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FEB 8 1979

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS,
EASTERN DIVISION

THOMAS R. McMILLEN, JUDGE
UNITED STATES DISTRICT COURT

IN THE MATTER OF)	
)	
CHICAGO, MILWAUKEE, ST. PAUL)	In Proceedings for the
AND PACIFIC RAILROAD COMPANY,)	Reorganization of a
)	Railroad
Debtor.)	
)	NO. 77 B 8999

MOTION FOR LEAVE TO INTERVENE BY "SORE",
THE ASSOCIATION TO SAVE OUR RAILROAD EMPLOYMENT

The association to Save Our Railroad Employment ("SORE"), hereby petitions and moves this Court pursuant to 11 U.S.C. Rules 8-210(a)(2) and 8-210(c) to intervene in the present reorganization proceedings on behalf of and as the duly authorized representative of its members, a substantial number of employees of the debtor railroad's Western Lines.

The grounds for this petition are as follows:

(1) A number of employees of the debtor railroad's Western Lines have constituted themselves an association of employees, acting under the name of The Association To Save Our Railroad Employment ("SORE"), which seeks permission to intervene in and become a party in these proceedings pursuant to 11 U.S.C. Rule 8-210(c), and to exercise its right to be heard on the economic soundness of a plan affecting the interests of the employees of the Milwaukee Railroad's Western Lines granted by 11 U.S.C. Rule 8-210(a)(2).

(2) SORE's members work as engineers, brakemen, firemen, conductors, clerks, and in many other positions on the debtor Milwaukee Railroad's lines lying west of St. Paul, Minnesota ("the Western Lines"). SORE's members live in the geographic area served by the Milwaukee Railroad's Western Lines. Most of SORE's members have been employed by the Milwaukee Railroad for many years. These employees have appointed SORE as their duly authorized representative in these proceedings as no other current party to the proceedings is actively representing them in a manner adequate to their vital interests or the interests of the public.

(3) Many issues and questions are and will be pending before the Court in these proceedings in which SORE, on behalf of its members, have substantial and material interests. Such issues include, but are not limited to, the contents of any and all reorganization plans submitted in these proceedings, including particularly whether such plans provide for the continued operation of the Milwaukee Railroad's Western Lines, and thus preserve the jobs that SORE's members now hold, as well as more immediate questions as to whether, pending a final reorganization plan, the level of service on the Milwaukee Railroad's Western Lines is maintained at a level that will preserve the revenue base and assets of those lines for reorganization as a viable operating entity.

Further, SORE seeks to advocate a reorganization plan proposing reorganization of the Milwaukee Railroad's Western

Lines as a separate operating company, in which SORE's members are prepared to assume a significant ownership participation. SORE is prepared to recommend to the Court certain steps necessary to minimize or prevent any actions, circumstances and conditions that would make such a reorganization less feasible, including interim protection of the Milwaukee Railroad's revenue base and preservation of all physical assets necessary to such a reorganized company, such as rolling stock, yards and branch lines. Accordingly, the SORE association has a compelling interest in the outcome of these proceedings.

(4) In order to properly and adequately represent such interests, SORE hereby moves and petitions the Court for leave to intervene generally in these proceedings. This will enable SORE to take a position as an interested party on those matters coming before the Court which concern its members, and will enable it to actively participate in the proceedings.

(5) As this proceeding is a proceeding for reorganization of debtor, and the issue of disposition of all or parts of the Western Lines are currently before the Trustee for consideration, and the Trustee has invited employee participation and plans for reorganization and the Trustee has not yet presented any such plan for Court approval, this motion to intervene will not broaden the issues or cause delay in these proceedings. Indeed, it is thought that the Trustee will welcome the experience, insight and participation of such employees by virtue of this intervention. These employees' daily lives are

so vitally affected by his actions. The wages and working conditions of these employees may not be directly or indirectly changed by the Trustee except after full consideration in accordance with the law, 11 U.S.C. 205(n).

(6) This petition is based upon the supporting memorandum filed herewith, upon the Affidavit of its authorized agent, J. Fred Simpson, filed herewith, and upon all other pleadings and papers on file herein at the time the petition is heard.

WHEREFORE, the association to Save Our Railroad Employment prays that it be permitted to intervene generally in these proceedings and be admitted and constituted a general party hereto, with the right to receive notice of all applications and petitions, to receive copies of all papers filed herein, to file motions and pleadings and other papers, to be heard by testimony and argument, to take such other steps as it may deem proper for the protection of its members' interests, and for such other and further relief as to the Court may seem just.

DATED this 7th day of February, 1979.

Respectfully submitted,

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