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Item No. _____

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Apr #247

EARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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April 24, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, NW
Washington, D.C. 20423



Re: Finance Docket No. 32760;
Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Railroad Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and the Denver and Rio Grande Western Railroad Company.

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty (20) copies of CARGILL, INCORPORATED'S OBJECTIONS AND RESPONSES TO APPLICANTS' SIXTH SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS, designated CARG-6. Also enclosed is a diskette formatted in WordPerfect 5.1 with a copy of the Interrogatories.

If you have any questions, please do not hesitate to contact me.

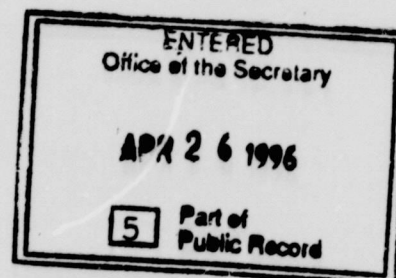
Sincerely,

A handwritten signature in dark ink, appearing to read "John K. Maser III".

John K. Maser III
Jeffrey O. Moreno

ENCLOSURES
1200-190

cc: Restricted Service List



CARG-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

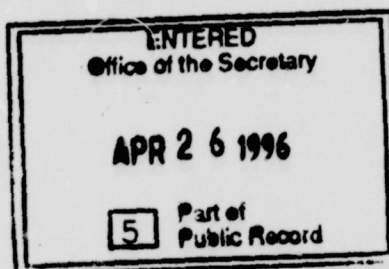
— CONTROL AND MERGER —

SOUTHERN PACIFIC RAIL CORPORATION,
SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

CARGILL, INCORPORATED'S
OBJECTIONS AND RESPONSES TO APPLICANTS'
SIXTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

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Attorneys for Cargill, Incorporated

April 24, 1996



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

CARGILL INCORPORATED'S
OBJECTIONS AND RESPONSES TO APPLICANTS'
SIXTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

Cargill, Incorporated ("Cargill") submits the following objections and responses to the discovery requests of the Applicants which were received by counsel for Cargill on April 9, 1996. These objections and responses are made pursuant to the Discovery Guidelines applicable to this proceeding.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests.

1. Cargill objects to production of documents or information subject to the attorney-client privilege, including documents or information provided to parties or persons having a common interest in the litigation.
2. Cargill objects to production of documents or information subject to the work product doctrine, including documents or information otherwise provided to parties or persons having a common interest in the subject litigation.

3. Cargill objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. Cargill objects to production of public documents that are readily available, including but not limited to documents on public file at the Board, the Federal Energy Regulatory Commission, or from newspapers and other public media.

5. Cargill objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. Cargill objects to providing information or documents that are as readily obtainable by Applicants from its own files.

7. Cargill objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information, including information designated as confidential or highly confidential in prior merger proceedings.

8. Cargill objects to the definition of "shipper" and "relating to" and "produce" as unduly vague and/or overbroad.

9. Cargill objects to Definitions and Instructions IX, XI, XIII, XIV, XXXI, XXXII to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

10. Cargill objects to Definitions and Instructions IX, XI, XIII, XIV, XX and XXXII as unduly burdensome.

11. Cargill objects to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

12. Cargill objects to the interrogatories and document requests to the extent that they call for speculation.

**RESPONSES AND ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS**

In addition to the General Objections, Cargill makes the following objections and responses to the interrogatories and document requests, as follows:

Interrogatory No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.] [All but CF., KCS, NITL]

Response:

Cargill has not entered into any formal agreement or understanding with any other party related to this proceeding.

Interrogatory No. 2

If you contend in your March 29 filings that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market. [All but CR, KCS, NITL]

Response:

Cargill objects to this interrogatory as unduly vague and overbroad. Notwithstanding these objections, Cargill responds by stating that it has not made any specific representations in its

comments regarding the effects of a reduction from 3-to-2 railroads and, thus, is not required to respond to this interrogatory.

Interrogatory No. 3

The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/ SP merger on competition and explain the reasons for that answer. [All but CR, KCS, NITL]

Response:

Cargill objects to this interrogatory as irrelevant and inapposite to Cargill's comments in this proceeding. Furthermore, Cargill objects to this request as unduly vague and ambiguous. Notwithstanding these objections, Cargill expresses no opinion as to whether the expectations expressed by those shippers are correct or incorrect. To the extent that Cargill's March 29, 1996 filing can be construed to either confirm or contradict those shippers' expectations, the basis for such confirmation or contradiction is explained in that filing.

Interrogatory No. 4

If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards you use for determining whether to invest in improvements in your business. [All but CR, KCS, NITL]

Response:

Cargill objects to this interrogatory as vague and overbroad. Notwithstanding these objections, Cargill responds by stating that it has not made any representations in its comments regarding significant investments in improvements that the SP could or should have made in its railroad and, thus, is not required to respond to this interrogatory.

Interrogatory No. 5

Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly. [All but CR, KCS, NITL]

Response:

Cargill responds by stating that it has not made any claims of support from particular shippers.

DOCUMENT REQUESTS

Document Request No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings. [All but CR, KCS, NITL]

Response:

Cargill did not submit any verified statements as part of its March 29, 1996 filing. However, all relevant, non-privileged documents, if any, relied upon by Cargill in the preparation of its March 29, 1996 Comments are being produced by Cargill.

Document Request No. 2

To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings. [All but CR, KCS, NITL]

Response:

Cargill did not submit any verified statements as part of its March 29, 1996 filing. However, all relevant, non-privileged documents, if any, relied upon by Cargill in the preparation of its March 29, 1996 Comments are being produced by Cargill.

Document Request No. 3

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 4

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 5

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options. [All but CR, KCS NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 6.

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 7

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 8

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely to be found, discussing actual or potential competition between UP and SP. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 9

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague, overbroad, and unduly burdensome. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 10

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as overbroad, unduly burdensome, and irrelevant. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 11

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 12

To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. [All but CR, KCS, NITL]

Response:

Cargill objects to this request as overbroad, irrelevant and/or calling for the production of documents that are protected by the "joint defense" and "common interest" privileges. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 13

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding. [All but CR, KCS, NITL]

Response:

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 14

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar

agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.] [All but CR, KCS, NITL]

Response:

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 15

To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.] [All but CR, KCS, NITL]

Response:

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 16

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews

concerning the quality of service or competitiveness of any railroad participating in this proceeding.

[All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 17

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 18

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 19

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any

other lines of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 20

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 21

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 22

To the extent not done as part of your prior discovery responses or March 29 filings, produce all your business plans or strategic plans, if those filings referred to the possible impact of the merger on your future business. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as overbroad and vague. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 23

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings cite, rely upon, endorse or purport to agree with analyses by any of the following persons, produce all communications with Richard C. Levin, Curtis M. Grimm, James M. MacDonald, Clifford M. Winston, Thomas M. Corsi, Carol A. Evans or Steven Salop concerning econometric analyses of rail pricing, and all documents relating to such communications. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as unduly vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 24

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague, overbroad and unduly burdensome. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 25

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all documents sufficient to show your financial support of, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 26

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague, overbroad and unduly burdensome. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 27

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 28

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as irrelevant. Notwithstanding these objections, Cargill responds that it does not oppose the merger if certain conditions are included to ensure meaningful competition remains after the merger. As so limited, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 29

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings address a sale of all or part of SP, produce all documents found in the files of officers at the level of Vice President or above, discussing the value or profitability of SSW. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 30

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal. [All but CR, KCS, NITL]

Response:

All relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 31

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as irrelevant. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 32

Produce all presentations to, and minutes of, your board of director relating to the UP/SP merger or conditions to be sought by you or any party in this proceeding. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 33

Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague, overbroad and unduly burdensome. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

Document Request No. 34

Produce all public statements by your President or other executives at the level of Vice President or above relating to the UP/SP merger. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as vague and overbroad. Notwithstanding these objections, Cargill responds that all relevant, non-privileged documents, if any, responsive to this request are being produced by Cargill.

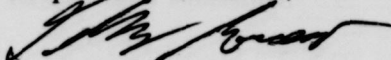
Document Request No. 35

Produce your annual reports to stockholders for years 1991 through 1995. [All but CR, KCS, NITL]

Response:

Cargill objects to this document request as overbroad and irrelevant. Cargill is a privately held company.

Respectfully submitted,



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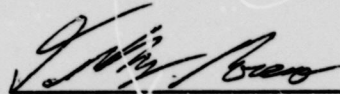
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(202) 371-9500

April 24, 1996

Attorneys for Cargill, Incorporated

CERTIFICATE OF SERVICE

I hereby certify that a copy of the CARGILL INCORPORATED'S OBJECTIONS AND RESPONSES TO APPLICANTS' SIXTH SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS has been served via regular first class mail upon all parties on the restricted service list in this proceeding on the 24th day of April, 1996, and by facsimile to Washington, D.C. and in-house counsel for Applicants.



Jeffrey O. Moreno

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32760

4-19-96

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Item No. _____

Page Count 5

Apr #327

82643

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April 19, 1996

VIA HAND DELIVERY

Mr. Vernon A. Williams
Interstate Commerce Commission
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

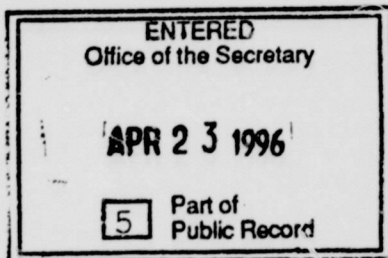


Re: Finance Docket No. 32760, Union Pacific
Corporation, et al. -- Control and Merger --
Southern Pacific Corporation, et al.

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are one
original and twenty copies of Consolidated Rail Corporation's
Objections to Applicants' Tenth Set of Interrogatories and
Requests For Production of Documents, designated as document CR-
33.

Also enclosed is a 3.5-inch WordPerfect 5.1 disk
containing the text of CR-33.

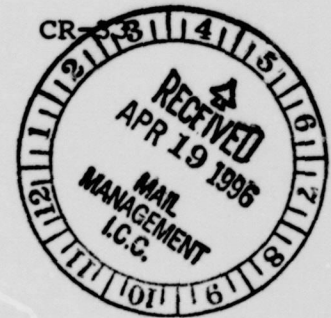


Sincerely,

Joseph E. Killory, Jr.
Joseph E. Killory, Jr.
Attorney for Consolidated
Rail Corporation

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



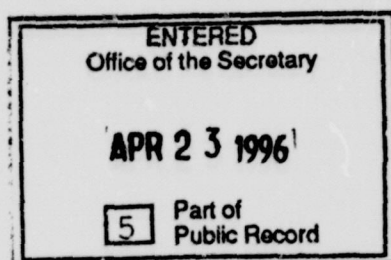
Finance Docket No. 32760

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

CONSOLIDATED RAIL CORPORATION'S RESPONSES
AND OBJECTIONS TO APPLICANTS' TENTH SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS



Constance L. Abrams
Jonathan M. Broder
Anne E. Treadway
CONSOLIDATED RAIL CORPORATION
2001 Market Street
Philadelphia, PA 19101

Daniel K. Mayers
A. Stephen Hut, Jr.
Joseph E. Killory, Jr.
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037

April 19, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

CONSOLIDATED RAIL CORPORATION'S OBJECTIONS
TO APPLICANTS' TENTH SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Consolidated Rail Corporation ("Conrail") hereby
provides its responses and objections to Applicants' Tenth Set of
Interrogatories and Document Requests, dated April 12, 1996.

GENERAL OBJECTIONS

Conrail incorporates herein by reference the General
Objections set forth in its prior responses and objections to
Applicants' First, Second and Third Sets of Interrogatories and
Requests for Production of Documents.

SPECIFIC OBJECTIONS

INTERROGATORIES

1. To the extent not answered in your previous
discovery responses, identify any communications or agreements
between Conrail and KCS or their representatives, concerning any
desires, plans or efforts of KCS or Conrail to bid on the
purchase of all or any portion of the lines of applicants. [CR,
KCS]

Additional Objections: Conrail objects to this
Interrogatory, and the accompanying Document Request, on the



grounds that Applicants seek information and documents that are not relevant to the issues in this proceeding. Moreover, Conrail objects on the grounds that the request is overbroad, vague and ambiguous.

Conrail further objects to this overbroad Interrogatory and accompanying Document Request -- to the extent that it purports to require Conrail to yet again canvass officers and employees, search its files, and respond within six days -- on the grounds that it is unduly burdensome and contrary to the rules governing discovery in this proceeding.

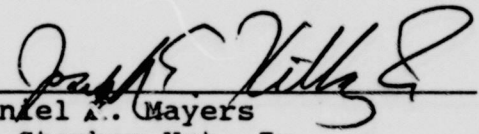
DOCUMENT REQUESTS

1. Produce any documents relating to or reflecting the communications or agreements referred to in Interrogatory No. 1.

[CR, KCS]

Additional Objections: See objections to Interrogatory No. 1.

Constance L. Abrams
Jonathan M. Broder
Anne E. Treadway
CONSOLIDATED RAIL CORPORATION
2001 Market Street
Philadelphia, PA 19101


Daniel A. Mayers
A. Stephen Hut, Jr.
Joseph E. Killory, Jr.
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037

April 19, 1996

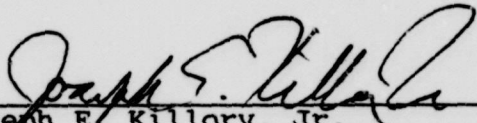
CERTIFICATE OF SERVICE

I certify that on this 19th day of April, 1996, a copy of the foregoing Consolidated Rail Corporation's Objections to Applicants' Tenth Set of Interrogatories and Requests for Production of Documents was served by hand delivery to:

Arvid E. Roach II
S. William Livingston, Jr.
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and served by facsimile transmission on all parties on the Restricted Service List.



Joseph E. Killory, Jr.

STB

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32760

4-18-96

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B

Item No. _____

81576

Page Count 19

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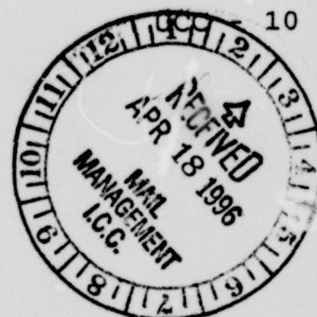
Apr #309

APR 22 1996

4 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

**UNION CARBIDE CORPORATION'S
SUPPLEMENTAL OBJECTIONS AND RESPONSES TO APPLICANTS'
SECOND SET OF INTERROGATORIES AND DATA REQUESTS**

Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett, III
Leslie E. Silverman

KELLER AND HECKMAN
1001 G Street, N. W.
Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

Attorneys for
Union Carbide Corporation

April 18, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

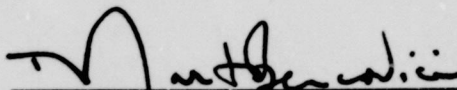
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY



**UNION CARBIDE CORPORATION'S
SUPPLEMENTAL RESPONSES AND OBJECTIONS TO APPLICANTS'
SECOND SET OF INTERROGATORIES AND DATA REQUESTS**

Union Carbide Corporation ("Union Carbide" or "UCC"), submits the following supplemental objections and responses to the second set of discovery requests served by Applicants 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. ("SPCL") and The Denver and Rio Grande Western Railroad Company ("DRGW") (collectively referred to as the "Applicants") on April 3, 1996. These supplemental responses and objections reply to specific data requests that have been reformulated in accordance with counsel's agreement in conjunction with the April 12, 1996 discovery conference and are made, inter alia, pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding and pursuant to the discovery rulings made by Judge Nelson at the March 8, 1996 hearing.

Respectfully submitted,



Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett III
Leslie E. Silverman

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1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

April 18, 1996

Attorneys for Union Carbide
Corporation

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Union Carbide Corporation's Supplemental Objections and Responses to the Applicants' Second Set of Interrogatories and Data Requests was served this 18th day of April, 1996, by hand-delivery, on counsel for Applicants as follows:

Arvid E. Roach II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

Paul A. Cunningham
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and, by mail upon the remainder of the Restricted Service List.


Arthur S. Garrett III

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



ENTERED
Office of the Secretary

APR 22 1996

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Public Record

APPLICANTS' FIFTEENTH SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

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JAMES M. GUINIVAN
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Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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Missouri Pacific Railroad Company
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(202) 662-5388

Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

April 18, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' FIFTEENTH SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, and
the Discovery Guidelines entered in this proceeding on
December 7, 1995, Applicants UPC, UPRR, MPRR, SPR, SPT, SSW,
SPCSL and DRGW direct the following interrogatories and
document requests to the United States Department of Justice
("DOJ").

Responses, including all responsive documents,
should be served as soon as possible, and in no event later
than 5:00 p.m. on the sixth calendar day from the date of
service hereof (April 24, 1996) (see March 8 rulings,
Tr. 2061). According to Judge Nelson, claims of undue burden
must "be detailed as to time, money, physical limitations,
geography, or any other factors making the alleged burden"
(id., Tr. 2061), and you must bring documents for which claims
of irrelevance or privilege are made to a hearing to be set at
a later date, for review by the Administrative Law Judge and
immediate production. DOJ is requested to contact the

undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

I. "Applicants" means UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW.

II. "Board" means the Surface Transportation Board.

III. "BN/Santa Fe" means the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company.

IV. "The BN/Santa Fe Settlement Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1994, as supplemented by the November 18, 1995 agreement between those parties.

V. "The BN/Santa Fe Settlement Agreement Lines" means the lines that BN/Santa Fe will receive trackage rights over or purchase under the BN/Santa Fe Settlement Agreement.

VI. "CNW" means Chicago and North Western Railway Company.

VII. "DOJ" means the United States Department of Justice.

VIII. "DRGW" means The Denver and Rio Grande Western Railroad Company.

IX. "Document" means any writing or other compilation of information, whether printed, typed,

handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts, models, statistical statements, graphs, charts, diagrams, plans, drawings, brochures, pamphlets, advertisements, circulars, trade letters, press releases, invoices, receipts, financial statements, accounting records, worksheets, drafts, revisions of drafts, and original or preliminary notes.

Further, the term "document" includes

- (a) both basic records and summaries of such records (including computer runs);
- (b) both original versions and copies that differ in any respect from original versions; and
- (c) both documents in the possession, custody or control of DOJ and documents in the possession, custody or control of consultants or others who have assisted DOJ in connection with this proceeding.

X. "The IC Settlement Agreement" means the agreement between UP and SP and Illinois Central Railroad Company dated January 30, 1996.

XI. "Identify," when used in relation to an individual, corporation, partnership or other entity, means to state the name, address and telephone number thereof.

"Identify," when used in relation to a document, means to

- (a) state the nature of the document (e.g., letter, memorandum, etc.);
- (b) state the author, each addressee, each recipient, date, number of pages, and title of the document; and
- (c) provide a brief description of the contents of the document.

XII. "MPRR" means Missouri Pacific Railroad Company.

XIII. "Produce" means to make legible, complete and exact copies of responsive documents and send them by expedited delivery to the undersigned counsel. The originals of responsive documents should be retained in the files of DOJ or the consultants or others who have assisted DOJ in connection with this proceeding and have documents in their possession, and made available if requested. Applicants will pay all reasonable costs for duplication and expedited delivery of documents to their attorneys.

XIV. "Relating to" a subject means referring to, discussing, describing, dealing with, consisting of, or constituting, in whole or in part, the subject.

XV. "SP" means SPT, SSW, SPCSL and DRGW.

XVI. "SPCSL" means SPCSL Corp.

XVII. "SPR" means Southern Pacific Rail Corporation.

XVIII. "SPT" means Southern Pacific Transportation Company.

XIX. "SSW" means St. Louis Southwestern Railway Company.

XX. "Shipper" means any user of rail services, including but not limited to a consignor, a consignee, and a receiver.

XXI. "Southern Pacific" means SPR and SP.

XXII. "This proceeding" means Finance Docket No. 32760 and all subdockets and related dockets.

XXIII. "UP" means UPRR and MPRR, including the former CNW.

XXIV. "UPC" means Union Pacific Corporation.

XXV. "UPRR" means Union Pacific Railroad Company.

XXVI. "The UP/SP merger" means the transactions proposed in this proceeding, including all related applications.

XXVII. "Union Pacific" means UP and UPC.

XXVIII. "The Utah Railway Settlement Agreement" means the agreement between UP and SP and Utah Railway Company dated January 17, 1996.

XXIX. Discovery responses should be supplemented when a supplemental response is required pursuant to 49 C.F.R. § 1114.29.

XXX. Documents need not be produced if they have been produced by Applicants in this proceeding.

XXXI. Produce a privilege log in accordance with the guidelines established at the December 20, 1995 discovery conference (Tr., pp. 313-14).

XXXII. References to railroads, shippers, consultants or companies (including DOJ) include affiliates, subsidiaries, officers, directors, employees, attorneys, agents and representatives thereof.

XXXIII. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa.

XXXIV. Unless otherwise specified, these requests cover the period January 1, 1993 and thereafter.

INTERROGATORIES

1. Identify the "over 40 shippers or associations of shippers" referred to in DOJ-8 at p. 3 of the Verified Statement of Dr. W. Robert Majure ("Dr. Majure") to whom Dr. Majure "spoke directly" (DOJ-8, Majure, p. 3) regarding the UP/SP merger.

2. Identify the "over 300 additional shippers ... who were interviewed under [Dr. Majure's] direction." (DOJ-8, Majure, p. 3.)

3. With respect to Dr. Majure's workpapers, identify the document numbers that correspond to all of Dr. Majure's notes from his interviews "with over 40 shippers or associations of shippers." (DOJ-8, Majure, p. 3.)

4. With respect to Dr. Majure's workpapers, identify separately by shipper the document numbers of Dr. Majure's notes relating to the "over 300 additional shippers ... who were interviewed under [his] direction." (DOJ-8, Majure, p. 3.)

5. With respect to Dr. Majure's notes from interviews with the "over 40 shippers or associations of shippers" with whom he "spoke directly" (DOJ-8, Majure, p. 3); state the following:

- (a) which of the "over 40 shippers or associations of shippers" (DOJ-8, Majure,

p. 3) they relate to, separately by shipper;

- (b) which notes were taken during telephone interviews;
- (c) which notes were taken during face-to-face interviews; and
- (d) whether the notes were taken contemporaneously.

6. Describe how the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" were selected. (DOJ-8, Majure, p. 3.) Include in your description any sampling process or selection criteria that were utilized.

7. Describe how the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction" were selected. (DOJ-8, Majure, p. 3.) Include in your description any sampling process or selection criteria that were utilized.

8. For each of the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction," (DOJ-8, Majure, p. 3), specify the following:

- (a) which shippers were interviewed by telephone;
- (b) which shippers were interviewed face-to-face; and

- (c) how the interviews were conducted, including but not limited to:
 - (1) whether a standard interview form was used;
 - (2) whether all interviewers read identical questions to each shipper interviewed;
 - (3) whether the interviewers recorded, verbatim, only what the shipper said; and
 - (4) whether the interviewers discussed the UP/SP merger with the shipper beyond what was recorded on the interview form.

9. Specify the background (e.g., education, age, years of employment with DOJ) of each individual who conducted "interviews with over 300 additional shippers . . . under [Dr. Majure's] direction." (DOJ-8, Majure, p. 3.)

10. Specify whether any of the interviews with the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" (DOJ-8, Majure, p. 3) were terminated, either by Dr. Majure or the shipper, prior to completion of the interview. For any such interviews, identify the shipper that was the subject of the interview and state specifically the reason(s) the interview was terminated.

11. Specify whether any of the interviews with the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction" (DOJ-8, Majure, p. 3) were terminated, either by the interviewer or the shipper, prior to completion of the interview. For any such interviews, identify the shipper that was the subject of the interview and state specifically the reason(s) the interview was terminated.

12. Specify whether any of the interviews with the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" (DOJ-8, Majure, p. 3) did not result in completion of an interview form. For any such interviews, identify the shipper that was the subject of the interview.

13. Specify whether any of the interviews with the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction" (DOJ-8, Majure, p. 3) did not result in completion of an interview form. For any such interviews, identify the shipper that was the subject of the interview.

14. Identify any shippers that declined to be interviewed.

15. State whether any recordings were made of interviews with the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" or with the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction." (DOJ-8, Majure, p. 3.)

16. State whether there are any records of the titles or responsibilities of the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" or the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction." (DOJ-8, Majure, p. 3.)

DOCUMENT REQUESTS

1. Produce all documents that have not already been provided in Dr. Majure's workpapers relating to the methodology and conduct of interviews with the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" or the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction," (DOJ-8, Majure, p. 3), including but not limited to:

- (a) instructions to the interviewers;
- (b) notes or records of the interviews; and
- (c) documents relating to the selection of shippers to be interviewed.

2. Produce all records of the titles or responsibilities of the "over 40 shippers or associations of shippers" with whom Dr. Majure "spoke directly" or the "over 300 additional shippers . . . who were interviewed under [Dr. Majure's] direction." (DOJ-8, Majure, p. 3.)

Respectfully submitted,

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
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(415) 541-1000

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Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
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Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

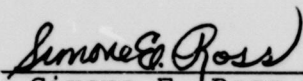
April 18, 1996

CERTIFICATE OF SERVICE

I, Simone E. Ross, certify that, on this 18th day of April, 1996, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Simone E. Ross

STB

FD

32760

4-15-96

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81471

Item No. _____

Page Count 11

Apr #292

ARKINS CUNNINGHAM

ATTORNEYS AT LAW
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1300 NINETEENTH STREET, N.W.
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WRITER'S DIRECT DIAL ENTERED
(202) 973-7605 Office of the Secretary

APR 19 1996

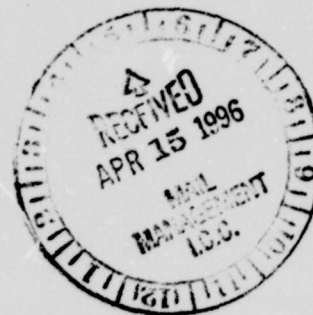
3 Part of
Public Record

April 15, 1996

1800 ONE COMMERCE SQUARE
2005 MARKET STREET
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215 851-6700
FACSIMILE 215 851-6710

HAND DELIVERED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W., Room 1324
Washington, D.C. 20423

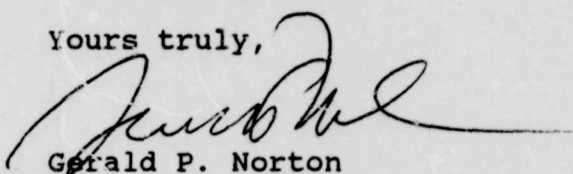


Re: Finance Docket No. 32760, Union Pacific Corp.,
et al. -- Control & Merger -- Southern Pacific
Corp., et al.

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding
are an original and 20 copies of a document designated as UP/SP-
216, Applicants' Eleventh Set of Discovery Requests.

Yours truly,

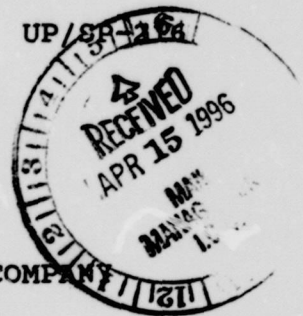

Gerald P. Norton

cc: The Honorable Jerome Nelson
Restricted Service List

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



APPLICANTS' ELEVENTH SET OF DISCOVERY REQUESTS

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Pacific Railroad Company

April 15, 1996

ENTERED	
Office of the Secretary	
APR 19 1996	
3	Part of Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' ELEVENTH SET OF DISCOVERY REQUESTS

Pursuant to 49 C.F.R. §§ 1114.21 et seq., and the Discovery Guidelines entered in this proceeding on December 7, 1995, and the rulings of Judge Nelson on March 8, 1996 ("March 8 rulings"), Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW direct the following interrogatories and document requests to each party ("you") who made a filing on or about March 29, 1995, and is listed in the Appendix. You should respond to those requests designated for response by you.

Responses should be delivered as soon as possible, and in no event later than 5:00 p.m. on the sixth calendar day from the date of service hereof (see March 8 rulings, Tr. 2061). According to Judge Nelson, claims of undue burden must "be detailed as to time, money, physical limitations, geography, or any other factors making the alleged burden" (id., Tr. 2061), and you must bring documents for which claims of irrelevance or privilege are made to a hearing, for review by the Administrative Law Judge and immediate production (id., Tr. 2056). You are

requested to contact the undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

Applicants incorporate by reference the definitions and instructions in their first set of interrogatories and requests for production of documents. [A copy of those definitions and instructions is enclosed for parties not served with a first set.]

"March 29 filings" means any filing due March 29, 1996, that you made or served in response to the Application, including documents that were put or due to be put in a document depository on or about April 1, 1996, in conjunction with those filings, pursuant to the March 8 rulings, or in response to the first set of discovery requests.

INTERROGATORY

1. Describe in detail each of the grade separations discussed in Exhibit EQJ-2, page 1, of the Verified Statement of Mr. Johnson, and state all bases and assumptions underlying the cost estimates provided for those grade separations. [TUE]

2. With respect to the statement at page 11 of Mr. Quinlan's Verified Statement that SP selected bids "for approximately 3 million tons with attractive rates," state the basis for that figure of 3 million tons, including without

limitation an identification of the destinations and volumes underlying that figure or from which the figure has been derived.

[WEP]

3. With respect to the statement quoted at page 12 of Mr. Quinlan's Verified Statement that the coal backhaul for the Geneva Steel iron ore business resulted in "roughly 7 million tons of new business," (a) state the basis for that figure of 7 million tons, including without limitation an identification of the destinations and volumes from which that figure has been derived, and (b) state whether that figure of 7 million tons is incorrect in light of the figure of 3 million tons cited at page 11 of Mr. Quinlan's statement. [WEP]

4. With respect to the mileages set forth at footnote 14 of the Verified Statement of Mr. Weishaar, state the basis for those mileage calculations, including in particular the assumed origination points for the different routings discussed in that footnote. [Entergy]

5. With respect to the statement at page 8 of the Verified Statement of Mr. Weishaar that, as a result of SP's "backhaul" program, "SP-originated coal began to be used by electric utilities in power plants that had previously used (or considered) only SPRB coal as their western low-sulfur coal option":

- (a) identify each such plant that began to use SP-originated coal that "had previously used . . .

only SPRB coal as their western low-sulfur coal option"; and

- (b) identify each such plant that began to use SP-originated coal that had "previously . . . considered only SPRB coal as their western-low sulfur coal option."

[WCTL, WP&L, WPS]

6. With respect to the reference at page 30 of Mr. Weishaar's statement that the "trade press has reported SPRB unit-train coal rates for high-volume, long-term movements as low as 7.5 mills per ton-mile in recent years," specify each such rate and each such movement and provide all documentation from the trade press or other sources relating to such rates and movements. [WCTL, WP&L, WPS]

7. With respect to the statement at the second page of Exhibit GEV-5 to the Verified Statement of Mr. Vaninetti, the "differential in prices between contract and spot purchases in 1993 was about \$4/t (\$4.40/st) at the mine," state (a) the basis on which this differential has been determined and (b) the comparable figures for differences between contract and spot purchases in 1994 and 1995. [WSC]

8. With respect to the references at pages 9-10 of the Verified Statement of Mr. Vaninetti, identify (a) all "plants designed for PRB coal," (b) "all plants in the East and Midwest . . . designed for high-BTU coal," (c) "power plants in the West"

designed "for Western high-BTU coal," and (d) "power plants in the West" designed for "low-BTU PRB coal." [WSC]

9. With respect to the statement at pages 12-13 of the Verified Statement of Mr. Vaninetti that "recent market expansions" for Western high-BTU coal "are exclusively focused on rail and rail-to-water hauls to remotely sited plants, most of which are located in the Midwest," (a) identify each such plant, (b) specify the time period for these "recent market expansions", and (c) specify the routing of each such rail-to-water haul.
[WSC]

10. With respect to the discussion at pages 23-24 of the Verified Statement of Mr. Vaninetti, identify:

- (a) the plants that have burned "multiple coal types . . . in separate boilers";
- (b) the plants that "blend limited quantities of Western high-BTU coal with larger quantities of PRE coal";
- (c) the plants that "use the different Western coal types on a seasonal basis"; and
- (d) the plants that use Western high-BTU coal "to supplement or complement Eastern or Midwestern coal."

[WSC]

11. With respect to the utilities listed at page 24 of the Verified Statement of Mr. Vaninetti as having purchased in

1995 "high-BTU Western coal to supplant Midwestern and Eastern coal as the primary competitor to PRB coal" (TVA, Illinois Power, Commonwealth Edison, and Wisconsin Electric):

- (a) identify the specific plants for which such purchases were made; and
- (b) state the mine, minehead price, delivered price and price/MMBTU for such purchases.

[WSC]

12. Describe in detail the "16 instances in which SP's aggressive pricing policy has been very successful in competing with UP," as stated at page 30 of the Verified Statement of Mr. Vaninetti. [WSC]

DOCUMENT REQUEST

1. Provide a copy of Coal 2015: Demand, Supply and Pricing in the United States, cited at page 7 of Mr. Quinlan's Verified Statement. [WEP]

2. With respect to Exhibit GEV-7 to the Verified Statement of Mr. Vaninetti, produce (a) a better copy of the exhibit, (b) a map-sized version of the exhibit, and (c) a color version of the exhibit. [WSC]

3. Produce RIV's "estimates of rail rates," referred to at pages 19 and 22 of Mr. Vaninetti's Verified Statement.

[WSC]

Respectfully submitted,

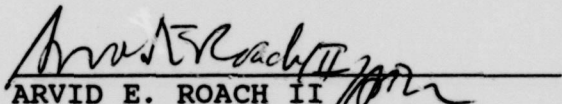
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Attorneys for Union Pacific
Corporation, Union Pacific
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Pacific Railroad Company

April 15, 1996

Finance Docket No. 32760

Appendix to Applicants' Eleventh Set of Discovery Requests

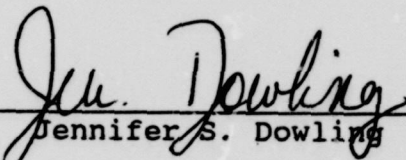
Party	Interrogatory	Document Request
Entergy	4	
Texas Utilities	1	
Wisconsin Electric	2-3	1
WCTL	5-6	
WP&L	5-6	
WPS	5-6	
WSC	7-12	2-3

CERTIFICATE OF SERVICE

I, Jennifer S. Dowling, certify that, on this 15th day of April, 1996, I caused a copy of the foregoing document to be served by hand or facsimile transmission on all parties to whom it is directed so as to be received by 5:00 p.m., and by first-class mail, postage prepaid, or a more expeditious form of delivery, on all other parties of record appearing on the restricted service list in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580


Jennifer S. Dowling

STB

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32760

4-15-96

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Item No. _____

Page Count 12

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HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

ENTERED
Office of the Secretary

APR 19 1996

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April 15, 1996



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

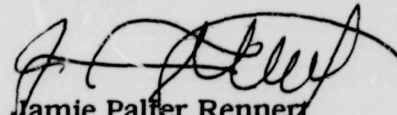
Re: Union Pacific Corp. et al. -- Control & Merger --
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

Dear Mr. Williams:

Enclosed please find an original and 20 copies of the Opposition of Canadian National Railway Company to the Joint Motion of the National Industrial Transportation League, et al. for Clarification of Decision No. 6 (CN-5), for filing in the above-referenced docket. Also enclosed is a 3.5 inch disk containing the text of this pleading in WordPerfect 5.1 format.

Please date-stamp the extra copy provided and return it with our messenger.
Thank you.

Sincerely,


Jamie Palter Rennert

Enclosures

cc: All parties of record

BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760

ORIGINAL

Union Pacific Corporation, Union Pacific Railroad Corp
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

**OPPOSITION OF CANADIAN NATIONAL RAILWAY COMPANY
TO JOINT MOTION FOR CLARIFICATION OF DECISION NO. 6**

Robert P. vom Eigen
Jamie Palter Reinert

HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000

Attorneys for Canadian National
Railway Company

April 15, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

CN-5

Finance Docket No. 32760

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

**OPPOSITION OF CANADIAN NATIONAL RAILWAY COMPANY
TO JOINT MOTION FOR CLARIFICATION OF DECISION NO. 6**

Canadian National Railway Company ("CN"), by its attorneys, files this Opposition to the Joint Motion of the National Industrial Transportation League, the Society of the Plastics Industry, Inc., the Western Shippers' Coalition, Dow Chemical Company, International Paper Company, Kennecott Energy Company, the Kansas City Southern Railway Co., and Consolidated Rail Corporation ("Joint Movants") for Clarification of Decision No. 6 ("Joint Motion").

INTRODUCTION

The Joint Motion is a belated attempt to alter the procedural schedule and curtail non-Applicant parties' right to participate in this case. Joint Movants seek to deprive non-Applicant parties of the opportunity to assist the Surface Transportation Board (the

"Board") in further developing the evidentiary record, an opportunity on which the parties have relied since the Interstate Commerce Commission ("ICC") issued Decision No. 6 last year and without which the record will be incomplete. No "clarification" of Decision No. 6 is necessary: its meaning and purpose are clear on its face. The Board should deny the Joint Motion and hold -- as the ICC twice previously ordered -- that responses to the comments, protests, requested conditions, and other opposition filed in this docket on March 29, 1996 may be filed on April 29, 1996, without limitation as to which parties may file such responses.

ARGUMENT

"Clarification" Of Decision No. 6 Is Unnecessary, Would Prejudice All Parties To This Proceeding, And Would Inhibit The Development Of The Record In This Proceeding.

The Board should deny the Joint Motion on the merits as it advocates an illogical interpretation of Decision No. 6 that would disadvantage the parties and block the flow of information to the Board.

A. Joint Movants' Reading Of The Language Of Decision No. 6 Is Illogical.

The language of Decision No. 6 is straightforward and unambiguous; it requires no further explanation by the Board. In Decision No. 6, and as confirmed in Decision

No. 9,¹ the ICC ordered the following submissions to be filed on April 29, 1996 (the date 150 days after the filing date of the primary and related applications):

Response to inconsistent and responsive applications due.
Response to comments, protests, requested conditions, and
other opposition due. Rebuttal in support of primary
application and related applications due.

Decision No. 9 at 15; Decision No. 6 at 15. The ICC did not limit these filings to "responses" by Applicants, as Joint Movants urge. See Joint Motion at 3. If the ICC had intended to accord only to Applicants or other specified parties the right to file responses on April 29, 1996, it could have explicitly stated so.

Applicants' rebuttal in support of the primary and related applications might, by definition, encompass a response to the inconsistent/responsive applications and comments/requested conditions. Rebuttal evidence is evidence "which is offered by a party after he has rested his case and after the opponent has rested in order to contradict the opponent's evidence." Black's Law Dictionary at 1267 (6th ed.). A "response," in contrast, is something done in answer or reaction. Webster's New World Dictionary at 1144 (3d College ed.). "Rebuttal" and "response," therefore, are not synonymous (although a rebuttal might include a response). Therefore, had the ICC intended only Applicants to file on April 29, it could have ordered only "Rebuttal in support of primary application and related applications due." Instead, the ICC

¹See *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*, Finance Docket No. 32960, Decision No. 6 (served Oct. 19, 1995) ("Decision No. 6") and Decision No. 9 (served Dec. 27, 1995) ("Decision No. 9").

delineated three different types of April 29 filings, unlimited as to which parties might make them. Decision No. 6 therefore "makes abundantly clear" that the ICC in fact did contemplate filings by non-Applicant parties on April 29, 1996, contrary to Joint Movants' specious assertion otherwise. See Joint Motion at 3.

Furthermore, Joint Movants do not oppose the April 29 filing of "any party's" responses to responsive applications. See *id.* at 6. The reasoning behind allowing all parties to respond to the responsive applications is equally applicable to allowing all parties to respond to the comments and requested conditions. Parties may be harmed by the relief requested in both types of filings. Therefore, just as a party injured by a responsive application may file evidence in answer to this application, so must a party impacted by a requested condition be permitted to submit evidence in answer to that condition.² At base, Joint Movants seek to read a limitation into the second sentence of Decision No. 6's order that does not exist in the first sentence.

What Joint Movants want is to close the evidentiary record on their March 29 submissions, shielding them from comment by parties other than Applicants. See *id.* at 5-6. In support of this relief, Joint Movants allege that non-Applicant parties can respond to "arguments" made in the March 29 filings in their June 3, 1996 briefs. *Id.* at 3-4. Yet filing a legal brief after the May 14, 1996 close of the evidentiary record is

²Moreover, permitting non-Applicant parties to respond to March 29 comments and requested conditions will not keep Applicants from closing the evidentiary record in this case, as Joint Movants imply. See Joint Motion at 3. The April 29 filings will focus on either the March 29 responsive applications or the comments and requested conditions, not on the entire scope of the primary and related applications. Presumably, Applicants would not need to reply to those April 29 responses in support of the merger transaction and any opposition to the merger transaction was due by March 29.

an inappropriate method for objecting to conditions requested on March 29, 1996. Without submitting responsive evidence on April 29, non-Applicant parties cannot demonstrate (and Applicants might be hindered in showing) why these conditions should not be imposed on the merger transaction. Non-Applicant parties must be free to submit evidence in response to the March 29 comments, and they must be allowed to do so on April 29, 1996, in accordance with the Final Procedural Schedule established in Decision No. 6 and confirmed in Decision No. 9. Joint Movants' nonsensical reading of Decision No. 6 narrows the scope of the ICC's order in Decision No. 6, rather than "clarifying" it.³

B. Not Only Is Decision No. 6 Clear On Its Face, But Parties To This Proceeding Have Relied On This Decision.

To change the Final Procedural Schedule at this late date would prejudice all parties in this case as well as the Board. The overwhelming number of filings on March 29, 1996 attests to the fact that the parties to this proceeding have relied upon Decision No. 6's deadlines. In addition, CN and other parties have relied on the ICC's order permitting them to file a response to the March 29 comments and requested conditions on April 29, 1996. See, e.g., Statement of Position and Testimony of Canadian National

³Joint Movants ask for clarification "to avoid a geometric proliferation" of filings, and complain that permitting responses from all parties on April 29, 1996 would "add unnecessary paper to the already voluminous record." Joint Motion at 1, 4. Ironically, it is the filing of the Joint Motion itself which has added unnecessary paper to the record by spawning CN's Opposition and presumably those of other parties. In any event, documents added to this docket on April 29, 1996 likely will amount to an insignificant increment when compared to the current volume of the record. Such filings will not "hamper" (*id.* at 4) but will assist the Board in its review and consideration of the record.

Railway Company in Support of the Primary Application (CN-3) at 3; Written Comments of CSX Corporation (CSX-2) at 2.

As a practical matter, CN could not have commented -- as Joint Movants imply, see Joint Motion at 4-5 -- in its own March 29 filing on the proposals that Joint Movants or any other parties made to the Board on March 29, 1996. CN noted this explicitly in stating:

In contrast to its view of the benefits arising from the proposed merger, CN is troubled by conditions to the proposed merger that certain parties have presented to the Board. CN anticipates that the March 29, 1996 submissions filed with the Board will further explain the conditions that other parties are seeking in this transaction. Therefore, CN reserves its right to comment in a later submission to the Board on the conditions sought in any responsive applications and/or comments filed on March 29, 1996.

CN-3 at 2-3. Prior to March 29, 1996, the record contained scant information if any regarding conditions to the merger that parties might seek.

Thus, the only "sandbagging" (Joint Motion at 5) going on here is Joint Movants' attempt to disrupt the procedural schedule at this late date and preclude the development of the evidentiary record. Joint Movants' argument that the Board should not permit any response to the March 29, 1996 filings because then, "as a matter of due process," the Board would be "compelled" to give commented-upon parties the chance to reply to these responses falls on its face under the (il)logic of the Joint Motion. *Id.* The ICC ordered that responsive/inconsistent Applicants are entitled to close the record, not parties merely submitting comments. Decision No. 6 at 7-8. Thus, the ICC has already ruled, in effect, that only certain non-Applicant parties (i.e., those that

submitted responsive or inconsistent applications) may offer rebuttal evidence to the April 29, 1996 responses.⁴ Joint Movants consciously chose the format in which they seek relief from the Board: they must abide by the consequences of that choice.

In sum, CN has relied on Decision No. 6 in guiding its participation in this proceeding. To revise this Decision at this time would prejudice CN as well as other parties and the Board itself.

C. Submission Of Evidence On April 29 By Non-Applicant Parties Is Essential To Development Of The Record In This Proceeding.

All parties to this proceeding have a stake in its outcome. Both Congress and the Board recognized this in enacting former 49 U.S.C. §§ 11343-45 and promulgating the Part 1180 Railroad Consolidation Procedures, respectively. These laws purposefully provide opportunities for all interested parties to participate. One reason for allowing this multi-faceted participation is to ensure that the Board makes its decision on the merger application with as complete a factual record as possible. See, e.g., Railroad Revitalization and Regulatory Reform Act of 1976, S. Rep. No. 499, 94th Cong., 2d Sess. 19 (1975), *reprinted in* 1976 U.S.C.C.A.N. 14, 32-33.

The April 29, 1996 filings are not "a second round of evidence on the Application itself" as Joint Movants allege. See Joint Motion at 4 n.3. Instead, the April 29 filings are distinctly limited to response to the March 29 filings. Of course, all evidence

⁴In any event, according to Joint Movants, all parties -- including Joint Movants -- may revisit "arguments" made on March 29 "in their briefs due on June 3." Joint Motion at 3-4.

presented in this case is to some extent evidence "on" the Application; that is the very purpose of holding a public hearing on this merger transaction.

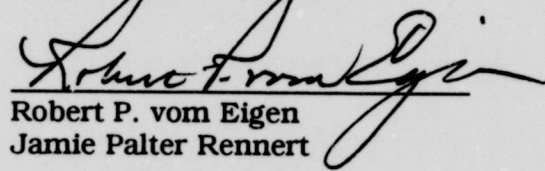
It is especially important that the Board be able to consider evidence submitted by Applicants and non-Applicant parties alike because of the import of the merger application. Again, numerous parties have an interest in the outcome of this proceeding. These parties therefore have an interest in ensuring that the Board evaluates the proposed transaction in the context of a comprehensive record. The Board should not permit Joint Movants to shelter their own criticisms of the primary and related applications and agreements from the scrutiny of non-Applicant parties.

CONCLUSION

In conclusion, granting the relief that Joint Movants request would itself "profoundly undermine the considerations of efficiency and fairness" underlying Decision No. 6. See *id.* at 4. CN respectfully urges the Board to deny the Joint Motion

and reaffirm the ICC's orders that the April 29, 1996 responses to the March 29, 1996 comments, protests, requested conditions, and opposition are without limitation as to which parties may file such responses.

Respectfully submitted,



Robert P. vom Eigen
Jamie Palter Rennert

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April 15, 1996

CERTIFICATE OF SERVICE

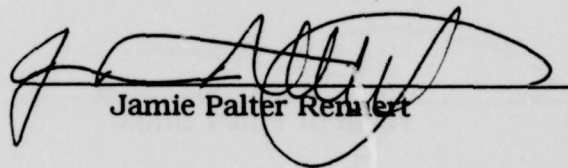
I hereby certify that on April 15, 1996, a copy of the foregoing Opposition of Canadian National Railway Company to the Joint Motion of the National Industrial Transportation League, et al. for Clarification of Decision No. 6 (CN-5) was served by hand upon each of the following:

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Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
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Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske
Mayer, Brown & Platt
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Washington, D.C. 20006

I have also served a copy by facsimile on all parties on the Restricted Service List, and by first-class U.S. mail, postage prepaid, on all other parties of record.


Jamie Palter Rembert

STB

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32760

4-15-96

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Item No. _____

Page Count: 18

Apr #291

MARY, WOOD & MASER, P.C.

APR 19 1996

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3 Public Record

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April 15, 1996

Via Hand Delivery

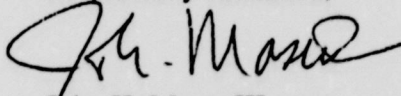
Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Department of Transportation
Room 1324
12th Street & Constitution Avenue, NW
Washington, DC 20423

Re: Finance Docket No. 32760, *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*

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are an original and twenty (20) copies of CARGILL, INCORPORATED'S OBJECTIONS TO APPLICANTS' SIXTH SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS, designated CARG-5. A 3.5-inch diskette containing this pleading in Word Perfect 5.1 is also enclosed. Additionally, an extra copy of this pleading is enclosed for the purpose of date stamping and returning to our office.

Respectfully submitted,



John K. Maser III
Attorney for Cargill, Incorporated

Enclosures

1200-190



CARG-5

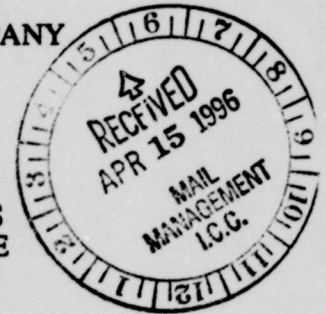
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



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CARGILL, INCORPORATED'S
OBJECTIONS TO APPLICANTS'
SIXTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

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ORIGINAL

April 15, 1996

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32760

**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**

**CARGILL INCORPORATED'S
OBJECTIONS TO APPLICANTS'
SIXTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

Cargill, Incorporated ("Cargill") submits the following objections to the discovery requests of the Applicants which were received by counsel for Cargill on April 9, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

Subject to General Objection No. 1, Cargill intends to file written responses to the discovery requests. These responses will provide information in response to certain of the requests, notwithstanding the fact that objections to the requests are noted herein. It is necessary and appropriate at this stage, however, for Cargill to preserve its right to assert permissible objections.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests.

1. Cargill objects to the interrogatories and document requests as unduly burdensome insofar as they require Cargill to produce information or documents no later than 5:00 p.m. on the sixth calendar day from the date of service by Applicants. Since Cargill was not served with Applicants' First Set of Interrogatories and Requests for Production of Documents, Cargill is not subject to the expedited procedure established by Judge Nelson in his rulings on March 8, 1996.

2. Cargill objects to production of documents or information subject to the attorney-client privilege, including documents or information provided to parties or persons having a common interest in the litigation.

3. Cargill objects to production of documents or information subject to the work product doctrine, including documents or information otherwise provided to parties or persons having a common interest in the subject litigation.

4. Cargill objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

5. Cargill objects to production of public documents that are readily available, including but not limited to documents on public file at the Board, the Federal Energy Regulatory Commission, or from newspapers and other public media.

6. Cargill objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

7. Cargill objects to providing information or documents that are as readily obtainable by Applicants from its own files.

8. Cargill objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information, including information designated as confidential or highly confidential in prior merger proceedings.

9. Cargill objects to the definition of "shipper" and "relating to" and "produce" as unduly vague and/or overbroad.

10. Cargill objects to Definitions and Instructions IX, XI, XIII, XIV, XXXI, XXXII to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

11. Cargill objects to Definitions and Instructions IX, XI, XIII, XIV, XX and XXXII as unduly burdensome.

12. Cargill objects to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

13. Cargill objects to the interrogatories and document requests to the extent that they call for speculation.

**ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS**

In addition to the General Objections, Cargill makes the following objections to the interrogatories and document requests.

Interrogatory No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informant privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.] [All but CR, KCS, NITL]

Additional Objections

None

Interrogatory No. 2

If you contend in your March 29 filings that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this interrogatory as unduly vague and overbroad.

Interrogatory No. 3

The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/ SP merger on competition and explain the reasons for that answer. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this interrogatory as irrelevant and inapposite to Cargill's comments in this proceeding. Furthermore, Cargill objects to this request as unduly vague and ambiguous.

Interrogatory No. 4

If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards you use for determining whether to invest in improvements in your business. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this interrogatory as vague and overbroad.

Interrogatory No. 5

Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly. [All but CR, KCS, NITL]

Additional Objections

None

DOCUMENT REQUESTS

Document Request No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 2

To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 3

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 4

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 5

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options. [All but CR, KCS NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 6.

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 7

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 8

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely to be found, discussing actual or potential competition between UP and SP. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 9

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague, overbroad, and unduly burdensome.

Document Request No. 10

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as overbroad and irrelevant.

Document Request No. 11

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 12

To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this request as overbroad, irrelevant and/or calling for the production of documents that are protected by the "joint defense" and "common interest" privileges.

Document Request No. 13

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges.

Document Request No. 14

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you

should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.] [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges.

Document Request No. 15

To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.] [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this request as irrelevant, overbroad, because it creates an improper chilling effect upon constitutionally protected communications, and because it calls for the production of documents that are protected by the "joint defense" and "common interest" privileges.

Document Request No. 16

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 17

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 18

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 19

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any other lines of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 20

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 21

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 22

To the extent not done as part of your prior discovery responses or March 29 filings, produce all your business plans or strategic plans, if those filings referred to the possible impact of the merger on your future business. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as overbroad and vague.

Document Request No. 23

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings cite, rely upon, endorse or purport to agree with analyses by any of the following persons, produce all communications with Richard C. Levin, Curtis M. Grimm, James M. MacDonald, Clifford M. Winston, Thomas M. Corsi, Carol A. Evans or Steven Salop concerning econometric analyses of rail pricing, and all documents relating to such communications. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as unduly vague and overbroad.

Document Request No. 24

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more

likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague, overbroad and unduly burdensome.

Document Request No. 25

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all documents sufficient to show your financial support of, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 26

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague, overbroad and unduly burdensome.

Document Request No. 27

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 28

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as irrelevant.

Document Request No. 29

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings address a sale of all or part of SP, produce all documents found in the files of officers at the level of Vice President or above, discussing the value or profitability of SSW. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 30

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal. [All but CR, KCS, NITL]

Additional Objections

None

Document Request No. 31

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing the possibility of a build-in by one of the

applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as irrelevant.

Document Request No. 32

Produce all presentations to, and minutes of, your board of director relating to the UP/SP merger or conditions to be sought by you or any party in this proceeding. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 33

Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague, overbroad and unduly burdensome.

Document Request No. 34

Produce all public statements by your President or other executives at the level of Vice President or above relating to the UP/SP merger. [All but CR, KCS, NITL]

Additional Objections

Cargill objects to this document request as vague and overbroad.

Document Request No. 35

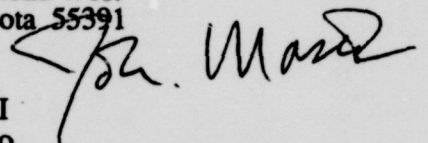
Produce your annual reports to stockholders for years 1991 through 1995. [All but CR, KCS, NITL]

Additional Objection

Cargill objects to this document request as overbroad and irrelevant.

Respectfully submitted,

Ronald E. Hunter
Law Department
CARGILL, INCORPORATED
15407 McGinty Road West
Wayzata, Minnesota 55391
(612) 742-6375



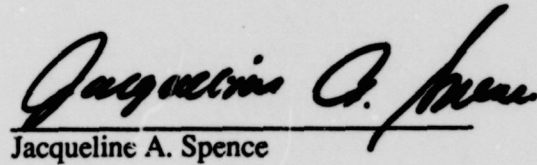
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1100 New York Avenue, N.W.
Suite 750
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(202) 371-9500

Attorneys for Cargill, Incorporated

April 15, 1996

CERTIFICATE OF SERVICE

I hereby certify that a copy of the CARGILL INCORPORATED'S OBJECTIONS TO APPLICANTS' SIXTH SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS has been served via regular first class mail upon all parties on the restricted service list in this proceeding on the 15th day of April, 1996, and by facsimile to Washington, D.C. and in-house counsel for Applicants.


Jacqueline A. Spence

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Item No. _____

Page Count 8

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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

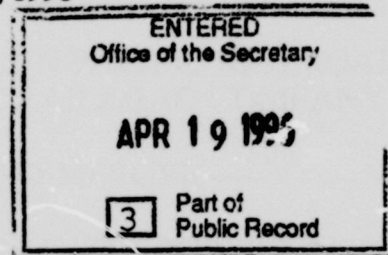
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April 15, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, NW
Washington, D.C. 20423



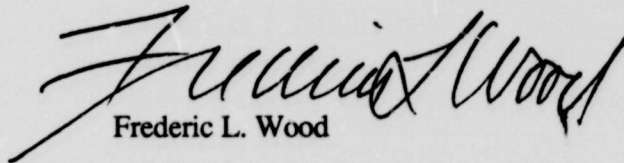
Re: Finance Docket No. 32760; *Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.*

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding are an original and twenty (20) copies of THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE'S OBJECTIONS AND RESPONSES TO APPLICANTS' FIFTH SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS, designated NITL-14. Also enclosed is a diskette formatted in WordPerfect 5.1 with a copy of the Interrogatories.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Frederic L. Wood

ENCLOSURES
0124-480

cc: Restricted Service List



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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32760



**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**

**THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE'S
OBJECTIONS AND RESPONSES TO APPLICANTS'
FIFTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

**Nicholas J. DiMichael
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*Attorneys for The National Industrial
Transportation League*

Due Date: April 15, 1996

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32760

**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, SPCSI CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY**

**THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE'S
OBJECTIONS AND RESPONSES TO APPLICANTS'
FIFTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

The National Industrial Transportation League (the "NIT League or League") submits the following objections and responses to the fifth set of interrogatories and requests for production of documents served by Applicants on April 8, 1996 (UP/SP-209). These objections and responses are being made on this date in response to Applicants' request for prompt responses, even though it is the League's position that these discovery requests should not have been made pursuant to the expedited procedures adopted by the Administrative Law Judge at the discovery conference held on March 8, 1996. Tr. 2056-2065. These requests were served subject to the same definitions and instructions contained in applicants' prior discovery request to the League (UP/SP-124, served February

26, 1996). Therefore, in this response, the League is renewing those general and specific objections to the prior discovery that have not been resolved by a ruling of the Administrative Law Judge.

The NIT League is also submitting responses to the discovery requests. These responses will provide information (including documents, if any) in response to certain of the requests, notwithstanding the fact that objections to the requests are noted herein. It is necessary and appropriate at this stage for the NIT League to preserve its right to assert permissible objections.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests.

1. The NIT League objects to production of documents or information subject to the attorney-client privilege, including documents or information provided to parties or persons having a common interest in this proceeding.

2. The NIT League objects to production of documents or information subject to the work product doctrine, including documents or information otherwise provided to parties or persons having a common interest in this proceeding.

3. The NIT League objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. The NIT League objects to production of public documents that are readily available, including but not limited to documents on public file at the Board, the Securities and Exchange Commission, the Federal Energy Regulatory Commission, or from newspapers and other public media.

5. The NIT League objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. The NIT League objects to providing information or documents that are as readily obtainable by Applicants from its own files.

7. The NIT League objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information, including information designated as confidential or highly confidential in prior merger proceedings.

8. The NIT League objects to the definition of "shipper" and "relating to" and "produce" as unduly vague and/or overbroad.

9. The NIT League objects to Definitions and Instructions VIII, X, XI, XII, XIV, XXXI, XXXII to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

10. The NIT League objects to Definitions and Instructions VIII, X, XIII, XIV, XX and XXXII as unduly burdensome.

11. The NIT League objects to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

12. The NIT League objects to the interrogatories and document requests to the extent that they call for speculation.

13. The NIT League objects to the interrogatories and document requests insofar as they call for information from or about individual members of the NIT League as beyond the scope of lawful and proper discovery to the NIT League; because such persons and information in the possession of such persons are beyond the direction and control of the NIT League; because such request would be overbroad and unduly burdensome; and because it includes requests for

information from or about such persons that is neither relevant or is reasonably calculated to lead to the discovery of admissible evidence.

Without waiving any of these general objections, responses to the interrogatories and document requests in UP/SP-209 specifically addressed to the League are set out below:

INTERROGATORIES

1. Do you have any information about any offers made by or on behalf of any party to this proceeding opposing the UP/SP merger, or anyone affiliated with such party, to provide funds or other consideration to another such party to help finance its opposition efforts, and, if so, state that information and identify (and produce) any documents referring or relating to such offers. [You may exclude offers made to an association party by its members, or offers to finance work which was proffered to the Board as being jointly sponsored by the parties involved in the offer. [Cen-Tex, CR, KCS, MRL, Tex Mex, CCRT, CMA, NITL, SPI, STRICT, WCTL, WSC]

Objections: In addition to the general objections stated above, the League specifically objects to this interrogatory as seeking information which is not relevant to the matter involved in this proceeding. 49 C.F.R. §1114.21(a)(1).

Response: Without waiving any of the foregoing general and specific objections, the League states that it has no information and no documents responsive to this interrogatory.

Respectfully submitted,

Nicholas J. DiMichael

Frederic L. Wood

Karyn A. Booth

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1100 New York Avenue, N.W., Suite 750

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*Attorneys for The National Industrial
Transportation League*

Due Date: April 15, 1996

STB

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Item No. _____

Page Count 10

APR #280

81341

SPI - 14

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

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

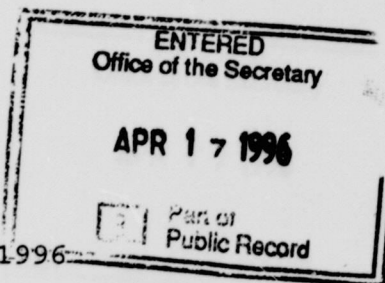
THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S
OBJECTIONS TO APPLICANTS'
FOURTH AND FIFTH SET OF INTERROGATORIES AND DATA REQUESTS



Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett, III
Leslie E. Silverman

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Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

Attorneys for The Society
of the Plastics Industry, Inc.



April 12, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32750

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

**THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S
OBJECTIONS TO APPLICANTS'
FOURTH AND FIFTH SET OF INTERROGATORIES AND DATA REQUESTS**

The Society of the Plastics Industry, Inc. ("SPI"), submits the following objections to the fourth and fifth set of discovery requests served by Applicants 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. ("SPCL") and The Denver and Rio Grande Western Railroad Company ("DRGW") (collectively referred to as the "Applicants") on April 5, 1996, and April 8, 1996, respectively. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

OBJECTION TO INSTRUCTIONS RELATING TO TIME TO RESPOND

SPI objects to the Applicants' Fourth and Fifth Set of Interrogatories and Requests for Production of Documents (UP/SP-207 & UP/SP-209) (hereinafter referred to as "Discovery") to the extent each asserts that SPI must deliver a response to the Discovery no later than the "the sixth calendar day" from the date of service. See Discovery, p. 1. Applicants erroneously cite the ruling of Judge Nelson with respect to Conrail's Motion for a Protective Order on March 8, 1996 ("March 8 Rulings") in support of this assertion.

The "sixth calendar day" response requirement only applies to the Applicants' "reformulated" discovery. That is, the Applicants' First Set of Interrogatories and Document Requests served on or about February 26, 1996 that Judge Nelson decided should be reformulated and re-served after the parties March 29, 1996 filings with the Surface Transportation Board. See March 8 Rulings Transcript, pp. 2056, 2061. Judge Nelson made this clear when he stated "so six calendar days after you receive these requests, you'll respond to them." Id., Tr. p. 2061 (emphasis added). "These" refers to the those particular interrogatories and document requests contained in the Applicants' First Set of discovery that Judge Nelson during the March 8 hearing had earlier held must be reformulated. Id., Tr. pp. 2056-60. Further affirming Judge Nelson's intention, in response to an

inquiry from counsel for BNSF as to whether the "six calendar day" requirement will apply to all discovery, Judge Nelson specifically declined to apply the "six calendar day" response requirement to any discovery that he has not seen. Id., Tr. p. 2066. SPI complied with the six-day response mandate concerning Applicants' Second Set of discovery requests served April 3, 1996.

The discovery Applicants' now seek from SPI is not a reformulation of its First Set of Interrogatories and Document Requests and is not discovery that Judge Nelson has seen. Thus, the "six calendar day" response time does not apply. Accordingly, SPI is objecting and responding to the Applicants' Discovery in accordance with the Discovery Guidelines entered in this proceeding on December 7, 1995. This submission constitutes SPI's initial objections to the Fourth and Fifth sets of Discovery "within five business days from the date of service." See Dec. 7, 1995 Discovery Guidelines, ¶ 1.

GENERAL OBJECTIONS

The following objections are made with respect to all of the discovery requests:

1. SPI objects to production of documents or information subject to the attorney-client privilege.
2. SPI objects to the production of documents or information subject to the work product doctrine.

3. SPI objects to the production of documents or information subject to the privilege concerning communication among counsel involved in a common issue or common defense.

4. SPI objects to the production of documents or information subject to any other privilege.

5. SPI objects to the production of documents to the extent that they request information in the possession of "any member of SPI" in that said documents are not in the custody and control of SPI, that SPI members are not participants in this proceeding, except to the extent a member may have entered its own appearance in this proceeding, and further that a response would impose an unreasonable burden on SPI.

6. SPI objects to the production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

7. SPI objects to production of public documents that are readily available, including but not limited to documents on public file at the Interstate Commerce Commission, the Surface Transportation Board, or the Securities and Exchange Commission or clippings from newspapers or other public media.

8. SPI objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

9. SPI objects to providing information or documents that are as readily obtainable by the Applicants.

10. SPI objects to the extent that the Discovery Requests seek highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.

11. SPI objects to the extent that the Discovery Requests to the extent that a response would impose an unreasonable burden on SPI.

12. SPI objects to the definition of "identify" insofar as it calls for the production of drafts and it calls for the production of routine operating and accounting documents such as invoices and receipts.

13. SPI objects to the definition of "identify" insofar as it requests home telephone numbers on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

14. SPI objects to the definitions of "relating to" as unduly vague.

15. SPI objects to the requests as overbroad and unduly burdensome to the extent that they seek documents for periods prior to January 1, 1993.

16. SPI objects to the requests to the extent that they call for the preparation of special studies not already in existence.

17. SPI objects to the requests that SPI promptly contact the Applicants' attorney to discuss its objections. SPI is hereby filing its objections and this document speaks for itself.

18. SPI objects to the requests that they attempt to impose any obligation on SPI beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

**SPI'S OBJECTIONS
TO FOURTH SET OF INTERROGATORIES AND DOCUMENT REQUESTS**

Note -- SPI limits its objections to those interrogatories and document requests specifically directed at SPI as denoted in the Appendix attached to UP/SP-207. Those interrogatories and document requests consist of Document Request No. 10.

Request No. 10. Produce all documents relating to the survey conducted by L.E. Peabody & Associates, Inc., that is described on pp. 23-24, n.9, and Exhibit TDC-1 in Mr. Crowley's Verified Statement for SPI.

RESPONSE:

Subject to and without waiving the General Objections stated above, SPI objects to Request No. 10 on the grounds that it is redundant in that it seeks information already provided by SPI to the Applicants in SPI's Objections and Responses to Applicants' Second Set of Interrogatories and Document Requests. See SPI-13, SPI's Response to Document Request No. 2. To the extent Request No. 10 seeks additional documents, SPI objects on the grounds

that any additional documents would consist of surveys that are protected by the attorney-client privilege, as L.E. Peabody & Associates, Inc. conducted such surveys as an agent for SPI's counsel, and SPI further objects on the grounds that any such surveys are not relevant to this proceeding since, because they were incomplete, they were not relied upon by L.E. Peabody & Associates, Inc. for its transportation mode comparison of polyethylene and polypropylene traffic in the Texas/Louisiana region.

**SPI'S OBJECTIONS
TO FIFTH SET OF INTERROGATORIES AND DOCUMENT REQUESTS**

Note -- SPI limits its objections to those interrogatories and document requests specifically directed at SPI as denoted in the Appendix attached to UP/SP-209. Those interrogatories and document requests consist of Interrogatory No. 1 and Document Request No. 1.

Interrogatory No. 1. Do you have any information about any offers made by or on behalf of any party to this proceeding opposing the UP/SP merger, or anyone affiliated with such party, to provide funds or other consideration to another such party to help finance its opposition efforts, and, if so, state that information and identify (and produce) any documents referring or relating to such offers. [You may exclude offers made to an association party by its members, or offers to finance work which was proffered to the Board as being jointly sponsored by the parties involved in the offer.]

RESPONSE:

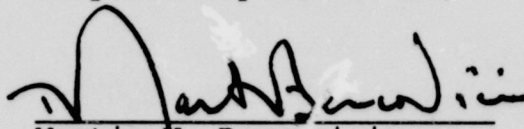
None.

Request No. 1. Provide the tonnage data supporting each of the percentages listed in Figure Nos. 1, 2, 3 and 4 (pp. 11-12, 16-17) of the Verified Statement of Thomas D. Crowley (SPI V.S.-4).

RESPONSE:

Subject to and without waiving the General Objections stated above, SPI objects to Request No. 1 on the grounds that it is duplicative and cumulative in that it seeks information already provided by SPI to the Applicants in SPI's Objections and Responses to Applicants' Second Set of Interrogatories and Document Requests. See SPI-13, SPI's Response to Document Request No. 2.

Respectfully submitted,



Martin W. Bercevic
Douglas J. Behr
Arthur S. Garrett III
Leslie E. Silverman

KELLER AND HECKMAN
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Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

April 12, 1996

Attorneys for The Society
of the Plastics Industry, Inc.


CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing The Society of the Plastics Industry, Inc.'s Objections and Responses to the Applicants' Fourth and Fifth Set of Interrogatories and Data Requests was served this 12th day of April, 1996, by hand-delivery, on counsel for Applicants as follows:

Arvid E. Roach II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

Paul A. Cunningham
Harkins Cuningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and, by mail upon the remainder of the Restricted Service List.



Arthur S. Garrett III

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Item No. _____

Page Count 1

Apr #259

IER, CUTLER & PICKERING

2445 M STREET, N.W.

WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 663-6363

A. STEPHEN HUT, JR.
DIRECT LINE (202)
663-6235

82683
4 CARLTON GARDENS
LONDON SW1Y 5AA
TELEPHONE 011 (4471) 839-4466
FACSIMILE 011 (4471) 839-3537

RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 (322) 231-0903
FACSIMILE 011 (322) 230-4322

FRIEDRICHSTRASSE 95
BRIEFKASTEN 29
D-10117 BERLIN
TELEPHONE 011 (4930) 2643-3601
FACSIMILE 011 (4930) 2643-3630

April 10, 1996

VIA HAND DELIVERY

Mr. Vernon A. Williams
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



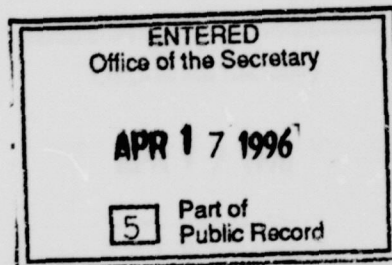
CR-26

Re: Finance Docket No. 32760, Union Pacific
Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

Consolidated Rail Corporation ("Conrail") is in receipt of a letter to you from counsel for Applicants dated April 8, 1996 in which Applicants seek to confirm that they may respond to a number of filings raising issues challenging related applications -- including two challenges by Conrail -- in their filing due on or before April 29, 1996, as well as in their brief.

Conrail agrees that Applicants may file on April 29, 1996 such responses as Applicants are permitted to make. But Conrail believes that Applicants are not entitled to file a reply responsive to one of Conrail's challenges -- namely, Conrail's "Opposition to Petition for Exemption for Settlement-Related Line Sales." Such a reply is effectively a reply to a reply, which is not permitted under the Board regulations. See 49 C.F.R. § 1104.13(c) ("A reply to a reply is not permitted.")



Sincerely,

A. Stephen Hut, Jr.
A. Stephen Hut, Jr.

Counsel for Consolidated
Rail Corporation

cc: Arvid E. Roach II, Esq.

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Item No. _____

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Page Count 4

Apr #258

AVO JASMIN • RIO BRAVO POSO • RIO BRAVO ROCKLIN

April 9, 1996

Via U.P.S.

Mr. Vernon Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



**Re: Finance Docket No. 32760, Union Pacific Corp., et al. - Control & Merges
Southern Pacific Rail Corp., et al. (Corrected first page 4/8/96)**

Dear Secretary Williams:

Enclosed are the corrected first page of a document previously mailed on March 28, 1996 and twenty (20) copies regarding the above referenced subject. The first page has been corrected to include a line in the third paragraph that was missing from the previously mailed documents due to clerk error.

If you have any additional questions, please feel free to call me.

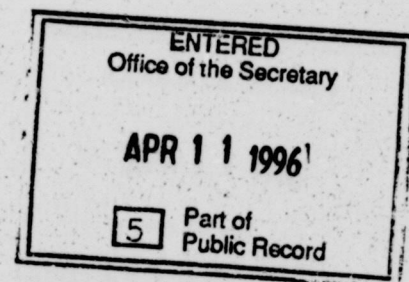
Sincerely,

Robert V. Escalante /ls

Robert V. Escalante
General Manager
Rio Bravo Poso
Rio Bravo Jasmin

RVE:ls

Enclosures (20)

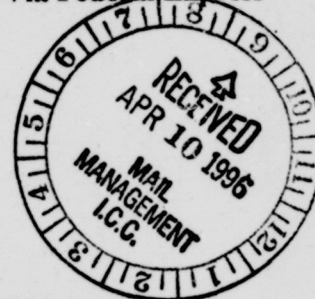


RIO BRAVO FRESNO • RIO BRAVO JASMIN • RIO BRAVO POSO • RIO BRAVO ROCKLIN

March 28, 1996

Mr. Vernon Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Via Federal Express



**Re: Finance Docket No. 32760, Union Pacific Corp., et al. - Control & Merger -
Southern Pacific Rail Corp., et al. (Corrected first page 4/8/96)**

Dear Secretary Williams:

I am the General Manager of Rio Bravo Poso and Rio Bravo Jasmin which owns and operates two coal-fired cogeneration plants near Bakersfield, California. I am responsible for purchasing and arranging for the delivery of as much as 260,000 tons of coal annually consumed by these plants. Such deliveries are regularly transported by Union Pacific Corp. as well as other railroads. I am submitting this statement in opposition to the proposed UP/SP merger unless the level of competition which currently exists in the market for rail services to these plants can be maintained.

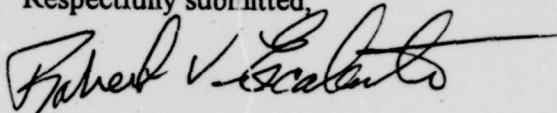
Coal for the Rio Bravo Poso and Rio Bravo Jasmin plants originates in the Utah coal fields and is transported by rail about 900 miles to a rail unloading facility in Wasco, California. The contract portion of the plants' coal must be originated on the Utah Railway and Southern Pacific, interchanged with the Union Pacific at Provo, Utah, and interchanged again at Barstow, California for final delivery by BNSF. I have the option of shipping the remaining portion of my coal requirements via other combinations of railroads which include Southern Pacific. In addition, when my existing rail contract expires, I will have additional competitive options which involve all of these railroads.

The multiple rail options available to me for delivering coal from Utah provides me with the opportunity to obtain competitive rail rates. I have solicited for and obtained competitive bids for rail shipments of Utah coal from Southern Pacific via an 1,100 miles routing through Stockton, California involving only Southern Pacific and BNSF. Despite the 200 mile distance disadvantage afforded by this routing, the rail rate involving these railroads (which excludes Union Pacific) was less than the rate quoted by the combination of railroads which include Union Pacific. Obviously, rail competition exists between Southern Pacific and Union Pacific and were the proposed UP/SP merger to be approved, such competition would be eliminated. I am not persuaded that the ancillary trackage rights agreements with BNSF and Utah Railway preserve the levels of competition that are currently enjoyed.

Mr. Vernon Williams
March 28, 1996
Page 2

Therefore, on behalf of Rio Bravo Poso and Rio Bravo Jasmin, I wish to go on record in opposition of the proposed UP/SP merger unless some mechanism can be imposed which preserves the level of competition which currently exists.

Respectfully submitted,

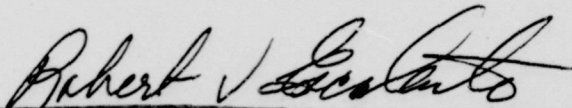



Robert V. Escalante
General Manager
Rio Bravo Poso
Rio Bravo Jasmin

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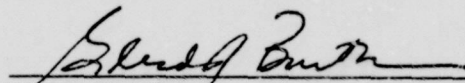
I, Robert V. Escalante, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 28, 1996



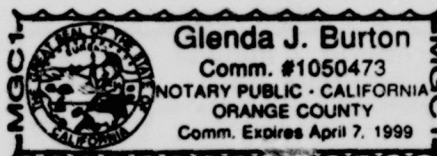

General Manager
Rio Bravo Poso
Rio Bravo Jasmin

Subscribed and sworn to before me this 28th day of March, 1996.


Notary Public

My commission expires:

4/7/99



RIO BRAVO FRESNÓ • RIO BRAVO JASMIN • RIO BRAVO POSO • RIO BRAVO ROCKLIN

March 28, 1996

Via Federal Express

Mr. Vernon Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



**Re: Finance Docket No. 32760, Union Pacific Corp., et al. - Control & Merger
Southern Pacific Rail Corp., et al.**

Dear Secretary Williams:

I am the General Manager of Rio Bravo Poso and Rio Bravo Jasmin which owns and operates two coal-fired cogeneration plants near Bakersfield, California. I am responsible for purchasing and arranging for the delivery of as much as 260,000 tons of coal annually consumed by these plants. Such deliveries are regularly transported by Union Pacific Corp. as well as other railroads. I am submitting this statement in opposition to the proposed UP/SP merger unless the level of competition which currently exists in the market for rail services to these plants can be maintained.

Coal for the Rio Bravo Poso and Rio Bravo Jasmin plants originates in the Utah coal fields and is transported by rail about 900 miles to a rail unloading facility in Wasco, California. The contract portion of the plants' coal must be originated on the Utah Railway and Southern Pacific, interchanged with the Union Pacific at Provo, Utah, and interchanged again at Barstow, California for final delivery by BNSF. I have the option of shipping the remaining portion of my coal requirements via other combinations of railroads which include Southern Pacific. In addition, when my existing rail contract expires, I will have additional competitive options which involve all of these railroads.

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Item No. _____

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CMA-9

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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 SOUTH WESTERN RAILWAY
COMPANY, SPCSL CORPORATION AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

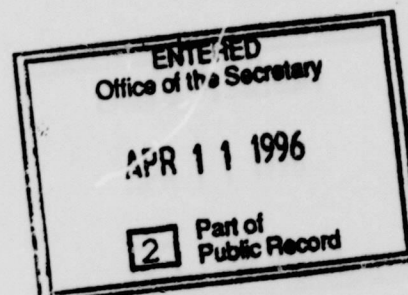
CHEMICAL MANUFACTURERS ASSOCIATION'S
RESPONSE TO APPLICANTS' FIFTH SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

The Chemical Manufacturers Association ("CMA") submits the following response to the
Fifth discovery requests served by Applicants on April 8, 1996.

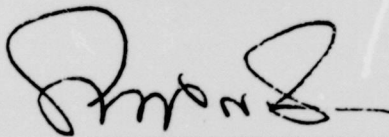
Interrogatory No. 1: Do you have any information about any offers made by or on behalf of any party to this proceeding opposing the UP/SP merger, or anyone affiliated with such party, to provide funds or other consideration to another such party to help finance its opposition efforts, and, if so, state that information and identify (and produce) any documents referring or relating to such offers. [You may exclude offers made to an association party by its members, or offers to finance work which was proffered to the Board as being jointly sponsored by the parties involved in the offer.]

Response:

CMA has no such information.



Respectfully submitted,



David F. Zoll, Vice President
and General Counsel
Thomas E. Schick,
Assistant General Counsel
Chemical Manufacturers Association
Commonwealth Tower
1300 Wilson Boulevard
Arlington, VA 22209
(703) 741-5172

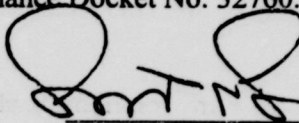
Scott N. Stone
Patton Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6335

Outside counsel for Chemical
Manufacturers Association

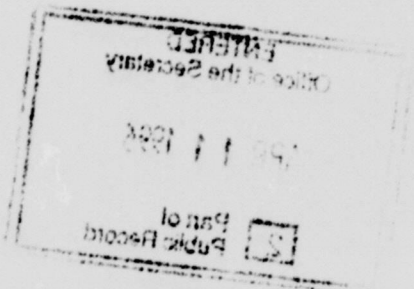
Inside counsel for Chemical
Manufacturers Association

CERTIFICATE OF SERVICE

I hereby certify that copies of Chemical Manufacturers Association's Response to Applicants' Fifth Set of Interrogatories and Requests for Production of Documents have been served this 15th day of April, 1996, by hand to Washington counsel for Applicants and BNSF, by overnight courier to inside counsel for Applicants, and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760.



Scott N. Stone
Patton Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6335



STB

FD

32760

4-9-96

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Item No. _____

Page Count 15

Apr #232

82695

RASCH, MORSE & GARFINKLE, P.C.
ATTORNEYS AT LAW

ROBERT H. MORSE
MORRIS R. GARFINKLE
EDWARD D. GREENBERG
MARK S. KAHAN
SUSAN B. JOLLIE
ANDREW B. SACKS
DAVID K. MONROE
DAVID P. STREET
MARK W. ATWOOD
ROBERT W. KNEISLEY
STEVEN JOHN FELLMAN
ROBERT D. ROSEMAN
JEFFREY K. KOMINERS
CHARLES H. WHITE, JR.
KEITH G. SWIRSKY

F. WILLIAM CAPLE
ANITA M. MOSNER
MARTIN JACOBS
IRA T. KASDAN
JOSEPH B. HOFFMAN
XIANPING WANG*
RICHARD BAR
GEOFFREY P. GITNER
SILVIA M. PARK

ANDREW T. GOODSON
ERIC N. MILLER
PETER J. PETESCH
GREGORY P. CIRILLO

M. ROY GOLDBERG
DANIEL B. HASSETT
GEORGE D. NOVAK, II*
MARTHA LEARY SOTELO
KATHERINE M. ALDRICH
JOHN P. YOUNG
MICHAEL P. FLEMING*
HELLE R. WEEKE*
REBECCA LANDON TZOU
ELI D. CLARK*
JENNIFER A. COHN
ALEXANDER M.R. VAN DER BELLEN
HOWARD E. KASS
JOHN F.C. LUEDKE*

*NOT ADMITTED IN D.C.

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
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FACSIMILE: (202) 342-5219
(202) 337-8787
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ROBERT N. KHARASCH
OF COUNSEL

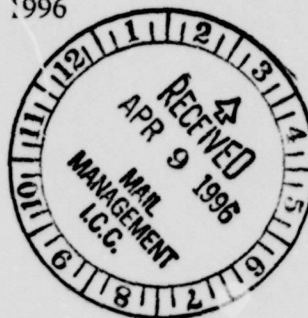
GEORGE F. GALLAND (1910-1985)
GKMG CONSULTING SERVICES, INC.
SAMUEL W. FAIRCHILD†
JAMES F. MILLER†
AUDREY WRIGHT SPOLARICH†
†NOT MEMBER OF THE BAR

WRITER'S DIRECT DIAL NUMBER

April 9, 1996

VIA MESSENGER

Mr. Vernon A. Williams
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Ave., N.W.
Washington, D.C. 20423



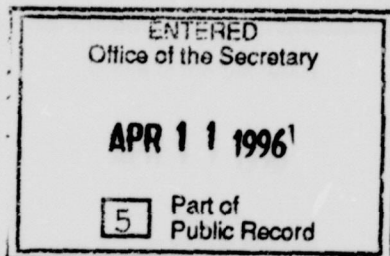
(202) 342-6750

**Re: Finance Docket No. 32760, Union Pacific Corporation, et al.
-- Control and Merger -- Southern Pacific Corporation, et al**

Dear Secretary Williams:

Enclosed for filing in the above-captioned case is one original and twenty copies of The International Paper Company's Objections and Responses to Applicants' Second Set of Interrogatories and Requests for Production of Documents, designated as document IP-12.

Also enclosed is a 3.5" WordPerfect 5.1 disk containing the text of IP-12.



Very truly yours,

A handwritten signature in dark ink, appearing to read "Andrew T. Goodson".

Andrew T. Goodson

Attorney for The International Paper Company

Enclosures

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
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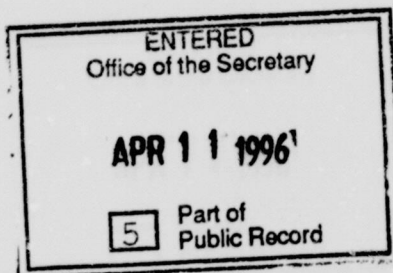
BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

THE INTERNATIONAL PAPER COMPANY'S
OBJECTIONS AND RESPONSES TO APPLICANTS' SECOND SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS



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BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

THE INTERNATIONAL PAPER COMPANY'S
OBJECTIONS AND RESPONSES TO APPLICANTS' SECOND SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

International Paper Company ("IP") submits the following objections and responses to those of Applicants' Second Set Of Interrogatories and Documents directed to it. IP's objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests:

1. IP objects to production of documents or information subject to the attorney-client privilege.
2. IP objects to production of documents or information subject to the work product doctrine.
3. IP objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.
4. IP objects to production of public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board or the Securities and Exchange Commission or clippings from newspaper or other media.
5. IP objects to the production of draft verified statements and documents related thereto. In prior verified railroad consolidation proceedings, such documents have been treated by all parties as protected from production.
6. IP objects to providing information or documents that are readily obtainable by Applicants from their own files.
7. IP objects to the extent that the interrogatories and requests seek highly confidential or sensitive commercial information (including, inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

8. IP objects to the definition of "document" in that it requests "copies that differ in any respect from original versions" as overly burdensome and not likely to produce relevant information.
9. IP objects to the definition of "relating to" as unduly vague.
10. IP objects to the interrogatories and requests to the extent that they call for the preparation of special studies not already in existence.

RESPONSES

Subject to and without waiving the foregoing general objections, IP responds to each of Applicants' interrogatories and documents requests addressed to IP as follows:

INTERROGATORIES

Interrogatory No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreement, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.]

Response to Interrogatory No. 1

As IP has previously indicated, it is not a party to any such agreements.

Interrogatory No. 8

If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market.

Response to Interrogatory No. 8

IP did not make the precise contention set forth in this interrogatory.

Interrogatory No. 9

The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer.

Response to Interrogatory No. 9

IP expresses no opinion as to whether the expectations expressed by those shippers are correct or incorrect. To the extent that IP's March 29 filings can be construed to either confirm or contradict those shippers' expectations, the basis for such confirmation or contradiction is explained in those filings.

Interrogatory No. 10

If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards you use for determining whether to invest in improvements in your business

Response to Interrogatory No. 10

IP objects to this interrogatory as vague and ambiguous, as it is unclear what Applicants mean by "significant investments." Notwithstanding and subject to this objection, IP states that it feels that SP has been an effective, indeed vigorous competitor, for IP traffic in the Houston-Memphis corridor. While IP believes that there is always room for improvement of SP's service, and that SP's service might very well be improved by capital investments in its railroad, IP cannot comment on whether any specific such investments can or should be made without conducting a detailed study of the SP system.

Interrogatory No. 12

Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly.

Response to Interrogatory No. 12

IP made no such claim in its March 29 filings.

DOCUMENT REQUESTS

Document Request No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings.

Response to Document Request No. 1

IP has no documents responsive to this request.

Document Request No. 2

To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings.

Response to Document Request No. 2

IP specifically objects to this request, because it seeks information already in Applicants' possession. Specifically, IP's comments relied in part on an internal data base containing bill of lading information for shipments from IP's mills, including its Pine Bluff and Camden Arkansas mills. All of the information used from this data base is already in the possession of both the UP and the SP, since they originated all of IP's rail traffic from those mills.

IP further objects to this request in that the data base in question contains substantial volumes of information that is highly proprietary to IP but completely irrelevant to this proceeding. It would

be extremely burdensome for IP to attempt to parse from the data base those small portions which were utilized in the preparation of its comments.

Document Request No. 3

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger.

Response to Document Request No. 3

IP has no documents responsive to this request.

Document Request No. 4

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger.

Response to Document Request No. 4

IP has no documents responsive to this request.

Document Request No. 5

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options.

Response to Document Request No. 5

IP has no documents responsive to this request.

Document Requests No. 6

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement.

Response to Document Request No. 6

IP has no non-privileged documents responsive to this request.

Document Request No. 7

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger.

Response to Document Request No. 7

IP has no documents responsive to this request.

Document Request No. 8

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP.

Response to Document Request No. 8

IP has no documents responsive to this request.

Document Request No. 9

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation.

Responses to Document Request No. 9

IP has no documents responsive to this request.

Document Request No. 10

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally.

Response to Document Request No. 10

IP has no documents responsive to this request

Document Request No. 11

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject.

Response to Document Request No. 11

IP has no documents responsive to this request.

Document Request No. 12

To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fee Settlement Agreement, and all documents relating to such communications.

Response to Document Request No. 12

IP objects to this request to the extent it seeks the production of routine correspondence that has been served to parties on the restricted service list. Subject to this objection, IP has no documents responsive to this request.

Document Request No. 13

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding.

Response to Document Request No. 13

IP has no documents responsive to this request.

Document Request No. 14

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.]

Response to Document Request No. 14

IP has no documents responsive to this request.

Document Request No. 15

To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.]

Response to Document Request No. 15

IP has no documents responsive to this request.

Document Request No. 16

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding.

Response to Document Request No. 16

IP has no documents responsive to this request.

Document Request No. 17

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger.

Response to Document Request No. 17

IP has no documents responsive to this request.

Document Request No. 18

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding.

Response to Document Request No. 18

IP has no documents responsive to this request.

Document Request No. 19

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fee Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding.

Response to Document Request No. 19

IP has no documents responsive to this request.

Document Request No. 20

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1.

Response to Document Request No. 20

IP has no documents responsive to this request.

Document Request No. 21

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding.

Response to Document Request No. 21

IP has no documents responsive to this request.

Document Request No. 29

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports.

Response to Document Request No. 29

IP has no documents responsive to this request.

Document Request No. 31

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP.

Response to Document Request No. 31

IP has no documents responsive to this request.

Document Request No. 32

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger.

Response to Document Request No. 32

IP has no documents responsive to this request.

Document Request No. 40

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal.

Response to Document Request No. 40

IP has no documents responsive to this request.

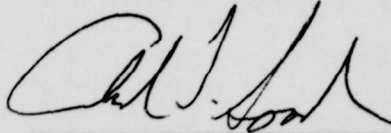
Document Request No. 53

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings.

Response to Document Request No. 53

IP has no documents responsive to this request.

Respectfully submitted,



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Attorneys for The International Paper Company

DATED: April 2, 1996

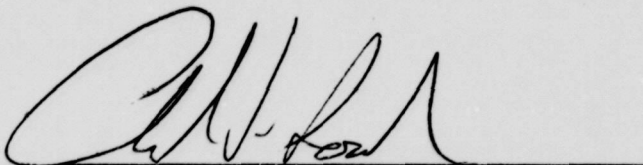
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of April, 1996, a copy of the foregoing International Paper Company's Objections and Responses to Applicants Second Set of Interrogatories was served, via facsimile, to all parties on the restricted service list. Additionally, copies of the foregoing were served, via hand delivery, upon the following:

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Erika Z. Jones
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2000 Pennsylvania Avenue, N.W.
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A handwritten signature in dark ink, appearing to read 'A. T. Goodson', is written over a horizontal line.

Andrew T. Goodson

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Item No. _____

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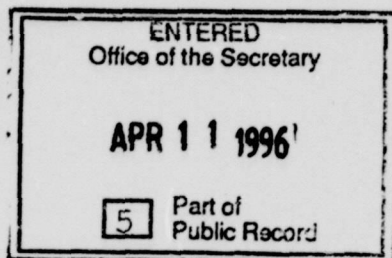
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S
OBJECTIONS AND RESPONSES TO APPLICANTS' SECOND SET
OF INTERROGATORIES AND DATA REQUESTS



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Attorneys for The Society
of the Plastics Industry, Inc.

April 9, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

**THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S
OBJECTIONS AND RESPONSES TO APPLICANTS'
SECOND SET OF INTERROGATORIES AND DATA REQUESTS**

The Society of the Plastics Industry, Inc. ("SPI"), submits the following objections and responses to the second set of discovery requests served by Applicants 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. ("SPCL") and The Denver and Rio Grande Western Railroad Company ("DRGW") (collectively referred to as the "Applicants") on April 3, 1996. These responses and objections are made, inter alia, pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding and pursuant to the discovery rulings made by Judge Nelson at the March 8, 1996 hearing.

GENERAL OBJECTIONS

The following objections are made with respect to all of the discovery requests:

1. SPI objects to production of documents or information subject to the attorney-client privilege.

2. SPI objects to the production of documents or information subject to the work product doctrine.

3. SPI objects to the production of documents or information subject to the privilege concerning communication among counsel involved in a common issue or common defense.

4. SPI objects to the production of documents or information subject to any other privilege.

5. SPI objects to the production of documents to the extent that they request information in the possession of "any member of SPI" in that said documents are not in the custody and control of SPI, that SPI members are not participants in this proceeding, except to the extent a member may have entered its own appearance in this proceeding, and further that a response would impose an unreasonable burden on SPI.

6. SPI objects to the production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

7. SPI objects to production of public documents that are readily available, including but not limited to documents on public file at the Interstate Commerce Commission, the Surface

Transportation Board, or the Securities and Exchange Commission or clippings from newspapers or other public media.

8. SPI objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

9. SPI objects to providing information or documents that are as readily obtainable by the Applicants.

10. SPI objects to the extent that the Discovery Requests seek highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.

11. SPI objects to the extent that the Discovery Requests to the extent that a response would impose an unreasonable burden on SPI.

12. SPI objects to the definition of "identify" insofar as it calls for the production of drafts and it calls for the production of routine operating and accounting documents such as invoices and receipts.

13. SPI objects to the definition of "identify" insofar as it requests home telephone numbers on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

14. SPI objects to the definitions of "relating to" as unduly vague.

15. SPI objects to the requests as overbroad and unduly burdensome to the extent that they seek documents for periods prior to January 1, 1993.

16. SPI objects to the requests to the extent that they call for the preparation of special studies not already in existence.

17. SPI objects to the requests that SPI promptly contact the Applicants' attorney to discuss its objections. SPI is hereby filing its objections and this document speaks for itself.

18. SPI objects to the requests that they attempt to impose any obligation on SPI beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

19. SPI objects to the Applicants' requests to the extent Applicants seek to impose a deadline for responses of "5:00 p.m. on the sixth calendar day from the date of service" of the requests. The 5:00 p.m. deadline referred to by the Applicants in the rulings of Judge Nelson on March 8, 1996 applies to the Applicants' service of the requests (see March 8 Rulings, Tr., p. 2056), not the responses. Responses are due on the sixth calendar day after they are received (Tr., p. 2061) in this case, April 9, 1996.

**SPI'S OBJECTIONS AND RESPONSES
TO SECOND SET OF INTERROGATORIES**

Note -- SPI limits its objections and responses to those interrogatories specifically directed at SPI as denoted in the facsimile from Harkins & Cunningham, as revised on April 4, 1996. Those interrogatories consist of Nos. 1, 8-9, 12-14, 19-20 & 22.

1. To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to Discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.] [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney-client privilege and attorney work-product doctrine, SPI objects to Interrogatory No. 1 to the extent it seeks information protected by the "common interest" and "common defense" doctrine. Notwithstanding such objections, there is: 1) an agreement between SPI, Chemical Manufacturers Association ("CMA") and the National Industrial Transportation League ("NITL") to share in the funding of the L. E. Peabody analytical efforts in connection with the UP/SP merger; 2) an agreement between SPI, CMA, and NITL to share in the fees and expenses with respect to professor William G. Shepherd's testimony relating to the UP/SP merger; and 3) an agreement with

L. E. Peabody & Associates concerning its scope of work for CMA, NITL and SPI.

8. If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, see testimony of William G. Shepherd attached to SPI's March 29, 1996 Comments as Verified Statement of William G. Shepherd ("SPI V.S.-7").

9. The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, SPI objects to this Interrogatory No. 9 to the extent that it calls for speculation of opinion, not facts, and to the extent that it requires SPI to perform a special study in order to respond to the interrogatory.

12. Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly. [A11]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney-client privilege, attorney work-product doctrine and relevance objections, SPI objects to Interrogatory No. 12 to the extent that the term "who you claim" is vague and ambiguous, to the extent it calls for speculation of opinion, not facts, and to the extent that it requires SPI to perform a special study in order to respond to the interrogatory.

13. To the extent not done as part of your prior discovery responses or March 29 filings, state whether your members have been polled in some manner to indicate their views about what position you should take concerning the application in your March 29 filings. [CMA, WCTL, NITL, SPI]

RESPONSE:

Subject to and without waiving the General Objections stated above, SPI objects to Interrogatory No. 13 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information as to whether its members have been polled since such information is not related to the impact of the UP/SP merger on the public. See Finance Docket No. 32760, I.C.C. Decision No. 6, p. 8 (parameters for relevant discovery). Notwithstanding said objections, SPI states that its position was developed pursuant to its organizational structure and processes.

14. To the extent not done as part of your prior discovery responses or March 29 filings, approximately how many of your members (by number or percentage) (a) support the position taken in your March 29 filings, (b) do not support that position, or (c) have expressed no view to you about that position. [CMA, WCTL, NITL, SPI]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney-client privilege, attorney work-product doctrine and relevance objections, SPI objects to Interrogatory No. 14 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information not related to the impact of the UP/SP merger on the public. See Finance Docket No. 32760, I.C.C. Decision No. 6, p. 8 (parameters for relevant discovery), and to the extent that it requires SPI to perform a special study in order to respond to the interrogatory.

19. To the extent not done as part of your prior discovery responses or March 29 filings, identify all information that was relied upon by William G. Shepherd for his statement, in the section of his testimony under the heading "Easy entry," that "in the case of the movement of massive amounts of Powder River Basin coal, the capture of just a few individual movements of traffic between a single origin and a single destination for a single customer were large enough by themselves to support the investment required." (NITL-9, Shepherd V.S. pp. 20-21), and provide a summary of any conversation in which such information was provided. [NITL, SPI]

RESPONSE:

See Response to this Interrogatory by NITL.

20. With respect to the statement of William G. Shepherd referred to in the preceding request, identify the physical assets referred to as the "investment required," and Dr. Shepherd's understanding at the time he signed his statement of the dollar amounts of such investments. [NITL, SPI]

RESPONSE:

See Response to this Interrogatory by NITL.

22. To the extent not done as part of your prior discovery responses or March 29 filings, identify your members involved in the decision to file your opposition to the UP/SP merger, and briefly state the position of each participant in that decision. [SPI, NITL, WCTL, CMA]

RESPONSE:

Subject to and without waiving the General Objections stated above in particular the attorney-client privilege and attorney work-product doctrine, SPI objects to Interrogatory No. 22 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information not related to the impact of the UP/SP merger on the public. See Finance Docket No. 32760, I.C.C. Decision No. 6, p. 8 (parameters for relevant discovery), to the extent that it would require SPI to perform a special study in order to respond to the interrogatory and to the extent that it seeks information protected under the First Amendment to the Constitution of the United States by the Noerr-Pennington doctrine and by NAACP v. Alabama, 357 U.S. 449 (1958).

**SPI'S OBJECTIONS AND
RESPONSES TO SECOND SET OF DOCUMENT REQUESTS**

Note -- SPI limits its objections and responses to those document requests specifically directed at SPI as denoted in the facsimile from Harkins & Cunningham, as revised on April 4, 1996. Those document requests consist of Nos. 1-20, 24-26, 29-32, 35, 40 & 53-57.

1. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings. [All]

RESPONSE:

None.

2. To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings. [All]

RESPONSE:

A copy of the diskette containing such information may be found in SPI's depository.

3. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger. [All]

RESPONSE:

None.

4. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger. [All]

RESPONSE:

None.

5. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options. [All]

RESPONSE:

None.

6. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement. [All]

RESPONSE:

None.

7. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger. [All]

RESPONSE:

None.

8. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP. [All]

RESPONSE:

None.

9. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would

more likely be found, discussing competition between single-line and interline rail transportation. [A11]

RESPONSE:

None.

10. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally. [A11]

RESPONSE:

None.

11. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject. [A11]

RESPONSE:

None.

12. To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. [A11]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney work-product doctrine objection, SPI may have documents from Conrail and/or KCS that were distributed as part of a general distribution. SPI assumes such documents will be produced by those parties.

13. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations,

solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding. [A11]

RESPONSE:

None.

14. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.] [A11]

RESPONSE:

Correspondence addressed to the Railroad Commission of Texas may be found in SPI's depository.

15. To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.] [A11]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney work-product doctrine

objection, SPI's counsel has notes with respect to a meeting of the Transportation Club of Houston on February 6, 1996 in Houston, Texas. Such notes are covered by the attorney work-product doctrine. Any documents other than those of counsel which are located will be placed in SPI's depository.

16. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding. [A11]
RESPONSE:

None.

17. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger. [A11]
RESPONSE:

None.

18. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [A11]
RESPONSE:

None.

19. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to,-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that

you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All]

RESPONSE:

None.

20. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1. [All]

RESPONSE:

SPI objects to production of the document described under (3) in response to Interrogatory 1 as work product. The document described under (1) in Interrogatory 1 is available in SPI's depository.

24. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings cite, rely upon, endorse or purport to agree with analyses by any of the following persons, produce all communications with Richard C. Levin, Curtis M. Grimm, James M. MacDonald, Clifford M. Winston, Thomas M. Corsi, Carol A. Evans or Steven Salop concerning econometric analyses of rail pricing, and all documents relating to such communications. [All]

RESPONSE:

None.

25. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways. [All]

RESPONSE:

Subject to and without waiving the General Objections stated

above, in particular the privilege and relevance objections, SPI objects to this Request No. 25 to the extent that it is unintelligible. Notwithstanding said objections, to the extent this interrogatory can be interpreted, SPI has no such documents.

26. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents sufficient to show your financial support for, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4. [All]

RESPONSE:

None.

29. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West-Coast ports. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, SPI objects to this Request No. 29 to the extent that it is unintelligible. Notwithstanding said objections, to the extent this interrogatory can be interpreted, SPI has no such documents.

30. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed those subjects, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing (a) transport pricing or competition for chemicals or petrochemicals (i.e., any STCC 28 or STCC 29 commodity, or such

commodities generally, (b) the handling of such commodities by railroads, (c) the handling of such commodities by other modes, (d) storage-in-transit of such commodities, or (e) source or destination competition, shifting of production or shipments among facilities, modal alternatives or shipper leverage as constraints on rail rates or service for such commodities. [RRs, chems., SPI]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, SPI objects to this Request No. 30 to the extent that it is unintelligible. Notwithstanding said objections, to the extent this interrogatory can be interpreted, SPI has no such documents.

31. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP. [All]

RESPONSE:

None.

32. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger. [All]

RESPONSE:

None.

40. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the

proposal, and (d) any pro forma financial statements with respect to the proposal. [A11]

RESPONSE:

None.

53. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings, [A11]

RESPONSE:

None.

54. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing build-ins or the possibility of build-ins by any railroad, or build-outs or the possibility of build-outs to any shipper, at Texas or Louisiana facilities of producers of polyethylene or polypropylene. [SPI]

RESPONSE:

None.

55. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing capacity, capacity expansion, or the relocation of capacity for the production of polyethylene or polypropylene. [DOW, UCC, SPI]

RESPONSE:

None, other than those studies, reports or literature on the subject of "capacity" available to the public. Also, SPI may have capacity surveys which are interim to the data reported in "facts and figures," which has been produced.

56. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing to (sic) the transload of polyethylene or polypropylene from truck to rail at the rail origin, or from rail to truck at the rail destination. [DOW, UCC, SPI]

RESPONSE:

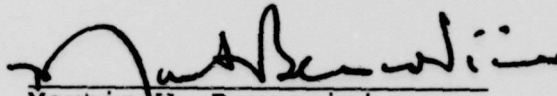
None.

57. Produce all documents in your possession reflecting or setting forth the position of any individual member on the merits of the UP/SP merger or any position taken by you concerning the merger. [SPI, NITL, WCTL, CMA]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney-client privilege, attorney work-product doctrine and relevance objections, SPI objects to Request No. 57 in that it requires SPI to perform a special study in order to respond to the interrogatory. SPI's position was set forth in its Comments filed with the Surface Transportation Board on March 29, 1996.

Respectfully submitted,



Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett III
Leslie E. Silverman

KELLER AND HECKMAN
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Suite 500 West
Washington, D.C. 20001
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Fax: (202) 434-4646

April 9, 1996

Attorneys for The Society
of the Plastics Industry, Inc.

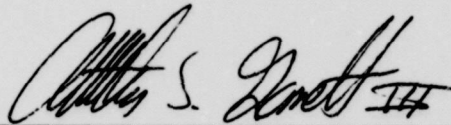
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing The Society of the Plastics Industry, Inc.'s Objections and Responses to the Applicants' Second Set of Interrogatories and Data Requests was served this 9th day of April, 1996, by hand-delivery, on counsel for Applicants as follows:

Arvid E. Roach II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

Paul A. Cunningham
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and, by mail upon the remainder of the Restricted Service List.



Arthur S. Garrett III

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Item No. _____

Page Count 19

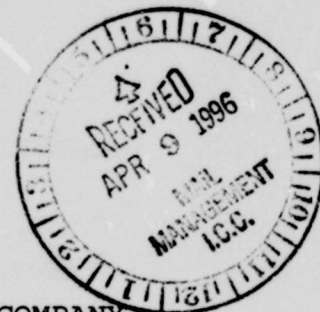
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UCC - S

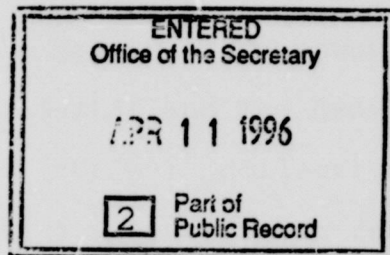
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

UNION CARBIDE CORPORATION'S
OBJECTIONS AND RESPONSES TO APPLICANTS' SECOND SET
OF INTERROGATORIES AND DATA REQUESTS



Martin W. Bercovici
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Attorneys for
Union Carbide Corporation

April 9, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

UNION CARBIDE CORPORATION'S
RESPONSES AND OBJECTIONS TO APPLICANTS'
SECOND SET OF INTERROGATORIES AND DATA REQUESTS

Union Carbide Corporation ("Union Carbide" or "UCC"),
submits the following objections and responses to the second set
of discovery requests served by Applicants 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. ("SPCL") and The Denver and Rio Grande Western Railroad
Company ("DRGW") (collectively referred to as the "Applicants")
on April 3, 1996. These responses and objections are made, inter
alia, pursuant to paragraph 1 of the Discovery Guidelines
applicable to this proceeding and pursuant to the discovery
rulings made by Judge Nelson at the March 8, 1996 hearing.

GENERAL OBJECTIONS

The following objections are made with respect to all of the discovery requests:

1. Union Carbide objects to the production of documents or information subject to the attorney-client privilege.

2. Union Carbide objects to the production of documents or information subject to the work product doctrine.

3. Union Carbide objects to the production of documents or information subject to the privilege concerning communication among counsel involved in a common issue or common defense.

4. Union Carbide objects to the production of documents or information subject to any other privilege.

5. Union Carbide objects to the production of documents to the extent that it requests information that is not in the custody and control of Union Carbide and further that a response would impose an unreasonable burden on Union Carbide.

6. Union Carbide objects to the production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

7. Union Carbide objects to production of public documents that are readily available, including but not limited to documents on public file at the Interstate Commerce Commission, the Surface Transportation Board, or the Securities and Exchange Commission or clippings from newspapers or other public media.

8. Union Carbide objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

9. Union Carbide objects to providing information or documents that are as readily obtainable by the Applicants.

10. Union Carbide objects to the extent that the Discovery Requests seek highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.

11. Union Carbide objects to the extent that the Discovery Requests to the extent that a response would impose an unreasonable burden on Union Carbide.

12. Union Carbide objects to the definition of "identify" insofar as it calls for the production of drafts and it calls for the production of routine operating and accounting documents such as invoices and receipts.

13. Union Carbide objects to the definition of "identify" insofar as it requests home telephone numbers on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

14. Union Carbide objects to the definitions of "relating to" as unduly vague.

15. Union Carbide objects to the requests as overbroad and unduly burdensome to the extent that they seek documents for periods prior to January 1, 1993.

16. Union Carbide objects to the requests to the extent that they call for the preparation of special studies not already in existence.

17. Union Carbide objects to the requests that Union Carbide promptly contact the Applicants' attorney to discuss its objections. Union Carbide is hereby filing its objections and this document speaks for itself.

18. Union Carbide objects to the requests that they attempt to impose any obligation on Union Carbide beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

19. Union Carbide objects to the Applicants' requests to the extent Applicants seek to impose a deadline for responses of "5:00 p.m. on the sixth calendar day from the date of service" of the requests. The 5:00 p.m. deadline referred to by the Applicants in the ruling of Judge Nelson on March 8, 1996 applies to the Applicants' service of the requests (see March 8 Rulings, Tr., p. 2056), not the responses. Responses are due on the sixth calendar day after they are received (Tr., p. 2061) in this case, April 9, 1996.

20. Union Carbide objects to Applications' callous disregard for the religious holidays that occurred immediately upon the service of the challenged discovery. Applicants' served discovery at the close of business on April 3, 1996 seeking to compel substantive responses within six calendar days, that is, on April 9. April 5, 1996 was Good Friday. Union Carbide was closed. April 6 was a Saturday and Union Carbide was closed -- a fact that Applicants and their counsel surely knew. April 7, 1996 was Easter and Union Carbide was closed -- a fact that Applicants and their counsel surely knew. Thus, Applicants served their discovery in a fashion that at best left three days for Union Carbide to research and prepare its responses. Such actions by Applicants were truly unreasonable and are unduly burdensome. Judge Nelson surely has not sanctioned such conduct.

**UNION CARBIDE'S OBJECTIONS AND
RESPONSES TO SECOND SET OF INTERROGATORIES**

Note -- Union Carbide limits its objections and responses to those interrogatories specifically directed at Union Carbide as denoted in the facsimile from Harkins & Cunningham, as revised on April 4, 1996. Those interrogatories consist of Nos. 1, 8-10 & 12.

1. To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to Discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any

aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.] [All]

RESPONSE:

None.

8. If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market. [All]

RESPONSE:

Union Carbide does not make this contention in its filing and therefore no response is necessary.

9. The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, Union Carbide objects to this Interrogatory No. 9 to the extent that it calls for speculation of opinion, not facts, and to the extent that it requires Union Carbide to perform a special study in order to respond to the interrogatory.

10. If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards you use for

determining whether to invest in improvements in your business.
[All but Govt's, Assns]

RESPONSE:

Union Carbide does not make this contention in its filing and therefore no response is necessary.

12. Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the attorney-client privilege, attorney work-product doctrine and relevance objections, Union Carbide objects to Interrogatory No. 12 to the extent that the term "who you claim" is vague and ambiguous and to the extent it calls for speculation of opinion, not facts, and to the extent that it requires Union Carbide to perform a special study in order to respond to the interrogatory.

**UNION CARBIDE'S OBJECTIONS AND
RESPONSES TO SECOND SET OF DOCUMENT REQUESTS**

Note -- Union Carbide limits its objections and responses to those document requests specifically directed at Union Carbide as denoted in the facsimile from Harkins & Cunningham, as revised on April 4, 1996. Those document requests consist of Nos. 1-21, 23-26, 29-32, 40, 53 & 55-56.

1. To the extent not done as part of your prior discovery responses or March-29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings. [All]

RESPONSE:

None.

2. To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings. [A11]

RESPONSE:

None.

3. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger. [A11]

RESPONSE:

None.

4. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger. [A11]

RESPONSE:

None.

5. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options. [A11]

RESPONSE:

None.

6. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC

Settlement Agreement, or the Utah Railway Settlement Agreement.
[All]

RESPONSE:

None.

7. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger. (All)

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, Union Carbide has no such documents.

8. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP. [All]

RESPONSE:

None.

9. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation. [All]

RESPONSE:

None.

10. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would

more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally. [A11]

RESPONSE:

None.

11. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject. [A11]

RESPONSE:

None.

12. To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. [A11]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the settlement privilege, attorney-client privilege and attorney work-product doctrine objections, Union Carbide may have documents from Conrail and/or KCS that were distributed as part of a general distribution. Union Carbide assumes such documents will be produced by those parties. Other relevant documents are being placed in Union Carbide's depository.

13. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding. [A11]

RESPONSE:

None.

14. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.] [A11]

RESPONSE:

None.

15. To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.] [A11]

RESPONSE:

None.

16. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding. [A11]

RESPONSE:

None.

17. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger. [A11]

RESPONSE:

None.

18. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All]

RESPONSE:

None other than documents related to settlement and thus protected under the settlement privilege. See General Objection No. 6.

19. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All]

RESPONSE:

None.

20. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1. [All]

RESPONSE:

None.

21. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding. [All but govt's, assns.]

RESPONSE:

None.

23. To the extent not done as part of your prior discovery responses or March 29 filings, produce all your business plans or strategic plans, if those filings referred to the possible impact of the merger on your future business. [All but govt's, assns]
RESPONSE:

None.

24. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings cite, rely upon, endorse or purport to agree with analyses by any of the following persons, produce all communications with Richard C. Levin, Curtis M. Grimm, James M. MacDonald, Clifford M. Winston, Thomas M. Corsi, Carol A. Evans or Steven Salop concerning econometric analyses of rail pricing, and all documents relating to such communications. [All]

RESPONSE:

None.

25. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, Union Carbide objects to this Request No. 25 to the extent that it is unintelligible. Notwithstanding said objections, to the extent this interrogatory can be interpreted, Union Carbide has no such documents.

26. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents sufficient to show your financial support for, establishment of,

participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4. [All]

RESPONSE:

None.

29. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West-Coast ports. [All]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the privilege and relevance objections, Union Carbide objects to this Request No. 29 to the extent that it is unintelligible. Notwithstanding said objections, to the extent this interrogatory can be interpreted, Union Carbide has no such documents.

30. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed those subjects, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing (a) transport pricing or competition for chemicals or petrochemicals (i.e., any STCC 28 or STCC 29 commodity, or such commodities generally, (b) the handling of such commodities by railroads, (c) the handling of such commodities by other modes, (d) storage-in-transit of such commodities, or (e) source or destination competition, shifting of production or shipments among facilities, modal alternatives or shipper leverage as constraints on rail rates or service for such commodities. [RRs, chems., SPI]

RESPONSE:

Subject to and without waiving the General Objections stated above, in particular the relevance objections, Union Carbide objects to Request No. 30 as vague and overbroad.

31. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP. [A11]

RESPONSE:

None.

32. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger. [A11]

RESPONSE:

None.

40. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal. [A11]

RESPONSE:

None.

53. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or

reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings. [ALL]

RESPONSE:

All relevant documents have been produced.

55. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing capacity, capacity expansion, or the relocation of capacity for the production of polyethylene or polypropylene. [DOW, UCC, SPI]

RESPONSE:

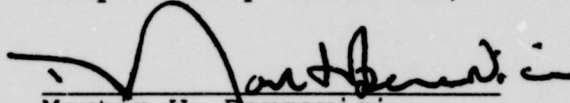
Subject to and without waiving the General Objections stated above, Union Carbide objects to Request No. 55 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information not related to the impact of the UP/SP merger on the public. See Finance Docket No. 32760, I.C.C. Decision No. 6, p. 8 (parameters for relevant discovery). Union Carbide further objects to this Request No. 55 as burdensome. Union Carbide considers capacity expansion on a periodic basis and therefore has thousands of documents over a period of many years and involving a multitude of departments and several dozen individuals within the company. These documents are also some of the most sensitive corporate documents and should not be required to be produced except under a showing of particularized need and then only under the procedures adopted for Applicants' most sensitive documents designed to assure the highest degree of confidentiality.

56. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing to the (sic) transload of polyethylene or polypropylene from truck to rail at the rail origin, or from rail to truck at the rail destination. [DOW, UCC, SPI]

RESPONSE:

None.

Respectfully submitted,



Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett III
Leslie E. Silverman

KELLER AND HECKMAN
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

April 9, 1996

Attorneys for Union Carbide
Corporation

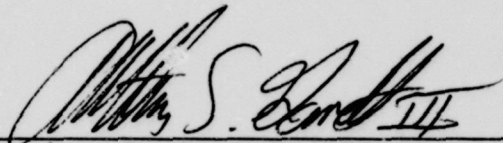
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Union Carbide Corporation's Objections and Responses to the Applicants' Second Set of Interrogatories and Data Requests was served this 9th day of April, 1996, by hand-delivery, on counsel for Applicants as follows:

Arvid E. Roach II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

Paul A. Cunningham
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and, by mail upon the remainder of the Restricted Service List.



Arthur S. Garrett III

discovery conference (Hearing transcript, p. 2264-65). Dow objects to this request to the extent it imposes a greater obligation upon Dow than the stipulation agreed upon between Dow and the Applicants. Subject to these objections, Dow responds that relevant, non-privileged documents have been produced by Dow in response to prior discovery requests or in Dow's March 29th filing.

Respectfully submitted,



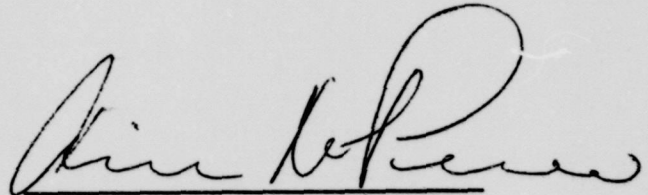
Nicholas J. DiMichael
Jeffrey O. Moreno
DONELAN, CLEARY, WOOD & MASER, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934
(202) 371-9500

April 9, 1996

Attorneys for The Dow Chemical Company

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing OBJECTIONS AND RESPONSES OF THE DOW CHEMICAL COMPANY TO APPLICANTS' SECOND SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTIONS OF DOCUMENTS has been served via facsimile upon the Applicants and by regular first class mail upon all parties on the restricted service list in this proceeding on the 9th day of April, 1996.

A handwritten signature in cursive script, appearing to read "Aimee L. DePew", written over a horizontal line.

Aimee L. DePew

STB

FD

32760

4-9-96

B

81544

Item No. _____

Page Count 17

Apr #239

81544

ON BOGGS, L.L.P.
50 M STREET, N.W.
WASHINGTON, D.C. 20037-1350
(202) 457-6000

FACSIMILE: (202) 457-6315

WRITER'S DIRECT DIAL
(202) 457-6335

April 9, 1996



Hon. Vernon A. Williams, Secretary
Surface Transportation Board
Room 2215
1201 Constitution Avenue, N.W.
Washington, DC 20423

Re: UP/SP Merger Proceeding (Finance Docket No. 32760)

Dear Mr. Williams:

Enclosed for filing are an original and twenty copies of the Chemical Manufacturers Association Response and Objections to Applicant's Second Set of Interrogatories and Request for Production of Documents (CMA-8). Also enclosed is a 3.5" disk containing the text of the pleading in Work Perfect 5.1

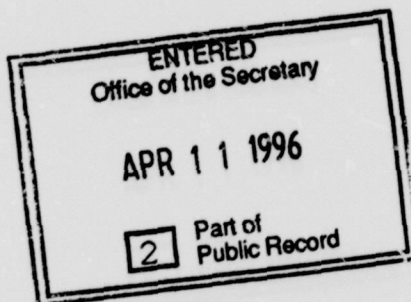
Sincerely,

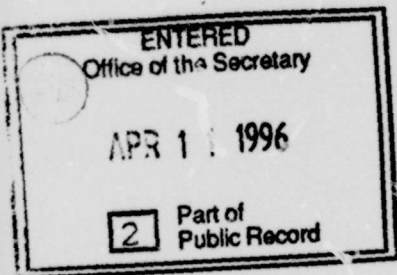
A handwritten signature in dark ink, appearing to be "Scott N. Stone".

Scott N. Stone

Counsel for Chemical Manufacturers
Association

/dls

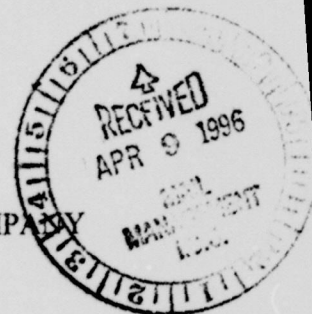




CMA-8

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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 CORPORATION AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

CHEMICAL MANUFACTURERS ASSOCIATION'S
RESPONSES AND OBJECTIONS TO APPLICANTS' SECOND SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

The Chemical Manufacturers Association ("CMA") submits the following responses and objections to the discovery requests served by Applicants on April 3, 1996.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests.

1. CMA objects to production of documents or information subject to the attorney-client privilege.
2. CMA objects to production of documents or information subject to the work product doctrine, except to the extent such documents or information are workpapers in support of testimony presented to the Board.

3. CMA objects to production of public documents that are readily available.
4. CMA objects to the production of draft verified statements and related documents.
5. CMA objects to providing information or documents that are as readily obtainable by Applicants from their own files.
6. CMA objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.
7. CMA objects to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.
8. CMA objects to the interrogatories and document requests as overbroad and unduly burdensome to the extent that they seek information or documents for periods prior to January 1, 1993.
9. CMA objects to the interrogatories and document requests to the extent that they seek information not in the possession of CMA.
10. CMA objects to the interrogatories and document requests to the extent they seek information that is already provided in the March 29, 1996 comments and supporting verified statements filed by CMA.
11. CMA objects to the interrogatories and document requests to the extent they seek to probe into the deliberative and decisionmaking processes of CMA, on the ground that such processes are protected by an associational privilege grounded in the First Amendment, and on the further ground that such inquiry is irrelevant to any legitimate factual or legal dispute in this proceeding.

ADDITIONAL OBJECTIONS AND RESPONSES TO SPECIFIC INTERROGATORIES

Interrogatory No. 1: To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informer's privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.]

Response:

CMA understands that a copy of CMA's agreement with The National Industrial Transportation League and The Society of the Plastics Industry, Inc., is being provided in the document responses of those parties. There is no other responsive agreement.

Interrogatory No. 8: If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market.

Additional Objection and Response:

The phrase "would always compete less vigorously" is vague. Subject to this objection and the general objections above, CMA states that the testimony of its expert economist Dr. Shepherd supports the conclusion that two-firm competition can be expected to be less vigorous than three-firm competition in any given market. CMA is unaware of any evidence showing that rail competition has become more vigorous after there has been a reduction from three to two Class I railroads serving a particular market.

Interrogatory No. 9: The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer.

Additional Objections:

The interrogatory is vague concerning which "expectations" CMA is supposed to review and comment on. CMA notes that the views of the shippers at pages 172-75 are grouped under a heading referring to the effect on 3-to-2 traffic; hence CMA restates its response to Interrogatory No. 8 above.

Interrogatory No. 12: Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly.

Additional Objection and Response:

CMA objects on the basis of relevance. Subject to this objection and the general objections above, CMA has claimed neither that any shippers have expressed support for its position nor that any shippers have not supported its position.

Interrogatory No. 13: To the extent not done as part of your prior discovery responses or March 29 filings, state whether your members have been polled in some manner to indicate their views about what position you should take concerning the application in your March 29 filings.

Additional Objection and Response:

Subject to the general objections above, CMA states that its members have not been polled about what position CMA should take other than in votes as part of the deliberative and decision-

making processes of CMA. Regarding the details of any such votes and other inquiry into the deliberative processes of CMA, CMA reiterates its general objection 11 above.

Interrogatory No. 14: To the extent not done as part of your prior discovery responses or March 29 filings, approximately how many of your members (by number or percentage) (a) support the position taken in your March 29 filings, (b) do not support that position, or (c) have expressed no view to you about that position.

Additional Objection and Response:

CMA objects on the ground of relevance. Subject to this objection and the general objections stated above, CMA states that the position stated in its comments filed March 29 were duly approved by CMA through its deliberative and decisionmaking processes as an association. As stated in its response to Interrogatory No. 13, CMA has not otherwise polled its members about CMA's position.

Interrogatory No. 22: To the extent not done as part of your prior discovery responses or March 29 filings, identify your members involved in the decision to file your opposition to the UP/SP merger, and briefly state the position of each participant in that decision.

Objections:

CMA reasserts its general objections, and in particular general objection 11. CMA's deliberations and decisions regarding this case are protected by an associational privilege, as stated in general objection 11.

RESPONSES AND ADDITIONAL OBJECTIONS TO SPECIFIC DOCUMENT REQUESTS

Document Request No. 1: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 2: To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings.

Response:

CMA will provide machine readable disks of Mr. Crowley's workpapers to Applicants' Washington counsel.

Document Request No. 3: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger.

Response:

To CMA's knowledge, there are no documents responsive to this request other than protected work product, attorney-client privileged material, press articles and other public information, and information distributed by the Applicants and hence equally available to them.

Document Request No. 4: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger.

Response:

To CMA's knowledge, there are no documents responsive to this request other than a report prepared by a consultant as part of a bid to CMA for consultant services. This document will be provided.

Document Request No. 5: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options.

Response:

CMA will produce documents responsive to this request. Other documents otherwise responsive are publicly available press articles, or are protected by the attorney-client privilege and/or work product doctrine.

Document Request No. 6: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement.

Response:

CMA has previously agreed to provide additional portions of certain materials handed out by the KCS, IC and Conrail. Otherwise, to CMA's knowledge, there are no documents responsive to this request other than information publicly handed out by the Applicants or BNSF, press articles or other public information, and material protected by the attorney-client privilege and/or work product doctrine.

Document Request No. 7: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger.

Response:

Other than the portions of hand-outs referred to in the previous response, to CMA's knowledge there are no documents responsive to this request.

Document Request No. 8: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 9: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 10: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally.

Response:

CMA will provide responsive documents.

Document Request No. 11: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 12: To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications.

Response:

To CMA's knowledge, there are no documents responsive to this request other than documents protected by the attorney-client privilege and/or work product doctrine and shared with the NITL or SPI under the agreement referred to in the response to Interrogatory No. 1.

Document Request No. 13: To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 14: To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.]

Response:

CMA will produce responsive documents.

Document Request No. 15: To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.]

Response:

To CMA's knowledge, there are no documents responsive to this request other than documents protected by the work product doctrine.

Document Request No. 16: To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 17: To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 25: To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 26: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents sufficient to show your financial support for, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 29: To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 30: To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed those subjects, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing (a) transport pricing or competition for

chemicals and petrochemicals (i.e., any STCC 28 or STCC 29 commodity, or such commodities generally), (b) the handling of such commodities by railroads, (c) the handling of such commodities by other modes, (d) storage-in-transit of such commodities, or (e) source or destination competition, shifting of production or shipments among facilities, modal alternatives or shipper leverage as constraints on rail rates or service for such commodities.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 31: To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 32: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger.

Response:

To CMA's knowledge, there are no documents responsive to this request.

Document Request No. 40: To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or truckage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal.

Response:

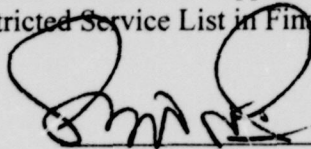
To CMA's knowledge, there are no documents responsive to this request.

David F. Zoll, Vice President
and General Counsel
Thomas E. Schick,
Assistant General Counsel
Chemical Manufacturers Association
Commonwealth Tower
1300 Wilson Boulevard
Arlington, VA 22209
(703) 741-5172

Inside counsel for Chemical
Manufacturers Association

CERTIFICATE OF SERVICE

I hereby certify that copies of Chemical Manufacturers Association's Responses and Objections to Applicants' Second Set of Interrogatories and Requests for the Production of Documents have been served this 9th day of April, 1996, by hand to Washington counsel for Applicants and BNSF, by overnight courier to inside counsel for Applicants, and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760.



Scott N. Stone
Patton Boggs, L.L.P.
2550 M Street, N.W.
Washington, DC 20037
(202) 457-6335

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Page Count 19

Apr #240

R, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA

DETROIT, MICHIGAN

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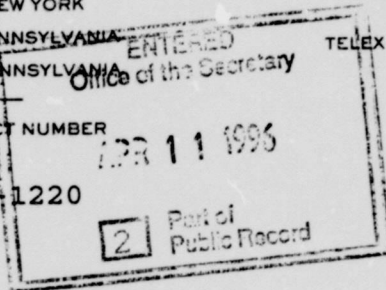
WILMINGTON, DELAWARE

BERWYN, PENNSYLVANIA

WESTMONT, NEW JERSEY

LONDON, ENGLAND

MOSCOW, RUSSIA



April 9, 1996



VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20549

Re: Finance Docket No. 32760

Dear Mr. Williams:

Enclosed for filing in the above referenced proceeding are the original and 20 copies of Illinois Power Company's Responses To Applicants' Second Set Of Interrogatories And Requests for Production Of Documents (ILP-7). Also enclosed is a stamp and return copy.

In accordance with Decision No. 15 and 16 in the above-referenced docket, the pleading has a certificate of service indicating that all parties on the restricted service list have been served by first class mail.

Thank you for your attention to this matter.

Sincerely,

Michelle J. Morris

ENTERED
Office of the Secretary

APR 11 1996

ILP-7

BEFORE THE

☒ Public
Public Record

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

ILLINOIS POWER COMPANY'S RESPONSES
TO APPLICANTS' SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Joseph L. Lakshmanan
ILLINOIS POWER COMPANY
500 South 27th Street
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Marc D. Machlin
Michelle J. Morris
PEPPER, HAMILTON & SCHEETZ
1300 19th Street, N.W.
Washington, D.C. 20036
(202) 828-1200

Attorneys for Illinois
Power Company

April 9, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.



ILLINOIS POWER COMPANY'S RESPONSES
TO APPLICANTS' SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Illinois Power Company ("Illinois Power") hereby responds to the discovery requests served by the Applicants on April 3, 1996.

GENERAL RESPONSES

The following general responses are made with respect to all of the interrogatories and document requests.

1. Illinois Power has conducted a reasonable search for documents responsive to the interrogatories and document requests. However, given the breadth and scope of these discovery requests, there is the possibility that additional documents will be located in the future and Illinois Power will supplement its responses if such documents are found during the course of this proceeding. Except as objections are noted herein,¹ all responsive documents are being produced herewith.

1. Thus, an response that states that responsive documents are being produced is subject to the General Objections, so that for example, any documents subject to attorney-client privilege or the work product doctrine are not being produced.

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. Certain of the documents that may be produced contain confidential information. Illinois Power is producing these documents subject to the protective order that has been entered in this proceeding.

4. In line with past practices in cases of this nature, Illinois Power has not secured verifications for the answers to interrogatories herein. Illinois Power is prepared to discuss the matter with Applicants if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the interrogatories and document requests.

1. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information subject to the attorney-client privilege, the work product doctrine or any other legal privilege.

2. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that are readily available, including, but not limited to, documents on public file with state utility commissions or state regulatory agencies.

3. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that are readily obtainable by Applicants' from their own files.

4. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

5. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they are vague, overbroad and unduly burdensome.

6. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they call for the preparation of special studies not already in existence.

7. Illinois Power objects to Applicants' Second Set of Interrogatories And Requests For Production Of Documents to the extent they seek information or documents concerning movements or facilities other than those placed at issue in Illinois Power's March 29 filing.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

In addition to the General Responses and General Objections, Illinois Power makes the following objections and responses to the interrogatories and requests for production of documents.

Interrogatory No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.]

Response:

Subject to and without waiving the General Objections stated above, in particular that this interrogatory includes requests for information that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and calls for information subject to the attorney-client privilege or any other legal privilege, Illinois Power responds as follows:

Illinois Power has no agreements with any other party regarding positions or actions to be taken in this proceeding.

Interrogatory No. 8

If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Since the contention as phrased was not made in the filing referred to, no further response is necessary.

Interrogatory No. 9

The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Since Illinois Power has neither studied in depth the testimony referred to nor made any statements regarding such testimony in its filings to date, it declines to comment on that testimony at this time.

Interrogatory No. 10

If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards for use for determining whether to invest in improvements in your business.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Since the contention as phrased has not been made in this proceeding, no further response is necessary.

Interrogatory No. 12

12. Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Since the claim as phrased was not made in the filing referred to, no further response is necessary.

Document Request No. 1

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 2

To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 3

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 4

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 5

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options or (d) build-in or build-out options.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 6

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, dis-

cussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 7

[To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger.]

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 8

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 9

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 10

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 11

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 12

To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 13

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 14

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law

enforcement officers under an explicit assurance of confidentiality.]

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 15

To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce prepared by your counsel.]

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 16

To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 17

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 18

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 19

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 20

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Please see response to Interrogatory No. 1.

Document Request No. 21

To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 29

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 31

To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 32

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 40

To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in

your favor or for your benefit as a condition to the UP/SP merger proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 42

To the extent not done as part of your prior discovery responses or March 29 filings, produce studies, analyses, and reports concerning the blending of coals from different areas by generating plants.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 49

Produce studies, analyses or reports discussing alternative sources of coal for use at Illinois Power Company's Havana and Wood River facilities.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Document Request No. 53

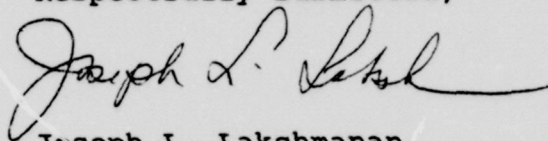
To the extent not done as part of your prior discovery responses or March 29 filings produce all studies, analyses or reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents in addition to those provided previously.

Respectfully submitted,



Joseph L. Lakshmanan
ILLINOIS POWER COMPANY
500 South 27th Street
Decatur, IL 62525

Marc D. Machlin
Michelle J. Morris
PEPPER HAMILTON & SCHEETZ
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Illinois Power Company's Responses To Applicants' Second Set Of Interrogatories And Requests for Production Of Documents (ILP-7) was served on the following persons via hand delivery this 9th day of April, 1996:

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Arvid E. Roach, II
J. Michael Hemmer
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave. N.W.
Washington, D.C. 20044

Judge Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory
Commission
825 North Capitol Street, N.E.
Washington, D.C. 20426

A copy of the foregoing document was also sent by first class mail to all parties of record on the restricted service list.

Michelle J. Morris
Michelle J. Morris

April 9, 1996

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Mem No. _____

Page Count _____

Apr #241

FOR COMPETITIVE RAIL TRANSPORTATION

MOBILIZATION OFFICE

1029 North Royal Street

Suite 400

Alexandria, Va. 22314

Office: (800) 814-3531

Fax: (800) 641-2255

April 9, 1996

Via Hand Delivery

Honorable Vernon A. Williams

Secretary

The Surface Transportation Board

1201 Constitution Avenue, N.W.

Washington, D.C. 20423



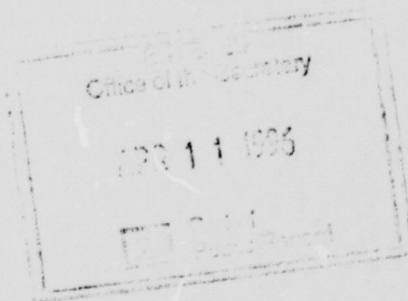
Re: Finance Docket No. 32760, *Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control & Merger -- Southern Pacific Railroad Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and the Denver and Rio Grande Western Railroad Company*

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are an original and twenty copies of the Coalition for Competitive Rail Transportation's responses to Applicants' second set of interrogatories and requests for production of documents identified as CCRT-6.

Respectfully Submitted,

John T. Estes
Executive Director



Office of the Secretary

- 1 -

APR 11 1996

RECEIVED
U.S. DEPARTMENT OF TRANSPORTATION

CCRT-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

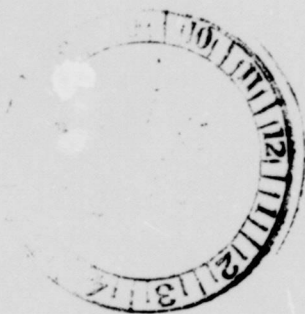
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

COALITION FOR COMPETITIVE RAIL TRANSPORTATION (CCRT)
RESPONSES TO APPLICANTS' SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

John T. Estes
Executive Director
Coalition for Competitive Rail Transportation
1029 North Royal Street, Suite 400
Alexandria, Va 22314
(800) 814-3531

April 9, 1996





CCRT-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

John T. Estes
April 9, 1996
Executive Director
Coalition for Competitive Rail Transportation (CCRT)
1029 North Royal Street
Suite 400
Alexandria, Virginia 22314
phone: (800) 814-3531
fax: (800) 641-2255

COALITION FOR COMPETITIVE RAIL TRANSPORTATION (CCRT)
RESPONSES TO APPLICANTS' SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Coalition for Competitive Rail Transportation (CCRT) submits
the following responses to the discovery request served by
Applicants (UP/SP) on April 3, 1996.

RESPONSES TO INTERROGATORIES AND DOCUMENT REQUESTS

1. To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe any agreements or understandings that you have with any other party to this proceeding regarding positions or actions to be taken in or otherwise relating to this proceeding, including any "joint defense" or "common interest" agreement, or any confidentiality agreement on which you rely in objecting to discovery requests or invoking an informers privilege or other privilege. [Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Conrail contends that any aspect of such agreement is privileged, state the parties to, date of, and general subject of the agreement.] [A11]

Response: CCRT has entered into no such agreement or understanding with any party to this proceeding regarding any CCRT position, action, defense, or with respect to any discovery request.

2. To the extent not done as part of your prior discovery responses or March 29 filings, identify each line segment that you operate or have operated on a directional basis, either entirely or to some degree. For each such line segment, (a) state every significant respect in which your service to any shippers is or was improved by operating directionally, (b) state every significant respect in which your service to any shippers is or was adversely affected by operating directionally, and (c) explain why you operate or operated the line segment directionally. [CR, KCS, T-M]

3. To the extent not done as part of your prior discovery responses or March 29 filings, state whether you discriminate or have discriminated against trackage rights tenants in the dispatching and other service that you provide where other railroads operate over your lines. State approximately how often and by whom such allegations have been made? Identify any instances where they were well-founded.
[RRs]

4. To the extent not done as part of your prior discovery responses or March 29 filings, explain why, if you were to purchase SP lines between St. Louis/Memphis and Texas, you believe that you would provide superior service, greater transportation efficiency, or other larger public benefits

than would another railroad as purchaser of those lines. [CR, KCS]

5. To the extent not done as part of your prior discovery responses or March 29 filings, (a) describe any specific proposal you have for line sales or trackage rights in your favor as a condition to the UP/SP merger, (b) state whether you have conducted a market analysis with respect to the proposal, (c) state whether you have prepared an operating plan with respect to the proposal, and (d) state whether you have prepared pro forma financial statements with respect to the proposal. [RRs]

6. To the extent not done as part of your prior discovery responses or March 29 filings, describe in detail the major investments in the SP-East lines that Conrail is prepared to make. [CR]

7. To the extent not done as part of your prior discovery responses or March 29 filings, identify and describe in detail any documents relating to, discussions between Conrail's former Chief Executive Officer James A. Hagen and Philip F. Anschutz, at a time when Mr. Anschutz was affiliated with SP, concerning the possible purchase by Conrail of all or any part of SP. This interrogatory is without limitation as to date. [CR]

8. If you contend in your March 29 filing that reduction from 3-to-2 in the number of railroads serving various shippers or markets as a result of the merger is a reason for denying approval, state whether you contend that two Class I railroads would always compete less vigorously than three Class I railroads would in any given market. [All]

Response: CCRT makes no contention that any two Class I railroads would always compete less vigorously than three such railroads; however, shippers statements to CCRT analyzed such reduced competition at, inter alia, pages 5 to 25 of the CCRT March 29th filing and accordingly Applicant is referred to such filing.

9. The testimony of Richard Peterson on behalf of Applicants describes, at pages 172-75, the views of a number of shippers with respect to competition between a merged UP/SP and BNSF. State whether you believe that those shippers are correct or incorrect in the expectations they have expressed in their statements filed in this proceeding concerning the effects of a UP/SP merger on competition and explain the reasons for that answer. [All]

Response: CCRT has no information regarding any testimony of a Mr. Richard Peterson, nor of the identity

opinions nor exceptions of any shippers with respect to any such alleged testimony.

10. If you contend that there are significant investments in improvements of its railroad that SP could or should have made, or can and should make, identify them and describe any rates of return, hurdle rates, or like standards you use for determining whether to invest in improvements in your business. **[All but Govts, Assns]**

11. If your March 29 filings contend that rate or service competition will or may substantially lessen because the merger will reduce the number of railroads serving various points from 3-to-2 or 2-to-1, (a) identify those points served by you and (i) no railroad or (ii) one other railroad, (b) state whether rates and service at such points is generally competitive, and (c) estimate what proportion of your business (by revenue or volume) is accounted for by movements where you are (i) the only railroad directly serving the origin or destination, and (ii) one of two railroads directly serving the origin or destination. **[RRs]**

12. Identify all shippers who you claim have expressed support for your position in this proceeding in your March 29 filings who are presently served at a point of origin or destination by both UP and SP directly. **[All]**

Response: CCRT refers Applicant to the CCRT March 29th filing and the voluntary statements, positions and facts set forth therein of shippers and their commercial relationship with either the UP or the SP.

13. To the extent not done as part of your prior discovery responses or March 29 filings, state whether your members have been polled in some manner to indicate their views about what position you should take concerning the application in your March 29 filings. [CMA, WCTL, NITL, SPI]

14. To the extent not done as part of your prior discovery responses or March 29 filings, approximately how many of your members (by number or percentage) (a) support the position taken in your March 29 filings, (b) do not support that position, or (c) have expressed no view to you about that position. [CMA, WCTL, NITL, SPI]

15. Provide information maintained in the regular course of business about "Variance from ETI" for Conrail traffic delivered to UP at Chicago and at Salem for October 1995, and for January and February 1996. [CR]

16. Describe any agreements or understandings entered into between Conrail and Phillips Petroleum since

November 30, 1995, relating to rail transportation rates.

[CR]

17. With respect to the document attached as Exhibit A, (a) state whether it is a true copy of a survey instrument used by Snaveley, King & Associates on your behalf in surveying shippers as to their views about the UP/SP merger ("SKA survey"), (b) identify documents sufficient to show the results of the SKA survey, and (c) explain why the results of the SKA survey were not included as part of your March 29 filings. [KCS]

18. To the extent not done as part of your prior discovery responses or March 29 filings, as to each power plant that your March 29 filings specifically indicate may be affected by the UP/SP merger, or that is referred to in those filings as recent situations where both SPRB and Colorado/Utah coal have been or are being used successfully in the same power plant, and as to each mine used as a source of coal used at such plant, state the tonnage, average minehead price, average delivered price, BTU content, and percentage sulphur content of the coal used by that plant. [Kennecott, AEP, WCTL, Ill. P., Wis. Elec., SPP]

19. To the extent not done as part of your prior discovery responses or March 29 filings, identify all

information that was relied upon by William G. Shepherd for his statement, in the section of his testimony under the heading "Easy entry," that "in the case of the movement of massive amounts of Powder River Basin coal, the capture of just a few individual movements of traffic between a single origin and a single destination for a single customer were large enough by themselves to support the investment required." (NITL-9, Shepherd V.S. pp. 20-21), and provide a summary of any conversation in which such information was provided. [NITL; SPI]

20. With respect to the statement of William G. Shepherd referred to in the preceding request, identify the physical assets referred to as the "investment required," and Dr. Shepherd's understanding at the time he signed his statement of the dollar amounts of such investments. [NITL, SPI]

21. With respect to the statement of Curtis Grimm (KCS-33 Vol. I at p. 198) that "SP participates in 50% or more of the movements for over \$1 billion of the 3-to-2 traffic," state whether this total included traffic for which SP is the exclusive serving carrier at the origination or the destination, and, if so, identify or provide all documents, including computer tapes, sufficient to identify traffic for

which SP is the exclusive serving carrier at the origin or the destination. **[KCS]**

22. To the extent not done as part of your prior discovery responses or March 29 filings, identify your members involved in the decision to file your opposition to the UP/SP merger, and briefly state the position of each participant in that decision. **[SPI, NITL, WCTL, CMA]**

23. Identify any shipper that you assert will lose essential services if the Application is approved without your proposed conditions. **[Tex Mex]**

24. Describe, and identify all documents reflecting, the basis for Tex Mex witness Krick's statement (pp. 185-86) that "declining traffic categories" are "expected to bottom at the 1995 level, and maintain or very slightly increase over the next four years. **[Tex Mex]**

25. State what other railroads South Orient contemplates interchanging at C.J. Yard in Dallas. **[Cen-Tex/S. Orient]**

26. Describe, and identify all documents reflecting, any operating rights South Orient has over Railtrans (via ownership, trackage rights, haulage rights or otherwise), or any discussion with Railtrans concerning the possibility of such rights. **[Cen-Tex/S. Orient]**

27. Describe, and identify all documents concerning, any operating rights South Orient has east or north of Dallas, Texas (via ownership, trackage rights, haulage rights or otherwise). [Cen-Tex/S. Orient]

28. Describe any passenger operations that South Orient contemplates conducting over the Alpine-Paisano segment. [Cen-Tex/S. Orient]

29. Identify the date and amount of all payments of compensation to SP for South Orient's use of the Alpine-Paisano rights. [Cen-Tex/S. Orient]

30. Identify all documents sent to SP by South Orient reflecting the volume of South Orient's use of the Alpine-Paisano rights. [Cen-Tex/S. Orient]

31. Did you receive any information or estimate from ALK Associates, Inc., relating to changes in traffic flows resulting from the proposed merger of applicants or the BN/Santa Fe Settlement Agreement, prior to the recalibration of market share for the ATD Model discussed in the verified statement of Hunt and Oderwald at pages 8 and 9. [CR, KCS]

RESPONSES TO DOCUMENT REQUESTS

1. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents or data relied upon by any person whose verified statement you submitted in your March 29 filings. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

2. To the extent not done as part of your prior discovery responses or March 29 filings, produce machine-readable versions, if they exist, of documents or data you submitted as part of your March 29 filings, of documents or data included as work papers, or of documents or data relied upon by persons whose verified statement you submitted in your March 29 filings. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

3. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing benefits or efficiencies that may result from the UP/SP merger. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

4. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing potential traffic impacts of the UP/SP merger. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

5. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing competitive impacts of the UP/SP merger, including but not limited to effects on the following (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in or build-out options. [A11]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

6. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more

likely be found, discussing the BN/Santa Fe Settlement Agreement, the IC Settlement Agreement, or the Utah Railway Settlement Agreement. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

7. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing conditions that might be imposed on approval of the UP/SP merger. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

8. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing actual or potential competition between UP and SP. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

9. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition between single-line and interline rail transportation. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

10. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the benefits of any prior Class I rail merger or rail mergers generally.

[All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

11. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing the financial position or prospects of SP, if those filings discussed that subject. [A11]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

12. To the extent not done as part of your prior discovery responses or March 29 filings, produce all communications with other parties to this proceeding discussing the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications.

[A11]

Response: To the extent not covered by the response to document request above, any such communications are subject to the joint defense privilege. To the extent any communications of CCRT members are requested, CCRT notes that it is a voluntary ad hoc organization with no authority or control over its members or their documents, positions, plans, interests or actions including any of their communications.

13. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from public officials, or any shipper or other party in this proceeding, for a position being taken or proposed or considered by you or any other party in this proceeding.

[All]

Response: CCRT objects to this request on the basis that production of such documents would infringe on CCRT's First Amendment right to communicate freely with government officials, and requiring discovery of such communication would have a chilling effect on CCRT's right to seek government redress.

14. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade

organization relating to the UP/SP merger. [Even if not producing them, you should identify documents submitted to law enforcement officers under an explicit assurance of confidentiality.] [All]

Response: CCRT objects to this request on the basis that production of such documents would infringe on CCRT's First Amendment right to communicate freely with government officials, and requiring discovery of such communication would have a chilling effect on CCRT's right to seek government redress.

15. To the extent not done as part of your prior discovery responses or March 29 filings, produce all notes or memoranda of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any other government official, any consultant, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger. [You should identify but need not produce documents prepared by your counsel.] [All]

Response: CCRT objects to this request on the basis that production of such documents would infringe on CCRT's First Amendment right to communicate freely with government officials, and requiring discovery of such communication would

have a chilling effect on CCRT's right to seek government redress.

16. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing or reflecting shipper surveys or interviews concerning the quality of service or competitiveness of any railroad participating in this proceeding. [A11]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

17. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed such a condition or sale, produce all documents discussing the price to be paid for, or the value of, any UP

or SP lines that might be sold pursuant to a condition to approval of, or otherwise in connection with, the UP/SP merger. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

18. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents discussing trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

19. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines, or any other line of UP or SP that you believe should or might be the subject of a proposed trackage rights condition in this proceeding. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

20. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any agreement or understanding that is responsive to Interrogatory 1. [All]

Response: CCRT has no such documents.

21. To the extent not done as part of your prior discovery responses or March 29 filings, produce all presentations to, and minutes of, your board of directors relating to the UP/SP merger or conditions to be sought by any other party in this proceeding. [All but govt's, assns.]

22. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports or analyses discussing trackage rights terms concerning compensation or equal handling, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found. [Rrs]

23. To the extent not done as part of your prior discovery responses or March 29 filings, produce all your business plans or strategic plans, if those filings referred to the possible impact of the merger on your future business.
[All but govt's, assns]

24. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings cite, rely upon, endorse or purport to agree with analyses by any of the following persons, produce all communications with Richard C. Levin, Curtis M. Grimm, James M. MacDonald, Clifford M. Winston, Thomas M. Corsi, Carol A. Evans or Steven Salop concerning econometric analyses of rail pricing, and all documents relating to such communications. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

25. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discuss that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition for traffic to or from Mexico (including but not limited to truck competition) or competition among Mexican gateways. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

26. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents sufficient to show your financial support for, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation," which made a March 29 filing denominated CCRT-4. [A11]

Response: This interrogatory is not properly addressed to CCRT.

27. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing the acquisition by any person

of all or any portion of SP, or Conrail's interest in such an acquisition, including but not limited to all communications with Lazard Freres concerning such a possible acquisition by Conrail. [CR]

28. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing possible operations by Conrail over, or capital investments by Conrail in, lines of UP or SP. [CR]

29. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed that subject, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing competition in freight transportation services for shipments to or from West Coast ports. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

30. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings discussed those subjects, produce all studies, reports or analyses, found in the files of officers at the level of Vice President or above, or other files where such materials would more likely be found, discussing (a) transport pricing or competition for chemicals or petrochemicals (i.e., any STCC 28 or STCC 29 commodity, or such commodities generally), (b) the handling of such commodities by railroads, (c) the handling of such commodities by other modes, (d) storage-in-transit of such commodities, or (e) source or destination competition, shifting of production or shipments among facilities, modal alternatives or shipper leverage as

constraints on rail rates or service for such commodities.

[RRs, chems., SPI]

31. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings disagree in any significant way with the description of SP's financial situation in the Application, produce all documents found in the files of officers at the level of Vice President or above, discussing any possible breakup or bankruptcy of SP. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

32. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents found in the files of officers at the level of Vice President or above, discussing your reasons for opposing the UP/SP

merger or seeking to acquire any portion of SP in connection with the UP/SP merger. [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

33. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings address a sale of all or part of SP, produce all documents found in the files of officers at the level of Vice President or above, discussing the value or profitability of SSW. [CR, KCS, NITL]

34. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies or plans discussing capacity of any mainline segment between Columbus, Ohio, and East St. Louis, Missouri, or of

classification yards at Columbus, Ohio, Indianapolis, Indiana, or East St. Louis, Illinois. [CR]

35. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings address your railroad car fleet, produce all studies, reports, analyses or plans found in the files of officers at the level of Vice President or above, discussing expansion, contraction, sizing or leasing of any part or all of your car fleet. [RRs]

36. To the extent not done as part of your prior discovery responses or March 29 filings, if those filings address run-through trains, produce all studies or plans discussing operation of run-through trains with UP via Salem, Illinois. [CR]

37. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies or plans comparing transit times, operations, costs or service quality for services via Salem, Illinois, with services via East St. Louis. [CR]

38. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, reports, analyses, or plans discussing all or any part of the SP line between Lewisville, Arkansas, and Houston, Texas. [CR, KCS, NITL]

39. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies or plans discussing capacity or facilities of HBT or PTRR in the Houston area, if those filings discussed those subjects.

[RRs]

40. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to any proposal you made for possible line sales or trackage rights in your favor or for your benefit as a condition to the UP/SP merger, proposal, including but not limited to (a) documents describing the proposal, (b) any market analysis with respect to the proposal, (c) any operating plan with respect to the proposal, and (d) any pro forma financial statements with respect to the proposal.

[All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

41. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to discussions between Conrail Chief Executive Officer James A. Hagen and Philip F. Anschutz, at a time when Mr. Anschutz was affiliated with SP, concerning the possible purchase by Conrail of all or any part of SP. This document request is without limitation as to date. [CR]

42. To the extent not done as part of your prior discovery responses or March 29 filings, produce studies, analyses, and reports concerning the blending of coals from different areas by generating plants. [coal]

43. Produce studies, analyses, and reports concerning past sales or projections of future sales to

Central Power & Light, and the contracts governing current coal movements to that customer. [Kennecott]

44. Produce studies, analyses or reports discussing coal sources for AEP's Apache Generating Station. [AEP]

45. Produce all bids for the possible future rail movement of New Mexico, Colorado, Utah, or Powder River Basin coal to AEP's Apache Generating Station. [AEP]

46. Produce copies of Arkansas Power & Light's contracts for the rail transportation of Powder River Basin Coal to the White Bluff and Independence Steam Electric Plants. [Entergy]

47. Produce studies, analyses or reports discussing the economic feasibility of building a new loop track and/or other new facilities at Texas Utilities Electric Company's Martin Lake Station to accommodate western coal deliveries. [TUE]

48. Produce studies, analyses or reports discussing the viability of the proposed BNSF-KCS-SP-BNSF routing of western coal shipments to Texas Utilities Electric Company's Martin Lake Station. [TUE]

49. Produce studies, analyses or reports discussing alternative sources of coal for use at Illinois Power Company's Havana and Wood River facilities. [Ill. P]

50. Produce documents discussing or data supporting the "expected" tonnage of coal (by source) to be received in 1996 at Wisconsin Electric Power Company's Oak Creek Power Plant as listed in Exhibit GAA-1, page 3 of 3. [WEP]

51. To the extent not done as part of your prior discovery responses or March 29 filings, produce copies of RDI's Coal Transportation Market Study (1996), RDI's Illinois Basin Coal Study (1994), and RDI's Powder River Basin Study (1995), as cited on page 2 of the Verified Statement of Gerald E. Vaninetti. [WSC]

52. Produce bids for alternative sources of supply of coal for the North Valmy Station, including bids from BNSF for the transport of Raton Basin or San Juan Basin coal.

[SPP]

53. To the extent not done as part of your prior discovery responses or March 29 filings, produce all studies, analyses or reports discussing the possibility of a build-in by one of the applicants (or build-out to one of the applicants) at any of your facilities referred to in your March 29 filings, [All]

Response: All non-privileged documents in the possession, custody or control of CCRT which relate to this proceeding or to the March 29th CCRT filing are being placed in the CCRT document depository. CCRT further notes that it is a voluntary ad hoc organization with no authority or control over its members or their affiliates or over others that have submitted statements to it nor over the documents, positions, plans, interests, or actions of such individuals or organizations or companies.

54. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing build-ins or the possibility of build-ins by any railroad, or build-outs or the possibility of build-outs to any shipper, at Texas or Louisiana facilities of producers of polyethylene or polypropylene. [SPI]

55. To the extent not done as part of your discovery responses or March 29 filings, produce all studies, analyses or reports discussing capacity, capacity expansion, or the relocation of capacity for the production of polyethylene or polypropylene. [DOW, UCC, SPI]

56. To the extent not done as part of your discovery responses or March 29 filings, produce all studies,

analyses or reports discussing to the transload of polyethylene or polypropylene from truck to rail at the rail origin, or from rail to truck at the rail destination. [DOW, UCC, SPI]

57. Produce all documents in your possession reflecting or setting forth the position of any individual member on the merits of the UP/SP merger or any position taken by you concerning the merger. [SPI, NITL, WCTL, CMA]

58. Produce all documents reflecting or describing any communication or attempted communication with BN/Santa Fe, KCSI, UP or SP of the kind referred to at pages 146-48 of the Skinner V.S. [TEX MEX]

59. To the extent not done as part of your prior discovery responses or March 29 filings, produce (i) a detailed map of Tex Mex's rail lines depicting all stations served by Tex Mex; (ii) track diagrams for all lines over which Tex Mex operates. [TEX MEX]

60. To the extent not identified on traffic tapes previously produced to Applicants, produce documents sufficient to show:

a. the identity of all shippers with facilities served by Tex Mex;

b. the location of the facility;

c. the commodity, origin, destination, route and volume of all traffic to/from each such facility during 1994 and 1995. [TEX MEX]

61. To the extent not identified on traffic tapes previously produced to applicants, produce traffic records containing all available fields for the local traffic described at page 39 of the Field V.S. [TEX MEX]

62. Produce all documents discussing operations or potential operations by South Orient or on South Orient's behalf (via trackage rights haulage rights, or otherwise) east or north of Dallas, including without limitation documents reflecting any operating rights South Orient has between Dallas and Sulfur Springs, Texas, or any discussion with any third party of the possibility of such rights. [Cen-Tex/S. Orient]

63. Produce all documents discussing the use that South Orient or any other carrier would make of the trackage rights sought by South Orient in this proceeding, if granted. [Cen-Tex/S. Orient]

64. To the extent not done as part of your prior discovery responses or March 29 filings, produce a copy of the survey performed by Softpoint Data Systems referred to at

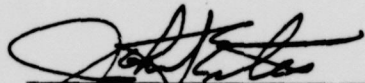
pages 23 and 24 of the Verified Statement of Ronald J. Conway, Lester M. Passa, and John P. Sammon, and all documents related to that survey, including but not limited to copies of the survey form, any instructions that accompanied the survey form, lists of shippers contacted in connection with the survey, individual survey responses, analyses of survey results, and identification of who commissioned the survey.

[CR]

65. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents, including but not limited to computer runs and studies done by ALK Associates, Inc., relating to possible changes in traffic flows resulting from the proposed merger of applicants or the BN/Santa Fe Settlement Agreement, including without limitation runs and studies performed prior to the recalibration of market share for the ATD Model discussed in the verified statement of Hunt and Oderwald at pages 8 and 9, regardless of whether they were ever printed. [CR, KCS]

66. To the extent not done as part of your prior discovery responses or March 29 filings, produce all documents relating to the recalibration of market share for the ATD Model discussed in the verified statement of Hunt and Oderwald at pages 8 and 9. [CR, KCS]

Respectfully submitted,



John T. Estes
Executive Director
Coalition for Competitive Rail Transportation

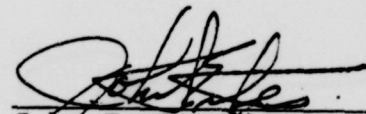
April 9, 1996

CERTIFICATE OF SERVICE

I, John T. Estes, certify that, on the 9th day of April, 1996, I caused a copy of the foregoing document to be served by hand or overnight mail as appropriate on the representatives set forth below and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph nine of the Discovery Guidelines in Finance Docket No. 32760, and in addition by hand on :

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580


John T. Estes