

Interstate Commerce Commission 12th and Constitution Avenue Washington, D.C. 20423

FD-32760

Dear Secretary Williams:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am somewhat familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana I find this proposal seems to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic had priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in my area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct, and involve the fewest car handling.

The Honorable Vernon A. Williams

November 3, 1995

I am also concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

-2-

For all of the reasons above, I am opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

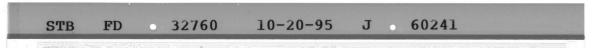
June John

State Representative

JCM/sbh

cc: David M. Levan, President and CEO Consolidated Rail Corporation 2001 Market Street, 17N Philadelphia, PA 19101-1417

Jim McPike, Principal Hoffman-McPike & Associates



2000 60241

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE. N. W.

P.O. BOX 7566 WASHINGTON, D.C. 20044-7566 (202) 662-5000

02/ 002-5000

TELEFAX: 12021 662-6291 TELEX. 89-593 ICOVLING WSHI CABLE COVLING

MICHAEL L. ROSENTHAL

12021 662-5448 DIRECT TELEFAX NUMBER 12021 778-5448

October 20, 1995

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87USSELS CORRESPONDENT OFFICE 44 AVENUE DES ARTS 87USSELS 1040 BELGIUM TELEPHONE 32-2-512-9890 TELEPHONE 32-2-502-1598

BY HAND

Honorable Vernon A. Williams Secretary Interstate Commerce Commission Twelfth Street and Constitution Avenue, N.W. Room 2215 Washington, D.C. 20423



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

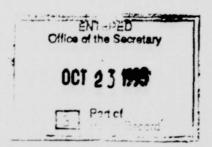
Dear Secretary Williams:

Applicants will reply to the "Petition by the International Brotherhood of Teamsters for Leave to File Response to Applicants' Reply to IBT's Petition to Reopen Decision No. 3," filed October 11, 1995. We expect to file our reply well before the deadline of October 31, 1995.

Sincerely,

chael/L. Rosen

cc: The Honorable Jerome Nelson



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The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423



Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

I am a resident of Kiowa County, Colorado, and I write to express my concern over the notice of intent to abandon service filed by the Union Pacific and Southern Pacific Railroads. Kiowa County is a rural area directly dependent upon rail service for the transport of grains and other commodities. As well, the County relies upon tax revenues derived from railroad properties. If service is discontinued and the track is pulled, the County will suffer dramatic economic consequences. I understand that the Commission has the power to deny or condition the application to abandon. I would ask the Commission to deny the application, or to place restrictions on the application which afford our County the time to respond to the loss of service and revenues.

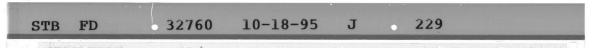
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David Rasmussen P.O. Bor 333 1207 Rittgers EAds, 10 81036

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YUCAIPA, CA 92399 (909) 790-4196	BRETT GRANLUND ASSEMBLYMEMBER, SIXTY-FIFTH DISTRICT	STATE
(909) 790-0479 FAX Office of the Secretary OCT 1 8 1995		
Patri	October 12, 1995	ACTIVE STREET
Interstate Commerce	non A. Williams, Secretary ce Commission, Room 2215 d Constitution Avenue, N.W.	artige a
Dear Secretary Wil	lliams,	a.

RE: Finance Docket No. 37260, Union Pacific Railroad--Control and Merger -- Southern Pacific Railroad

The merger of the Union Pacific and Southern Pacific Railroads should substantially improve rail service and strengthen railroad competition in California, as well as provide a stable financial base for continued Southern Pacific operations. The merger should also provide specific service benefits for farm and food product shippers in Southern California. For all of these reasons, I urge the Commission to grant its approval for the proposed merger.

Improved Service

California freight shippers should see substantial benefits from service improvements resulting from the merger. For example, the merged UP/SP plans to provide the first truck-competitive single-carrier rail service ever between the Seattle/Tacoma area and Southern California, a freight corridor now dominated by the trucking industry. The merged system should be able to more efficiently move freight between locations in this area now served by the SP, and locations now served by the UP in Texas and Louisiana, the Great Plains, and the Pacific Northwest.

Service should improve for both shippers moving freight between California and the gateways of Chicago, Kansas City, St. Louis, Memphis and New Orleans, where freight is passed from Western Railroads to Eastern railroads. Perishable and processed food products moving from Southern California should encounter fewer delays and increased service reliability as it moves to markets elsewhere in the country. Equipment supply should be improved, as the two railroads integrate operations and take advantage of backhaul opportunties. After the merger, the UP/SP has announced plans to build a new "Inland Empire" Facility in Southern California to handle truck trailers and containers form less-than-truckload and other trucking companies, improving service and taking trucks off of our crowded highways. California shippers and receivers will enjoy extensive new single-line service, including:

Strong Competition

The recently announced agreement between the UP/SP and the Atchison, Topeka & Santa Fe/Burlington Northern railroads should strengthen competition. The parties have reached a comprehensive agreement so that shippers that would otherwise lose two-railroad competition in the merger will now be served by both the UP/SP and the ATSF/BN. Providing for tow strong railroads, competing head-to-head, should preserve rail competition.

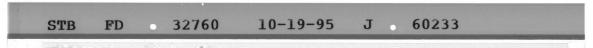
Financial Stability

In the past, SP customers have had to deal with service problems and uncertainties resulting form the SP's financial instability. The SP's CEO has even said the will be hard-pressed to stay afloat in competition with the merged ATSF/BN and the UP. The UP/SP merger will give SP shippers the assurance of high quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operation. The SP's employees have been faced with a similar uncertainty, and will now also enjoy the benefits of working for a financially healthier railroad.

In summary, the proposed UP/SP merger will provide substantial benefits in improved service, strong competition, and financial stability in the rail industry, and I urge your support.

Sincerely

Brett Granlund Assemblyman, 65th District



The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

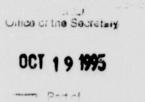
Dear Mr. Williams:

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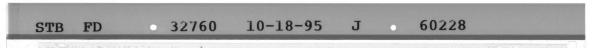
Respectfully,

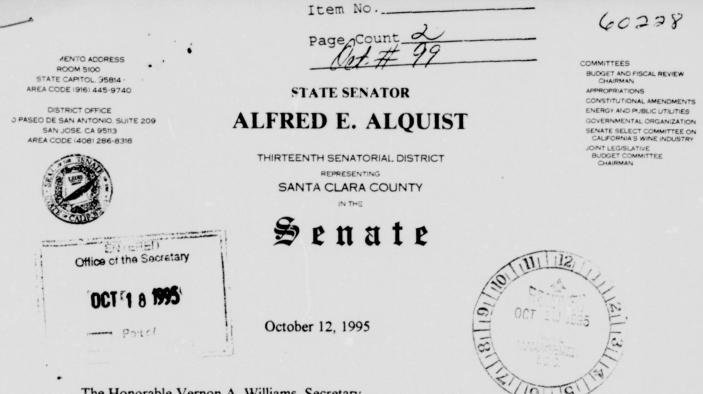
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The Honorable Vernon A. Williams, Secretary Interstate Commerce Commission Room 2215 Twelfth Street and Constitution Avenue, N.W. Washington, DC 20423

RE: Finance Docket No. 32760, Union Pacific Corporation, et al.

--Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

As a former long time employee of the Southern Pacific, I would like to express my support for the merger of the Union Pacific and Southern Pacific railroads, as proposed in the Interstate Commerce Commission Finance Docket noted above.

The financial health of the Southern Pacific has been a continuing concern to policymakers here in California. Railroad shippers, employees, and suppliers all depend upon the health of the Southern Pacific, and all are affected by changes in the SP's financial picture. SP senior managers have said publicity and candidly that the recent approval of the merger between the Burlington N-rthern and the Santa Fe railroads will create a much stronger competitor for the SP, putting the long-term viability of the SP in serious question.

The proposed merger with the Union Pacific Railroad, a financially strong company, should stabilize the finances of the SP and ensure the long-term viability and survival of the merged railroad. The merged UP/SP will be roughly the same size and competitive strength of the merged BN/SF, resulting in two healthy railroads that should compete head-to-head for rail freight in California.

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Secretary Williams

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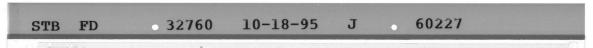
Competition will be preserved and strengthened as a result of an agreement between the UP/SP and the BN/SF since it will provide BN/SF with trackage rights from Denver to the San Francisco Bay Area. The BN/SF will also gain the right to serve shippers in California now served by both the UP and SP, and who would otherwise be served by a single UP/SP railroad after the merger (in California, this includes shipper facilities in places like San Jose and Fremont). In short, the agreement will ensure that all California shippers who otherwise would have lost two-railroad competition as a result of the merger, will continue to be served by two railroads.

In light of the many benefits resulting from the proposed UP/SP merger, I would urge the Interstate Commerce Commission to give its swift approval to the merger proposal.

Sincerely,

Alfred E. Alquist

AEA: cmc



Item No. 6022 Page Count **Eugene Moore** Committees: State Representative • 7th District Appropriations: Public Safety Health Care and District Office: Capitol Office: Human Services 1701 S. First Ave., Ste. 205 2103-N Stratton Building Maywood, Illinois 60153 Labor and Commerce Springfield, Illinois 62706 708/345-0007 Insurance 217/782-8120 Fax 708/345-1647 Aging

Housing, Economic and Urban Development

October 13, 1995

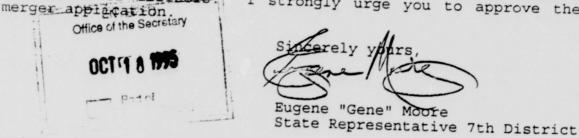
Ms. Linda Morgan, Chairperson Interstate Commerce Commission 12th Street and Constitution Avenue, NW Washington, DC 20423

> Re: Union Pacific/Southern Pacific Finance Docket 32760

Dear Chairperson Morgan:

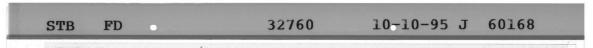
As a member of the Illinois General Assembly in the capacity of State Representative for the 7th Legislative District, I am deeply concerned about the future development of opportunities and benefits provided citizens of Illinois and customers of Union Pacific and Southern Pacific under their acquisition for merger. I strongly support this effort as the combined system will greatly reduce transit times by utilizing direct routes available for shipments promoting improved transit times, the customers will benefit from the financial stability and the merger will bring about a strong, efficient and competitive rail transportation.

I would like to formally dvise you that I am in support of this merger as I believe the merge is a good one for the citizens and businesses of Illinois. I strongly urge you to approve their



EM/rsh

cc: Vernon A. Williams, Secretary ICC David Fischer, Dir. Government Affairs, Union Pacific Railroad



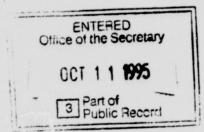
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The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

I am a resident of Kiowa County, Colorado, and I write to express my concern over the notice of intent to abandon service filed by the Union Pacific and Southern Pacific Railroads. Kiowa County is a rural area directly dependent upon rail service for the transport of grains and other commodities. As well, the County relies upon tax revenues derived from railroad properties. If service is discontinued and the track is pulled, the County will suffer dramatic economic consequences. I understand that the Commission has the power to deny or condition the application to abandon. I would ask the Commission to deny the application, or to place restrictions on the application which afford our County the time to respond to the loss of service and revenues.



Respectfully, rug Abwell PO Box 307 Eade, CO 81036

P.S. If Bailtvain are allowed to Stop using the route, More truck traffic will be forced into use the highway which Meed repaired and possible more acidents will happen.





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The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423 CT 10 1995

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

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Respectfully, P.O. Box 66 Ends 6/0 81036



The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

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Respectfully, Thomas H Lieven S/S P.O. Box 66 Eaks, Colo 81036 121 719-438-5448





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The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

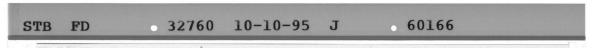
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Respectfully,

S/S P.O. Box 66 Eals, CNO 71036



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FORM LETTER FOR USE IN WRITING INTERSTATE COMMERCE COMPLESSIO

The Homorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423



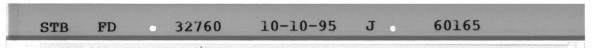
Re: ICC Finance Docket No. 32760

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Respectfully, Unn H. Lamp SIS 210 W. 12 th POBOX 323 Eads, CO 81036

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The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

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Respectfully, Loues L. Longo DC S/S Eads Chiroproctice Center 210 W. 12 th PO Box 32 3 CO 81036 Respectfully, ENTERED Office of the Secretary OCT 1 1 1995 Part of 3 Public Record

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HOPKINS & SUTTE

(A PARTNERSHIP (NCLUDING PROFESSIONAL CORPORATIONS)

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

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

ALICIA M. SERFATY (202) 835-8049

October 10, 1995

BY HAND DELIVERY

Mr. Vernon A. Williams Secretary Interstate Commerce Commission Room 2215 12th Street & Constitution Avenue, N.W. Washington, D.C. 20423

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

Dear Mr. Williams:

Enclosed please find an original and 20 copies of Southern California Regional Rail Authority's ("SCRRA") Notice of Appearance (SCRR-1) for filing in the abovereferenced action. Also enclosed is a 3.5 inch disk containing the text of this pleading in Wordi'erfect 5.1 format.

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

Sincerely,

heiciald de Alicia M. Serfaty

Alicia M. Seria

AMS/llb Enclosures cc: All parties of record

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BEFORE THE INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760



Union Pacific Corporation, Union Pacific Railroad Compar and Missouri Pacific Railroad Compny

-- 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

NOTICE OF APPEARANCE

Please enter the appearance of the undersigned counsel on behalf of the Southern

California Regional Rail Authority ("SCRRA"), which desires to become a party of record

in this proceeding.

Dated: October 10, 1995

Respectfully submitted

Charles A. Spitulnik Alicia M. Seriaty

HOPKINS & SUTTER 888 Sixteenth Street, NW Washington, D.C. 20006 (202) 835-8000

Counsel for Southern California Regional Rail Authority

CERTIFICATE OF SERVICE

I hereby certify that on October 10, 1995, a copy of the foregoing Southern California Regional Rail Authority's Notice of Appearance was served by first-class, U.S. mail, postage prepaid upon all parties of record in this proceeding.

Alicia M. Serfaty



Item No. Page Count

60163

The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

41

I am a resident of Kiowa County, Colorado, and I write to express my concern over the notice of intent to abandon service filed by the Union Pacific and Southern Pacific Railroads. Kiowa County is a rural area directly dependent upon rail service for the transport of grains and other commodities. As well, the County relies upon tax revenues derived from railroad properties. If service is discontinued and the track is pulled, the County will suffer dramatic economic consequences. I understand that the Commission has the power to deny or condition the application to abandon. I would ask the Commission to deny the application, or to place restrictions on the application which afford our County the time to respond to the loss of service and revenues.

Respectfully, Becky Howell SIS POBOX 307 Eads, CO 81036

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1109 HICKMAN ST. - BOX 432 - EADS, CO 81036 719-438-2225

-32760



Honorable Vernon Williams Interstate Commerce Commission 12th &= Constitution Aves. NW, Washington, D.C. 20423

Mr. Williams:

PLease finds this letter in reference to the abandonment of the rail line in Kiowa County, Colorado. I am writing to encourage you to consider carefully the reprecutions of this decision, and the impact that it will have on this county in Colorado.

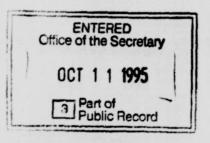
As in many rural areas throughout America, Kiowa County has Suffered at the profit of corporate America. We have limited resources, and limited people to work with, however, we have many other opportunities available to us here, one of which is rail service. The tax base that this provides is critical to the welfare of this county. The loss of these tax dollars would probably be the final blow to this county, as well as many others.

I am asking you-to carefully consider the outcome of this all important decision. As one of a few surviving businesses in rural Colorado, and Kiowa County, I am personally not sure if my business can sustain an increase in taxes here, and that is exactly what is going to happen should they remove this rail line. Further, please consider the impact that it will have upon rural education, and rural healthcare. Both our school and our hospital are taxpayer supported entities, and one can only imagine the result this decision will have upon these two very vital parts of our way of life here.

Mr. Williams, I am asking that you seriously consider and weigh the pros and cons of this decision, and make your decision on what is best for this country and Kiowa County, Colorado.

Sinderelv

Jimmy R. Erown Brown Funeral Home & Flower Shop



LOCALLY OWNED AND OPERATED, JIMMY R. BROWN, OWNER



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FORM LETTER FOR USE IN WRITING INTERSTATE COMMERCE COMMISSION

20160

The Honorable Vernon Williams Interstate Commerce Commission 12th and Constitution Aves. NW Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

Dear Mr. Williams:

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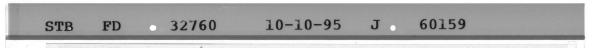
Respectfully,

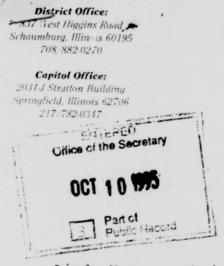
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Main Main . Co. 81036







State of Illinois House of Representatives

Terry R. Parke

State Representative · 53rd District

October 3, 1995

Linda Morgan, Chairperson Interstate Commerce Commission 12th Street and Constitution Avenue, NW Washington, DC 20423

Re: Finance Docket 32760 Union Pacific/Southern Pacific

Dear Chairperson Morgan:

As a member of the Illinois General Assembly, I am writing to express my support for the merger of the Union Pacific and Southern Pacific Railroads.

I am confident that the proposed merger will have a positive impact for the state of Illinois. Among other things, the proposed merger will result in:

- (a) Improved transit service, allowing for more efficient, direct routes to expanded markets;
- (b) Opens up the Mexican market and the barge facilities on the Mississippi River with single-line routes;
- (c) More competitive access to new markets not formerly available; and
- (d) A network offering countless opportunities because of coordinated facilities, directing capital investments where most appropriate.

I strongly encourage your positive response to the application for the merger of the Union Pacific and Southern Pacific Railroad.

Thank you for your consideration.

Turny Parks

Terry R. Parke State Representat: Item No.

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RECYCLED PAPER . SOYBEAN INKS

Committees:

Chairman: Commerce, Industry & Labor Vice-Chairman: Consumer Protection Instructed Personnel & Lensions Energy & Environment

Member of:

IL. Economic & Fiscal Commission Employee Suggestion Award Board



cc: Vernon A. Williams Secretary, Interstate Commerce Commission

> David Fischer, Director Government Affairs Union Pacific Railroad

STATE OF ILLINOIS)) SS COUNTY OF C O O K)

I, TERRY R. PARKE, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Terry R. Parke

SUBSCRIBED AND SWORN TO BEFORE ME THIS DATE: October 3, 1995

Notary Public



Item No. Page



VILLAGE OF PALATINE

60158

200 East Wood Street • Palatine, Illinois 60067 • 708-358-7500 FAX 359-9040

> Member: Northwest Municipal Conference Illinois Municipal League National League of Cities



October 5, 1995

Ms. Linda Morgan Chairperson Interstate Commerce Commission 12th Street and Constitution Avenue, NW Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

My name is Rita Mullins. I am Mayor of Palatine, Illinois.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

My reason for supporting this acquisition is to assure continued efficient commuter rail service to this Village.

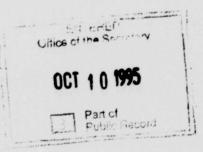
Sincerely,

mulling (20)

Rita L. Mullins Mayor

cc: Vernon A. Williams, Secretary Interstate Commerce Commission Washington, DC 20423

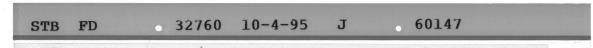
> David Fischer Director Government Affairs Union Pacific Rai¹road 1416 Dodge Street, Rm. 801 Omaha, NE 68179





AN ILLINOIS

Incorporated in 1866 Council - Manager Government Since 1956



6014 ILLINOIS HOUSE OF REPRESENTATIVES SPRINGFIELD OFFICE: COMMITTEE 2054-L STRATTON BUILDING SPOKESMAN: SPRINGFIELD, ILLINOIS 62706 ENVIRONMENT & ENERGY 217/782-5981 AGRICULTURE & CONSERVATION KANKAKEE DISTRICT OFFICE: EDUCATION APPROPRIATIONS 135 S. SCHUYLER AVENUE TRANSPORTATION KANKAKEE, ILLINOIS 60901 815/939-1983 VETERANS' AFFAIRS ATTORNEY GENERAL-VIOLENT CRIMES -ADVISORY COMMISSION OINT COMMITTEE ON I. PHILIP NOVAK ADMINISTRATIVE RULES STATE REPRESENTATIVE · 85TH DISTRICT September 29, 1995 Ms. Linda Morgan, Chairperson Interstate Commerce Commission

Re: Finance Docket 32760 Union Pacific/Southern Pacific

Dear Chairperson Morgan:

Washington, DC 20423

12th Street and Constitution Avenue, NW

I am submitting this letter in support of the merger of the above referenced railroads.

It is my firm belief that the proposed merger will dramatically improve service to the consumer and strengthen competition.

Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

Please give this proposal your utmost consideration as you evaluate the merger between Union Pacific and Southern Pacific railroads.

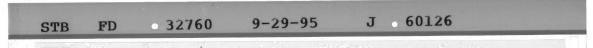
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State Representative 85th District JPN:db cpy: Vernon A. Williams, Sec. ICC David Fischer, Dir. Government Affairs

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Item No. Page

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60126 Item No._ . VINGTON & BURLING Page Count DI PENNSYLVANIA AVENUE, N. W #97 Sept P.O. BOX 7566 WASHINGTON. D.C. 20044-7566 LECONFIELD HOUSE (202) 662-6000 CURZON STREET LONDON WIT BAS TELEFAX 12021 662-6291 ENGLAND TELEX 89-593 ICOVLING WSHI MICHAEL L. ROSENTHAL TELEPHONE 44-171-495-5655 CABLE COVLING TELEFAX 44-171-495 3101 DIRECT DIAL NUMBER 202 662 5448 BRUSSELS CORRESPONDENT OFFICE DIRECT TELEFAX NUMBER 44 AVENUE DES ARTS 202 778-5448 BRUSSELS 1040 BELGIUM TELEPHONE 32-2-512-9890 September 28, 1995 TELEFAX 32-2-502-1598 Thomas A. Griebel Assistant Executive Director Multimodal Transportation . Texas Department of Transportation 125 E. 11th Street Austin, TX 78701-2483

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

Dear Mr. Griebel:

Enclosed are copies of all of the pleadings the Applicants have filed in the above-captioned matter. You are on the Applicants' service list, and will receive copies of all future filings by the Applicants.

Sincerely,

1. Ad

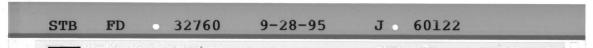
Michael L. Rosenthal

Enclosures

cc: /Secretary Vernon A. Williams Hon. Jerome Nelson, Administrative Law Judge

SEP 29

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Item No.

Page Count # 93

CAPITOL OFFICE: 2122 STRATTON OFFICE BUILDING SPRINGFIELD. ILLINOIS 62706 217/782-8158 OIS HOUSE OF REPRESENTATIVES

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DISTRICT OFFICE:

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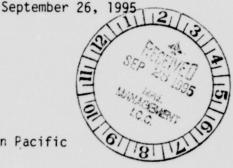
1278-B WEST LAKE STREET

ROSELLE. ILLINOIS 60172



Carole Pankau STATE REPRESENTATIVE · 49TH DISTRICT 88TH GENERAL ASSEMBLY

Ms. Linda Morgan, Chairperson Interstate Commerce Commission 12th Street and Constitution Ave., NW Washington, D.C. 20423



Re: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I am a member of the Illinois General Assembly and serve as Vice-Chair of the House Transportation Committee.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

In my opinion, this merger will have a significant positive impact for Illinois shippers, as well as contributing to Illinois' continued economic growth. Combining the strengths of these two companies will create a more efficient, stronger railroad that offers customers a competitive alternative to the combined BN/SF system that neither railroad could offer on its own.

It is my hope that the ICC will give it's approval to the merger application by the Union Pacific and Southern Pacific Railroads.

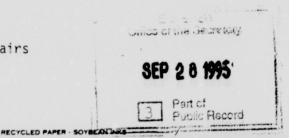
Sincerely,

arole Partie

Carole Pankau State Representative

CC: Vernon A. Williams Secretary, ICC

> David Fischer Director Government Affairs Union Pacific Railroad Omaha, NE 68179





VILLAGE OF RIVER FOREST

Item No._____ Page Count_ [

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September 26, 1995

#91



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Ms. Linda Morgan Chairperson Interstate Commerce Commission 12th Street and Constitution Avenue, N.W Washington, D.C. 20423

Re: Finance Docket 32760 - Union Pacific/Southern Pacific

Village Board

of Trustees Frank M. Paris President Nancy C. Dillon Trustee Robert B. Graham Trustee mann N. Heppes stee le Rider rustee A. Sullivan :00 Emerson K. Houser Village Clerk Charles J. Biondo Village Administrator

C3 Printed on recycled paper. Dear Chairperson Morgan:

My name is Frank Paris. I am the Village President of River Forest, Illinois.

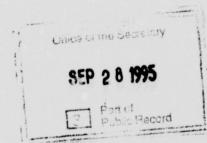
The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

Sincerely,

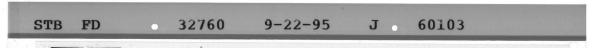
Frank M. Paris Village President

cc: Vernon A. Williams Secretary ICC

> David Fischer Director, Government Affairs Union Pacific Railroad 1416 Dodge Street, Room 801 Omaha, NE 68179



a:\unionpac.icc



60103

1416 DODGE STREET ROOM 830 OMAHA MEBRASKA 68179-0001 FAX (402) 271-5610

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Ī	t	em	No		-

UNION PACIFIC RAILROAD COMPANY

Page Count 76



September 19, 1995



The Honorable Frank A. Fogleman Mayor City of Marion 14 Military Road Marion, AR 72364

> Finance Docket No. 32760, Union Pacific Corp., et al. -- Control & Re: Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants' System Diagram Map For Merger Related Abandonments

Dear Mayor Fogleman:

This refers to your letter to the ICC of August 29, 1995, expressing concern about possible abandonment of the "Union Pacific tracks" in Marion.

As far as we can determine, there are no UP or SP tracks that pass through your city. According to the Open and Prepay Tariff and the Official Railway Guide, the tracks in your city are owned by Burlington Northern. Our planning personnel have confirmed this by examining rail maps of the surrounding area. I am enclosing for your information a copy of the station list from the Official Railway Guide.

Please feel free to contact me should you wish further information.

Very truly yours.

Robert T. Opal General Attorney



Enclosure

cc: Hon. Vernon A. Williams Secretary, ICC

ARKANSAS

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Item No.__

Page Count. 3 Sept # 169

LAW OFFICES

FRITZ R. KAHN, P.C. SUITE 750 WEST 1100 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-3934

> (202) 371-8037 FAX (202) 371-0900



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Stember 20, 1995

Hon. Vernon A. Williams Office of Sec., Case Control Br. Finance Docket No. 32760 Interstate Commerce Commission Washington, DC 20423

Dear Secretary Williams:

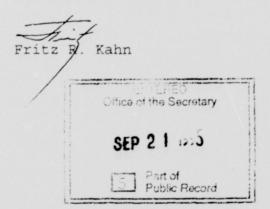
In Finance Docket No. 32760, <u>Union Pacific Corp., etc.</u>, the Comments of Georgetown Railroad Company and Texas Crushed Stone Company filed September 18, 1995, GRR-1, inadvertently identified San Diego, rather than Long Beach, as the southern terminus of UP/SP in California.

I sincerely regret any inconvenience this error and its correction may occasion.

In response to the request of your office, I am enclosing a discette formatted for WordPerfect 5.1 containing the text of GRR-1, as corrected.

Copies of this letter are being served upon counsel for Applicants, the Attorney General, the Secretary of Transportation and ALJ Nelson.

Sincerely yours,



enc.

cc: Arvid E. Roach II, Esq. Paul A. Cunningham, Esq. Hon. Anne K. Bingaman Hon. Federico F. Pena Hon. Jerome Nelson

Mr. Vérnon A. Williams

September 15, 1995

VERIFICATION

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State of Texas

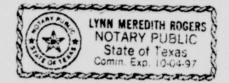
County of Travis

<u>Thomas A. Griebel</u> being duly sworn, deposes and says that he is the <u>Assistant Executive</u> <u>Director of Multimodal Transportation</u>. Texas Department of Transportation of the State of Texas, that he has read the foregoing notice letter and knows the facts asserted therein, and that the same are true as stated.

Phomas A. Griebel

Subscribed and sworn to before me this 15th day of September, 1995.

mn Wered Notary



September 15, 1995

TXDT-1

CERTIFICATE OF SERVICE

ICC 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

NOTICE TO THE PARTIES:

I hereby certify that one copy of the attached Comments of the Texas Department of Transportation has been served by U.S. Mail, first class postage fully paid, on the applicants and representatives identified and properly addressed in ICC Decision No. 1 (dated August 24, 1995).

By:

Texas Department of Transportation Thomas A. Griebel Assistant Executive Director Multimodal Transportation 125 E. 11th Street Austin, TX 78701-2483 Phone: 512/305-9506



The Honoraple Vernon A. Williams Secretary, Interstate Commerce Commission Twelfth Street and Constitution Avenue, N.W. Room 2215 Washington, D.C. 20423

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

Dear Mr. Williams:

I would like to take this opportunity to voice my support for the proposed merger of Union Pacific Railroad and Southern Pacific Railroad.

Experience shows that two strong railroads with wide market reach provide intense competition. This has been proven in many important markets, such as Seattle/Tacoma, the Power River Basin and much of the eastern United States. Here, two rail systems --BN/Santa Fe and UP/SP -- will provide stronger competition than three railroads, one of which is struggling.

Southern Pacific has by far the most extensive shipper coverage in California, and most of SP's California customers are exclusively served by SP. Customers have had to cope with service problems and uncertainties as to SP's finances. The UP/SP merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operations.

Together they will be able to provide a competitive single-carrier rail service between Seattle/Tacoma and both southern and northern California. Railroads providing interline service via Portland or other junctions have never been able to offer high-quality through service. UP/SP would be able to provide new shipping opportunities up and down the west Coast. Vernon A. Williams Interstate Commerce Commission Page 2

Furthermore, this merger will produce many advantages, not only to California shippers, but also receivers will enjoy extensive new single-line service in many corridors between California and other parts of the continental United States.

UP/SP will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

I would most sincerely appreciate your favorable consideration of this merger.

Sincerely,

• •

Beland

Paula L. Boland

PLB:CV



Item No._

Page Count # 60

LAW OFFICES

ERT, SCOUTT & RASENBERGER, L.L.P 888 SEVENTEENTH STREET, N.W. WASHINGTON, D.C. 20006-3939 TELEPHONE : (202) 298-8660 FACSIMILES: (202) 342-0683 (202) 342-1316

JOHN V. EDWARDS

August 28, 1995

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Via Hand Delivery

Vernon A. Williams Secretary Interstate Commerce Commission Room 2215 12th Street & Constitution Avenue, N.W. Washington, D.C. 20423

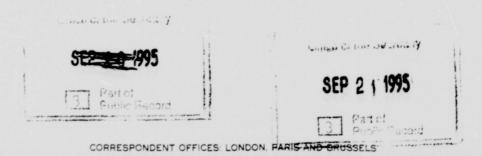
> Re: Union Pacific Corp., Union Pacific RR. Co. and Missouri Pacific RR Co. -- Control and Merger -- Southern Pacific Rail Corp., Southern Pacific Transp. Co., St. Louis Southwestern Rw. Co., SPCSL Corp. and The Denver and Rio Grande Western RR Co., Finance Docket No. 32760

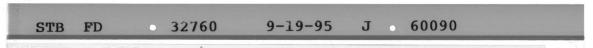
Dear Secretary Williams:

Per request of the Commission's Staff, I submit herewith a 3.5" floppy computer disc containing a copy in Wordperfect 5.1 of TM-2, Comments of The Texas Mexican Railway Company in Opposition to the Proposed Procedural Schedule, filed on September 18, 1995, in the above-referenced proceeding.

Sincerely John Edwards

Enclosure





Item No.

Page Count

2760

Sept # 6-1

ESOLUTION NO. 1995-15

A RESOLUTION PERTAINING TO THE PROPOSED MERGER BETWI UNION PACIFIC AND SOUTHERN PACIFIC CORPORATION.

WHEREAS, Union Pacific operates a railway system thro the County of Poinsett, State of Arkansas, and;

WHEREAS, the County of Poinsett has received notice of the proposed merger between Union Pacific and Southern Pacific Corporation, and;

WHEREAS, the County of Poinsett has been notified that Union Pacific and Southern Pacific have filed a request with the Interstate Commerce Commission asking for waivers of long-established abandonment procedures, and;

WHEREAS, if said waivers are granted by the Interstate Commerce Commission, the results could adversely affect the County of Poinsett and any shippers within the county, and;

WHEREAS, should Union Pacific and Southern Pacific Corporation be allowed to abandon that part of the railway system that now serves the County of Poinsett and any shippers within the county, the results of such abandonment would adversely affect the City of Harrisburg, the Harrisburg School District, the County of Poinsett and the shippers of goods, primarily grain.

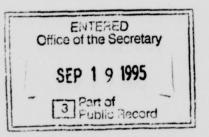
THEREFORE, be it resolved by the Quorum Court of the County of Poinsett, State of Arkansas, that the Judge, on behalf of the County of Poinsett offer his objection to the Union Pacific and Southern Pacific request for abandonment information waivers. Be it further resolved that the Judge, on behalf of the County of Poinsett, contact Union Pacific and Southern Pacific and encourage them to maintain the rail service through Poinsett County.

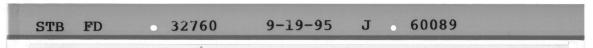
Approved and passed this eleventh day of September, 1995.

ATTEST: County Clerk

60090

APPROVED: County Judge





32760

Item	No	
Page	count_1 Sept#60	F

RESOLUTION <u>95-012</u>



A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF HARRISBURG, ARKANSAS, PERTAINING TO THE PROPOSED MERGER BETWEEN UNION PACIFIC AND SOUTHERN PACIFIC CORPORATION AND FOR OTHER PURPOSES.

WHEREAS, Union Pacific operates a railway system through the City of Harrisburg, Arkansas, and;

WHEREAS, the City of Harrisburg, Arkansas, has received notice of the proposed merger between Union Pacific and Southern Pacific Corporation, and;

WHEREAS, the City of Harrisburg, Arkansas, has been notified that Union Pacific and Southern Pacific have filed a request with the Interstate Commerce Commission asking for waivers of long-established abandonment procedures, and;

WHEREAS, if said waivers are granted by the Interstate Commerce Commission, the results could adversely affect the City of Harrisburg and any shippers within the city, and;

WHEREAS, should Union Pacific and Souther Pacific Corporation be allowed to abandon that part of the railway system that now serves the City of Harrisburg and ary shippers within the city, the results of such abandonment would adversely affect the City of Harrisburg, the Harrisburg School District, the County of Poinsett and the shippers of goods, primarily grain.

THEREFORE, be it resolved by the City Council of the City of Harrisburg, Arkansas, that the Mayor, on behalf of the City of Harrisburg, offer his objection to the Union Pacific and Southern Pacific equest for abandonment information waivers. Be it further resolved that the Mayor, on behalf of the City of Harrisburg, contact Union Pacific and Southern Pacific and encourage them to maintain the rail service through Harrisburg, Arkansas.

Approved and passed this eleventh day of September, 1995.

Jelilie Castrer

ATTEST: CITY CLERK

APPROVED: MAYO ENTERED Office of the Secretary SEP 1 9 1995 Part of 3 **Public Record**



Kiowa	County	Commissioners
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Commissio	ners
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Sherid	I
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Haswe	
Cardor	
Fade	

1305 GOFF P.O. BOX 591 EADS, COLORADO 81036 (719) 438-5810 (719) 438-5615 FAX (719) 438-5327

September 12, 1995



,0060

Honorable Vernon Williams ICC 12th & Constitution Ave. N.W. Washington, D.C. 20423

Sept # 31

Please be advised that recently it came to the attention of the Board of County Commissioners of Kiowa County, Colorado that a petition or application was recently, filed before the Interstate Commerce Commission in Washington, D.C. by Union Pacific Railroad Company and its rail affiliate, Missouri Pacific Railroad Company, and Southern Pacific Transportation Company and its affiliate, St. Louis Southwestern Railway Company, SPCSL Corporation and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

Of particular concern to our County is that notice has been published in our local newspaper as well as newspapers in surrounding counties, publishing notice of an abandonment of the railroad line commencing at a point in western Kansas and continuing westward into and throughout Kiowa County, through Crowley County and ending in Pueblo County, Colorado.

The impact of abandoning the entire and only railroad line in Kiowa County would be absolutely devastating to our County for several reasons. Inasmuch as Kiowa County is a great wheat and other feed grain producing County, our farmers and grain elevators rely entirely upon the rails for shipment of our grains to market. To take away our rail shipment would add substantial costs in trucking to our area farmers and elevators in comparison to farmers and elevators surrounding areas.

> ERED 10 Secretary

Part of Public Record In checking our records approximately twenty-percent of our taxes are derived from our railroad lines and usage. In light of Amendment 1 and other statutory restraints in raising taxes, to lose one-fifth of our taxes would severely cripple our County operations as well as those of our local school districts.

Given our sparse population in Southeast Colorado to abandon this railroad line could have the potential of laying off approximately 125 rail employees as well as a myriad of related employees in spin-off and service or support industries.

Clearly, given the damaging effect such a proposal would present to our County, farmers, grain elevators, rail employees and the general taxpayers, any help you could extend to us on this matter would be greatly appreciated.

Please advise should you have any questions or comments you may have on this matter.

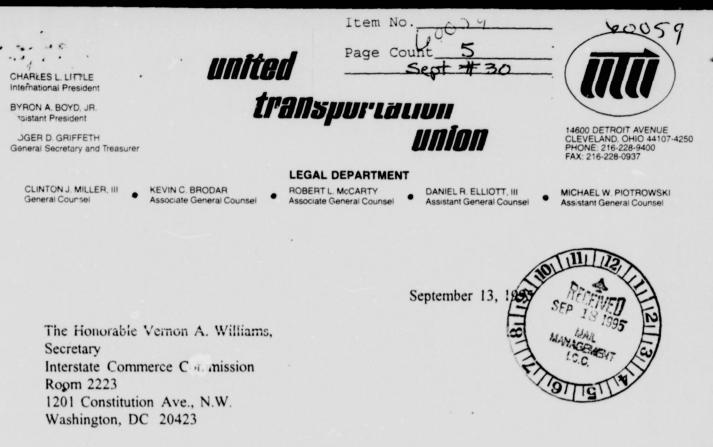
Sincerely,

Carlon &, Cardon G. Berry - Chairman

Wilso Commissioner

Dutch Eikenberg Commissioner





Re: Entry of Appearance Finance Docket No. 32760, <u>Union Pacific Corp., et al. -- Control and Merger --</u> Southern Pacific Rail Corp., et al.

Dear Mr. Williams:

Pursuant to 49 C.F.R. § 1103.4(d), please enter my appearance on behalf of the United Transportation Union in the above-referenced proceeding.

di loi

Thank you for your attention to this matter.

Very truly yours,

Daniel R. Elliott, III Assistant General Counsel

CC:

Clinton J. Miller, III, General Counsel

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Entry of Appearance were served by first-class mail, postage prepaid, this 13th day of September, 1995, upon the following:

Constance L. Abrams Consolidated Rail Corporation Two Commerce Square 2001 Market St., 16-A Philadelphia, PA 19101-1416

Gary L. Barker Utah Railway Co. 340 Hardscrabble Rd. Helper, UT 84526

Paul A. Conley, Jr. Union Pacific Railroad 1416 Dodge St., #830 Omaha, NE 68179

C. L. Crawford UTU General Chairperson 3104 Edloe, Room 207 Houston, TX 77027

Elza Cushing, P.E. Tech. Strategies, Inc. 2525 Richmond Ave. El Paso. TX 79930-1717

Patricia E. Dietrich Slover & Loftus 1224 - 17th St., N.W. Washington, DC 20036

Tames V. Dolan Union Pacific Railroad 1416 Dodge St., #830 Omaha, NE 68179

El Paso Metro Plan Organization Attn: Jorge Castillo Two Civic Ctr. Plaza, 8th Floor El Paso, TX 79955 Richard A. Allen Zuckert, Scoutt et al. Suite 600 888 - 17th St., N.W. Washington, DC 20006

Carl W. Von Bernuth Union Pacific Corp. 8th & Eaton Aves. Bethlehem, PA 18018

William R. Cramer, Jr. Star Milling Co. 20/67 Hwy. 1-215 Perris, CA 92572

Paul A. Cunningham Harkins Cunningham 1300 - 19th St., N.W., Ste. 600 Washington, DC 20036

Robert A. Cushing UTU Local Chairperson 12401 Hidden Sun Court El Paso, TX 79938

Nicholas J. DiMichael Donelan, Cleary, Wood 1100 New York Ave., N.W., Ste. 750 Washington, DC 20005-3934

John Edwards, Esq. Zuchert, Scoutt, et al. 888 - 17th St., N.W., Ste. 600 Washington, DC 20006-3939

Roy T. Englert, Jr. Mayer, Brown & Platt 2000 Pennsylvania Ave, NW, Ste. 6500 Washington, DC 20006 Frank A. Fogelman, Mayor City of Marion 14 Military Rd. Marion, AR 72364

John Gallagher Fieldston Company, Inc. 1920 N St., N.W., Ste. 210 Washington, DC 20036

James M. Guinivan Harkins Cunningham 1300 - 19th St., N.W., Ste. 600 Washington, DC 20036-1609

Cannon Y. Harvey Southern Pac. Transp. Co. One Market Plaza San Francisco, CA 94105

•

Richard B. Herzog Harkins Cunningham 1300 - 19th St., NW, Ste. 600 Washington, DC 20036-1609

Joan S. Huggler U.S. Dept. of Justice 555 - 4th St., NW, Room 9812 Washington, DC 20001

Graye Johnson Chesapeake Partners 1829 Reisterstown Rd., Ste. 220 Baltimore, MD 21208-1337

Fritz R. Kahn Suite 750 West 1100 New York Ave., NW Washington, DC 20005-3934

Paul H. Lamboley, Esq. Grove & Jaskiewicz 1730 M St., NW, Ste. 400 Washington, DC 20036 Roger W. Fones U.S. Dept. of Justice 555 - 4th St., N.W. Washington, DC 20036

Luther Gette 26 North 7th St. Madison, WI 53704

Carol A. Harris Southern Pac. Transp. Co. One Market Plaza San Francisco, CA 94105

J. Michael Hemmer Covington & Burling 1201 Pennsylvania Ave., NW Washington, DC 20044

Jeffery W. Hill Sierra Pacific Power Co. 6100 Neil Rd. Reno, NV 89520

William P. Jackson, Jr. P. O. Box 1240 3426 N. Washington Blvd. Arlington, VA 22210-0540

Erika Z. Jones Mayer, Brown & Platt 2000 Pennsylvania Ave., NW, Ste. 6500 Washington, DC 20006

Kathryn Kusske Mayer, Brown & Platt 2000 Pennsylvania Ave., NW, Ste. 6500 Washington, DC 20906

William E. Lewis Professional Law Corp. 2714 Canal St., Ste. 407 New Orleans, LA 70119 Jeffrey R. Moreland Santa Fe Pac. Corp. et al. 1700 East Golf Rd. Schaumburg, IL 60173

William A. Mullins Troutman Sanders 1601 Pennsylvania Ave., NW, Ste. 640 Washington, DC 20004

Tom O'Connoer Snavely, King & Assoc. 1220 L St., NW, Ste. 410 Washington, DC 20005

Andrew R. Plump Zuckert, Scoutt, et al. 888 - 17th St., NW, Ste. 600 Washington, DC 20006-3939

Richard J. Ressler Union Pacific Corp. 8th & Eaton Aves. Bethlehem, PA 18018

Arvid E. Roach Covington & Burling 1201 Pennsylvania Ave., NW Washington, DC 20044-7566

Michael L. Rosenthal Covington & Burling 1201 Pennsylvania Ave., NW Washington, DC 20044-7566

Adrian L. Steel, Jr. Mayer, Brown & Platt 2000 Pennsylvania Ave., NW, Ste. 6500 Washington, DC 20006

Dennis R. Svetlich Box 361, Rural Route #1 Brumley, MO 65017-9803 Jeffrey O. Moreno Donelan, Cleary, Wood 1100 New York Ave., NW, Ste. 750 Washington, DC 20005-3934

National Ind. Transp. League Suite 1900 1700 North Moore St. Arlington, VA 22209

Joseph J. Plaistow Snavely, King & Assoc. 1220 L St., NW, Ste. 410 Washington, DC 20005

Larry R. Pruden Trans. Comm. Int'l. Union 3 Research Place, Rockville, MD 20850

Louise A. Rinn Union Pacific Railroad 1416 Dodge St., #830 Omaha, NE 68179

Michael E. Roper Burlington Northern Railroad 777 Main St. Ft. Worth, TX 76102

Lee Siler Chamber of Commerce 202 East St. - City Hall Harrisburg, AR 72432

Renee L. Stansky Carlsmith Ball Wichman 700 - 14th St., NW, 9th Floor Washington, DC 20005-2122

Texas Mexican Railway Co. P. O. Box 419 Laredo, TX 78042-0419 Union Pacific Corp. Martin Tower Eighth & Eaton Aves. Bethlehem, PA 18018

Richard E. Weicher Santa Fe Pac. Corp., et al. 1700 East Golf Rd. Schaumburg, IL 60173

Thomas W. Wilcox Donelan, Cleary, Wood 1100 New York Ave., NW, Ste. 750 Washington, DC 20005-3934

Frank W. Young 1581 Gateway Dr. Vallejo, CA 94589 Louis P. Warchot Southern Pac. Transp. Co. One Market Plaza San Francisco, CA 94105

William W. Whitehurst, Jr. 12421 Happy Hollow Rd. Cockeysville, MD 21030-1711

Frederic L. Wood Donelan, Cleary, Wood 1100 New York Ave., NW, Ste. 750 Washington, DC 20005-3934

Derba L. Willen Guerrieri, Edmond & Clayman, P.C. 1331 F. St., NW, Fourth Floor Washington, DC 20004

Daniel R. Eflion



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	1170 EIGHT ROOM 477 MA	TH AVENUE RTIN TOWER	
Outside Compa	ETHLEHEM, PA any fax - 610 fax - 8	-694-5551	
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TO: Vere	ion A. W.I	liams	
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DATE: 9/15/4 ADDITIONAL IN		~	ENTERED ce of the Secretary EP 1 3 1995
			Part of Public Record
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A A A A

Bethlehem Steel Corporation 1170 EIGHTH AVENUE

TRANSPORTATION

BETHLEHEM, PA 18016

WRITER'S DIRECT DIAL NUMBER 610/694-2301

September 14, 1995

FD-32760



Mr. Vernon A. Williams Secretary Interstate Commerce Commission 12th St. and Constitution Avenue, N.W. Room 2215 Washington, DC 20423

RUDZKI

A. DAVIS

MANAGER ANSPORTATION

L MANAGER

Re: Union Pacific - Southern Pacific Merger Application

Dear Mr. Williams:

Bethlehem Steel Corporation intends to be actively involved in the proposed merger between the Union Pacific Rail Corporation and the Southern Pacific Rail Corporation. We are concerned that the proposed procedural schedule will not permit sufficient time to consider and, hopefully work out, the many competitive problem inherent in the merger. We urge the Commission to allow as much time as possible in this particular phase of the proceedings.

We believe that a full ninety days from the initial filing or sixty days from the Commission's notice of acceptance is the minimum period before comments, protests and requests for conditions should be due. A shorter schedule, we believe, will tend to increase rather than decrease the number of such comments, protests and requests. Given sufficient time, concerned shippers and the principals will probably be able to resolve many of these competitive problems without the Commission's involvement, thereby saving time and effort in the long run.

We appreciate the need for an expedited schedule and we believe that such a schedule can accommodate sufficient time to work out many of the complications in a merger of two such large and, to some extent, overlapping rail systems. In fact, we believe that this will expedite rather than delay the proceedings. Thank you for considering our views.

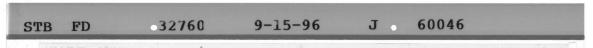
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Sincerely,

O. Onin

Delmar A. Davis



Nebraska Public Service Commission 60046

0 The Atrium, 1200 N Street

P.O. Box 94927

Lincoln, Nebraska 68509-4927

402) 471-3101

Nebraska Consumer Hot Line 1-800-526-0017 Fax (402) 471-0254 Unice of the Searsh " Item No. Page Count SEP 1 4 1995 September 12, 1995 Public Plocard The Honorable Vernon A. Williams

Secretary Interstate Commerce Commission Room 2215 Twelfth Street and Constitution Avenue N.W. Washington, DC 20423

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

Dear Secretary Williams:

The Nebraska Public Service Commission strongly supports the proposed merger between the Union Pacific and Southern Pacific Railroads. Nebraska shippers and the Nebraska economy have both benefitted greatly over the years from the strong presence of the Union Pacific Railroad and the extensive transportation availability it provides for Nebraska in-bound and out-bound commodities. This merger, if approved, will extend that market into geographic areas that will provide new opportunities for Nebraska shippers, while at the same time strengthening the competitiveness of a major Nebraska-domiciled transportation company.

Nebraska farmers and elevators will benefit from single-line service to grain buyers in the Pacific Southwest and western Mexico, and, given the seasonality of grain demands, a combined Union Pacific/Southern Pacific will be able to backhaul agricultural commodities from Arizona, New Mexico and Southern California in covered hoppers used to move Nebraska feed grains to those locales. The direct effect will be to improve the utilization of the combined grain car fleet without additional capital expenditure. Any improvement in grain car availability is a positive development for Nebraska farmers.

Nebraska electric utilities and electric consumers will benefit also from the new single-line service for coal from Colorado and Utah low-sulphur coal mines currently served by Southern Pacific. Other Nebraska businesses will benefit as well from expanded access into California-markets and import/export points presently served by Southern Bacificon COMMISSIONERS:

· Couretary

LOWELL C. JOHNSON ROD JOHNSON FRANK E. LANDIS JAMES F. MUNNELLY DANIEL G. URWILLER

EXECUTIVE DIRECTOR: ROBERT R. LOGSDON

Printed with soy ink on recycled paper

Secretary Vernon Williams

-2-

The job security of Nebraska railroad employees will be enhanced if the Union Pacific and Southern Pacific Railroads are allowed to meet the competitive challenge posed by the recent merger of the Burlington Northern and Santa Fe Railroads.

The Nebraska Public Service Commission strongly urges prompt approval of the proposed Union Pacific/Southern Pacific merger.

Sincerely,

James F. Munnelly Commissioner, District 1

nson

Compissioner, District 3

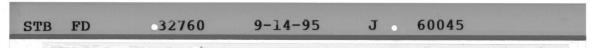
Daniel G. Urwiller Chairman

andis

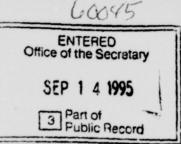
Frank E. Landis, Commissioner, District 2

60

Rod Johnson Commissioner, District 4



Item	No		_
Page	Count_ Sept	1 -# 16	-



CITY OF HARRISBURG 202 N. EAST STREET HARRISBURG, ARKANSAS 72432

60045

September 11. 1995

Mr. Vernon A. Williams. Secretary Interstate Commerce Commission 12th and Constitution Ave. N.W. Room 2215 Washington, DC 20423



Re: ICC Finance Docket No. 32760.Union Pacific--Control and Merger -- Southern Pacific Rail Corp.

Dear Secretary Williams:

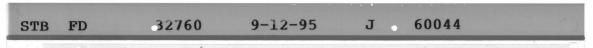
It is my understanding that in connection to the above referenced proposed merger a request for a waiver of longestablished abandonment procedures has been requested. I have been informed that the rail service between Jonesboro and Cherry Valley, Arkansas, which serves the Harrisburg area, is being considered for abandonment.

I am opposed to the abandonment of the service to Harrisburg for a number of economic reasons. Gulf Rice Arkansas, Inc., located beside the railway in Harrisburg, is in the process of a five million dollar expansion. Rail service to the facility is of great importance due to the volume of grain that will be handled, and area farmers will benefit by receiving sproximately 12 cents more per bushel for grain. A large farm tooperative is located in Harrisburg and uses the local rail service for delivery of materials. The Harrisburg Industrial Park has recently had some additions and further development is dependent on the rail service that runs next to the property.

Because of the adverse effect that the abandonment would have on the Harrisburg area, I would greatly appreciate your support for the City of Harrisburg keeping the existing rail service.

Respectfully yours. Farlken

Donnie Faulkner Mayor



60040

LECONFIELD HOUSE

CURZON STREET

ENGLAND

TELEPHONE: 44-171-495-5655

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELCIUM TELEPHONE: 32-2-512-9890 TELEFAX: 32-2-502-1598

SHINGTON, D.C. 20044-7566 (202) 662-6000 TELEFAX: (202) 662-6291

TELEX: 89-593 (COVLING WSHI

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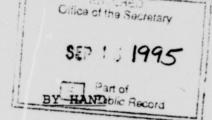
P.O. BOX 7566

ARVID E. ROACH II DIRECT DIAL NUMBER 12021 662-5388 DIRECT TELEFAX NUMBER 12021 778-5388

-- 0400

FD-32760

September 12, 1995



And the second s

Honorable Vernon A. Williams Secretary Interstate Commerce Commission Room 2215 Twelfth Street and Constitution Avenue, N.W. Washington, D.C. 20423

> Re: Request for Informal Opinion --Voting Trust Agreement

Dear Secretary Williams:

On August 4, 1995, we submitted on behalf of Union Pacific Corporation ("UPC"), Union Pacific Railroad Company and Missouri Pacific Railroad Company a Voting Trust Agreement proposed to be entered into by and between UPC, UP Acquisition Corporation, an indirect wholly-owned subsidiary of UPC, and Southwest Bank of St. Louis, an institutional trustee.

On August 24, 1995, the Commission staff issued an informal, nonbinding opinion that the voting trust will insulate Union Pacific from any violation of the rules against unauthorized acquisition of control of a regulated carrier.

Enclosed is an executed copy of the voting trust and the exhibits thereto.

COVINGTON & BURLING .

Honorable Vernon A. Williams September 12, 1995 Page 2

We will continue to keep the Commission apprised of any developments.

Sincerely,

Awid E. Roach II /ma

Arvid E. Roach II

Enclosures

cc (w/enc.) Honorable David M. Konschnik Director Office of Proceedings Room 2118



COVINGTON & BURLING Item No. PENNSYLVANIA AVENUE. N. W P.O. BOX 7566 Page Count VASHINGTON, D.C. 20044-7566 LECONFIELD HOUSE (202) 662-6000 # 12 CURZON STREET LONDON WIY BAS TELEFAX 12021 662-6291 ENGLAND TELEX: 89-593 (COVLING WSH) ARVID E. ROACH I TELEPHONE: 44-171-495-5655 -----CABLE COVLING DIRECT DIAL NUMBER TELEFAX: 44-171-495-3101 12021 PERSON ENTERED DIRECT TO FAX NUT PICO OI ILA SAUTALTY BRUSSELS CORRESPONDENT OFFICE 44 AVENUE DES ARTS 202 778-5388 BRUSSELS 104 2 BELGIUN FD-32760 SEP 11 19:5 TELEPHONE 32-2-512-9890 TELEFAX: 32-2-502-1598 1121 is st of 1 Partier Record September 8, 1995 -----BY HAND Honorable Vernon A. Williams Secretary Interstate Commerce Commission Room 2215 Twelfth Street and Constitution Avenue, N.W. Washington, D.C. 20423 RECEIVE SECRETARY Re: Request for Informal Opinion --20 Voting Trust Agreement = ?

60041

Dear Secretary Williams:

26. On August 4, 1995, we submitted on behalf of Union Pacific Corporation ("UPC"), Union Pacific Railroad Company and Missouri Pacific Railroad Company a Voting Trust Agreement proposed to be entered into by and between UPC, UP Acquisition Corporation ("Acquisition"), an indirect wholly-owned subsidiary of UPC, and Southwest Bank of St. Louis, an institutional trustee. We explained that Acquisition would shortly initiate a cash tender offer for approximately 25% of Southern Pacific Rail Corporation's ("SPR") voting stock. We also indicated that the tender offer deadline had been set for Wednesday, September 6, 1995.

This is to advise that Acquisition has completed its tender offer. As the attached press release indicates, approximately 103,541,906 shares of SPR voting stock have been tendered pursuant to the offer. In accordance with the terms of its tender offer, Acquisition will purchase 39.03 million shares on a pro rata basis, at which point it will hold approximately 25% of SPR's outstanding common shares.

As we have indicated, these shares will be placed into a voting trust. On August 24, 1995, the Commission staff issued an informal, nonbinding opinion that the voting trust will insulate Union Pacific from any violation of the rules against unauthorized acquisition of control of a regulated

COVINGTON & BURLING

Honorable Vernon A. Williams September 8, 1995 Page 2

carrier. An executed copy of the voting trust will be filed shortly.

We will continue to keep the Commission apprised of any developments.

Sincerely, X C/LC Arvid E. Roach

Attachment

cc (w/att.):

Honorable David M. Konschnik Director Office of Proceedings Room 2118

Union Pacific Corporation

News Release

Contact: 610-661-3368 Hervey S. Tumer Director-Public Relations Martin Tower Eighth and Eaton Avenues Bethlehem, PA 18018

FOR IMMEDIATE RELEASE

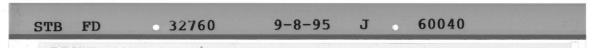
Bethlehem, PA, September 7 – Union Pacific Corporation (NYSE: UNP) announced today that its wholly owned subsidiary, UP Acquisition Corporation, had completed its cash tender offer for up to 39,034,471 common shares of Southern Pacific Rail Corporation (NYSE: RSP) at a price of \$25.00 per share.

Union Pacific stated that, based upon a preliminary count, a total of 103,541,906 shares (including 30,132,006 shares subject to guarantees of delivery) had been tendered pursuant to the offer which expired at midnight New York time on Wednesday, September 6, 1995. In accordance with the terms of its tender offer, Union Pacific will purchase 39.03 million shares on a pro rata basis. Based on this preliminary share count, and assuring delivery of all shares tendered pursuant to notices of guaranteed delivery. Union Pacific will purchase from each tendering shareholder approximately 38 percent of all shares validly tendered by such shareholder with adjustments to avoid the purchase of fractional shares. Union Pacific expects to announce the final proration results and to commence paying for accepted shares by Friday, September 15, 1995. After purchasing the 39.03 million shares, Union Pacific will hold approximately 25 percent of Southern Pacific's outstanding common shares. As announced on August 3, 1995, Union Pacific and Southern Pacific signed a definitive merger agreement providing for the merger of the two companies in a two-step transaction. The shares purchased in the first-step tender offer will be held in a voting trust. Following the satisfaction of certain conditions, including approval by the Interstate Commerce Commission (ICC) and by the shareholders of Southern Pacific, Southern Pacific will be merged with Union Pacific Railroad Company, a wholly owned subsidiary of Union Pacific. In the merger, each share of Southern Pacific stock will be converted at the holder's election, subject to proration, into the right to receive \$25.00 in cash, 0.4065 shares of Union Pacific common stock or a combination of cash and stock. As a result of the transaction, 60 percent of Southern Pacific's shares will be converted into Union Pacific common stock and the remaining 40 percent into cash, including the shares acquired in the tender offer. The two companies expect to file an application for approval of the transaction with the ICC prior to December 1.

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DONELAN	N, CLEARY, WOOD & MASER, P.C.	
Item Nor	TORNEYS AND COUNSELORS AT LAW	
Page Count	Suite 750 1100 New York Avenue, N.W. Washington, D.C. 20005-3934	
		TELECOPIER: (202) 371-0900 <u>WSTR-1</u>
	September 8, 1995 ENTERED Office of the Secret	itery
<u>Via Hand Delivery</u> Honorable Vernon A. Williams Secretary	SEP 1 1 199	5
Interstate Commerce Commission 12th Street & Constitution Avenue, Washington, DC 20423	NW Part of Public Re	cord

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

Dear Mr. Williams:

This letter is to request that the Commission place Western Resources, Inc. ("Western") and its representatives indicated below on the list of all parties of record prepared and issued under the provisions of 49 C.F.R. \$1180.4(a)(4). In accordance with 49 C.F.R. \$1180.4(a)(2), Western selects the acronym "WSTR-x" for identifying documents and pleadings it may submit.

Nicholas J. DiMichael Thomas W. Wilcox Donelan, Cleary, Wood & Maser, P.C. 1100 New York Avenue, N.W., Suite 750 Washington, D.C. 20005-3934

T.L. Green Legal Department Western Resources, Inc. 818 Kansas Avenue P.O. Box 889 Topeka, Kansas 66612

6.0040

Copies of this letter are being served on the Applicants' representatives.

Respectfully submitted,

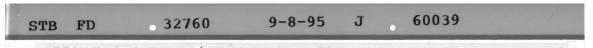
homas allert

Thomas W. Wilcox Attorney for Western Resources, Inc.



cc: Arvid Roach III, Esquire Paul Cunningham, Esquire

3770/130



110034

VIA HAND DELIVERY

The Honorable Vernon A. Williams Secretary Interstate Commerce Commission Room 2223 1201 Constitution Avenue, NW Washington, DC 20423

> Re: Entry of Appearance Finance Docket No. 32760, Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Pursuant to 49 CFR § 1103.4(d), please enter my appearance on behalf of the International Association of Machinists and Aerospace Workers in the above-referenced proceeding.

Thank you for your attention to this matter.

Sincerely,

"obro L Weller Debra L. Willen Office of the SEP 111995

CERTIFICATE OF SERVICE

I hereby certify that true and correct copies of the foregoing Entry of Appearance were served by first-class mail, postage prepaid, this 8th day of September, 1995, upon the following:

Constance L. Abrams Consolidated Rail Corp. Two Commerce Square 2001 Market Street, 16-A Philadelphia, PA 19101-1416

Richard A. Allen Zuckert, Scoutt et al. 888 - 17th Street, N.W. Suite 600 Washington, D.C. 20006-3939

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• . •

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William W. Whitehurst, Jr. 12421 Happy Hollow Road Cockeysville, MD 21030-1711

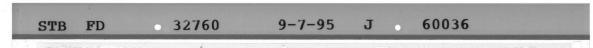
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Item No.

Page Count

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September 7, 1995

BY HAND

Honorable Vernon A. Williams Secretary Interstate Commerce Commission Twelfth Street and Constitution Avenue, N.W. Room 2215 Washington, D.C. 20423

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

Dear Secretary Williams:

On August 31, 1995, Save the Rock Island Committee, Inc. ("STRICT"), filed a pleading (STRC-3) opposing Applicants' request for clarification (or, if necessary, a waiver) that they are permitted to report costs attributable to traffic on lines to be abandoned on a <u>pro forma</u> consolidated basis. On September 5, 1995, the Commission served its decision granting Applicants' request. In light of the Commission's decision, Applicants do not intend to respond to STRICT's opposition. If, however, the Commission would like Applicants to reply; they are prepared to do so.

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

Sincerely,

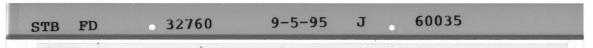
DZ. Rut

Michael L. Rosenthal

<u>Attorney for Union Pacific</u> <u>Corporation, Union Pacific</u> <u>Railroad Company and Missouri</u> <u>Pacific Railroad Company</u>

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cc: All Parties of Record



UNITED TRANSPORTATION UNION GENERAL COMMITTEE OF ADJUSTMENT • SWITCHMEN 6035 SOUTHERN PACIFIC EASTERN LINES

2040 NORTH LOOP WEST, SUITE 310 HOUSTON, TX 77018 (713)683-6568 FAX (713)683-6869

ROBER R. A. CUSHING, JR. VICE GENERAL CHAIRPERSON	Item No.	CHAIRPERSON BILL E. BRUNO GENERAL SECRETARY
File: sp\32760.icc	Page CountI	
August 31, 1995		- Softmen
Ms. Ellen Keys Office of the Secretary Interstate Commerce Commiss 1201 Constitution Avenue, N Washington, DC 20423-0001		SEP 5 1995
Dear Ms. Keys:		Cat The
Please arrange to make and	list:	

General Committee of Adjustment GO-895 United Transportation Union North Loop Office Park 2040 North Loop West, Suite 310 Houston, Texas 77018

rs a party of record and active participant in the proceedings before the Interstate Immerce Commission in Finance Docket 32760, involving the proposed merger between the Union Pacific and the Southern Pacific railroads.

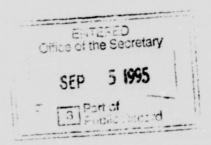
Thanking you in advance for your assistance and cooperation in this matter, we remain,

Sincerely yours,

UNITED TRANSPORTATION UNION, GO-895

by: Robert J.

General Chairperson





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UNION PACIFIC RAILROAD COMPANY

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September 1, 1995

1415 DODGE STREET ROOM 830 OMAHA. NEBRASKA 68179-0001 FAX (402) 271-5610

VIA AIRBORNE Hon. Vernon A. Williams Secretary Interstate Commerce Commission 12th & Constitution Avenue, N.W. Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control & Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants' System Diagram Map For Merger Related Abandonments

Dear Mr. Williams:

This refers to my letter of August 31, 1995, transmitting amended System Diagram maps for UP and SP system lines. The amended maps identified proposed merger-related abandonments by placing the subject lines into Category 1.

One of the UP system lines placed in Category 1 was a UP/MP line from **Taylor to Smithville, TX** (August 31 letter, p. 2 no. 12). After further consideration, we have decided that this line will **not** be placed in Category 1 and will **not** be included in the merger-related abandonments.

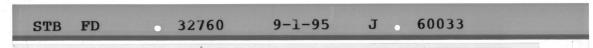
Corrected UP system SD: As reflecting this change will be included with the affidavit required by 49 CFR §1152.12(d).

Very truly yours,

Robert T. Opal General Attorney

cc: All Parties of Record

GALAWADMIRTO/FD32760.LT2



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UNION	PACIFIC	RAILROAD	COMPANY
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Item No Page Count_ <u>37</u> Sept # 1 1995	1416 DODGE STREET ROOM 830 OMAHA. NEBRASKA 68179-0001 FAX (402) 271-5610
	August 31, 1995
VIA AIRBORNE	Office of the Secretary
Hon. Vernon A. Williams Secretary Interstate Commerce Commission 12th & Constitution Avenue, N.W. Washington, D.C. 20423	SEP 7 1995

Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control & Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants' System Diagram Map For Merger Related Abandonments

Dear Mr. Williams:

Law Department

By Petition for Waiver or Clarification dated August 4, 1995 (the "Petition"). Applicants undertook to identify and include Category I on their System Diagram Maps proposed merger-related abandonments (Petition, pp. 16-17). This letter and the enclosed materials are being submitted pursuant to this undertaking to identify merger-related abandonments for which either approval or exemption will be sought.

IDENTIFICATION OF LINES TO BE ABANDONED

A. Union Pacific System¹

The UP System lines being placed in Category I in connection with the merger are as follows:

Includes Chicago and North Western Railway Company (AB-1), Missouri Pacific Railroad Company (AB-3) and Union Pacific Railroad Company (AB-33).

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- (1) Gurden Camden AR (MP 428.30-457.0)
- (2) Jonesboro Cherry Valley AR (MP 238.0-267.8)
- (3) Whittier Jct. Colina Jct CA (MP 0.0-5.18)
- (4) Magnolia Tower Melrose CA (MP 5.8-10.7)
- (5) Reno Jct. NV Anderson NV (MP 0.0-12.0)
- (6) Towner NA Jct. CO (MP 747.0-869.4)
- (7) Barr Girard IL (MP 51.0-89.4)
- (8) DeCamp Madison IL (MP 119.2-148.78)
- (9) Herington Bridgeport KS (MP 451.57-491.20)
- (10) Whitewater Newton KS (MP 476.0-485.0)
- (11) Iowa Jct. Manchester LA (MP 680.0-688.5)
- (12) Taylor Smithville TX (MP 920.0-969.16)
- (13) Troup Whitehouse TX (MP 0.50-8.0)
- (14) Little Mountain Jct. Little Mountain UT (MP 0.0-12.0)

The accompanying UP System line descriptions contain further information on the above lines, including identification of locations at which active industries will not be affected.

B. Southern Pacific System²

The SP System lines being placed in Category I in connection with the merger are as follows:

(1) Suman - Bryan TX (MP 117.6-101.4)

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Includes Southern Pacific Transportation Company (AB-12), St. Louis Southwestern Railway Company (AB-39), Denver & Rio Grande Western Railroad Company (AB 8) and SPCSL Corp. (AB-357).

- (2) Victoria to Placedo TX (MP 27.8-14.47)
- (3) Seabrook San Leon TX (MP 30.0-40.5)
- (4) Wendel Alturas CA (MP 360.1-445.6)
- (5) West Memphis Wheatley AR (MP 10.0-64.0)
- (6) Welby to Magna UT (MP 5.1-17.9)
- (7) Malta to Leadville CO (MP 271.0-276.1)
- (8) Dotsero Canon City CO (MP 335.0-162.0)
- Bridgeport Herington KS (discontinuance of trackage rights over UP System line #9 above)
- (10) NA Jct. to Towner CO (discontinuance of trackage rights over UP System line #6 above)

The accompanying SP System line descriptions contain further information on the above lines, including identification of locations at which active industries will not be affected.

II ENCLOSED MATERIALS

The following materials are enclosed with this letter:

- A. Color coded UP System SDM (6 copies) including merger-related Category I lines (note that map includes non-merger related Category I lines previously on UP System SDM).
- B. UP System line descriptions for merger-related Category I lines (6 copies).
- C. Color coded SP System SDMs (6 copies) including merger-related Category I lines (note that maps include non-merger related Category I lines previously on SP System SDMs).
- D. SP System line descriptions for merger-related Category I lines (6 copies).
 - III ADDITIONAL MATERIALS REQUIRED BY

49 CFR § 1152.12 AND § 1152.13

49 CFR §§ 1152.12 and 1152.13 require that amendments to carriers' SDM's be served, published and posted and that an affidavit be filed with the Commission stating the requirements of these sections have been met. UP and SP are in the process of complying with the service, publication and posting requirements, and appropriate affidavits will be filed with the Commission when this process has been completed.

Please acknowledge receipt on the enclosed copy of this letter and return it to me in the stamped, addressed envelope provided for the purpose.

Very truly yours,

Robert T. Opal General Attorney

cc: All Parties of Record



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SYSTEM ABANDONMENT MAP

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STATE OF ARKANSAS

CATEGORY 1 LINES (RED)

Missouri Pacific Railroad Company (AB-3)

- a. Designation of Line: Gurdon Camden (Portion of Gurdon Branch)
- b. State(s) in which located: Arkansas
- c. County(ies) in which located: Clark, Ouachita
- d. Mileposts locations: M.P. 428.30 near Gurdon to M.P. 457.0 near Camden
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Gurdon and Camden.
- a. Designation of Line: Jonesboro Cherry Valley (Portion of Wynne Subdivision)
- b. State(s) in which located: Arkansas
- County(ies) in which located: Craighead, Poinsett, Cross
- d. Mileposts locations: M.P. 238.0 near Jonesboro to M.P. 267.8 near Cherry Valley
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Jonesboro and Cherry Valley.

STATE OF CALIFORNIA

CATEGORY 1 LINES (RED)

Union Pacific Railroad Company (AB-33)

- a. <u>Designation of Line:</u> Whittier Jct. Colima Jct. (Portion of Anaheim Branch)
- b. <u>State(s) in which located</u>: California
- c. County(ies) in which located: Los Angeles
- d. <u>Mileposts locations:</u> M.P. 0.0 near Whittier Jct. to M.P. 5.18 near Colima Jct.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Whittier Jct. and Colima Jct.
- a. <u>Designation of Line</u>: Magnolia Tower Melrose (Portion of Canyon Subdivision)
- b. <u>State(s) in which located</u>: California
- c. <u>County(ies) in which located</u>: Alameda
- <u>Mileposts locations</u>: M.P. 5.8 near Magnolia Tower to M.P. 10.7 near Meirose.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Magnolia Tower and Melrose.
- a. <u>Designation of Line</u>: Reno Jct. near Anderson (Portion of Reno Branch)
- b. State(s) in which located: California, Nevada
- <u>County(ies) in which located</u>: Lassen and Sierra, California, and Washoe, Nevada
- d. <u>Mileposts locations</u>: M.P. 0.0 near Reno Jct. to M.P. 12.0 near Anderson.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Reno Jct. and near Anderson.

(In addition, the above line is listed under the State of Nevada.)

STATE OF COLORADO

CATEGORY 1 LINES (RED)

Missouri Pacific Railroad Company (AB-3)

- a. <u>Designation of Line</u>: Towner NA Jct. (Portion of Hoisington Subdivision)
- b. State(s) in which located: Colorado
- c. County(ies) in which located: Kiowa, Crowley, Pueblo
- d. <u>Mileposts locations</u>: M.P. 747.0 near Towner to M.P. 869.4 near NA Jct.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries at Towner and NA Jct. The abandonment includes discontinuance of trackage rights of The Denver and Rio Grande Western Railroad Company.

STATE OF ILLINOIS

CATEGORY 1 LINES (RED)

Chicago and North Western Railway Company (AB-1)

- a. <u>Designation of Line</u>: Barr Girard (Portion of St. Louis Subdivision)
- b. State(s) in which located: Illinois
- c. County(ies) in which located: Menard, San Gamon, Macoupin
- d. <u>Mileposts locations</u>: M.P. 51.0 near Barr to M.P. 89.4 near Girard
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Barr and Girard.
- a. <u>Designation of Line</u>: De Camp Madison (Portion of Illinois Subdivision
- b. State(s) in which located: Illinois
- c. County(ies) in which located: Madison
- Mileposts locations: M.P. 119.2 near De Camp to M.P. 148.78 near Madison.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at De Camp and Madison.

STATE OF KANSAS

CATEGORY 1 LINES (RED)

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Missouri Pacific Railroad Company (AB-3)

- a. <u>Designation of Line</u>: Herington Bridgeport (Portion of Hoisington Subdivision)
- b. <u>State(s) in which located</u>: Kansas
- c. <u>County(ies) in which located</u>: Dickinson, Saline
- d. <u>Mileposts locations</u>: M.P. 451.57 near Herington to M.P. 491.20 near Bridgeport
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Herington and Bridgeport. The abandonment includes discontinuance of trackage rights of The Denver and Rio Grande Western Railroad Company.
- a. <u>Designation of Line</u>: Whitewater Newton (Portion of McPherson Branch)
- b. <u>State(s) in which located</u>: Kansas
- c. <u>County(ies) in which located</u>: Butler, Harvey
- d. <u>Mileposts locations</u>: M.P. 476.0 near Whitewater to M.P. 485.0 near Newton
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries at Whitewater and Newton.

STATE OF LOUISIANA

CATEGORY 1 LINES (RED)

.

Missouri Pacific Railroad Company (AB-3)

- a. <u>Designation of Line</u>: Iowa Jct. Manchester (Portion of Lake Charles Subdivision)
- b. State(s) in which located: Louisiana
- c. <u>County(ies) in which located</u>: Jefferson Davis Parish and Calcasieu Parish
- d. <u>Mileposts locations</u>: M.P. 680.0 near lowa Jct. to M.P. 688.5 near Manchester
- e. There are no agency or terminal stations located on the line.

STATE OF NEVADA

CATEGORY 1 LINES (RED)

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Union Pacific Railroad Company (AB-33)

- a. <u>Designation of Line</u>: Reno Jct. near Anderson (Portion of Reno Branch)
- b. State(s) in which located: California, Nevada
- c. <u>County(ies) in which located</u>: Lassen and Sierra, California, and Washoe, Nevada
- d. <u>Mileposts locations</u>: M.P. 0.0 near Reno Jct. to M.P. 12.0 near Anderson.
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Reno Jct. and near Anderson.

(In addition, the above line is listed under the State of California.)

STATE OF TEXAS

CATEGORY 1 LINES (RED)

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Missouri Pacific Railroad Company (AB-3)

- a. <u>Designation of Line</u>: Taylor Smithville (Portion of Houston Subdivision)
- b. <u>State(s) in which located</u>: Texas
- c. County(ies) in which located: Williamson, Travis, Bastrop
- d. <u>Mileposts locations</u>: Milepost 920.0 near Taylor to M.P. 969.16 near Smithville
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Taylor and Smithville.
- a. <u>Designation of Line</u>: Troup Whitehouse (Portion of Tyler Industrial Lead)
- b. State(s) in which located: Texas
- c. County(ies) in which located: Smith
- d. <u>Mileposts locations</u>: M.P. 0.50 near Troup to M.P. 8.0 near Whitehouse
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Troup and Whitehouse.

STATE OF UTAH

CATEGORY 1 LINES (RED)

.

Union Pacific Railroad Company (AB-33)

- a. <u>Designation of Line</u>: Little Mountain Jct. Little Mountain (Portion of Little Mountain Branch)
- b. State(s) in which located: Utah
- c. County(ies) in which located: Box Elder, Weber
- d. <u>Mileposts locations</u>: M.P. 0.0 near Little Mountain Jct. to M.P. 12.0 near Little Mountain
- e. There are no agency or terminal stations located on the line. The abandonment does not include active industries located at Little Mountain Jct. and Little Mountain.

SYSTEM DIAGRAM MAP:

CHICAGO AND NORTH WESTERN RAILWAY COMPANY (AB-1) MISSOURI PACIFIC RAILROAD COMPANY (AB-3) UNION PACIFIC RAILROAD COMPANY (AB-33)

AMENDMENTS IN THE STATES OF ARKANSAS, CALIFORNIA, COLORADO, ILLINOIS, KANSAS, LOUISIANA, NEVADA, TEXAS, AND UTAH, EFFECTIVE SEPTEMBER 18, 1995

The abandonment of these lines is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company, and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

LINE DESCRIPTIONS OF LINES IN CATEGORY 1

(LECEND-COLOR CODED MAP)

- CATEGORY 1: RED. Rail lines anticipated will be the subject of an abandonment application within three years.
- CATEGORY 2: GREEN. Rail lines being studied for potential abandonment.
- CATEGORY 3: YELLOW. Rail lines for which an abandonment or discontinuance application is pending.
- CATEGORY 4: BROWN. Rail lines which are being operated under the rail service continuation provisions of 49 U.S.C. 10905 or of Section 304(c)(2) of the Regional Rail Reorganization Act of 1973, as amended.
- CATEGORY 5: BLACK. All other lines or portions of lines which the carrier owns and operates, directly or indirectly.

The discontinuance of service on this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

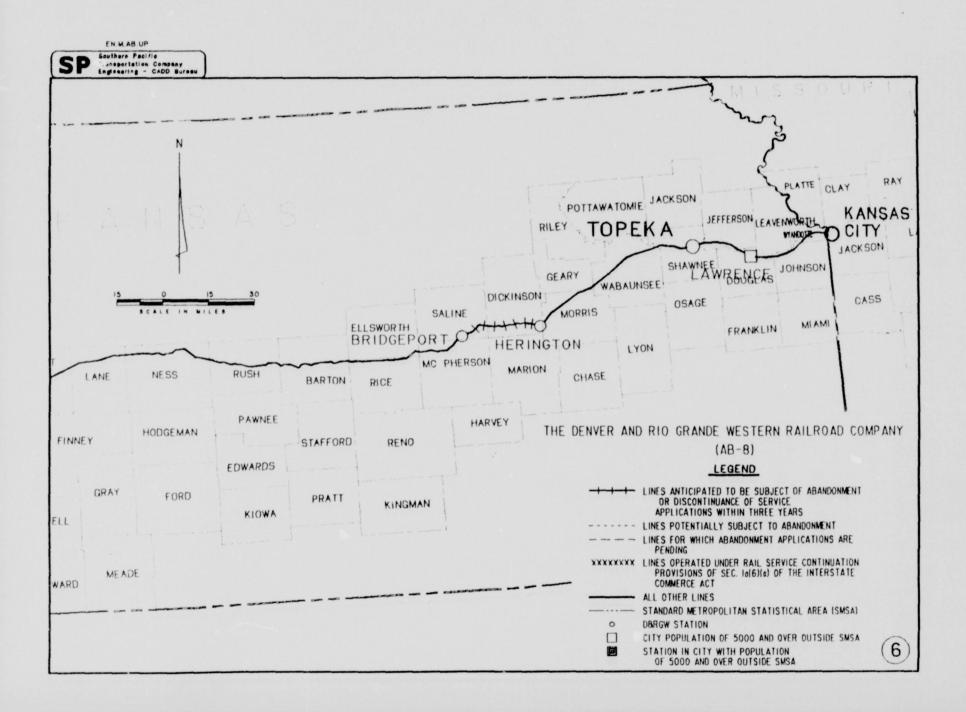
The Denver and Rio Grande Western Railroad Company (AB-8) publishes this amendment to its System Diagram Maps pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. NA Jct. to Towner (Discontinuance of trackage rights on the Missouri Pacific Railroad Company)
- b. State of Colorado

. .

- c. Counties of Pueblo, Crowley, Kiowa
- d. M.P. 869.4 near NA Jct. to M.P. 747.0 near Towner
- e. No agency stations. The discontinuance does not include active industries located at NA Jct. and Towner.

MAP



The discontinuance of service on this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

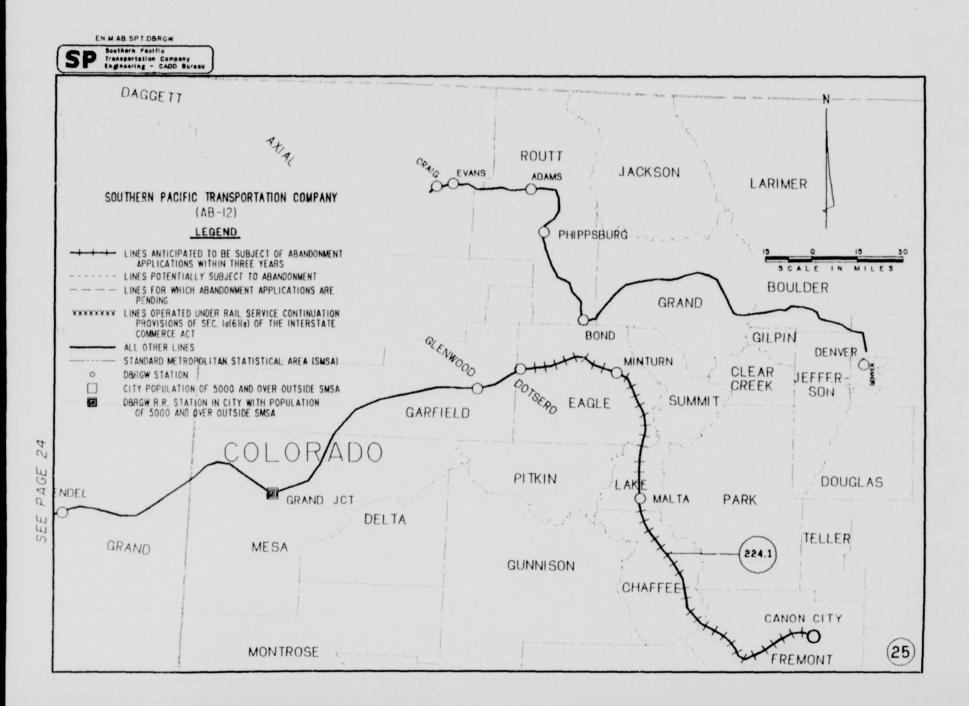
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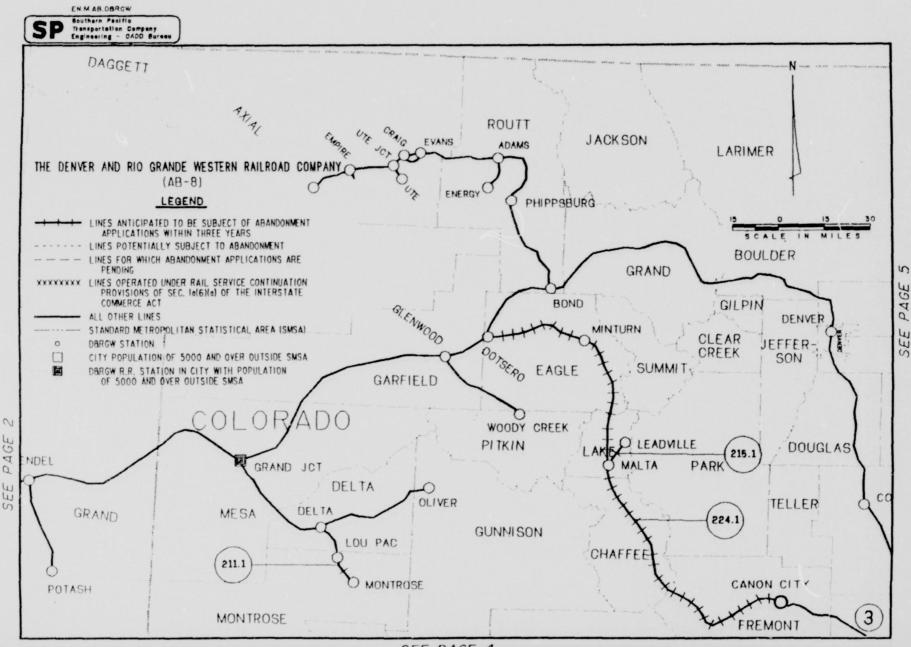
- a. Bridgeport to Herington (Discontinuance of trackage rights on the Missouri Pacific Railroad Company)
- b. State of Kansas

.

- c. Counties of Saline, Dickinson
- d. M.P. 491.2 near Bridgeport to M.P. 451.6 near Herington
- e. No agency stations. The discontinuance does not include active industries located at Bridgeport or Herington.

MAP





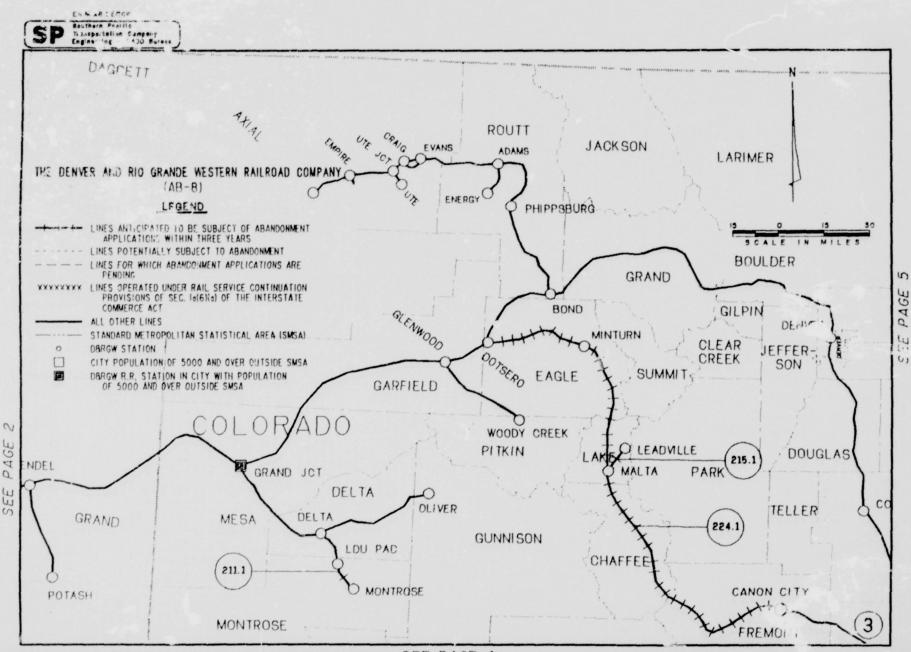
SEE PAGE 4

The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Southern Pacific Transportation Company (AB-12) and The Denver and Rio Grande Western Railroad Company (AB-8) publish this amendment to their System Diagram Maps pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Dotsero to Canon City (portion of Subdivision 3)
- b. State of Colorado
- c. Counties of Eagle, Lake, Chaffee, Fremont
- d. M.P. 335.0 near Dotsero to M.P. 162.0 near Canon City
- e. No agency stations. The abandonment does not include active industries located at Dotsero and Canon City.

TWO MAPS



SEE PAGE 4

.

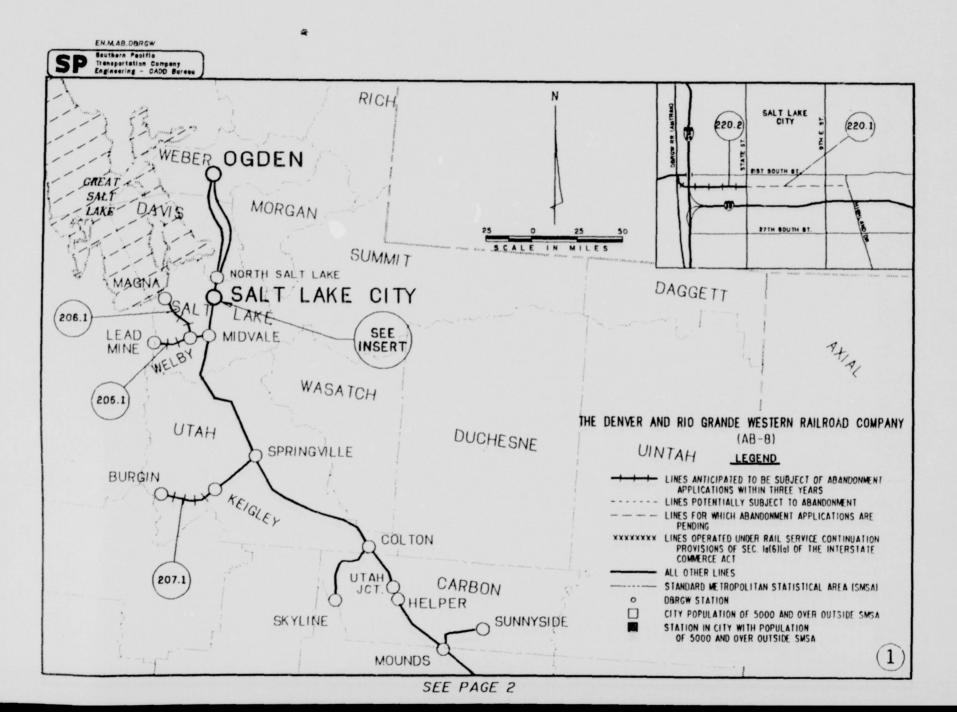
PAGE 4 0)

The abandonment of, or discontinuance of service on, this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Denver and Rio Grande Western Railroad Company (AB-8) publishes this amendment to its System Diagram Maps pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Malta to Leadville (Subdivision 3-A)
- b. State of Colorado
- c. County of Lake
 d. M.P. 271.0 near Malta to M.P. 276.1 near Leadville
- e. No agency stations. The discontinuance or abandonment does not include active industries located at Malta.

MAP

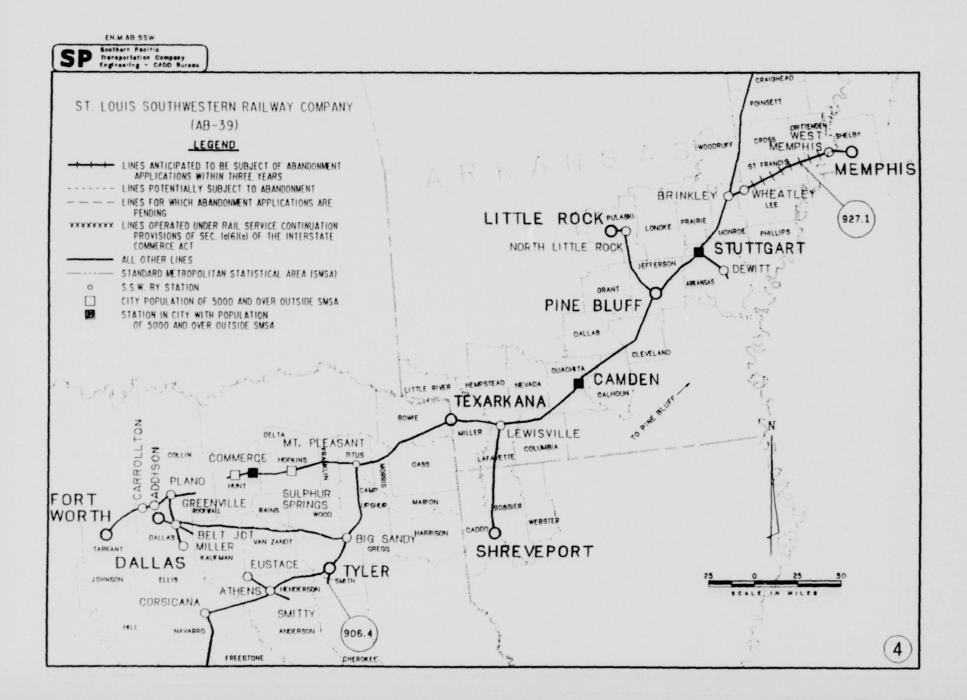


The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Denver and Rio Grande Western Railroad Company (AB-8) publishes this amendment to its System Diagram Maps pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Welby to Magna (portion of Subdivision 6-K)
- b. State of Utah
- c. County of Salt Lake
- d. M.P. 5.1 near Welby to M.P. 17.9 near Magna
- e. No agency stations. The abandonment does not include active industries located at Welby and Magna.

MAP

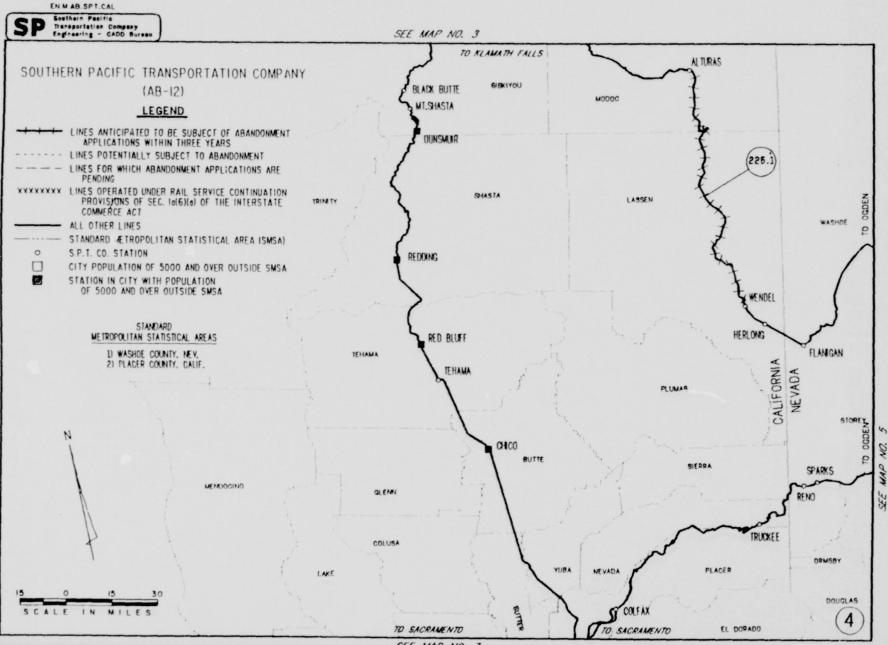


The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The St. Louis Southwestern Railway Company (AB-39) publishes this amendment to its System Diagram Map pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. West Memphis to Wheatley (portion of the Illmo Subdivision)
- b. State of Arkansas
- c. Counties of Crittenden, St. Francis
- d. M.P. 10.0 near West Memphis to M.P. 64.0 near Wheatley
- e. No agency stations. The abandonment does not include active industries located at West Memphis and Wheatley.
- Active industries at Forrest City will receive service via the Missouri Pacific Railroad Company line through Forrest City.

MAP



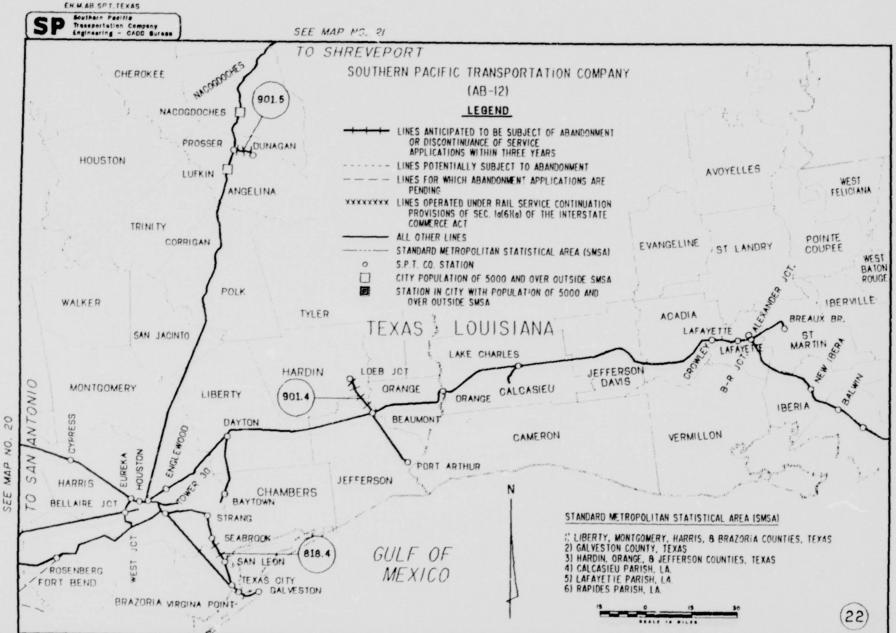
SEE MAP NO. 7

The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Southern Pacific Transportation Company (AB-12) publishes this amendment to its System Diagram Map pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Wendel Alturas (portion of Modoc Subdivision)
- b. State of California
- c. Counties of Modoc, Lassen
- d. M.P. 360.1 near Wendel to M.P. 445.6 near Alturas
- e. No agency stations. The abandonment does not include active industries located at Wendel and Alturas and does not include connections to other rail carriers at Wendel and Alturas.

MAP



SEE MAP NO.

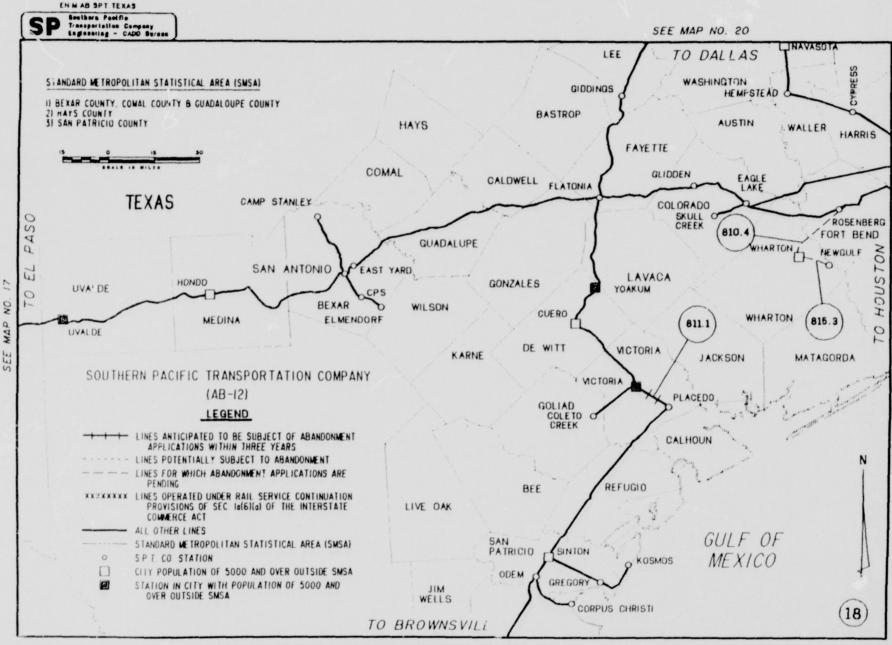
23

The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Southern Pacific Transportation Company (AB-12) publishes this amendment to its System Diagram Map pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Seabrook to San Leon (portion of the Houston Terminals Subdivision)
- b. State of Texas
- c. Counties of Galveston, Harris
- d. M.P. 30.0 near Seabrook to M.P. 40.5 near San Leon
- e. No agency stations. The abandonment does not include active industries located at Seabrook and San Leon.

MAP



SEE MAP NO. 19

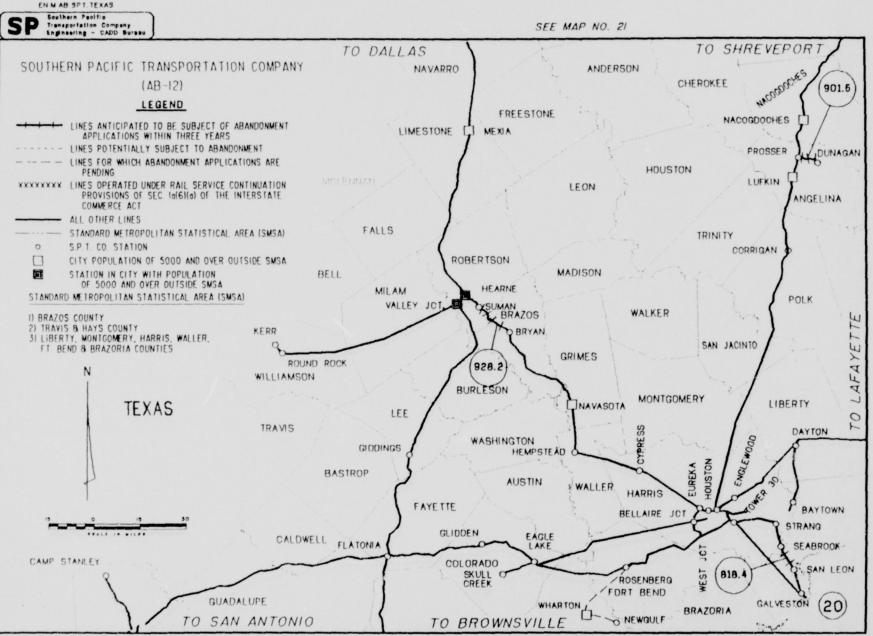
NO. MAP SEE

The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Southern Pacific Transportation Company (AB-12) publishes this amendment to its System Diagram Map pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Victoria to Placedo (portion of the Victoria Subdivision)
- b. State of Texas
- c. County of Victoria
- d. M.P. 27.8 near Victoria to M.P. 14.47 near Placedo
- e. No agency stations. The abandonment does not include active industries located at Victoria and Placedo.

MAP



SEE MAP NO. 18

EE MAP NO.

S

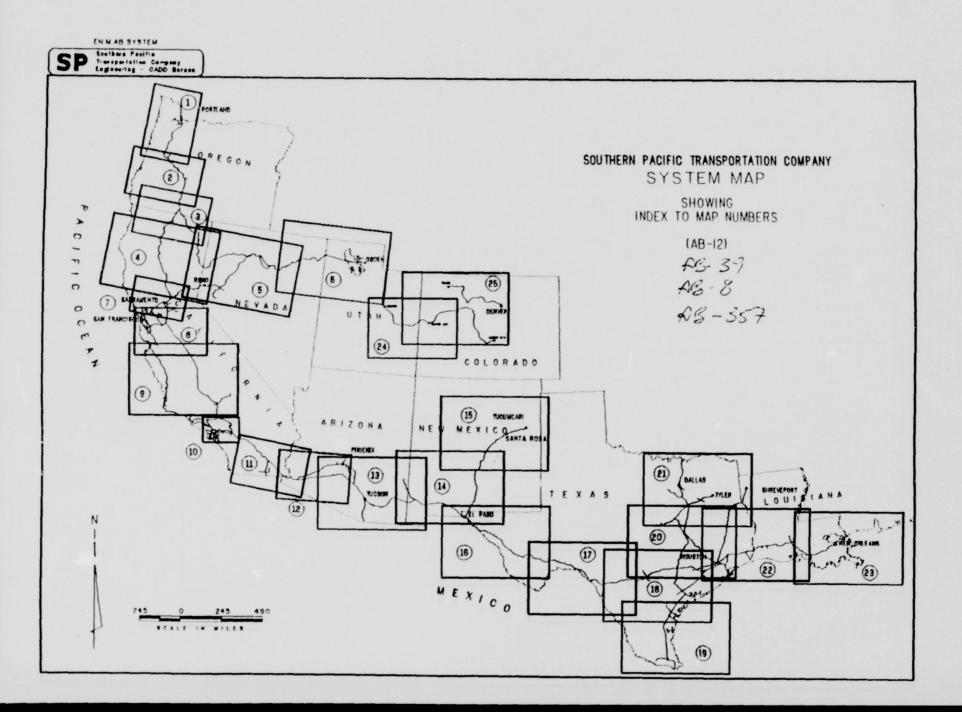
22

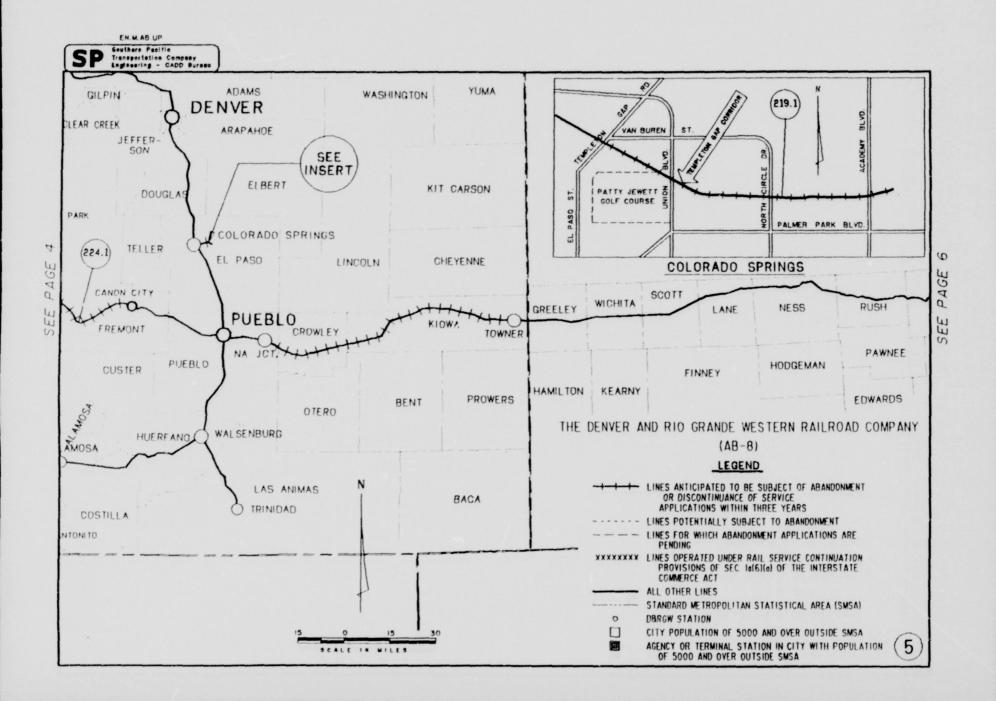
The abandonment of this line is related to, and contingent upon, the proposed consolidation of Union Pacific Railroad Company and its rail affiliate Missouri Pacific Railroad Company, and Southern Pacific Transportation Company, and its rail affiliates St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, in ICC Finance Docket No. 32760.

The Southern Pacific Transportation Company (AB-12) publishes this amendment to its System Diagram Map pursuant to 49 CFR 1152.13 of the regulations of the Interstate Commerce Commission. The amended rail line is described as follows:

- a. Suman to Bryan (portion of the Hearne Subdivision)
- b. State of Texas
- c. Counties of Brazos, Robertson
- d. M.P. 117.6 near Suman to M.P. 101.4 near Bryan
- e. No agency stations. The abandonment does not include active industries located at Suman and Bryan.

MAP







60032

Harrisburg Area Chamber of Commerce

202 East Street — City Hall larrisburg, Arkansas 72432 (501) 578-2617

August 28, 1995



Vernon A. Williams-Secretary Interstate Commerce Commission 12th & Constitutional Avenue, N.W. Room 2215 Washington, D.C. 20423

> Re: ICC Finance Docket No. 32760 Union Pacific--Control & Merger Southern Pacific Rail Corp.

Dear Mr. Williams:

Item No.

Page Count

Rail abandonment would be very detrimental for our City of Harrisburg. The railroad here is adjacent to our industrial park. Several firms depend on this transportation in order to continue serving their customers. One company is expanding their facilities at this time, and they are very dependent upon railroad transporation.

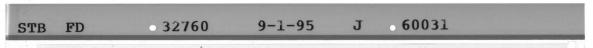
Our area Chamber of Commerce requests your consideration of these affects rail abandonment would have on our community.

Yours sincerely,

HARRISBURG AREA CHAMBER OF COMMERCE

Lee Siler President





(ac3)

Item No. . - ? Page Count Sept ity of Marion

14 MILITARY ROAD MARION, ARKANSAS 72364 PHONE (501) 739-3071

ALDERMEN SINDERS (SULLY) CARTER DON HANKS JIM SPENCE GARY RASH PICHARD T. COCKRILL CLIFF WOOD

MAYOR FRANK A. FOGLEMAN CITY ATTORNEY JAMES C. HALE III

POLICE COURT JUDGE

August 29, 1995

FD-32760

Mr. Vernon A. Williams, Secretary Interstate Commerce Commission 12th & Constitution Avenue, NW, Room 2215 Washington, DC 20423

RE: ICC Finance Docket--Control and Merger--Southern Pacific Rail Corp.

Dear Mr. Williams:

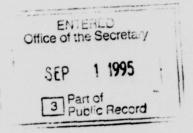
I am vaguely aware that the referenced has some provisions to allow the abandonment of some rail trackage and that Union Pacific and Southern Pacific have requested a blanket waiver of information requirements. Inasmuch as Union Pacific rail tracks pass through my city limits, I am writing to object to the Union Pacific/Southern Pacific request for abandonment information waivers until more information is available.

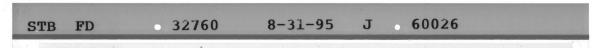
Please keep me informed as to the outcome of these hearings.

Sincerely,

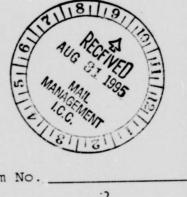
Frank A. Foglemán Mayor

FAF/gh









August 30, 1995

CONRAIL

Item	No
Page	Count
A	49 # 35
	v

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

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

Dear Secretary Williams:

On August 4, 1995, 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 & Rio Grande Western Railroad Company (hereinafter "Applicants") filed a Notice of Intent to File Railroad Control Application, a Petition for Protective Order, a Petition for Waiver or Clarification of Railroad Consolidation Procedures and Related Relief, and a Petition to Establish Procedural Schedule in the above-docketed proceeding.

Since no service list has as yet been established, this letter asks that I be served with a copy of all notices, orders or decisions in the proceeding:

Constance L. Abrams Consolidated Rail Corporation Two Commerce Square 2001 Market St., 16-A Philadelphia, PA 19101-1416 August 30, 1995 Page 2

Of course, when the Commission issues a request for the establishment of a service list, we will formally seek inclusion on that list.

Thank you very much for your attention to this matter.

Sincerely,

molance abram

Constance L. Abrams General Counsel, Commerce (215) 209-5013



60018

Item No .. Page Count_

Frank W. Young 1581 Gateway Drive Vallejo, CA 94589

FD-32760



August 20, 1995 Director Interstate Commerce Commission 12th and Constitution NW Washington, DC

Dear Director,

It has been disturbing to me that the ICC is allowing another railroad merger, namely, the Union Pacific with the Southern Pacific.

Isn't it about time these large mergers come to a halt? These 2 companies are each worth billions. They are not going bankrupt. They just want to sniff out the competition from one another.

This merger would hurt the connection between Pacific Northern and Santa Fe where Union Pacific is the bridge from Breber, CA to Stockton, CA for traffic carried between the Pacific Northwest to Southern California. Also the merger monopolizes traffic from Texas to Gulf points.

These two companies parallel each other from the West Coast to Chicago serving identical cities; Sacramento, Salt Lake City, Denver, Omaha, and Chicago. They should not be merged. They are competing against one another which makes for better service and good competition.

The Santa Fe-Burlington merger is another example of a questionable merger. These two railroads are not struggling. It is just another power grab.

When mergers like these occur, many jobs are lost which is harmful to the economy. This is similar to the take-over days of the eighties when many take-over companies were calmibalized in order for the take-over company to raise money to pay back the debt. It was devastating to the workers as well as the S&L's who went bankrupt.

There is a law against mergers that monopolize the market place. It is the Sherman Anti-Trust Act. In later years, the Clayton Anti-Trust Act and the Celler-Kefauver Act were passed to strengthen the Sherman Anti-Trust Act.

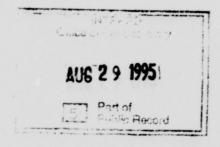
Would these acts not be enough to control mergers that might reduce competition? It would occur with this merger.

Let's be careful in our decisions and be sure the merger is not detrimental to the industry and competition.

Sincerely,

7 rank W. young

Frank W. Young





WILANHI RANIGWANY GOMPANNY

340 HARDSCRABBLE ROAD P.O. BOX 261 HELPER, UTAH 84526 Phone (801) 472-3407 FAX (801) 472-3744

August 23, 1995

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Page	Count	1	
	Aug#	26	
	J		



Office of the Secretary Interstate Commerce Commission 1201 Constitution Avenue N.W. Washington DC 20423

Dear Sir:

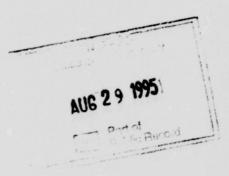
Please include Utah Railway Company on the Service List for Finance Docket No. 32760, the purposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company.

Very truly yours,

Jary L. Barker

Gary L. Barker President Utah Railway Company 340 Hardscrabble Road Helper, Utah 84526

GLB/Id





COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE. N. W. P.O. BOX 7566 WASHINGTON, D.C. 20044-7566 (202) 662-6000

> TELEFAX: 12021 662-6291 TELEX 89-593 ICOVLING WSHI CABLE COVLING

August 22, 1995

EXPEDITED CONSIDERATION REQUESTED

Item No. Page Count

LECONFIELD HOUSE CURZON STREET LONDON WIY BAS ENGLAND TELEPHONE 44-171-495-5655 TELEFAX 44-171-495 3:01 BRUSSELS CORRESPONDENT OFFICE 44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE 32-2-512-91 90 TELEFAX 32-2-502-1598

BY HAND

MICHAEL L. ROSENTHAL

DIRECT DIAL NUMBER

12021 662-5448

DIRECT TELEFAX NUMBER

(202) 778-5448

Mr. Milan P. Yager Director Office of Economic and Environmental Analysis Interstate Commerce Commission Room 3219 Twelfth Street and Constitution Avenue, N.W. Washington, D.C. 20423

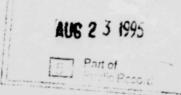
Re: Waybill Request WB475

Dear Mr. Yager:

On August 11, 1995, we received your letter transmitting the Commission's approval of our August 4, 1995 request for permission to use data from ICC Waybill Samples in connection with Finance Docket No. 32760, Union Pacific Corp. et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

We now request that access to ICC Waybill Sample data be granted to several outside consulting firms that will assist in preparing the application (including the exhibits thereto) and verified statements in this proceeding. Specifically, we ask that Lexecon, Inc., Reebie Associates, Transport and Management Consultants, and Transmode Consultants, Inc., be added to the list of those authorized to have access to 1985 through 1994 ICC Waybill Sample data.

I would appreciate it if you would transmit your letter of approval to me by facsimile at the number shown above. In light of the urgent need to prepare the control application for filing no later than December 1, 1995, expeditious action on this request would be greatly appreciated. Please do not hesitate to call if you have any Cinquestions about the foregoing request.



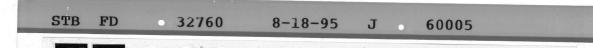
PC. olary

Sincerely,

2 Ant

Michael L. Rosenthal





60005

LAW OFFICES FRITZ R. KAHN, P.C.

SUITE 750 WEST

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

> (202) 371-8037 FAX (202) 371-0900

> > ENTERED Office of the Secreta

> > > AUG 1 8 1995

Hon. Vernon A. Williams Secretary Interstate Commerce Commission Washington, DC 20423

Dear Secretary Williams:

This refers to Finance Docket No. 32760, <u>Union Pacific Corp.</u>, <u>et al --Control & Merger--Southern Pacific Rail Corp.</u>, <u>et al.</u>, and the Applicants' Notice and Petitions, filed August 4, 1995.

I find it reprehensible that the Commission should not have given public notice of the pleadings' filings and invited comments. But for the courtesy of William A. Mullins, Esq., counsel for The Kansas City Southern Railway Company, I would not have known of them.

I do not fault counsel for the Applicants, for under the Commission's rules of practice they were not obliged to serve the Notice and Petitions on anyone, but one would have thought that in a proceeding as important as this one obviously is the Commission might have manifested some concern for those who will be affected by the relief Applicants expeditiously seek.

At this time, I do not know on behalf of which of my clients, if any, I shall be participating in the proceeding. I can think of several, however, who would find the Applicants' proposed rush to judgment, as set out in their Petition to Establish Procedural Schedule, UP/SP-4, to be objectionable. That the timetable Applicants propose was modelled after the one adopted in the BN/ATSF proceeding is a non sequitur. The statute, 49 U.S.C. 11345(b), allows any interested person 45 days after notice of the application is published in the <u>Federal Register</u> to file his comments, and an inconsistent applicant, 90 days to file its application. Applicants have not sought section-10505(a) relief from the statutory timetable, and there is no call for the Commission to do so on its own initiative.

No less offensive is Applicants' proposal with respect to





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Hon. Vernon A. Williams August 16, 1995 Page Two

the abandonment of redundant railroad lines, as set out in their Petition for Waiver, etc., UP/SP-3. Applicants' prolonged discussion of the desirability of relieving them of some of the burdensome showings they would need to make if they were to file abandonment applications, pursuant to 49 C.F.R. 1152.1, et seq., is altogether meaningless, for Applicants, at page 15 of their pleading, specifically reserve the right to seek the abandonment authorizations by exemption.

Even more outrageous is Applicants' request that shippers be denied the protection that the System Diagram Map requirement of 49 U.S.C. 10904(e) was designed to provide them. Without even pretending to make the showing appropriate for the grant of Without even section-10505(a) relief, Applicants ask that shippers be obliged to accommodate to Applicants' proposed abandonment of redundant lines on two, rather than four, months' notice.

Shippers at Glenwood Springs and Grand Junction, CO, for example, previously served by the SP, may find themselves without railroad service as a result of the proposed transaction, for the UP has a more direct and faster transcontinental route, and the Applicants, accordingly, may seek to abandon the SP line between Denver and Salt Lake City. Under the Applicants' procedural request, such shippers will be expected to relocate or make alternative transportation arrangements on just two months' notice. Such calkus treatment of shippers should not be countenanced, and the Applicants' request should be denied.

Ten copies of this letter are enclosed to permit your circulation of it.

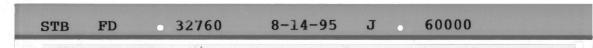
By copy of this letter, service is being effected upon counsel for Applicants, with the request that they please add my name to their mailing list.

Sincerely yours,

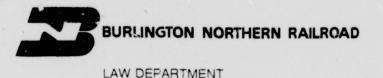
Fritz R. Kahn

enc.

cc: Arvid E. Roach II, Esq. Paul A. Cunningham, Esq. William A. Mullins, Esq.



Item	No.	4	0000	
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August 11, 1995



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

Page Count 3 144 # G

3800 Continental Plaza 777 Main Street Ft. Worth, Texas 76102

(817) 333-2359



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

Dear Secretary Williams:

Enclosed is the original and 20 copies of the Notice of Appearance of Burlington Northern Railroad Company to be filed in this proceeding. A copy of the Notice has been sent to Applicants.

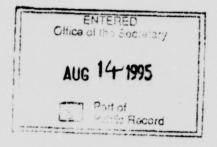
If anything further is needed, please give me a call.

Sincerely,

Mula E Doral

Michael E. Roper Associate General Counsel

c:	Arvid Roach
	Paul Cunningham



C

BEFORE THE INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

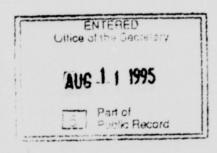
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPAN AND MISSOURI PACIFIC RAILROAD COMPANY --CONTROL AND MERGER--SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPSCL CORP. AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF APPEARANCE OF BURLINGTON NORTHERN RAILROAD COMPANY

Burlington Northern Railroad Company ("BN") intends to participate in this proceeding as a party of record. Please enter the appearances of the attorneys on behalf of BN listed below and include them on the service list to be prepared. Copies of all pleadings and decisions should be served on

> Edmund W. Burke Douglas J. Babb Janice G. Barber Michael F. Roper Burlington Northern Railroad Company 3800 Continental Plaza Fort Worth, TX 76102-5384 (817) 333-2359

Betty Jo Christian Samuel M. Sipe, Jr. Timothy M. Walsh Steptoe & Johnson 1330 Connecticut Ave., N.W. Washington, D.C. 20036-1795 (202) 429-3000.



A copy of this notice has been served on Applicants' counsel.

- .

Respectfully submitted,

Michael E. Roper