

Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company—Control Exemption—The Ogden Union Railway & Depot Company; (6) Finance Docket No. 32760 (Sub-No. 6), Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company—Control Exemption—Portland Terminal Railroad Company; (7) Finance Docket No. 32760 (Sub-No. 7), Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company—Control Exemption—Portland Traction Company; (8) Finance Docket No. 32760 (Sub-No. 8), Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company—Control Exemption—Overnite Transportation Company, Southern Pacific Motor Trucking Company, and Pacific Motor Transport Company; (9) Finance Docket No. 32760 (Sub-No. 9), Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company—Terminal Trackage Rights—Kansas City Southern Railway Company; (10) Docket No. AB-3 (Sub-No. 129X), Missouri Pacific Railroad Company—Abandonment Exemption—Gurdon-Camden Line In Clark, Nevada, and Ouachita Counties, AR; (11) Docket No. AB-3 (Sub-No. 130), Missouri Pacific Railroad Company—Abandonment—Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO, and Docket No. AB-8 (Sub-No. 38), The Denver and Rio Grande Western Railroad Company—Discontinuance of Trackage Rights—Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO; (12) Docket No. AB-3 (Sub-No. 131), Missouri Pacific Railroad Company—Abandonment—Hope-Bridgeport Line In Dickinson and Saline Counties, KS, and Docket No. AB-8 (Sub-No. 37), The Denver and Rio Grande Western Railroad Company—Discontinuance of Trackage Rights—Hope-Bridgeport Line In Dickinson and Saline Counties, KS; (13) Docket No. AB-3 (Sub-No. 132X), Missouri Pacific Railroad Company—Abandonment Exemption—Whitewater-Newton Line In Butler and Harvey Counties, KS; (14) Docket No. AB-3 (Sub-No. 133X), Missouri Pacific Railroad Company—Abandonment Exemption—Iowa Junction-Manchester Line In Jefferson Davis and Calcasieu Parishes, LA; (15) Docket No. AB-3 (Sub-No. 134X), Missouri Pacific Railroad Company—Abandonment Exemption—Troup-Whitehouse Line In Smith County, TX; (16) Docket No. AB-8 (Sub-No. 36X), The Denver and Rio Grande Western Railroad Company—Discontinuance Exemption—Sage-Leadville Line In Eagle and Lake Counties, CO, and Docket No. AB-12 (Sub-No. 189X), Southern Pacific Transportation Company—Abandonment Exemption—Sage-Leadville Line In Eagle and Lake Counties, CO; (17) Docket No. AB-8 (Sub-No. 39), The Denver and Rio Grande Western Railroad Company—Discontinuance—Malta-Cañon City Line In Lake, Chaffee and Fremont Counties, CO, and Docket No. AB-12 (Sub-No. 188), Southern Pacific Transportation Company—Abandonment—Malta-Cañon City Line In Lake, Chaffee, and Fremont Counties, CO; (18) Docket No. AB-12 (Sub-No. 184X), Southern Pacific Transportation Company—Abandonment Exemption—Wendel-Alturas Line In

SUMMARY: The Commission is accepting for consideration the application filed November 30, 1995,² by Union Pacific Corporation (UPC), Union Pacific Railroad Company (UPRR), Missouri Pacific Railroad Company (MPRR), Southern Pacific Rail Corporation (SPR), Southern Pacific Transportation Company (SPT), St. Louis Southwestern Railway Company (SSW), SPCSL Corp. (SPCSL), and The Denver and Rio Grande Western Railroad Company (DRGW)³ (collectively applicants), seeking Commission approval and authorization under 49 U.S.C. 11343–45 for: (1) The acquisition of control of SPR by UP Acquisition Corporation (Acquisition), an indirect wholly owned subsidiary of UPC; (2) the merger of SPR into UPRR; and (3) the resulting common control of UP and SP by UPC.⁴ Applicants are directed to provide certain additional information. **DATES:** The effective date of this decision is December 27, 1995. Parties must file notification of intent to participate in this proceeding by January 16, 1996. Descriptions of inconsistent and responsive applications, and petitions for waiver or clarification regarding those applications, must be filed by January 29, 1996. Inconsistent and responsive applications, written comments, including comments of the United

Modoc and Lassen Counties, CA; (19) Docket No. AB-12 (Sub-No. 185X), Southern Pacific Transportation Company—Abandonment Exemption—Suman-Bryan Line In Brazos and Robertson Counties, TX; (20) Docket No. AB-12 (Sub-No. 187X), Southern Pacific Transportation Company—Abandonment Exemption—Seabrook-San Leon Line In Galveston and Harris Counties, TX; (21) Docket No. AB-33 (Sub-No. 93X), Union Pacific Railroad Company—Abandonment Exemption—Whittier Junction-Colima Junction Line In Los Angeles County, CA; (22) Docket No. AB-33 (Sub-No. 94X), Union Pacific Railroad Company—Abandonment Exemption—Magnolia Tower-Melrose Line In Alameda County, CA; (23) Docket No. AB-33 (Sub-No. 96), Union Pacific Railroad Company—Abandonment—Barr-Girard Line In Menard, Sangamon, and Macoupin Counties, IL; (24) Docket No. AB-33 (Sub-No. 97X), Union Pacific Railroad Company—Abandonment Exemption—DeCamp-Edwardsville Line In Madison County, IL; (25) Docket No. AB-33 (Sub-No. 98X), Union Pacific Railroad Company—Abandonment Exemption—Edwardsville-Madison Line In Madison County, IL; (26) Docket No. AB-33 (Sub-No. 99X), Union Pacific Railroad Company—Abandonment Exemption—Little Mountain Jct.-Little Mountain Line In Box Elder and Weber Counties, UT.

² We are also accepting for consideration applicants' supplement to the primary application, filed on or about December 21, 1995.

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

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

States Department of Justice (DOJ) and the United States Department of Transportation (USDOT), protests, requests for conditions, and any other opposition evidence and argument must be filed by March 29, 1996. For further information, see the attached procedural schedule.⁵

ADDRESSES: An original and 20 copies of all documents must refer to Finance Docket No. 32760 and be sent to the Office of the Secretary, Case Control Branch, Attn: Finance Docket No. 32760, Interstate Commerce Commission, 1201 Constitution Avenue, N.W., Washington, DC 20423.⁶

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

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

SUPPLEMENTARY INFORMATION: On November 30, 1995, pursuant to 49 U.S.C. 11343–45 and our rules at 49 CFR 1180.4, applicants filed an application for approval of: (1) The acquisition of control of SPR by Acquisition; (2) the merger of SPR into UPRR; and (3) the resulting common control of UP and SP by UPC. Applicants also filed several related applications, petitions for exemption, and notices of exemption.⁷

Applicants filed a notice of exemption for settlement-related trackage rights pursuant to an agreement they reached with Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (collectively, BN/Santa Fe) [Finance Docket No. 32760 (Sub-No. 1)].⁸ The trackage rights are to be effective when and if applicants receive and exercise

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

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

⁷ Under 49 CFR 1180.4(c)(2)(vi), all directly related applications, petitions, and notices of exemption must be filed concurrently with the primary control and merger application.

⁸ Applicants originally reached an agreement with BN/Santa Fe on September 25, 1995. They reached a supplemental agreement on November 18, 1995, which governs the grants of trackage rights.