

UNION PACIFIC'S ORAL ARGUMENT EXHIBITS

UNION PACIFIC/SOUTHERN PACIFIC MERGER

STB Finance Docket No. 32760

January 15, 2013

Reply Ex. B: Dec. 1995 Letter to MET

JIM SPATLICK
DIRECTOR AND PRESIDENT
UNION PACIFIC RAILROAD COMPANY
300 WEST 10TH STREET
DENVER, COLORADO 80202

UNION PACIFIC RAILROAD COMPANY

Exhibit B, Page 1 of 4



ROOM 1100
1410 DOWNEY STREET
OAKLAND, CALIFORNIA 94612
TEL 415/771-3142

December 13, 1995

Mr. James L. Beard
President
Modesto and Empire Traction Company
P O Box 3106
530 Eleventh Street
Modesto, CA 95353

Again,
following a UP/SP merger, we have no intention of closing UP's present open customers
as specifically named in Item 1663.

With regard to the industries currently served by UP and SP at Modesto, all the industries which are open to reciprocal switching are located on the UP, as provided in Item 1663 of Switching Tariff 8005-D, copy attached for your convenience. Again, following a UP/SP merger, we have no intention of closing UP's present open customers as specifically named in Item 1663.

Thank you for your letter. I hope we have addressed your concerns.

Sincerely,

CC: Dick Davidson - Bethlehem, PA

Exhibit B, Page 4 of 4

General Foods
Graystone Block
E. J. Lang
Procter & Gamble
Snowden Chemical
Starline Distribution
Vani Brothers
(DD-2174)

See last page of this supplement for explanation of other reference marks

Reciprocal switching will only be performed to or from corporations, firms or individuals listed herein, subject to restrictive provisions published in connection therewith.

SUPPLEMENT 118 TO TARIFF US 8005-D		Exhibit C, Page 2 of 3
RULES AND REGULATIONS		
ITEM	SUBJECT	
209-A	APPLICATION OF INCREASES	Item CANCELLED. Tariff, as amended, applies. a
211	CHARGES FOR ATTACHMENT CARS	Unless otherwise provided, movement of a scheduled train from or more units permanently or temporarily joined together, the switching charges published in this tariff will apply separately to each unit of the articulated equipment. (CO-2881)
212-A	APPLICATION OF INCREASES	Item CANCELLED. Tariff, as amended, applies. a
215-C	EMPTY CARS ON-LOADED BUT NOT ORDERED	On empty cars that are ordered for loading and the service of switching or placing has been performed and the car is not loaded and returned to the railroad service, a switching charge of \$12.00 per car will be assessed for this service and collected from the person, firm or corporation ordering such cars.
225-A	EMPTY CARS RETURNED	Item Canceled. Tariff, as amended, applies. (File CO-2274)
229-A	GENERAL APPLICATION OF CHARGES (CO-2734)	Reciprocal switching will only be performed to or from corporations, firms or individuals listed herein, subject to restrictive provisions published in connection therewith. Time-demurré and stowage terminal switching will not be performed at the beginning or ending of a streetcar transportation service.
(a) Where cars are sent to road on train trucks for to industries on connecting lines within the Santa Clara switching switching to designated industry trucks or to industries on connecting lines within the Santa Clara		

[illegible]

UP Rec. Switch. Circ. (current)

UP Reciprocal Switching Circular

Effective January 1, 2001 all reciprocal switching items and charges published in UP Tariff 8005-E were cancelled in their entirety and replaced by this new circular. Remaining active provisions of UP Tariff 8005-E were transferred to UP Accessorial Tariff 6004 or cancelled, account obsolete.

On June 1, 2001, former CHTT reciprocal switch charges and roster of open industries were transferred to this circular from former CHTT Tariff 8001-J. Remaining active provisions of CHTT Tariff 8001-J were transferred to UP Accessorial Tariff 6004 or cancelled, account obsolete. Former CHTT industries are now referred to as UP industries.

GENERAL RULES AND REGULATIONS

STATIONS LISTS AND CONDITIONS

This circular is governed by OP&SL 6000-series as follows:
When a station is abandoned as of a date specified in the above named tariff, the switch charges for such station, as published in this circular, are inapplicable on and after that date.

UP will provide reciprocal switching only to or from UP customers specifically listed in this circular.

INTERMEDIATE SWITCHING
A switching movement between interchange tracks of one carrier to interchange tracks of another carrier.

INTRA-TERMINAL SWITCHING
A switching movement of traffic originating at and destined to points located on the tracks of this company within the switching limits of one station or industrial switching district.

LINE-HAUL
Movement between stations that are not located within the switching limits of the same station.

RECIPROCAL SWITCHING
An arrangement between carriers where the carrier physically serving the industry performs switching service for loading or unloading on behalf of the other carrier on shipments having an immediately preceding or following line-haul movement via the other carrier. UP will provide reciprocal switching only to or from UP customers specifically listed in this circular. Line-haul shipments to or from UP customers not listed must move in UP line-haul service.

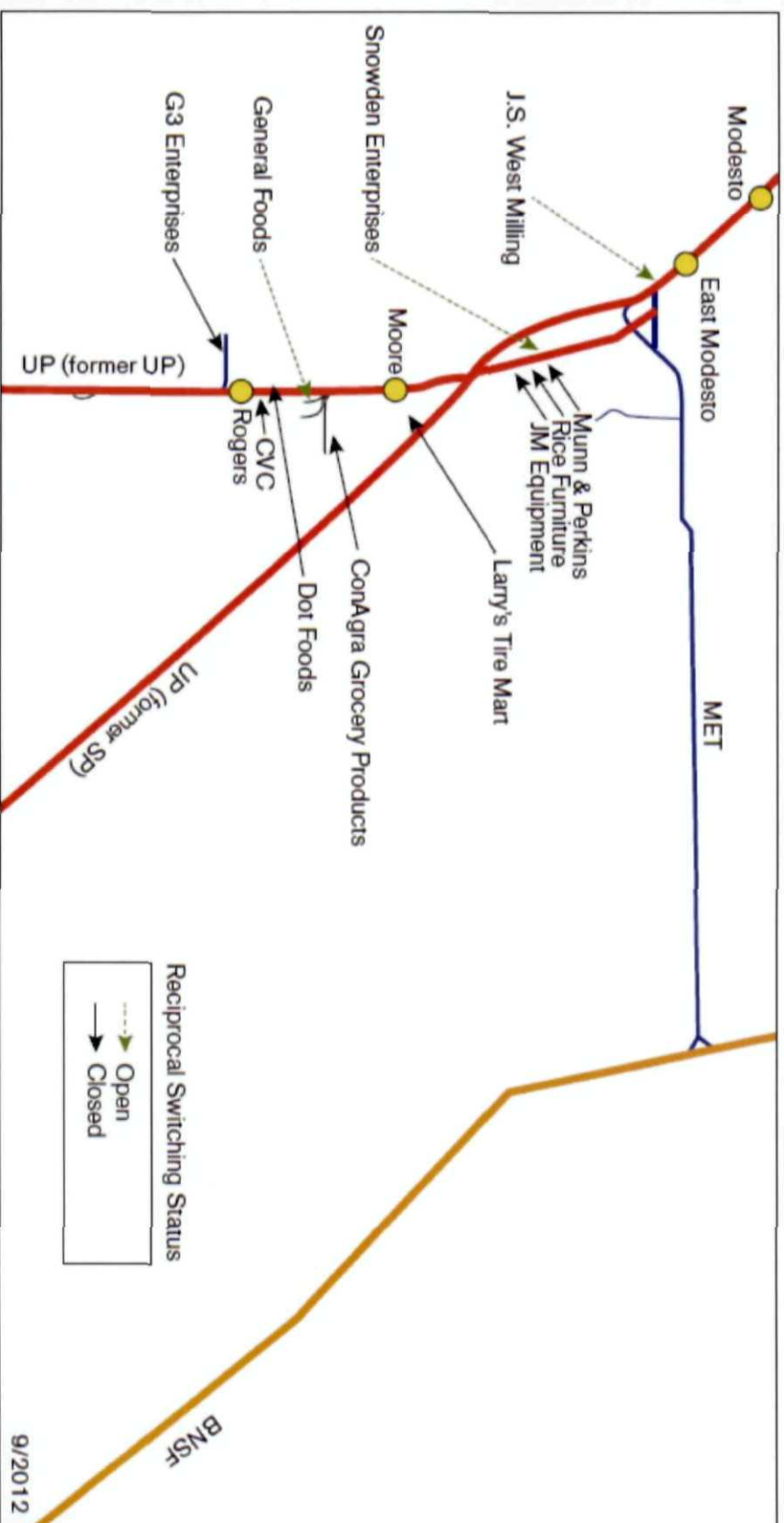
TEAM TRACK
A track or tracks assigned by UP for use of the general public. All team tracks are closed to reciprocal switching.

By Interstate Marketing, STOR 1380
Union Pacific Railroad Company, 1400 Douglas Street, Omaha, NE 68119

SOURCE: www.uprr.com/customers/shortline/attachments/current_uprsc.pdf

Reply Ex. D: Map (current)

Modesto-area Rail Lines



Reply Ex. H: BNSF 8005-C (current)

BNSF Switching Book 8005-C

Exhibit H, Page 2 of 2

Item 55 - Absorbed and Non-Absorbed Rates Identical

Reciprocal switching charges provided in this tariff apply whether or not absorbed in whole or in part by connecting line(s)

Item 60 - Interstate Application of This Book

This tariff is also applicable on interstate traffic in the following states, except where expressly provided to the contrary in connection with particular items or rates.

ALABAMA	IDaho	LOUISIANA	NEBRASKA	OREGON	UTAH
ARIZONA	ILLINOIS	MINNESOTA	NEVADA	SOUTH DAKOTA	WASHINGTON
ARKANSAS	IOWA	MISSISSIPPI	NEW MEXICO	TENNESSEE	WISCONSIN
CALIFORNIA	KANSAS	MISSOURI	NORTH DAKOTA	TEXAS	WYOMING
FLORIDA	KENTUCKY	MONTANA	OKLAHOMA	UTAH	

Item 65 - Application of Reciprocal Switching Charges

Reciprocal switching charges in this tariff apply only to industries listed herein.

Item 70 - Charges for Switching Privately Owned Railway Passenger Cars

The BNSF will switch privately owned railway passenger cars, at a charge of \$700.00 per car.

Reciprocal switching charges in this tariff apply only to industries listed herein.

Switching charges named herein (unless otherwise specified) will apply for the handling of loaded cars one direction and empty cars in the reverse direction. If cars are moved empty, they will be charged as if they are loaded. Switching of empty cars loaded will not be considered as offloading one way movement of empty cars. If cars are loaded in both directions, the applicable charge will be assessed for each loaded movement.

DEFINITIONS

- (a) Intra-Plant Switching - A switching movement of cars, loaded or empty, from one track to another track or between two points on the same track, within the same plant or industry without leaving the tracks of the same plant or industry.
- (b) Intra-Terminal Switching - A switching movement (other than intra-plant switching) from one track to another track of the same carrier, within the switching limits of one station or industrial switching district.
- (c) Inter-Terminal Switching - A switching movement from a track of one carrier to a track of another carrier when both tracks and movement are within the switching limits of the same station or industrial switching district.
- (d) Reciprocal Switching - A switching movement from a plant or industry located on the BNSF to the point of interchange with connecting carriers or vice versa on line-haul traffic.
- (e) Intermediate Switching - A switching movement of cars from the interchange tracks of one connecting carrier to the interchange tracks of another connecting carrier within the switching limits of the same station on which the switch carrier neither originates nor terminates the shipment nor receives a line-haul.

Reply Ex. I: NS 8001-A (current)

NS 8001 - A

Exhibit I, Page 2 of 2

ORIGINAL PAGE 14

SECTION 1 RULES AND OTHER COVERING PROVISIONS GENERAL RULES AND DEFINITIONS

ITEM 1090 (continued)

DEFINITION OF TERMS USED IN CONNECTION WITH CHARGES NAMED HEREIN

RECIPROCAL SWITCHING

An arrangement between carriers serving the same station or switching district where the carrier physically serving the industry performs switching service for loading or unloading on behalf of the other carrier on shipments having an immediately preceding or following line-haul movement via the other carrier. NS will provide reciprocal switching only to or from NS customers specifically listed in Section 5 of this tariff. Line-haul shipments to or from NS customers not listed in Section 5 must move in NS line-haul service.

ITEM TRACK

NS will provide reciprocal switching only to or from NS customers specifically listed in Section 5 of this tariff. Line-haul shipments to or from NS customers not listed in Section 5 must move in NS line-haul service.

ITEM 1110

NON-APPLICATION OF RATES ON SCRAP AUTOMOBILE BODIES

Charges provided in this tariff will not apply on Scrap Automobile Bodies, crushed flat, loose or in bundles, loaded on flat cars.

ITEM 1120

SWITCHING CHARGE ON RAILROAD COMPANY MATERIAL

Railroad company material moving via owner line on non-revenue billing between industrial siding served by NS and interchange tracks with connecting line will be subject to the intra-terminal switching charge published in Section 7 of this tariff.

ISSUED FEBRUARY 1, 2000

EFFECTIVE MARCH 1, 2000

ISSUED BY
D. D. Fisher, Director Marketing Services
NORFOLK SOUTHERN RAILWAY COMPANY, 110 Franklin Road, S. E., Roanoke, VA 24002-0047

Reply Ex. J: CSXT 8100 (current)

Exhibit J, Page 2 of 2



TRANSPORTATION

TARIFF CSXT 8100

CSXT 8100

ORIGINAL PAGE III-C-2

SECTION III.C
RECIPROCAL SWITCHING
RULES AND CHARGES

APPLICATION OF RECIPROCAL SWITCHING CHARGES – ITEM 3110

- Reciprocal switching will only be performed on movements specifically shipped from or consigned to the industries listed in Section 1, or as otherwise provided in this Section.
- Charges for CSXT Reciprocal Switching charges are the responsibility of the line-haul carrier handling the loaded car from or to the stations at which the reciprocal switching occurs.

NON-APPLICATION OF RECIPROCAL SWITCHING CHARGES – ITEM 3115

- Provisions on this Section do not apply to:
 - Traffic handled on the level or to level cars (Provisions will apply from TDS auto ramp, Portsmouth, VA).
 - Excluded Carload and Auto movements.

or of such a type, or of such a nature, as to require reciprocal switching charges.

- Locomotives, Moving on Own Wheels, provided in the Industrial Switching Section.)
- Traffic to or from Public (Team) Trucks
- Outbound shipments of Railroad Company Materials, moving via foreign line railroad in non-revenue line-haul service.
- Revenue shipments of rejected Automobile Parts, moving with non-revenue empty shipping containers or devices (trucks, cranes, bins, etc.) returning revenue loads used on the loaded movement.

CHANGING NAMES OF INDUSTRIES – ITEM 3120

Where change is made in ownership or name of industry listed herein served by CSXT, switching charges specified herein will apply until the new name is published, provided there is no change in location or general character of business engaged in.

DEFINITION OF THE TERM "JOINT TERMINAL" – ITEM 3150

The term "Joint Terminal" means terminals at stations on CSXT that are operated jointly by CSXT and another railroad. CSXT will make no charge for reciprocal switching service on cars transported or to be transported by the other railroad in line-haul revenue service.

DEFINITION OF RECIPROCAL SWITCHING – ITEM 3160

- The term "Reciprocal switching" means the movement in switching service for loading or unloading, preceding or following a road haul movement over another railroad, from or to a private or assigned siding on the switching railroad, to or from the point of interchange with the connecting railroad at the switching station, and the movement of the empty car in the reverse direction.
- When the interchange between CSXT and a connecting railroad is effected by an intermediate railroad, charges assessed by the intermediate railroad will be in addition to the charges assessed by CSXT.

ISSUED JANUARY 10, 2008

EFFECTIVE FEBRUARY 1, 2008

CSX TRANSPORTATION
Marketing Services
8731 Saddlepoint Drive South
Jacksonville, FL 32216

Comparison of Switching Language UPRR MET

UP Reciprocal Switching Circular

Effective January 1, 2001 all reciprocal switching terms and charges published in UP Tariff 8005-E were cancelled and replaced by the new circular. Remaining active provisions of UP Tariff 8005-E were transferred to UP Accessorial Tariff 8004 or cancelled, account details.

On June 1, 2001, former CHTT reciprocal switch charges and rates of open industries were transferred to this circular from former CHTT Tariff 8001-J. Remaining active provisions of CHTT Tariff 8001-J were transferred to UP Accessorial Tariff 8004 or cancelled, account details. Former CHTT industries are now referred to as UP Industries.

GENERAL RULES AND REGULATIONS

STATIONS LISTS AND CONDITIONS

This circular is governed by CPSS, 6000-series, and other rules. When a station is abandoned, its name is specified in the above named tariff. The switch charges for such stations are provided by the circular, and therefore do not appear after that date.

DEFINITION

INDUST

A track or property

INTERC

Interchange

INTERM

Intermediate

INITIA

Initial

LINE

Line

TEAM

Team

TRUCK

Truck

Switching charges shown in this tariff apply to the physical locations or plant sites and are not affected by name changes or ownership changes of the occupants or property.

UP will provide reciprocal switching only to or from UP customers specifically listed in this circular.

SOURCE: www.metr.com/files/MET%20Tariff%208000%20June2009.pdf

Reply Ex. G: OPSL Modesto Switching District (current)

CALIFORNIA		SUPPLEMENT 17 TO OFFICIAL RAILROAD STATION LIST OPSL 6009 AG									
CHANGES											
UNITED STATES											
STATION	COUNTY	RULE 260	RR	OPSL	FSAC	SPLC	TYPE	NATIONAL RATE BASIS	SWITCH LIMIT CITY	RATE ZIP	
CALIFORNIA											
EAST MODESTO	STANISLAUS	EMOST	UP	18698	18698	875851	OR	MODESTO, CA	MODESTO, CA	95350	
ROGERS	STANISLAUS	UP	18694	70041	875847	OR		MODESTO, CA	MODESTO, CA	95380	
PENNSYLVANIA											
WESTLAND	WASHINGTON	WE	12005	12005	219638	OR	WESTLAND, PA			15340	
CANADA											
STATION	RULE 260	RR	OPSL	FSAC	SPLC	TYPE	NATIONAL RATE BASIS	SWITCH LIMIT CITY	RATE ZIP		
QUEBEC											
MONTREAL		CN	33170	33170	030000	R				H1N3P1	
MONTREAL MONTER INT	MOTRM	CN	33309	33309	030805	OR		MONTREAL, PQ		H4C1E4	
MONTREAL RACINE TER		CN	33382	33382	030318	OR		MONTREAL, PQ		H8K2W4	
ST MATHIEU		CPRS	554	2215	028757	OR				J0L2H0	

Reply Ex. E: 2001 UP Rec. Switch. Circ.

Exhibit E, Page 2 of 3
UP Reciprocal Switching Circular Original Page 8

UP Reciprocal Switching Circular

GENERAL RULES AND REGULATIONS

STATIONS LISTS AND CONDITIONS

This circular is governed by OPSL 8000-series as follows:
When a station is abandoned as of a date specified in the above named tariff, the switch changes for such station, as published in this circular, are inapplicable on and after that date.

REVISION NUMBERS

Repeating the page and showing a revised page number will amend this circular. Revision numbers will be used in consecutive numerical order beginning with the "First Revised Page". A revised page cancels any revised or original page, which bears the same page number.

DEFINITION OF TERMS USED IN CONNECTION WITH CHARGES NAMED HEREIN

INDUSTRIAL TRACKS

A track serving a particular industry, whether located upon the property of UP or upon property owned or leased by the industry.

LINE-HAUL

Movement between stations that are not located within the switching limits of the same station.

RECIPROCAL SWITCHING

An arrangement between carriers where the carrier physically serving the industry performs switching service for loading or unloading on behalf of the other carrier on shipments having an immediately preceding or following line-haul movement via the other carrier. UP will provide reciprocal switching only to or from UP customers specifically listed in this circular. Line-haul shipments to or from UP customers not listed must move in UP line-haul service.

TEAM TRACK

A track or tracks assigned by UP for use of the general public. All team tracks are closed to reciprocal switching.

Issued December 1, 2000
By Interstate Marketing, Room 1110
Union Pacific Railroad Company, 1418 Dodge Street, Omaha, NE 68179

Effective January 1, 2001

UP will provide reciprocal switching only to or from UP customers specifically listed in this circular.

Reply Ex. E: 2001 UP Rec. Switch. Circ.

Exhibit E, Page 3 of 3
UP Railroad Switching Circular Original Page 27

Smith, Carlton, Industries
Southern Boiler & Tank Works Co
Southern Chemical Co
Southern Cotton Oil Co
Southern Cotton Oil Mill Co
Southern Cream Sales Co
Southern Parts Corp
Southern Products Co
Southern Terminal & Storage Co
Southern Transfer Co
Southern Trucking Co
South Memphis Stock Yards, Inc
Southwest Wine Co
Spears Co
Stanley Home Products Co
Stewart's Inc
Stanton-Warren Hardware Co
Stuck, H. B. Co
Sult & Co Feed Mill
Tall, K. Warehouse
Tennessee Quick Freezer & Storage Co
Tenn-Penn Oil Co
Tennessee Valley Authority
Tennessee Vinegar Co, Inc
Texas Automatic Sprinkler Co
Texas Company
Texas Products Co
Texas Warehouse Co

DCS Color and Supply Co, Inc
1050 E. Bay Street
Delta Reaters & Refractories
6203 N. Turlin Ave
Elements LTD 546 S. Water St
Federal Marine Terminal
Municipal Docks No. 50, Piers 2, 3 and 4
Frazitt & Company, 12314 W. Silver Spring
Groesbeck Brothers, 4277 W. Lincoln
H&H Scrap Metals, 9000 W. Ford La Avenue
Hansen Storage Co, No. 112,
2800 N. 112th Street
Kellogg's Water Compressing,
300 S. Water St (Pail No. 8)
Kohr's Foods, 11100 W. Burling Street
Laden Co, 5481 S. Packard Avenue
Larsen Lumber
Milwaukee Sewerage Commission,
Jones Island Sewerage Plant
National Warehouse Corp., 531 S. Water St
Odyne Distribution Centers
Peltz, 1514 East Thomas St
Perry, J. C. Co., 11800 W. Burling St
Roundy's Inc., 11300 W. Burling St
Tex Pac Energy, Inc., 3443 W. Mill Rd
Weyenbauer Co., 2960 N. 112th St
Wisconsin Cold Storage Co.,
344 E. Florida Street
Wisconsin Color Press, Inc.,
5400 W. Good Hope Rd
Wisconsin Paperboard Corp.,
1514 E. Thomas Street

MODESTO, CA

General Foods
J.S. West Milling (S)
Proctor & Gamble
Snowden Chemical

A-1 Recycling, 2101 W. Morgan Ave
Alpine Plywood
American Can Company, 6000 N. Tuloma Ave
Biller Inc., 10733 W. Blumound Road
Continental Grain Co. (KK Elevator),
732 N. Jackson
Crown Cork & Seal Co, Inc.
4601 W. Woodworth Ave

MODESTO, CA

General Foods
J.S. West Milling (S)
Proctor & Gamble
Snowden Chemical

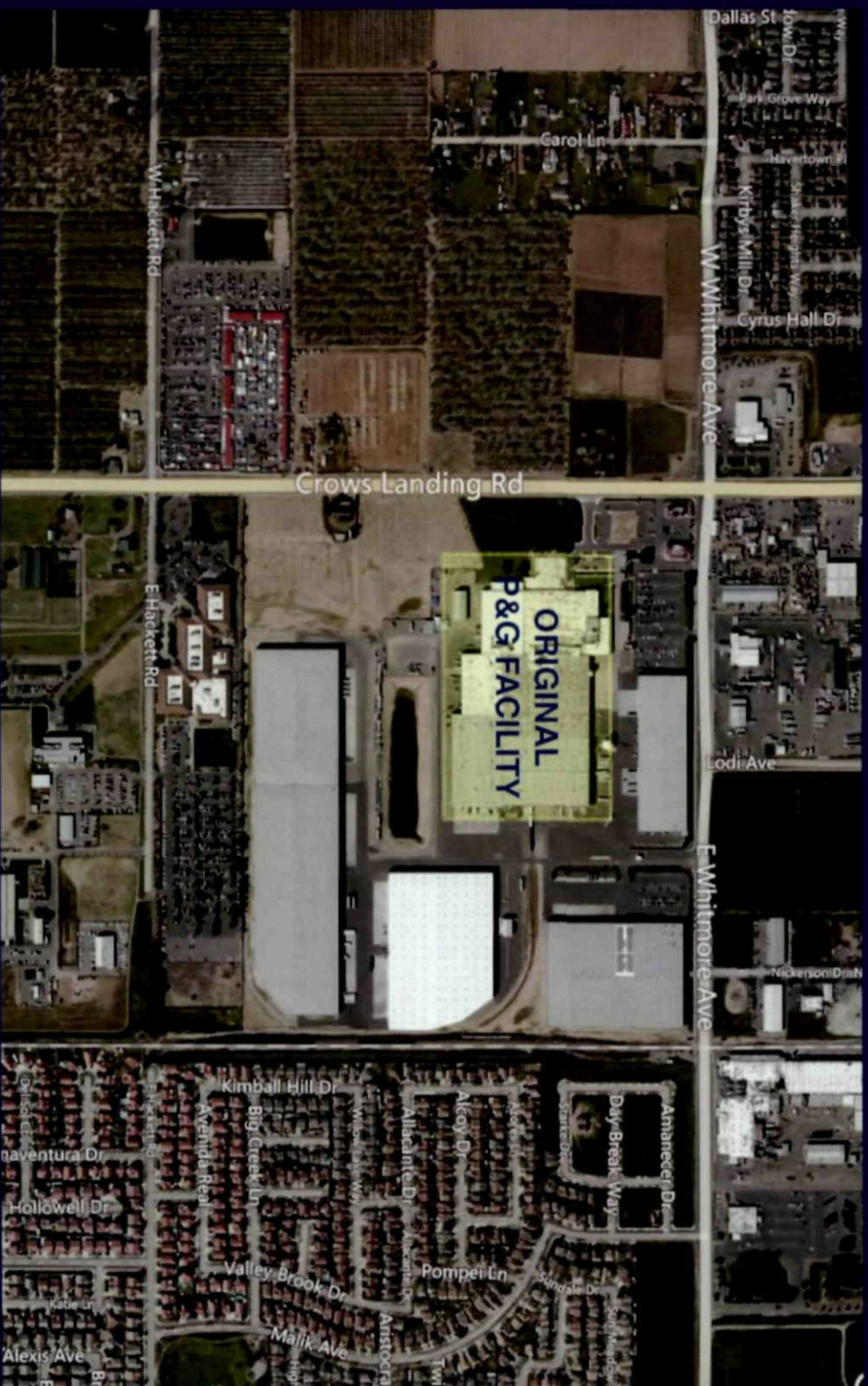
MONROE, LA

Allen Willock Mfg Co
Ballard's Inc
Brookings, R. E. Co
Faulk-Colel Bonded Warehouses, Inc (No 1)
Gulf South Warehouse
Howard Brothers Discount Stores, Inc
Karcher Brothers Manufacturing
L.A. Industries
MAPM Oils
Mason and Hyde
Morris Brick & Builders Supply Co
Morris Warehouse Co
Murphy QC
News-Star-World Publishing Corp
Seers, Roebuck & Co

Issued December 1, 2000
by Western Publishing, Room 1110
Union Pacific National Company, 1416 Dodge Street, Omaha, NE 68179

Effective January 1, 2001

G3 Enterprises Modesto Warehousing



SOURCES:

www.g3enterprises.com/Ware-Housing/Locations.asp

www.maps.bing.com

MET-Served Warehousing

SOURCE: www.beardland.com



Beard Land Improvement Company

Beard Land Improvement Company has the ability to satisfy the industrial warehousing needs of businesses in Modesto, California. We can accommodate small to large build-to-suit projects, as well as short- and long-term leasing. We welcome your inquiry ... 209.557.2706.

Beard Land has an integral role in the multitude of businesses located in the Beard Industrial District, including several Fortune 500 companies, which employ thousands of area residents. Many of the industries are food related and most sites are rail served by our sister company, [Modesto and Empire Traction Company](#), which offers a great advantage to rail customers by interchanging daily with both BNSF Railway and Union Pacific Railroad. In addition, our location in Modesto affords us proximity to Highway 99 and Interstate 5.

Home
History
Industries
For Lease
Photos
Area Map
River Bluff
Board of Directors
Shareholders
Contact Us
Employment

MET-Served Warehouses for Lease

SOURCE: www.beardland.com/sections/forlease



Beard Land Improvement Company

FOR LEASE

- MODESTO, CA ... 3924 Finch Road
 - 100,000 sq. ft. Warehouse #124 [\[details\]](#)
- MODESTO, CA ... 4000 Finch Road
 - 150,000 sq. ft. Warehouse #125 [\[details\]](#)
- MODESTO, CA ... 3643 Finch Road
 - 98,750 sq. ft. Warehouse #131 [\[details\]](#)
- MODESTO, CA ... 3700 Leckron Road
 - 157,500 sq. ft. Warehouse #139 [\[details\]](#)
- MODESTO, CA ... 2285 Tenaya Drive
 - 10,200 sq. ft. Warehouse #120 [\[details\]](#)
- MODESTO, CA ... 2273 Tenaya Drive
 - 3455 sq. ft. Warehouse #117, Unit A [\[details\]](#)
 - 2680 sq. ft. Warehouse #117, Unit C [\[details\]](#)
- MODESTO, CA ... 409 12th Street
 - 8820 sq. ft. Office Building #607 [\[details\]](#)
- MODESTO, CA ... 3173 Del Este Avenue, Warehouse #148
 - Warehouse Size/Available: 20,470 sq. ft. [\[details\]](#)
- MODESTO, CA ... 819 Mariposa Avenue, Warehouse #149
 - Space Available: 16,387 sq. ft.
 - Warehouse Size: 21,850 sq. ft.

Many Beard properties are rail served by the Modesto & Empire Traction Company. M&ET interchanges daily with both BNSF and UP railroads.

BUILD TO SUIT SITES AVAILABLE

Concrete Tilt-Up Warehouses can be constructed from 20,000 square feet to 1,000,000

Home
History
Industries
For Lease
Photos
Areas Map
River Bluff
Board of Directors
Shareholders
Contact Us
Employment

Example Warehouse for Lease

SOURCE: www.beardland.com/sections/forlease

Warehouse # 124

3924 Finch Road, Modesto Ca

100,000 Sq. Ft.



For More Information

Please contact:

Elvia Victorine

209.557.2706

EVictorine@beardland.com



- * Rail Access
- * 2 Rail Doors
- * 8 Dock Doors
- * 2 Truck Access Doors
- * 4.91 Acres
- * Close to Highways
- * 28' Clear Height

