

ORIGINAL

LAW OFFICES
GORDON P. MACDOUGALL
1025 CONNECTICUT AVE., N. W.
WASHINGTON, D. C. 20036

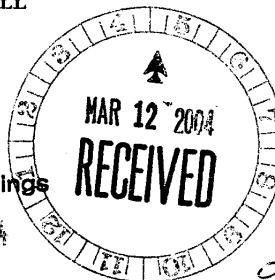
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Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington DC 20423

Re: Finance Docket No. 32760 (Sub-No. 42), 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 (Arbitration Review)

Dear Mr. Williams:

Petitioner is in receipt of the opposition by Union Pacific Railroad Company (UP), filed March 5, 2004. The Board's rules do not permit a reply absent unusual circumstances, and petitioner will not answer the facts and arguments which it deems erroneous, at this time.

However, UP has characterized the identity of the petitioner, John E. Grother, as a "management employee" (UP Opp. 3), analogous to the term of art ("managerial employee") under the NLRA, in lieu of the RLA definitions for railroad and airline personnel (subordinate official/employee). Cf. 29 U.S.C. 152(f); 45 U.S.C. 151, fifth, 182. For a recent decision and summary of cases, see: LeMoyne Owen College v. NLRB (No. 03-1031, USCA-DC Cir., Feb. 10, 2004), 72 U.S. Law Week 1497-98 (2/24/04).

We wish the record to show that petitioner disagrees with UP's characterization of his identity, and that he is not a "management employee," now or previously.

Very truly yours,

Attorney for John E. Grother

cc: W.E. Loomis
L.A. Ross