along this segment exposed to noise levels exceeding Ldn 65 dBA. This is projected to increase to 1498 residences, four schools and seven churches with an average post-merger volume of 25.1 freight trains per day.

TABLE 3-4
NOISE SUMMARY
SPARKS, NEVADA TO ROSEVILLE, CALIFORNIA

Community	Number of Sensitive Receptors					
	Pre-Merger			Post-Merger		
	Resident	School	Church	Resident	School	Church
Sparks, NV	17	0	0	27	0	0
Reno, NV	75	0	1	139	0	1
Verdi, NV	64	0	1	85	0	1
Truckee, CA	35	0	0	47	0	0
Soda Springs, CA	1	0	0	4	0	0
Blue Canyon, CA	18	1	0	23	1	0
Alta, CA	17	0	0	27	0	0
Dutch Flat Station, CA	23	0	0	41	0	0
Gold Run, CA	17	0	0	25	0	0
Colfax, CA	41	0	0	104	1	0
New England Mills, CA	4	0	0	14	0	0
Weimar, CA	36	0	0	48	0	0
Applegate, CA	4	0	0	7	0	0
Auburn, CA	144	1	1	348	1	1
Penryn, CA	46	0	0	91	0	1
Loomis, CA	30	0	1	91	0	1
Rocklin, CA	82	0	1	191	0	1
Roseville, CA	101	1	1	186	1	1
TOTAL	755	3	6	1498	4	7

3.16 KLAMATH FALLS, OREGON TO CHEMULT, OREGON

3.16.1 Air Quality Analysis

This rail segment (refer to Figure 3-2) will experience an increase of 8.1 trains per day (previously shown in Part 2 of the ER as 6.1 trains per day) as a result of the UP/SP merger. It crosses one state and one AQCR (190) which is designated as attainment for all criteria pollutants except PM and CO. The revised projected increases in pollutant emissions on this rail segment are estimated in tons per year, as follows: HC 7.21, CO 22.41, NO_x 167.72, SO_2 12.15, and PM 3.64.

3.16.2 Noise

The existing traffic on this segment is 22.1 trains per day. This is projected to increase by 8.1 trains per day, exceeding the threshold of 8 trains per day for noise analysis. This increase in train volume would cause a 1.4 dBA increase in the noise exposure, which is below the 2 dBA threshold for detailed noise assessment.

TABLE 3-5

SUMMARY OF RAIL LINE SEGMENT EMISSION CHANGES

SEGMENT ORIGIN	SEGMENT DESTINATION	AFFECTED AQCR'	ATTAINMENT STATUS	TRAINS PER DAY CHANGE	GROSS TONS PER YEAR CHANGE	CRITERIA POLI 'UTANT EMISSIONS IN TONS PER YEAR				
						HC	CO	No_x	SO2	PM
BRINKLEY AR	PINE BLUFF AR			9	23.2	28.81	89.59	670.60	48.59	14.54
		20	A			18.44	57.34	429.19	31.10	9.30
		16	A			10.37	32.25	241.42	17.49	5.23
SHREVEPORT LA	LUFKIN TX			3.5	0.44	0.89	2.78	20.81	1.51	0.45
		22	A			0.32	1.00	7.49	0.54	0.16
		106	NA			0.57	1.78	13.32	0.96	0.29
AVONDALE LA	LAFAYETTE LA	106	NA	5.5	-4.67	-10.22	-31.79	-237.96	-17.24	-5.16
LAFAYETTE LA	IOWA JCT. LA	106	NA	5.5	-5.03	-5.11	-15.89	-118.93	-8.62	-2.58
IOWA JCT. LA	BEAUMONT TX	106	NA	15.3	22.1	28.99	90.14	674.75	48.89	14.63
DENVER CO	BOND CO			8.6	19.3	42.87	133.28	997.62	72.29	21.63
		36	NA			15.43	47.98	359.14	26.02	7.79
		40	NA			24.43	75.97	568.64	41.20	12 33
		35	NA			3.00	9.33	69.83	5.06	1.51
BOND CO	DOTSERO CO	35	NA	8	19.2	12.80	39.80	297.88	21.58	6.46
KLAMATH FALLS OR.	CHEMULT OR	190	NA	8.1	5.56	7.21	22.41	167.72	12.15	3.64
ALAZON NV	WINNEMUCCA NV	147	NA	4	10.6	33.92	105.46	789.39	57.20	17.11
WINNEMUCCA NV	SPARKS NV			12.4	16.6	50.88	158.20	1184.20	85.81	25.67
		147	NA			38.16	118.65	888.15	64.36	19.25
		148	NA			12.72	39.55	296.05	21.45	6.42
SPARKS NV	ROSEVILLE CA			11.3	15.8	38.44	119.53	894.70	64.83	19.40
		148	NA			3.08	9.56	71.58	5.19	1.55
		508	NA			35.37	109.96	823.12	59.64	17.85
ROSEVILLE CA	SACRAMENTO CA			7	19.9	6.28	19.52	146.09	10.59	3.17
		508	NA			1.38	4.29	32.14	2.33	0.70
		28	NA			4.90	15.22	113.95	8.26	2.47
NILES JCT. CA	OAKLAND CA	30	NA	5.4	1.18	0.52	1.61	12.03	0.87	0.26
STOCKTON/LATHROP CA	SACRAMENTO CA			9.68	21.3	17.15	53.33	399.22	28.93	8.65
		31	NA			9.43	29.33	219.57	15.91	4.76
		28	NA			7.72	24.00	179.65	13.02	3.89
MARTINEZ CA	OAKLAND CA	30	NA	7.1	6.41	3.59	11.17	83.62	6.06	1.81
KEDDIE CA	BIEBER CA			3	0.75	1.47	4.57	34.24	2.48	0.74
		508	NA			0.41	1.28	9.59	0.69	0.21
		27	A			1.06	3.29	24.65	1.79	0.53

Notes:

Emission Factors (lb/1000 gallons diesel fuel):

Pollutant	Emission Factor
HC	22
CO	68.4
No_x	512
SO2	37.1
PM	11.1

Emission Factors adapted from "Locomotive Emission Study", Booz, Allen, & Hamilton, January, 1991.

Fuel efficiency factor = 628 (gross ton miles/gallon)

TABLE 3-6
NOISE IMPACT ASSESSMENT FOR RAIL LINE SEGMENTS

RAIL SEGMENT		LENGTH (MILES)	NOISE SENSITIVE RECEPTORS		
ORIGIN	DESTINATION TO		PRE MERGER	POST MERGER	INCREASE
BRINKLEY AR	PINE BLUFF AR	71	**	**	**
IOWA JCT. LA	BEAUMONT TX	75	792	1395	603
DENVER CO	BOND CO	127	1900	2950	1050
BOND CO	DOTSERO CO	38	0	0	0
WINNEMUCCA NV	SPARKS NV	175	113	246	133
SPARKS NV	ROSEVILLE CA	139	764	1509	745
KLAMATH FALLS OR	CHEMULT OR	74	**	**	**
STOCKTON/LATHROP CA	SACRAMENTO CA	46	1005	1334	329

Notes:

* L^{dn} exceeds 65 dBA at noise sensitive receptors (residences, schools, and churches).

** Less than a 2 dBA increase in noise exposure.

4.0 MITIGATION

4.1 AIR QUALITY

The air emissions which have been calculated for each of the AQCRs from increases in train activity are from diesel locomotives operating on these line segments. Calculations were made on the basis of a 1991 study which calculated emission factors for pounds of HC, CO, NO_X, SO_2 and PM per 1000 gallons of diesel fuel. These factors will change as improvements in locomotive fuel efficiency and controls are implemented. Changes in emission regulations, under the Clean Air Act currently under consideration, if implemented, will require significant reductions in emission factors for some criteria pollutants, most notably NO_X. UP/SP continues to study ways to reduce emissions and intends to work with all appropriate agencies as well as locomotive builders to reduce air emissions from locomotives.

4.2 NOISE

It is important to recognize that the increase in noise impacts along the evaluated segments are spread out over hundreds of miles of track and that they will be in some circumstances partially counterbalanced by decreases in noise impact on lines that will be abandoned or will see a decrease in train traffic. The majority of noise impacts are in neighborhoods within 1/4-mile of grade crossings. For the noise analysis it was assumed that all trains sound their horns for the full 1/4-mile before all grade crossings. This may not be the case at all crossings, however, since local or state requirements may prohibit train whistles. Recent research by the Federal Railroad Administration has shown that the accident rate is higher at grade crossings where warning horns are not sounded.

Any effort to mitigate the principal noise impacts from train operations must focus on the noise from the train horns. In most cases, the elimination of train whistles or reduction in decibel levels could create safety concerns for vehicular or pedestrian traffic. UP/SP will consult with local and state authorities to address noise concerns where appropriate.

5.0 SUMMARY OF AGENCY COMMENTS

To assist in assessing the potential environmental impacts of these 16 rail line segment increases, Dames & Moore sent letters requesting information to various Federal, state, and local agencies. In these letters, information was requested for the areas of air quality, noise, land use, biological and water resources, historic and cultural resources, transportation systems, energy, and public health and safety. A sample notification letter and list of agencies contacted are included in Appendix A.

6.0 REFERENCES

6.1 AIR QUALITY

6.1.1 References

40 CFR Part 81, Designation of Areas for Air Quality Planning Purposes, Appendix A to Part 81.

40 CFR Part 81, Designation of Areas for Air Quality Planning Purposes, Sub Part C Section 107, Attainment Status Designation.

40 CFR Part 52, Approval and Promulgation of Implementation Plans.

40 CFR Part 70, State Operating Permit Programs.

40 CFR Part 1105, Procedures for Implementation of Environmental Laws.

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United States Environmental Protection Agency, 1995. "Compilation of Air Pollution Emission Factors," Volume 2, January 1995.

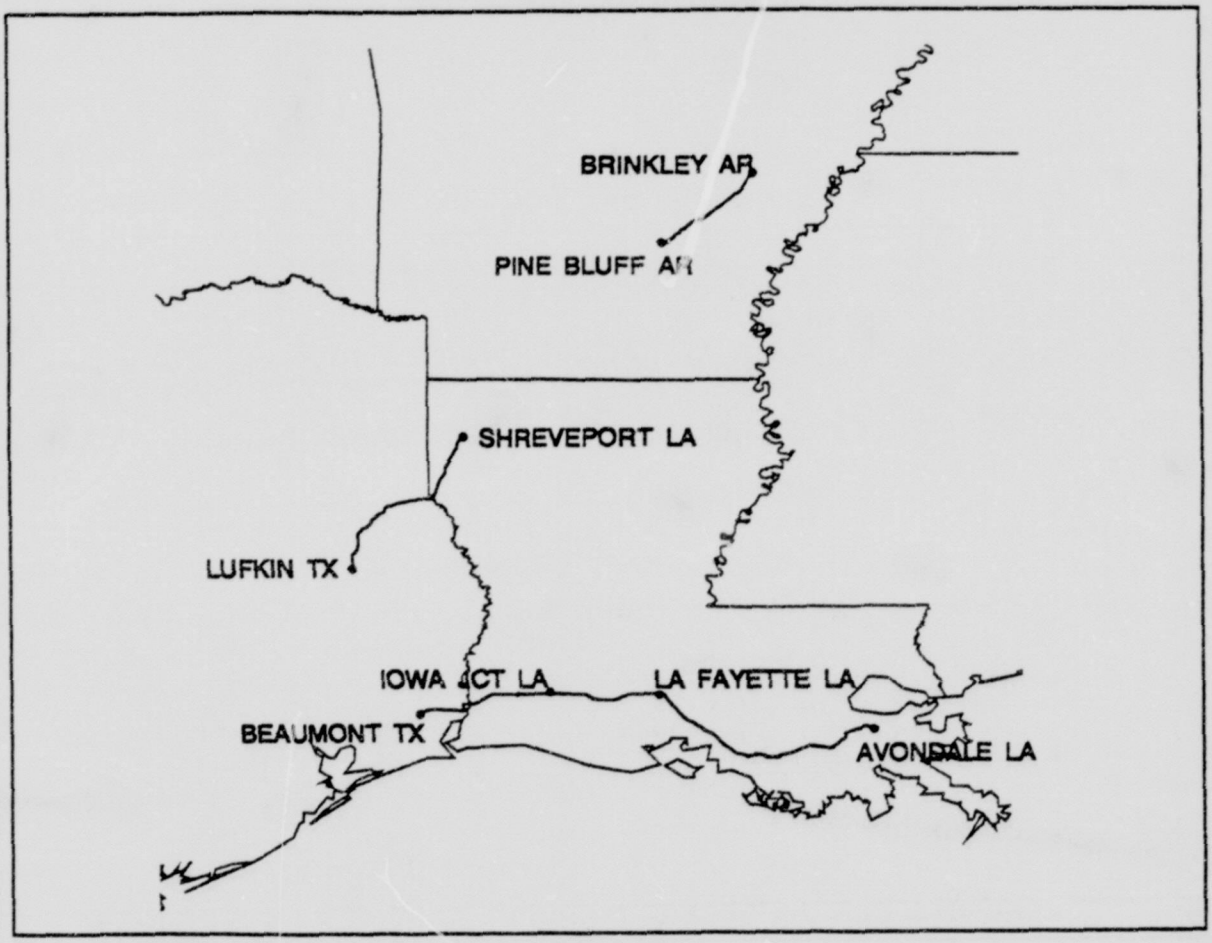
United States Environmental Protection Agency, 1985. "Compilation of Air Pollution Emission Factors," Volume 2, January 1985.

6.2 NOISE

6.2.1 References

Union Pacific Railroad Company. 1995 and 1996. Data for rail line segments base case and post-merger scenarios.

Figure 1-1
Rail Line Segments
Texas, Louisiana, Arkansas



LEGEND

- Nodes
- Rail Lines
- State Border



Figure 1-2
Rail Line Segments
California (Northern), Oregon, Nevada

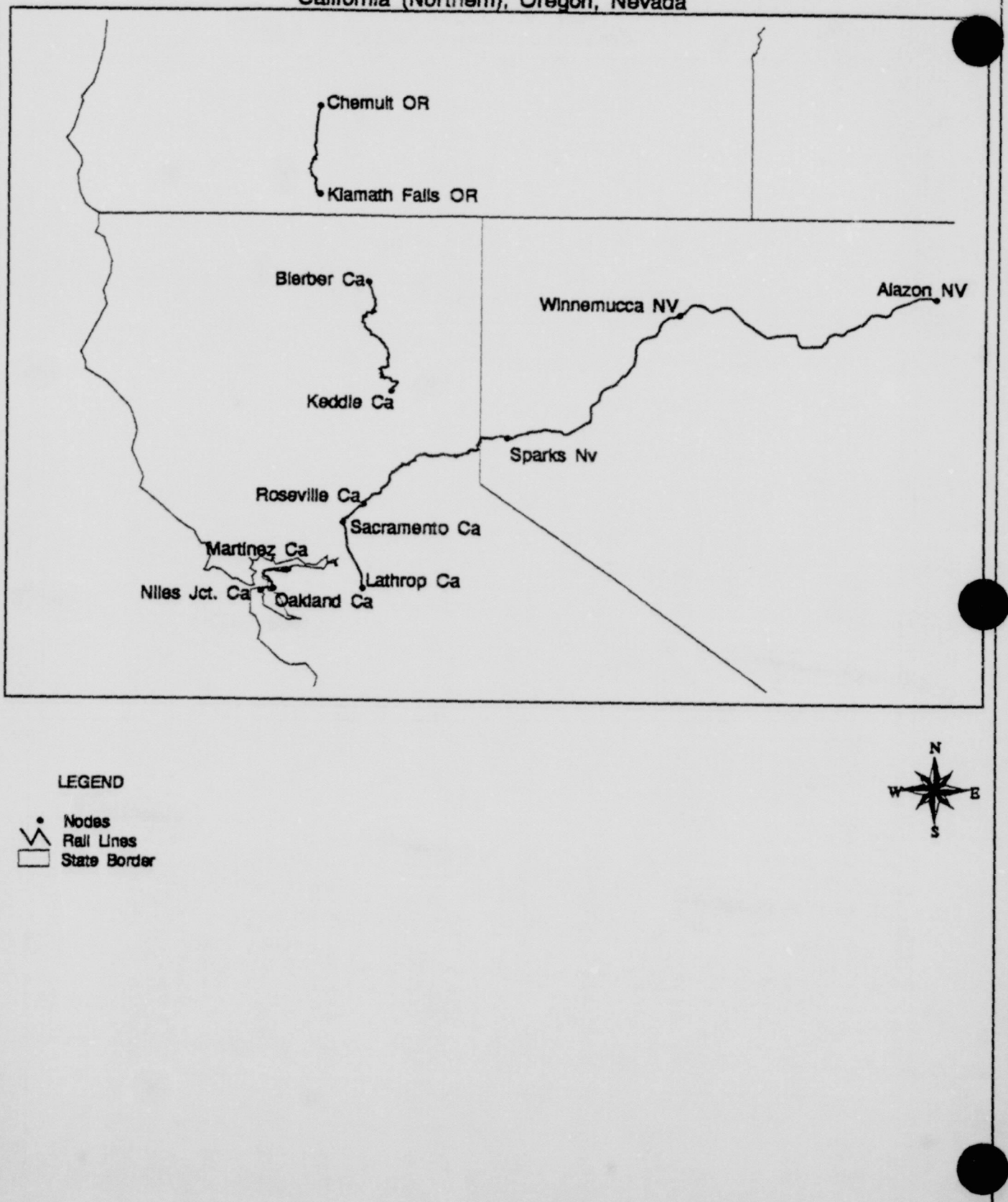
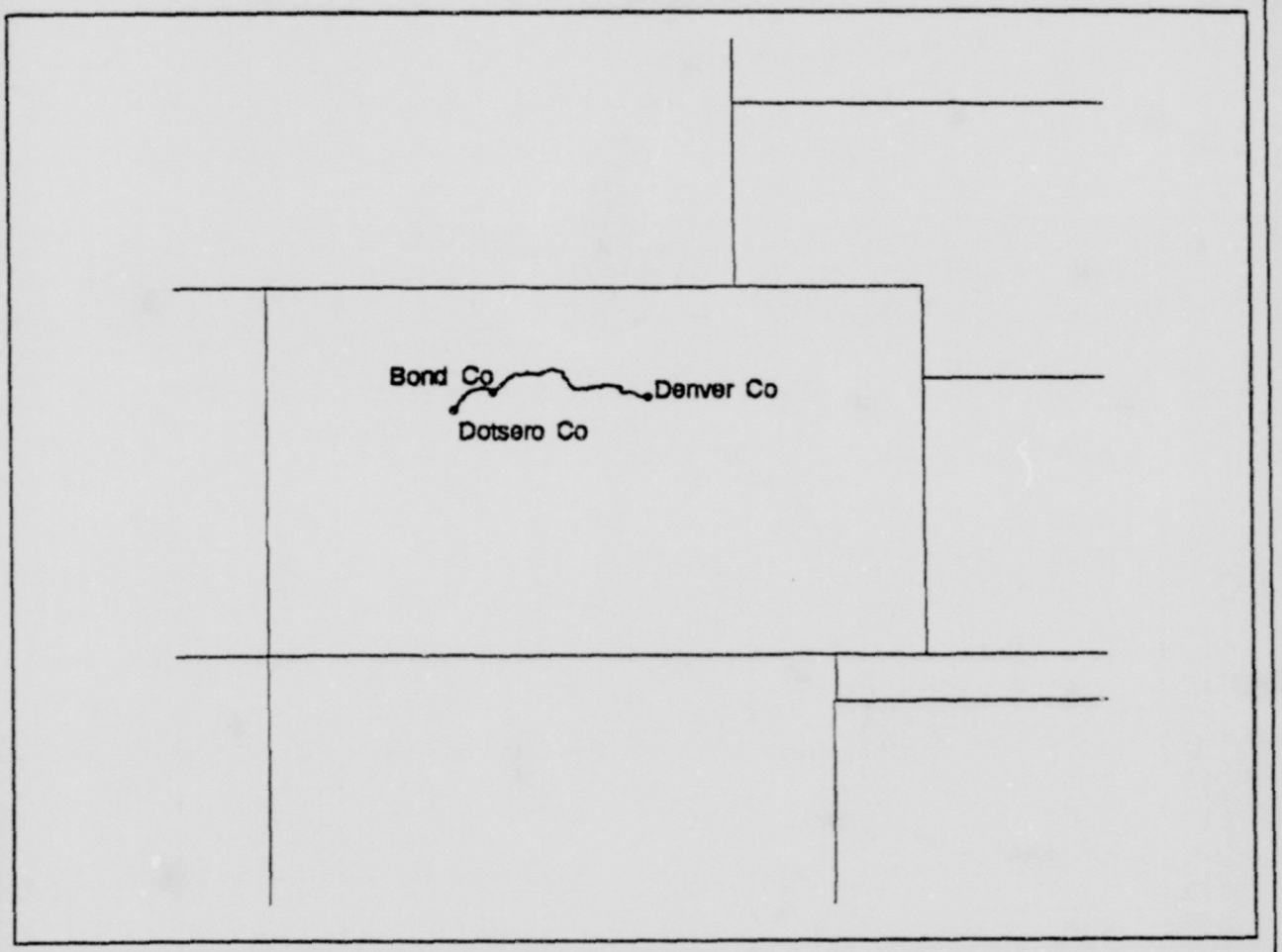


Figure 1-3
Rail Line Segments
Colorado

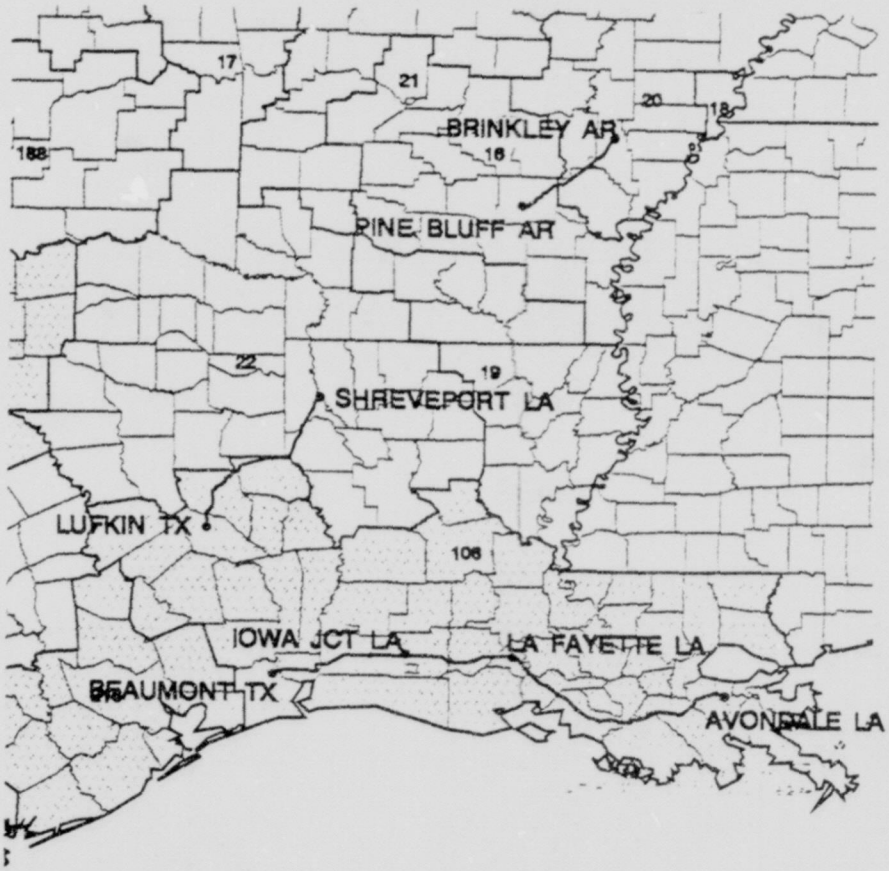


LEGEND

- Nodes
- Rail Lines
- State Border



Figure 3-1
Rail Line Segments and AQCR Status
Texas, Louisiana, Arkansas



LEGEND

- Nodes
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

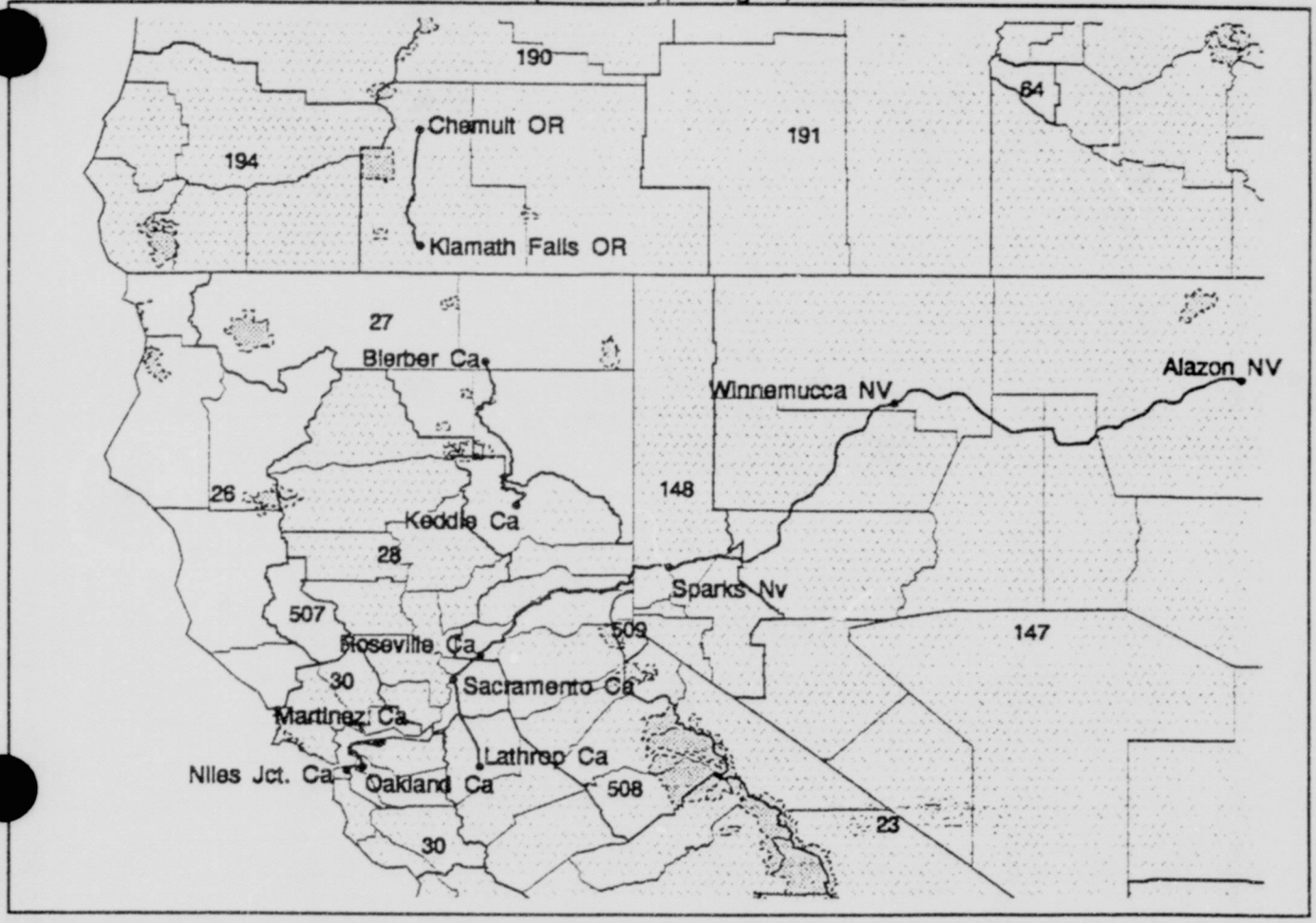
AQCR Status

- Attainment
- Non-Attainment

Segment	AQCR	% of Segment within AQCR
Iowa Jct. to Beaumont	106	100
La Fayette to Iowa Jct.	106	100
Avondale to La Fayette	106	100
Shreveport to Lufkin	22	36
	106	64
Brinkley to Pine Bluff	20	64
	16	36



Figure 3-2
Rail Line Segments and AQCR Status
California (Northern), Oregon, Nevada



LEGEND

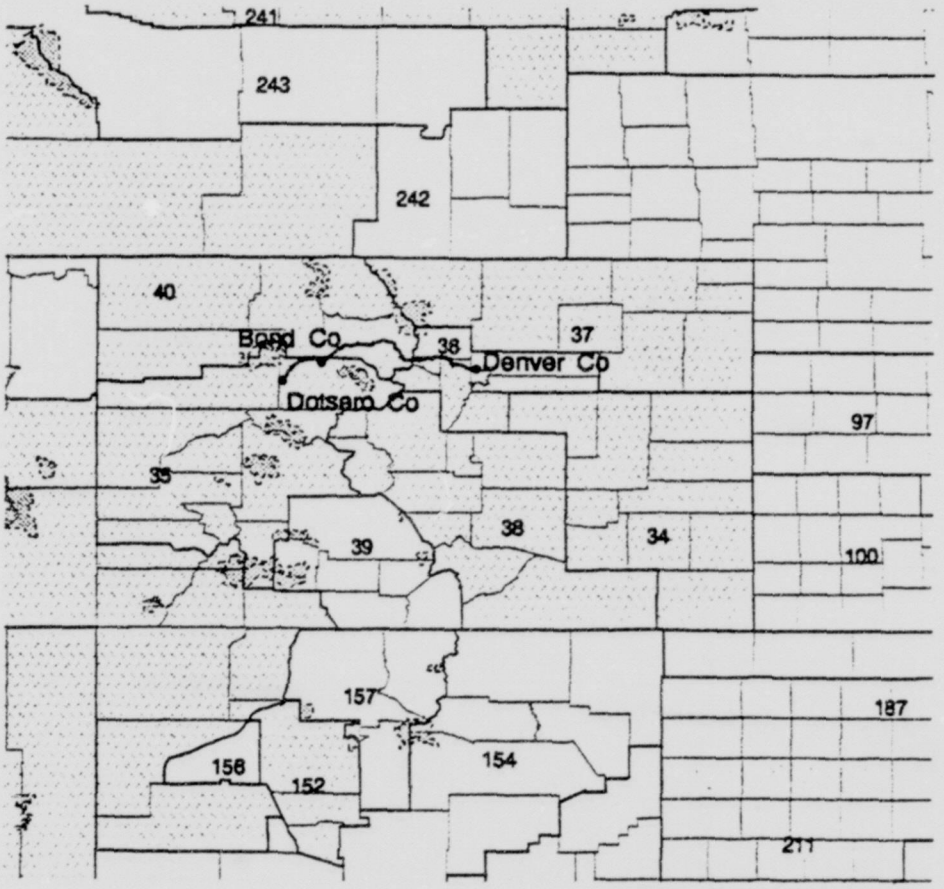
- Nodes
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

AQCR Status

- Attainment
- Non-Attainment

Segment	AQCR	% of Segment within AQCR
Sparks to Roseville	148	8
	508	92
Roseville to Sacramento	508	22
	28	78
Niles Jct. to Oakland	30	100
Lathrop to Sacramento	31	55
	28	45
Martinez to Oakland	30	100
Keddie to Bieber	508	28
	27	72
Alazon to Winnemucca	147	100
Winnemucca to Sparks	147	75
	148	25
Klamath Falls to Chemult	190	100

Figure 3-3
Rail Line Segments and AQCR Status
Colorado



LEGEND

- Nodes
- Rail Lines
- AQCR Boundary
- State Border
- County Boundary
- PSD Class 1 Area

AQCR Status

- Attainment
- Non-Attainment

Segment	AQCR	% of Segment within AQCR
Denver to Bond	36	36
	40	57
	35	7
Bond to Dotsero	35	100



SUPPLEMENTAL REPORT
CONSTRUCTION PROJECTS
UNION PACIFIC RAILROAD COMPANY/
SOUTHERN PACIFIC RAILROAD COMPANY
MERGER

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March 28, 1996

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FIGURES

Figures depicting: (1) location and land use; and (2) wetlands information at the proposed construction locations are located at the end of Section 3.

APPENDICES

APPENDIX A CONSULTATION

SAMPLE LETTER TO AGENCIES

CONTACT LIST

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APPENDIX D LIST OF ACRONYMS AND ABBREVIATIONS AND GLOSSARY

1.0 INTRODUCTION

1.1 OVERVIEW OF PROPOSED MERGER

This document is a Supplemental Report to the six-part Environmental Report (ER) (dated November 30, 1995) prepared in connection with the Railroad Merger Application submitted to the Interstate Commerce Commission (ICC) in 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*. The Surface Transportation Board (STB) succeeded to the functions of the ICC on January 1, 1996. This Supplemental Report analyzes potential environmental impacts associated with five construction projects not specifically evaluated in the Environmental Report. Impact areas addressed include transportation, land use, energy consumption, air quality, noise, safety, biological and water resources, and historical and archaeological resources.

The Railroad Merger Application (Application), which was filed with the ICC simultaneously with the ER, describes the merger and consolidation of the respective Union Pacific (UP) and Southern Pacific (SP) railroad systems in detail and illustrates the proposed system on a combined system map as shown in the Figure following the Table of Contents. The Application addresses the benefits of the combined system, including improved service capabilities and increased operating efficiencies. The Environmental Report addresses the changes proposed by the consolidated operations as required by STB regulations (49 CFR 1105.7).

1.2 OVERVIEW OF SUPPLEMENTAL REPORT AND SUMMARY OF BENEFITS

In comments filed with the ICC on December 29, 1995 in BN/SF-1, BN/Santa Fe identified five construction projects that had not been analyzed in the ER. These construction projects involve building connections to the UP/SP rail lines. The

connections will facilitate the efficient implementation of BN/Santa Fe trackage rights on UP/SP rail lines. The projects are located in three different states, as shown below.

State	Location of Project
Arkansas	Bridge Junction
California	Richmond Stockton
Texas	Robstown Sealy

The proposed construction projects are generally described in Section 2. The environmental impact analyses of the proposed construction projects are presented in Section 3, which provides the following information for construction projects: (1) description of existing environments shown on U.S. Geological Survey (USGS) quadrangle maps, (2) potential environmental impacts of the proposed action, (3) proposed action and alternative actions, including the no-action alternative, (4) potential environmental impacts of the alternatives and (5) summary of agency comments. Suggested mitigation actions are described in Section 4.

Appendix A presents a sample consultation letter to federal, state, and local government agencies, agency contact lists, and agency responses. Also included in the appendices are lists of rare, threatened and endangered species (Appendix B), historic resources (Appendix C) and a list of acronyms and abbreviations, as well as a glossary (Appendix D).

Completion of the UP/SP merger and the settlement with BN/Santa Fe, including the five proposed construction projects addressed in this report, would result in significant beneficial effects associated with improved efficiency of the overall railroad system and operations. Beneficial effects would include the following:

- Construction projects are expected to increase efficiencies and maximize effectiveness of UP/SP consolidated activities, as well as those of

BN/Santa Fe, thereby reducing transit times on rail lines, and delays at terminals and interchange points with other carriers. This will result in increased efficiency for the overall transportation systems of UP/SP and BN/Santa Fe and improved service to transportation customers.

- The efficiencies will result in overall fuel consumption savings and reductions in air emissions. In addition, the improved rail system would result in new truck to rail diversions, as well as more efficient reroutings which will result in further fuel savings and air emissions reductions.

1.3 POTENTIAL IMPACT AREAS AND METHODOLOGIES

The methodologies used for this Supplemental Report were similar to those previously described in Part 5 of the ER for the following impact areas: land use, water resources and wetlands, biological resources, and historic and cultural resources. All sites were visited by Dames & Moore. Information was collected from agencies in a manner similar to that described in Part 5 of the ER. For sites in proximity to proposed construction projects previously analyzed in the ER, data already collected regarding sensitive, threatened, and endangered species were utilized. Summary lists of Rare, Threatened and Endangered Species, as well as potential Historical and Cultural Resources, are in Appendix B and C respectively.

Methodologies and approaches for air quality, noise, transportation, safety, and energy are summarized below and described further in the Appendix, Part 6, of the Environmental Report.

1.3.1 Safety

UP/SP state that none of these five construction projects involve crossing a road for the first time. Therefore, it is not anticipated that there would be significant adverse impacts on safety.

Safety is a concern during construction and the mitigation suggested in Section 4 would be implemented as appropriate. Construction would be performed in accordance with all applicable regulatory requirements.

1.3.1.1 Hazardous Waste Issues

Prior to the start of construction activities, federal data bases would be reviewed to determine whether hazardous waste sites are known to occur on or adjacent to proposed construction locations. If hazardous waste issues are found to occur on or directly adjacent to proposed construction locations, the appropriate state agencies would be contacted to assess procedures necessary to address issues related to the sites.

1.3.2 Transportation

Transportation impacts of new construction projects relate to increased traffic, including heavy equipment on roads used to access the construction sites. In some cases, temporary disruption of local traffic patterns may occur and there may be some wear and tear on local roads. Most impacts are expected to be temporary, limited to the construction period, and are not discussed on a site-specific basis.

The construction projects are expected to increase rail service efficiency.

1.3.3 Air Quality

Air quality impacts associated with construction projects generally can be classified as: (1) impacts associated with fugitive dust generation; and (2) impacts associated with the operation of construction equipment and related vehicles. It is anticipated that merger-related construction activities would result in minor temporarily increased emissions.

Fugitive dust generation would result from construction activities (land clearing, grading, excavation, concrete work, etc.) in addition to vehicle traffic on paved and unpaved roads. The magnitude of fugitive dust generation would be primarily a function of the area of construction, silt and moisture contents of the soil,

wind speed, frequency of precipitation, amount of vehicle traffic, vehicle types and weights, and paved roadway characteristics.

Air quality impacts are also associated with the operation of gasoline and diesel fuel engines in land clearing/grading equipment, cranes, bulldozers, various types of trucks, and cars. The engines would emit relatively small amounts of sulfur oxides, nitrogen oxides, carbon monoxide, particulate matter, volatile organic compounds, and trace amounts of regulated hazardous air pollutants.

1.3.4 Noise

Although the new projects have the potential of causing noise at nearby noise-sensitive land uses, the noise effects will be of a limited duration and will not cause any permanent noise impacts. These construction projects are anticipated to involve construction activities lasting for a month or two at any one location, with noise characteristics similar to those associated with normal track maintenance procedures taking place at these locations.

For all construction projects, noise mitigation will be implemented as appropriate in accordance with the suggested mitigation practices in Section 4.

1.3.5 Energy

The construction projects would require the consumption of diesel fuel, which cannot be quantified at this time. Increased energy consumption from construction activities would be minimal, and insignificant when compared to overall fuel consumption savings realized from new truck-to-rail diversions, internal rerouting, and rail-to-rail diversions resulting from the merger and the BN/Santa Fe Settlement.

1.4 COASTAL ZONE MANAGEMENT ACT REQUIREMENTS

Coastal Zone Management Act (CZMA) requirements (49 C.F.R. § 1105.9) do not apply to the construction sites addressed in this Supplemental Report. None are located within the Coastal Zone.

1.5 OPERATIONAL ASPECTS OF ADDITIONAL CONSTRUCTION SITES

The five construction projects will facilitate efficient use of UP/SP rail lines by BN/Santa Fe. As such, the amount of rail traffic on those lines will change. Significant traffic increases on rail line segments projected by Applicants for the merged UP/SP system (assuming the BN/Santa Fe settlement) were analyzed for potential impacts and described in Part 2 of the ER and are further analyzed in a supplemental report.

2.0 CONSTRUCTION PROCEDURES

Construction projects proposed as part of the UP/SP merger were described in detail in the Environmental Report. The five new projects proposed in this Supplemental Report would provide connections for the efficient implementation of BN/Santa Fe trackage rights on UP/SP rail lines. Summary descriptions of the individual projects are presented in Section 3.

3.0 CONSTRUCTION PROJECTS

3.1 PROPOSED ACTION AND NO-ACTION ALTERNATIVES

The proposed actions would involve the construction projects as described in this Section, which would be constructed generally as described in ER previously submitted to ICC. In each case, the proposed construction is necessary to increase the efficiency of rail operations. The no-action alternative assumes that the projects would not be constructed.

The projects are listed below.

Bridge Jct., Arkansas - This project involves the construction of a 30-mph connection involving approximately 800 total feet of new track and two No. 14 turnouts as shown in Figure 3.1-1.

Richmond, California - This project will involve the construction of a 10 mph cross-over between BN and SP lines. The cross-over involves 1,225 total feet of track and two No. 10 turnouts as shown in Figure 3.1-2.

Stockton, California - This project involves the construction of an 800-foot wye track with two No. 10 turnouts as shown in Figure 3.1-3.

Robstown, Texas - This project will involve the construction of a 10-mph connection between UP and TM lines. The connection involves approximately 600 total feet of track, two No. 10 turnouts, and a new 36-foot timber crossing as shown in Figure 3.1-4. Construction may involve acquisition of adjoining commercial property.

Sealy, Texas - This project will shift the UP mainline and construct a connection to ATSF. The construction will involve shifting 422 total feet of track, adding 322 total feet of track and two No. 10 turnouts, and signal work as shown in Figure 3.1-5.

3.2 DESCRIPTION OF EXISTING ENVIRONMENT AND POTENTIAL ENVIRONMENTAL IMPACTS OF PROPOSED ACTIONS

Existing land use information and potential impacts for proposed construction projects are included in Tables 3-1 and 3-2 and shown on Figures 3.1-1 to 3.1-5. Water resources and wetland information is summarized in Table 3-3 and shown on Figures 3.2-1 to 3.2-5. FEMA and NWI data was reviewed and included as appropriate, except for Sealy, where NWI information was not available. Existing biological resources information and potential impacts are presented in Tables 3-4 and 3-5. Information concerning historic and cultural resources information at proposed construction project sites is included in Table 3-6 and shown on Figures 3.1-2 and 3.1-3.

Suggested mitigation measures are described in Section 4. Such measures as are appropriate will be implemented before and during construction activities.

3.3 POTENTIAL ENVIRONMENTAL IMPACTS OF NO-ACTION ALTERNATIVES

Under the no-action alternative, it is assumed that the proposed projects would not be constructed and land use and environmental conditions that currently exist at the proposed sites would remain unchanged. However, if the merger and the BN/Santa Fe settlement are approved and implemented, elimination of the projects would result in less efficient rail service causing capacity constraints, delays, and slower operating speeds which would result in additional fuel consumption and air emissions.

3.4 SUMMARY OF COMMENTS

To assist in assessing the potential environmental impacts of these five proposed construction projects, Dames & Moore sent letters requesting information to various federal, state, and local agencies. In these letters, information was requested for the areas of: air quality, noise, land use, biological and water resources,

historic and cultural resources, transportation systems, energy, and public health and safety. A sample notification letter, list of agencies contacted, and copies of all correspondence received are included in Appendix A.

For the proposed construction projects, the following agencies responded: Arkansas Department of Parks and Tourism; Arkansas Historic Preservation Program (AHPP); Army Corps of Engineers, Little Rock District; Natural Resources Conservation Service (NRCS), Davis, CA.; and U.S. Fish and Wildlife Service, Vicksburg, MS. A summary of comments received prior to 3/20/96 is listed below.

- The Arkansas Department of Parks and Tourism sent an inventory of parks in the area of the site in Arkansas.
- The Arkansas Historic Preservation Program stated that the project would have "no effect" on known historic properties or archeological sites.
- The Army Corps of Engineers, Little Rock District, sent a copy of a memorandum addressed to the Commander, Memphis District. The memo stated that comments for Crittenden County, Arkansas, should be sent to Dames & Moore, Inc., and that information regarding two existing rail lines were enclosed in the memo.
- The Davis, CA, office of the NRCS stated that they were primarily concerned with prime farmland and would forward the request for environmental information to their Stockton field office. Contacts for other agencies were provided.
- The Vicksburg, MS, office of the U.S. Fish and Wildlife Service stated that no federally listed or candidate species were present but that the site may contain wetlands. A contact for the Army Corps of Engineers was provided.

3.5 REFERENCES

3.5.1 Land Use

Blair, Robby, 1996. Personal communication with City of Sealy from D. Lowrey, Dames & Moore. February.

Guerra, Jesse, 1996. Personal communication with City of Robstown from D. Lowrey, Dames & Moore. February.

Hemminger, Lee, 1996. Personal communication with City of Stockton Planning Dept. from D. Lowrey, Dames & Moore. February.

Lloyd, Mary, 1996. Personal communication with Crittenden County from D. Lowrey, Dames & Moore. February.

Rasmussen, Jerry, 1996. Personal communication with City of Richmond Planning Department from Dan Lowery, Dames & Moore. March.

U.S. Department of Agriculture, 1994. State soil geographic (STATSGO) data base.

U.S. Geological Survey, various dates. Land use and land cover maps.

U.S. Geological Survey, various dates. 1:24,000-scale topographic maps.

3.5.2 Water Resources and Wetlands

Federal Emergency Management Agency (FEMA), various dates. FEMA Flood Insurance. Rate Maps (FIRM) for Arkansas, California and Texas.

U.S. Fish and Wildlife Service, various dates. National Wetland Inventory Maps for Arkansas, California and Texas.

U.S. Geological Survey, various dates. 1:24,000-scale topographic maps.

3.5.3 Biological Resources

Arroyo, B. 1992. Threatened and Endangered Species of Texas. U.S. Fish and Wildlife Service, Texas State Office. August 1992.

California Department of Fish and Game Natural Diversity Data Base. 1995. Rarefind Report. The following USGS 7.5 minute topographic maps were queried: Stockton, Contra Costa.

Jackson, Tracy, March 1996. Tennessee Wildlife Resource Agency. Personal communication with Dan Lowery, Dames & Moore.

McElroy, Carol, March 1996. Natural Resources Division, Austin, Texas. Personal communication with Dan Lowery, Dames & Moore.

Stanley, Becky, March 1996. United States Fish & Wildlife Service, St. Petersberg, FL. Personal communication with Dan Lowery, Dames & Moore.

Swartout, Dennis, March 1996. University of Massachusetts at Amherst. Personal communication with Dan Lowery, Dames & Moore.

Texas Organization for Endangered Species, 1993. Endangered, Threatened, and Watch Lists of Texas Plants. Publication 9, Third Revision. August 1993.

Texas Organization for Endangered Species, 1995. Endangered, Threatened, and Watch List of Texas Vertebrates, Publication 10. March 1995.

Whitehead, Clifton, March 1996. Tennessee Wildlife Resource Agency. Personal communication with Dan Lowery, Dames & Moore.

3.5.4 Historic and Cultural Resources

Central California Information Center of Archaeological Inventory, 1996. Record search conducted by Dames & Moore, March.

Dames & Moore, 1996. Notes from site visits to Arkansas and Texas by George High, February.

Dames & Moore, 1996. Notes from site visit to Stockton by Denise Bradley, March.

Dames & Moore, 1996. Notes from site visit to Stockton by Don Mitchell, February.

Dames & Moore, 1996. Notes from site visit to Richmond by Brodie Stuart, March.

Northwest California Information Center of Archaeological Inventory, 1996. Record search conducted by Dames & Moore, March.

Robstown High. Undated. Pridestown Revisited, Historical Perspective of Robstown, Texas.

Sealy Area Historical Society. 1992. Touring Historic Sealy.

Slater, Cathy Buford, 1996. Letter from AHPP to Andy York (Dames & Moore), March 1.

Texas State Historic Preservation Office, 1996. Record search conducted by Dames & Moore, February.

The Sealy News. 1996. Vol. 108, No. 50, February 15, 1996.

3.5.5 Air Quality

40 CFR Part 81 - Designation of Areas for Air Quality Planning Purposes, Appendix A to Part 81.

40 CFR Part 81 - Designation of Areas for Air Quality Planning Purposes, Sub Part C Section 107, Attainment Status Designation.

40 CFR Part 1105 - Procedures for Implementation of Environmental Laws.

3.5.6 Noise

Rathe, E.J., 1977. "Railway Noise Propagation," *Journal of Sound and Vibration*, vol. 51, no. 3, pp. 371-388.

Saurenman, H.J., Nelson, J.T. and Wilson, G.P., 1982. "Handbook of Urban Rail Noise and Vibration Control," UMTA-MA-06-099-82-1.

TABLE 3-1

EXISTING LAND USE INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS

Location/Station	Existing Land Uses		General Plan Designation	Zoning Designation	Structures Near Site		Occurrence Within	
					Within 500 Feet	Length in Urbanized Areas (feet)	Prime Farmland	Coastal Zone
Bridge Jct., Arkansas	Site:	Transportation	Does not exist	Floodplain, Agriculture (R-R development allowed)	0	0	Yes	No
	Surrounding:	Cropland and pasture						
Richmond, California	Site:	Transportation	Light industrial	Heavy industrial (R-R development allowed)	6[1]	0	No	No
	Surrounding:	Industrial						
Stockton, California	Site:	Transportation	Transportation Related	Transportation Related (R-R development allowed)	0	800	No	No
	Surrounding:	Residential						
Robstown, Texas	Site:	Transportation	Does not exist	Industrial, Commercial (R-R development allowed)	7[1]	1,000	No	No
	Surrounding:	Residential, transportation						
Sealy, Texas	Site:	Transportation	No formal land use policies/controls exist	No formal land use policies/controls exist	9[1]	700	No	No
	Surrounding:	Residential						

1 Sensitive Receptors = Some structures occur within approximately 200 feet of construction activities.

TABLE 3-2

POTENTIAL LAND USE IMPACTS AT PROPOSED CONSTRUCTION LOCATIONS

Location/Station	Compatible with Surrounding Land Uses	Consistent with General Plan/Zoning Designation	Potential Loss of Prime Farmland
Bridge Jct., Arkansas	Yes - Not significant	Yes - Not significant	Not expected - Not significant[1]
Richmond, California	Yes - Not significant	Yes - Not significant	Not expected - Not significant[1]
Stockton, California	Yes - Not significant	Yes - Not significant	Not expected - Not significant[1]
Robstown, Texas	Yes - Not significant	Yes - Not significant	Not expected - Not significant[1]
Sealy, Texas	Yes - Not significant	Not applicable - Not significant	Not expected - Not significant[1]

1 Construction is anticipated to be largely within existing right-of-way and no prime farmland is expected to be affected.

TABLE 3-3

WATER RESOURCES AND WETLAND INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS IN ARIZONA

Location/Station	Water Resource Type[1]							
	bls	wb	wl	cd	tc	mf	ss	sp
Bridge Jct., Arkansas	-	1	-	-	-	-	-	-
Richmond, California	1	-	-	-	-	-	-	-
Stockton, California	1	-	-	-	-	-	-	-
Robstown, Texas	-	-	-	-	-	-	-	-
Sealy, Texas	-	-	-	-	-	-	-	-

[1]

blue-line streams (bls) = permanent and intermittent watercourses, including creeks, streams, rivers, washes, and sloughs
waterbodies (wb) = permanent and intermittent bodies of standing water including ponds, lakes, reservoirs, bayous, catchments, and beaver ponds
wetlands (wl) = areas depicted with the USGS wetland symbol, primarily including marshes and wet meadows
canals, culverts, ditches (cd) = human-made water conveyances
tidal channels (tc) = tidal channels including inlets, harbors, bays, and sloughs subject to tidal influences
mudflats (mf) = permanent to intermittently wet, non-vegetated, usually alkaline, mudflats
sewage-treatment ponds, industrial waste ponds, salt evaporators, etc. (ss) = areas used for public facilities or commercial purposes
springs (sp) = areas depicted with the USGS spring symbol

TABLE 3-4

BIOLOGICAL RESOURCES INFORMATION AT PROPOSED CONSTRUCTION LOCATIONS

Location	Vegetation Type		Known and Potential Occurrence of Rare, Threatened, and Endangered Species in the Area	Parks, Forests, Refuges, or Sanctuaries within 5 Miles
	At the Site	Adjacent		
Bridge Jct., AR	Mixed forb and grasses Wetlands Kudzu (*Pueraria lobata*) cane (*Arundinaria* sp.) red oak (*Quercus falcata*) American elm (*Ulmus americana*)	Agricultural cane (*Arundinaria* sp.)	Flat floater Swamp darter Tail light shiner Gray rat snake Hooded merganser Bald eagle Interior least tern Backman's warbler Brown creeper Bristly greenbriar	None
Richmond, CA	Mixed shrubs Non-native grasses	Blackberry *(Rubus allegheniensis)* Willow *(Salix* spp.*)*	California black rail California clapper rail Salt marsh harvest mouse Santa Cruz tarplant California sea blite Pallid manzanita	None
Stockton, CA	Barren Ruderal Non-native grassland	Ruderal Urban landscaping	Swainson's hawk Burrowing owl	Stribley Park Holt Park
Robstown, TX	Native grasses Ruderal	Native grasses Trees *(Quercus* spp.*)* Oleander *(Nerium oleander)*	Arctic peregrine falcon Brown pelican Interior least tern Piping plover Whooping crane Slender rush-pea	Memorial Park
Sealy, TX	Mixed forbs and grasses	Hackberry *(Celtis laevigata)* Elm *(Ulmus* spp.*)*	Attwater's greater prairie chicken Houston toad	None

TABLE 3-5

POTENTIAL IMPACTS TO SENSITIVE BIOLOGICAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS

Location	Potential Impacts To		
	Rare, Threatened, and Endangered Species	Critical Habitat	Parks, Forests, Refuges, Sanctuaries
Bridge Jct., AR	Flat floater - NS Swamp darter - NS Tail light shiner - NS Gray rat snake - NS Hooded merganser - NS Bald eagle - NS Interior least tern - NS Backman's warbler - NS Brown creeper - NS Bristly greenbriar - NS	None - NS	None - NS
Richmond, CA	California black rail - NS California clapper rail - NS Salt marsh harvest mouse - NS Santa Cruz tarplant - NS California sea blite - NS Pallid manzanita - NS	None - NS	None - NS
Stockton, CA	Swainson's hawk - PS Burrowing owl - PS	None - NS	None - NS
Robstown, TX	Arctic Peregrine falcon - NS Brown pelican - NS Interior least tern - NS Piping plover - NS Whooping crane - NS Slender pea-rush - NS	None - NS	Memorial Park
Sealy, TX	Attwater's greater prairie chicken - NS Houston toad - NS	None - NS	None - NS

NS = Not Significant
PS = Potentially Significant

TABLE 3-6

EXISTING CONDITIONS AND POTENTIAL IMPACTS FOR HISTORIC AND CULTURAL RESOURCES AT PROPOSED CONSTRUCTION LOCATIONS

Location	Historic Resources			Archaeological Resources			Potential Impacts
	L	E	U	L	E	U	
Bridge Jct., AR	0	0	0	0	0	0	None - NS
Richmond, CA	0	0	1	0	0	0	None - NS
Stockton, CA	0	0	0	0	0	0	None - NS
Robstown, TX	0	0	0	0	0	0	None - NS
Sealy, TX	0	0	0	0	0	0	None - NS

Note: L, listed on National Register of Historic Places (NRHP); E, determined or recommended eligible for NRHP; U, eligibility for NRHP is unknown; NS, not significant; PS, potentially significant. The numbers on table denote the number of known historic or archaeological resources within 100 feet of construction areas.

KEY FOR LAND USE

URBAN OR BUILT-UP LAND

RE	Residential
C	Commercial and services
I	Industrial
T	Transportation, communications and utilities
I/C	Industrial and commercial complexes
MU	Mixed urban or build-up land
OU	Other urban or built-up land

AGRICULTURAL LAND

CP	Cropland and pasture
CH	Orchards, groves, vineyards, nurseries, and ornamental horticultural areas
CF	Confined feeding operations
CO	Other agricultural land

WATER

WS	Streams and canals
WL	Lakes
WR	Reservoirs
WB	Bays and estuaries

WETLAND

WE	Forested wetland, and/or nonforested wetland

RANGELAND

Rh	Herbaceous rangeland
Rsb	Shrub and brush rangeland
Rm	Mixed rangeland

FOREST LAND

FD	Deciduous forest land
FE	Evergreen forest land
FM	Mixed forest land

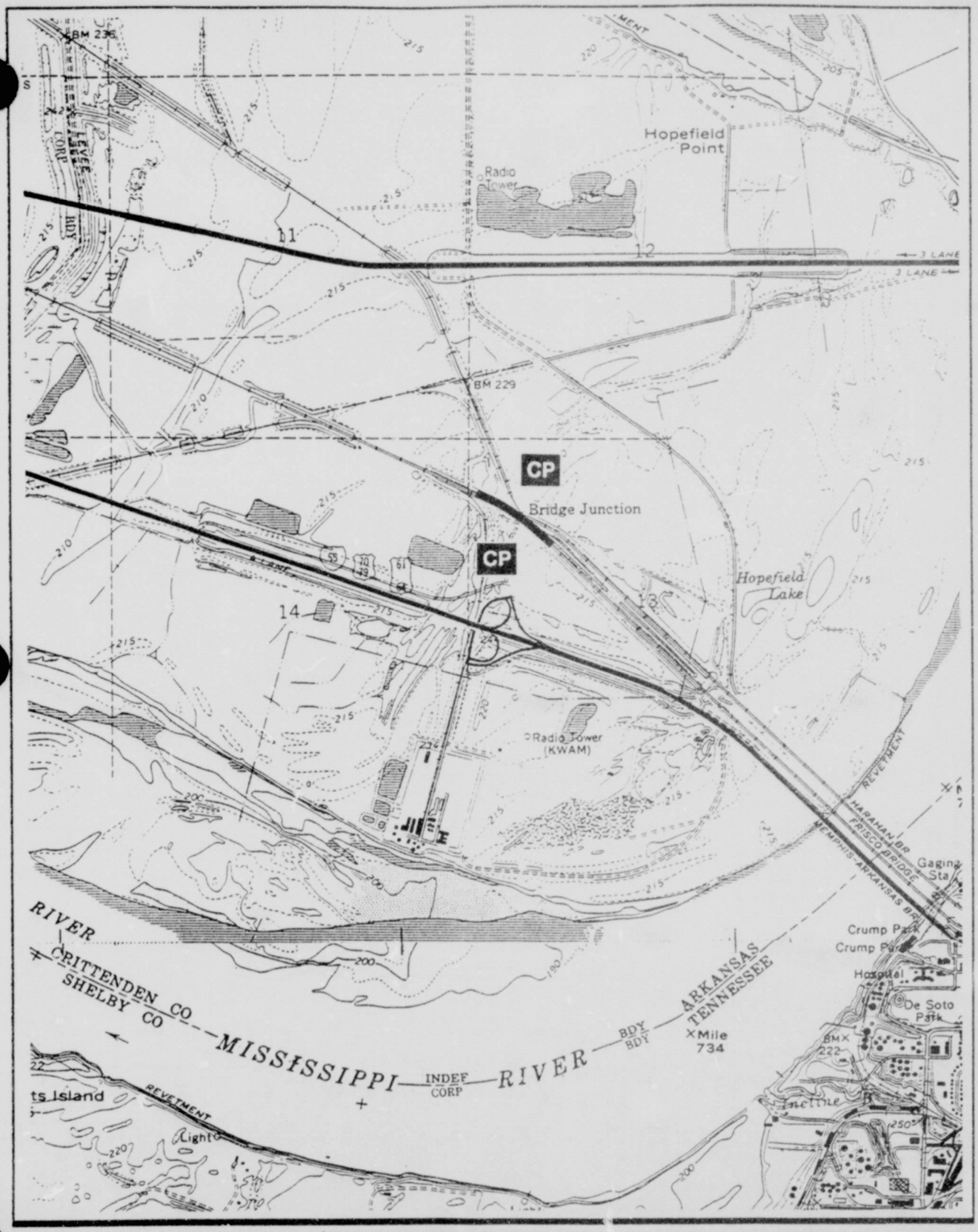
BARREN LAND

Bsf	Dry salt flats
Bb	Beaches
Bs	Sandy areas other than beaches
Br	Bare exposed rocks
Bm	Strip mines, quarries, and gravel pits
Bt	Transitional areas
B	Mixed barren land

KEY FOR HISTORIC STRUCTURES

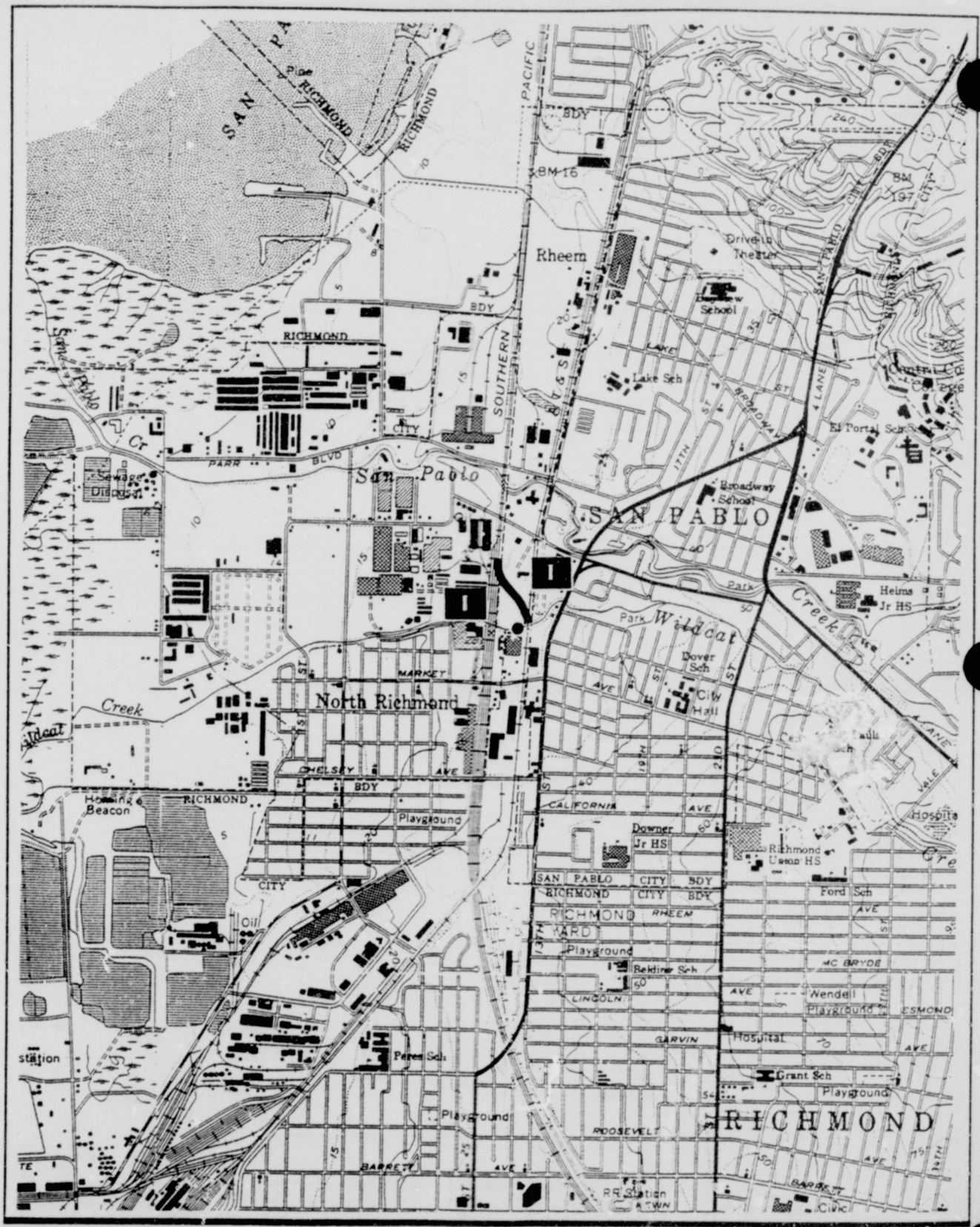
● Location of known historic structure/site

Figure 3.1-1 Proposed Construction: Bridge Junction, Arkansas. Location and Land Use.



Base Map: *USGS 7.5' Topographic Quadrangle:* Northwest Memphis, Tennessee-Arkansas 1965 (Revised 1993); Southwest Memphis, Tennessee-Arkansas 1965 (Revised 1993)

Figure 3.1-2 Proposed Construction: Richmond, California. Location and Land Use.



SCALE 1:24000

1 0 1 MILE

1000 0 1000 2000 3000 4000 5000 6000 7000 FEET

N

Base Map: *USGS 7.5' Topographic Quadrangles:* San Quentin, California 1959 (Photorevised 1980); Richmond, California 1959 (Photorevised 1980)

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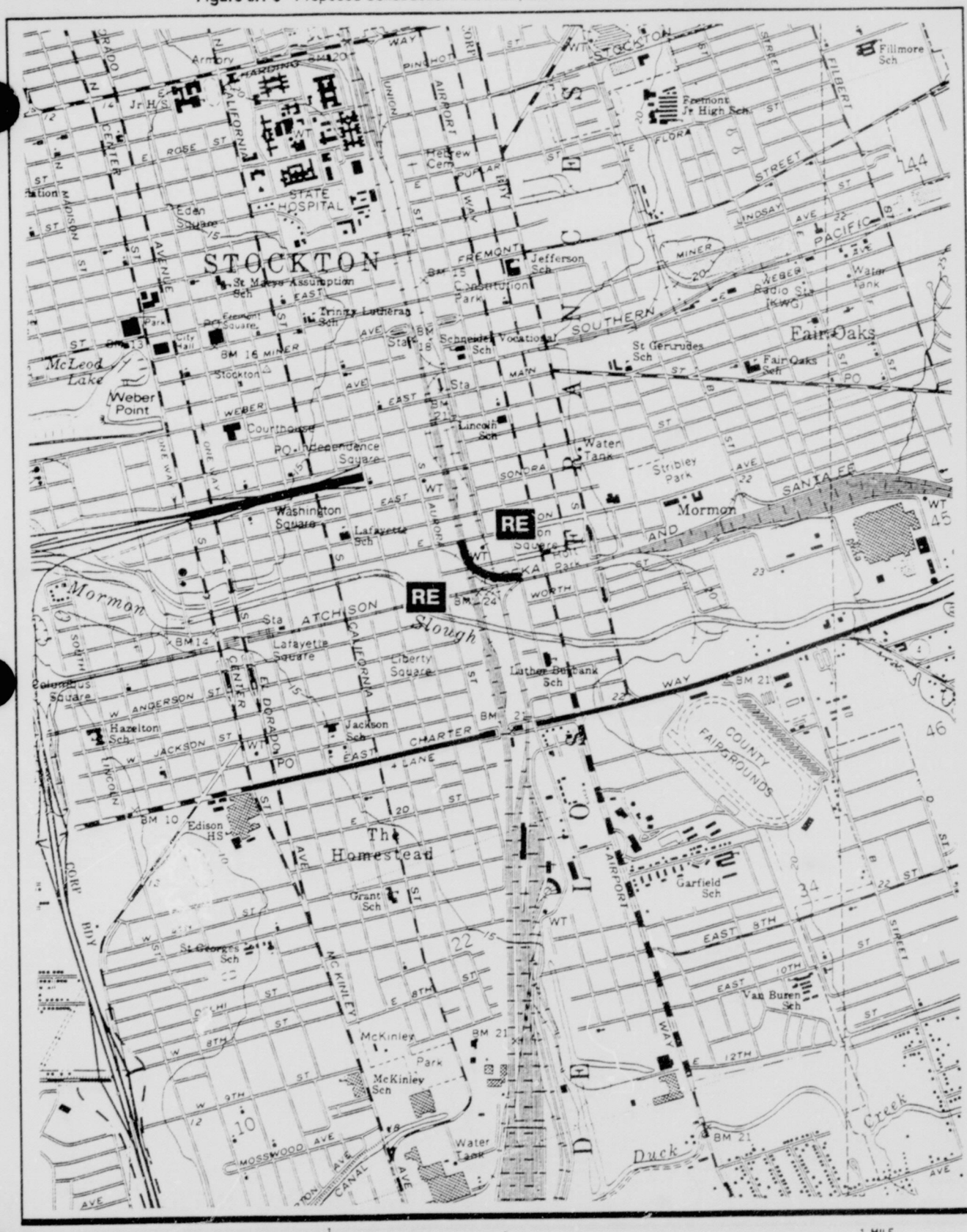
Figure 3.1-3 Proposed Construction: Stockton, California. Location and Land Use.

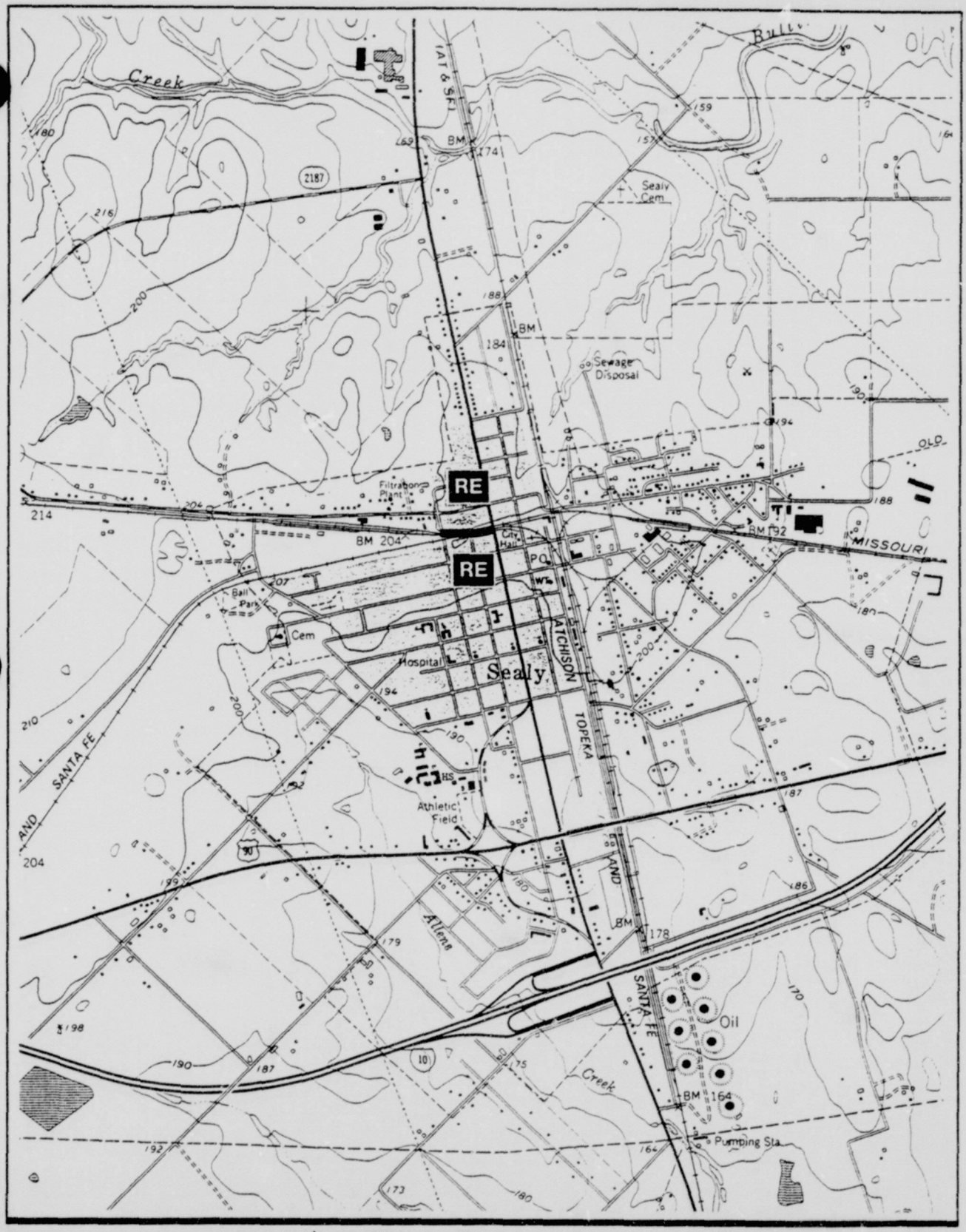


Base Map: *USGS 7.5' Topographic Quadrangle:* Stockton West, California 1968 (Photorevised 1987)

Figure 3.1-4 Proposed Construction: Robstown, Texas. Location and Land Use.


Pumping Sta
Robstown Labor Camp
Gas Well
Gas Well
Gas Well
Gas Well
Gas Well
Sewage Disposal
Oil Well
High Sch
Park
Park
Park

Figure 3.1-5 Proposed Construction: Sealy, Texas. Location and Land Use.



Base Map: *USGS 7.5' Topographic Quadrangle:* Sealy, Texas 1960 (Photorevised 1981)

NWI LEGEND

SYSTEM: M — MARINE

SUBSYSTEM: 1 — SUBTIDAL

CLASS	Subclass
RB — ROCK BOTTOM	1 Bedrock 2 Rubble
UB — UNCONSOLIDATED BOTTOM	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic
AB — AQUATIC BED	1 Algal 3 Rooted Vascular 5 *Unknown Submergent*
RF — REEF	1 Coral 3 Worm
OW — *OPEN WATER/ Unknown Bottom*	

SUBSYSTEM: 2 — INTERTIDAL

CLASS	Subclass
AB — AQUATIC BED	3 Algal 3 Rooted Vascular 5 *Unknown Submergent*
RF — REEF	1 Coral 3 Worm
RS — ROCKY SHORE	1 Bedrock 2 Rubble
US — UNCONSOLIDATED SHORE	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic

SYSTEM: R — RIVERINE

SUBSYSTEM: 1 — TIDAL

CLASS	Subclass
RB — ROCK BOTTOM	1 Bedrock 2 Rubble
UB — UNCONSOLIDATED BOTTOM	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic
*SB — STREAMBED	1 Bedrock 2 Rubble 3 Cobble-Gravel 4 Sand 5 Mud 6 Organic 7 Vegetated
AB — AQUATIC BED	1 Algal 2 Aquatic Moss 3 Rooted Vascular 4 Floating Vascular 5 *Unknown Submergent* 6 *Unknown Surface*
RS — ROCKY SHORE	1 Bedrock 2 Rubble
US — UNCONSOLIDATED SHORE	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic 5 Vegetated
**EM — EMERGENT	2 Nonpersistent
OW — *OPEN WATER/ Unknown Bottom*	

SUBSYSTEM: 2 — LOWER PERENNIAL

CLASS	Subclass
RB — ROCK BOTTOM	1 Bedrock 2 Rubble
UB — UNCONSOLIDATED BOTTOM	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic
*SB — STREAMBED	1 Bedrock 2 Rubble 3 Cobble-Gravel 4 Sand 5 Mud 6 Organic 7 Vegetated
AB — AQUATIC BED	1 Algal 2 Aquatic Moss 3 Rooted Vascular 4 Floating Vascular 5 *Unknown Submergent* 6 *Unknown Surface*
RS — ROCKY SHORE	1 Bedrock 2 Rubble
US — UNCONSOLIDATED SHORE	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic 5 Vegetated
**EM — EMERGENT	1 Persistent 2 Nonpersistent
OW — *OPEN WATER/ Unknown Bottom*	

SUBSYSTEM: 3 — UPPER PERENNIAL

CLASS	Subclass
RB — ROCK BOTTOM	1 Bedrock 2 Rubble
UB — UNCONSOLIDATED BOTTOM	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic
*SB — STREAMBED	1 Bedrock 2 Rubble 3 Cobble-Gravel 4 Sand 5 Mud 6 Organic 7 Vegetated
AB — AQUATIC BED	1 Algal 2 Aquatic Moss 3 Rooted Vascular 4 Floating Vascular 5 *Unknown Submergent* 6 *Unknown Surface*
RS — ROCKY SHORE	1 Bedrock 2 Rubble
US — UNCONSOLIDATED SHORE	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic 5 Vegetated
**EM — EMERGENT	1 Persistent 2 Nonpersistent
OW — *OPEN WATER/ Unknown Bottom*	

SUBSYSTEM: 4 — INTERMITTENT

CLASS	Subclass
*SB — STREAMBED	1 Bedrock 2 Rubble 3 Cobble-Gravel 4 Sand 5 Mud 6 Organic 7 Vegetated

SUBSYSTEM: 5 — *UNKNOWN PERENNIAL*

CLASS	Subclass
OW — *OPEN WATER/ Unknown Bottom*	

*STREAMBED is limited to TIDAL and INTERMITTENT SUBSYSTEMS, and comprises the only CLASS in the INTERMITTENT SUBSYSTEM
**EMERGENT is limited to TIDAL and LOWER PERENNIAL SUBSYSTEMS

SYSTEM: P — PALUSTRINE

CLASS	Subclass
RB — ROCK BOTTOM	1 Bedrock 2 Rubble
UB — UNCONSOLIDATED BOTTOM	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic
AB — AQUATIC BED	1 Algal 2 *Aquatic Moss* 3 Rooted Vascular 4 Floating Vascular 5 *Unknown Submergent* 6 *Unknown Surface*
US — UNCONSOLIDATED SHORE	1 Cobble-Gravel 2 Sand 3 Mud 4 Organic 5 Vegetated
ML — MOSS-LICHEN	1 Moss 2 Lichen
EM — *EMERGENT*	1 Persistent 2 Nonpersistent
SS — SCRUB-SHRUB	1 Broad-Leaved Deciduous 2 Needle-Leaved Deciduous 3 Broad-Leaved Evergreen 4 Needle-Leaved Evergreen 5 Dead 6 *Deciduous* 7 *Evergreen*
FO — FORESTED	1 Broad-Leaved Deciduous 2 Needle-Leaved Deciduous 3 Broad-Leaved Evergreen 4 Needle-Leaved Evergreen 5 Dead 6 *Deciduous* 7 *Evergreen*
OW — *OPEN WATER/ Unknown Bottom*	

Instructions for using the legend:

The NWI Inventory uses a hierarchy of alphabetical and numerical symbols to indicate wetland characteristics. The following example illustrates how the hierarchy works. For a hypothetical wetland type indicated as "L2AB3a" begin by finding the system type indicated by the first symbol; that is, "L" indicates "Lacustrine." The next symbol "2" indicates that the system type is "Littoral." The symbols "AB" indicate that the class is "Aquatic Bed." The symbol "3" indicates that the subclass is "Rooted Vascular." The last symbol "a" is explained in the Modifiers part of the system; the modifier indicates "acid."

NWI LEGEND

E — ESTUARINE

1 — SUBTIDAL

RB — ROCK BOTTOM
1 Bedrock
2 Rubble

UB — UNCONSOLIDATED BOTTOM
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic

AB — AQUATIC BED
1 Algal
3 Rooted Vascular
4 Floating Vascular
5 *Unknown Submergent*
6 *Unknown Surface*

RF — REEF
2 Mollusc
3 Worm

OW — OPEN WATER/ Unknown Bottom

2 — INTERTIDAL

AB — AQUATIC BED
1 Algal
3 Rooted Vascular
4 Floating Vascular
5 *Unknown Submergent*
6 *Unknown Surface*

RF — REEF
2 Mollusc
3 Worm

SB — STREAMBED
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic

RS — ROCKY SHORE
1 Bedrock
2 Rubble

US — UNCONSOLIDATED SHORE
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic

EM — EMERGENT
1 Persistent
2 Nonpersistent

SS — SCRUB-SHRUB
1 Broad-Leaved Deciduous
2 Needle-Leaved Deciduous
3 Broad-Leaved Evergreen
4 Needle-Leaved Evergreen
5 Dead
6 *Deciduous*
7 *Evergreen*

FO — FORESTED
1 Broad-Leaved Deciduous
2 Needle-Leaved Deciduous
3 Broad-Leaved Evergreen
4 Needle-Leaved Evergreen
5 Dead
6 *Deciduous*
7 *Evergreen*

L — LACUSTRINE

1 — LIMNETIC

RB — ROCK BOTTOM
1 Bedrock
2 Rubble

UB — UNCONSOLIDATED BOTTOM
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic

AB — AQUATIC BED
1 Algal
2 Aquatic Moss
3 Rooted Vascular
4 Floating Vascular
5 *Unknown Submergent*
6 *Unknown Surface*

OW — OPEN WATER/ Unknown Bottom

2 — LITTORAL

RB — ROCK BOTTOM
1 Bedrock
2 Rubble

UB — UNCONSOLIDATED BOTTOM
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic

AB — AQUATIC BED
1 Algal
2 Aquatic Moss
3 Rooted Vascular
4 Floating Vascular
5 *Unknown Submergent*
6 *Unknown Surface*

RS — ROCKY SHORE
1 Bedrock
2 Rubble

US — UNCONSOLIDATED SHORE
1 Cobble-Gravel
2 Sand
3 Mud
4 Organic
5 Vegetated

EM — EMERGENT
2 Nonpersistent

OW — OPEN WATER/ Unknown Bottom

MODIFIERS

In order to more adequately describe wetland and deepwater habitats one or more of the water regime, water chemistry, soil, or special modifiers may be applied at the class or lower level in the hierarchy. The farmed modifier may also be applied to the ecological system.

WATER REGIME

Non-Tidal

A Temporarily Flooded
B Saturated
C Seasonally Flooded
D *Seasonally Flooded/ Well Drained*
E *Seasonally Flooded/ Saturated*
F Semipermanently Flooded
G *Intermittently Exposed*
H Permanently Flooded
J Intermittently Flooded
K Artificially Flooded
W Intermittently Flooded/Temporary
Y Saturated/Semipermanent/ Seasonal
Z Intermittently Exposed/Permanent
U *Unknown*

Tidal

K *Artificially Flooded*
L Subtidal
M Irregularly Exposed
N Regularly Flooded
P Irregularly Flooded
*S Temporary-Tidal
*R Seasonal-Tidal
*T Semipermanent-Tidal
*V Permanent-Tidal
U *Unknown*

*These water regimes are only used in tidally influenced, freshwater systems

WATER CHEMISTRY

Coastal Halinity

1 Hyperhaline
2 Euhaline
3 Mixohaline *(Brackish)*
4 Polyhaline
5 Mesohaline
6 Oligohaline
0 Fresh

Inland Salinity

7 Hypersaline
8 Eusaline
9 Mixosaline
0 Fresh

pH Modifiers for all Fresh Water

a Acid
i Circumneutral
i Alkaline

SOIL

g Organic
n Mineral

SPECIAL MODIFIERS

b *Beaver*
d *Partially Drained/Ditched*
f Farmed
h *Diked/Impounded*
r Artificial Substrate
s *Spoil*
x *Excavated*

Instructions for using the legend:

The NWI Inventory uses a hierarchy of alphabetical and numerical symbols to indicate wetland characteristics. The following example illustrates how the hierarchy works. For a hypothetical wetland type indicated as "L2AB3a" begin by finding the system type indicated by the first symbol; that is, "L" indicates "Lacustrine." The next symbol "2" indicates that the system type is "Littoral." The symbols "AB" indicate that the class is "Aquatic Bed." The symbol "3" indicates that the subclass is "Rooted Vascular." The last symbol "a" is explained in the Modifiers part of the system; the modifier indicates "acid."

FLOOD INSURANCE RATE MAP LEGEND
EXPLANATION OF ZONE DESIGNATIONS

Flood Insurance Rate Maps (FIRMs) display the zone designations for communities according to areas of designated flood hazards. The zone designations used by the Federal Emergency Management Agency (FEMA) are:

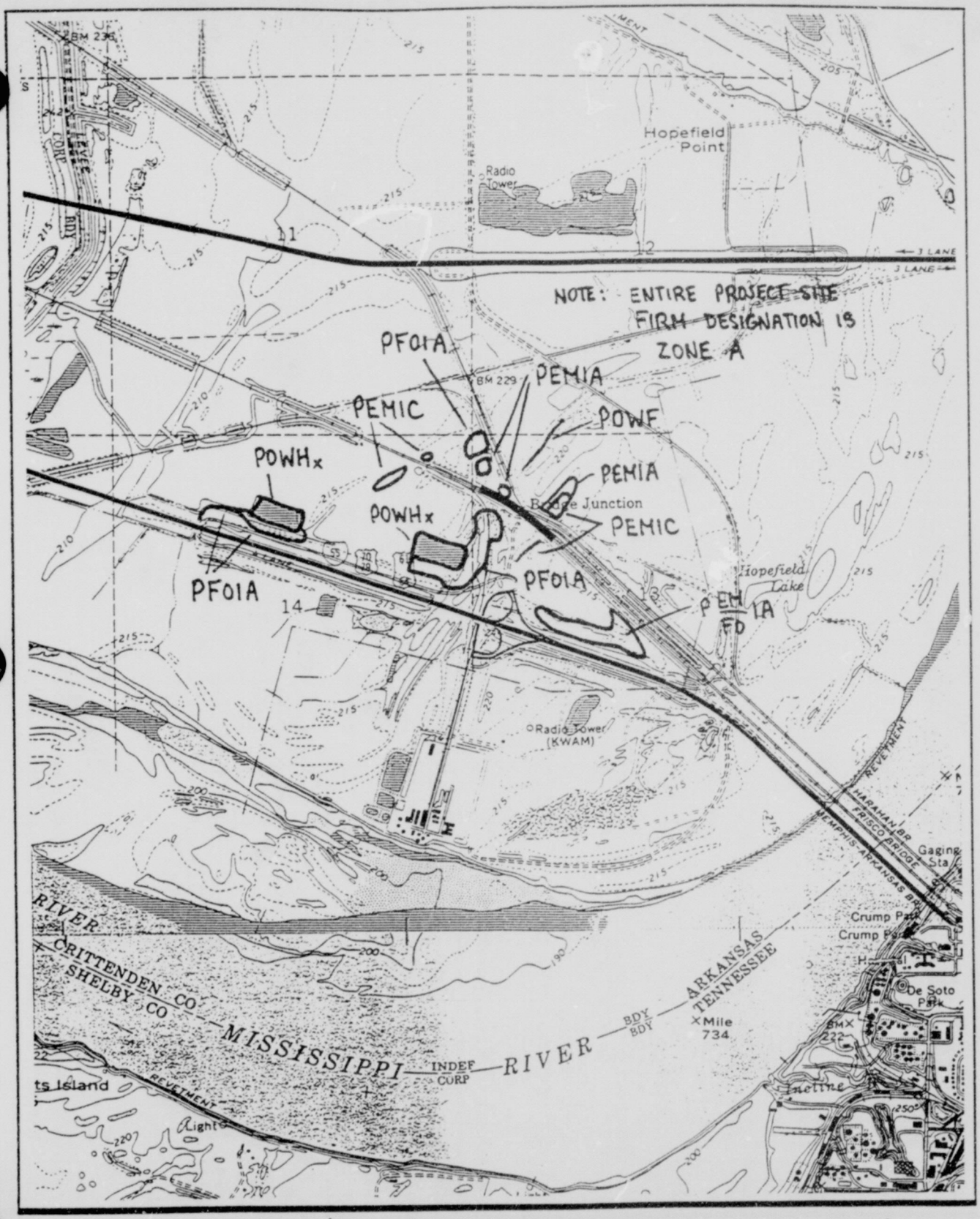
Zone	Explanation
A	Areas of 100-year flood; base flood elevations and flood hazard factors not determined.
AO	Areas of 100-year shallow flooding; flood depth 1 to 3 feet; product of flood depth (feet) and velocity (feet per second) less than 15.
AH	Areas of 100-year shallow flooding where depths are between one (1) and three (3) feet; base flood elevations are shown, but no flood hazard factors are determined.
A1-A30	Areas of 100-year flood; base flood elevations and flood hazard factors determined.
AE	Areas of 100-year flood; base flood elevations determined (for Louisiana).
A99	Areas of 100-year flood to be protected by a flood protection system under construction; base flood elevations and flood hazard factors not determined.
B	Areas between limits of 100-year flood and 500-year flood, areas of 100-year shallow flooding where depths less than 1 foot.
C	Areas outside 500-year flood.
X	Areas of combined B and C zones (for Louisiana).
D	Areas of undetermined; but possible, flood hazards.
V	Areas of 100-year coastal flood with velocity (wave action); base flood elevations and flood hazard factors not determined.
V1-V30	Areas of 100-year coastal flood with velocity (wave action); base flood elevation and flood hazard factor determined.

Notes

Certain areas not in the special flood hazard areas (zones A and V) may be protected by flood control structures.

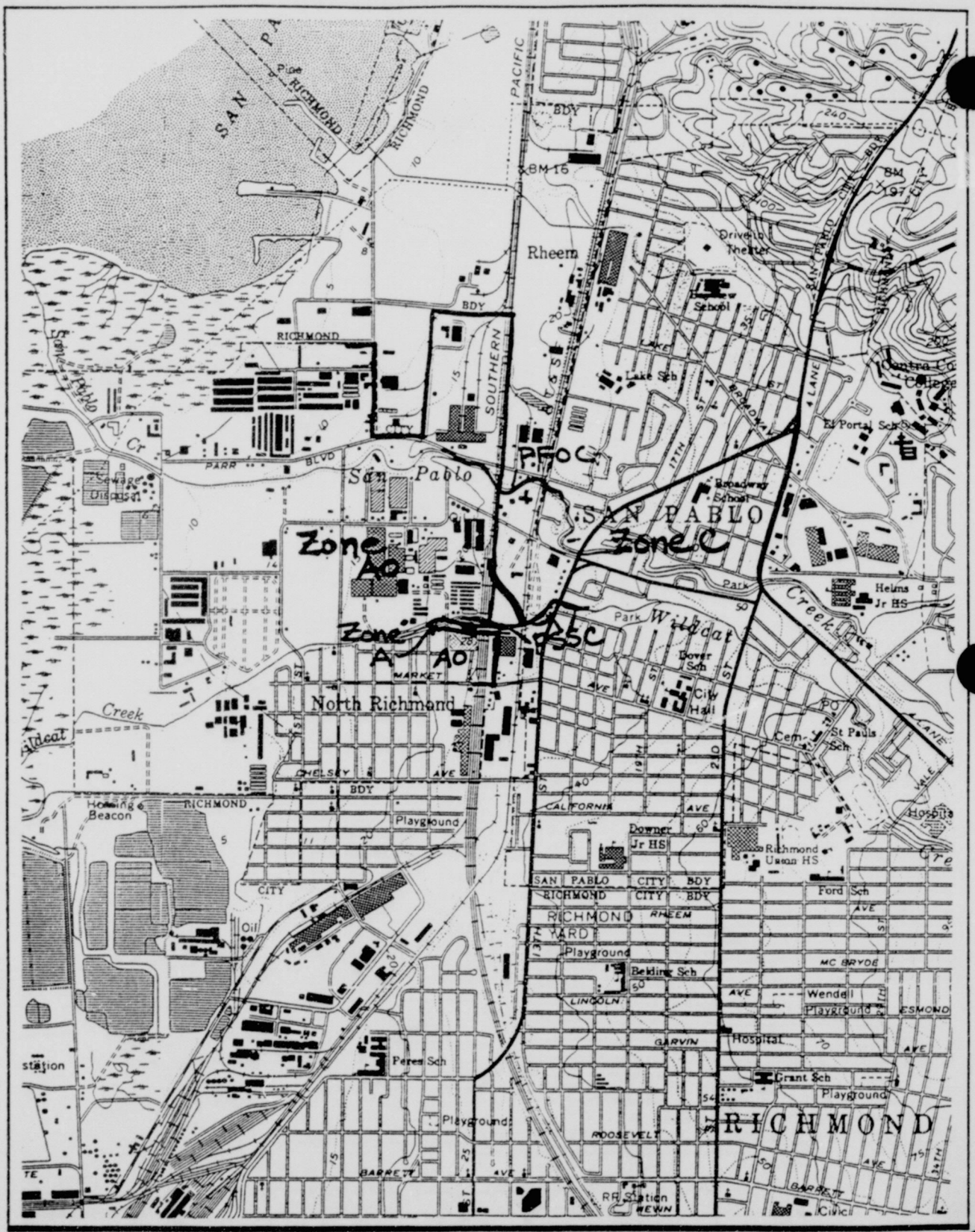
FIRMs are for flood insurance rate purposes only; maps may not necessarily show all areas subject to flooding in the community or all planimetric features outside special flood hazard areas.

Figure 3.2-1 Proposed Construction: Bridge Junction, Arkansas. Wetland Information.



Base Map: *USGS 7.5' Topographic Quadrangle:* Northwest Memphis, Tennessee-Arkansas 1965 (Revised 1993); Southwest Memphis, Tennessee-Arkansas 1965 (Revised 1993)

Figure 3.2-2 Proposed Construction: Richmond, California. Wetland Information.



Base Map: *USGS 7.5' Topographic Quadrangles:* San Quentin, California 1959 (Photorevised 1980); Richmond, California 1959 (Photorevised 1980)

Figure 3.2-3 Proposed Construction: Stockton, California. Wetland Information.

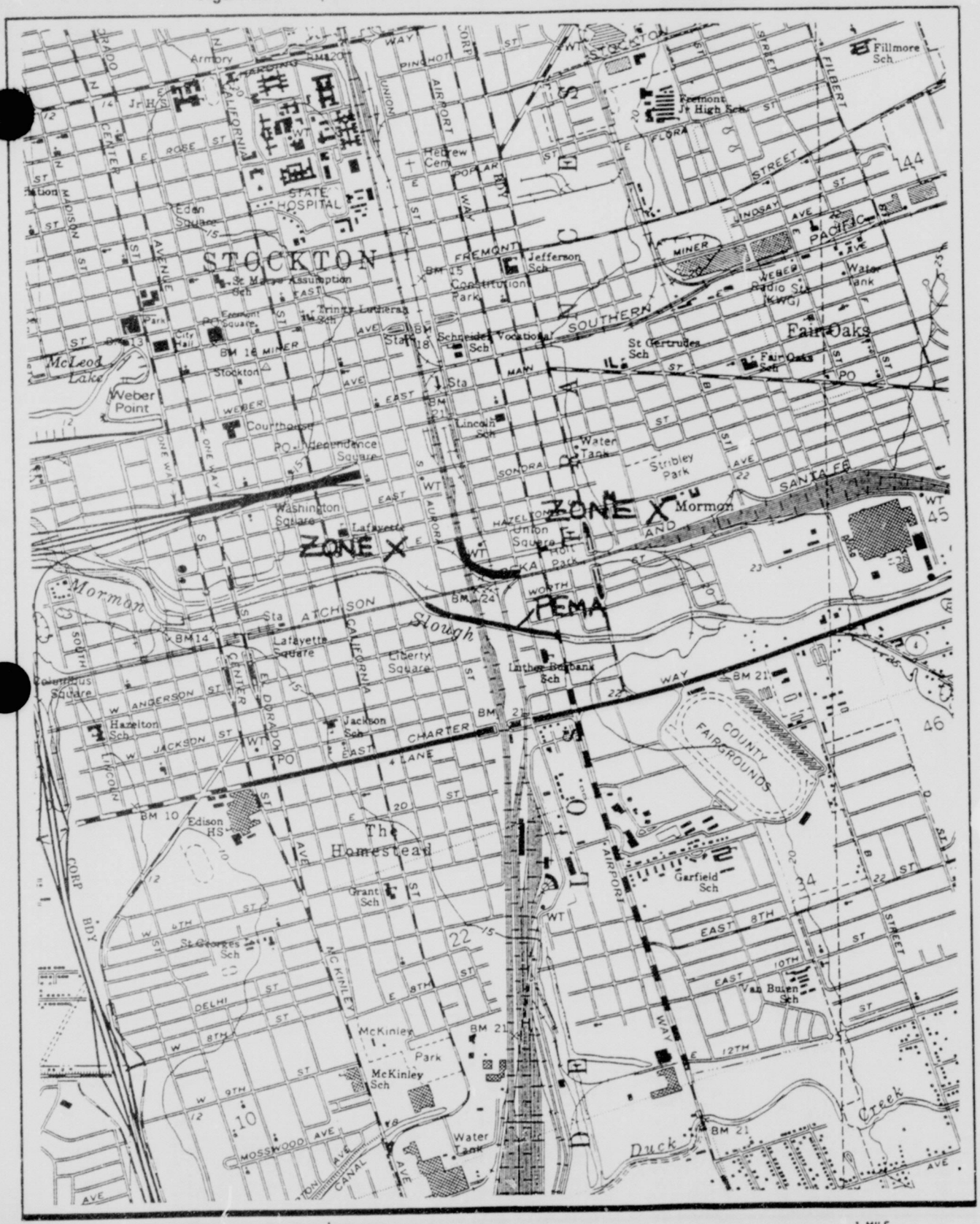
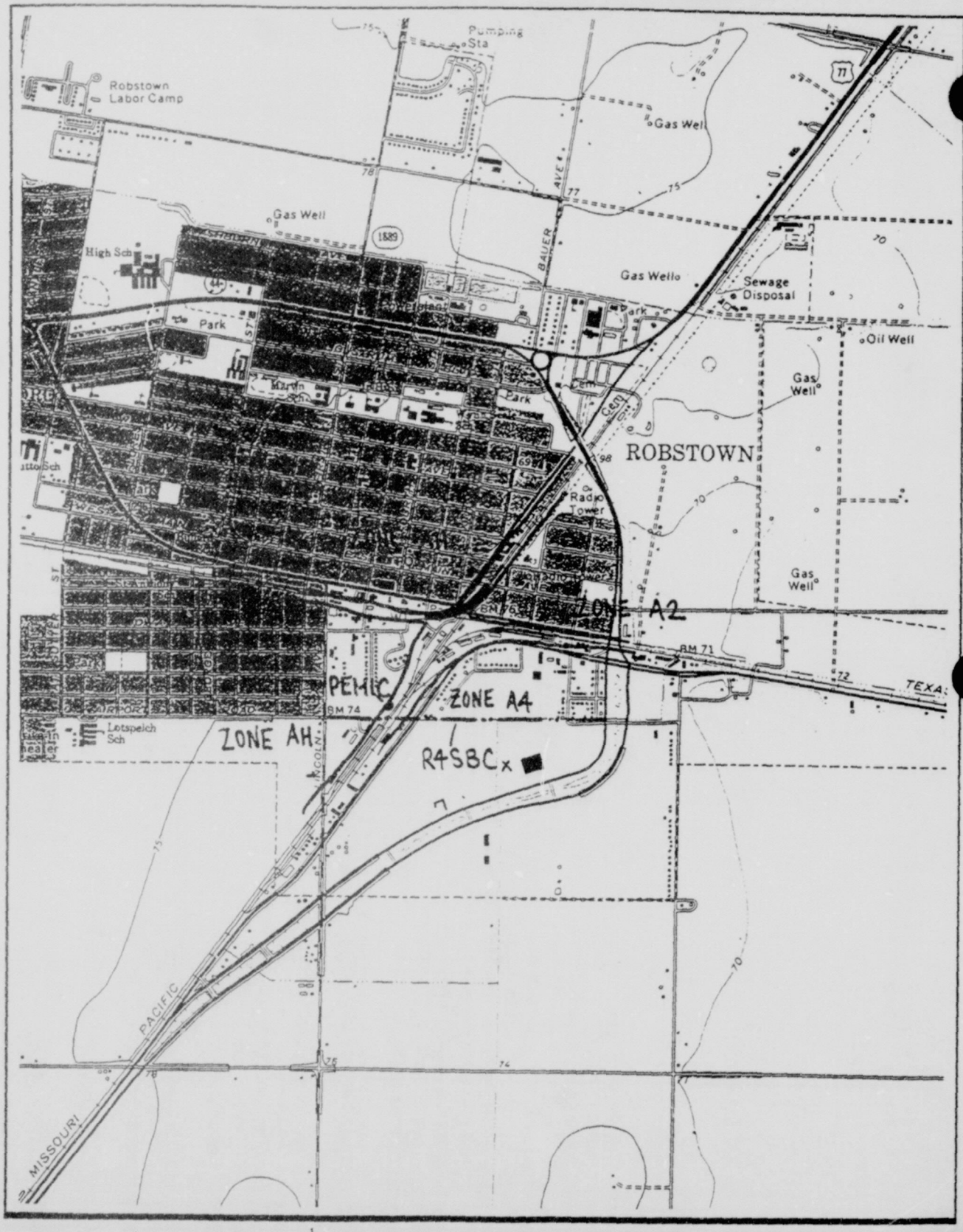
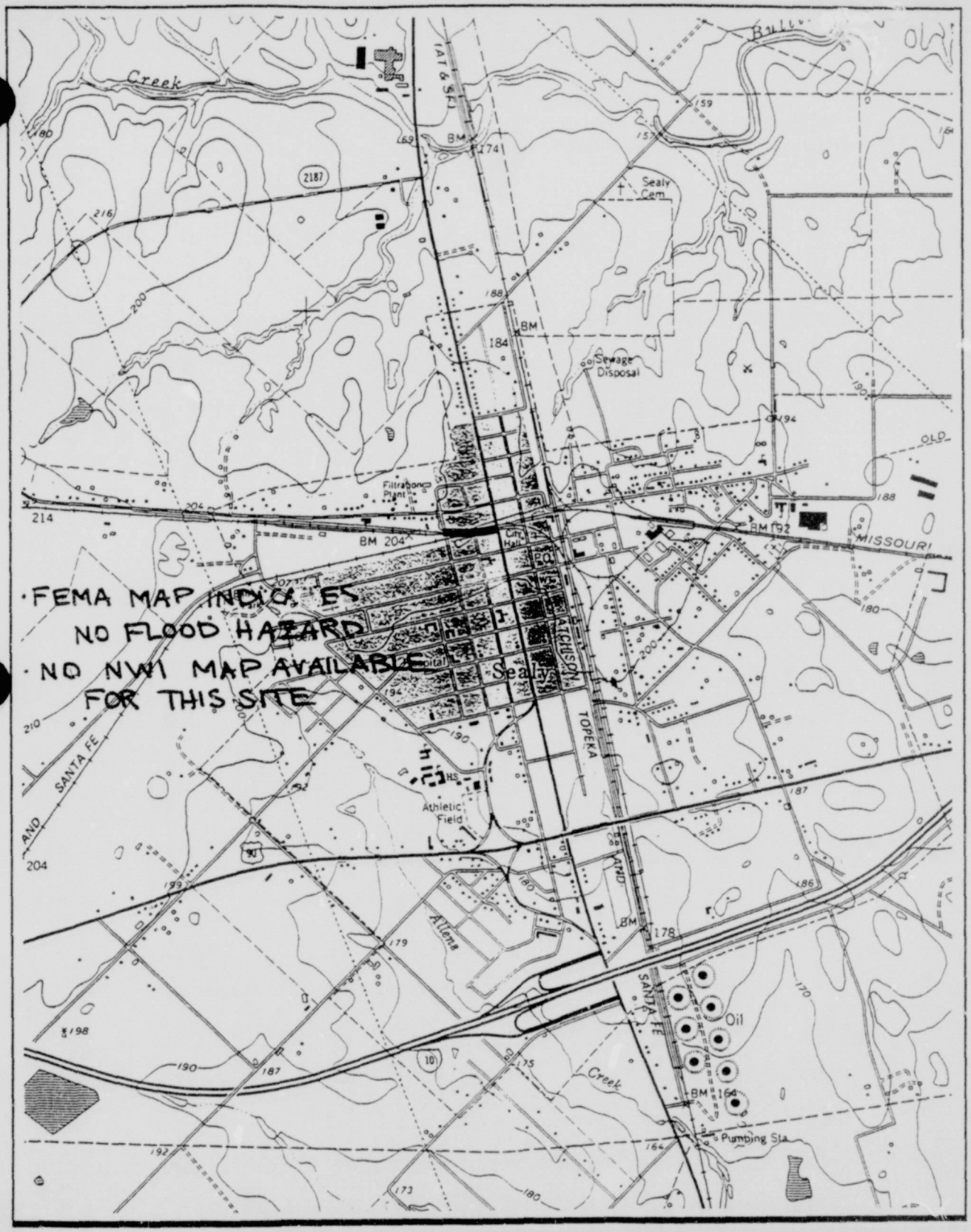


Figure 3.2-4 Proposed Construction: Robstown, Texas. Wetland Information.



Base Map: *USGS 7.5' Topographic Quadrangle:* Robstown, Texas 1969 (Photorevised 1975)

Figure 3.2-5 Proposed Construction: Sealy, Texas. Wetland Information.



Base Map: *USGS 7.5' Topographic Quadrangle:* Sealy, Texas 1960 (Photorevised 1981)

4.0 SUGGESTED MITIGATION

Based on a review of: (1) the resources at and near the proposed construction projects; (2) standard practices and measures used on previous projects; and (3) agency suggestions and recommendations received in communications, the following mitigation measures are suggested for implementation, where appropriate, before and during construction activities.

4.1 LAND USE

- Disposal of woody vegetation and other construction debris in compliance with applicable state and local regulations.
- Compliance with the Farmland Protection Policy Act, including submittal of completed Form AD-1006 to the local office of the Natural Resources Conservation Service.
- Consultation with local agencies as necessary to determine the need to obtain land use permits.

4.2 WATER RESOURCES AND WETLANDS

- Minimization of disturbance to water resources, including design considerations to:
  - reduce construction footprints,
  - adjust proposed locations or alignments of connections, corridor upgrades, and facilities to avoid water resources, crossings of permanent streams and waterbodies, if possible.
- Proper servicing of mechanized equipment to lessen the potential for leakage of petrochemicals (such as diesel and lubricants) in and near wetlands areas.
- In and near wetlands areas, restriction of mechanized equipment to the area required to complete construction activities.
- Proper disposal of excavated material (cut) in excess of that required for use as railbed material and materials excavated within tunnels.

- Staging construction equipment and stockpiles of construction materials away from water resources, both on-site and off-site.
- Implementation of additional Best Management Practices (BMPs) as necessary to minimize impacts to water resources and wetlands.
- Consultation with the appropriate state and federal agencies prior to the start of construction activities to determine the need for permits.

4.3 BIOLOGICAL RESOURCES

- Implementation of BMPs as necessary regarding the use of mechanized equipment and ground-disturbing activities to minimize impacts to vegetation types and wildlife habitats.
- Consultation with the U.S. Fish and Wildlife Service and appropriate state agencies if rare, threatened, or endangered species are discovered at or near the construction projects and development of additional mitigation measures as necessary.
- Identification of vegetation and habitat types in areas of potential disturbance and areas likely to contain rare, threatened or endangered plant or wildlife species. Survey during the appropriate time of year for species identification and observation.

4.4 HISTORIC AND CULTURAL RESOURCES

- Further consultation with SHPOs, if appropriate, to develop mitigation measures for historic properties that are determined eligible for, or are listed on, the National Register and to determine the need for additional surveys at some construction locations.
- Consultation with the SHPO if previously unknown archaeological remains are discovered during ground disturbance.

4.5 SAFETY

- Installation, as necessary, of appropriate safety devices at grade crossings during construction.
- Performance of construction in accordance with applicable regulatory requirements.
- Consultation with appropriate agencies if hazardous waste issues are discovered at the sites.

4.6 TRANSPORTATION

- If appropriate, rerouting construction traffic along the least traveled roads and during off peak travel hours.

4.7 AIR QUALITY

- Application of appropriate dust suppressants to exposed surfaces during construction.
- Installation of wind barriers as appropriate.
- Restriction of vehicles and equipment to construction areas and haul routes.

4.8 NOISE

- Performance of construction activities in accordance with applicable regulatory requirements.
- Maintenance of equipment used on construction projects in good operating condition.
- Restriction of vehicles and equipment to construction areas and haul routes.
- Employment of BMPs to reduce noise levels in residential areas.

APPENDIX A

CONSULTATION

AGENCY RESPONSES

United States Department of Agriculture

Natural Resources Conservation Service

2121-C Second Street, Suite 102
Davis, CA 95616
(916) 757-8200

March 8, 1996

Julie Donsky
Environmental Specialist
Dames and Moore Inc.
1701 Golf Road, Suite 1000
Rolling Meadows, IL 60008

Dear Ms. Donsky:

I am responding to your letter of February 26, 1996, pertaining to a request for environmental information concerning the potential merger of the Union Pacific and Southern Pacific Railroads.

The Natural Resources Conservation Service is primarily concerned with the impact of actions which relate to Prime Farmlands. Accordingly, I am forwarding your request to our Stockton field office so they may comment on that subject. I suggest you contact the following agencies for other information you seek:

1. Protected Species: U.S. Fish and Wildlife Service or California Department of Fish and Game.

2. Critical Habitats: Same as above.

3. Location of Parks and Refuges: Consult map of area, National Park Service, etc.

4. Citations re: Permits/Approval authority - State of CA.

I trust this information will be of value to you.

Sincerely,

CHUCK BELL
State Resource Conservationist

cc:
John Beyer, Area Conservationist, NRCS, Fresno, CA
Dave Simpson, District Conservationist, NRCS, Stockton, CA

DEPARTMENT OF THE ARMY
LITTLE ROCK DISTRICT, CORPS OF ENGINEERS
POST OFFICE BOX 867
LITTLE ROCK, ARKANSAS 72203-0867

REPLY TO
ATTENTION OF

CESWL-PL

7 March 1996

MEMORANDUM FOR Commander, Memphis District, ATTN: CELMM-PD
167 North Main Street, Room 202
Memphis, Tennessee 38103-1894

SUBJECT: Transfer Letter Pertaining to Your District

The subject letter concerning the construction of two existing rail lines for the Union Pacific and Southern Pacific Railroads, Crittenden County, Arkansas, in your District is enclosed for your response.

Please send comments to Dames and Moore, Inc.

FOR THE COMMANDER:

"SIGNED"

ENCL

KENNETH W. CARTER
Chief, Planning Division

CF:
Dames and Moore
One Continental Towers
1701 Golf Road, Suite 1000
Rollings Meadows, Illinois 60008

DAMES & MOORE
ONE CONTINENTAL TOWERS, 1701 GOLF ROAD, SUITE 1000, ROLLING MEADOWS, ILLINOIS 60008
(847) 228-0707 FAX: (847) 228-1115

February 26, 1995

U.S. FISH AND WILDLIFE SERVICE
Region 4
Richard B. Russell Federal Bdg., Rm. 1200
1875 Century Boulevard, Suite 200
Atlanta, GA 30345

RECEIVED
MAR - 6 1996
U.S. FISH & WILDLIFE SERVICE
VICKSBURG, MS

Dames & Moore is preparing an addendum to the Environmental Report for the application for merger of the Union Pacific and Southern Pacific Railroads. The attached list and maps show additional construction projects which have been identified within your state.

To prepare our addendum to the Environmental Report, we are requesting that you inform us of any concerns you have and provide information regarding:

- protected species information (State, Federal) within 5 miles of each site.
- listing of critical habitats within 5 miles of each site.
- locations of parks and refuges in proximity to the proposed projects.
- citations to any permitting/approval authority which you believe your state has over the actions identified.
- any other information you would like to provide regarding environmental matters or local concerns at these sites.

We would appreciate receiving the requested information at your earliest convenience. We would further appreciate it if the information could be supplied in writing or orally to the undersigned at the address and phone/fax numbers on this letterhead.

We very much appreciate your assistance.

Very truly yours,

DAMES & MOORE, INC.

Julie Donsky

Julie Donsky
Environmental Scientist

No federally listed endangered, threatened or candidate species present

Site may contain wetlands. Contact Corps of Engineers for necessary permits. (telephone 901-544-3471)

Curtis B. James
Environmental Coordinator
U.S. Fish and Wildlife Service

Log# 96-351

3/12/96
Date

[o:\...\jid\upsp\noticnew.ltr]

OFFICES WORLDWIDE

Arkansas
THE NATURAL STATE

DEPARTMENT OF PARKS & TOURISM
One Capitol Mall
Little Rock, AR 72201
Phone: 501-682-7777
FAX: 501-682-1364
History Commission: 501-682-6900 (V/TT)
Personnel Section: 501-682-7742 (V/TT)
State Parks Division: 501-682-1191 (V/TT)
Tourism Division: 501-682-7777 (V/TT)
Internet Addresses:
http://www.ono.com/arkansas
http://www.state.ar.us
74143.456@compuserve.com

Jim Guy Tucker
GOVERNOR

Richard W. Davies
EXECUTIVE DIRECTOR

STATE PARKS, RECREATION & TRAVEL COMMISSION:
Donna Kay Matteson
CHAIRMAN
Danny Ford
VICE-CHAIRMAN
Jane Christenson
Steve Chyrchel
Ed Fatwell
Jim Gaston
Billy Lindsey
Montine McNulty
Dean Murphy
Billy St. James
Ness Sechrest
J.D. "Bud" Shamburger
Ovid Switzer
Charles Yeargan

DIVISION DIRECTORS:
Larry Cargile
ADMINISTRATION
Greg Butts
STATE PARKS
Joe David Rice
TOURISM
Nancy Clark
GREAT RIVER ROAD
John L. Ferguson
HISTORY COMMISSION

Anita Middleton
KEEP ARKANSAS BEAUTIFUL

AN EQUAL OPPORTUNITY/ AFFIRMATIVE ACTION/ AMERICANS WITH DISABILITIES ACT EMPLOYER

March 15, 1996

Ms. Julie Donsky, Environmental Scientist
Dames and Moore
One Continental Towers
1701 Golf Road, Suite 1000
Rolling Meadows, Illinois 60008

Dear Ms. Donsky:

Enclosed is the information your requested for the addendum to the Environmental Report for the application for merger of the Union Pacific and Southern Pacific Railroads.

Attached is an inventory of all parks in that area.

Sincerely,

Bryan Kellar, Director
Outdoor Park Recreation Grants

BK:wb

Enclosure

APPENDIX B

RARE, THREATENED, AND ENDANGERED SPECIES

RARE, THREATENED AND ENDANGERED SPECIES IN THE REGION OF CONSTRUCTION SITES

Common Name	Scientific Name	Status
ARKANSAS SITE		
Flat floater	*Anodonta suborbiculata*	S(SS)
Swamp darter	*Etheostoma fusiforme*	S(SS)
Tail light shiner	*Notropis maculatus*	S(SS)
Gray rat snake	*Elaphe obsoleta spiloides*	S(SS)
Hooded merganser	*Lophodytes cuccullatus*	S(SS)
Bald eagle	*Haliaeetus leucocephalus*	S(SS); F(T)
Interior least tern	*Sterna antillarum athalassos*	F(E)
Backman's warbler	*Vermivora backmanii*	S(SS); F(E)
Brown creeper	*Certha americana*	S(SS)
Bristly greenbriar	*Similax tamnoides*	S(SS)
CALIFORNIA SITE		
California black rail	*Laterallus jamaicensis coturniculus*	S(T)
California clapper rail	*Rallus longirostris obsoletus*	F(E)
Swainson's hawk	*Buteo swainsoni*	S(T)
Burrowing owl	*Athene cunicularia*	F(C2)
Salt marsh mouse	*Reithrodontomys raviventris*	F(E)
Santa Cruz tarplant	*Holocarpha macradenia*	S(E)
California sea blite	*Suaeda californica*	F(E)
Pallid manzanita	*Arctostaphylos pallida*	S(PT); F(PT)
TEXAS SITE		
Houston toad	*Bufo houstonensis*	S(E); F(E)
Whooping crane	*Grus americana*	S(E); F(E)
Interior least tern	*Sterna antillarum athalassos*	S(E); F(E)
Brown pelican	*Pelecanus occidentalis occidentalis*	S(E); F(E)
Piping plover	*Charadrius melodus*	S(E); F(E)
Attwater's greater prairie chicken	*Tympanuchus cupido attwateri*	S(E); F(E)
Arctic peregrine falcon	*Falco peregrinus tundrius*	S(T); F(T)
Slender rush-pea	*Hoffmannseggia tenella*	S(E); F(E)

F = Federal
S = State
(E) = Endangered
(T) = Threatened
(PT) = Proposed Threatened
(C2) = Category 2 Candidate
(SS) = Special Species, in several levels

(SBA) S:\KMF\SUPMST\REPORT.1

APPENDIX C

HISTORIC RESOURCES

HISTORIC RESOURCES

- Historic Resources (Rail Bridge over Wildcat Creek) at Richmond, CA.

- Historic Resources (Sheet-metal manufacturing building and brick building) at 1110 East Scott Ave., Stockton, CA. The date of construction of these two structures is not known. These buildings appear to be 50 years or older. They do not appear to be located in the construction project area, so there does not appear to be an effect on either building. All are within the Old Town Stockton Historic District, although status of these properties with the district is unknown.

VERIFIED STATEMENT

OF

RICHARD B. PETERSON

My name is Richard B. Peterson. I am Senior Director-Interline Marketing of UP. My educational background and relevant work experience are set forth in my verified statement in Volume 2 of the merger application (UP/SP-23).

This statement is submitted in response to a letter dated March 5, 1996 from the Chief of the Section of Environmental Analysis ("SEA") of the Surface Transportation Board concerning possible environmental effects of executed settlement agreements. The letter states: "[Applicants] may file a Verified Statement [rather than a Preliminary Draft Environmental Assessment ("PDEA")] for a settlement agreement if the agreement involves no substantive operational changes and no abandonment or construction projects. If after reviewing the operating plans for each settlement agreement, you determine that a Verified Statement is appropriate, you must certify that the agreement meets the exemption criteria under 49 CFR 1105.6(c)(2). Each Verified Statement must include supporting operating data."

This statement discusses the settlement agreement that Applicants executed with Utah Railway Company, which was entered into on January 17, 1996 and submitted to the Board on February 2, 1996. See UP/SP-74.

As explained below, the agreement with Utah Railway does not involve substantive operational changes or rail line abandonments or construction projects. Applicants hereby certify that the agreement meets the exemption criteria under 49 C.F.R. § 1105.6(c)(2).

In general, the settlement provides Utah Railway with trackage rights for overhead traffic between Utah Railway Junction, Utah, and Grand Junction, Colorado. It also permits, subject to the terms of the agreement, Utah Railway to serve the Savage Coal Terminal coal loading facility near Price, Utah, and to have access to a coal mine near Castle Gate, Utah.

The settlement agreement does not provide for or require any rail line abandonments or construction projects, and none is planned as a result of the agreement.

The agreement also is not expected to result in any substantive operational changes or any increases (or decreases) in traffic on the UP/SP line segments affected by the agreement. The traffic that Utah Railway would be in a position to handle over the trackage rights between Utah Railway Junction and Grand Junction would, in all likelihood, otherwise be carried on the same lines by UP/SP's or BN/Santa Fe's trains. Also, any coal freight that Utah Railway might carry to or from the coal loading points referred to above would otherwise be carried on the same lines by UP/SP's trains. The total rail volume of traffic over the line

between Utah Railway Junction and Grand Junction, or to and from the coal loading points referred to above, will not be affected materially, if at all, by the agreement.

VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

I, Richard B. Peterson, being duly sworn, state that I have read the foregoing statement, that I know its contents, and that those contents are true as stated.

Richard B. Peterson
RICHARD B. PETERSON

SUBSCRIBED AND SWORN TO before me this 27th day of March, 1996.

Doris J Van Bibber
NOTARY PUBLIC

My Commission Expires: Nov. 30, 1996

GENERAL NOTARY-State of Nebraska
DORIS J. VAN BIBBER
My Comm. Exp. Nov. 30 1996

VERIFIED STATEMENT

OF

RICHARD B. PETERSON

My name is Richard B. Peterson. I am Senior Director-Interline Marketing of UP. My educational background and relevant work experience are set forth in my verified statement in Volume 2 of the merger application (UP/SP-23).

This statement is submitted in response to a letter dated March 5, 1996 from the Chief of the Section of Environmental Analysis ("SEA") of the Surface Transportation Board concerning possible environmental effects of executed settlement agreements. The letter states: "[Applicants] may file a Verified Statement [rather than a Preliminary Draft Environmental Assessment ("PDEA")] for a settlement agreement if the agreement involves no substantive operational changes and no abandonment or construction projects. If after reviewing the operating plans for each settlement agreement, you determine that a Verified Statement is appropriate, you must certify that the agreement meets the exemption criteria under 49 CFR 1105.6(c)(2). Each Verified Statement must include supporting operating data."

This statement discusses the settlement agreement that Applicants executed with Illinois Central Railroad Company ("IC") on January 30, 1996 and submitted to the Board on February 2, 1996. See UP/SP-74.

As explained below, the agreement with IC does not involve substantive operational changes or rail line abandonments or construction projects. Applicants hereby certify that the agreement meets the exemption criteria under 49 C.F.R. § 1105.6(c)(2).

In general, the settlement with IC calls for continued use of efficient interline routes involving IC, and for developing traffic with IC through joint marketing efforts after the consummation of the UP/SP merger. Applicants are of the view that joint-line routings with IC would continue to be used whenever they are efficient even without the settlement agreement, but in the interest of resolving disputes amicably through settlement, Applicants agreed that UP/SP will continue to join with IC in joint routings when it is efficient to do so. Other provisions of the agreement address specific joint marketing opportunities which Applicants have agreed with IC, in the parties' mutual interest, to work to develop. The agreement also contains provisions designed to ensure efficient operations after the merger, such as a clarification of interchange arrangements in the Chicago area.

The settlement agreement does not call for or require any rail line abandonments, and none is planned as a result of the agreement. The agreement also does not require any railroad construction projects. However, the agreement provides UP/SP with the optional right to build connections between existing UP trackage or trackage rights and IC

trackage at 16th Street, 21st Street and Brighton Park in Chicago. Applicants have not made a final decision to build any of these connections, and a preliminary review by UP has indicated that some of these possible connections are not feasible from an engineering standpoint. However, one or two connections at Brighton Park are under active consideration, and might be built as part of a project to reduce freight volume on a UP commuter line. There previously had been connections at this location, and Applicants are considering rebuilding this connection. If the connection is re-established, approximately four to six trains per day could be rerouted from UP's route from Chicago to Buda, Illinois, via Nelson to a combination IC-BN/Santa Fe route through Joliet. The agreement also provides that UP/SP will cooperate, within five years after the merger, with IC in seeking to rebuild the interlocking plant at the east end of the New Orleans Public Belt Railway Company's Huey Long Bridge near New Orleans. The agreement is contingent upon certain financing arrangements. This project, assuming it takes place, would not involve construction of new tracks or connections.

Applicants do not anticipate that the agreement will have a material effect on traffic, or cause any of the traffic threshold limits in 49 C.F.R. § 1105.7(e)(4),(5) to be exceeded. In general, the agreement provides for joint-line routings and rates that Applicants would have maintained and offered even without the agreement. The agreement should not

result in traffic diversions from any other carriers. We do not expect that there will be any significant rerouting of traffic, and the agreement would not require any changes in UP/SP's Operating Plan.

VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

I, Richard B. Peterson, being duly sworn, state that I have read the foregoing statement, that I know its contents, and that those contents are true as stated.

Richard B. Peterson
RICHARD B. PETERSON

SUBSCRIBED AND SWORN TO before me this 27th day of March, 1996.

Doris J. Van Bibber
NOTARY PUBLIC

My Commission Expires: Nov. 30, 1996

GENERAL NOTARY-State of Nebraska
DORIS J. VAN BIBBER
My Comm. Exp. Nov 30 1996

COVINGTON & BURLING
201 PENNSYLVANIA AVENUE, N.W.
P.O. BOX 7566
WASHINGTON, D.C. 20044-7566
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CABLE COVLING

S. WILLIAM LIVINGSTON, JR.
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TELEPHONE 44-71-495-0655
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BRUSSELS CORRESPONDENT OFFICE
44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE 32-2-512-9890
TELEFAX 32-2-502-1598

March 21, 1996

BY HAND AND FACSIMILE

Mr. Harold McNulty
Section of Environmental Analysis
Surface Transportation Board
12th & Constitution Ave., NW
Washington, D.C. 20423

Re: Finance Docket No. 32760 (UP/SP Merger)

Dear Mr. McNulty:

As you know, Applicants' environmental report was based, among other things, on Applicants' estimates of traffic and trains that BN/Santa Fe will handle over various segments of the UP/SP system as a result of the settlement agreement with BN/Santa Fe. BN/Santa Fe subsequently submitted its own estimates of the number of trains that it would handle over those segments; the attachment to this letter summarizes its estimates. BN/Santa Fe's estimates of train counts are in a number of instances higher than Applicants' estimates. We have confirmed that the differences principally relate to the fact that BN/Santa Fe and Applicants made different judgments concerning rerouting of traffic formerly carried by BN/Santa Fe on its own lines or in interline service with other carriers.

Applicants have no basis for concluding that BN/Santa Fe's train counts are unreasonable. For purposes of preparing its environmental study, the most conservative approach that the Board could follow would be to use BN/Santa Fe's train counts.

Sincerely,

S. William Livingston, Jr.

Attachment

BN/SANTA FE TRAIN COUNT PROJECTIONS

The following information on daily train counts resulting from the UP/SP/BN/Santa Fe Settlement Agreement is derived from the Verified Statement of Neil D. Owen, submitted by BN/Santa Fe in its "Comments on the Primary Application" (BN/SF - 1) dated December 29, 1995. This chart assumes that all trains will operate daily. Mr. Owen predicts that BN/Santa Fe may operate additional intermodal trains on the I-5 Corridor and the Central Corridor via Reno as traffic warrants, as well as unit coal and grain trains on the Central Corridor via Keddie and unit coal and aggregate trains in South Texas. The precise form of local service to points such as Orange and Amelia was not defined and will depend on shipper needs and operating circumstances.

Line Segment	Trains per Day
Denver - Provo	6
Provo - Salt Lake City	8
Salt Lake City - Ogden/Little Mountain	2
Salt Lake City - Weso (Winnemucca)	6
Weso - Reno - Sacramento	4
Weso - Keddie	2
Bieber - Keddie	4
Keddie - Sacramento	6
Sacramento - Stockton	8
Sacramento - Richmond/Oakland	4
Richmond/Oakland - San Jose	2
New Orleans - Iowa Junction	10
Iowa Junction - Beaumont	8
Beaumont - Houston	4
Houston - Memphis	4
Houston - Robstown	2
Waco - Temple	2
Houston - Smithville	2
Temple - Smithville	2
Smithville - San Antonio	4
San Antonio - Eagle Pass	2

APPENDIX B

LIST OF PREPARERS

LIST OF PREPARERS

Surface Transportation Board
Section of Environmental Analysis

Elaine K. Kaiser	Project Director/ Environmental and Legal Review
Phillis Johnson-Ball	Project Manager/ Environmental Review
Harold McNulty	Environmental Review/ Operations Analysis
Victoria Rutson	Legal and Environmental Review
Dana White	Environmental Review

THIRD PARTY ENVIRONMENTAL CONSULTANT

De Leuw, Cather & Company

Robert De Santo, Ph.D.	Project Director
Stephen C. Walter	Project Manager
J. Steven Brooks, AICP	Deputy Project Manager
Winn Frank, P.E.	Transportation/Operations Analyst
Warren Gray	Biological and Wetlands Analyst
Mary E. Pickens	Editor
Karl A. Rohrer, AICP	Technical Writer
Joseph Springer	Transportation Analyst

Associated Firms:

Applied Solutions, Inc.	
Ann Pederson, Task Leader	Database Management
Kevin Ellis	Database Management
Myra L. Frank & Associates	
Myra L. Frank, Task Leader	Cultural/ Historic Resources
Richard J. Starzak	Cultural/ Historic Resources
McGinley Hart Associates	
Paul J. McGinley, AICP Task Leader	Cultural/Historic Resources
Thompson S. Lingel	Cultural/Historic Resources
Public Affairs Management	
Bonnie Nixon, Task Leader	Public Outreach
Olivia Perreault	Public Outreach
Rail Trac Associates	
John Pinto, Task Leader	Transportation/Safety Analyst
Wilson, Ihrig & Associates, Inc.	
James T. Nelson. P.E., Task Leader	Noise Specialist

APPENDIX C

PUBLIC OUTREACH

PUBLIC OUTREACH

SEA conducted several public outreach activities to inform the public than an EA was being prepared for the proposed merger and to facilitate public participation in the environmental review process. These included published notifications about the environmental process, establishing a toll-free environmental hotline number in December 1995, and preparing information materials . Copies of materials developed for the public outreach effort are shown in the following exhibits.

Exhibit C-1	A Notice of Intent to prepare an environmental document was published in the Federal Register on December 27, 1995.
Exhibit C-2	The Surface Transportation Board issued a press release on February 22, 1996 stating the Board's intent to prepare an environmental assessment, its anticipated date of release, inviting public comment about environmental concerns, and announcing toll-free hotline.
Exhibit C-3	Fact Sheets that included an overview of proposed activities in each of the 19 states where changes and potential effects were identified were prepared and distributed to: - those who requested information via the toll-free environmental hotline, - libraries in affected areas, - county executives in each affected county.
Exhibit C-4	Notices of Environmental Review and Invitation to Comment were placed in 43 newspapers in 19 states on February 28 and 29, 1996 to inform the public about the proposed merger, the preparation of the EA, the availability of the Fact Sheet and the toll-free environmental hotline, and the anticipated date of release of the EA and the comment period.
Table C-1	Listing of 43 newspapers where the Notice of Environmental Review and Invitation to Comment was posted.
Exhibit C-5	Letter advising libraries inaffected areas of the anticipated time of release of the EA, the comment period, and requesting posting of the Fact Sheet; distributed between March 18 and 25, 1996.
Table C-2	Listing of approximately 300 libraries where letters and EA documents were sent.
Exhibit C-6	Letter to county executives reminding them of the pending release of the EA and requesting that at least one of the two copies of the EA to be sent be made available for public review. (Letters were distributed to the 245 county officials listed in Exhibit D-9, Recipients).

The Board's toll-free environmental hotline is still available to provide information and answer questions regarding the environmental aspects of this merger proposal. (The toll-free number is 1-800-448-7246.)

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Finance Docket No. 32760

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

Decision No. 9

December 21, 1

MEMORANDUM TO THE COMMISSION:

Decision No. 9 is the notice accepting the primary application this proceeding. Votes were due on December 19, 1995. On December 1995, applicants filed a supplement to the primary application with errata sheets, additional supporting statements, and an amended SEC-filing. In the process of making the changes recommended in the Chairman's vote, we will add a reference to this material in the fo of a footnote on page 3, line 2, after the word "1995" to read as follows:

[1] We are also accepting for consideration applicants' supplemen to the primary application, filed on or about December 21, 1995.

Decision No. 9 will be sent to the Federal Register later today for publication on December 27, 1995.

Respectfully submitted,

Julia M. Farr

Julia M. Farr

Contact: Duffy x5277
Farr x5352

cc: General Counsel Rush
Director Konschnik
Director Fitzsimmons
Director Gaillard
Director Gardner
Deputy Director Gordon
UP/SP merger team members
Clearance Unit

INTERSTATE COMMERCE COMMISSION

DEC 27 1995

[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

AGENCY: Interstate Commerce Commission

ACTION: Decision No. 9; Notice of Acceptance of Application.[1]

[1] This designation embraces the following: (1) Finance Docket No. 32760 (Sub-No. 1), Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company--Trackage Rights Exemption--Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company; (2) Finance Docket No. 32760 (Sub-No. 2), Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company--Petition for Exemption--Acquisition and Operation of Trackage in California, Texas, and Louisiana; (3) Finance Docket No. 32760 (Sub-No. 3), 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--Control Exemption--The Alton & Southern Railway Company; (4) Finance Docket No. 32760 (Sub-No. 4), 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--Control Exemption--Central California Traction Company; (5) Finance Docket No. 32760 (Sub-No. 5), 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--Control Exemption--The Ogden Union Railway & Depot Company; (6) Finance Docket No. 32760 (Sub-No. 6), 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--Control Exemption--Portland Terminal Railroad Company; (7) Finance Docket No. 32760 (Sub-No. 7), 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--Control Exemption--Portland Traction Company; (8) Finance Docket No. 32760 (Sub-No. 8), 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--Control Exemption--Overnite Transportation Company, Southern Pacific Motor Trucking Company, and Pacific Motor Transport Company; (9) Finance Docket No. 32760 (Sub-No. 9), Burlington Northern Railroad Company and The Atchison, Topeka and Santa

(continued...)

SUMMARY: The Commission is accepting for consideration the application filed November 30, 1995,[1] by Union Pacific

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[1](...continued)
Fe Railway Company--Terminal Trackage Rights--Kansas City Southern Railway Company; (10) Docket No. AB-3 (Sub-No. 129X), Missouri Pacific Railroad Company--Abandonment Exemption--Gurdon-Camden Line In Clark, Nevada, and Ouachita Counties, AR; (11) Docket No. AB-3 (Sub-No. 130), Missouri Pacific Railroad Company--Abandonment--Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO, and Docket No. AB-8 (Sub-No. 36), The Denver and Rio Grande Western Railroad Company--Discontinuance of Trackage Rights--Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO; (12) Docket No. AB-3 (Sub-No. 131), Missouri Pacific Railroad Company--Abandonment--Hope-Bridgeport Line In Dickinson and Saline Counties, KS, and Docket No. AB-8 (Sub-No. 37), The Denver and Rio Grande Western Railroad Company--Discontinuance of Trackage Rights--Hope-Bridgeport Line In Dickinson and Saline Counties, KS; (13) Docket No. AB-3 (Sub-No. 132X), Missouri Pacific Railroad Company--Abandonment Exemption--Whitewater-Newton Line In Butler and Harvey Counties, KS; (14) Docket No. AB-3 (Sub-No. 133X), Missouri Pacific Railroad Company--Abandonment Exemption--Iowa Junction-Manchester Line In Jefferson Davis and Calcasieu Parishes, LA; (15) Docket No. AB-3 (Sub-No. 134X), Missouri Pacific Railroad Company--Abandonment Exemption--Troup-Whitehouse Line In Smith County, TX; (16) Docket No. AB-8 (Sub-No. 36X), The Denver and Rio Grande Western Railroad Company--Discontinuance Exemption--Sage-Leadville Line In Eagle and Lake Counties, CO, and Docket No. AB-12 (Sub-No. 189X), Southern Pacific Transportation Company--Abandonment Exemption--Sage-Leadville Line In Eagle and Lake Counties, CO; (17) Docket No. AB-8 (Sub-No. 39), The Denver and Rio Grande Western Railroad Company--Discontinuance--Malta-Cañon City Line In Lake, Chaffee and Fremont Counties, CO, and Docket No. AB-12 (Sub-No. 188), Southern Pacific Transportation Company--Abandonment--Malta-Cañon City Line In Lake, Chafee, and Fremont Counties, CO; (18) Docket No. AB-12 (Sub-No. 184X), Southern Pacific Transportation Company--Abandonment Exemption--Wendel-Alturas Line In Modoc and Lassen Counties, CA; (19) Docket No. AB-12 (Sub-No. 185X), Southern Pacific Transportation Company--Abandonment Exemption--Suman-Bryan Line In Brazos and Robertson Counties, TX; (20) Docket No. AB-12 (Sub-No. 187X), Southern Pacific Transportation Company--Abandonment Exemption--Seabrook-San Leon Line In Galveston and Harris Counties, TX; (21) Docket No. AB-33 (Sub-No. 93X), Union Pacific Railroad Company--Abandonment Exemption--Whittier Junction-Colima Junction Line In Los Angeles County, CA; (22) Docket No. AB-33 (Sub-No. 94X), Union Pacific Railroad Company--Abandonment Exemption--Magnolia Tower-Melrose Line In Alameda County, CA; (23) Docket No. AB-33 (Sub-No. 96), Union Pacific Railroad Company--Abandonment--Harr-Girard Line In Menard, Sangamon, and Macoupin Counties, IL; (24) Docket No. AB-33 (Sub-No. 97X), Union Pacific Railroad Company--Abandonment Exemption--DeCamp-Edwardsville Line In Madison County, IL; (25) Docket No. AB-33 (Sub-No. 98X), Union Pacific Railroad Company--Abandonment Exemption--Edwardsville-Madison Line In Madison County, IL; (26) Docket No. AB-33 (Sub-No. 99X), Union Pacific Railroad Company--Abandonment Exemption--Little Mountain Jct.-Little Mountain Line In Box Elder and Weber Counties, UT.

[1] We are also accepting for consideration applicants' supplement to the primary application, filed on or about December 21, 1995.

Finance Docket No. 32760

Corporation (UPC), Union Pacific Railroad Company (UPRR), Missouri Pacific Railroad Company (MPRR), Southern Pacific Rail Corporation (SPR), Southern Pacific Transportation Company (SPT), St. Louis Southwestern Railway Company (SSW), SPCSL Corp. (SPCSL), and The Denver and Rio Grande Western Railroad Company (DRGW)[3] (collectively applicants), seeking Commission approval and authorization under 49 U.S.C. 11343-45 for: (1) the acquisition of control of SPR by UP Acquisition Corporation (Acquisition), an indirect wholly owned subsidiary of UPC; (2) the merger of SPR into UPRR; and (3) the resulting common control of UP and SP by UPC.[4] Applicants are directed to provide certain additional information.

DATES: The effective date of this decision is December 27, 1995. Parties must file notification of intent to participate in this proceeding by January 16, 1996. Descriptions of inconsistent and responsive applications, and petitions for waiver or clarification regarding those applications, must be filed by January 29, 1996. Inconsistent and responsive applications, written comments, including comments of the United States Department of Justice (DOJ) and the United States Department of Transportation (USDOT), protests, requests for conditions, and any other opposition evidence and argument must be filed by March 29, 1996. For further information, see the attached procedural schedule.[5]

ADDRESSES: An original and 20 copies of all documents must refer to Finance Docket No. 32760 and be sent to the Office of the Secretary, Case Control Branch, Attn: Finance Docket No. 32760, Interstate Commerce Commission, 1201 Constitution Avenue, N.W., Washington, DC 20423.[6]

In addition, one copy of all documents in this proceeding must be sent to each of applicants' representatives: (1) Arvid E. Roach II, Esq., Covington & Burling, 1201 Pennsylvania Avenue, N.W., P.O. Box 7566, Washington, DC 20044; and (2) Paul A. Cunningham, Esq., Harkins Cunningham, 1300 Nineteenth Street, N.W., Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: Julia Farr, (202) 927-5352. [TDD for the hearing impaired: (202) 927-5721.]

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[3] UPC, UPRR, and MPRR are referred to collectively as Union Pacific. UPRR and MPRR are referred to collectively as UP. SPR, SPT, SSW, SPCSL, and DRGW are referred to collectively as Southern Pacific. SPT, SSW, SPCSL, and DRGW are referred to collectively as SP.

[4] SPT is a wholly owned subsidiary of SPR. SPCSL and DRGW are wholly owned subsidiaries of SPT. SPT owns 99.9% of SSW.

[5] We adopted the procedural schedule set forth below in Decision No. 6, served October 19, 1995. There have been minor adjustments to dates falling on Saturdays, Sundays, or legal holidays.

[6] Legislation to sunset the Commission on December 31, 1995, and to transfer remaining functions is now under consideration in Congress. Until further notice, parties submitting pleadings should continue to use the current name and address.

EXHIBIT C-2
BOARD PRESS RELEASE

Surface Transporation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423-001

NEWS

FOR RELEASE
Thursday, February 22, 1996
No. 96-2

Contact: Elaine K. Kiaser
Phillis Johnson-Ball
(202) 927-6213
TDD (202) 927-5721

SURFACE TRANSPORTATION BOARD ISSUES NOTICE OF ENVIRONMENAL ASSESSMENT IN "UNION OF PACIFIC-SOUTHERN PACIFIC" RAIL MERGER PROPOSAL

The Surface Transportation Board (Board) has announced that it will prepare an Environmental Assessment (EA) as part of its review of the control and merger application recently filed by the Union Pacific Railroad Corporation, and its subsidiaries[1] (collectively, "UP") and the Southern Pacific Railraod Corporation, and its subsidiaries[2] (collectively, "SP") in Finance Docket No. 32760.

The EA will be prepared by the Board's Section of Environmental Analysis (SEA). The EA will address possible environmental impacts associates with the proposed merger, including 17 related rail line abandonment proposals, four rail

[1] Union Pacific Railroad Company and Missouri Pacific Railroad Company.

[2] Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corporation, and The Denver and Rio Grande Western Railrcad Company.

line service discontinuance proposals, rail and intermodal yard consolidations, rail line traffic density increases, and 25 related rail line construction projects. SEA plans to issue the EA by late April 1996. Once the EA is issued, the public will have 20 days to submit comments.

Specifically, the EA will address proposed abandonment projects (and service discontinuances in Colorado and Kansas) between the following points in: (1) Arkansas, Gurdon to Camden;
(2) California, Whittier Jct. to Colima, Magnolia Tower to Melrose, and Alturas to Wendel; (3) Colorado, Sage to Leadville, Malta to Canon City, and Towner to NA Junction; (4) Illinois, Edwardsville to DeCamp, Edwardsville to Madison,
and Barr to Girard;(5) Kansas, Hope to Bridgewater and Whitewater to Newton; (6) Louisiana, Iowa Jct. to Manchester; (7) Texas, Seabrook to San Leon, Suman to Bryan, and Troup to Whitehouse; and (8) Utah, Little Mt. Jct. to Little Mt.

The rail line construction proposals requiring new rights-
of-way that the EA will address include the following locations in: (1) Arkansas, at Texarkana, Camden, Pine Bluff, and Fair Oaks; (2) California, at West Colton, Lathrop, and Stockton; (3) Colorado, at Denver; (4) Illinois, at Girard and Salem;
(5) Kansas, at Hope; (6) Louisana, at Kinder and Shreveport;
(7) Missouri, at Dexter and Paront; and (8) Texas, at Westpoint, Houston, Fort Worth, and Carrollton.

The public is invited to contact SEA by telephone or letter with questions or comments specifically regarding the Board's environmental review process for the proposed merger and related abandonment, service discontinuances, and construction projects. The public may conact SEA by dialing it toll-free "Environmental Hotline" at 1-800-448-7246. Written questions or comments involving environmental matters should be addesses to:

Attn: FD-32760

Elaine K. Kaiser, Chief
Section of Environmental Analysis
Room 3210
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, DC 20423-001

On November 30, 1995, UP and SP filed their application for authority to merge their operations into a single Union Pacific Railroad Company. Under the procedural schedule adopted in this proceeding, the Board will issue a decision on the merits of the
merger proposal by August 12, 1996.

EXHIBIT C-3

FACT SHEETS

1. January Date--Provided for Hotline Requests

2. March Update--Provided with Letters to Libraries and County Officials (see Exhibits C-5 and C-6)

EXHIBIT C-3

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

On November 30, 1995, the Union Pacific Railroad Company (UP) and Southern Pacific Transportation Company (SP)[1] applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company in order to improve service capabilities and increase operating efficiencies. This proposed merger now requires approval by the Surface Transportation Board (Board). The STB retains the former ICC's merger review authority.[2]

The Board's Section of Environmental Analysis (SEA) plans to issue an Environmental Assessment (EA) in April 1996 for the proposed merger. The proposed merger may have impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems. The EA will be prepared pursuant to the Board's environmental regulations (49 CFR Part 1105), the National Environmental Policy Act, the National Historic Preservation Act, the Endangered Species Act, and other related environmental statutes.

SEA will make the EA available for public review and comment. Interested parties may file environmental comments within 20 days after the EA is issued. SEA will consider all comments received in response to the EA in making its final recommendations to the Board. The Board will consider SEA's final recommendations and the environmental comments in making its final decision in this proceeding.

The public can call SEA's Environmental Hotline at **1-800-448-7246** or Phillis Johnson-Ball, Environmental Project Manager, at 202-927-6213 concerning any questions regarding the environmental review process for the proposed merger and related abandonment and construction projects. Any written questions concerning the Board's environmental review process should be addressed to:

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Room 3219
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

All written comments regarding the merits of the proposed merger are due by March 29, 1996 and should be addressed to:

Office of the Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

Parties should include an original and 20 copies of all written submissions.

To assist you in assessing the potential environmental impacts of the proposed merger, we have provided the following information.

[1] UP includes the following subsidiaries: Union Pacific Railroad Company and Missouri Pacific Railroad Company. SP includes the following subsidiaries: Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver and Rio Grande Western Railroad Company.

[2] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

At the present time, UP operates about 18,181 route miles of rail line in 23 states. The UP extends from Seattle, Portland, Oakland and Los Angeles, on the west, to Chicago, St. Louis, Memphis, and New Orleans, on the east. SP operates approximately 16,700 miles in 15 states. The SP extends from Portland to Oakland and Los Angeles, and from those three points east to Chicago, St. Louis, Memphis and New Orleans. UP and SP operate in 14 common states: Oregon, California, Nevada, Utah, Colorado, Kansas, Oklahoma, Texas, Iowa, Illinois, Missouri, Arkansas, Tennessee and Louisiana.

The combined UP/SP system would operate over more than 34,000 route miles in 25 states. (See attached map of the proposed UP/SP merged system.) The proposed merger would enable UP/SP to create an expanded rail network with far broader geographic coverage than either of the applicant carriers' existing systems. Also, the proposed merger would increase opportunities for intermodal partnerships between the combined company and motor carriers (i.e., connections between rail and trucking operations).

The proposed merger would result in a rerouting of train traffic within the consolidated system, generating increased traffic densities on some rail line segments, decreases on other segments and overall efficiencies within the system. Also, there would be increased activity on certain rail line segments and yards as a result of diversions from rail and non-rail carriers. These changes would result in increased local truck traffic in and around intermodal facilities, and corresponding decreased levels of long-haul truck traffic. Further, certain yards would experience increased activity due to the consolidation of yard activities at a single location in areas where each railroad now maintains its own yard. These rerouting and consolidation activities would require some construction at specific sites to maximize effectiveness and efficiencies. Site-specific construction projects are discussed later in this fact sheet.

The rail line segments, yards, and intermodal facilities that are expected to experience changes in activity in rail and truck traffic that may raise potential environmental concerns include:

RAIL LINE SEGMENTS TO BE ANALYZED

Arizona
- Yuma to Picacho (SP)
- Picacho to Tucson (SP)
- Tucson to Cochise (SP)
- Cochise to Lordsburg, NM (SP)
- West Colton, CA to Yuma (SP)

Arkansas
- Pine Bluff to Brinkley (SP)
- Brinkley to Fair Oaks (SP)
- Fair Oaks to Paragould (SP)
- Paragould to Dexter Junction, MO (SP)

California
- Long Beach to Slauson Junction (SP)
- Slauson Junction to Los Angeles (SP)
- Palmdale to West Colton (SP)
- West Colton to Yuma, AZ (SP)
- Niles Junction to Oakland (UP)
- Oakland to Martinez (SP)
- Martinez to Stockton/Lathrop (SP)
- Stockton/Lathrop to Sacramento (UP)
- Sacramento to Roseville (SP)
- Roseville to Sparks, NV (SP)
- Roseville to Marysville (SP)
- Marysville to Dunsmuir (SP)
- Dunsmuir to Klamath Falls, OR (SP)

Colorado
- Dotsero to Bond (SP)
- Bond to Denver (SP)
- Denver to Oakley, KS (UP)
- Denver to Cheyenne, WY (UP)

Illinois
- Nelson to Clinton, IA (UP)
- Nelson to Geneva (UP)
- Geneva to West Chicago (UP)

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

Rail Segments to be Analyzed, continued...

Illinois, continued
- West Chicago to Chicago-Proviso (UP)
- Galesburg to Buda (BN/SF)
- Buda to Nelson (UP)
- Villa Grove to Chicago (UP)

Iowa
- California Junction to Fremont, NE (UP)
- California Jct. to Missouri Valley (UP)
- Beverly to Clinton (UP)
- Nelson, IL to Clinton (UP)

Kansas
- Salina to Oakley (UP)
- Herington to Lost Springs (UP)
- Denver, CO to Oakley (UP)
- Valley, NE to Marysville (UP)
- Stratford, TX to Hutchinson (SP)
- Chickasha, OK to Wichita (UP)
- Lost Springs to Wichita (UP)

Louisiana
- Iowa Junction to Beaumont, TX (SP)
- Livonia to Kinder (UP)
- Lufkin, TX to Shreveport (SP)

Missouri
- Paragould, AR to Dexter Junction (SP)

Nebraska
- Valley to Marysville, KS (UP)
- California Junction, IA to Fremont (UP)

Nevada
- Sparks to Winnemucca (SP)
- Roseville, CA to Sparks (SP)
- Ogden, UT to Alazon (SP)

New Mexico
- Lordsburg to El Paso, TX (SP)
- Cochise, AZ to Lordsburg (SP)
- El Paso, TX to Dalhart, TX (SP)

Oklahoma
- Chickasha to Wichita, KS (UP)
- Stratford, TX to Hutchinson, KS (SP)
- Fort Worth, TX to Chickasha (UP)

Oregon
- Klamath Falls to Chemult (SP)
- Chemult to Eugene (SP)
- Eugene to Portland (SP)
- Portland to Oregon Trunk Junction (UP)
- Dunsmuir, CA to Klamath Falls (SP)
- Tacoma, WA to Portland UP (trackage rights on BN/SF)

Texas
- El Paso to Dalhart (SP)
- Dalhart to Stratford (SP)
- Stratford to Hutchinson, KS (SP)
- El Paso to Sierra Blanca (SP)
- Sierra Blanca to Toyah (UP)
- Toyah to Big Spring (UP)
- Big Spring to Fort Worth (UP)
- Fort Worth to Dallas (UP)
- Dallas to Big Sandy (UP)
- Big Sandy to Texarkana (UP)
- Fort Worth to Chickasha, OK (UP)
- Lufkin to Shreveport, LA (SP)
- Angleton to Bloomington (UP)
- Odem to Corpus Christi (UP)
- Iowa Junction, LA to Beaumont (SP)
- Lordsburg, NM to El Paso (SP)

Utah
- Provo to Lynndyl (UP)
- Ogden to Alazon, NV (SP)
- Granger, WY to Ogden (UP)

Washington
- Seattle to Tacoma (UP)
- Tacoma to Portland, OR UP (trackage rights on BN/SF)

Wisconsin
- Oak Creek to St. Francis (UP)

Wyoming
- Granger to Ogden, UT (UP)
- Granger to Green River (UP)
- Green River to Rawlins (UP)
- Rawlins to Cheyenne (UP)
- Denver, CO to Cheyenne (UP)

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

CHANGES TO RAIL YARDS

Arizona
- Nogales (Increased Traffic to Existing SP Rail Yard)
- Phoenix (Increased Traffic to Existing SP Rail Yard)
- Yuma (Increased Traffic to Existing SP Rail Yard)

Arkansas
- Texarkana (Phaseout of SP Facility)

California
- Lathrop (Increased Traffic to Existing SP Rail Yard)
- Los Angeles Basin (Phaseout of SP "J" Yard; Phaseout of SP Valla Automotive Facility)
- Martinez (Increased Traffic to Existing SP Rail Yard)
- Montclair (Increased Traffic to Existing UP Rail Yard)
- Niland (Increased Traffic to Existing SP Rail Yard)
- Oakland (Phaseout of UP Auto Facility)
- Roseville (Upgrade and Expand Existing SP Rail Yard)
- Sacramento
  - Haggin Yard (Increased Traffic to UP/SP Facility)
  - South Sacramento (Increased Traffic to UP Facility)
  - SP Yard (Phaseout of SP Facility)
- Stockton (Phaseout of SP Facility)

Colorado
- Grand Junction (Increased Traffic to Existing SP Rail Yard)
- La Salle (Consolidate Automotive Facilities at UP Yard)
- Rolla (Increased Traffic to Existing UP Automotive Facility)

Illinois
- East St. Louis (Phaseout of UP Madison Yard)
- Salem (Increased Traffic to Existing UP Rail Yard)
- Chicago
  - Canal Street (Increased Traffic to Existing UP Rail Yard)

Kansas
- Herington (Increased Traffic to Existing SP Rail Yard)
- Topeka (Phaseout of SP Rail Yard)

Louisiana
- Avondale (Consolidated Operations at UP Yard; SP "New Yard" to be sold to BN/SF)
- De Quincy (Traffic Increased to Existing UP Rail Yard)
- Lake Charles (Traffic Increased to Existing SP Rail Yard; Phaseout of UP Yard)
- Lafayette (SP Facility to be sold to BN/SF)
- Livonia (Traffic Increased and Expanded UP Rail Yard)
- Shreveport (Phaseout of SP Yard)

Missouri
- Poplar Bluff (Increased Traffic at Existing SP Rail Yard)
- St. Louis:
  - Lesperance St. (Phaseout of Existing UP Rail Yard)

Nevada
- Carlin (Phaseout of Existing SP Rail Yard)

Oregon
- Salem (Increased Traffic to Existing SP Rail Yard)
- Hinkle (Increased Traffic to Existing UP Rail Yard)
- Bend (Increased Traffic to Existing UP Rail Yard)
- Portland:
  - Albina (Expansion of Existing UP Rail Yard)
  - Barnes (Expansion of Existing UP Rail Yard)
  - Rivergate (Expansion of Existing UP Rail Yard)
  - Bonneville (Expansion of Existing UP Rail Yard)

Texas
- Amarillo (Increased Traffic to Existing SP Yard)
- Bellmead (Increased Traffic to Existing SP Rail Yard)

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

Changes to Rail Yards, Continued..

Texas, Continued...

- Brownsville (Phaseout of SP Yard; Consolidation of Operations at UP Yard)
- Carrollton (Increased Traffic to Existing SP Yard)
- Dayton (Expansion of Existing SP Rail Yard)
- El Paso (Consolidation of Operations at Existing SP Yard; Phaseout of UP Yard)
- Fort Worth (Increased Traffic to Existing UP Yard)
  - Broadway(Phaseout of SP Yard)
- Harlingen (Phaseout of SP Yard)
- Houston: Strang (Expansion of Existing SP Yard)
- Texarkana (Phaseout of SP Yard)
- Waco (Consolidation of Operations at Existing UP Yard; Phaseout of SP Yard)

Utah

- Salt Lake City/Ogden:
  - Roper Yard (Consolidation of Automotive Operations to SP Facility)
  - Clearfield (Phaseout of UP Maintenance Facility)

Washington

- Seattle (Increased Traffic at Existing UP Rail Yard)

CHANGES TO INTERMODAL FACILITIES

Arizona

- Phoenix (Expanded SP Intermodal Facility)

Arkansas

- Texarkana (New UP/SP Intermodal Facility)
- Pine Bluff (Phaseout of SP Facility)

California

- Benicia (Increased Traffic to SP Auto Facility)
- City of Industry (Phaseout of SP Intermodal Facility)
- East Los Angeles (Expanded UP Intermodal Facility)
- Inland Empire (New UP/SP Intermodal Facility; Location Not Determined)
- Lathrop (Increased Traffic to UP Intermodal Facility)
- Los Angeles
  - ICTF (Expanded Existing SP Intermodal Facility)
  - Transportation Center (Phaseout of SP LATC Intermodal Facility)
- Oakland
  - UP Intermodal (Reconfigured UP Intermodal Facility)
  - SP Intermodal (Expanded SP Intermodal Facility)
- Roseville (Increased Traffic to SP Intermodal

Colorado

- Denver
  - 40th Street (Expanded UP Intermodal Facility)
  - North Yard (Phaseout of SP Facility)
  - North Yard/Belt Line (Phaseout of SP Automotive Facility)

Illinois

- Chicago
  - Canal Street (Expanded UP Facility)
  - Forest Hill(Phaseout of SP Facilities Leased from CSX Intermodal)
  - Proviso (Expanded Global II (UP) Intermodal Facility)
- Dolton
  - Yard Center (Expanded UP Facility)
- Dupo (Expanded UP Intermodal Facility)
- East St. Louis (Phaseout of SP Valley Yard)

Kansas

- Kansas City (SP) Armourdale (New UP/SP Intermodal Facility)

Louisiana

- Avondale
  - SP Facility (Expanded Existing SP Facility)
  - UP Facility (UP Facility at Westwego to be Sold to BN/SF)
- Shreveport (Phaseout of SP Operations at a Port-Owned Facility)

Missouri

- Kansas City, MO:
  - Neff (UP) (Ramp Closed; Expansion of Existing Facility)

Changes to Intermodal Facilities, Continued..

Missori, Continued...

- Kansas City, KS:
  - Armourdale (SP) (Conversion to Intermodal Facility)

Nevada

- Reno/Sparks: (Phaseout of Existing UP Facility; Consolidation of Intermodal Traffic at SP Facility)

Oregon

- Portland:
  - Albina (Expansion of Existing UP Facility)
  - Brooklyn (Phaseout of Existing SP Facility)

Texas

- Harlingen (New UP/SP Intermodal Facility)
- Marshall (Closure of UP Ramp)
- Mesquite (Phaseout of UP Automotive Operations)
- Midlothian (Increased Traffic at SP Automotive Facility)
- Port Laredo (Expansion of Existing UP Facility)
- Texarkana (New UP/SP Intermodal Facility)
- San Antonio (Phaseout of Existing SP Facility)
- South San Antonio (Expansion of Existing UP Facility)
- Houston (Phaseout of SP Galena Park Auto Facility; Combined with UP Westfield Facility)
- Dallas (Expansion of Existing SP Facility)

Utah

- Salt Lake City (Expansion of UP North Yard Facility)

Washington

- Seattle (Expansion of UP Facility)

PROPOSED ABANDONMENTS

Rail line abandonments are planned as part of the proposed merger. Seventeen (17) rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), including 600 miles of track, would be abandoned. Abandonments are proposed at the following locations:

Arkansas

- Gurdon to Camden (UP), Mileage-28.7 Docket No. AB-3 (Sub-No. 129X)

California

- Whittier Junction to Colima Junction (UP), Mileage 5.2, Docket No. AB-33 (Sub-No. 93X)
- Magnolia Tower to Melrose (UP), Mileage 4.9, Docket No. AB-33 (Sub-No. 94X)
- Alturus to Wendel (SP), Mileage 85.5, Docket No. AB-12 (Sub-No. 184X)

Colorado

- Sage to Leadville (SP), Mileage 69.1, Docket No. AB-12 (Sub-No. 189X)
- Malta to Canon City (SP), Mileage 109.0, Docket No. AB-12 (Sub-No. 188)
- Towner to NA Junction (UP), Mileage 122.4, Docket No. AB-3 (Sub-No. 130);

In addition to the abandonments in Colorado described above, discontinuance of service is proposed over the following rail line segments:

- Sage to Leadville (DRGW), Mileage 69.1, Docket No. AB-8 (Sub-No. 36X)
- Malta to Canon City (DRGW), Mileage 109.0, Docket No. AB-8 (Sub-No. 39)
- Towner to NA Junction (DRGW), Mileage 122.4, Docket No. AB-8 (Sub-No. 38)

Illinois

- Edwardsville to Madison (UP), Mileage 15.0, Docket No. AB-33 (Sub-No. 98X)
- DeCamp to Edwardsville (UP), Mileage 14.6, Docket No. AB-33 (Sub-No. 97X)
- Barr to Girard (UP), Mileage 38.4, Docket No. AB-33 (Sub-No. 96)

Kansas

- Whitewater to Newton (UP), Mileage 9.0, Docket No. AB-3 (Sub-No. 132X)
- Hope to Bridgeport (UP), Mileage 31.2, Docket No. AB-3 (Sub-No. 131)

SURFACE TRANSPORTATION BOARD
SECTION OF ENVIRONMENTAL ANALYSIS
FACT SHEET REGARDING THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROADS

Proposed Abandonments, Continued...

In addition to the abandonments in Kansas described above, discontinuance of service is proposed over the following rail line segment:

- Hope to Bridgeport (DRGW), Mileage 31.2, Docket No. AB-8 (Sub-No. 37)

Louisiana

- Iowa Junction to Manchester (UP), Mileage 8.5, Docket No. AB-3 (Sub-No. 133X)

Texas

- Seabrook to San Leon (SP), Mileage 10.5, Docket No. AB-12 (Sub-No. 187X)
- Suman to Bryan (SP), Mileage 13.1, Docket No. AB-12 (Sub-No. 185X)
- Troup to Whitehouse (UP), Mileage 7.5, Docket No. AB-3 (Sub-No. 134X)

Utah

- Little Mountain Junction to Little Mountain (UP), Mileage 12.0, Docket No. AB-33 (Sub-No. 99X)

PROPOSED CONSTRUCTION PROJECTS

Twenty-five (25) rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. The construction of rail line connecting track is planned at the following locations:

Arkansas

- Texarkana: New connection between UP and SP to permit operation of trains between Pine Bluff, AR (SP) and Longview, TX (UP); approximately 2,500 feet of new track construction
- Camden: New connection between SP and UP tracks; approximately 1,000 feet of new track construction
- Pine Bluff:
  - New connection (east) to permit operation of trains between the SP Pine Bluff yard and the UP mainline south to Monroe, LA.; approximately 1,000 feet of new track construction
  - New connection (west) to permit operation of trains between the UP Monroe subdivision north to Little Rock; approximately 1,500 feet of new track construction
- Fair Oaks: Upgrade existing connection of UP to SP in southeast quadrant to 30 mph standards; approximately 1,000 feet of new track construction

California

- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction

Colorado

- Denver:
  - Connection from SP Moffat Mainline to SP Belt Line at North Yard; construction of approximately 4,000 feet of new rail line
  - Construction of a new connection between UP Greeley Mainline and SP Belt Line, and a siding extension of approximately 5,000 feet of new rail line

Illinois

- Girard: Construction of a new connection between UP Madison subdivision and the SP Springfield subdivision; approximately 3,000 feet of new rail line construction and relocation of approximately 1,500 feet of existing track
- Salem: Connection between UP Chicago subdivision mainline and CSX mainline; approximately 2,500 feet of new rail line construction

Proposed Construction, Continued...

Kansas

- Hope: Connection between the UP Hoisington subdivision mainline and BN/SF; construction of approximately 2,000 feet of new rail line and two turnouts

Louisiana

- Kinder: Connection between the UP Lake Charles Subdivision mainline and UP Beaumont Subdivision mainline; construction of approximately 1,400 feet of new rail line and two turnouts
- Shreveport: Connection between the UP Reisor Subdivision mainline and SP Lufkin Subdivision mainline; construction of two turnouts, approximately 1,200 feet of new rail line, acquisition of approximately three acres of right-of-way, and the relocation of a US Highway 171 overpass pier

Missouri

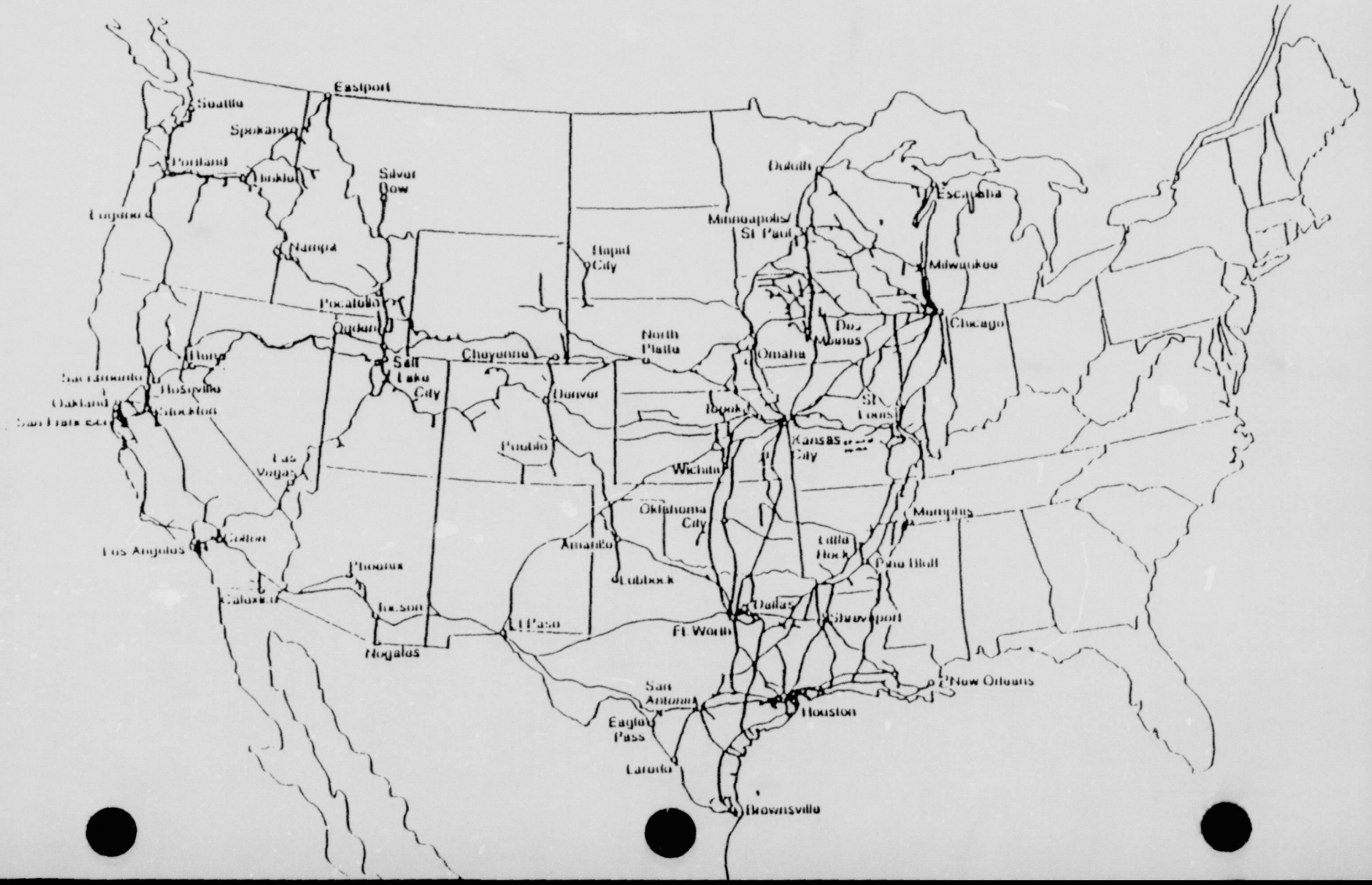
- Dexter: Construction of a 2,062-foot extension to an existing siding at MP 189.9 on new right-of-way
- Paront: Construction of an 8,000-foot extension to an existing siding at MP 47.1 on new right-of-way

Texas

- West Point: Connection between the UP Houston subdivision mainline and the SP Ennis subdivision Flatonia line; construction of two turnouts and approximately 1,500 feet of new rail line
- Houston:
  - Connection between the SP mainline and HB&T line at Tower 26; construction of two turnouts and approximately 1,000 feet of new rail line
  - Connection between the SP mainline and HB&T line at Tower 87; construction of two turnouts and approximately 800 feet of new rail line
  - Connection between the SP Lufkin subdivision and UP Settegast yard; construction of two turnouts, and approximately 1,400 feet of new rail line
- Fort Worth: Connections between the UP Fort Worth Subdivision mainline and SP Ennis Subdivision Fort Worth branch; (a) construction of two turnouts and approximately 570 feet of new rail line in the northeast quadrant; and (b) construction of two turnouts and approximately 650 feet of new rail line in the southwest quadrant
- Carrollton (SP): Construction of two new tracks and one track extension, involving approximately 3,100 feet on new rail line.

Again, if you have any comments regarding the environmental review process for the proposed merger, you may call SEA's Environmental Hotline at 1-800-448-7246.

UP/SP Merged System



March 1996

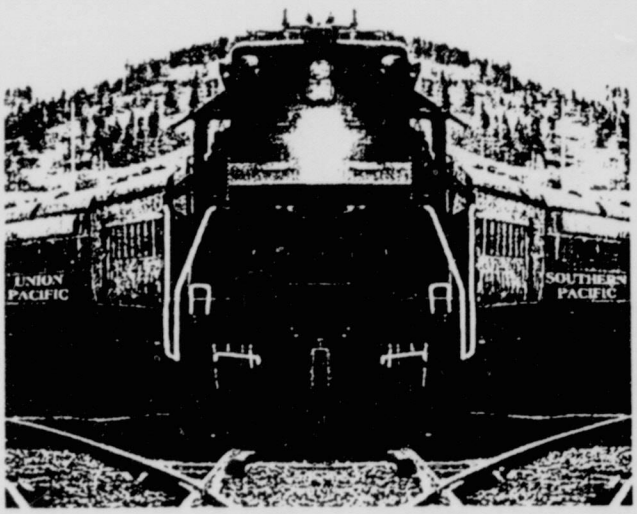
Proposed Merger Fact Sheet

Surface Transportation Board—Section of Environmental Analysis

On November 30, 1995, the Union Pacific Railroad Company (UP) and Southern Pacific Transportation Company (SP)[1] applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company in order to improve service capabilities and increase operating efficiencies. This proposed merger now requires approval by the Surface Transportation Board (STB). The S[illegible]tains the former ICC's merger re[illegible] authority.[2]

The Board's Section of Environmental Analysis (SEA) plans to issue an Environmental Assessment (EA) in mid-April 1996 for the proposed merger. The proposed merger may have impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems. The EA will be prepared pursuant to the Board's environmental regulations (49 CFR Part 1105), the National Environmental Policy Act, the National Historic Preservation Act, the Endangered Species Act, and other related environmental statutes.

SEA will make the EA available for public review and comment. Interested parties may file environmental comments within 20 days after the EA is issued. SEA will consider all comments received in response to the EA in making its final recommendations to the Board. The Board will consider SEA's final recommendations and the environmental comments in making its final decision in this proceeding.



The public can call SEA's Environmental Hotline at 1-800-448-7246 or Phillis Johnson-Ball, Environmental Project Manager, at 202-927-6213 concerning any questions regarding the environmental review process for the proposed merger and related abandonment and construction projects. Any written questions concerning the Board's environmental review process should be addressed to:

Elaine K. Kaiser
Environmental Project Director
Section of Environmental Analysis
Room 3219
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

All written comments regarding the merits of the proposed merger are due by March 29, 1996 and should be addressed to:

Office of the Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, NW
Washington, DC 20423-0001
Attention: Finance Docket No. 32760

Parties should include an original and 20 copies of all written submissions.

To assist you in assessing the potential environmental impacts of the proposed merger, we have provided the following information.

At the present time, UP operates about 18,181 route miles of rail line in 23 states. The UP extends from

[1] [illegible]ludes the following subsidiaries: Union Pacific Railroad Company and Missouri Pacific Railroad Company. SP includes the following subsidiaries: Southern P[illegible]ic Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver and Rio Grande Western Railroad Company.

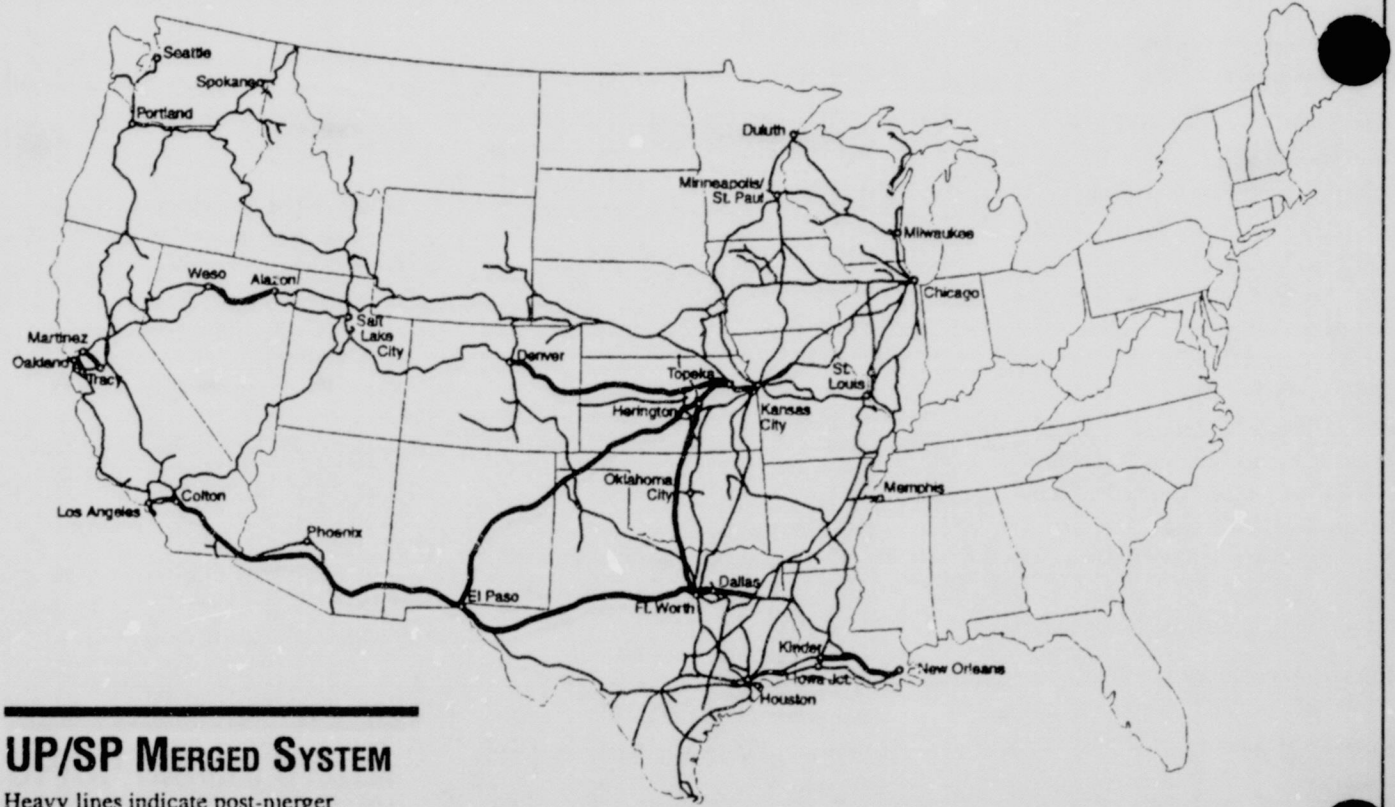
[2] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

Seattle, Portland, Oakland and Los Angeles, on the west, to Chicago, St. Louis, Memphis, and New Orleans, on the east. SP operates approximately 16,700 miles in 15 states. The SP extends from Portland to Oakland and Los Angeles, and from those three points east to Chicago, St. Louis, Memphis and New Orleans. UP and SP operate in 14 common states: Oregon, California, Nevada, Utah, Colorado, Kansas, Oklahoma, Texas, Iowa, Illinois, Missouri, Arkansas, Tennessee and Louisiana.

The combined UP/SP system would operate over more than 34,000 route miles in 25 states. (See attached map of the proposed UP/SP merged system.) The proposed merger would enable UP/SP to create an expanded rail network with far broader geographic coverage than either of the applicant carriers' existing systems. Also, the proposed merger would increase opportunities for intermodal partnerships between the combined company and motor carriers (i.e., connections between rail and trucking operations).

The proposed merger would result in a rerouting of train traffic within the consolidated system, generating increased traffic densities on some rail line segments, decreases on other segments and overall efficiencies within the system. Also, there would be increased activity on certain rail line segments and yards as a result of diversions from rail and non-rail carriers. These changes would result in increased local truck traffic in and around intermodal facilities, and corresponding decreased levels of long-haul tru[illegible] traffic. Further, certain yards [illegible] experience increased activity due to the consolidation of yard activities at a single location in areas where each railroad now maintains its own yard. These rerouting and consolidation activities would require some construction at specific sites to maximize effectiveness and efficiencies. Site-specific construction projects are discussed later in this fact sheet.

The rail line segments, yards, and intermodal facilities that are expected to experience changes in activity in rail and truck traffic that may raise potential environmental concerns are listed on the following pages.



UP/SP Merged System

Heavy lines indicate post-merger upgrades to major corridors

Rail Line Segments to be Analyzed

Arizona
- Yuma to Picacho (SP)
- Picacho to Tucson (SP)
- Tucson to Cochise (SP)
- Cochise to Lordsburg, NM (SP)
- West Colton, CA to Yuma (SP)

Arkansas
- Pine Bluff to Brinkley (SP)
- Brinkley to Fair Oaks (SP)
- Fair Oaks to Paragould (SP)
- Paragould to Dexter Junction, MO (SP)

California
- Long Beach to Slauson Junction (SP)
- Slauson Junction to Los Angeles (SP)
- Palmdale to West Colton (SP)
- West Colton to Yuma, AZ (SP)
- Niles Junction to Oakland (UP)
- Oakland to Martinez (SP)
- Martinez to Stockton/Lathrop (SP)
- [redacted]ton/Lathrop to Sacramento (UP)
- [redacted]mento to Roseville (SP)
- Roseville to Sparks, NV (SP)
- Roseville to Marysville (SP)
- Marysville to Dunsmuir (SP)
- Dunsmuir to Klamath Falls, OR (SP)

Colorado
- Dotsero to Bond (SP)
- Bond to Denver (SP)
- Denver to Oakley, KS (UP)
- Denver to Cheyenne, WY (UP)

Illinois
- Nelson to Clinton, IA (UP)
- Nelson to Geneva (UP)
- Geneva to West Chicago (UP)
- West Chicago to Chicago-Proviso (UP)
- Galesburg to Buda (BN/SF)
- Buda to Nelson (UP)
- Villa Grove to Chicago (UP)

Iowa
- California Junction to Fremont, NE (UP)
- [redacted]ifornia Jct. to Missouri Valley (UP)
- [redacted]n to Clinton (UP)
- Nelson, IL to Clinton (UP)

Kansas
- Salina to Oakley (UP)
- Herington to Lost Springs (UP)
- Denver, CO to Oakley (UP)
- Valley, NE to Marysville (UP)
- Stratford, TX to Hutchinson (SP)
- Chickasha, OK to Wichita (UP)
- Lost Springs to Wichita (UP)

Louisiana
- Iowa Junction to Beaumont, TX (SP)
- Livonia to Kinder (UP)
- Lufkin, TX to Shreveport (SP)

Missouri
- Paragould, AR to Dexter Junction (SP)

Nebraska
- Valley to Marysville, KS (UP)
- California Junction, IA to Fremont (UP)

Nevada
- Sparks to Winnemucca (SP)
- Roseville, CA to Sparks (SP)
- Ogden, UT to Alazon (SP)

New Mexico
- Lordsburg to El Paso, TX (SP)
- Cochise, AZ to Lordsburg (SP)
- El Paso, TX to Dalhart, TX (SP)

Oklahoma
- Chickasha to Wichita, KS (UP)
- Stratford, TX to Hutchinson, KS (SP)
- Fort Worth, TX to Chickasha (UP)

Oregon
- Klamath Falls to Chemult (SP)
- Chemult to Eugene (SP)
- Eugene to Portland (SP)
- Portland to Oregon Trunk Junction (UP)
- Dunsmuir, CA to Klamath Falls (SP)
- Tacoma, WA to Portland UP (trackage rights on BN/SF)

Texas
- El Paso to [redacted] (SP)
- Dalhart to [redacted] (SP)
- Stratford [redacted]on, KS (SP)
- El Paso to [redacted]nca (SP)
- Sierra Blanca to Toyah (UP)
- Toyah to Big Spring (UP)
- Big Spring to Fort Worth (UP)
- Fort Worth to Dallas (UP)
- Dallas to Big Sandy (UP)
- Big Sandy to Texarkana (UP)
- Fort Worth to Chickasha, OK (UP)
- Lufkin to Shreveport, LA (SP)
- Angleton to Bloomington (UP)
- Odem to Corpus Christi (UP)
- Iowa Junction, LA to Beaumont (SP)
- Lordsburg, NM to El Paso (SP)

Utah
- Provo to Lynndyl (UP)
- Ogden to Alazon, NV (SP)
- Granger, WY to Ogden (UP)

Washington
- Seattle to Tacoma (UP)
- Tacoma to Portland, OR UP (trackage rights on BN/SF)

Wisconsin
- Oak Creek to St. Francis (UP)

Wyoming
- Granger to Ogden, UT (UP)
- Granger to Green River (UP)
- Green River to Rawlins (UP)
- Rawlins to Cheyenne (UP)
- Denver, CO to Cheyenne (UP)

Changes to Rail Yards

Arizona
- Nogales (Increased Traffic to Existing SP Rail Yard)
- Phoenix (Increased Traffic to Existing SP Rail Yard)
- Yuma (Increased Traffic to Existing SP Rail Yard)

Arkansas
- Texarkana (Phaseout of SP Facility)

California
- Lathrop (Increased Traffic to Existing SP Rail Yard)
- Los Angeles Basin (Phaseout of SP "J" Yard; Phaseout of SP Valla Automotive Facility)
- Martinez (Increased Traffic to Existing SP Rail Yard)

- Montclair (Increased Traffic to Existing UP Rail Yard)
- Niland (Increased Traffic to Existing SP Rail Yard)
- Oakland (Phaseout of UP Auto Facility)
- Roseville (Upgrade and Expand Existing SP Rail Yard)
- Sacramento
  - *Haggin Yard (Increased Traffic to UP/SP Facility)*
  - *South Sacramento (Increased Traffic to UP Facility)*
  - *SP Yard (Phaseout of SP Facility)*
- Stockton (Phaseout of SP Facility)

Colorado

- Grand Junction (Increased Traffic to Existing SP Rail Yard)
- La Salle (Consolidate Automotive Facilities at UP Yard)
- Rolla (Increased Traffic to Existing UP Automotive Facility)

Illinois

- East St. Louis (Phaseout of UP Madison Yard)
- Salem (Increased Traffic to Existing UP Rail Yard)
- Chicago
  - *Canal Street (Increased Traffic to Existing UP Rail Yard)*

Kansas

- Herington (Increased Traffic to Existing SP Rail Yard)
- Topeka (Phaseout of SP Rail Yard)

Louisiana

- Avondale (Consolidated Operations at UP Yard; SP "New Yard" to be sold to BN/SF)
- De Quincy (Traffic Increased to Existing UP Rail Yard)
- Lake Charles (Traffic Increased to Existing SP Rail Yard; Phaseout of UP Yard)
- Lafayette (SP Facility to be sold to BN/SF)
- Livonia (Traffic Increased and Expanded UP Rail Yard)
- Shreveport (Phaseout of SP Yard)

Missouri

- Poplar Bluff (Increased Traffic at Existing SP Rail Yard)
- St. Louis:
  - *Lesperance St. (Phaseout of Existing UP Rail Yard)*

Nevada

- Carlin (Phaseout of Existing SP Rail Yard)

Oregon

- Salem (Increased Traffic to Existing SP Rail Yard)
- Hinkle (Increased Traffic to Existing UP Rail Yard)
- Bend (Increased Traffic to Existing UP Rail Yard)
- Portland:
  - *Albina (Expansion of Existing UP Rail Yard)*
  - *Barnes (Expansion of Existing UP Rail Yard)*
  - *Rivergate (Expansion of Existing UP Rail Yard)*
  - *Bonneville (Expansion of Existing UP Rail Yard)*

Texas

- Amarillo (Increased Traffic to Existing SP Yard)
- Bellmead (Increased Traffic to Existing SP Rail Yard)
- Brownsville (Phaseout of SP Yard; Consolidation of Operations at UP Yard)
- Carrollton (Increased Traffic to Existing SP Yard)
- Dayton (Expansion of Existing SP Rail Yard)
- El Paso (Consolidation of Operations at Existing SP Yard; Phaseout of UP Yard)
- Fort Worth (Increased Traffic to Existing UP Yard)
  - *Broadway(Phaseout of SP Yard)*
- Harlingen (Phaseout of SP Yard)
- Houston: Strang (Expansion of Existing SP Yard)
- Texarkana (Phaseout of SP Yard)
- Waco (Consolidation of Operations at Existing UP Yard; Phaseout of SP Yard)

Utah

- Salt Lake City/Ogden:
  - *Roper Yard (Consolidation of Automotive Operations to SP Facility)*
  - *Clearfield (Phaseout of UP Maintenance Facility)*

Washington

- Seattle (Increased Traffic at Existing UP Rail Yard)

Changes to Intermodal Facilities

Arizona

- Phoenix (Expanded SP Intermodal Facility)

Arkansas

- Texarkana (New UP/SP Intermodal Facility)
- Pine Bluff (Phaseout of SP Facility)

California

- Benicia (Increased Traffic to SP Auto Facility)
- City of Industry (Phaseout of SP Intermodal Facility)
- East Los Angeles (Expanded UP Intermodal Facility)
- Lathrop (Increased Traffic to UP Intermodal Facility)
- Los Angeles
  - *ICTF (Expanded Existing SP Intermodal Facility)*
  - *Transportation Center (Phaseout of SP LATC Intermodal Facility)*
- Oakland
  - *UP Intermodal (Reconfigured UP Intermodal Facility)*
  - *SP Intermodal (Expanded SP Intermodal Facility)*
- Roseville (Increased Traffic to SP Intermodal

Colorado

- Denver
  - *40th Street (Expanded UP Intermodal Facility)*
  - *North Yard (Phaseout of SP Facility)*
  - *North Yard/Belt Line (Phaseout of SP Automotive Facility)*

Illinois

- Chicago
  - *Canal Street (Expanded UP Facility)*

- *Forest Hill(Phaseout of SP Facilities [illegible]ased from CSX Intermodal)*
- *[illegible]so (Expanded Global II (UP) [illegible]rmodal Facility)*
- Dolton
  - *Yard Center (Expanded UP Facility)*
- Dupo (Expanded UP Intermodal Facility)
- East St. Louis (Phaseout of SP Valley Yard)

Kansas

- Kansas City (SP) Armourdale (New UP/SP Intermodal Facility)

Louisiana

- Avondale
  - *SP Facility (Expanded Existing SP Facility)*
  - *UP Facility (UP Facility at Westwego to be Sold to BN/SF)*
- Shreveport (Phaseout of SP Operations at a Port-Owned Facility)

Missouri

- Kansas City, MO:
  - *Neff (UP) (Ramp Closed; Expansion of [illegible]isting Facility)*
- [illegible]s City, KS:
  - *Armourdale (SP) (Conversion to Intermodal Facility)*

Nevada

- Reno/Sparks: (Phaseout of Existing UP Facility; Consolidation of Intermodal Traffic at SP Facility)

Oregon

- Portland:
  - *Albina (Expansion of Existing UP Facility)*
  - *Brooklyn (Phaseout of Existing SP Facility)*

Texas

- Harlingen (New UP/SP Intermodal Facility)
- Marshall (Closure of UP Ramp)
- Mesquite (Phaseout of UP Automotive Operations)
- Midlothian (Increased Traffic at SP [illegible]utomotive Facility)
- [illegible]Laredo (Expansion of Existing UP [illegible]lity)
- Texarkana (New UP/SP Intermodal Facility)
- San Antonio (Phaseout of Existing SP Facility)
- South San Antonio (Expansion of Existing UP Facility)
- Houston (Phaseout of SP Galena Park Auto Facility; Combined with UP Westfield Facility)
- Dallas (Expansion of Existing SP Facility)

Utah

- Salt Lake City (Expansion of UP North Yard Facility)

Washington

- Seattle (Expansion of UP Facility)

Proposed Abondonments

Rail line abandonments are planned as part of the proposed merger. Seventeen (17) rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), including 600 miles of track, would be abandoned. Abandonments are proposed at the following locations:

Arkansas

- Gurdon to Camden (UP), Mileage-28.7 Docket No. AB-3 (Sub-No. 129X)

California

- Whittier Junction to Colima Junction (UP), Mileage 5.2, Docket No. AB-33 (Sub-No. 93X)
- Magnolia Tower to Melrose (UP), Mileage 4.9, Docket No. AB-33 (Sub-No. 94X)
- Alturas to Wendel (SP), Mileage 85.5, Docket No. AB-12 (Sub-No. 184X)

Colorado

- Sage to Leadville (SP), Mileage 69.1, Docket No. AB-12 (Sub-No. 189X)
- Malta to Canon City (SP), Mileage 109.0, Docket No. AB-12 (Sub-No. 188)
- Towner to NA Junction (UP), Mileage 122.4, Docket No. AB-3 (Sub-No. 130);

In addition to the abandonments in Colorado described above, discontinuance of service is proposed over the following rail line segments:

- Sage to Leadville (DRGW), Mileage 69.1, Docket No. AB-8 (Sub-No. 36X)
- Malta to Canon City (DRGW), Mileage 109.0, Docket No. AB-8 (Sub-No. 39)
- Towner to NA Junction (DRGW), Mileage 122.4, Docket No. AB-8 (Sub-No. 38)

Illinois

- Edwardsville to Madison (UP), Mileage 15.0, Docket No. AB-33 (Sub-No. 98X)
- DeCamp to Edwardsville (UP), Mileage 14.6, Docket No. AB-33 (Sub-No. 97X)
- Barr to Girard (UP), Mileage 38.4, Docket No. AB-33 (Sub-No. 96)

Kansas

- Whitewater to Newton (UP), Mileage 9.0, Docket No. AB-3 (Sub-No. 132X)
- Hope to Bridgeport (UP), Mileage 31.2, Docket No. AB-3 (Sub-No. 131)

In addition to the abandonments in Kansas described above, discontinuance of service is proposed over the following rail line segment:

- Hope to Bridgeport (DRGW), Mileage 31.2, Docket No. AB-8 (Sub-No. 37)

Louisiana

- Iowa Junction to Manchester (UP), Mileage 8.5, Docket No. AB-3 (Sub-No. 133X)

Texas

- Seabrook to San Leon (SP), Mileage 10.5, Docket No. AB-12 (Sub-No. 187X)
- Suman to Bryan (SP), Mileage 13.1, Docket No. AB-12 (Sub-No. 185X)
- Troup to Whitehouse (UP), Mileage 7.5, Docket No. AB-3 (Sub-No. 134X)

Utah

- Little Mountain Junction to Little Mountain (UP), Mileage 12.0, Docket No. AB-33 (Sub-No. 99X)

Proposed Construction Projects

Twenty-five (25) rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. The construction of rail line connecting track is planned at the following locations:

Arkansas

- Texarkana: New connection between UP and SP to permit operation of trains between Pine Bluff, AR (SP) and Longview, TX (UP); approximately 2,500 feet of new track construction
- Camden: New connection between SP and UP tracks; approximately 1,000 feet of new track construction
- Pine Bluff:
  - *New connection (east) to permit operation of trains between the SP Pine Bluff yard and the UP mainline south to Monroe, LA.; approximately 1,000 feet of new track construction*
  - *New connection (west) to permit operation of trains between the UP Monroe subdivision north to Little Rock; approximately 1,500 feet of new track construction*
- Fair Oaks: Upgrade existing connection of UP to SP in southeast quadrant to 30 mph standards; approximately 1,000 feet of new track construction

California

- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction

Colorado

- Denver:
  - *Connection from SP Moffat Mainline to SP Belt Line at North Yard; construction of approximately 4,000 feet of new rail line*
  - *Construction of a new connection between UP Greeley Mainline and SP Belt Line, and a siding extension of approximately 5,000 feet of new rail line*

Illinois

- Girard: Construction of a new connection between UP Madison subdivision and the SP Springfield subdivision; approximately 3,000 feet of new rail line construction and relocation of approximately 1,500 feet of existing track
- Salem: Connection between UP Chicago subdivision mainline and CSX mainline; approximately 2,500 feet of new rail line construction

Kansas

- Hope: Connection between the UP Hoisington subdivision mainline and BN/SF; construction of approximately 2,000 feet of new rail line and two turnouts

Louisiana

- Kinder: Connection between the UP Lake Charles Subdivision mainline and UP Beaumont Subdivision mainline; construction of approximately 1,400 feet of new rail line and two turnouts
- Shreveport: Connection between the UP Reisor Subdivision mainline and SP Lufkin Subdivision mainline; construction of two turnouts, approximately 1,200 feet of new rail line, acquisition of approximately three acres of right-of-way, and the relocation of a US Highway 171 overpass pier

Missouri

- Dexter: Construction of a 2,062-foot extension to an existing siding at MP 189.9 on new right-of-way
- Paront: Construction of an 8,000-foot extension to an existing siding at MP 47.1 on new right-of-way

Texas

- West Point: Connection between the UP Houston subdivision mainline and the SP Ennis subdivision Flatonia line; construction of two turnouts and approximately 1,500 feet of new rail line
- Houston:
  - *Connection between the SP mainline and HB&T line at Tower 26; construction of two turnouts and approximately 1,000 feet of new rail line*
  - *Connection between the SP mainline and HB&T line at Tower 87; construction of two turnouts and approximately 800 feet of new rail line*
  - *Connection between the SP Lufkin subdivision and UP Settegast yard; construction of two turnouts, and approximately 1,400 feet of new rail line*
- Fort Worth: Connections between the Fort Worth Subdivision mainline and SP Ennis Subdivision Fort Worth branch; (a) construction of two turnouts and approximately 570 feet of new rail line in the northeast quadrant; and (b) construction of two turnouts and approximately 650 feet of new rail line in the southwest quadrant
- Carrollton (SP): Construction of two new tracks and one track extension, involving approximately 3,100 feet on new rail line.

If you have any comments regarding the environmental review process for the proposed merger, you may call SEA's Environmental Hotline at 1-800-448-7246.

EXHIBIT C-4

NOTICE OF ENVIRONMENTAL REVIEW
PROPOSED U/SP MERGER
Public Comments Invited

The Surface Transportation Board's (STB) Section of Environmental Analysis is preparing an Environmental Assessment (EA) for the proposed Union Pacific/Southern Pacific (UP/SP) railroad merger. This EA will examine environmental impacts such as air quality, traffic, noise, safety, historic resources, biological resources, and hazardous waste associated with the merger proposal and related rail line abandonment and construction projects. The EA will be available in April for a 20-day public review and comment period.

Certain rail line segments, yards, and intermodal facilities in AR, AZ, CA, CO, IA, IL, KS, LA, MO, NE, NM, NV, OK, OR, TX, UT, WA, WI, and WY are expected to experience changes in activity in rail and truck traffic. Seventeen rail lines in AR, CA, CO, IL, KS, LA, TX, and UT, including approximately 600 miles of track, are proposed to be abandoned. Twenty-five rail line construction projects involving new rail line connections on new rights-of-way in AR, CA, CO, IL, KS, LA, MO, and TX are planned as part of the proposed merger.

If you have any questions regarding the Board's environmental review process for the proposed merger and related abandonment and construction projects, or would like a UP/SP Environmental Fact Sheet, please call the STB Environmental Hotline at 1-800-448-7246.

Please note that this Hotline is for the purpose of addressing environmental concerns. If you have comments concerning the merits of the proposed merger, please contact the Board in writing at the following address and reference Finance Docket 32760 in your request:

Case Control Branch
Room 1324
Office of the Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, D.C. 20423-0001

STB FD-32760 14-12-96 K ID-DEISV5 4 of 9

TABLE C-1

NEWSPAPERS WHERE
" NOTICE OF ENVIRONMENTAL REVIEW
PROPOSED U/SP MERGER
Public Comments Invited"

WAS PLACED
FEBRUARY 28 -29, 1996

ARKANSAS
Little Rock AR Democrat Gazette

ARIZONA
Phoenix Republic Gazette

CALIFORNIA
Los Angeles Times
Redding Record Searchlight
Sacramento Bee
SF Chronicle
Stockton Record

COLORADO
Denver Post
Pueblo Chieftain
Rocky Mountain News

ILLINOIS
Belleville News Democrat
Chicago Tribune
Springfield State Journal-Register

IOWA
Cedar Rapids Gazette

KANSAS
Topeka Capital Journal
Wichita Times

LOUISIANA
Baton Rouge Advocate
Shreveport Times
New Orleans Times-Picayune
Lake Charles American Press

MISSOURI
Kansas City Star
St. Louis Post-Dispatch

NEBRASKA
Omaha World Record

NEVADA
Reno Gazette Journal

NEW MEXICO
Albuquerque Journal

OKLAHOMA
Oklahoma City Oklahoman

OREGON
Eugene Register Guard
Portland Oregonian
Salem Statesman Journal

TEXAS
Brownsville Herald
Amarillo News
Corpus Christi Caller Times
Dallas Morning News
El Paso Herald Post, Times
Fort Worth Star -Telegram
Houston Chronicle
Lubbock Avalanche-Journal
San Antonio Express News
Waco Tribune-Herald

UTAH
Salt Lake City Tribune

WASHINGTON
Seattle Times

WISCONSIN
Milwaukee Journal

WYOMING
Casper Star Tribune

EXHIBIT C-5
LETTERS TO PUBLIC LIBRARIES

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

SAMPLE

Section of Environmental Analysis

March 15, 1996

Nelda Antonetti
Librarian
Crittenden County Library
116 Center Street, County Office Building
Marion, Arkansas 72364

Dear Ms. Antonetti:

The Surface Transportation Board's Section of Environmental Analysis will prepare an Environmental Assessment (EA) as part of its review of the control and merger application recently filed by the Union Pacific and Southern Pacific Railroads. Your library has been selected to receive a copy of the EA to facilitate public review and comment.

The EA will address possible impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems associated with the proposed merger activities, including related rail line abandonments, rail and intermodal yard consolidations, increases in traffic density, and related rail line construction projects.

Enclosed is a Fact Sheet that provides general information about the proposed merger. We would appreciate your posting the Fact Sheet in one or more publicly accessible locations.

The EA will be issued in mid-April 1996 and distributed for a 20-day public review and comment period. We will be forwarding a copy to your library and request that you make it available for public review as soon as possible.

Should you have questions, please call Mr. Steve Brooks at the project's toll-free environmental hotline at (800) 448-7245. We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment (FACT SHEET)

TABLE C-2
PUBLIC LIBRARY LOCATIONS FOR FACT SHEET POSTING AND AVAILABILITY OF THE EA

State	County	Name of Library	Street Address	City, State Zip Code
Arizona	Cochise	Cochise County Library District	Old Bisbee High School	Bisbee, AZ 85603
	Maricopa	Phoenix Public Library	1221 N. Central Avenue	Phoenix, AZ 85604
	Pima	Florence Public Library	200 E. 8th Street	Florence, AZ 85232
	Pinal	Tucson - Pima County Library	P.O. Box 27470	Tucson, AZ 85726-7470
	Santa Cruz	Nogales - Santa Cruz County Lib.	518 Grand Avenue	Nogales, AZ 85621
	Yuma	Yuma County Library	350 S. 3rd Avenue	Yuma, AZ 85364
Arkansas	Arkansas	DeWitt Public Library	205 W. Maxwell	DeWitt, AR 72042
	Clark	Clark County Library	609 Caddo Street	Arkadelphia, AR 71923
	Clay	Piggott - Clay County Library	361 W. Main	Piggott, AR 72454
	Craighead	Craighead County & Jonesboro Lib.	315 W. Oak	Jonesboro, AR 72401
	Crittendon	Crittenden County Library	116 Center Street	Marion, AR 72364
	Cross	East Central Arkansas Regional Lib.	410 E. Merriman	Wynne, AR 72396
	Greene	N.E. Ark. Regional/ GreeneCnty Lib.	120 N. 12th Street	Paragould, AR 72450
	Jefferson	Pine Bluff and Jefferson County Lib.	200 E. 8th Avenue	Pine Bluff, AR 71601
	Miller	Southwest Arkansas Regional Lib.	500 S. Elm Street	Hope, AR 71801
	Monroe	Clarendon - Monroe County Library	123 Madison	Clarendon, AR 72029
	Nevada	Prescott - Nevada County Library	P.O. Box 613	Prescott, AR 71857
	Ouchita	Camden - Ouachita County Library	120 Harrison	Camden, AR 71701
	Poinsett	Poinsett County Library	200 N. East Street	Harrisburg, AR 72432
	Prairie	Des Arc - Prarie County Library	P.O. Box 542	Des Arc, AR 72040
	Pulaski	Central Arkansas Library	700 Louisiana Street	Little Rock, AR 72201-4698
	Woodruff	Augusta - Woodruff County Library	201 Mulberry Street	Augusta, AR 72006
California	Alemeda	Alameda County Library	2450 Stevenson Boulevard	Fremont, CA 94538-2326
	Alemeda	Oakland Public Library	125 14th Street	Oakland, CA 94612
	Butte	Butte County Library	1820 Mitchell Avenue	Oroville, CA 95966-5387
	Contra Costa	Benicia Library	150 East L Street	Benicia, CA 94510
	Contra Costa	Brentwood Library	751 3rd Street	Brentwood, CA 94513
	Contra Costa	Contra Costa Library	740 Court Street	Martinez, CA 94553
	Imperial	Imperial County Free Library	1331 S. Clark Road	El Centro, CA 92243-2282
	Lassen	Lassen County Free Library	Court House Annex, South Roop Street	Susanville, CA 96130
	Los Angeles	Long Beach Library	101 Pacific Avenue	Long Beach, CA 90822-1097
	Los Angeles	Los Angeles Public Library	630 W. 5th Street	Los Angeles, CA 90071-2097

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
California, Continued..	Los Angeles	Palmdale City Library	700 E. Palmdale Boulevard	Palmdale, CA 93550
	Los Angeles	Whittier Library	7344 Washington Avenue	Whittier, CA 90602
	Modoc	Alturas Public Library	212 W. 3rd Street	Alturas, CA 96101-3913
	Nevada	Nevada City Library	980 Helling Way	Nevada City, CA 95959-2592
	Nevada	Truckee Library	10031 Levon Avenue	Truckee, CA 96161
	Placer	Auburn Public Library	350 Nevada Street	Auburn, CA 95603-3789
	Riverside	Riverside City and County Library	3021 Franklin Avenue	Riverside, CA 92507
	Sacramento	Sacramento Public Library	828 I Street	Sacramento, CA 95814-2589
	Sacramento	Roseville Public Library	225 Taylor Street	Roseville, CA 95678-2681
	San Bernadino	San Bernardino County Library	104 W. 4th Street	San Bernardino, CA 92415
	San Bernadino	West Colton Library	656 N. 9th Street	West Colton, CA 92324
	San Bernadino	Montclair Library	9955 Fremont Avenue	Montclair, CA 91763
	San Francisco	San Francisco Public Library	Main Library - Civic Center	San Francisco, CA 94102
	San Joaquin	Manteca Public Library	320 W. Center Street	Manteca, CA 95336
	San Joaquin	Stockton - San Joaquin City Library	605 N. El Dorado Street	Stockton, CA 95202
	San Mateo	Redwood City - San Mateo Co. Lib.	1044 Middlefield Road	Redwood City, CA 94063
	Santa Clara	San Jose Public Library	180 W. San Carlos Street	San Jose, CA 95113-2096
	Shasta	Redding Library	1855 Shasta Street	Redding, CA 96001
	Sierra	Grass Valley - Sierra County Library	207 Mill Street	Grass Valley, CA 95945
	Siskiyou	Siskiyou County Public Library	719 4th Street	Yreka, CA 96097-3658
	Solano	Solano County Library	1150 Kentucky Street	Fairfield, CA 94533-5799
	Stanislaus	Stanislaus County Free Library	1500 I Street	Modesto, CA 95354
	Sutter	Sutter County Free Library	750 Forbes Avenue	Yuba City, CA 95991-3891
	Tehmama	Tehama County Library	645 Madison Street	Red Bluff, CA 96080-3383
	Yuba	Yuba County Library	303 2nd Street	Marysville, CA 95901
Colorado	Adams	Adams County Library	3992 N. Washington	Thornton, CO 80229-4537
	Arapahoe	Englewood Public Library	3400 S. Elati Street	Englewood, CO 80110
	Boulder	Boulder Public Library	1000 Canyon Road	Boulder, CO 80306
	Chafee	Salida Regional Library	405 E Street	Salida, CO 81201-2642
	Cheyenne	Burlington Library	321 14th Street	Burlington, CO 80807
	Crowley	Ordway Public Library	105 E. 4th Street	Ordway, CO 81063-1316
	Denver	Denver Public Library	1357 Broadway	Denver, CO 80203-2165
	Eagle	Eagle Valley Library	601 Capitol Street / P.O. Box 240	Eagle, CO 81613-0240
	Elbert	Elbert County Library	P.O. Box 56	Kiowa, CO 80117-0056

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Colorado, Continued...	Fremont	Canon City Public Library	516 Macon	Canon City, CO 81212
	Gilpin	Gilpin County Library	48 Summer Heaven Drive	Blackhawk, CO 80403
	Grand	Hot Sulphur Springs-Grand Co. Lib.	P.O. Box 336	Hot Sulphur Springs, CO 80451
	Jefferson	Jefferson CO. School District Lib.	13950 W. 20th Avenue	Golden, CO 80401
	Kiowa	Kiowa County Library	P.O. Box 757	Eads, CO 81036-0757
	Lake	Lake County Public Library	1115 Harrison Avenue	Leadville, CO 80461-3398
	Lincoln	Hugo Public Library	P.O. Box 427	Hugo, CO 80821-0427
	Mesa	Mesa County Public Library	530 Grand Avenue	Grand Junction, CO 81502
	Pueblo	Pueblo Library	100 E. Abriendo Avenue	Pueblo, CO 81004-4290
	Weld	The Weld Library	2227 23rd Avenue	Greeley, CO 80631
Illinois	Bureau	Princeton / Bureau County Library	15 Park Avenue West	Princeton, IL 61356
	Champaign	Urbana Free Library	201 S. Race Street	Urbana, IL 61801-3283
	Cook	Harold Washington Library Center	400 S. State Street	Chicago, IL 60605
	Cook	Dolton Public Library	14037 Lincoln	Dolton, IL 60419-1091
	DeKalb	Sycamore Public Library	103 E. State Street	Sycamore, IL 60178-1440
	DeWitt	Vespasian Warner Public Library	310 N. Quincy	Clinton, IL 1727
	Douglas	Tuscola Public Library	112 E. Sale Street	Tuscola, IL 61953
	DuPage	Wheaton Public Library	225 N. Cross Street	Wheaton, IL 60187-5376
	Henry	Cambridge Public Library	212 W. Center Street	Cambridge, IL 61238-1239
	Iriquois	Watseka Public Library	801 N. Main Street	Watseka, IL 60084
	Kane	DuPage Library System	127 S. 1st Street	Geneva, IL 60134
	Kankakee	Kankakee Public Library	304 S. Indiana Avenue	Kankakee, IL 60901
	Knox	Galesburg Public Library	40 E. Simmons Street	Galesburg, IL 61401
	Lee	Dixon Public Library	221 S. Mennepin	Dixon, IL 61021-3093
	Macoupin	Carlinville Public Library	P.O. Box 17	Carlinville, IL 62626
	Macoupin	Girard Township Library	201 W. Madison	Girard, IL 62640
	Madison	Edwardsville Public Library	112 S. Kansas Street	Edwardsville, IL 62025
	Marion	Bryan - Bennett Library	217 W. Main Street	Salem, IL 62881
	Menard	Petersburg Public Library	P.O. Box 347	Petersburg, IL 62675
	Ogle	Oregon Public Library	300 Jefferson Street	Oregon, IL 61061-1697
	Sangamon	Illinois State Library	300 S. 2nd Street	Springfield, IL 62701-1976
	St. Clair	Dockerty Public Library	220 S. 5th Street	Dupo, IL 62239
	St. Clair	East St. Louis Public Library	405 N. 9th Street	East St. Louis, IL 62201
	Vermillion	Danville Public Library	307 N. Vermilion Street	Danville, IL 61832

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
	Whiteside	Odell Public Library	202 E. Lincoln Way	Morrison, IL 61270
Illinois	Will	Joliet Public Library	150 N. Ottawa	Joliet, IL 60431
Iowa	Benton	Vinton Public Library	510 2nd Avenue	Vinton, IA 52359
	Cedar	Tipton Public Library	206 Cedar Street	Tipton, IA 52772-1753
	Clinton	Clinton Public Library	306 8th Avenue South	Clinton, IA 52732
	Harrison	Logan Public Library	121 E. 6th Street	Logan, IA 51546
	Linn	Cedar Rapids Public Library	500 1st Street S.E.	Cedar Rapids, IA 52401-2095
Kansas	Barton	Hoisington Public Library	169 S. Walnut	Hoisington, KS 67544
	Butler	Bradford Memorial Library	611 S. Washington Street	El Dorado, KS 67042
	Clark	Ashland Public Library	604 Main Street	Ashland, KS 67831
	Dickinson	Herington Public Library	102 S. Broadway	Herington, KS 67449-2634
	Dickinson	Hope - Dickinson County Library	323 N. Main	Hope, KS 67451
	Dickinson	Abilene Public Library	4th and Broadway	Abilene, KS 67410
	Ellis	Hays Public Library	1205 Main	Hays, KS 67601-3693
	Ellsworth	J.H. Robbins Memorial Library	City Library / 219 N. Lincoln	Ellsworth, KS 67439-3313
	Ford	Dodge City Public Library	1001 2nd Avenue	Dodge City, KS 67801-4484
	Gove	Gove City Library	P.O. Box 66	Gove City, KS 67736
	Harvey	Newton Public Library	720 N. Oak	Newton, KS 67114
	Kiowa	Kiowa County Library	120 S. Main	Greensburg, KS 67054
	Logan	Oakley Public Library	700 W. 3rd	Oakley, KS 67748
	Marion	Marion City Library	208 E. Santa Fe	Marion, KS 66861
	Marshall	Marysville Public Library	P.O. Box 389	Marysville, KS 66508-0389
	McPherson	McPherson Public Library	214 W. Marlin	McPherson, KS 67460
	Meade	Meade Public Library	P.O. Box 599	Meade, KS 67864
	Pratt	Pratt Public Library	P.O. Box 0	Pratt, KS 67124-1112
	Reno	Hutchinson Public Library	901 N. Main	Hutchinson, KS 67501-4492
	Russell	Russell Public Library	126 E. 6th Street	Russell, KS 67665
	Saline	Salina Public Library	301 W. Elm	Salina, KS 67401
	Segdwick	Wichita - Sedgwick County Library	223 S. Main	Wichita, KS 67202
	Seward	Liberal Memorial Library	519 N. Kansas	Liberal, KS 67901-3345
	Shawnee	Topeka & Shawnee Co. Public Lib.	1515 S.W. 10th Street	Topeka, KS 66604-1374
	Sumner	Wellington Public Library	121 7th Street	Wellington, KS 67152-3898
	Trego	Wa Keeney Public Library	408 Russell Avenue	Wa Keeney, KS 67672
	Wallace	Sharon Springs Public Library	113 W. 2nd / P.O. Box Q	Sharon Springs, KS 67758
	Wynadotte	Kansas City Public Library	625 Minnesota Avenue	Kansas City, KS 66101-2872

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Louisiana	Acadia	Acadia Parish Library	P.O. Box 1509	Crowley, LA 70526
	Allen	Kinder Public Library	P.O. Box 637	Kinder, LA 70648
	Allen	Alan Pierce Library	P.O. Box 400	Oberlin, LA 70655
	Caddo	Green Gold Library System	P.O. Box 21523	Shreveport, LA 71120
	Calcasieu	DeQuincy Library	102 W. Harrison	DeQuincy, LA
	Calcasieu	Calcasieu Parish Public Lib. System	327 Broad Street	Lake Charles, LA 70601
	DeSoto	DeSoto Parish Library	109 Crosby Street	Mansfield, LA 71052
	Evangeline	Evangeline Parish Library	P.O. Box 40	Ville Platte, LA 70586-0040
	Iberville	Iberville Parish Library	P.O. Box 736	Plaquemine, LA 70764-0736
	Jefferson	Jefferson Parish Library Dept.	P.O. Box 7490	Metairie, LA 70002
	Jefferson Davis	Jefferson Davis Parish Library	P.O. Box 356	Jennings, LA 70546-0356
	Lafayette	Lafayette Public Library	P.O. Box 3427	Lafayette, LA 70502-3427
	Pointe Coupe	Pointe Coupee Parish Lib. - New Roads Branch	201 Claiborne Street	New Roads, LA 70760-3403
	Pointe Coupe	Livonia - Pointe Coupee Par. Lib.	3130 Highway 78	Livonia, LA 70755
	Red River	Red River Parish Library	P.O. Box 1367	Coushatta, LA 71019-2008
	St Charles	St. Charles Parish Library	105 Lakewood Dr.	Luling, LA 70070
	St. Landry	Opelousas - Eunice Public Library	249 E. Grolee Street	Opelousas, LA 70570-024
	West Baton Rouge	West Baton Rouge Parish Library	830 N. Alexander	Port Allen, LA 70767-2327
Missouri	Butler	Poplar Bluff Public Library	318 N. Main Street	Poplar Bluff, MO 63901-5199
	Cass	Kansas City Public Library	311 E. 12th Street	Kansas City, MO 64106-2454
	Dunklin	Dunklin County Library	226 N. Main	Kennett, MO 63857
	Jackson	Mid-Continent Public Library	15616 E. 24th Highway	Independence, MO 64050
	New Madrid	Memorial Library	431 Mill Street	New Madrid, MO 63869
	St. Louis	St. Louis Public Library	1301 Olive Street	St. Louis, MO 63103
	Stoddard	Dexter Public Library	34 S. Elm Street	Dexter, MO 63841
	Stoddard	Bloomfield Public Library	P.O. Box 294	Bloomfield, MO 63825
Nebraska	Dodge	Keene Memor.- Fremont Public Lib.	1030 N. Broad	Fremont, NE 68025-4199
	Dougles	W. Dale Clark Library	215 S. 15th Street	Omaha, NE 68102-1629
	Gage	Beatrice Public Library	100 N. 16th Street	Beatrice, NE 68310-3996
	Lancaster	Lincoln City Libraries	136 S. 14th Street	Lincoln, NE 68508-1899
	Saunders	Wahoo Public Library	627 N. Broadway Street	Wahoo, NE 68066-1607
	Washington	Valley Public Library	210 S. 17th Street	Blair, NE 68008
Nevada	Churchill	Churchill County Library	553 S. Maine Street	Fallon, NV 89406-3382

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Nevada,	Elko	Carlin - Elko County Library	P.O. Box 1140	Carlin, NV 89822
Continued..	Elko	Elko County Library	720 Court Street	Elko, NV 89801-3397
	Eureka	Eureka County Library	P.O. Box 293	Eureka, NV 89316
	Humboldt	Humboldt County Library	85 E. 5th Street	Winnemucca, NV 89445
	Lander	Battle Mountain - Lander Co. Lib.	P.O. Box 141	Battle Mountain, NV 89820
	Lyon	Lyon County Library	20 Nevin Way	Yerington, NV 89447
	Pershing	Pershing County Public Library	P.O. Box 781	Lovelock, NV 89419
	Storey	Storey County Public Library	P.O. Box 14	Virginia City, NV
	Washoe	Washoe County Library	P.O. Box 2151	Reno, NV 89505
	Washoe	Sparks Library	1125 12th St.	Sparks, NV 89431
New Mexico	Dona Ana	Thomas Branigan Memorial Library	200 E. Picacho Avenue	Las Cruces, NM 88001-3499
	Grant	The Public Library	515 W. College Avenue	Silver City, NM 88061
	Guadalupe	Moige Memorial Library	208 5th Street	Santa Rosa, NM 88435
	Hidalgo	Lordsburg - Hidalgo County Library	208 E. 3rd Street	Lordsburg, NM 88045
	Lincoln	Rui Doso (Lincoln County) Library	P.O. Box 3539	Carrizozo, NM 88345
	Luna	Deming Public Library	301 S. Tin Avenue	Deming, NM 88030
	Otero	Alamogordo Public Library	920 Oregon Avenue	Alamogordo, NM 88310
	Quay	Kenneth Schlientz Memorial Library	602 S. 2nd Street	Tucumcari, NM 88401-2899
	Torrance	Estancia Public Library	P.O. Box 167	Estancia, NM 87016
Oklahoma	Canadian	El Reno Carnegie Library	215 E. Wade	El Reno, OK 73036-2753
	Garfield	Public Library of Enid & Garfield Co.	P.O. Box 8002	Enid, OK 73702-8002
	Grady	Chickasha Public Library	527 Iowa Avenue	Chickasha, OK 73018
	Grant	Medford Public Library	123 S. Main	Medford, OK 73759
	Jefferson	Waurika Library	98th Meridian	Waurika, OK 73573
	Kingfisher	Kingfisher Memorial Library	505 W. Will Rogers	Kingfisher, OK 73750
	Stephens	Duncan Public Library	815 Ash	Duncan, OK 73533
	Texas	Guymon Public Library	206 W. 5th Street	Guymon, OK 73942
Oregon	Clackamas	Oregon City Public Library	606 John Adams Street	Oregon City, OR 97045-2348
	Deschutes	Deschutes County Library System	507 NW Wall Street	Bend, OR 97701-2698
	Hood River	Hood River County Library	502 State Street	Hood River, OR 97031-2042
	Klamath	Klamath County Library	126 S. 3rd Street	Klamath Falls, OR 97601
	Lane	Eugene Public Library	100 W. 13th Avenue	Eugene, OR 97401
	Linn	Albany Public Library	1390 Waverly Drive S.E.	Albany, OR 97321
	Marion	Salem Public Library	P.O. Box 14810	Salem, OR 97309-5020
		Oregon Trail Library	P.O. Box 325	Heppner, OR 97836

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Oregon,	Multnomah	Multnomah County Library	205 N.E. Russell	Portland, OR 97212
Continued..	Sherman	The Dalles - Wasco County Library	722 Court Street	The Dalles, OR 97058
	Umatilla	Pendleton Public Library	214 N. Main Street	Hinkle, OR 97801-1644
Texas	Angelina	Kurth Memorial Library	101 Cotton Square	Lufkin, TX 75901
	Bexar	San Antonio Library & Inform.Center	203 S. Saint Mary's Street	San Antonio, TX 78205-2786
	Bowie	Bowie Public Library	315 W. Walnut Street	Bowie, TX 76230
	Brazoria	Brazoria County Library System	412 N. Front	Angleton, TX 77515
	Braoz	Bryan Public Library	201 E. 26th Street	Bryan, TX 77803-5356
	Callahan	Callahan County Library	Fourth & Market Street	Baird, TX 79504-5305
	Cameron	Arnulfo Oliveria Memorial Library	80 Fort Brown	Brownsville, TX 78520
	Cameron	Harlingen Public Library	400 76th Drive	Harlingen, TX 78550
	Camp	Pittsburg - Camp County Library	613 Quitman Street	Pittsburg, TX 75686-0343
	Cass	Atlanta - Cass County Library	101 W. Hiram	Atlanta, TX 75551
	Cherokee	Cherokee County Library	207 E. 6th St.	Rusk, TX 75785
	Crane	Crane County Library	701 S. Alford	Crane, TX 77704-3827
	Culberson	Van Horn - Culberson County Lib.	P.O. Box 129	Van Horn, TX 79855
	Dallam	Dallam - Hartley County Library	420 Demrock Avenue	Dalhart, TX 79022
	Dallas	Carrollton Public Library	2001 Jackson Road	Carrollton, TX 75006-1743
	Dallas	Dallas Public Library	1515 Young Street	Dallas, TX 75201-5499
	Dallas	Mesquite Public Library	300 W. Grubb Drive	Mesquite, TX 75149
	DeWitt	Cuero Public Library	207 E. Main Street	Cuero, TX 77954
	Eastland	Centennial Memorial Library	210 S. Lamar Street	Eastland, TX 76448-2794
	Ector	Ector County Library	321 W. 5th Street	Odessa, TX 79761-5066
	El Paso	El Paso Public Library	501 N. Oregon Street	El Paso, TX 79901
	Eliis	Midlothian - Ellis County Library	925 S. 9th	Midlothian, TX 76065
	Fayette	West Point Public Library	LaGrange	West Point, TX 78945
	Fayette	La Grange LIbrary	855 S. Jefferson	La Grange, TX 78945
	Fisher	Roby - Fisher County Library	P.O. Box	Roby, TX 79543
	Galveston	Rosenberg Library	2310 Sealy Avenue	San Leon, TX 77501-2296
	Harris	Harris County Public Library	8080 El Rio Street	Houston, TX 77054-4195
	Harrison	Marshall Public Library	300 S. Alamo Boulevard	Marshall, TX 75670
	Hartley	Dumas Library	124 S. Bliss	Dumas, TX 79029
	Howard	Howard County Library	312 Scurry Street	Big Spring, TX 79720-2532
	Hudspeth	Sierra Blanca - Hudspeth Co. Lib.	P.O. Box 308	Sierra Blanca, TX 79851
	Jackson	Jackson County Public Library	411 N. Wells Street	Edna, TX 77957-2734

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Texas, Continued..	Jeff Davis	Ft. Davis - Jeff Davis County Library	P.O. Box 1054	Ft. Davis, TX 79734
	Jefferson	Beaumont Public Library	P.O. Box 3827	Beaumont, TX 77704-3827
	Kaufman	Terrell Public Library	301 N. Rockwell	Terrell, TX 75160-2618
	La Vaca	Friench Simpson Memorial Library	P.O. Drawer 269	Halletsville, TX 77964-0269
	Liberty	Dayton - Liberty County Library	367 W. Houston	Dayton, TX 77535
	Martin	Martin County Library	P.O. Box 1187	Stanton, TX 79782
	Matagorda	Bay City Public Library	1100 7th Street	Bay City, TX 77414
	McLennan	McLennan County Library	1717 Austin	Waco, TX 76701-1741
	Midland	Midland County Public Library	301 W. Missouri	Midland, TX 79701-5108
	Mitchell	Mitchell County Public Library	340 Oak Street	Colorado City, TX 79512
	Montague	Decatur Public Library	1700 Highway 51 S.	Montague, TX 76234-9292
	Montgomery	Montgomery County Memorial Lib.	104 I 45 N.	Conroe, TX 77301
	Morris	Daingerfield Public Library	207 Jefferson Street	Daingerfield, TX 75638
	Nacogdoches	Nacogdoches County Library	206 E. Main	Nacogdoches, TX 75961-5212
	Nolan	Nolan County Library	206 Elm Street	Sweetwater, TX 79556
	Nueces	Corpus Christi Public Libraries	805 Comanche	Corpus Christi, TX 78401
	Orange	Orange Public Library	220 N. 5th Street	Orange, TX 77630-5796
	Palo Pinto	Boyce Ditto Public Library	2300 S.E. 7th Street	Mineral Wells, TX 76067
	Parker	Weatherford - Parker County Lib.	1214 Charles Street	Weatherford, TX 76086
	Potter	Amarillo Public Library	413 E. 4th Street	Amarillo, TX 79189-2171
	Reeves	Reeves County Library	505 S. Park Street	Pecos, TX 79772
	Robertson	Robertson County Library	P.O. Box 1027	Franklin, TX 77856
	Rovertson	Hearne - Robertson County Library	114 W. 4th Street	Hearne, TX 77859
	San Patricio	Sinton Public Library	212 E. Sinton Street	Sinton, TX 78387
	Shelby	Fannie Brown Booth Mem. Library	619 Tenaha Street	Center, TX 75935
	Sherman	Sherman County Public Library	P.O. Box 46	Stratford, TX 79084
	Smith	Tyler Public Library	201 S. College	Tyler, TX 75702-7381
	Tarrant	Fort Worth Public Library	300 Taylor Street	Fort Worth, TX 76102-7333
	Taylor	Abilene Public Library	202 Cedar Street	Abilene, TX 79601-5793
	Titus	Mount Pleasant Public Library	213 N. Madison	Mount Pleasant, TX 75455
	Upshur	Ambassador University Library	P.O. Box 111	Big Sandy, TX 79720-2532
	Van Zandt	Van Zandt County Library	317 1st Monday Lane	Canton, TX 75103
	Vistoria	Victoria Public Library	302 N. Main	Victoria, TX 77901-6592
	Ward	Ward County Library	409 S. Dwight	Monahans, TX 79756

TABLE C-2, Continued
PUBLIC LIBRARY LOCATIONS

State	County	Name of Library	Street Address	City, State Zip Code
Texas, Continued..	Webb	Laredo Public Library	1120 San Bernardo	Port Laredo, TX 78040
	Wise	Decatur Public Library	1700 Highway 51 S.	Decatur, TX 76234-9292
	Wood	Quitman Public Library	P.O. Box 77	Quitman, TX 75783-0077
Utah	Box Elder	Brigham City Library	26 E. Forest	Brigham City, UT 84302-2198
	Davis	Davis County Library	P.O. Box 115	Farmington, UT 84025
	Juab	Nephi Public Library	21 E. 100 N Street	Nephi, UT 84648
	Millard	President Millard Fillmore Library	25 S. 100 W.	Fillmore, UT 84631
	Morgan	Morgan County Library	P.O. Box 600	Morgan, UT 84050
	Salt Lake	Salt Lake City Public Library	209 E. 5th South	Salt Lake City, UT 84111-3280
	Summit	Summit County Public Library	2734 W. Rasmussen Road	Park City, UT 84098
	Utah	Provo City Library	425 W. Center	Provo, UT84601
	Webb	Weber County Library	2464 Jefferson Avenue	Ogden, UT 84401-2488
Washington	Clark	Fort Vancouver Regional Library	1007 E. Mill Plain Boulevard	Vancouver, WA 98663
	Cowlitz	Kelso Public Library	314 Academy Street	Kelso, WA 98626-4196
	King	Seattle Public Library	1000 4th Avenue	Seattle, WA 98104-1193
	Lewis	Lewis County Law Library	County Courthouse	Chehalis, WA 98532
	Pierce	Tacoma Public Library	1102 Tacoma Avenue S	Tacoma, WA 98402-2098
	Thurston	Timberland Regional Library	415 Airdustrial Way S.W.	Olympia, WA 98501-5799
Wisconsin	Milwaukee	Milwaukee Public Library	814 W. Wisconsin Avenue	Milwaukee, WI 53233-2385
Wyoming	Albany	Albany County Public Library	310 S. 8th Street	Laramie, WY 82070
	Carbon	Carbon County Library Services	Third & Buffalo	Rawlins, WY 82301
	Laramie	Laramie County Library Services	2800 Central Avenue	Cheyenne, WY 82001-2799
	Lincoln	Lincoln County Library	519 Emerald	Klemmerer, WY 83101
	Rich	Randolph City - Rich County Library	701 Main	Evanston, WY 82930
	Sweetwater	Sweetwater Co. Library Services	P.O. Box 550	Green River, WY 82935-4221
	Uinta	Uinta County Library	701 Main Street	Evanston, WY 82930

EXHIBIT C-6
LETTER TO COUNTY OFFICIALS
REGARDING PUBLIC REVIEW

(This Letter Went to All Counties Identified in Exhibit D-9, Recipients)

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

SAMPLE

Section of Environmental Analysis

March 25, 1996

Mr. Cardon Berry
Board of Commissioners Chair
Kiowa County
P.O. Box 591
Eads, CO 81036

Dear Mr. Berry:

As we indicated to you in our letter of January 29, 1996, the Surface Transportation Board's Section of Environmental Analysis is preparing an Environmental Assessment (EA) as part of its review of the control and merger application filed on November 30, 1995 by the Union Pacific and Southern Pacific Railroads.

The EA will address possible impacts on air quality, noise levels, water quality, safety, biological resources, hazardous materials, and/or transportation systems associated with the proposed merger activities, including related rail line abandonments, rail and intermodal yard consolidations, increases in traffic density, and related rail line construction projects.

The EA will be issued in mid-April 1996 and distributed for a 20-day public review and comment period. We will be forwarding two copies to you and request that you make at least one copy available for public review.

Also enclosed is a Fact Sheet that provides general information about the proposed merger. Should you have questions, please call Mr. Steve Brooks at the project's toll-free environmental hotline at (800) 448-7246. We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment (FACT SHEET)

APPENDIX D

SAMPLE CONSULTATION LETTERS AND RECIPIENTS

EXHIBIT D-1

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

Section of Environmental Analysis SAMPLE

January 29, 1996

Mr. Ronald M. Jaeger
Area Director
Bureau of Indian Affairs
2800 Cottage Way
Sacramento, CA 95825

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Jaeger:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[1]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier.

In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

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[1] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

SAMPLE

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Impacts to American Indian populations, lands, and culture.
- Information on sensitive resources.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF LETTER:

BUREAU OF INDIAN AFFAIRS

Mr. Walter Mills
Area Director
Bureau of Indian Affairs Phoenix Area Office
P.O. Box 10
Phoenix AZ 85001

Mr. Ronald M. Jaeger
Area Director
Bureau of Indian Affairs Sacramento Area Office
2800 Cottage Way
Sacramento CA 95825

Ms. Denise Homer
Area Director
Bureau of Indian Affairs Minneapolis Area Office
331 S. 2nd Avenue
Minneapolis MN 55401

Mr. Keith Beartusk
Area Director
Bureau of Indian Affairs Billings Area Office
316 N. 26th Street
Billings, MT 59101

Mr. Patrick A. Hayes
Area Director
Bureau of Indian Affairs Albuquerque Area Office
P.O. Box 26567
Albuquerque NM 87125

Mr. Wilson Barber
Area Director
Bureau of Indian Affairs Navajo Area Director
P.O. Box 1060
Gallup NM 87305

Mr. Bill Collier
Area Director
Bureau of Indian Affairs Anadarko Area Office
P.O. Box 368
Anadarko OK 73005

Mr. Bill Collier
Area Director
Bureau of Indian Affairs Muskogee Area Office
101 N. 5th Street
Muskogee OK 74401

Mr. Stanley Speaks
Area Director
Bureau of Indian Affairs Portland Area Office
911 N.E. 11th Street
Portland OR 97232

Mr. Joe Walker
Area Director
Bureau of Indian Affairs Aberdeen Area Office
115 4th Avenue S.E.
Aberdeen SD 57401

Ms. Nancy Jemison
Acting Area Director
Bureau of Indian Affairs Eastern Area Office
3701 N. Fairfax Drive, Mailstop: VASQ 260
Arlington VA 22203

EXHIBIT D-2

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

Section of Environmental Analysis

SAMPLE

January 29, 1996

General Bruce K. Scott
Commander
U.S. Army Corps of Engineers
630 Samsome Street, Room 720
San Francisco, CA 94111

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear General Scott:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[2]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

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[2] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Identification of permit requirements under Section 404 or other applicable sections of the Clean Water Act.
- Impacts to jurisdictional wetlands and/or other water resources.
- Impacts to 100-year floodplains.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER:

CORPS OF ENGINEERS

General Bruce K. Scott
Commander
U.S. Army Corps of Engineers
630 Samsome Street, Room 720
San Francisco, CA 94111

Colonel James Vaneeps
Commander
U.S. Army Corps of Engineers
111 N. Canal Street, Suite 600
Chicago, IL 60606

Mr. Robert B. Flowers
Commander
U.S. Army Corps of Engineers
1400 Walnut Street
Vicksburg, MS 39181

Colonel Richard W. Craig
Commander
U.S. Army Corps of Engineers
12565 W. Center Road
Omaha, NE 68144

Colonel Alexander R. Jansen
Commander
U.S. Army Corps of Engineers
550 Main Street
Cincinnati, OH 45201

Major General Russell L. Fuhrman
Commander
U.S. Army Corps of Engineers
P.O. Box 2870
Portland, OR 97208

Colonel James P. King
Commander
U.S. Army Corps of Engineers
1114 Commerce Street
Dallas, TX 75242

EXHIBIT D-3

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

Section of Environmental Analysis

SAMPLE

January 29, 1996

Mr. Dennis P. Grams
Regional Administrator
U.S. Environmental Protection Agency
726 Minnesota Avenue
Kansas City, MO 66101

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Grams:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[3]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

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[3] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

SAMPLE

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Air quality standards and current attainment and nonattainment status under the Clean Air Act for locations along the rail corridors as well as proposed abandonment and construction sites.
- Impacts to water quality as a result of the proposed merger.
- Impacts to any sole-source aquifers.
- Impacts to any hazardous materials treatment, storage, or disposal facilities.
- Identification of any National Priority hazardous material sites near the UP/SP rail corridors or proposed abandonment and construction sites.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

SAMPLE

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER

US ENVIRONMENTAL PROTECTION AGENCY

Ms. Felicia Markus
Regional Administrator
U.S. Environmental Protection Agency
215 Fremont Street
San Francisco, CA 94105

Mr. William P. Yellowtail
Regional Administrator
Attn: Nancy Mangone (added 2/7/96)
U.S. Environmental Protection Agency
999 18th Street, Suite 500
Denver, CO 80202-2466

Mr. Valdus Adamkus
Regional Administrator
U.S. Environmental Protection Agency
230 S. Dearborn Street
Chicago, IL 60604

Mr. Dennis P. Grams
Regional Administrator
U.S. Environmental Protection Agency
726 Minnesota Avenue
Kansas City, MO 66101

Ms. Jane N. Saginaw
Regional Administrator
U.S. Environmental Protection Agency
1455 Ross Avenue, Suite 1200
Dallas, TX 75202

Mr. Charles C. Clarke
Regional Administrator
U.S. Environmental Protection Agency
1200 6th Avenue
Seattle, WA 98101

EXHIBIT D-4

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

Section of Environmental Analysis

SAMPLE

January 29, 1996

Mr. Ralph O. Morgenweck
Regional Director
U.S. Fish and Wildlife Service
P.O. Box 25486
Denver, CO 80225

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Morgenweck:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[4]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

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[4] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

SAMPLE

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Impacts to federally-listed endangered or threatened species or areas designated as critical habitat.
- Identification of protected species located proximate to UP/SP rail corridors or proposed abandonment and construction sites.
- Identification of critical habitats proximate to UP/SP rail corridors or proposed abandonment and construction sites.
- Identification of wildlife refuges or protected parks proximate to the UP/SP rail corridors or proposed abandonment and construction sites.
- Impacts to fish or wildlife resources.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis,

about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

SAMPLE

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER

US FISH & WLIDLIFE SERVICE

Mr. Ralph O. Morgenweck
Regional Director
U.S. Fish and Wildlife Service
P.O. Box 25486
Denver, CO 80225

Ms. Noreen Clough
Regional Director
U.S. Fish and Wildlife Service
1875 Century Boulevard, Suite 200
Atlanta, GA 30345

Mr. William F. Hartwig
Regional Director
U.S. Fish and Wildlife Service
1 Federal Drive
Ft. Snelling, MN 55111

Ms. Nancy M. Kaufman
Regional Director
U.S. Fish and Wildlife Service
P.O. Box 1306
Albuquerque, NM 87102

Mr. Michael J. Spear
Regional Director
U.S. Fish and Wildlife Service
911 NE 11th Avenue
Portland, OR 97232-4181

ADDED 2/5/96 per request of Regional Office:

Field Supervisor
U.S. Fish and Wildlife Service
2105 Osuna Road NE
Albuquerque, NM 87113

Field Supervisor
U.S. Fish and Wildlife Service
2321 West Royal Palm Road, Suite 103
Phoenix, AZ 85021-4957

Field Supervisor
U.S. Fish and Wildlife Service
222 South Houston, Suite A
Tulsa, OK 74127

Office of the State Administrator
U.S. Fish and Wildlife Service
10711 Burnet Road, Suite 301
Austin, TX 78758

Ecological Services Austin Field Office
U.S. Fish and Wildlife Service
10711 Burnet Road, Suite 200
Austin, TX 78758

Field Supervisor
U.S. Fish and Wildlife Service
711 Stadium Drive East, Suite 252
Arlington, TX 76011

Field Supervisor
U.S. Fish and Wildlife Service
17629 El Camino Real, Suite 211
Houston, TX 77058

Field Supervisor
U.S. Fish and Wildlife Service
6300 Ocean Drive, Campus Box 338
Corpus Christi, TX 78412

EXHIBIT D-5

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

Section of Environmental Analysis SAMPLE

January 29, 1996

Mr. Roger Kennedy
Director
Department of the Interior
1849 C Street NW
Washington, DC 20240

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Kennedy:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[5]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

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[5] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please identify any parks or parkways nearby or potentially affected.

We are contacting the State Historic Preservation Officer for each affected state in regard to historical and cultural resources.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to

assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

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We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER

NATIONAL PARK SERVICE

Mr. Stanley T. Albright
Regional Director
National Park Service
600 Harrison Street, Suite 600
San Francisco, CA 94107

Mr. John E. Cooke
Field Director
National Park Service
P.O. Box 25287
Denver, CO 80225-0287

Mr. Robert M. Baker
Field Director (attn: Rachel Wheeles)
National Park Service
75 Spring Street SW, Suite 1094
Atlanta, GA 30303

Mr. William Schenk
Field Director
National Park Service
1709 Jackson Street
Omaha, NE 68102

Mr. Roger Kennedy
Director
Department of the Interior
1849 C Street NW
Washington, DC 20240

EXHIBIT D-6

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

Section of Environmental Analysis SAMPLE

January 29, 1996

Mr. Humberto Hernandez
State Conservationist
USDA Natural Resources Conservation Service
3003 N. Central Avenue, Suite 800
Phoenix, AZ 85012-2945

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Hernandez:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[6]

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- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Air quality standards and current attainment and nonattainment status under the Clean Air Act for locations along the rail corridors as well as proposed abandonment and construction sites.
- Impacts to water quality as a result of the proposed merger.
- Impacts to any sole-source aquifers.
- Impacts to any hazardous materials treatment, storage, or disposal facilities.
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Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

SAMPLE

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We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER

NATURAL RESOURCES CONSERVATION SERVICE

Mr. Humberto Hernandez
State Conservationist
USDA Natural Resources Conservation Service
3003 N. Central Avenue, Suite 800
Phoenix, AZ 85012-2945

Mr. Thomas Wehri
State Conservationist
USDA Natural Resources Conservation Service
5404 Federal Building
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Mr. Hershel R. Read
State Conservationist
USDA Natural Resources Conservation Service
2121-C Second Street, Suite 102
Davis, CA 95616-5475

Mr. Duane L. Johnsen
State Conservationist
USDA Natural Resources Conservation Service
655 Parfet Street, Room E200C
Lakewood, CO 80215-5517

Mr. Thomas Christensen
State Conservationist
USDA Natural Resources Conservation Service
1902 Fox Drive
Champaign, IL 61820

Mr. Leroy Brown
State Conservationist
USDA Natural Resources Conservation Service
Federal Building, Suite 693
210 Walnut Street
Des Moines, IA 50309

Mr. James N. Habiger
State Conservationist
USDA Natural Resources Conservation Service
760 South Broadway
Salina, KS 67401

Mr. Donald W. Gohmert
State Conservationist
USDA Natural Resources Conservation Service
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Alexandria, LA 71302

Mr. Russell Mills
State Conservationist
USDA Natural Resources Conservation Service
Parkade Center, Suite 250
601 Business Loop (70W)
Columbia, MO 65203-2546

Mr. Stephen K. Chick
State Conservationist
USDA Natural Resources Conservation Service
100 Centennial Mall N., Suite 152
Lincoln, NE 68508-3866

Mr. William D. Goddard
State Conservationist
USDA Natural Resources Conservation Service
Building F, Suite 201
5301 Longley Lane
Reno, NV 89511

Mr. Rosendo Trevino
State Conservationist
USDA Natural Resources Conservation Service
6200 Jefferson NE
Albuquerque, NM 87109

NRCS CONTINUED

SAMPLE

Mr. Robert N. Jones
Acting State Conservationist
USDA Natural Resources Conservation Service
100 USDA, Suite 203
Stillwater, OK 74074

Mr. Bob Graham
State Conservationist
USDA Natural Resources Conservation Service
101 SW Main Street, Suite 1300
Portland, OR 97204

Mr. Harry W. Oneth
State Conservationist
USDA Natural Resources Conservation Service
Poage Federal Building
101 S. Main Street
Temple, TX 76501-7682

Mr. Phillip J. Nelson
State Conservationist
USDA Natural Resources Conservation Service
P.O. Box 11350
Salt Lake City, UT 84147

Ms. Lynn A. Brown
State Conservationist
USDA Natural Resources Conservation Service
W 316 Boone Avenue, Suite 450
Spokane, WA 99201-2348

Ms. Patricia Leavenworth
State Conservationist
USDA Natural Resources Conservation Service
6516 Watts Road, Suite 200
Madison, WI 53719-2726

Mr. Lincoln E. Burton
State Conservationist
USDA Natural Resources Conservation Service
100 East B Street, Room 3124
Casper, WY 82601

EXHIBIT D-7

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

Section of Environmental Analysis

SAMPLE

January 29, 1996

Mr. Russell F. Rhoades
Director
Department of Environmental Quality
3033 North Central Avenue
Phoenix, AZ 85012

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Rhoades:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[7]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

---

[7] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DSITRIBUTION OF THIS LETTER

STATE CLEARINGHOUSE/ EQUIVALENTS

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Springfield, IL 62706

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EXHIBIT D-8

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

Section of Environmental Analysis

SAMPLE

January 29, 1996

Mr. Jeffrey M. Dean
State Historic Society of Wisconsin
816 State Street
Madison, WI 53706

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Dean:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[8]

The Board's Section of Environmental Analysis (SEA) requests your comments on the potential environmental impacts of the proposed merger to assist us in conducting the environmental review process required by the National Environmental Policy Act (NEPA). As part of this process, it is essential that we consult with agencies or organizations that may have specific interest in or knowledge of the potential environmental impacts.

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. This rerouting could cause increased traffic on some rail line segments and decreased traffic on other segments. Also, there could be increased activity on certain rail segments due to diversion from non-rail transportation modes such as motor carrier. In addition, local truck traffic could increase or decrease as a result of consolidating rail yards and intermodal facilities. Further, other railroads and/or other parties may seek trackage rights, rail line acquisitions, and new rail line connections as part of this proposed merger.

Rail line abandonments are planned as part of the proposed merger. Seventeen rail lines in eight states (AR, CA, CO, IL, KS, LA, TX, UT), involving approximately 600 miles of track, would be abandoned.

The proposed merger would require a number of rail line construction projects. These involve 25 new rail

---

[8] The ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (the Act), which was enacted on December 29, 1995 and took effect on January 1, 1996, abolished the Interstate Commerce Commission and transferred its railroad merger approval functions to the Surface Transportation Board.

line connections in eight states (AR, CA, CO, IL, KS, LA, MO, TX) that would require construction outside existing rights-of-way. Other merger-related activities would include the construction, consolidation, or phaseout of intermodal facilities as well as the closure of existing rail yards.

As noted above, we are soliciting your comments regarding the potential environmental impacts of the proposed merger and related abandonments and constructions. In your comments, please address those areas of environmental concerns that pertain to your jurisdiction. These may include the following environmental impact areas:

- Existing local, regional, and national transportation systems.
- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

Also, please include in your comments the following:

- Identification of recorded historic, archaeological or cultural resources along or proximate to the UP/SP rail corridors or proposed abandonment and construction sites.
- Level of historic review conducted for all recorded sites.
- Identification of sites listed in or eligible for listing in the National Register of Historic Places, with site boundary maps if available.

Because of the expedited time frames required for this project, we must issue in **April** an Environmental Assessment analyzing the potential impacts of the proposed merger. Under these circumstances, we can provide you with only **20** days to comment on the Environmental Assessment. Accordingly, we are seeking your assistance as quickly as possible in identifying and addressing environmental issues. Your comments on the proposed merger should be submitted by **February 15, 1996**. This will allow us to incorporate your comments and to include a record of consultation and coordination efforts in the Environmental Assessment.

Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis/ Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist

SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

STATE HISTORIC PRESERVATION OFFICERS

Mr. James Garrison
Historic Preservation Officer
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Phoenix, AZ 85007

Ms. Cathy Slater
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Topeka, KS 66612

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Carson City, NV 89710

Mr. Mike Taylor
Director
Office of Cultural Affairs
Historic Preservation Division
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Las Cruces, NM 88004

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Executive Director
Oklahoma Historic Society
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Historic Preservation Officer
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Executive Director
Texas Historical Commission
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Austin, TX 78711

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Salt Lake City, UT 84101

Mr. David Nicandri
Director
Washington Historical Society
315 N. Stadium Way
Tacoma, WA 98403

Mr. Jeffrey M. Dean
State Historic Society of Wisconsin
816 State Street
Madison, WI 53706

Mr. John Keck
Historic Preservation Division
Department of Commerce
6101 Yellowstone Road
Cheyenne, WY 82002

EXHIBIT D-9

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

Section of Environmental Analysis SAMPLE

January 29, 1996

Mr. Cardon Berry
Board of Commissioners Chair
Kiowa County
P.O. Box 591
Eads, CO 81036

Re: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Mr. Berry:

On November 30, 1995, the Union Pacific Railroad Company (UP) and the Southern Pacific Transportation Company (SP) applied to the Interstate Commerce Commission (ICC) for authority to merge their operations into a single Union Pacific Railroad Company. The proposed merger is intended to improve service capabilities and operating efficiencies. This proposed merger now requires the approval of the Surface Transportation Board (STB or Board). The STB retains the former ICC's merger review authority.[9]

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---

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SAMPLE

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- Local land use, including parks and refuges.
- Energy use.
- Air emissions and ambient air quality conditions.
- Noise.
- Public health and safety, including hazardous materials.
- Biological resources, including threatened or endangered species.
- Water resources, including water quality and wetlands.
- Historic, cultural, or archaeological resources.
- American Indian populations, lands, and cultures.

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Please submit your comments by **February 15, 1996** to:

Elaine K. Kaiser UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760 - Comments

To help ensure your timely response, we have prepared specific information, on a state-by-state basis, about the proposed merger. Attachment 1, "Union Pacific/Southern Pacific Proposed Merger Environmental Information Package," contains descriptions of merger-related actions and maps indicating locations of potential environmental impacts.

De Leuw, Cather & Company (De Leuw, Cather) is acting as an independent "third party consultant" to assist SEA in conducting the environmental review process and in preparing the environmental documentation for this project as required by NEPA. We have assigned an environmental coordinator from De Leuw, Cather to assist you in your review as needed. He or she will contact you within the week to ensure your receipt of this request and to provide you with assistance.

Please note that the railroads' environmental consultant (Dames & Moore, Inc.) may have contacted you previously on behalf of UP and SP in the preparation of the environmental report, which has been submitted to the Board with the UP/SP merger application. If your office has already responded to a previous request for information related to this project from Dames & Moore, that response will be verified by our staff and incorporated into our environmental analysis.

If you have questions about the proposed merger or our environmental review process, please call Ms. Phillis Johnson-Ball, SEA's UP/SP Environmental Project Manager, at (202) 927-6213. If you have questions concerning agency coordination and responses, or need specific information about the proposed merger and the related abandonments and constructions, please call Mr. Steve Brooks of De Leuw, Cather at (703) 352-1163. Also, you may leave a recorded message at (800) 448-7246.

We appreciate your cooperation and assistance in the environmental review process for the proposed UP/SP merger.

Sincerely,

Elaine K. Kaiser
Chief, Section of Environmental Analysis

Attachment

DISTRIBUTION OF THIS LETTER TO
AFFECTED COUNTIES (in Aplha Crder by County Name)

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Mr. Tom Rawles
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Maricopa County
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EXHIBIT D-10
SAMPLE OF ATTACHMENT SENT TO AGENCIES

(CALIFORNIA SHOWN AS AN EXAMPLE; EACH AGENCY RECEIVED MATERIALS APPROPRIATE TO ITS JURISDICTION)

ATTACHMENT 1:

STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

1. RAIL LINE SEGMENTS

The proposed merger of the UP and SP railroads would create a single railroad company with more than 35,000 miles of track operating in 24 states. It would result in the rerouting of train traffic within the consolidated system. Rerouting could cause increased traffic on some segments and decreased traffic on other segments. There also could be increased activity on certain rail line segments due to diversion from non-rail transportation modes such as motor carrier as well as other railroads. These changes in rail traffic may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

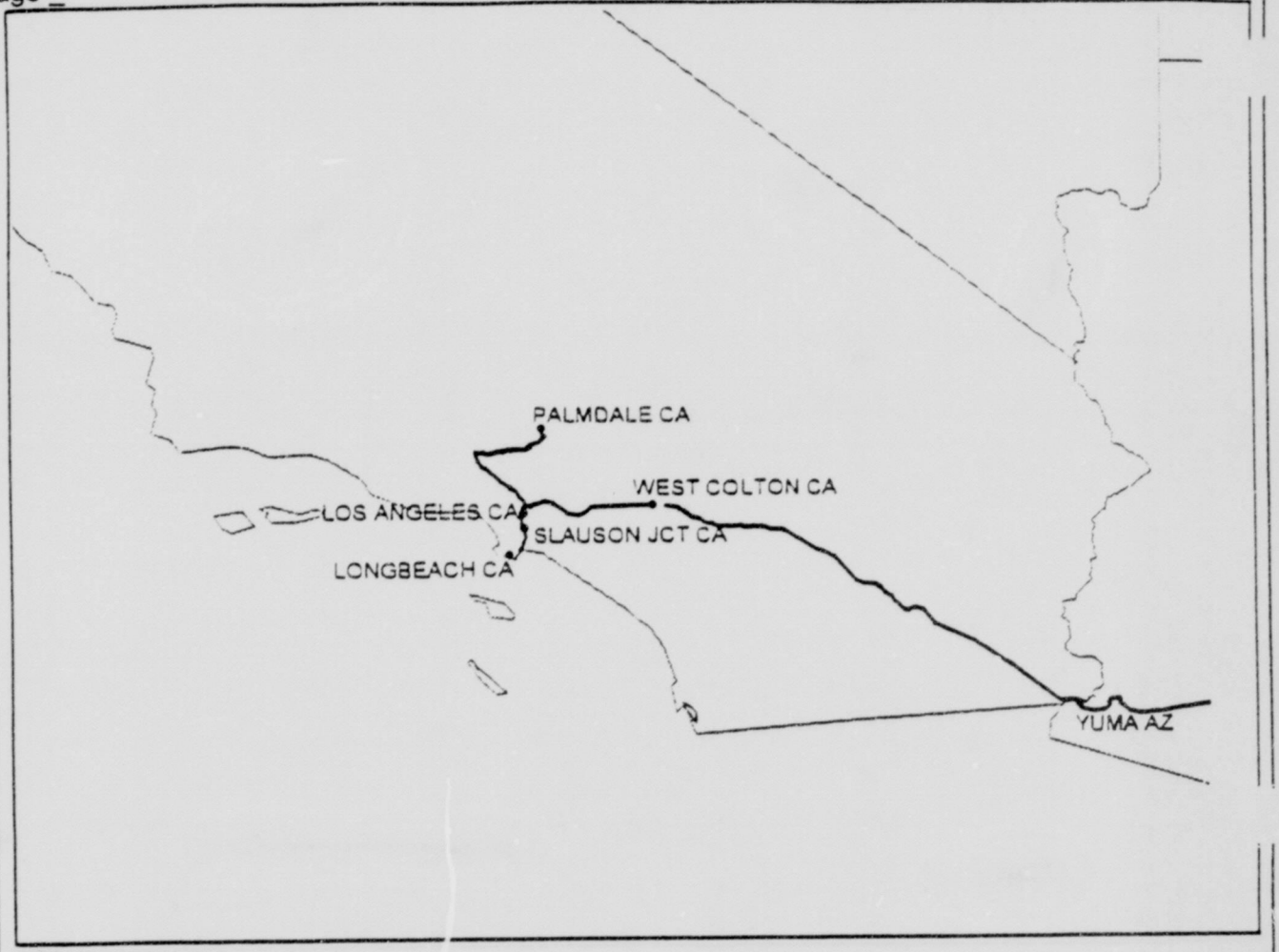
Rail line segments that could experience increased traffic volumes sufficient to warrant evaluation of potential environmental impacts in California include:

Location	Owner
Long Beach to Slauson Junction	SP
Slauson Junction to Los Angeles	SP
Palmdale to West Colton	SP
West Colton to Yuma, AZ	SP
Niles Junction to Oakland	UP
Oakland to Martinez	SP
Martinez to Stockton/Lathrop	SP
Stockton/Lathrop to Sacramento	UP
Sacramento to Roseville	SP
Roseville to Sparks, NV	SP
Roseville to Marysville	SP
Marysville to Dunsmuir	SP
Dunsmuir to Klamath Falls, OR	SP

Maps of these rail line segments are provided on the following pages.

To accommodate increased traffic, rail line segments may require capacity improvements such as double tracking, siding extensions, and/or bridge and tunnel modifications.

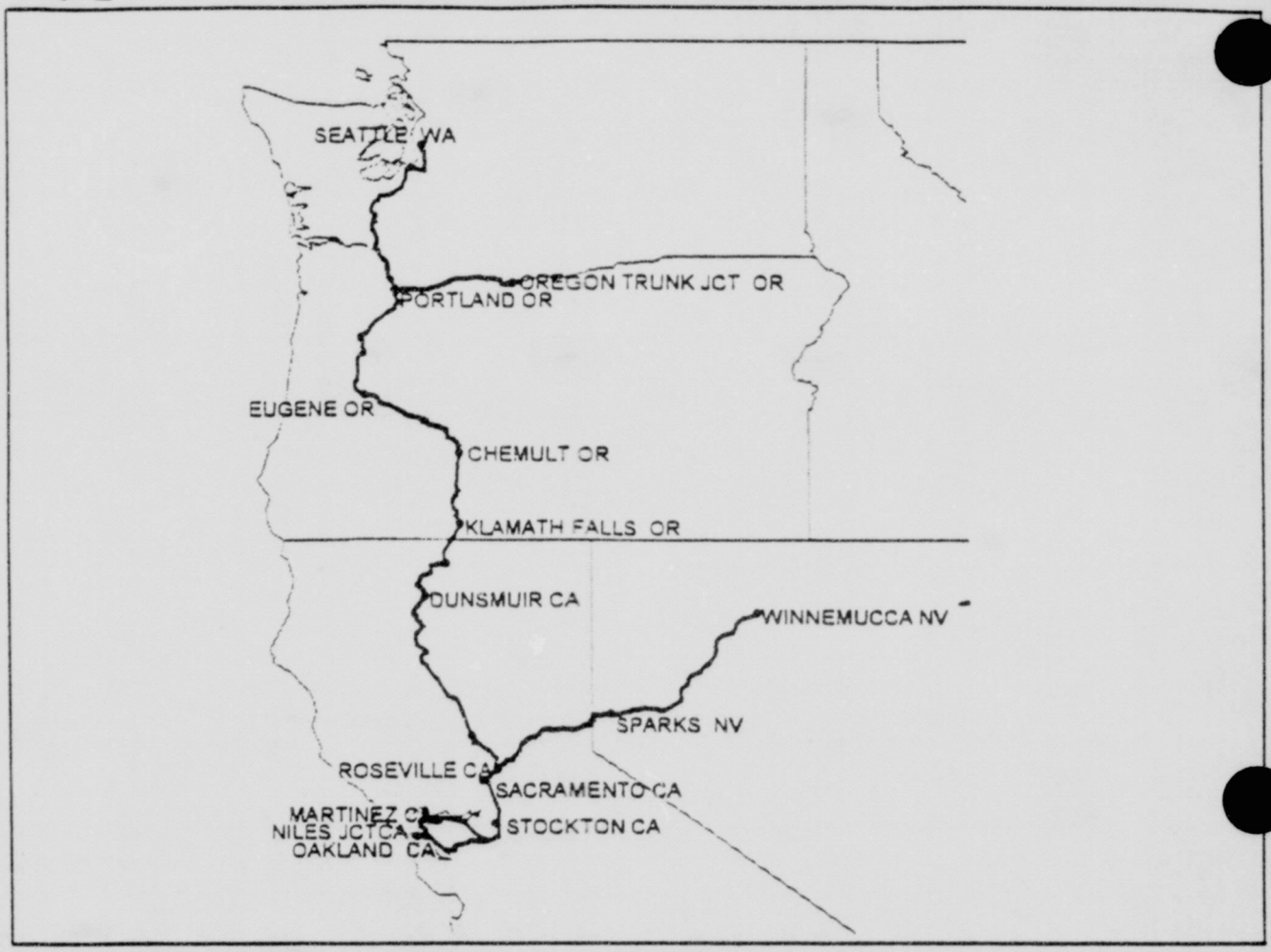
Figure 1-3
Rail Line Segments
California (Southern)



LEGEND

- Nodes
- Rail Lines
- State Border

Figure 1-4
Rail Line Segments
California (Northern), Nevada, Oregon, Washington



LEGEND

- Nodes
- Rail Lines
- State Border

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ATTACHMENT 1:

STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

2. RAIL YARDS

The consolidation of operations and rerouting of trains associated with the proposed merger could result in increases or decreases in traffic. As a result, rail yards could be expanded or closed. Changes in rail yard activity may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

Rail yards that may warrant evaluation of potential environmental impacts in California include:

- Lathrop (Increased Traffic to Existing SP Rail Yard).
- Los Angeles Basin (Phaseout of SP "J" Yard; Phaseout of SP Valla Automotive Facility).
- Martinez (Increased Traffic to Existing SP Rail Yard).
- Montclair (Increased Traffic to Existing UP Rail Yard).
- Niland (Increased Traffic to Existing SP Rail Yard).
- Oakland (Phaseout of UP Auto Facility).
- Roseville (Upgrade and Expand Existing SP Rail Yard).
- Sacramento
  - Haggin Yard (Increased Traffic to UP/SP Facility).
  - South Sacramento (Increased Traffic to UP Facility).
  - SP Yard (Phaseout of SP Facility).
- Stockton (Phaseout of SP Facility).

Maps depicting the location and sites of these rail yards are provided on the following pages.

FIGURE 2-5
RAIL YARDS
IN CALIFORNIA

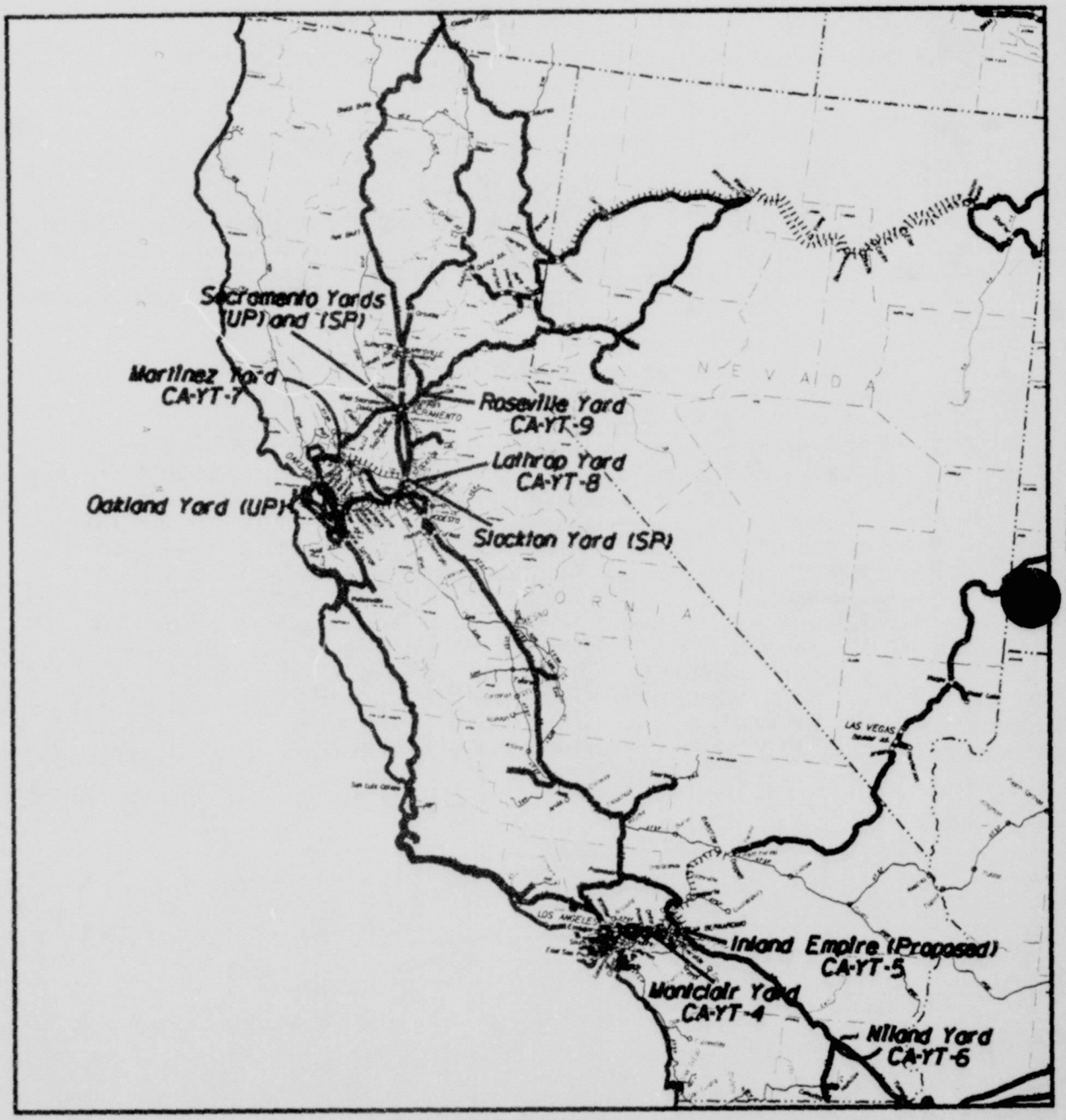


FIGURE 2-6
LATHROP, CALIFORNIA
RAIL YARD

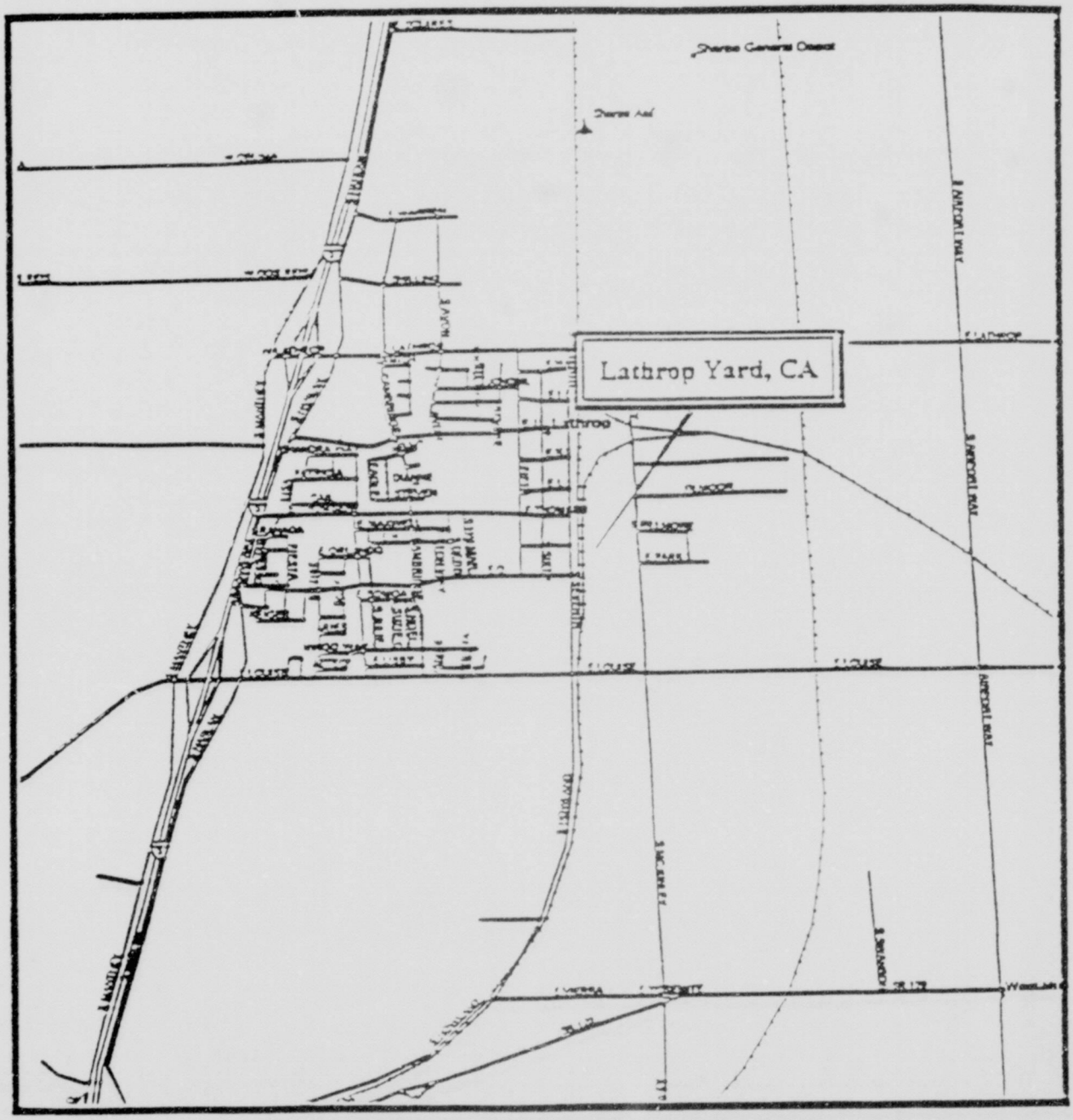


FIGURE 2-7
MARTINEZ, CALIFORNIA
RAIL YARD

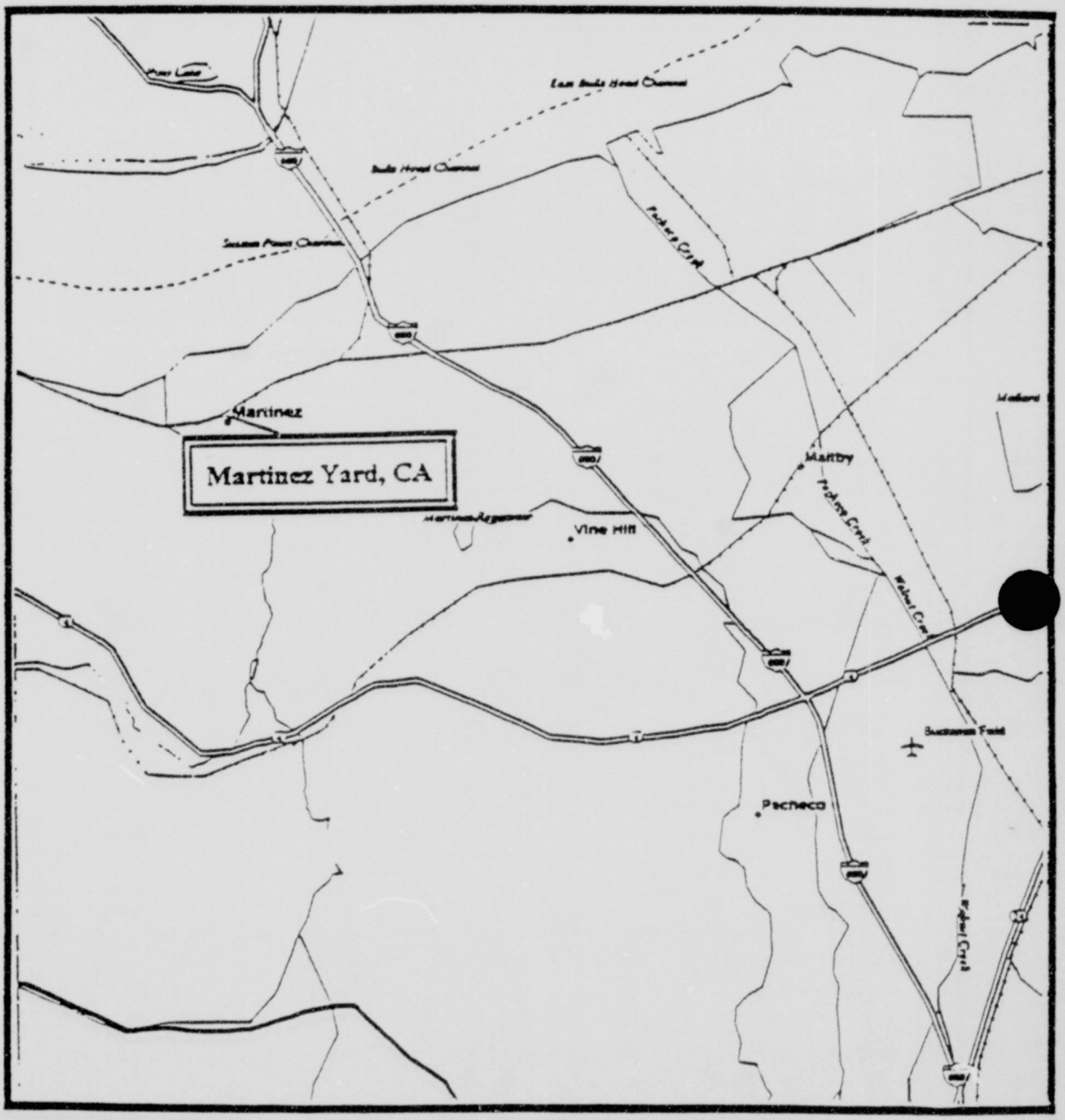


FIGURE 2-8
MONTCLAIR, CALIFORNIA
RAIL YARD

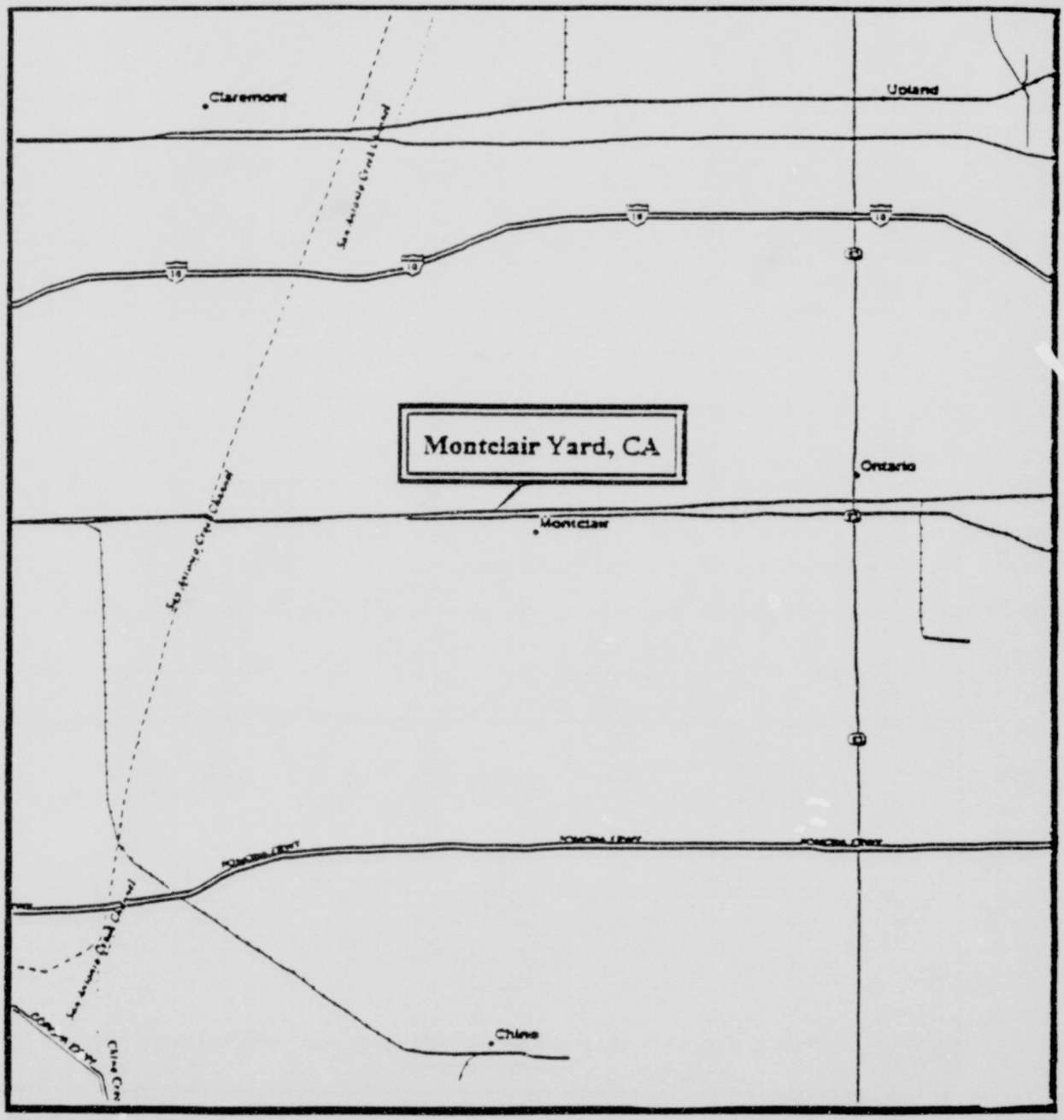


FIGURE 2-9
NILAND, CALIFORNIA
RAIL YARD

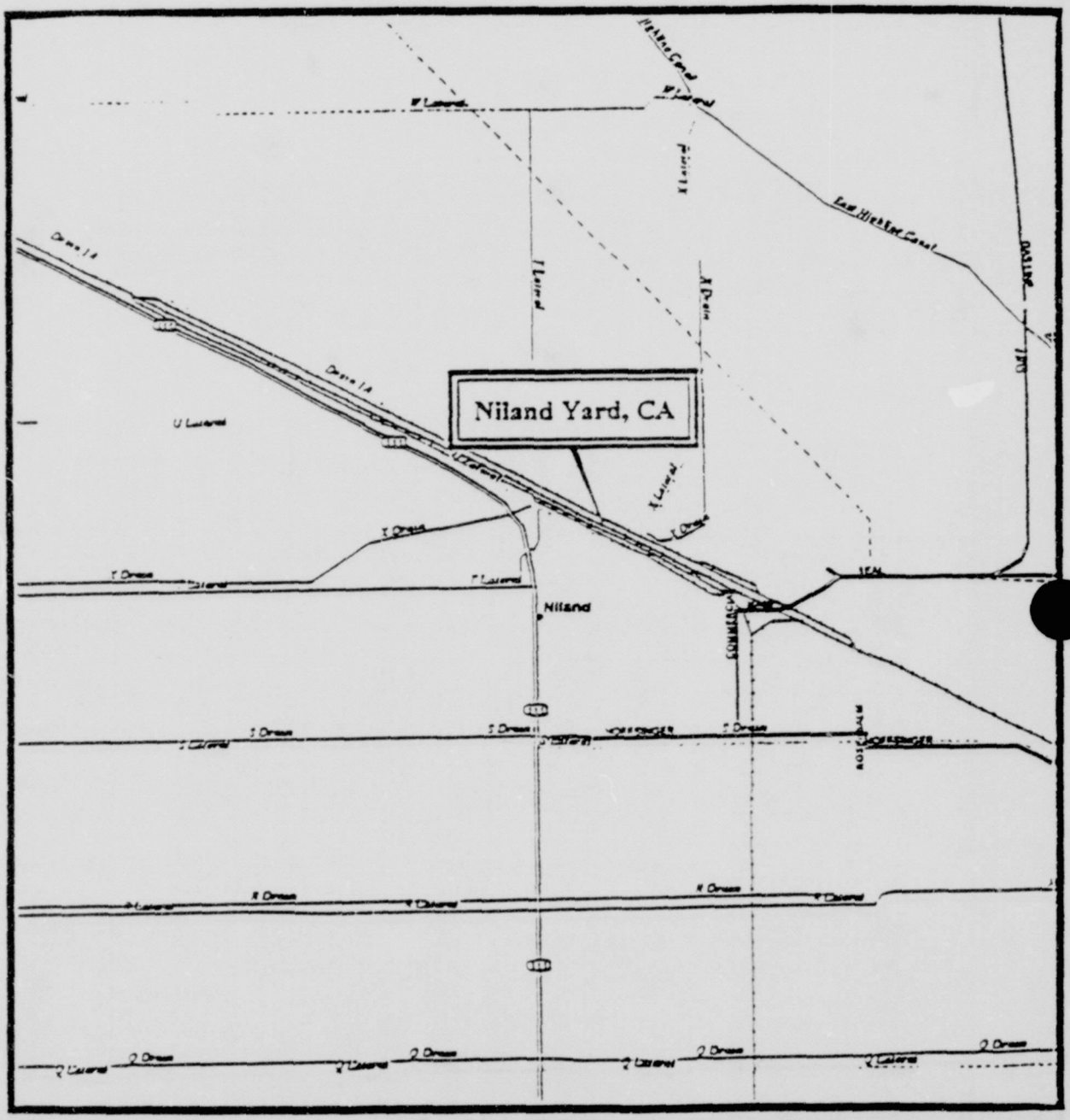
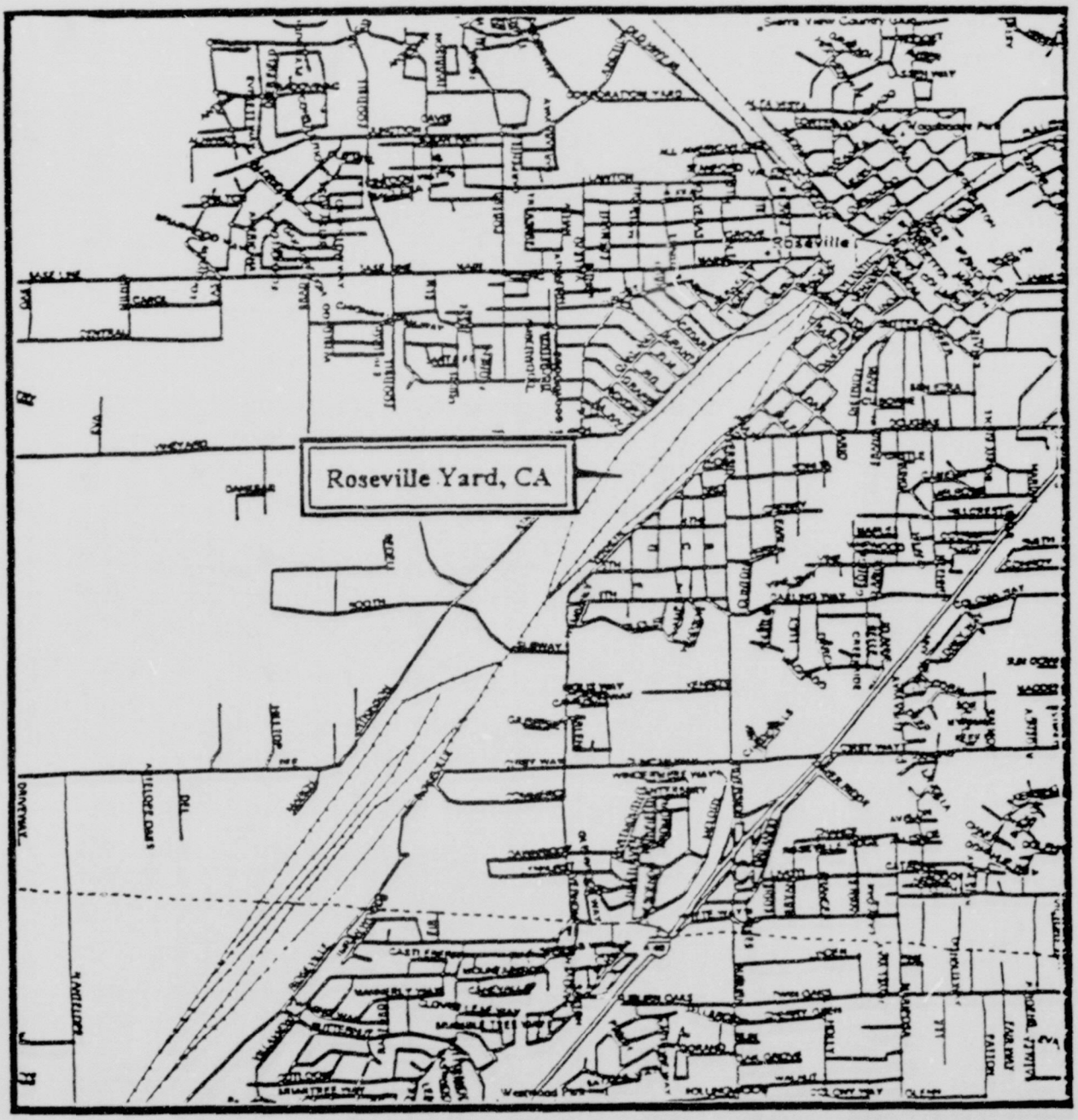


FIGURE 2-10
ROSEVILLE, CALIFORNIA
RAIL YARD



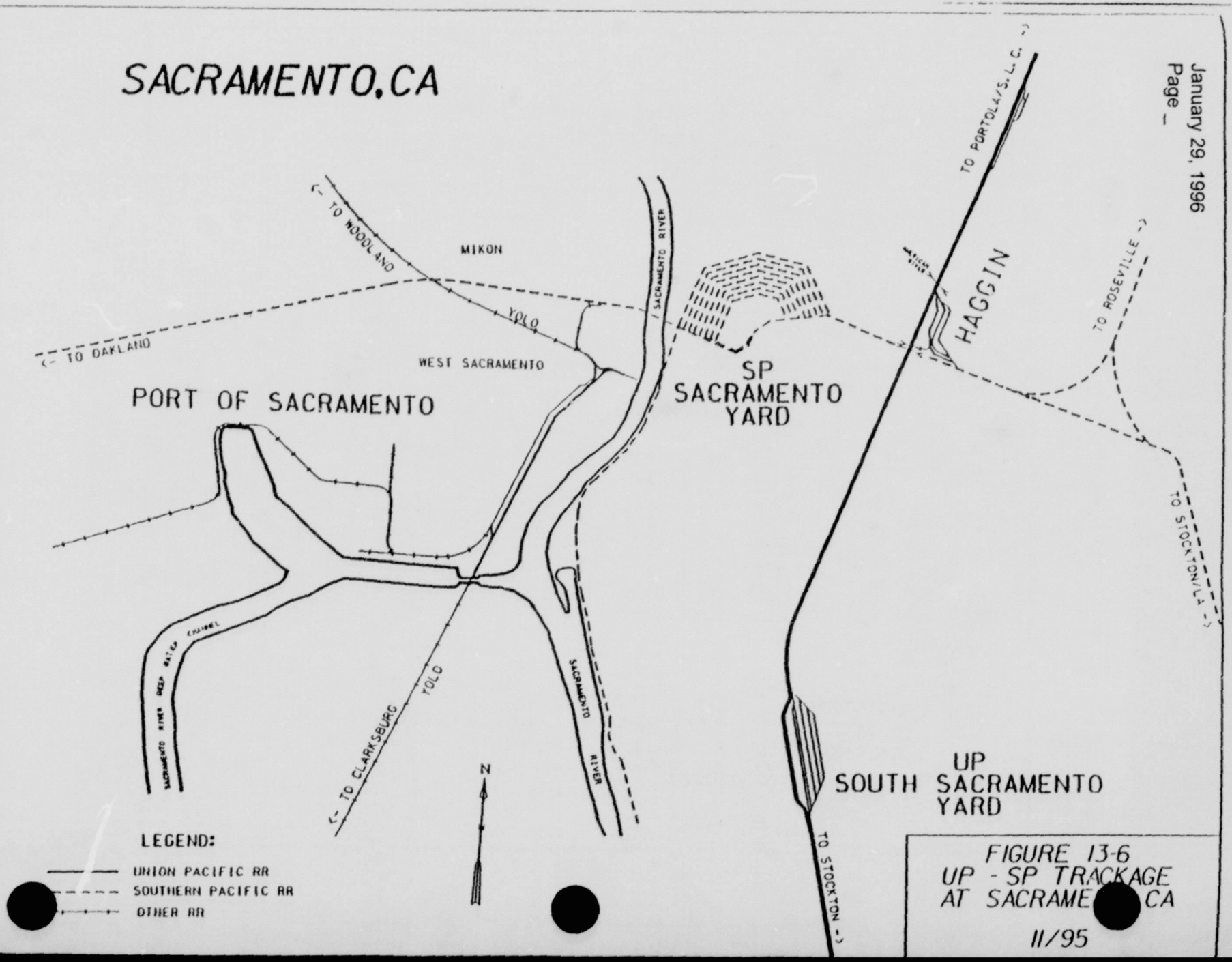


FIGURE 13-6
UP - SP TRACKAGE
AT SACRAMENTO, CA
11/95

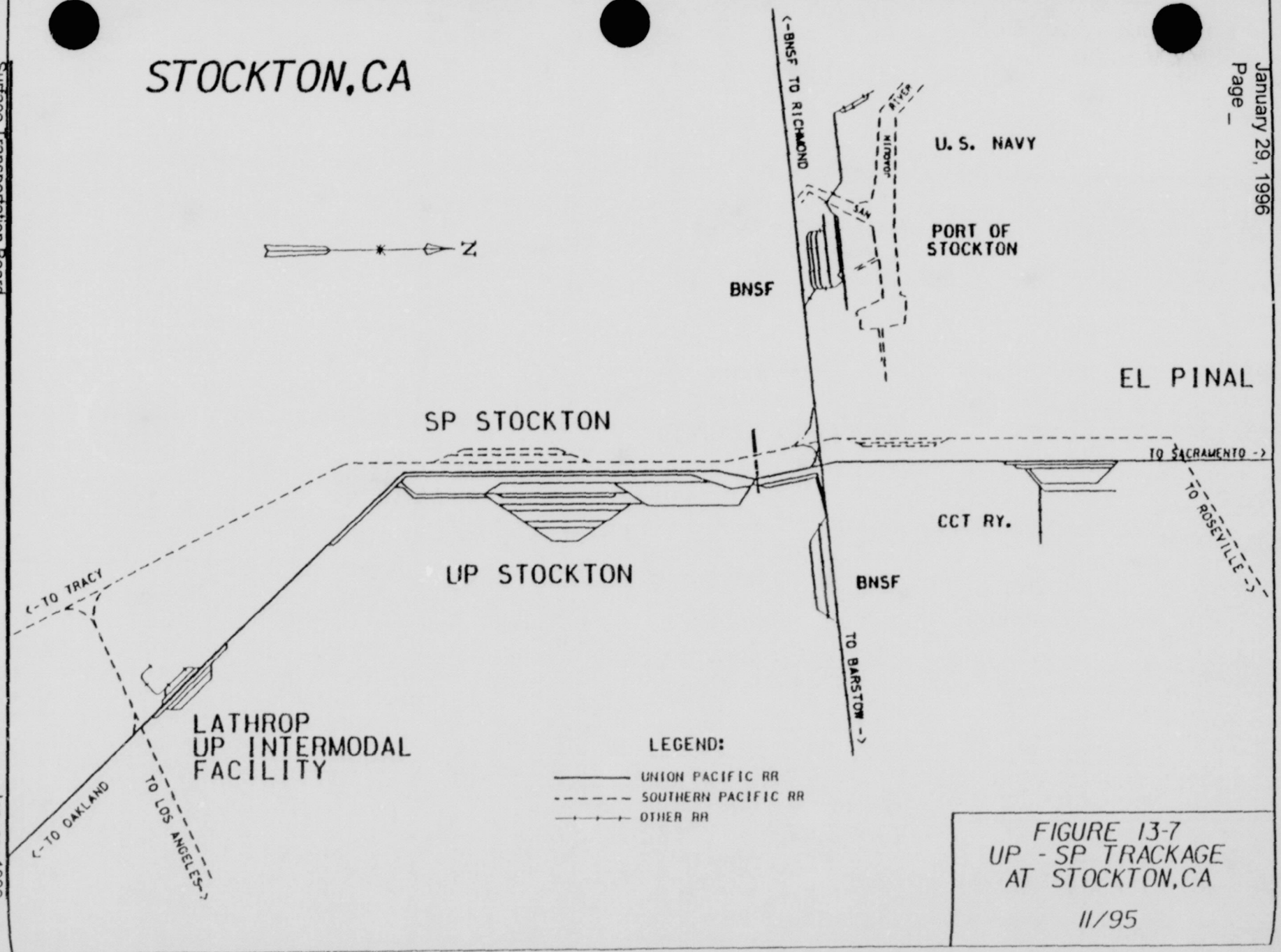


FIGURE 13-7
UP - SP TRACKAGE
AT STOCKTON, CA
11/95

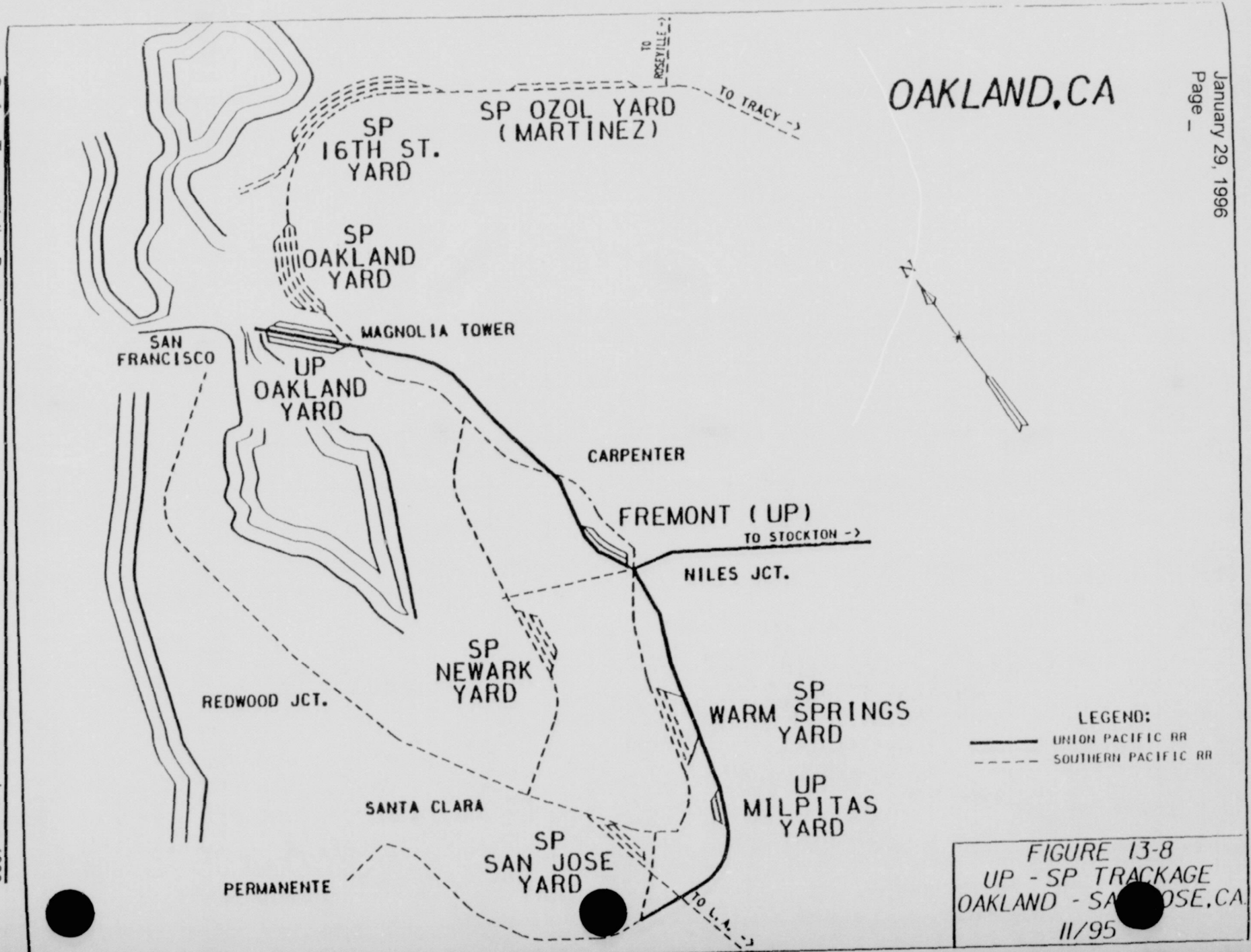


FIGURE 13-8
UP - SP TRACKAGE
OAKLAND - SAN JOSE, CA.
11/95

ATTACHMENT 1:

STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

3. INTERMODAL FACILITIES

The consolidation of operations and rerouting of trains associated with the proposed merger could result in increases or decreases in traffic. As a result, intermodal facilities may be expanded, phased out, or newly constructed. Intermodal facility activity may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

Intermodal facilities that may warrant evaluation of potential environmental impacts in California include:

- Benicia (Increased Traffic to SP Auto Facility).
- City of Industry (Phaseout of SP Intermodal Facility).
- East Los Angeles (Expanded UP Intermodal Facility).
- Inland Empire (New UP/SP Intermodal Facility; Location Not Determined).
- Lathrop (Increased Traffic to UP Intermodal Facility).
- Los Angeles
  - ICTF (Expanded Existing SP Intermodal Facility).
  - Transportation Center (Phaseout of SP LATC Intermodal Facility).
- Oakland
  - UP Intermodal (Reconfigured UP Intermodal Facility).
  - SP Intermodal (Expanded SP Intermodal Facility).
- Roseville (Increased Traffic to SP Intermodal Facility).

Maps depicting the location and sites of these intermodal facilities are provided on the following pages.

FIGURE 3-3
INTERMODAL FACILITIES
IN CALIFORNIA

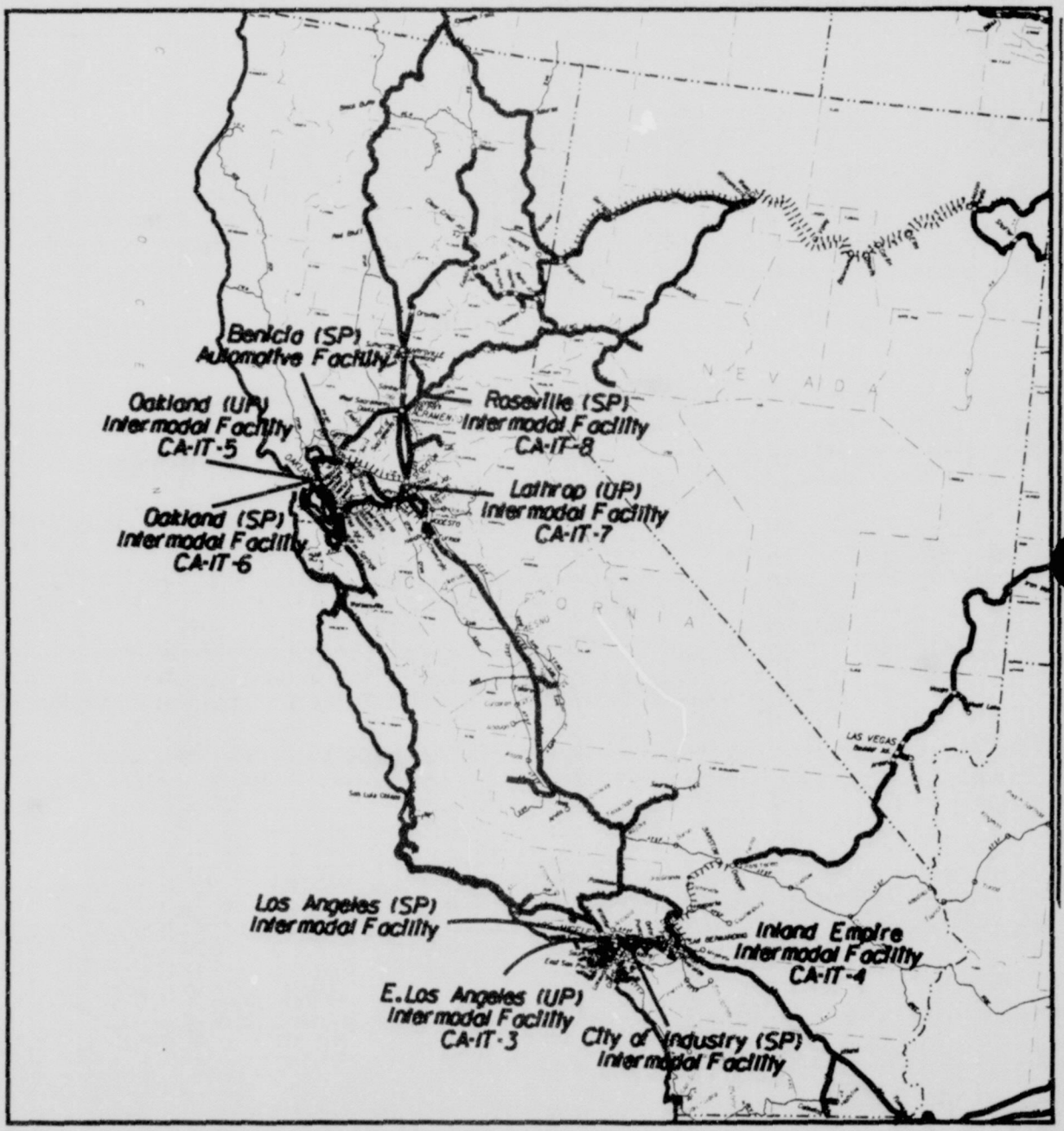


FIGURE 3-4
INTERMODAL FACILITIES
LOS ANGELES, CALIFORNIA

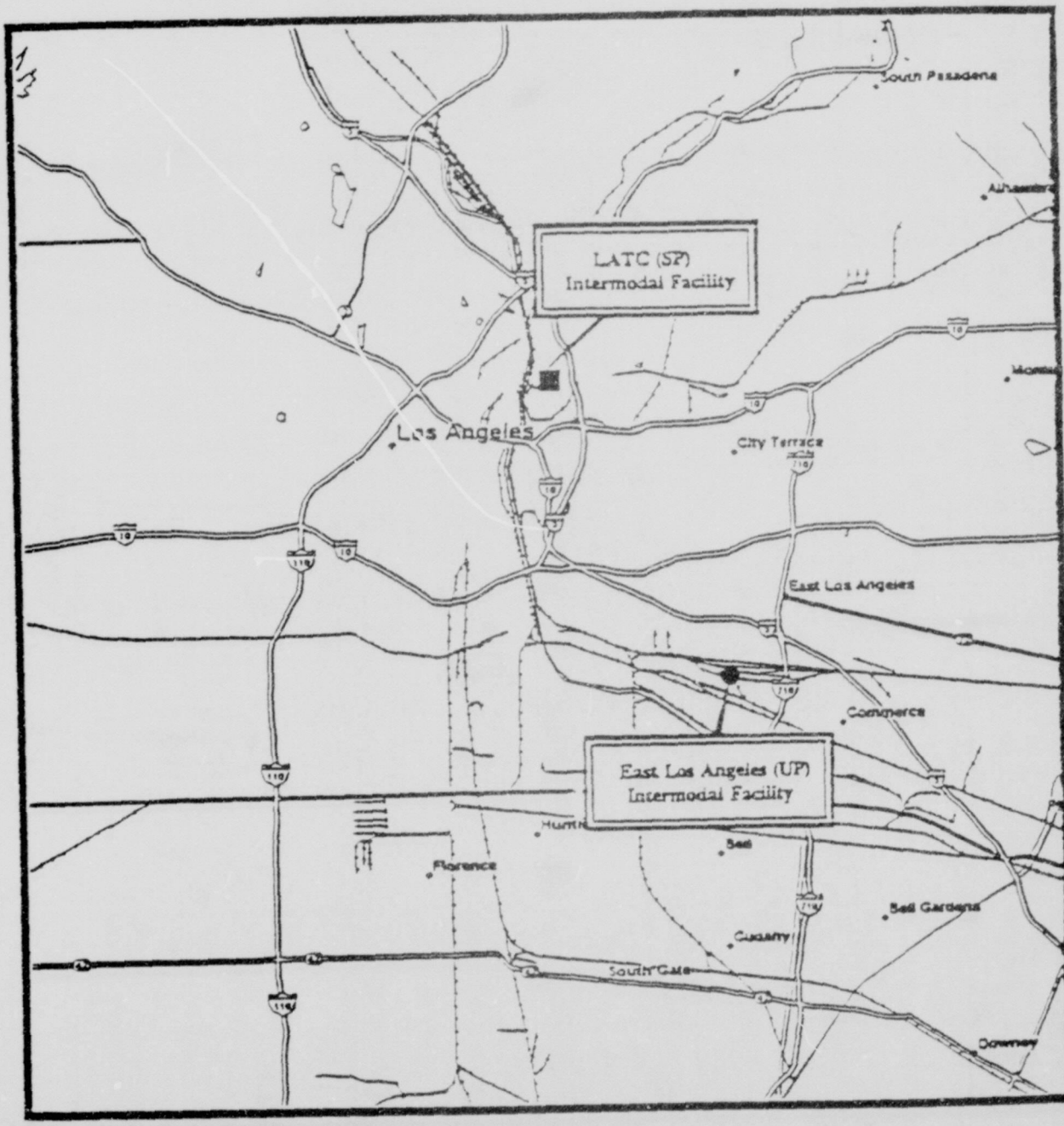
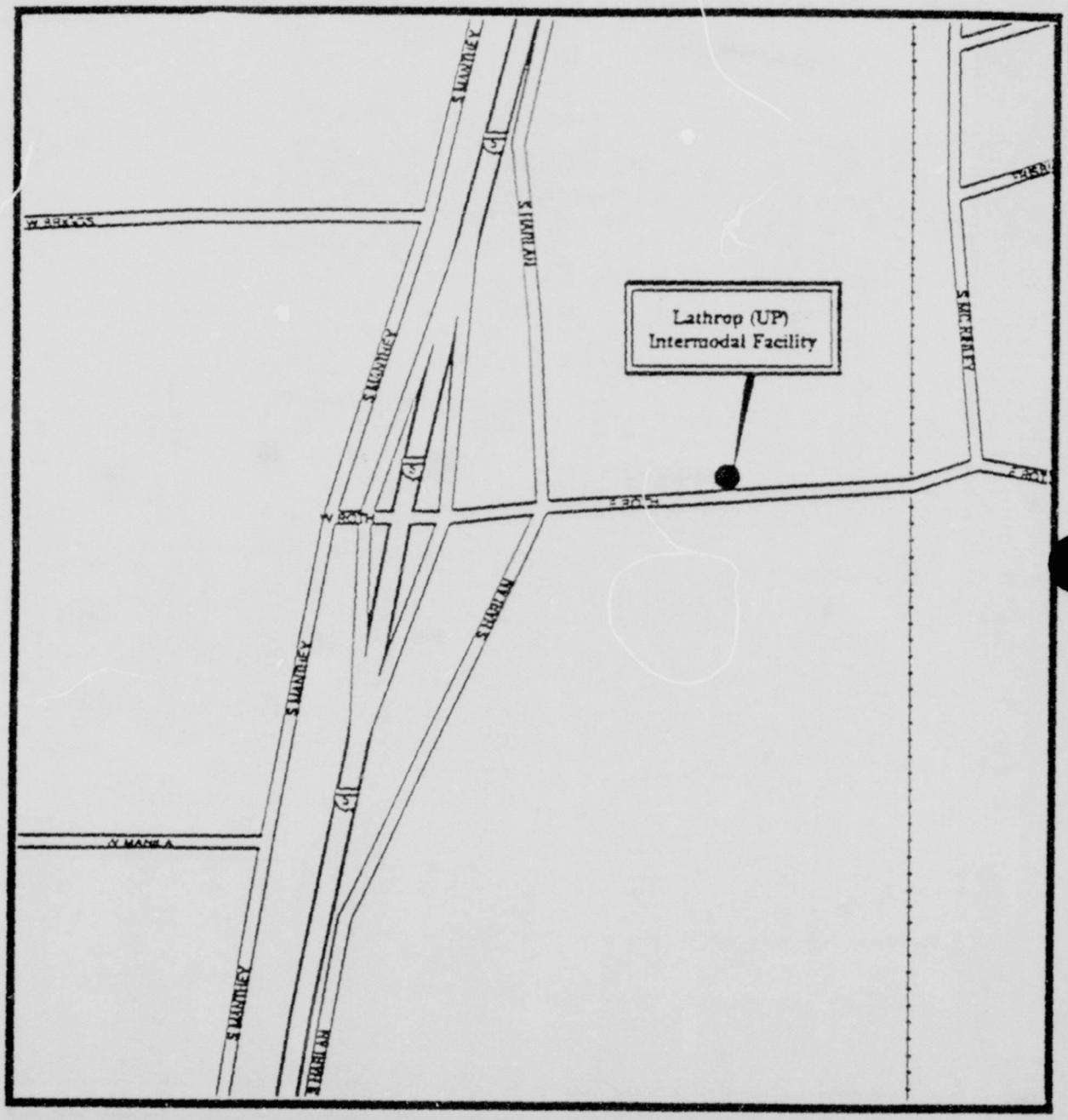


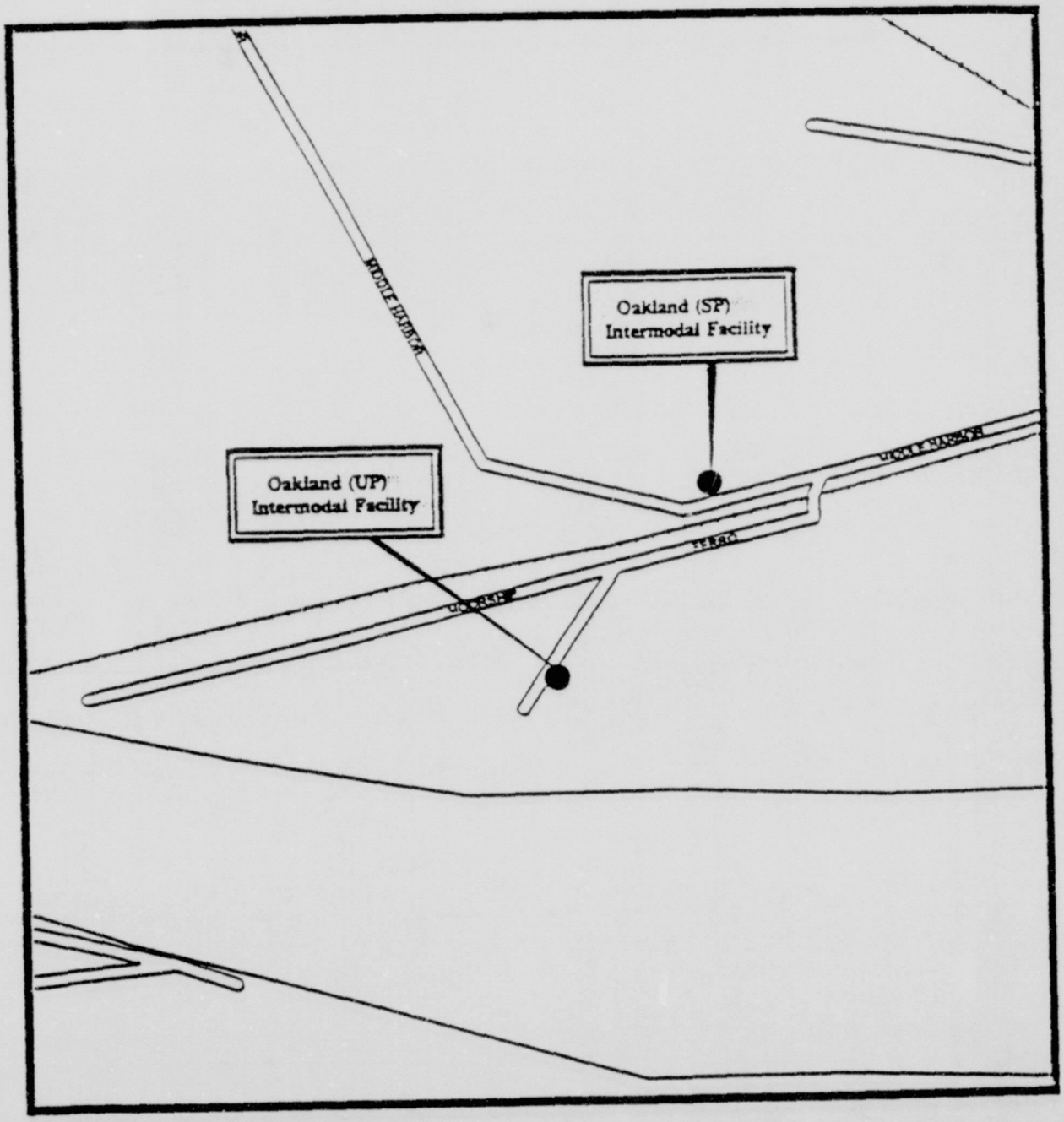
FIGURE 3-5
INTERMODAL FACILITY
LATHROP, CALIFORNIA



KEY:
- ● INTERMODAL FACILITY
- ■ INTERMODAL FACILITY TO BE CLOSED

N

FIGURE 3-6
INTERMODAL FACILITIES
OAKLAND, CALIFORNIA



KEY:
- INTERMODAL FACILITY
- INTERMODAL FACILITY TO BE CLOSED

102

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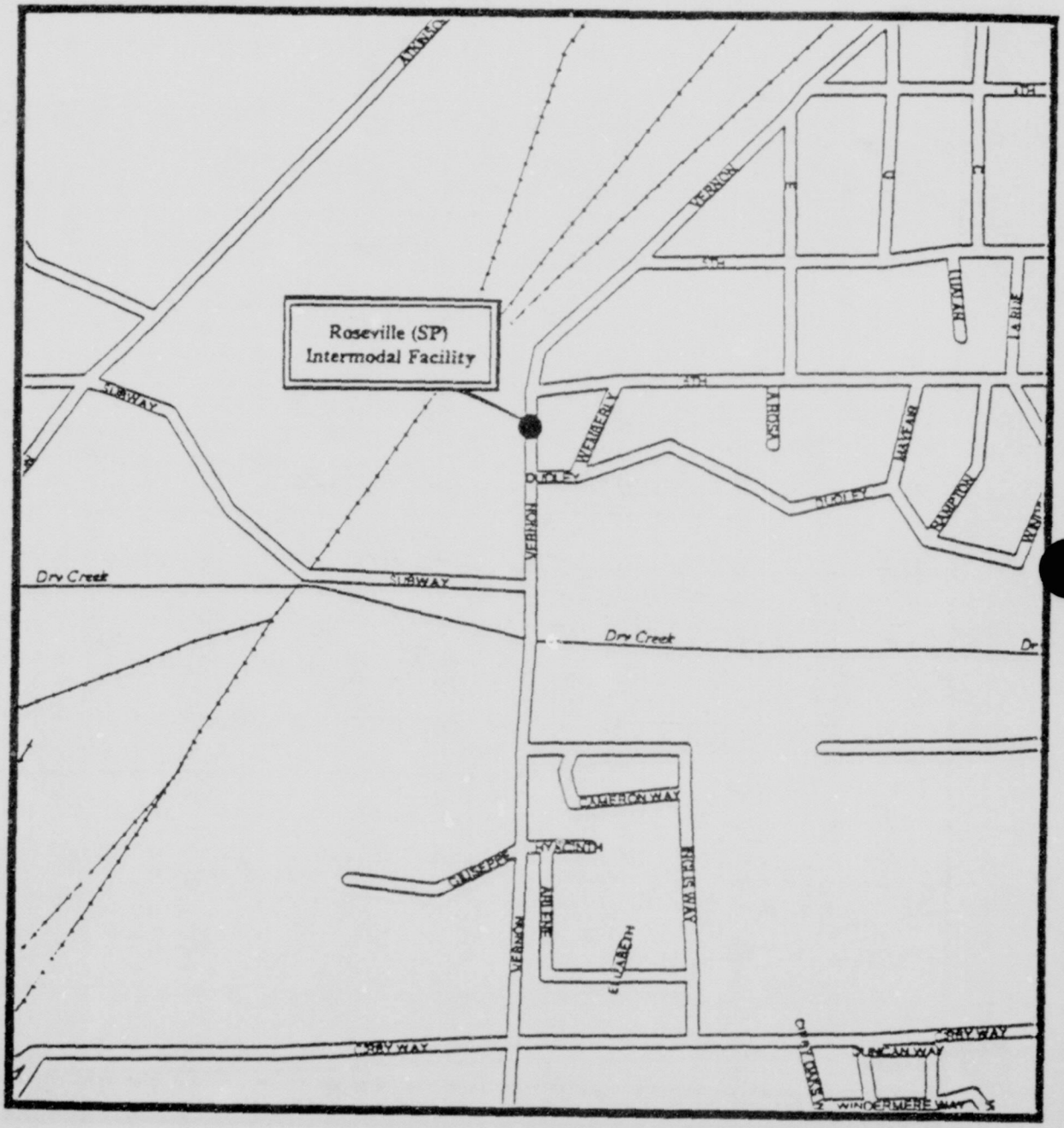
FIGURE 3-7
INTERMODAL FACILITY
ROSEVILLE, CALIFORNIA



KEY:
- INTERMODAL FACILITY
- INTERMODAL FACILITY TO BE CLOSED

103

N

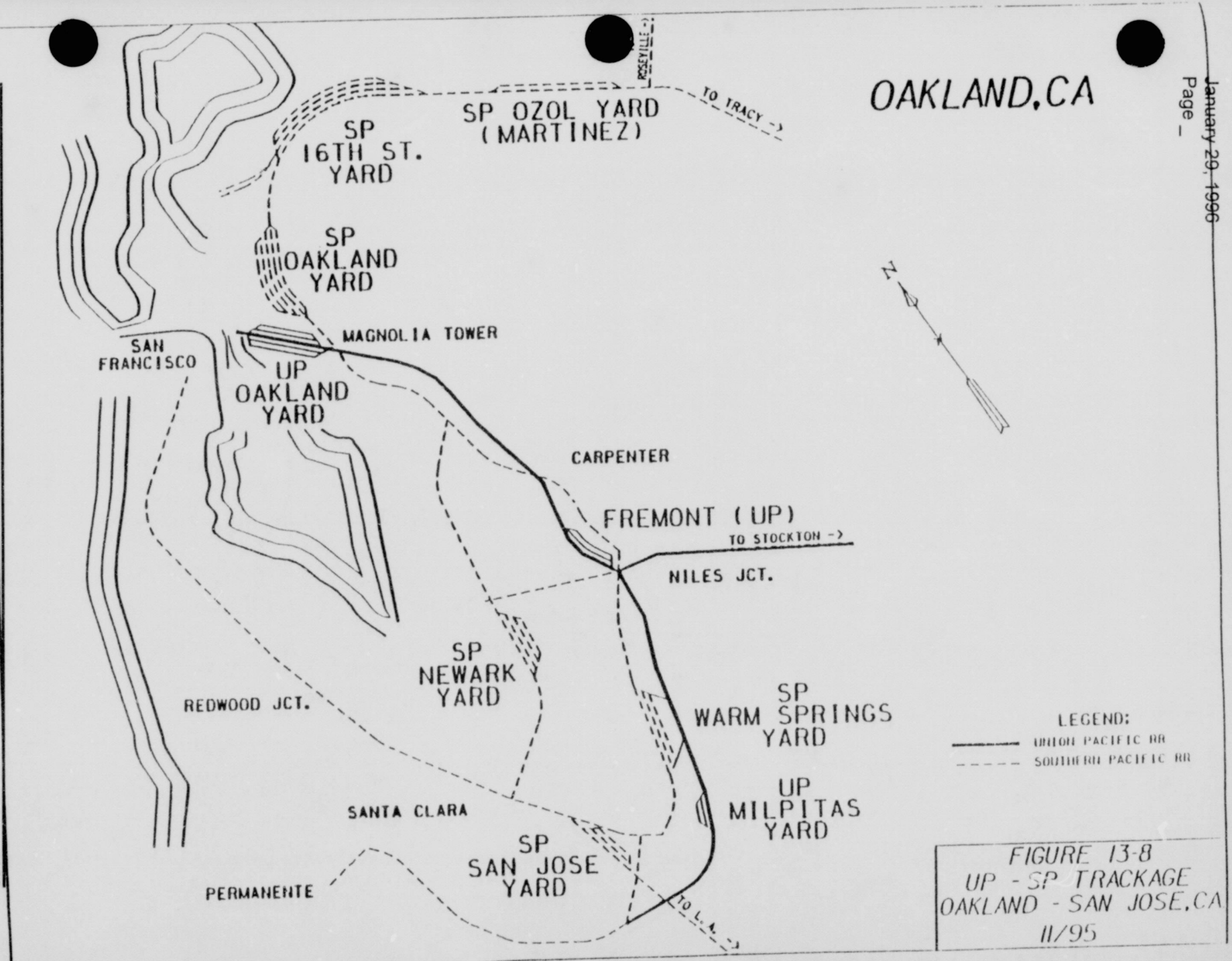
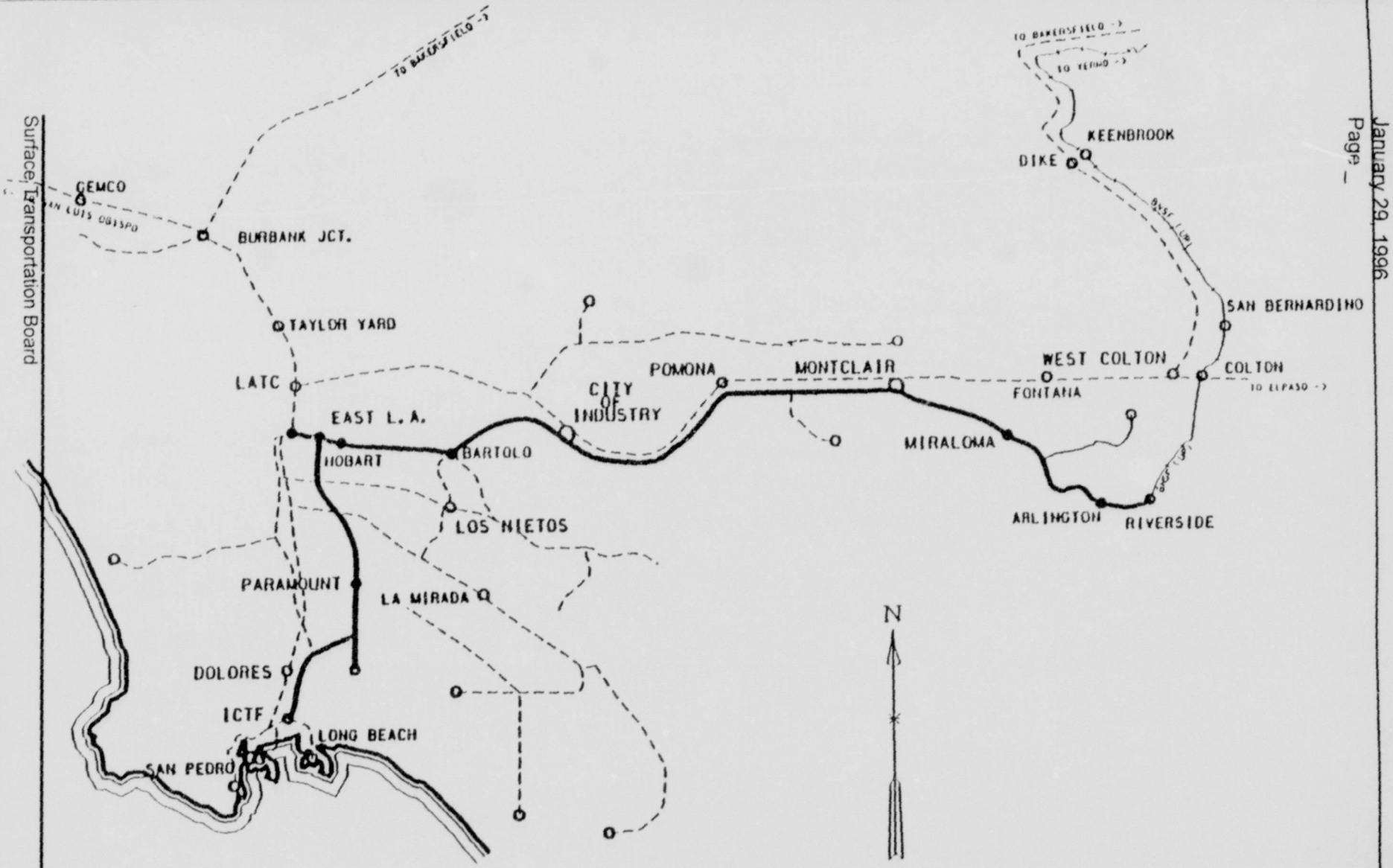


FIGURE 13-8
UP - SP TRACKAGE
OAKLAND - SAN JOSE, CA
11/95

n:\dgn\sltea2.dgn Nov. 22, 1995 07:33:00



L.A. BASIN, CA

FIGURE 13-9
UP - SP TRACKAGE
AT L.A. BASIN, CA
11/95

ATTACHMENT 1:
STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

4. RAIL LINE ABANDONMENTS

As a result of the proposed merger, 17 rail line segments in eight states (AR, CA, CO, IL, KS, LA, TX, UT) would be abandoned. Rail traffic currently using these segments may be rerouted to other lines within the UP/SP system, transported by other railroads, or diverted to non-rail transportation modes. Abandonment of a rail line segment generally includes removing rails, ties, ballast, and track appurtenances. Most removal and salvage operations would occur within the existing right-of-way.

Proposed rail line segment abandonments in California are as follows:

Location	Mileage	Docket No.
Whittier Junction to Colima Junction (UP)	5.2	AB-33 (Sub-No. 93X)
Magnolia Tower to Melrose (UP)	4.9	AB-33 (Sub-No. 94X)
Alturas to Wendel (SP)	85.5	AB-12 (Sub-No. 184X)

Maps depicting the location and sites of these abandonments are provided on the following pages.

Figure 4C Overview of Proposed Abandonment: Whittier Junction – Colima Junction, California

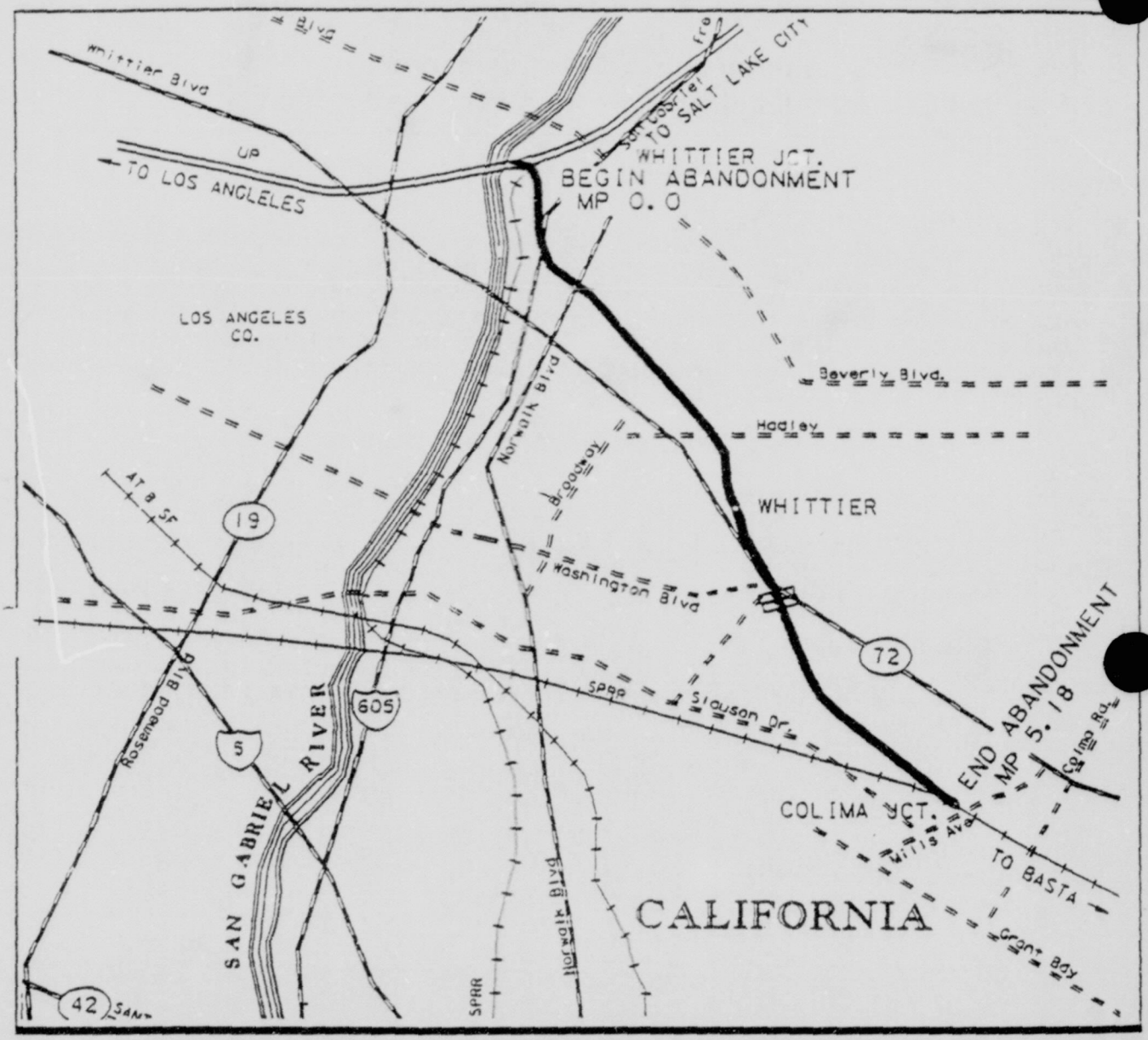


Figure 4B Overview of Proposed Abandonment: Magnolia Tower – Melrose, California

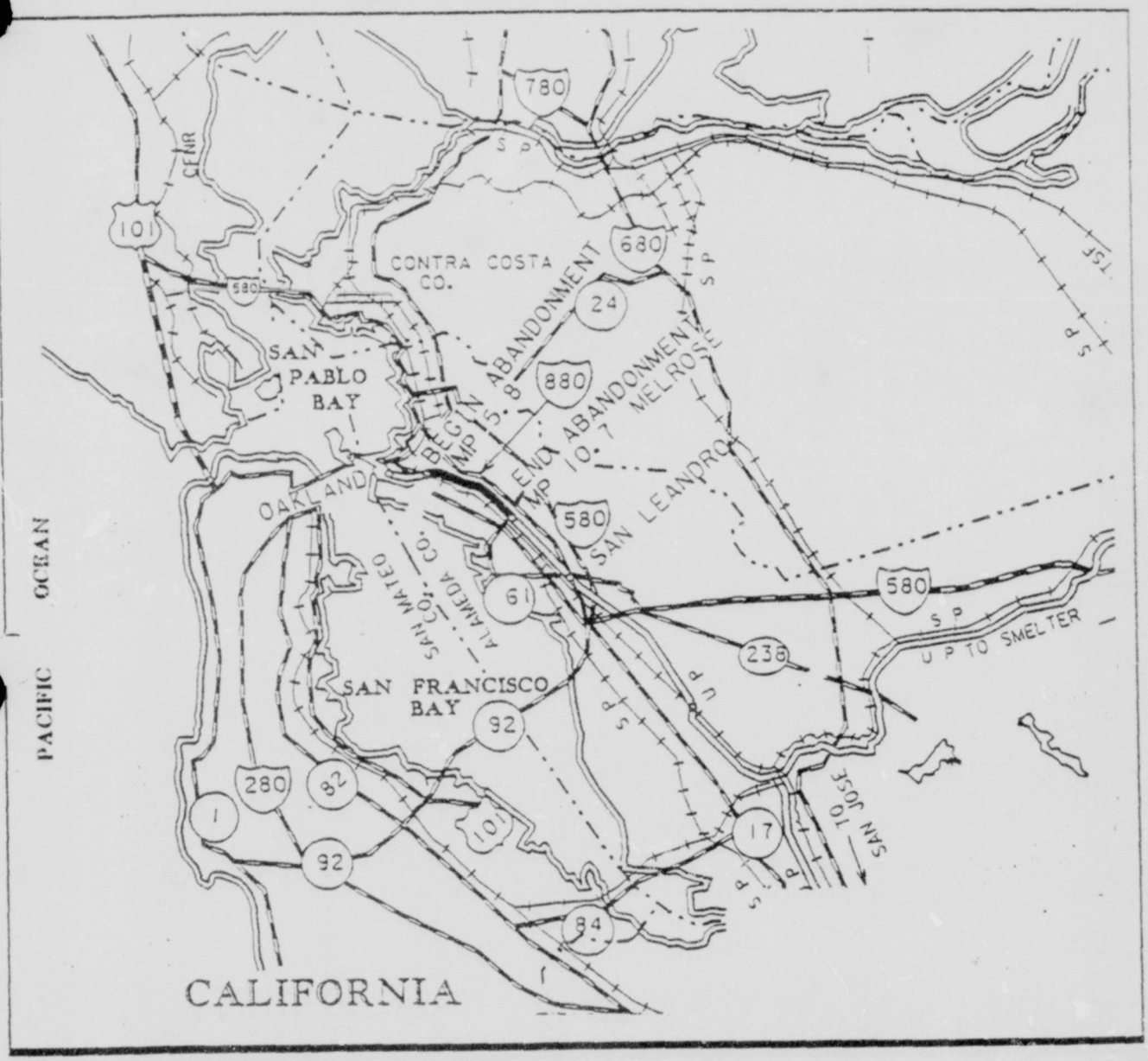
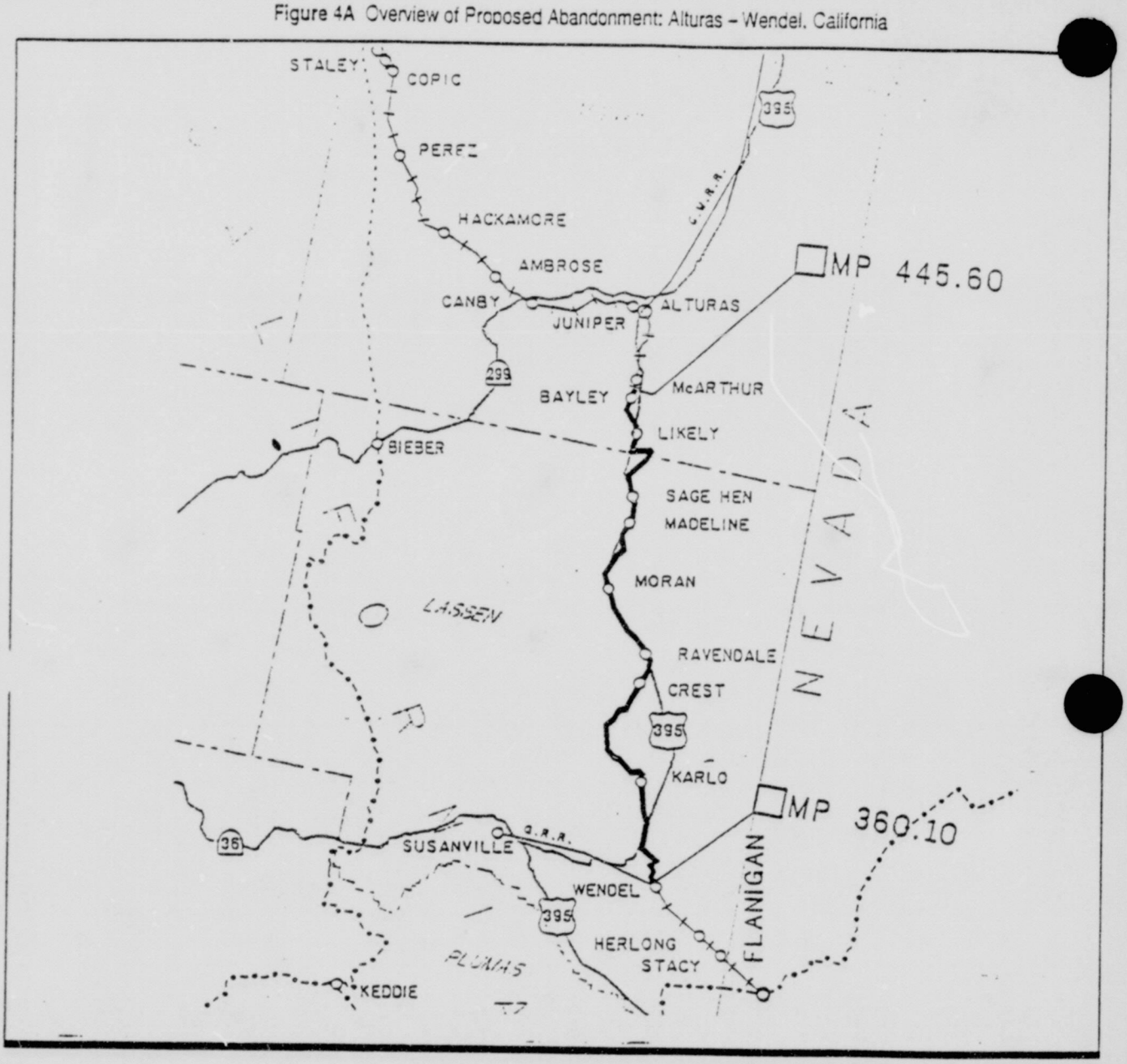


Figure 4A Overview of Proposed Abandonment: Alturas – Wendel, California



ATTACHMENT 1:
STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

5. RAIL LINE CONSTRUCTION PROJECTS

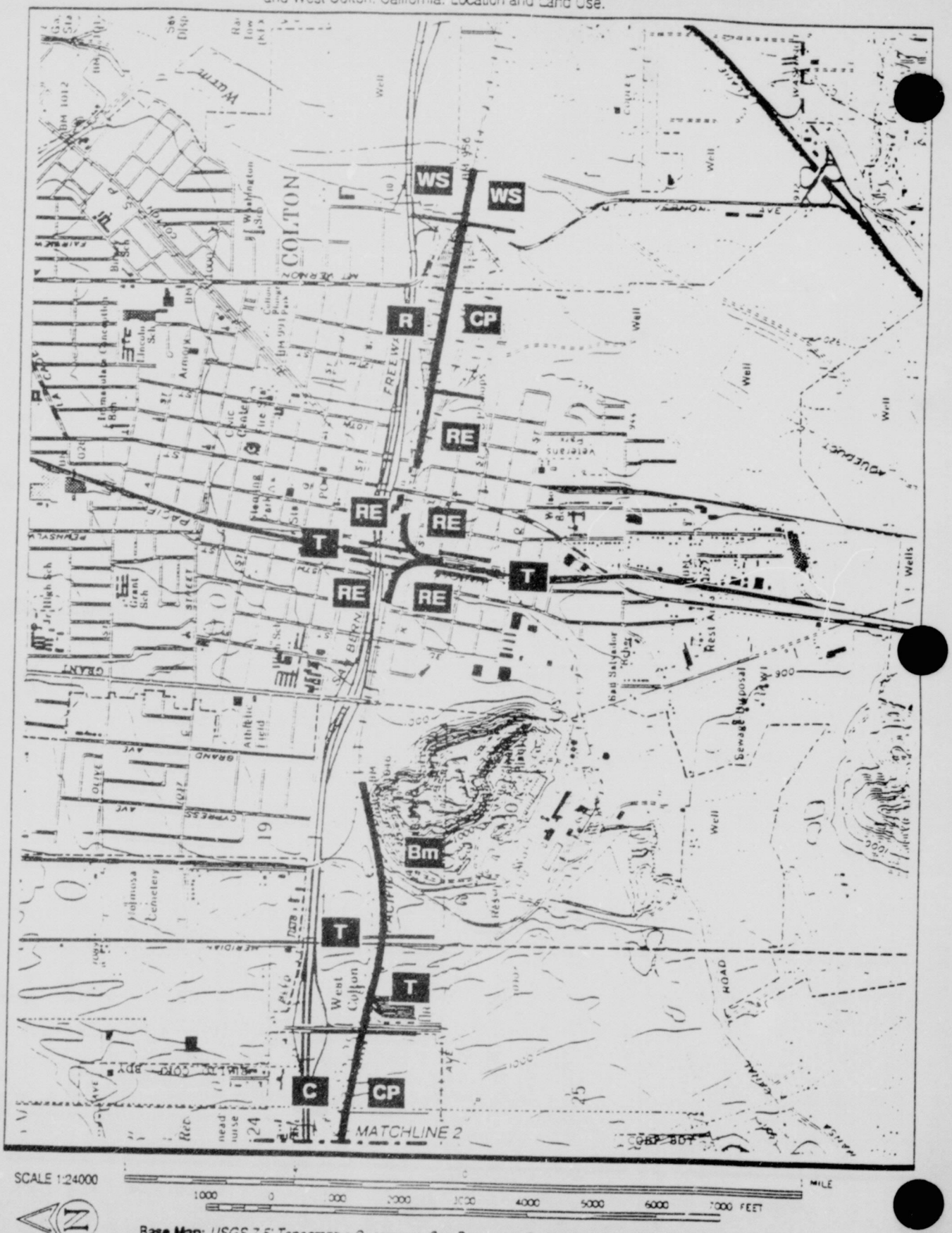
Twenty-five rail line construction projects in eight states (AR, CA, CO, IL, KS, LA, MO, TX) are planned as part of the proposed merger. These projects involve construction of new rail line connections on new rights-of-way. We generally conduct an environmental review of the proposed construction and operation of these new rail line connections to determine the potential environmental impacts and any appropriate mitigation. The construction and operation of new rail line connections may have local or regional impacts on air quality, noise levels, water quality, safety, biological resources, and/or transportation systems.

The construction of rail line connecting track is planned at the following locations:

- West Colton: Two new connections, one to allow trains off UP from Los Angeles to operate east on SP towards Yuma and one to allow eastbound trains off SP from West Colton to operate west on UP. The first connection involves approximately 2,500 feet of new track construction; the second involves construction of 6,300 feet of new track along SP.
- Lathrop: New connection between UP and SP; approximately 2,500 feet on new track construction.
- Stockton: New connection from SP Mainline to El Pinal to UP Stockton Yard; approximately 1,500 feet of new track construction.

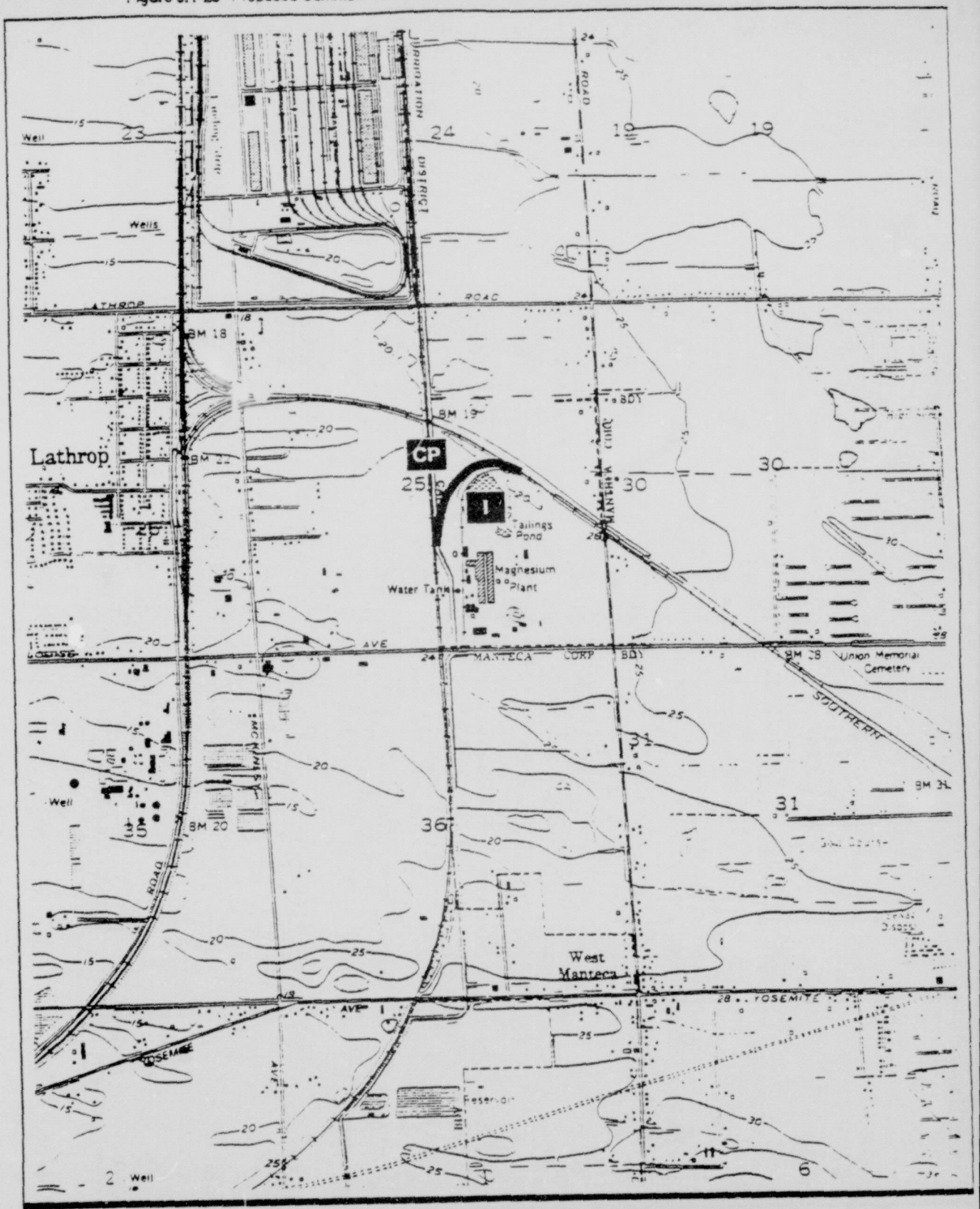
Maps depicting the location and sites of these proposed connections are provided on the following pages.

Figure 5.1-30g Proposed Corridor Upgrade and Common Point Connections: Pomona to Colton and West Colton, California. Location and Land Use.



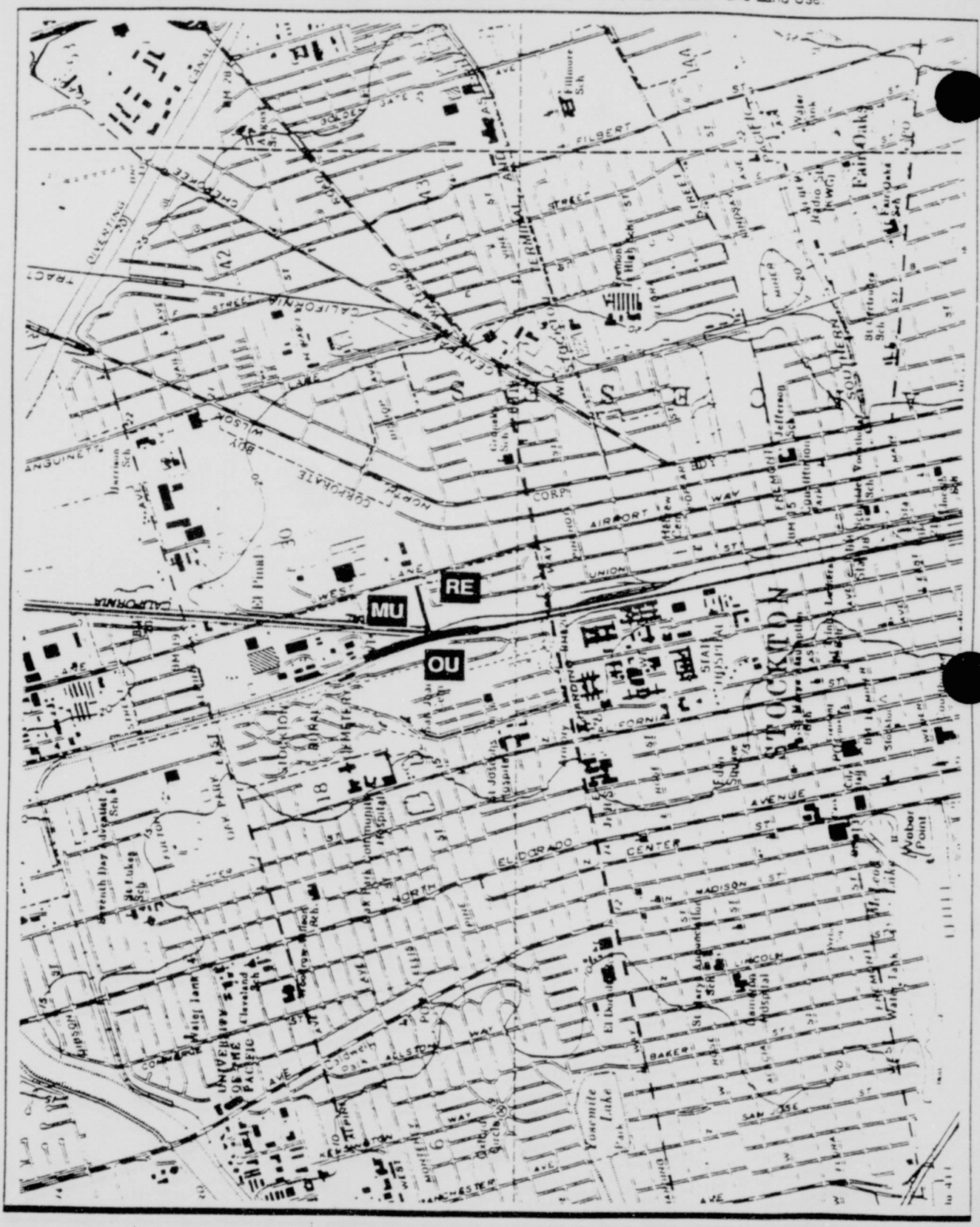
Base Map: *USGS 7.5' Topographic Quadrangle:* San Bernardino South, California 1967 (Photorevised 1980)

Figure 5.1-25 Proposed Common Point Connections: Lathrop, California. Location and Land Use.



Base Map: *USGS 7.5' Topographic Quadrangles:* Lathrop, California 1952 (Photorevised 1987, Minor Revision 1994); Manteca, California 1952 (Photorevised 1987)

Figure 5.1-35 Proposed Common Point Connections: Stockton, California. Location and Land Use.



Base Map: *USGS 7.5' Topographic Quadrangle:* Stockton West, California 1968 (Photorevised 1987)

ATTACHMENT 1:

STATE OF CALIFORNIA

Union Pacific/Southern Pacific Railroad Merger: Potential Environmental Impacts from Proposed Action

NOTE: MAPS SHOWING WETLAND LOCATIONS, ON THE SAME BASE AS THE CONSTUCTION MAPS, WERE PROVIDED TO RESOURCE AGENCIES, BUT ARE NOT REPRODUCED HERE

APPENDIX E

AGENCY CORRESPONDENCE
(RESPONSES TO JANUARY 29, 1996
EARLY NOTIFICATION AND REQUEST FOR COMMENTS)

EXHIBIT No	AGENCY
E-1	BUREAU OF INDIAN AFFAIRS
E-2	BUREAU OF LAND MANAGEMENT
E-3	CORPS OF ENGINEERS
E-4	ENVIRONMENTAL PROTECTION AGENCY
E-5	FISH & WILDLIFE SERVICE
E-6	FOREST SERVICE
E-7	NATIONAL PARK SERVICE
E-8	NATURAL RESOURCES CONSERVATION SERVICE
E-9	STATE AGENCIES
E-10	STATE HISTORIC PRESERVATION OFFICERS
E-11	COUNTIES, CITIES, ORGANIZATIONS AND PUBLIC

United States Department of the Interior

BUREAU OF INDIAN AFFAIRS
Anadarko Area Office
P.O. Box 368
Anadarko, Oklahoma 73005

FEB 1 - 1996

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Attn: Finance Docket No. 32760 - Comments

RE: Surface Transportation Board Request for Environmental Comments on the Potential Environmental Impacts of the Control and Merger Application Between the Union Pacific and Southern Pacific Railroads.

Dear Ms. Kaiser:

Thank you for the opportunity to provide comments on the potential environmental impacts of the merger of the Union Pacific and Southern Pacific Railroads. In past correspondence with Dames & Moore we have discussed some issues that should be taken into consideration, mostly as they relate to Native American Tribal governments and encouraged solicitation of their opinions of the impacts the different proposals will have on the Native American populations to be most affected by the proposed merger.

A segment of a map of culture areas of North America as tentatively delimited by European explorers beginning with the Spanish entrada in the early 1500s (Indians of North America; National Geographic Society, December 1972, Vol. 142 No. 6) is enclosed for your information and as a guide to determine what Tribes to contact with regard to consultation for projects located in Kansas, Nebraska, Oklahoma, and Texas. Also enclosed is a list of Tribes, officials and addresses within the Anadarko Area jurisdiction that you should contact for consultation regarding American Indian Populations, lands, and cultures and areas of sensitive resources. The Tribes to contact would be the Apache Tribe of Oklahoma, Cheyenne-Arapaho Tribes, Comanche Tribe of Oklahoma, Kaw (Kanza) Nation, Kiowa Tribe of Oklahoma, Pawnee Tribe of Oklahoma, Otoe-Missouria Tribe, and Tonkawa Tribe of Oklahoma.

With regard to historic, cultural, or archeological resources on Indian lands that may be impacted by the project we will require more specific information regarding legal descriptions on proposed areas of new construction to determine if individual Indian allotted lands, or Tribal trust lands will be impacted. As you are probably well aware, the best source for determining impacts to archeological and historic properties are the State Historic Preservation Offices and State Archeologists. They maintain a record of all sites recorded in the States and can best apprise you of the potential for impacting those sites. The Bureau of Indian Affairs keeps records only of those sites located on individual Indian allotted and Tribal trust lands, although we can provide an opinion regarding the potential for encountering unrecorded sites based on the topography and hydrologic setting.

You should also take into consideration Executive Order 12898 "Federal Actions to Address Environmental Justice in Minority Populations and Low Income Populations" as it relates to the concerns of Native Americans. What impact will the increased or decreased transportation of hazardous materials have on Indian lands and the populations living there? What impact will the increased or decreased traffic, new construction, etc. have on Native Americans' need for quiet during spiritual and ceremonial activities? Do the rail lines pass through areas considered more sensitive than others to Native Americans, etc. The issues you have developed to be addressed in your environmental analysis are appropriate, however, you should also consult the Tribal governments mentioned above about other issues that may be important to them but that are not included in your list.

If you have any questions regarding these comments, please contact Tom Parry, Area Archeologist, or Mike Reed, Environmental Scientist at (405) 247-6673, extension 265 or 249 respectively.

Sincerely,

L D Collier

Area Director

Enclosures

United States Department of the Interior

BUREAU OF INDIAN AFFAIRS
MUSKOGEE AREA OFFICE
101 N. 5th STREET
MUSKOGEE, OK 74401-6206

IN REPLY REFER TO:
Trust Operations
(Environmental Scientist)

Surface Transportation Board
Section of Environmental Analysis
12th and Constitution
Washington, D.C. 20423-0001

To Whom It May Concern:

The Muskogee Area Bureau of Indian Affairs has reviewed the proposed merger between Union Pacific and Southern Pacific Railroads for areas of environmental concerns within the Bureau's jurisdiction.

Potential environmental impacts regarding increases in rail traffic on existing transportation systems near Indian lands were considered. An increase in traffic may result in more train derailments, hazardous releases, and train-vehicle collisions. The counties of Grady, Stephens, and Jefferson are within the Chickasaw Nation of Oklahoma territorial boundaries. The Chickasaw Agency, Bureau of Indian Affairs, provides the Chickasaw Nation with Law Enforcement and Emergency Response.

Tribal lands and Indian people are checkerboard throughout these counties and may be directly impacted by rail accidents should they occur. Coordination and notification of emergency situations with the Chickasaw Agency, Bureau of Indian Affairs, would be required for incidents involving counties of Grady, Jefferson, and Stephens, Oklahoma. A copy of Union Pacific's Emergency Response Plan is requested to complete the Bureau's Emergency Preparedness Plan. The Bureau will provide Union Pacific with a list of contacts during and after work hours to complete the information necessary for emergency response situations. Significant impacts to Public Health and Safety are not anticipated if Emergency Response Plans and Emergency Preparedness Plans are in place.

Significant impacts to tribal land use, air quality, noise, biological resources, water resources, historic, cultural, archeological, and tribal populations are not anticipated.

Thank you for the opportunity to comment on these proposed actions early in the planning stage.

Sincerely,

James F. Fulbo

Acting Area Director

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United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Eagle Lake Resource Area
705 Hall Street
Susanville, CA 96130

ENTERED
Office of the Secretary
DEC 21 1995
Part of

In Reply
Refer to:

(CA-026)
8300

DEC 18 1995

Interstate Commerce Commission
Office of the Secretary
12th and Constitution
Washington, DC 20423

Re: Southern Pacific Railroad, Abandonment in Lassen and Modoc Counties, California, ICC Docket AB-12, (Sub No. 184-X).

Dear Commissioners:

This request is filed on behalf of the Eagle Lake Resource Area, Bureau of Land Management, U.S. Department of Interior herein referred to as "proponent".

Proponent requests issuance of a Public Use Condition under 49 U.S.C. 10906 as prescribed in section 1152.28.

Proponent asks the ICC to find that this property is suitable for other public use and to place the following conditions on the abandonment:

1. An order prohibiting the carrier from disposing of the corridor, other than the tracks, ties and signal equipment, except for public use on reasonable terms. Justification for this condition is:

The proposed abandonment crosses public lands managed by the Bureau of Land Managment (BLM) Eagle Lake and Alturas Resource Areas. BLM lands constitute the largest single land management entity affected by this proposed abandonment. Initial estimates indicate that approximately 45 miles of the line cross BLM land. This constitutes 52% of the corridor.

Other public ownerships crossed by the railroad grade include lands held by the State of California and the U.S. Fish and Wildlife Service. These lands total approximately 3 additional miles. When combined with BLM managed lands, total public ownership crossed by the railroad is estimated to be 48 miles or 55 % of the railroad corridor.

If abandoned, those segments of the railroad grade that cross BLM lands would revert to BLM administration. Because these segments would afford opportunities for public access to public lands using the existing roadbed of the railroad grade and also afford opportunities for improved administrative access to these same lands, BLM is exploring options for managing these segments of the proposed abandonment. In order to effectively manage the railroad corridor across BLM land, access along the full length of those segments across BLM land would be required including the right to use and manage the interspersed non BLM managed segments.

The railroad grade could afford access for wildlife viewing (deer, antelope, chukar, waterfowl and non game birds) and for sightseeing activities ranging from nonmotorized trail uses including walking, mountain bicycling and horse back riding to motorized scenic byway touring. The grade passes through prime antelope habitat and passes by many areas that support waterfowl and other wetland species. Wetland areas include Biscar Reservoirs, numerous seasonal wetlands, perennial streams including Snowstorm Creek, East Side Canal of the Pit River and the Modoc National Wildlife Refuge. Cross country skiing and snowmobiling would also be possible on some segments of the grade. Historic uses of the area by hunters could also benefit from the access afforded along the railroad grade.

#2. As part of our request for Public Use Conditions we ask that ICC issue an order barring removal or destruction of potential trail-related structures such as bridges, trestles and culverts. The justification for this condition is that theses structures have considerable value for transportation and recreational trail use of the railroad grade.

#3. We request that the time period for imposition of Public Use Conditions be established at 180 days, the maximum amount of time allowed under U.S.C. 10906. This is necessary to enable BLM to complete public involvement scoping, conduct feasiblity analysis about possible trail uses and management costs and to initiate negotiations with the railroad.

At this time BLM is not prepared to commit to any specific action on the corridor until a feasibility analysis and public involvement can be completed. However, BLM is exploring options for managing those segments that will revert to BLM administration and possibly other segments or combinations of segments that would be complimentary to the uses of the corridor across BLM lands.

Analysis of public support, management feasibility and funding sources will require considerable time. Therefore it is imperative that public use conditions be established to allow BLM to explore public use options of the proposed abandonment and have time to begin negotiations with the railroad. If, as a result of further analysis and public involvement, interim trail use (railbanking) is determined to be a desired use of the corridor, BLM would then submit a request for interim trail use under section 8d of the 1983 Trails Act in addition to this request for public use conditions.

Because of the time needed to analyze public interest in the corridor and complete feasibility analysis of possible trails uses we need to know as soon as possible how much time we have to complete these procedures and if appropriate, request interim trail. Please provide us with the timeframe required to request interim trail use and indicate when that timeframe begins and ends under the "intent to petition for exemption" process that appears to have already begun, based on the notice in the Lassen County Times on November 28, 1995. Also, please clarify how the proposed merger of Southern Pacific and Union Pacific will affect the petition for exemption process.

We are further concerned that under the impending dissolution of the Interstate Commerce Commission, communication and guidance on this issue with ICC and its successor may become confused and inputs under the critical timeframes required in abandonments may be missed if timely correspondence does not occur. Please provide us with the name(s) and address of the person(s) and organization(s) that will be responsiblie for this abandonment once ICC is dissolved on December 31, 1995.

Thank you for this opportunity to comment on the proposed abandonment. We look forward to your response to our questions and continued participation in the abandonment process.

Sincerely,

Linda D. Hansen
Area Manager

cc: southern pacific railroad

encl: notice - system diagram map

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DEPARTMENT OF THE ARMY
U.S. ARMY ENGINEER DISTRICT, LOUISVILLE
CORPS OF ENGINEERS
P.O. BOX 59
LOUISVILLE, KENTUCKY 40201-0059

February 21, 1996

Planning Division
Environmental Analysis Branch

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Rm 3219
Washington, D.C. 20423-0001

Dear Ms. Kaiser:

This is in response to your correspondence of January 29, 1996 to Colonel Alexander R. Jansen, Commander, Ohio River Division.

After review of the information provided, it does not appear that any of the activities associated with the proposed merger of the Union Pacific Railroad Company and the Southern Pacific Transportation Company fall within the jurisdictional boundaries of the Ohio River Division Corps of Engineers.

Sincerely,

Robert W. Woodyard
Chief, Environmental Analysis Branch

February 13, 1996

Planning Division

Department of the Army
CEMRD-ET-P
Kristine L. Allaman, Director, Engineering and Technical Services
12565 West Center Road
Omaha, NE 68144-3869

Dear Mrs. Andrews:

We have reviewed your letter, dated February 1, 1996 and enclosed attachments on Potential Environmental Impacts from Proposed Action by Union Pacific/Southern Pacific Railroad Merger in Colorado, Iowa, Nebraska, and Wyoming. We offer the following comments.

The Federal Flood Plain Management criterion basically states that construction which could be damaged by floodwaters or which could obstruct floodflows should not be located in the 100-year flood plain. If this is not practicable, any residential construction that could be damaged by floodwater should be placed above the 100-year floodwater surface elevation and any nonresidential construction that could be damaged by floodwater should be placed above or flood proofed to above the 100-year floodwater surface elevation and should be designed to minimize potential harm to or within the flood plain. If the operation of the constructed facilities is considered critical during flood periods, the facilities should be protected from the 500-year flood. Flood plain construction should not increase the water surface elevation of the 100-year flood more than 1 foot relative to existing conditions.

The design of the proposed project should ensure that the project is in compliance with flood plain management criteria of the City of Denver and the State of Colorado. As a minimum, the design should insure that the 100-year flood water surface elevation of any stream affected is not increased more than one foot relative to pre-project conditions. It is desirable, however, that water surface elevations either remain the same or decrease as a result of this project.

Your plans should be coordinated with the U.S. Environmental Protection Agency, which is currently involved in a program to protect groundwater resources.

If you have not already done so, we recommend that you consult with the U.S. Fish and Wildlife Service and the state agency responsible for fish and wildlife resources. In addition, the State Historic Preservation Office should be contacted for information and recommendations on potential cultural resources in the project area.

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It appears that some of the construction could take place in waterways or wetlands which are classified as waters of the United States and are therefore regulated under Section 404 of the Clean Water Act. If construction activities involve any work in waters of the United States, a Section 404 permit may be required. For a detailed review of permit requirements, final project plans should be sent to:

Mr. Tim Carey
Tri Lakes Project Office
U.S. Army Corps of Engineers
9307 Colorado State Hwy. #121
Littleton, Colorado 80123-6901

If you have any questions, please contact Mr. Robert Tusa of our staff at (402) 221-4594. Thank you for the opportunity to review this proposal.

Sincerely

Candace M. Thomas

Chief, Environmental
Analysis Branch
Planning Division

Copy Furnished:
CEMRO-OP-N(CO)

DEPARTMENT OF THE ARMY
CORPS OF ENGINEERS, MISSOURI RIVER DIVISION
12565 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-3869

REPLY TO ATTENTION OF

February 15, 1996

Planning Division

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Dear Ms. Kaiser:

This responds to your January 29, 1996 request for environmental impact review of the proposed railroad merger. Please find Omaha District comments on the proposal at enclosure 1.

If you have questions, please contact Dr. Nancy Andrews at (402) 697-2471.

Sincerely,

KRISTINE L. ALLAMAN, P.E.
Director, Engineering
and Technical Services

Enclosure

Printed on Recycled Paper

DEPARTMENT OF THE ARMY
NEW ORLEANS DISTRICT, CORPS OF ENGINEERS
P.O. BOX 60267
NEW ORLEANS, LOUISIANA 70160-0267

REPLY TO ATTENTION OF

March 15, 1996

Planning Division
Environmental Analysis Branch

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, DC 20423-0001

Dear Ms. Kaiser:

This letter is in response to your correspondence dated January 29, 1996, addressed to our Dallas, U.S. Army Corps of Engineers office, concerning the Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket Number 32760). The correspondence was forwarded to me for reply.

You are correct in that the railroads' environmental consultant, Dames and Moore, Incorporated, has previously contacted this office. We have advised that firm of the possible need for Department of the Army permits and identified appropriate points of contact.

Sincerely,

R. H. Schroeder, Jr.
Chief, Planning Division

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DEPARTMENT OF THE ARMY
VICKSBURG DISTRICT, CORPS OF ENGINEERS
2101 NORTH FRONTAGE ROAD
VICKSBURG, MISSISSIPPI 39180-5191

REPLY TO ATTENTION OF

March 15, 1996

MAR 22 1996

Planning Division
Environmental Resources Branch

Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, DC 20423-0001

Dear Ms. Kaiser:

I refer to your letter of January 29, 1996, concerning comments on the potential environmental impacts of the control and merger application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760).

Dames and Moore and the Union Pacific Railroad Law Department contacted the U.S. Army Corps of Engineers, Vicksburg District, regarding subject merger. Our comments provided to Dames and Moore dated October 16, November 6, December 6, and December 21, 1995, indicated that the Vicksburg District has no ongoing or proposed activities, including parks or refuges, in proximity to the proposed project. However, if the proposed actions would impact navigable waters or waters of the United States, a permit from the Corps of Engineers would be required. A pamphlet describing the Corps permitting process was provided for their information.

The environmental report (Finance Docket No. 32760) addresses the issues of land use, water, wetlands, biological, cultural resources, transportation, air quality, and noise. Mitigation of each of these issues is addressed primarily by avoiding impacts that would be considered significant. Each issue appears to have been coordinated with the appropriate agencies.

Your letter specifically addresses impacts to the 100-year flood plain. Any proposed construction in a 100-year flood plain should be coordinated with the appropriate office of the local government responsible for issuing development permits to avoid adverse impacts to the 100-year flood plain.

Proposed rail line abandonments should be coordinated with the office responsible for maintenance of drainage. Consideration should be given to removing abandoned rail lines at stream crossings or making arrangements with the office responsible for channel maintenance.

I trust this information meets your needs. If you have any questions, please contact Mr. Stuart McLean of this office, telephone (601) 631-5965, or write the above address, ATTN: CELMK-PD-Q.

Sincerely,

William B. Hobgood
Chief, Planning Division