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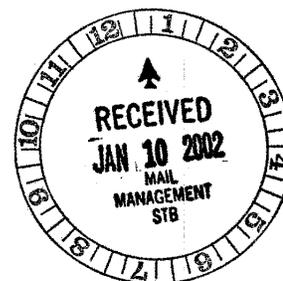
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JOSEPH T. CONNOR
FINANCIAL ANALYST

January 10, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Re: *Salt Lake City Corporation - Adverse Abandonment -
in Salt Lake City, Utah, Docket No. AB 33 (Sub-No. 183)*

Dear Sir:

I am enclosing an original and ten (10) copies of each of the following documents:

- 1) Reply Of Salt Lake City Corporation To Motion Of Union Pacific Railroad For A Protective Order Denying Discovery; 204365
- 2) Motion Of Salt Lake City Corporation To Compel; and 204366
- 3) Petition Of Salt Lake City Corporation For Extension Of Time To File Reply To Protest Of Union Pacific Railroad 204367

in the above referenced matter. I am also enclosing a 3.5 inch diskette with these documents.

In addition, I have enclosed one additional copy of these documents for date stamp and return to our messenger.

Thank you.

Sincerely,

Charles A. Spitulnik

Charles A. Spitulnik

Enclosures

cc: All parties on the Certificate of Service

204366

**Before the
Surface Transportation Board**

Docket No. AB 33 (Sub No. 183)

**SALT LAKE CITY CORPORATION --
ADVERSE ABANDONMENT OF RAIL LINE IN SALT LAKE CITY, UTAH**

MOTION OF SALT LAKE CITY CORPORATION TO COMPEL

EXPEDITED CONSIDERATION REQUESTED

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ROGER F. CUTLER
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451 South State Street
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Salt Lake City, Utah 84111
801/535-7788

Dated: January 10, 2002

**Before the
Surface Transportation Board**

Docket No. AB 33 (Sub No. 183)

**SALT LAKE CITY CORPORATION
- ADVERSE ABANDONMENT OF RAIL LINE IN SALT LAKE CITY, UTAH -**

MOTION OF SALT LAKE CITY CORPORATION TO COMPEL

Salt Lake City Corporation (the "City"), through counsel moves the Surface Transportation Board ("Board") to compel Union Pacific Railroad Company ("UP") to respond to the City's discovery requests.

I. ARGUMENT

This matter involves an application for adverse abandonment ("Abandonment Proceeding") filed by the City relating to the 900 South Line (the "900 South Line"), which was constructed in 1906 and was part of the UP Passenger Depot in downtown Salt Lake City. UP operates the 900 South Line.

On December 24, 2001, the City served Interrogatories and Request for Production of Documents ("Salt Lake's Discovery Requests") on UP relating to the Abandonment Proceeding. Specifically, the City is seeking, in the discovery it requested information relating to why UP believes that the 900 South Line is the only alternative available to resolve and/or alleviate the traffic problems that UP alleges currently exist in Salt Lake City. UP filed its responses to Salt Lake's Discovery Requests on January 8 ("UP's Discovery Responses") and delivered a copy to the City, via UPS next day air. A copy of UP's Discovery Responses is attached hereto as Exhibit A.

II. UP MUST BE COMPELLED TO PROVIDE THE INFORMATION SUPPORTING ITS CONTENTION THAT THE 900 SOUTH LINE IS THE ONLY AVAILABLE OPTION IN SALT LAKE CITY

49 CFR § 1114.31 (a) states in pertinent part:

If ...a party fails to answer or gives evasive or incomplete answers to written interrogatories served pursuant to 1114.26(a), the party seeking discovery may apply for an order compelling an answer by motion filed with the Board.

UP has raised, on a number of occasions, in protest to this Abandonment Proceeding that the 900 South Line is the only alternative to remedy the rail traffic and congestion problems in Salt Lake City. In support of this contention, UP provides conclusory statements and self-serving declarations from its own employees in the Protest it filed in response to the Abandonment Proceeding, and then refers to those statements in its responses to discovery.

UP has not provided the City or the Board with any independent¹ studies, documents or other material that supports its contention, nor has it provided supportive documentation in its protest other than a document titled "Train Movement Between Roper and Garfield" and "Work papers" annexed to the Declaration of Richard R. Ryker ("Ryker Declaration") the Manager-Resource Planning and Network Design and Integration for UP, and a map of Central Salt Lake City Rail Lines and a map of Grant Tower area rail lines attached to the Declaration of David T. Kickersham, UP's Chief Engineer-Western Region and Cameron A. Scott UP's Superintendent Transportation Services, Utah Service Unit ("Wickersham/Scott Declaration").

Furthermore, UP's Discovery Responses simply do not provide any substantial and/or independent information. In its responses to the City's interrogatories UP has objected to

every interrogatory and either referred the City to the Ryker Declaration or the Wickersham/Scott Declaration.² In its response to UP document requests, UP again objects to every requests and/or refers the City to the Ryker Declaration or the Wickersham/Scott Declaration as well as the Declarations of Dennis C. Farley and Raymond E. Allamong, also UP employees.

To make a decision on the City's request for Adverse Abandonment this Board needs to understand why UP contends so adamantly that the 900 South Line is a better and more practical alternative than, for example, the Grant Tower area rail lines or the 1700 South Line along with any rehabilitation or updating that may be required to serve the railroad's needs. To date, there has been no substantial or independent information provided by UP that would allow the City or this Board to independently verify and/or assess whether UP's contention is credible. UP would like both the City and the Board to take its contention at face value without independent verification. The City must be able, before preparing its own Response to UP's Protest, to assess and evaluate UP's contention based on all the facts and not based on limited facts that are presented in a series self-serving declarations by UP employees. Moreover, the Board, in determining whether to grant the relief sought in this Adverse Abandonment Proceeding, must be able to consider all the facts and should not be limited to a set of facts selected and presented unilaterally by UP.

Thus, the City is seeking to have the Board issue an order compelling UP to produce the information that supports its conclusion that the 900 South Line is the only viable alternative in this instance. Clearly, UP has failed to do so, and its Discovery Responses simply parrot

¹ The term independent in this context is not used to suggest that UP obtain and independent study or analysis from some third party, even though that would be helpful, but rather refers to factual information that is not self-serving and conclusory in nature.

the Protest it filed without providing sufficient responses to Salt Lake's Discovery Requests. Until the City has this information it is impossible for it to review, and for the Board to resolve, the issues in this case and fully and properly evaluate the propriety of this Abandonment Proceeding.

III. SPECIFIC INFORMATION THE CITY IS SEEKING TO COMPEL

UP appears to be retreating from their position that it needs the 900 South Line to reduce traffic due to the upcoming Winter Olympics. Based on this apparent lack of reliance by UP on this issue the City will not seek an order compelling an answer to the discovery requests dealing with those issues at this time. However, the City is seeking to compel responses to the following interrogatories and request for production of documents: Interrogatory Nos. 2, 9, 10, 15, 16, 17, 18, 19, 21, 22, 23 and 24 and Request for Production Nos. 2, 9, 10, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 26, 27, and 28.

IV. EXPEDITED CONSIDERATION REQUESTED

The City would like to bring this matter to closure, but cannot complete its evidentiary submissions without the information it has sought from UP in discovery. While the City has sought delay in the resolution of this proceeding pending the outcome of the U.S. District Court hearing on the Franchise Agreement on March 11, it nonetheless remains interested in completing the evidentiary record in this proceeding in a timely way so that this Board can complete its deliberations once that March 11 hearing is over. Expeditious handling of this Motion will require UP to stop its effective stonewall of the discovery process, and permit the evidentiary record in this proceeding to be closed pending the outcome of that hearing.

² With respect to interrogatories 12-13, UP has objected on the grounds that the information sought is unduly burdensome, vague, and overbroad and would require a special study and does not refer the City to a declaration.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'Charles A. Spitulnik', written over a horizontal line.

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Dated: January 10, 2002

A

Law Department

UNION PACIFIC RAILROAD COMPANY



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

January 8, 2002

Via UPS Next Day Air

Charles A. Spitulnik, Esq.
Alex Menendez, Esq.
McLeod, Watkinson & Miller
One Massachusetts Avenue, N.W.
Suite 800
Washington, D.C. 20001

Re: Docket No. AB-33 (Sub-No. 183), Salt Lake City Corporation – Adverse
Abandonment of Rail Line in Salt Lake City, Utah

Gentlemen:

Enclosed is the Answers and Objections of Union Pacific Railroad Company to
Salt Lake City's Interrogatories and Request for Production of Documents in the above-
referenced proceeding.

Yours very truly,

Robert T. Opal
General Commerce Counsel
Phone: 402/271-3072
FAX: 402/271-5610

cc: Roger F. Cutler, Esq.
Steven W. Allred, Esq.
Christopher E. Bramhall, Esq.
Salt Lake City Attorney
451 South State Street
Room 505
Salt Lake City, Utah 84111

Attachment

JAN 09 2002

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. AB-33 (SUB-NO. 183)

**SALT LAKE CITY CORPORATION -- ADVERSE
ABANDONMENT OF RAIL LINE IN SALT LAKE CITY, UTAH**

**ANSWERS AND OBJECTIONS OF
UNION PACIFIC RAILROAD COMPANY
TO SALT LAKE CITY'S INTERROGATORIES
AND REQUEST FOR PRODUCTION OF DOCUMENTS**

UNION PACIFIC RAILROAD COMPANY

Robert T. Opal
General Commerce Counsel
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
(402) 271-3072

Dated: January 8, 2002

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. AB-33 (SUB-NO. 183)

**SALT LAKE CITY CORPORATION -- ADVERSE
ABANDONMENT OF RAIL LINE IN SALT LAKE CITY, UTAH**

**ANSWERS AND OBJECTIONS OF
UNION PACIFIC RAILROAD COMPANY
TO SALT LAKE CITY'S INTERROGATORIES
AND REQUEST FOR PRODUCTION OF DOCUMENTS**

Union Pacific Railroad Company ("UP") hereby submits its Objections and Responses to the Interrogatories and Request for Production of Documents (collectively "Discovery Requests") by Salt Lake City Corporation in the above-referenced matter.

I.

GENERAL OBJECTIONS

The following objections are made with respect to all of the Discovery Requests. Any additional specific objections are stated at the beginning of the response to each interrogatory or document request.

1. UP objects to all of the Discovery Requests on the grounds that the Discovery Requests are impermissible in an abandonment proceeding, untimely, and an

obvious attempt to delay this proceeding, as more fully discussed in the "Motion of Union Pacific Railroad Company of Protective Order Denying Discovery" dated December 26, 2001 (included as an attachment hereto for ready reference).

2. UP objects to production of, and is not producing, documents or information subject to the attorney-client privilege, work product doctrine, joint defense privilege, or any other applicable privilege or protection.

3. UP objects to the definition of the term "document" as overly broad and unduly burdensome to the extent that it encompasses and seeks discovery of all documents generated in the course of doing business, and public documents that are readily available, including, but not limited to, documents on public file at the STB and clippings from newspapers or other public media.

4. UP objects to the definition of "identify" as unduly burdensome.

5. UP objects to the definitions of "you" and "your" as unduly burdensome, overbroad, and beyond the scope of permissible discovery to the extent that the definition purports to apply to outside counsel and consultants.

II.

**SPECIFIC RESPONSES AND
ADDITIONAL OBJECTIONS**

INTERROGATORIES

1. *Identify all facts and/or documents that support the contention made by UP in its Reply to the Motion of Salt Lake City Corporation to Consolidate (filed jointly in this proceeding and in STB Finance Docket No. 34090, Union Pacific R. Co. - Declaratory Order), filed on September 26, 2001 (the "UP Reply"), that "it is critically important that the 900 South Line be available for service during the upcoming Winter Olympics in Salt Lake City."*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See UP Protest, Declaration of David T. Wickersham and Cameron A. Scott ("Wickersham/Scott Declaration"), p. 8.

2. *Identify all facts and/or documents that support the contention in the UP Reply that UP currently has only one route capable of handling through trains which connects Roper Yard (UP's main yard in Salt Lake City) and the former DRGW Colorado-Utah main line with the remainder of UP's western network ("Operative Route").*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

3. *Identify all facts and/or documents that support the contention made by UP in the UP Reply that the Operative Route will be "heavily congested during the Winter Olympics in Salt Lake City."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

4. *Identify all facts and/or documents that support the contention made by UP in the UP Reply that the Operative Route will be restricted during the Winter Olympics in Salt Lake City.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

5. *State whether the SLOC or any governmental law enforcement agencies have requested that UP decrease the volume of traffic on the operative route during the Winter Olympics in Salt Lake City.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

6. *Identify all facts and/or documents that support the contention made by UP in the UP Reply that "unless the 900 South Line is available for use during the Olympics, UP will not have an alternate route for its existing route through the Olympic Area."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

7. *Identify all facts and/or documents that evidence UP's efforts to determine whether any routes other than the 900 South Line can be used as alternate routes to the Operative Route during the upcoming Winter Olympics in Salt Lake City.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1. See also Wickersham/Scott Declaration, pp. 9-11.

8. a. *Identify all facts and/or documents that evidence UP's efforts to determine whether any other routes, other than the 900 South Line, can be upgraded and/or improved to handle any potential congestion and/or traffic on the Operative Route during the upcoming Winter Olympics in Salt Lake City.*

b. *Describe the basis for UP's conclusions that the potential for upgrade or improvement of any such routes is not sufficient to make any such routes available as an alternate route to reduce congestion on the Operative Route during the Olympics.*

c. *Identify all documents that reflect such conclusions. Describe any meetings or discussions in which such conclusions were discussed, including the date of any such meeting or discussion, and a list of all of its participants.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 7.

9. *Identify all facts and/or documents that support the contention that the Operative Route "is heavily used" and "any security measures which interfere with train operations on this route could bring UP operations in Salt Lake City area and on the former DRGW Colorado-Utah main line to a standstill."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

10. *Identify all facts and/or documents to support the contention made by UP in the UP Reply that having the 900 South Line available "will allow UP to move 8-10 trains a day between Roper Yard and the Los Angeles/Oakland main line tracks without going through the Grant Tower area, which will significantly reduce pressure on the existing route."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1. See also Wickersham/Scott Declaration, pp. 4-9 and Ryker Declaration.

11. a. *Identify all meetings, conversations or other discussions or correspondence, with representatives of the Salt Lake Olympic Committee, Salt Lake County, Salt Lake City Corporation, the State of Utah or other entities with responsibility for planning the Winter Olympics in Salt Lake City in which UP was asked to route trains away from the Operative Route.*

b. *Describe the date and contents of such meetings, conversations, discussions or correspondence.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

12. *Identify all facts and/or documents relating to and describe traffic that has moved over the 900 South Line for the past ten (10) years, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information, and would require a special study. UP also objects to this interrogatory on the grounds that it has obviously been designed for the purpose of placing the maximum possible burden on UP and is thus a gross abuse of discovery.

13. *Identify all facts and/or documents relating to and describe traffic that has moved over all rail lines in Salt Lake County for the past ten (10) years, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12.

14. *Identify all facts and/or documents relating to and describe the projections for future traffic that has moved over all lines other than the 900 South Line that serve Salt Lake City in Salt Lake County, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12.

15. *Identify all facts and/or documents relating to, and describe the projections for rail traffic if the 900 South Line is used for freight service, and describe how such projections would change if the 900 South Line is not available for use for freight operations.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12. Subject to and without waiving its objection, UP states as follows: See Wickersham/Scott Declaration, pp. 4-9.

16. *Identify all studies of cost and feasibility of the reactivation of the 900 South Line.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Wickersham/Scott Declaration, pp. 4-9, and Ryker Declaration. UP further states that train service on the line resumed on December 26, 2001.

17. *Identify all facts, documents and/or communications relating to any attempts to sell, negotiations relating to the sale of or other discussions related to the sale of all or part of 900 South Line.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Declaration of Michael Sattler, pp. 4-5.

18. *Identify all facts, documents and/or communications relating to the abandonment of the 900 South Line.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

19. *Identify all facts, documents and/or communications relating to the decision to remove the 900 South Line from UP's abandonment application in the 1997 Abandonment Proceeding.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Declaration of Raymond E. Allamong, Jr.

20. *Identify all facts, documents and/or communications relating to the negotiation of the Franchise Agreement.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Declaration of Dennis C. Farley.

21. *Identify all facts, documents and/or communications relating to the termination clause in the Franchise Agreement.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 20.

22. *State whether UP has undertaken any studies, assessments or other reviews of possible improvements to Grant Tower or to other segments of the Operative Route that could increase the capacity or ability of the Operative Route to handle through trains between Roper Yard and the former DRGW Colorado-Utah main line and the remainder of UP's western network, and if so, identify and describe any such studies, assessments or reviews.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome and overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Wickersham/Scott Declaration, pp. 9-10.

23. *State the reasons that UP has determined to undertake a recent study jointly with the City's Redevelopment Agency to determine possible changes to track alignment to improve speeds in the vicinity of Grant Tower, and explain the differences between this study and the analysis done previously by UP or others of improvements at or near Grant Tower in connection with reconstruction or I-15 in Salt Lake City.*

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: UP has not determined to undertake a "recent study jointly with the City's Redevelopment Agency," as described in this interrogatory. See Wickersham/Scott Declaration, p. 10, for a general

description of a preliminary plan developed by the City under the prior mayoral administration. The City's Redevelopment Agency has not pursued this plan with UP under the current mayor.

24. State whether UP has undertaken any studies, assessments or reviews of possible improvements to the 1800 South Line or any other line in the vicinity of Salt Lake City as an alternative route to the Operative Route in lieu of the 900 South Line, and if so, identify and describe any such studies, assessments or reviews.

Response and/or Objection

See General Objections. UP further objects to this interrogatory on the grounds that it is unduly burdensome, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Wickersham/Scott Declaration, pp. 10-11; Sattler Declaration, p. 3.

III.

**SPECIFIC RESPONSES AND
GENERAL OBJECTIONS**

REQUEST FOR PRODUCTION OF DOCUMENTS

1. *Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in its Reply to the Motion of Salt Lake City Corporation to Consolidate (filed jointly in this proceeding and in STB Finance Docket No. 34090, Union Pacific R. Co. - Declaratory Order), filed on September 26, 2001 (the "UP Reply") that "it is critically important that the 900 South Line be available for service during the upcoming Winter Olympics in Salt Lake City."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

2. *Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that UP currently has only one route capable of handling through trains which connects Roper Yard (UP's main yard in Salt Lake City) and the former DRGW Colorado-Utah main line with the remainder of UP's western network ("Operative Route").*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

3. *Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that the Operative Route will be "heavily congested during the Winter Olympics in Salt Lake City", including any and all documents that demonstrate or support the idea or opinion that the Operative Route will be more congested during the Winter Olympics than at other times.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

4. Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that the Operative Route will be restricted during the Winter Olympics in Salt Lake City.

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

5. Any and all documents relating to any request, whether oral or written, from the SLOC or from any governmental law enforcement agencies, to UP that it decrease the volume of traffic on the Operative Route during the Winter Olympics in Salt Lake City.

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

6. Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that "unless the 900 South Line is available for use during the Olympics, UP will not have an alternate route for its existing route through the Olympic Area."

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

7. Any and all documents relating to acts, events, conditions, and/or opinions relating to UP's efforts to determine whether any routes other than the 900 South Line can be used as alternate routes to the Operative Route during and after the upcoming Winter Olympics in Salt Lake City.

Response and/or Objection

See Response and/or Objection to Interrogatory No. 7.

8. Any and all documents relating to acts, events, conditions, and/or opinions relating to UP's efforts to determine whether any other routes, other than the 900 South Line, can be upgraded and/or improved to handle any potential congestion and/or traffic on the Operative Route during and after the upcoming Winter Olympics in Salt Lake City.

Response and/or Objection

See Response and/or Objection to Interrogatory No. 7.

9. *Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that the Operative Route "is heavily used" and "any security measures which interfere with train operations on this route could bring UP operations in Salt Lake City area and on the former DRGW Colorado-Utah main line to a standstill."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 1.

10. *Any and all documents relating to acts, events, conditions, and/or opinions relating to the contention made by UP in the UP Reply that having the 900 South Line available "will allow UP to move 8-10 trains a day between Roper Yard and the Los Angeles/Oakland main line tracks without going through the Grant Tower area, which will significantly reduce pressure on the existing route."*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 10.

11. *Any and all documents not otherwise produced that support or otherwise relate to the responses to Salt Lake City's Interrogatories to UP.*

Response and/or Objection

See General Objections. UP further objects to this request on the grounds that it is unduly burdensome, vague, grossly overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

12. *Any and all documents relating to, and describing traffic that has moved over the 900 South Line for the past ten (10) years, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12.

13. *Any and all documents relating to and describing traffic that has moved over all rail lines in Salt Lake County for the past ten (10) years, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12.

14. *Any and all documents relating to and describing the projections for future traffic on all lines other than the 900 South Line that serve Salt Lake City in Salt Lake County, including, but not limited to, commodities by number of carloads annually, origin and destination.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 12.

15. *Any and all documents that explain whether UP will plan to continue using the 900 South Line after the Winter Olympics, and why or why not.*

Response and/or Objection

See General Objections. Subject to and without waiving its objections, UP states as follows: UP intends to continue to operate freight service on the 900 South Line after the Winter Olympics. While the Olympics were relevant to the timing of the project, the project is being pursued primarily for its long-term transportation benefits. See Wickersham/Scott Declaration, pp. 4-9.

16. *Any and all documents relating to projections for future traffic movement over the Operative Route.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 15.

17. *Any and all documents relating to the UP's conclusion that an alternate route to the Operative Route is necessary at this time.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 22.

18. *Any and all documents relating to studies, assessments or other reviews made by UP or its officers, agents or employees of possible improvements to Grant Tower or to other segments of the Operative Route that could increase the capacity or ability of the Operative Route to handle through trains between Roper Yard and the former DRGW Colorado-Utah main line and the remainder of UP's western network, and that discuss how any such improvements would impact the volume of traffic moving on the Operative Route and any congestion on that Route.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 22.

19. *Any and all documents relating to studies, assessments or other reviews made by UP or its officers, agents or employees of possible improvements to the 1800 South Line or any other line in the vicinity of Salt Lake City as an alternative route to the Operative Route in lieu of the 900 South Line.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 22.

20. *Any and all documents relating to, and describing the projections for rail traffic if the 900 South Line is used for freight service, and describe how such projections would change if the 900 South Line is not available for use for freight operations.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 15.

21. *Any and all studies of cost and feasibility of the reactivation of the 900 South Line.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 16.

22. *Any and all documents and/or communications relating to any attempts to sell, negotiations relating to the sale of or other discussions related to the sale of all or part of 900 South Line.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 17.

23. *Any and all documents and/or communications relating to the abandonment of the 900 South Line.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 18.

24. *Any and all documents and/or communications relating to the decision to remove the 900 South Line from UP's 1997 Abandonment Proceeding.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 19.

25. *Any and all documents relating to the negotiation of the Franchise Agreement.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 20.

26. *Any and all documents relating to the Surface Transportation Board's jurisdiction in light of the termination clause in the Franchise Agreement or state law.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 20.

27. *Any and all facts, documents and/or communications relating to the termination clause in the Franchise Agreement.*

Response and/or Objection

See Response and/or Objection to Interrogatory No. 21.

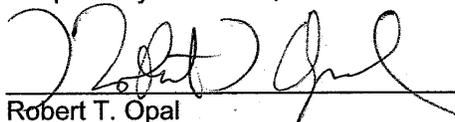
28. *Any and all facts, documents and/or communications that relate to assessments or studies by UP of the impact of reactivation of the 900 South Line on the surrounding neighborhoods.*

Response and/or Objection

See General Objections. UP further objects to this request on the grounds that it is unduly burdensome, vague, overbroad, and seeks information that is neither relevant nor reasonably calculated to lead to discovery of relevant information.

Subject to and without waiving its objections, UP states as follows: See Sattler Declaration, pp. 1-3; Tice Declaration; Wickersham/Scott Declaration, pp. 11-12.

Respectfully submitted,



Robert T. Opal
General Commerce Counsel
Union Pacific Railroad Company
1416 Dodge Street, Room 830
Omaha, Nebraska 68179
Phone: (402) 271-3072
Fax: (402) 271-5610

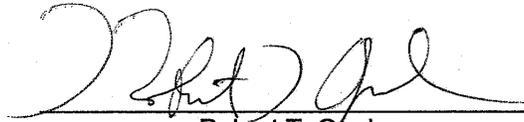
CERTIFICATE OF SERVICE

I certify that I have this date served the foregoing document on the persons listed below by UPS Next Day Air delivery.

CHARLES A. SPITULNIK
ALEX MENENDEZ
McLeod, Watkinson & Miller
One Massachusetts Avenue, N.W.
Suite 800
Washington, D.C. 20001

ROGER F. CUTLER
STEVEN W. ALLRED
CHRISTOPHER E. BRAMHALL
Salt Lake City Attorney
451 South State Street
Room 505
Salt Lake City, Utah 84111

Dated at Omaha, Nebraska, this 8th day of January 2002.


Robert T. Opal

CERTIFICATE OF SERVICE

I hereby certify that I have this 10th day of January, 2002 caused a copy of the foregoing Reply Of Salt Lake City Corporation To Motion Of Union Pacific Railroad For A Protective Order Denying Discovery; Motion of Salt Lake City Corporation To Compel; and Petition Of Salt Lake City Corporation For Extension Of Time To File Reply To Protest Of Union Pacific Railroad, to be served by first class mail, postage prepaid upon the following:

Robert T. Opal, Esquire
Union Pacific Railroad Company
1416 Dodge Street, Room 830
Omaha, Nebraska 68179

Governor Mike Leavitt (via certified mail)
210 State Capitol
Salt Lake City, Utah 84118

Utah Public Service Commission
Herber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Utah State Cooperative Extension Service
Salt Lake County Government Center
2001 South State Street
Room #S1200
Salt Lake City, Utah 84190-2350

U.S. Department of Transportation
400 Seventh Street SW
Room 4102 C-30
Washington, DC 20590

U.S. Department of Defense
OASD(PA)PIA
1400 Defense Pentagon
Room 3A750
Washington, DC 20301-1400

U.S. Department of the Interior
National Park Service
Recreation Resources Assistance Division
P.O. Box 37127
Washington, DC 20013-7127

U.S. Railroad Retirement Board
Bennett Federal Building
Room 1205
125 South State
Salt Lake City, Utah 84138-1102

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, DC 20002

Mr. Dale Bosworth
Chief of the Forest Service
U. S. Department of Agriculture
Sidney R. Yates Federal Building
201 14th Street, SW
Washington, DC 20250

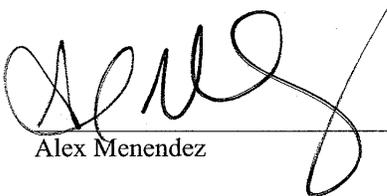
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