

One Market Plaza San Francisco, Califernia 94105 415-541-1474 fax 1263

UNION PACIFIC

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Robert F. Starzel Vice President - Western Region

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ENVIRONMENTAL DOCUMENT

July 14, 1997

RG.01

Mr. Charles McNeely City Manager City of Reno P.O. Box 1900 Reno, NV 89505

CENTRAL ADMINISTRATIVE UNIT REC'D: 7-15-97 DOCUMENT # 7-15-97 3:48:41pm JD#32760

Dear Mr. McNeely:

Cortain of your statements delivered to the Reno Mitigation Task Force on July 9 were inaccurate and require correction.

Contrary to your assertion, the City of Reno has not negotiated in good faith to find feasible means to mitigate impacts. The City insisted upon a railroad contribution of \$100 million and when told that would not be possible, the City broke off negotiations. You stated that the costs of mitigation should be borne solely by the railroad and the City then terminated efforts to provide significant public funding for impact mitigation. As a result, no public funding has been committed and none is in the offing. No monies are on the table.

Asserting that there must be a depressed trainway or litigation, the City has refused to develop alternative mitigation plans, leaving those most impacted without any prospect of positive action. We should be working together in good faith to create a list of possible projects for which priorities can be set and the contributions of the City and railroad negotiated. You accused us of attempting to buy off downtown business. We have not had discussions with downtown business but we would welcome them. Indeed, we will take the initiative to start them and hereby invite the City to be represented. Those most impacted deserve an opportunity to thread through the issues and set priorities for projects. The City may find it consistent with its litigation strategy to place a bet solely on a depressed trainway, but that would mean years of stagnation while the Reno business community waits for litigation to end and a mitigation program to begin.

The City has spent its time challenging the process of the Surface Transportation Board instead of contributing to the substantive analysis of the issues. We invite you to join in positive discussions which we expect to have with Reno business representatives.



cc: Mayor Jeff Griffin Council Members Senator Harry Reid Senator Richard Bryan Congressman Jim Gibbons Congressman John Ensign Surface Transportation Board -- Ms. Elaine K. Kaiser Mr. William Osgood -- Reno Downtown Improvement Association Reno Mitigation Study Task Force -- Kay Wilson





Re: F.D. 32760 UP/SP Merger Proceedings

Dear Ms. Kaiser:

The March 25, 1997 letter from J. Michael Hemmer, one of the attorneys for the Union Pacific ("UP") in F.D. 32760, the UP/SP Merger Proceedings, requires response from the City of Reno to simply "set the record straight."

Not having received a courtesy copy, Mr. Hemmer's letter was separately discovered in a review of the record in F.D. 32760. Customarily, parties in settlement negotiations recognize the dynamic, and often delicate, nature of the relationship and undertaking. Under the guise of an "effort to keep SEA informed," Mr. Hemmer's letter attempts to publicly negotiate UP/SP views, and in the course of doing so, misleads and ultimately misrepresents events that occurred.

At the outset, it is important to note that as a result of a January 1997 proposal from the UP/SP, the City and UP/SP agreed in principle (1) to mitigate adverse impacts and enhance railroad operations by depressing the trainway in the existing right-of-way through portions of the City of Reno, (2) with a funding contribution from the UP (the UP offer being \$35 million) and (3) undertaking mutual efforts to secure additional funding from public and private sources.

The City/UP partnership to secure State financing prompted a meeting with Nevada Governor Bob Miller, on March 5, 1997, in the Governor's office in Carson City, Nevada. Initially arranged by UP, it was attended by representatives of both the City and the UP. UP representatives attending were: Joe Guild, Esq., Retained Legislative Counsel; Wayne Horiuchi, Retained Representative; Larry Bennet; Retained Legislative Advocate, and Thomas T. Ogee, P.E. Chief Engineer, Design. The parties reported on the agreement in Ms. Elaine K. Kaiser April 10, 1997 Page 2

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principle to depress the trainway, the estimated cost of the project, UP's contribution offer and mutual efforts to secure additional funding, particularly in the Nevada State Legislature currently in session.

In response to a question by the Governor concerning project funding and the level of UP contribution, City Manager, Charles McNeely, the City's Chief Negotiator, stated he believed the railroad's contribution would more likely have to be \$100 million. Mr. McNeely's statement was made in the presence of the UP representatives, who upon hearing it said nothing.¹

A meeting was held March 20, 1997 in Washington, D.C., with Nevada Senators Harry Reid and Richard Bryan, Congressional Staff, the City and UP. The session was positive and constructive. The discussion was fair, frank and included pointed questions to both the City and UP by the Senators on the details of funding arithmetic and funding prospects.

In the context of addressing financing details, the "\$100 million statement" was repeated, this time by Mayor Jeff Griffin in response to Senator Bryan in the presence of Jerry Davis and Bill Wimmer, the UP negotiators. Messrs. Davis and Wimmer later responded on that issue upon inquiry from Senator Reid.

The City would characterize the UP position stated in Mr. Hemmer's letter as "feigned surprise." Surely it is reasonable to believe that UP representatives would report on the March 5 meeting with the Governor, and certainly not overlook a "\$100 million statement." The fact that Messrs. Davis and Wimmer were themselves not present on March 5 only permits each to say the first they heard the "\$100 million statement" from the City was on March 20 in the meeting with Senators Reid and Bryan.²

UP cannot deny that on March 5, 1997 the City made the "\$100 million statement" in Governor Miller's office in UP's presence. That UP

¹ The details of funding were significant concerns of the Governor. The UP's January proposal was that the "State of Nevada and Union Pacific would jointly fund the depressed trainway at no cost to the City."

² It is significant to note that Mr. McNeely's secretary did make several attempts to arrange a meeting with Messrs. Davis and Wimmer before meeting with Senators Reid and Bryan. The response was that neither Davis nor Wimmer would be available to meet anytime beforehand.

Ms. Elaine K. Kaiser April 10, 1997 Page 3

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representatives would not report that to UP's superiors is not credible, but anything is possible.³

Despite its strong negative reaction to Mr. Hemmer's misrepresentation of events, the City believes its partnership with UP will achieve its goals. The City looks forward to the next meeting with UP, now scheduled for May 5 in Omaha.

Regards,

amboley

PHL:pvg Enclosures cc: J. Michael Hemmer, Esq.

³ In December 1996, three of the UP representatives previously misrepresented to Members of the Nevada Legislature that the City's mandamus action in Federal District Court (Reno) was dismissed "with prejudice barring the City from refiling." (Exhibits A-1 and A-2 enclosed.) Later, when confronted by the City, the UP representatives recanted in apology letters to Legislators (Exhibit B enclosed).



Exhibit A-1

City Manager's Office JAN 2 2 1997 CITY OF RENO

Nevada Legislature

January 18, 1997

Charles McNeely, City Manager City of Reno P. O. Box 1900 Reno, Nevada 89505

Dear Charles:

Following our recent conversation with reference to the approved merger of the Union Pacific and Southern Pacific Railroads, I have received the enclosed correspondence from representatives of the Union Pacific Railroad.

You will note that the UPRC position with respect to the status of the legal case filed by Reno against the railroad indicates that the Federal District Court dismissed Reno's case with prejudice barring the city from refiling. This is contrary to the explanation I have received consistently from representatives of the city. I do understand that the city has appealed the ruling to the Ninth Circuit Court of Appeals. I think this issue bears directly on just what leverage, if any, remains with the city in its negotiation process.

I would like to be kept informed on any efforts,

Sincerely

William J. Raggio Senate Majority Leader

-:

WJR/dm enc.

UNION PACIFIC RAILROAD COMPANY

WAYNE K. HOHIUCHI SPECIAL PLIMESLNIATIVE



Exhibit A-2

915 L STREET, SUITE 1230 SACRAMENTO, CA 95814 (918) 442-2800 FAX (918) 442-4073

RECFIVED

VARGAS & BASTILLETT

December 20, 1996

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The Honorable William Raggio Post Office P 281 Reno, NV 89504

Here is an editorial from a recent <u>Reno Gazette-Iournal</u> issue written by Union Pacific Railroad's Mike Furtney. This piece explains the most recent status of the merger.

However, we also wanted to remind you of the status of the legal case filed by Reno against the railroad. The district court judge for the Federal District Court of Nevada has dismissed Reno's case with prejudice barring the City from refiling. The City has appealed this ruling to the Ninth Circuit Court of Appeals, and we are awaiting a decision.

If you have any questions, as always, please call us. We hope you and your family have a happy holiday season.

Since

WAYNE HORIUCHI Special Representative Union Pacific Railroad Co. 916/442-2800 LARRY BENNETT Retained Legislative Advocate Union Pacific Railroad Co. 702/323-2688 JOE GUILD Retained Legislative Counsel Union Pacific Railroad Co. 702/348-1662

enclosure

82-14-1997 18:30HM FROM

WAYNE K HORUCH

TO

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UNION PACIFIC RAILROAD COMPANY



915 L. STREET, SUITE 1230 SACRAMENTO, CA 95814 (916) 442-2000 FAX (916) 442-4973

February 4, 1997

The Honorable Joseph Neal 304 Lance Avenue North Las Vagas, NV 89030

Dean S

Recently it has come to our attention that a mistake was made in our letter to you of December 26, 1996.

We told you Judge McKibban had dismissed the City of Reno's lawsuit from the Federal District Court for the District of Nevada "with prejudice" when in fact he had dismissed the case "without prejudice". This allows the City to proceed apace with an appeal.

The City is appealing and the case is lodged in the Federal Circuit Court of Appeals for the D.C. Circuit in Washington D.C. There, procedural motions are pending for a decision.

We hope this inadvertent mistake did not cause you any confusion. As always we will strive to keep you informed about the progress of this important rail merger.

and a

WAYNE HORIUCHI Spocial Representative Union Pselfic Railrond Co. 916/442-2800 in Auss

Sincerely.

LARRY BENNETT Retained Legislative Advocate Union Pacific Railroad Co. 702/323-3688 JOE GUILD Retained Legistative Counsel Union Partile Railroad Co. 702/348-1662

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PAUL H. LAMBOLEY 1020 19TH STREET NW. SUITE 400 WASHINGTON. D. C. 20036

> TEL 202.496.4920 FAX 202.293.6200

April 9, 1997

Via Facsimile & Regular Mail

J. Michael Hemmer, Esq. Covington & Burling 1201 Pennsylvania Avenue, N.W. Washington, D.C. 20044-7566

Re: F.D. No. 32760 UP/SP Merger Proceedings

Dear Michael:

This will acknowledge your letter dated April 4 and enclosed discovery requests.

Previously, on March 13, I acknowledged your letter dated March 4 which enclosed your letter dated February 4, 1997 sent to a former office address. In my letter, I stated I would make appropriate inquiry — I have done so.

On January 6, 1997, you were appointed by the Section of Environment Analysis (SEA) of the Surface Transportation Board ("STB") to be a member of the Railroad Merger Reno Mitigation Task Force ("Task Force") as a representative of the UP/SP interests. Since your appointment, there have been several Task Force meetings (January 15, February 12 and March 12) and an SEA public meeting (February 13) which you have attended. In addition, data validation activity took place in March to which you were invited to attend as well.

One critical purpose, and ultimate value, of the Task Force forum has been mutual fact-finding and information exchange. As a Task Force member, you apparently have failed to make any direct inquiry concerning the "very modest requests" or "single inquiry," as you characterize matters. Perhaps, the failure to do so was to avoid reciprocal questions concerning UP/SP's conduct.

In any event, you having chosen not to avail yourself of the opportunity of the informal fact-finding process of the Task Force, and without the courtesy of J. Michael Hemmer, Esq. April 9, 1997 Page 2

telephone call, you have elected to pursue a more adversarial course in the litigation procedures of formal discovery. I suppose this approach is not inconsistent with your November 4, 1996 letter to the STB/ISTEA concerning the Reno Mitigation Study.

The City intends to respond appropriately to your discovery requests. In the meantime, please be advised that any related inquiry in the Task Force setting concerning issues on which you have sought discovery will be considered constrained by your invocation of formal discovery process.

Hopefully, your advocacy role will not further compromise the continuing investigation and information functions of the Task Force.

Very truly yours,

mboley

PHL:pvg cc: Elaine K. Kaiser V





December 4, 1996

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6/16/10:31:52 A W. WG.02 89 249

BY OVERNIGHT COURIER

Ms. Elaine K. Kaiser Chief, Section of Environmental Analysis Surface Transportation Board Room 3219 12th and Constitution Avenue, N.W. Washington, D.C. 20423

> RE: Finance Docket No. 32760, Union Pacific Railroad Company - Control and Merger - Southern Pacific Transportation Company: Wichita and Reno Mitigation Studies

Dear Elaine:

64

This is in response to your letter of November 8, 1996 in which you request certain information from BN/Santa Fe about its operations in the Wichita, Kansas and Reno, Nevada areas.

Information requested relating to Wichita:

Ouestion 1.

Verify and update information contained in the Union Pacific letter dated May 30, 1996 (copy attached). UP used 1994 data from the BNSF merger application. Please provide current and projected BNSF train data.

Response.

Attached is a self-explanatory memorandum which shows the estimated average trains per day for 1997, 1998 and 1999 that would move on BNSF's Topeka to Emporia line and on BNSF's Emporia to Wellington line. The data for 1996 are substantially the same as that shown for 1997 projected. BNSF has no projections beyond 1999. Ms. Elaine K. Kaiser December 4, 1996 Page 2

Question 2.

The BNSF legal position regarding use of its tracks between Topeka and Wellington by Union Pacific trains as a bypass route around Wichita.

Response.

BN/Santa Fe is not willing to permit Union Pacific to use its route between Topeka and Wellington as a bypass route around Wichita. As is described below, such use would impose significant operational and competitive constraints on BN/Santa Fe. It thus would not be in the best interests of the company, its shareholders, or the shipping public for BN/Santa Fe to permit UP to use that route.

To understand the position of BN/Santa Fe on this issue requires some in-depth understanding of the significance of the route to the BN/Santa Fe system as a whole and to its shippers. As the response to Question 1 demonstrates, the segment between Emporia to Wellington carries a significant amount of high-speed, time-sensitive intermodal and automotive traffic for BN/Santa Fe's customers. To state it simply, this route is BN/Santa Fe's transcontinental mainline between the Midwest and California and its primary line between Chicago and Texas.

The importance of maintaining this route for BN/Santa Fe high-speed traffic has lead the company recently to make substantial investments (nearly \$15.6 million in the Wellington area) to alleviate congestion problems. The addition of any UP trains to the route would thus deprive BN/Santa Fe of the benefits of its investments and planning. It would also place BN/Santa Fe at a significant competitive disadvantage since UP's unit coal and grain trains (that would be restricted to 45 m.p.h.) would slow down and delay BN/Santa Fe timesensitive traffic on its route. This would have a direct negative impact on BN/Santa Fe's ability to attract and be competitive with trucks and with UP's other routes for this traffic.

Significant operational constraints that currently exist on the route would be exacerbated by the addition of UP trains. For example, the 60 miles between Emporia and Topeka is single-tracked, has no sidings for trains to meet or pass, has no centralized traffic control, and is used by Amtrak. There also is no connection in Topeka that allows a straight away move for interchange of traffic between BN/Santa Fe and UP. And the 115 miles between Wellington and Emporia is primarily single-tracked, with almost no unused capacity. It bears mention that the use of the BN/Santa Fe route by UP would also result in a significant increase in grade crossings delays for Emporia and Topeka.

Although this discussion of operational constraints is not by any means exhaustive, it highlights some of operational reasons why it would be harmful to the interests of the company and the shipping public to permit UP to use BN/Santa Fe's route. For these

Ms. Elaine K. Kaiser December 4, 1996 Page 3

reasons, as well as the competitive issues that would arise, BN/Santa Fe cannot agree to permit Union Pacific to use its route between Topeka and Wellington as a bypass route around Wichita.

Ouestion 3.

Valuation maps from South Junction to 29th Street North (former AT&SF alignment).

Response.

Copies of the valuation maps from South Junction to 29th Street North are enclosed.

Ouestion 4.

Signal system schematics - same route as above.

Response.

Copies of the signal system schematics are enclosed.

Ouestion 5.

Train movements for a one week period between Pawnee Street and 29th Street North by time of passage, type (i.e., coal, manifest, grain, local switcher, etc.) and approximate train length. These movements should apply to former AT&SF and BN alignments.

Response.

BN/Santa Fe does not in the ordinary course of business maintain the requested information on train movements. However, for the purpose of responding to this request, BN/Santa Fe has manually assembled the enclosed data which shows, for a two-week period commencing on November 8, 1996, the requested information.

Information requested related to Reno:

Ouestion 1.

Anticipated daily average of BNSF trains that will pass through Reno as a result of

Ms. Elaine K. Kaiser December 4, 1996 Page 4

the UP/SP merger (a one to five year time frame).

Response.

As described in the Progress Report and operating Plan that BN/Santa Fe filed with the Board on October 1, 1996 in Finance Docket No. 32760, UP/SP is providing local service for BN/Santa Fe to and from Reno, Nevada. See Operating Plan at 24. A copy of that Report is enclosed for your ease of reference. It is therefore not anticipated at this time that BN/Santa Fe trains will pass through Reno.

Please let me know if you have any questions.

Sincerely,

Auhard E. Wentes

Richard E. Weicher Vice President-Law and General Counsel

cc: M. Dalton (w/o encls.) W. Stockwell (w/o encls.) Date: December 3, 1996

To: Mike Smith

From: Nick Murray

Subject: Topeka to Wellington Trains

As requested, we have estimated the trains per day and the trailing GTM's (locomotive ton miles excluded) for 1997, 1998, and 1999 between Topeka, KS and Wellington, KS. Amtrak GTM's are not included in the trailing GTM's shown below.

Topeka to Emporia:

Trains per Day

Year	Freight	Coal	Amtrak	Total	GTM
1997	2.1	2	2	6.1	6.878 million
1998	2.1	2	2		6.880 million
1999	2.1	2	2	6.1	6.882 million

Emporia to Wellington:

Trains per Day

Year	Freight	Coal	Amtrak *	Total	GTM
1997	45.1	2	2	49.1	85.66 million
1998	48.4	2	2	52.4	87.38 million
1999	49.7	2	2	53.7	89.11 million

* Amtrak trains between Emporia and Ellinor (13.7 miles)

Please call Bruce Dauphin at 333-5861 if there are any questions.

Week One

Trains Passing CTC-CAD Location 272 (Wichita North Jct) Seven day period from 11/08/96(Fri) to 11/14/96(Thur)

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Dec. 3. 1996 9: 59AM BNRR ISS

, Week Two

Trains Passing CTC-CAD Location 272 (Wichita North Jct) Seven day period from 11/15/96(Fri) to 11/21/96(Thur)

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G BMAB1 15 1 893 15	272 96-11	-17 11:21:54		MD 39		1884 A	
1 893 15 P CHSB1 16	272 96-11	-17 12:44:58		NO 72	5326	5824 A	TSF
G NWHO1 17	272 96-11	-17 13:07:030	C W NO			213 A	
Q WSRI1 16	272 96-11	-17 14:05:060	C W NO	NO 54		5065 A	TSF
Q ALCH1 17	272 96-11	-17 14:12:17	CESO	MD 61	3232	5863 A 1562 A	TOP
Q WSLA1 16	272 96-11	-17 14:25:52		NO 47 NO 70		122 U	
F KCTMG 14	272 96-11	-17 19:02:05		NO 70 MD 99		5256 A	
M ALNWI 16	272 96-11	-17 23:17:430	E 30		5400		
(11/18/96 Mond	lay)					71 A	TEF
Z NWWC1 18	272 96-11	-18 03:24:47		NO P2	6136 4	792 A	TSF
L EA051 18	272 96-11	-18 03:32:44		SO 82 MD	0130 4	71 A	TSF
U WCKC1 18	272 96-11	-18 04:09:51		NO 65	4528 4	1609 A	TSF
M NWTE1 17	272 96-11	-18 04:38:45		SC 88	6356	1884 U	TP
F LUUP1 18	272 96-11	-18 06:47:550 -18 08:07:540		MD 0		142 A	TSF
EA061 18	272 96-11	-18 10:40:160		MD 27		2391 A	
P LACH1 15 S LBCH3 14	272 96-11	-18 11:03:260	E SO	MD 71	and the second se	537 · A	
F LUUP1 18	272 96-11	-18 13:16:380	C E SU	SO 24		L663 U	TOP
S RICH1 15	272 96-11	-18 14:48:040	C E SO	MD 57	5103 5	5433 A	TPE
Contraction	and a state of the						

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J. 1.330	3:33AM	see				Nv. 3411	: (4)
S FRCH1 16	272 96-11-	-18 14:56:45	CES	0 MD 62	4728	5404 ATSP	~
M ALNWI 17	272 96-11-	-18 18:17:50		0 MD 85	4357	4938 ATSF	
F SKOL1 18	272 96-11-	-18 20:06:59	CES	O OK 9	316	529 SP	
/19/96 Tues	day)						
G JUGVI 18	272 96-11-	-19 00:13:43		0 NO 109	14170	7104 ATSF	
L EA051 19	272 96-11-	-19 03:18:26		O NO 55	3871	3088 ATSF	
L EA061 19	272 96-11-	-19 06:02:55		0 MD 21	1434	1347 ATSF	
M NWTE1 18	272 96-11-	-19 06:24:22		0 NO 57	5412	3349 ATSF	
F LUUP1 19	272 96-11-	-19 07:06:44		N SO 39	2561	2162 UP	
F LUUP1 19	272 96-11-	-19 12:30:43	CES	0 SO 48	3555	2789 UP	
G HOHUL 18	272 96-11-	-19 13:42:16		0 MD 80	2834	4795 ATSF	
G TECNI 18	272 96-11-	-19 16:47:52		OMD		142 ATSF	
F SKOL1 19	272 96-11-	-19 18:00:57		0 MD 18	2029	1378 SP	
M NWTE1 19	272 96-11-	-19 22:36:03	CWN	0 NO 68	7515	4126 ATSF	
(11/20/96 Wedn	esday)			- 110 - 0	570	888 SP	
F SKOL1 19	272 96-11-	-20 00:12:57		ONO 9	7461	3462 ATSF	
G HUHO1 19	272 96-11-	-20 01:31:02		O NO 57	4020	2817 ATSF	
L EA051 20	272 96-11-	-20 02:57:51		O NO 46	5988	7042 ATSF	
M ACDC3 19	272 96-11-	-20 05:20:09		0 MD 115	2640	2330 UP	
F LUUP1 20	272 96-11-	-20 06:47:14		N NO 38 O MD 19	1760	1422 ATSF	
L EA061 20	272 96-11-	-20 06:55:37		ONO 77		4620 ATSF	
G NWCP1 19	272 96-11.	-20 11:17:34		0 50 28	2039	1809 UP	
F LUUP1 20	272 96-11-	-20 12:57:30		O MD 74	5425	4407 ATSF	
M ALNW1 19	272 96-11.	-20 17:16:23		OMD 8	and the second s	671 SP	
F SKOL1 20	272 96-11-	-20 19:57:24	the second se	O NO 87		5314 ATSP	
G SUGV1 19	272 96-11-	-20 22:40:21		0 10 07			
(11/21/96 Thur	sday)		CWN	O NO 62	5006	3704 ATSF	
M NWTE1 20	272 96-11-	-21 01:39:18 -21 02:06:06		O NO 22	1736	1415 ATSF	
EA051 21	272 96-11-	-21 05:20:20		OMD	a man reit.	142 ATSF	
EA061 21	272 96-11-	-21 06:47:38		N SO 54	3656	3098 UP	
F LOUP1 21	272 96-11.	-21 12:11:55		ONO	and the second second	71 ATSF	
Z NWWF1 21	272 96-11	-21 12:39:57		0 BN 39	4207	2345 UP	
F LOUP1 21	272 96-11	-21 15:51:48		0 MD 75	2400	4912 SP	
F 1P1HU 20	272 96-11	-21 17:14:25		O MD 49	and the second se	3074 ATSF	
M ALNWI 20	212 90-11.	-21 1/114.43					
					it carries		
		The second					

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PAGE. 05