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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

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APPLICANTS' OBJECTIONS TO RENO'S FIRST SET
OF INTERROGATORIES AND REQUEST FOR PRODUCTION OF DOCUMENTS

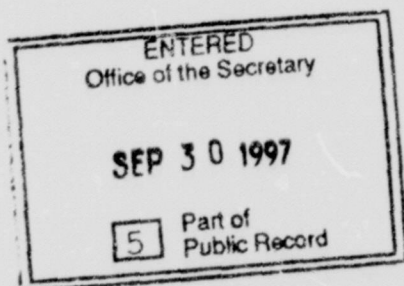
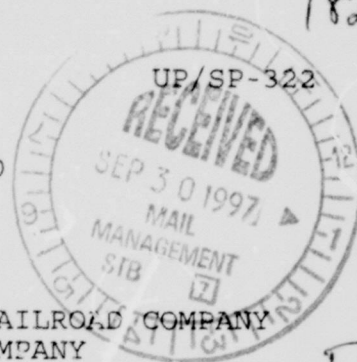
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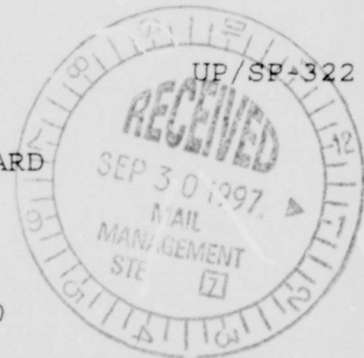
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Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company, Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company and St. Louis
Southwestern Railway Company

September 29, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD



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Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCL and
DRGW submit the following objections to the interrogatories
and document requests served by Reno on September 24, 1997.
These objections are made pursuant to paragraph 1 of the
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provides that objections to discovery requests shall be made
"by means of a written objection containing a general state-
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discovery requests. These responses may provide information
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that objections to the requests are noted herein. It is neces-
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preserve their right to assert permissible objections.

GENERAL OBJECTIONS

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

1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object to the extent that the discovery 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.

6. Applicants object to Instruction 4 as unduly burdensome.

7. Applicants object to the discovery requests to the extent that they call for the preparation of special studies not already in existence.

8. Applicants object to the discovery requests on the ground that the requests are untimely.

ADDITIONAL OBJECTIONS TO SPECIFIC INTERROGATORIES

In addition to the General Objections, Applicants make the following objections to the discovery requests.

Interrogatory A: Relating to DeLeuw Cather & Company, a unit of Parsons Transportation Group, Inc., please identify and describe:

1. Any and all amounts of compensation for fees and costs paid by UP and/or SP or related companies, to DeLeuw Cather and/or other third-party contractor(s) and subcontractor(s) related to services performed for purposes of environmental investigation and reports in F.D. No. 32760, as well as any billed and unpaid compensation statements, and detailing the scope of services compensated, the time period involved, the frequency of billing statements (e.g., monthly) and the number and amount of each billing statement received and paid, or expected of still pending;
2. Any and all prior contract(s) with or engagement(s) for the merger applicants UP and/or SP or related companies with DeLeuw Cather and/or third party contractor(s) and subcontractor(s) involved in environmental investigation and/or reports in F.D. No. 32760, during a period of three (3) years preceding the date of filing of applicants' notice of intent; F.D. No. 32760, detailing the date, duration and scope of work, as well as compensation billed and paid, and billings received or expected if still pending;
3. Any and all current contract(s) with or engagement(s) for the merger applicants UP and SP or related companies with DeLeuw Cather and/or third party contractor(s) and subcontractor(s) involved in environmental investigation and/or reports in F.D. No. 32760, during the period following (a) the date of filing the notice of intent in F.D. No. 32760, and/or (b) the date of filing of Decision No. 44, detailing the date, duration and scope of work, as well as compensation billed and paid, and billings received, or expected if still pending;
4. Whether any "contract bar" or limiting conditions have been imposed on DeLeuw Cather, and/or third party contractor(s) or subcontractor(s) by STB or UP/SP for services involving environmental investigation in F.D. No. 32760, and if not, whether future contract(s) or engagement(s) may be or have been anticipated, bid upon, solicited or accepted by DeLeuw Cather and/or other third party contractor(s) or subcontractor(s) from merger applicants UP and SP or related companies, for services to be performed within three (3) years following (a) the date of filing Decision No. 44, and/or (b) the date of completion of the STB environmental investigation in which each is presently engaged for the STB;
5. Whether any compensation limits, standards or conditions have been imposed on DeLeuw Cather and/or other third party contractor(s) or subcontractor(s) by STB for services involving environmental investigation in F.D.

No. 32760, and, if so describe the same, and if not, describe how the compensation basis and method of payment for DeLeuw Cather and/or other third party contractor(s) and subcontractor(s) services were established, and if by agreement with UP or SP, describe terms and conditions of the agreement, and if in writing, state whether copy(ies) of (a) the agreement and/or (b) the individual billing invoices for services sent to payor(s) UP or SP will be provided.

Additional Objections: Applicants object to this interrogatory on the grounds that that it requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and that portions of the interrogatory are unduly burdensome. In addition, Applicants object to this interrogatory on the ground that Reno waived any right to raise conflict-of-interest claims regarding DeLeuw Cather's involvement in this proceeding by its unreasonable delay.

Interrogatory B: Relating to databases, market studies, or analysis of traffic that will, can or may be routed or transported over the Central Corridor by UP/SP or BNSF, identify and describe:

1. (a) any and all merger or non-merger related market studies or analyses done by UP and/or SP of actual or potential rail traffic available to UP and/or SP and/or BNSF under BNSF Agreement(s) or Decision No. 44, from any source or origin that will, can or may be anticipated or available for rail transportation routing over (1) the Central Corridor in general, and (2) over the SP line segment through the City of Reno in particular; for any periods of time up to 20 years in the future from date of filing application in F.D. No. 32760, and

(b) state whether data bases, studies or analysis of traffic identified in (a) above were made available or shown to, or requested by, DeLeuw Cather & Co. and/or other third party contractor(s) or subcontractor(s) connected with the independent consultant for purposes of the Reno Mitigation Study undertaken pursuant to Decision No. 44 in F.D. No. 32760.
2. (a) Any and all data bases, market studies and analyses relating to intermodal traffic and related transportation

activity to or from the Port of Oakland, California or other port to be served by UP and/or SP and/or BNSF under BNSF Agreement or Decision No. 44 that will, can or may be anticipated or available for rail transportation routing (a) over the Central Corridor in general and (b) over SP line segment through the City of Reno in particular, and

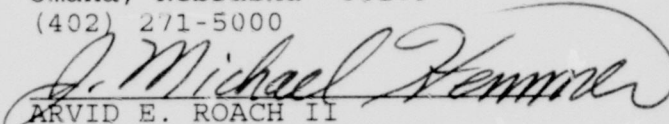
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Additional Objections: Applicants object to this interrogatory on the grounds that that it requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and that part 1 of this interrogatory is unduly vague and unduly burdensome. Applicants further object to requests for traffic studies almost two years after Applicants produced detailed traffic studies in support of their application and well over a year after Applicants produced additional studies in response to timely discovery.

Respectfully submitted,

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September 29, 1997

CERTIFICATE OF SERVICE

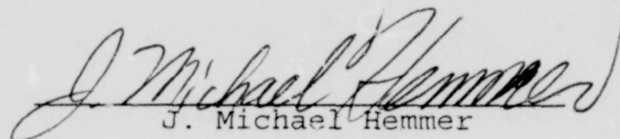
I HEREBY CERTIFY that I served a copy of "Applicants' Objections to Reno's First Set of Interrogatories and Request for Production of Documents" by facsimile on September 29, 1997 on:

Paul H. Lamboley
1020 19th Street, N.W.
Suite 400
Washington, D.C. 20036

On September 30, 1997 I served said document by first-class mail on:

Patricia A. Lynch
City Attorney
Michael K. Halley
Deputy City Attorney
Reno City Hall
490 S. Center Street
Room 204
Reno, Nevada 89501

and by first-class mail, postage prepaid on all parties in Finance Docket No. 32760 requesting service of filings regarding the Reno and Wichita Mitigation Studies.


J. Michael Hemmer

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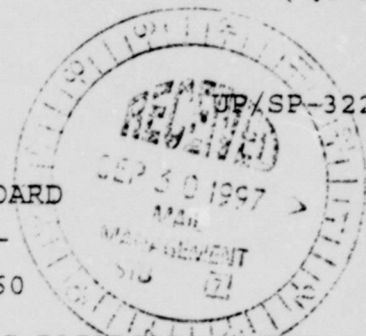
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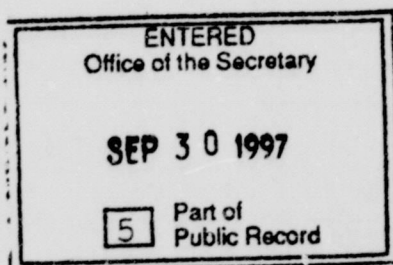
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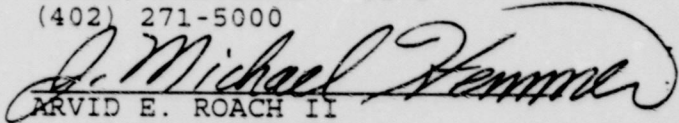
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Attorneys for Union Pacific
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Railroad Company, Southern
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CERTIFICATE OF SERVICE

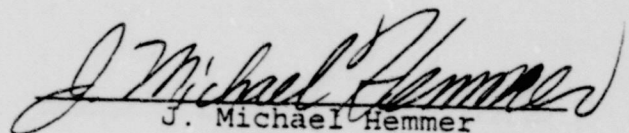
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Patricia A. Lynch
City Attorney
Michael K. Halley
Deputy City Attorney
Reno City Hall
490 S. Center Street
Room 204
Reno, Nevada 89501

and by first-class mail, postage prepaid on all parties in Finance Docket No. 32760 requesting service of filings regarding the Reno and Wichita Mitigation Studies.


J. Michael Hemmer

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September 23, 1996



VIA HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th Street & 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:

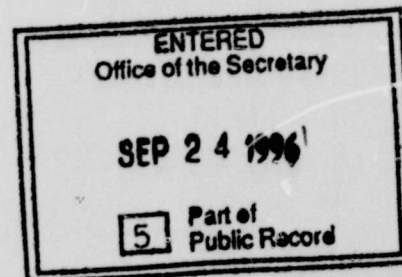
Enclosed for filing in the above-referenced docket are an original and twenty copies of SPP-18, Comments of Sierra Pacific Power Company and Idaho Power Company in Opposition to Applicants' Petition for Clarification. Also enclosed is one 3.5" computer disc containing a copy of SPP-18 in Word Perfect 5.1 format.

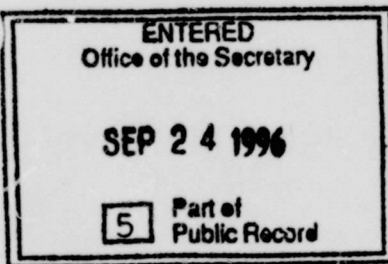
Sincerely,

Richard A. Allen
Richard A. Allen

Attorney for Sierra Pacific Power Company and Idaho Power Company

Enclosures





BEFORE THE
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COMMENTS OF SIERRA PACIFIC POWER COMPANY AND
IDAHO POWER COMPANY IN OPPOSITION TO APPLICANTS'
PETITION FOR CLARIFICATION

INTRODUCTION

Sierra Pacific Power Company and Idaho Power Company (collectively, "Sierra Pacific") urge the Board to reject Applicants' request to clarify the transload condition this Board imposed in its Decision No. 44 in this case. Applicants' requested "clarification" would prohibit BNSF from handling traffic at any new transload facility on one merging railroad's lines unless the traffic originates on a point on the other merging railroad.^{1/} The requested clarification should be

^{1/} The acronyms used herein are the same as those in Appendix B to Decision No. 44.

denied because it would seriously undermine the principal purpose for which the condition was imposed: to ensure that BNSF would have a sufficient traffic base and economic incentive to be an effective competitor to a merged UPSP. The requested clarification would also leave unremedied an anticompetitive harm that the merger would cause to shippers without the transload condition imposed by the Board.

DISCUSSION

Applicants have asked the Board to clarify that, under the transload condition, BNSF would not have access to traffic at any particular transload facility on one of the merging railroad's lines unless the traffic being handled originates on a point on the other merging railroad.^{2/} The language in Decision No. 44 that Applicants have asked the Board to clarify is as follows:

New facilities and transloading facilities. The BNSF agreement, as amended by the CMA agreement, grants BNSF the right to serve any new facilities located post-merger on any SP-owned line over which BNSF received trackage rights in the BNSF agreement. The BNSF agreement further provides, however, that the term "new facilities" does not include expansions of or additions to existing facilities or load-outs or transload facilities. We require as a condition that this provision be modified in two respects: first, by requiring that BNSF be granted the right to serve new facilities on both SP-owned and UP-owned track over which BNSF will receive trackage rights; second, by requiring that the term "new facilities" shall include

^{2/} Applicants have also asked that the Board clarify that BNSF's right to serve new facilities on UP-owned lines does not apply to certain lines in Texas, Illinois and Arkansas. UP/SP-272 at 6-7. Sierra Pacific makes no comment on the merits of this aspect of the Applicants' Petition for Clarification.

transload facilities, including those owned or operated by BNSF.

Decision at 145-146. Applicants claim that the only reason the Board imposed the condition is to replicate the competition that would otherwise be lost to individual shippers, and that the condition goes far beyond resolving this competitive harm. To solve this problem, Applicants have asked the Board to "clarify[] that the condition applies only to shippers trucking traffic between a point on one of the merging railroads and a new BNSF transloading facility at a point on the other merging railroad." UP/SP-272 at 5.

Applicants are wrong in contending that the only reason the Board imposed the expanded transload condition was to remedy specific competitive harms to individual shippers. Decision No. 44 makes clear that a major reason for this condition was to ensure that BNSF would have sufficient traffic and sufficient incentives to be an effective competitor to a merged UPSP. As the Board acknowledged, a number of parties, including Sierra Pacific, submitted substantial evidence indicating that BNSF "will lack the traffic density or sufficient incentive to operate [over the trackage rights] lines competitively" under the terms of the BNSF agreement. Decision at 132. The Board stated:

We agree with BNSF that it should have sufficient traffic for efficient operations and that it should have every incentive to take advantage of this opportunity.

Nevertheless, . . . because so much depends upon BNSF's performance, we are imposing special conditions directed to this issue.

Id. at 134. See also, page 138 ("with the conditions we are imposing, BNSF should have more than enough traffic to provide efficient service" over the Central Corridor) and page 140 ("with conditions we are imposing, [BNSF] should have the incentive to compete vigorously with UP/SP.") Accordingly, the Board imposed the expanded transload and other "special conditions" in order to enable "BNSF to compete vigorously for the traffic opened up to it in this proceeding." Id. at 134. That condition will fail to accomplish the Board's purpose if it is "clarified" as Applicants request. Without the added traffic, BNSF may not have either the traffic volume or the economic incentive to compete effectively on the trackage rights lines.

Furthermore, Applicants' proposed clarification would leave unresolved a competitive problem that would otherwise arise from the merger. As the Board correctly observed, "where a shipper served only by UP or SP could have transloaded shipments to the other carrier [before the merger], that option would not be replaced by the terms of the CMA agreement." Decision at 106. The Board also correctly found that "maintaining these [transloading and build-out] options is important to shippers who use them as leverage in their negotiations with carriers." Id. The Board solved this by requiring that BNSF be permitted to serve new transloading facilities at all points on the lines over which BNSF will receive trackage rights.

Applicants' proposed clarification, however, would leave this competitive problem unresolved for many shippers in at least

three major traffic corridors -- the Central Corridor, the Houston-Beaumont corridor, and the Houston-San Antonio corridor. That is so because BNSF has been given trackage rights over one, but not the other, of the parallel lines of the merging carriers in these corridors. Consequently, under the proposed clarification, shippers on the lines over which BNSF will have trackage rights would have no effective transload option after the merger. While such a shipper might still have the theoretical ability to truck its product to a transload facility located on the parallel line of the other merging railroad, that ability will provide no competitive benefit to it because BNSF will not be on that line.

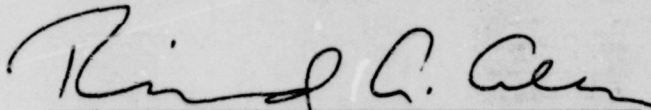
Consider, for example, coal mines located on or near the SP lines in Utah and Colorado over which BNSF will receive overhead trackage rights. Any competitive alternative such mine may have had before the merger by virtue of their ability to truck their coal to existing or future transload facilities on UP lines in the Central Corridor will be eliminated by the merger. Under Applicants' proposed clarification, BNSF's trackage rights and its right to serve new transload facilities would do nothing to remedy the loss of that alternative because BNSF will not be operating over UP's Central Corridor lines. The only way to remedy that loss of competitive alternatives is to give BNSF the right to serve new transload facilities located on the lines over which it has trackage rights.

This issue is important to Sierra Pacific. As explained in its earlier comments, Sierra Pacific's North Valmy plant is dependent on coal from mines in Colorado and Utah, and it has benefitted from competition between UP and SP. Although the Board denied the conditions requested by Sierra Pacific, the expanded transload condition it did impose will at least help to maintain some of the competition North Valmy will lose. Applicants' proposed "clarification" of that condition would render it largely useless to shippers like Sierra Pacific.

CONCLUSION

The requested clarification should be denied.

Respectfully submitted,



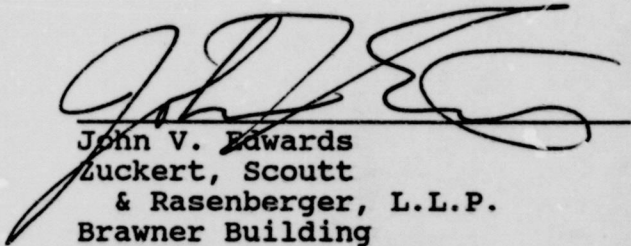
Richard A. Allen
James A. Calderwood
John V. Edwards
Jennifer P. Oakley
ZUCKERT, SCOUTT & RASENBERGER, LLP
888 Seventeenth Street, N.W.
Suite 600
Washington, D.C. 20006

Attorneys for Sierra Pacific Power
Company and Idaho Power Company

September 23, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 23rd day of September, 1996, I have caused to be served SPP-18, Comments of Sierra Pacific Power Company and Idaho Power Company in Opposition to Applicants' Petition for Clarification by first-class mail, postage pre-paid, or by a more expeditious manner of delivery, on all parties of record in Finance Docket No. 32760.



John V. Edwards
Zuckert, Scoutt
& Rasenberger, L.L.P.
Brawner Building
888 17th Street, N.W.
Washington, D.C. 20006-3939
(202) 298-8660

Dated: September 23, 1996

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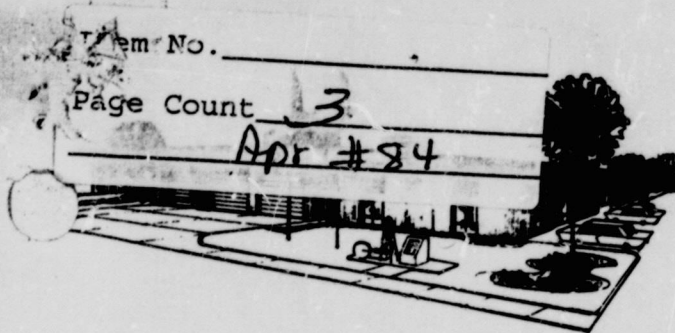
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CITY OF FLORENCE

MUNICIPAL BUILDING
300 West Main Street
Florence, Colorado 81226
(719) 784-4848 Fax (719) 784-0228

March 27, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D. C. 20423

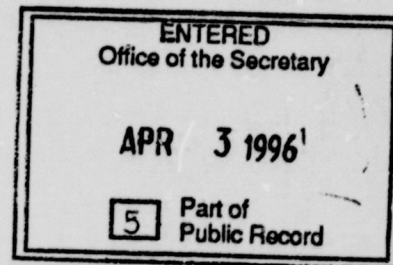


Subject: Docket No. AB-3 (Sub-No. 130)
Docket No. AB-8 (Sub-No. 36X)
Docket No. AB-8 (Sub-No. 39)
and
ICC Finance Docket No. 32760

LETTER OF PROTEST AND REQUEST FOR CONDITIONS

Submitted by

CITY OF FLORENCE
300 W. Main Street
Florence, CO 81226



Dear Secretary Williams:

Pursuant to the Notice of Intent to Participate, submitted to you by this Party of Record on December 19, 1995, the City of Florence hereby submits its position statement concerning protests of the proposed merger of the Union Pacific and Southern Pacific Railroads and the subsequent proposed abandonment of the railroad corridor from Towner, Colorado to NA Junction and from Canon City to Sage, Colorado.

The City of Florence is a statutory city formed under the laws of the State of Colorado. Its duties are to plan for, provide, and improve the health, welfare, and safety of its citizens as well as to stand in unison with our neighbors and fellow citizens of the State of Colorado. It is the widespread consensus of the regional entities and agencies that the merger and subsequent abandonment of the railroad corridor will be detrimental to the interests of the region and the state and that the proposed actions should not occur without the imposition of certain conditions for the merger and abandonment.

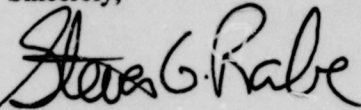
The City of Florence, therefore, hereby requests that the proposed merger of these two railroads be approved subject to the following conditions in the order of their appearance:

1. that the transcontinental railroad through the corridor be retained which may include, but not be limited to, the consideration of proposals from Montana Raillink, Wisconsin Central, L&BC holdings, and Conrail,
2. that the opportunity will be retained through the corridor for competitive grain export, tourist, commuter, or passenger rail service, or other possible railroad uses,
3. that the merging parties provide a 24-month period following the final approval of the proposed merger to allow state, local, and private entities to formulate a plan for the corridor and secure financing for the purchase of the railroad track and improvements, and
4. that the merging parties allow the first right-of-refusal to the State of Colorado or its subdivisions for the purchase of the abandoned corridor.

It is the position of the City of Florence that the interests of the residents, agencies, and businesses of our community and the entire state of Colorado would be best served if the conditions set forth in this letter are imposed. Without the proposed conditions, the detrimental effect of the proposed line abandonment to this region and others would be tremendous.

A copy of this protest letter is recorded on the enclosed 3-1/2" diskette formatted for WordPerfect 5.1.

Sincerely,



Steven G. Rabe
City Manager
City of Florence

CERTIFICATION OF SERVICE

I hereby certify that I have this day served the foregoing document by pre-paid U.S. first class mail to all other Parties of Record (POR) in accordance with Surface Transportation Board Decision No. 15 as well as upon each of the parties listed below.

Gary A. Laakso, General Attorney
Southern Pacific Building, Room 846
One Market Plaza
San Francisco, CA 94105

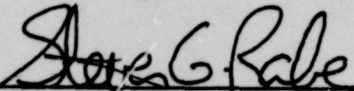
Robert Opal, General Attorney
1416 Dodge Street
Omaha, NE 68179-0830

Hon. Jerome Nelson, Administrative Law Judge
Interstate Commerce Commission
825 North Capitol Street, N.E.
Washington, D.C. 20426

Arvid E. Rosch, II, Esq.
Covington & Burlington
1201 Pennsylvania Ave., N.W.
Washington, D.C. 20044

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

Dated at Florence, Colorado this 27th day of March, 1996.



Steven G. Rabe
City Manager

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Page Count 4

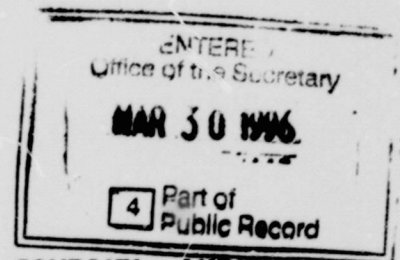
Before the

Mar #825 TRANSPORTATION BOARD

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Finance Docket No. 32760, et al.

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

Protestant, Josphe C. Szabo, ^{1/} submits this protest and comments,
for and on behalf of Illinois Legislative Board-United Transportation
Union. Protestant's verified statement is attached. As indicated,
protestant is primarily concerned with the three abandonments proposed
for Illinois, which are contingent upon approval of the primary
application. ^{2/} Protestant is in strong opposition to these abandonments,
as are other interests in Illinois. ^{3/}

Protestant intends to submit a brief after full development of
the record.

Respectfully submitted,

Gordon P. MacDougall
GORDON P. MacDOUGALL
1025 Connecticut Ave., N
Washington, DC 20036



March 29, 1996

Attorney for Joseph C. Szabo

- 1/ Illinois Legislative Director for United Transportation Union, with
offices at 8 So. Michigan Ave., Chicago, IL 60603. Tel: (312) 236-
5353. UTU-IL's notice of intent to participate was filed by his
predecessor in January, 1996.
- 2/ Docket No. AB-33 (Sub-No. 96), Union Pacific Railroad Company--Aband-
onment--Barr-Girard Line in Menard, Sangamon, and Macoupin Counties,
IL; Docket No. AB-33 (Sub-No. 97), Union Pacific Railroad Company--
Abandonment Exemption--DeCamp-Edwardsville Line in Madison County, IL;
and Docket No. AB-33 (Sub-No. 98), Union Pacific Railroad Company--
Abandonment Exemption--Edwardsville-Madison Line in Madison County, IL
- 3/ Protestant calls attention to the recently-filed (March 25, 1996)
communication from COGA Industries regarding a major new industry
at Girard, and incorporates that information herein.

VERIFIED STATEMENT
OF JOSEPH C. SZABO

My name is Joseph C. Szabo, with offices at 8 South Michigan Avenue, Chicago, Illinois 60603. I serve as Illinois Legislative Director for United Transportation Union (UTU). My statement is on behalf of UTU's Illinois Legislative Board.

I commenced railroad service in August, 1976 with Illinois Central Gulf Railroad Company (ICG), and went with METRA in May, 1987 when ICG's electric commuter service was transferred to METRA. I am a Conductor, with experience in both freight and passenger service, yard and road. I am a member of UTU Local 1290, and have served in various officer positions with Local 1290 continuously since September, 1984. I was elected Vice Chairman of the Illinois Legislative Board in 1992, and then elected Director in February, 1996. My present office is a full-time position with UTU.

I am fully familiar with railroad operations throughout Illinois, as a result of my work on ICG and METRA, and duties performed for UTU over the years. I have examined the application in this proceeding. As indicated by our notice of intent filed in early January, 1996, the Illinois Legislative Board is primarily concerned with the line abandonments proposed for Illinois, in the event the Surface Transportation Board should approve Union Pacific's request to control Southern Pacific. Further, I have called upon UTU personnel for specific information regarding the proposed abandonments.

Present operation is for trains to operate from Proviso, and from Iowa, via Nelson to South Pekin. A consolidated trains then

operates over the UP (former CNW) line to Madison. In the reverse direction, the train from Madison is separated at South Pekin, with further movement in trains to Iowa or to Proviso.

The UP/SP operating plan is to continue handling Western Illinois and Iowa traffic via South Pekin, and perhaps some Chicago business, but to utilize trackage rights over Chicago & Illinois Midland (C&IM) for movement between Barr and Springfield, and then the SP route between Springfield and the East St. Louis area. This is my understanding of the operating plan, volume 3 of the application.

The 34.4-mile proposed abandonment between Barr and Girard in AB-33 (Sub-No. 96) is opposed by shipper interests, as is the 14.98-mile proposed abandonment between Edwardsville and Madison in AB-33 (Sub-No. 98). I support these shippers. These abandonments should not be approved.

The application projects continued service for the two shippers at Compro to be served from South Pekin; however, the proposed trackage rights over C&IM and SP would require construction of connecting tracks between SP and UP at Girard, in order to provide service to and from the Girard-De Camp segment, and such a connection could include retention of service to Compro from the south. The SP line runs under the UP line between Girard and Nilwood. In my opinion, the UP/SP application fails to explore and to cost the alternative of service from the south.

Present service, apart from coal trains, and irregular or special movements, is a single train daily in each direction between South Pekin and Madison, and for two trains daily in each direction between South Pekin and Nelson, one for the west, and one for the east.

In the event the line is abandoned between Barr and Girard, train service would still be required between South Pekin and Barr

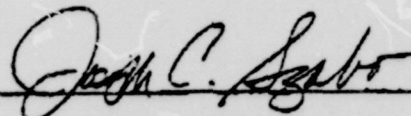
for shippers situated between South Pekin and Barr. Accordingly, it would be a simple matter to serve Compro and any intermediate shippers.

The STB should deny the proposed abandonments. The integrity of the Madison Subdivision should be maintained.

VERIFICATION

STATE OF ILLINOIS)
COUNTY OF COOK)

Under the penalties of perjury, I affirm that the foregoing verified statement is true and correct as stated.



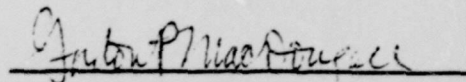
JOSEPH C. SZABO

Dated at Chicago, IL
this 28 day of
March, 1996.

CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon all parties of record by first class mail postage-prepaid.

Dated at
Washington DC
March 29, 1996



GORDON P. MacDOUGALL

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3-29-98

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Item No. _____

Page Count 2
Mar # 237

62325

ROUTT COUNTY BOARD OF COUNTY COMMISSIONERS

Box 773598 • Steamboat Springs, Colorado 80477 • 970-879-0108

Fax: 970-879-3992

March 28, 1996

Surface Transportation Board
Office of the Secretary - D.O.T.
1201 Constitution Ave. NW
Washington, D.C. 20423



RE: UP-SP Railroad Merger Case #FD-32760

Dear Sirs:

The Board of County Commissioners hereby files this statement of opposition to the proposal UP-SP Railroad merger specified above.

Our opposition is based upon the potential increase in coal hauling rates for Northwest Colorado coal which could lead to higher electrical rates, loss of coal mining and related jobs creating an adverse economic impact in this region.

More than 50% of the railroad revenues in Colorado are generated by hauling coal from this region according to a study done for the Colorado Rail Advisory Committee. Approximately 23.5 million tons of coal are provided annually in the Northwestern Colorado Counties of Delta, Garfield, Gunnison, Mesa, Moffat, Rio Blanco and Routt. A 1994 analysis by Penn State University residents that the Colorado coal industry generates 1988 direct and 6333 indirect jobs for an overall economic value of approximately \$1 billion annually.

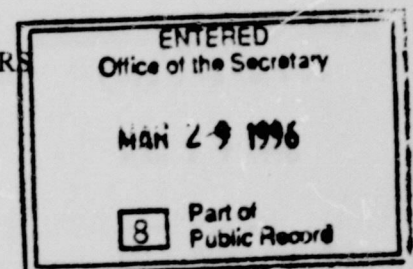
We are concerned that the proposed railroad merger could have an anticompetitive effect on Northwest Colorado coal to the benefit of Powder River Basin coal out of Wyoming. This would jeopardize the Colorado jobs and the Northwest Colorado economy.

We appreciate your consideration in this matter.

Sincerely,

ROUTT COUNTY BOARD OF COUNTY COMMISSIONERS

Daniel R. Ellison, Chairman



Nancy J. Stahoviak
District 1
Oak Creek

Ben S. Beall
District 2
Hayden

Daniel R. Ellison
District 3
Steamboat Springs

Kay Weinland
Box 773599
Clerk to the Board
879-1710

THE IMPACT OF COAL ON THE U.S. ECONOMY

Adam Rose and Oscar Fries

Department of Mineral Economics
The Pennsylvania State University
University Park, PA 16802

Report to the National Coal Association

IMPACTS OF THE COAL INDUSTRY ON THE COLORADO ECONOMY, 1992

April, 1994

	Output	Personal Income	Employment
Direct Output of Coal	\$410 ^a	\$110 ^a	1,988 ^b
Simple Multiplier	<u>x1.981</u>	<u>x2.046</u>	<u>x3.211</u>
Sub-Total	\$812	\$225	6,323
Direct Investment	\$27	\$7	208
Simple Multiplier	<u>x2.227</u>	<u>x2.354</u>	<u>x3.160</u>
Sub-Total	\$60	\$17	657
Direct Output of Government	\$64	\$17	997
Simple Multiplier	<u>x2.296</u>	<u>x2.387</u>	<u>x2.041</u>
Sub-Total	\$146	\$41	2,035
Grand Total	<u>\$1,018</u>	<u>\$284</u>	<u>9,076</u>

Source: Based on a 1990 RIMS II Input-Output Tables (U.S. Department of Commerce/Bureau of Economic Analysis) for Colorado and data from Coal Production, 1992 (U.S. Department of Energy/Energy Information Administration).

^aIn millions of 1992 dollars.

^bEmployment measured in full-time equivalents. Considers all employees associated with mining operations, including office workers.

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Item No. _____

Page Count 1

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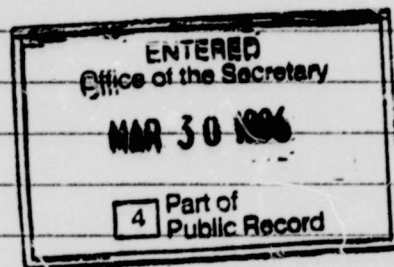
In reference to "Finance Order 32760"

We are opposed to the merger
of Union Pacific and Southern
Pacific railroads.

There is too much monopolizing
on small business already.

We are very much opposed to the
merger. We are farmers & ranchers.

We need more competition. H L Patterson
Louise Patterson



ADVISE OF ALL

PROCEEDINGS

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Item No. _____

Page Count 3

MAV #834



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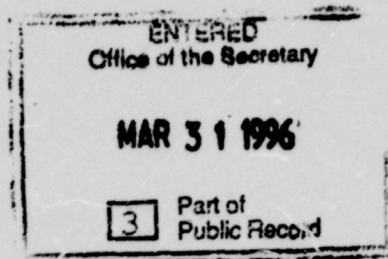
Frank Keating
Governor

State of Oklahoma
Office of the Governor

March 26, 1996

FD 32760

Honorable Vernon Williams
Secretary
Surface Transportation Board
Room 2215
12th and Constitution NW
Washington, D. C.



Dear Mr. Williams,

Pursuant to the application for a Union Pacific and Southern Pacific merger, please find attached, for your consideration, my statement endorsing this merger.

Sincerely,

A handwritten signature in dark ink, appearing to read "Frank Keating".
Frank Keating

ADVISE OF ALL
PROCEEDINGS

VERIFIED STATEMENT
OF
FRANK KEATING
GOVERNOR OF OKLAHOMA

I am Frank Keating, Governor of the State of Oklahoma. I understand that the Union Pacific and Southern Pacific railroads have requested authority to merge. I am writing this statement to convey my strong support for the merger. The merger and the proposed rail improvement on the UP line in western Oklahoma will improve the caliber of rail service in Oklahoma and provide Oklahoma businesses with single-line access to new markets on a financially sound rail system. An accessible, competitive and financially sound railroad system is an important component in the economic development of the State of Oklahoma.

One of the primary benefits of the merger for Oklahoma shippers and receivers will be new single-line rail service on an extensive rail network that reaches markets throughout the western United States. Oklahoma today has limited SP service, requiring an inefficient two-line haul to access many desirable SP markets. The merger will provide single-line service from UP points in Oklahoma to SP points in Kansas, Arkansas, Louisiana, Texas, New Mexico, Arizona, California, Oregon, Colorado and Utah. The UP/SP system also will offer shorter, single-line routes to southern California.

The merged UP/SP system will be a key resource for Oklahoma's vital grain industry. Oklahoma grain and grain products producers served by UP will have direct access to SP-served grain and grain products consumers in the Pacific Southwest.

UP/SP will have the capital resources and flexibility to enhance substantially equipment utilization for grain shipments. Covered hoppers will be used more efficiently with the planned expansion of the unit grain train program. A more comprehensive route structure will also allow the merged system to transport equipment more effectively.

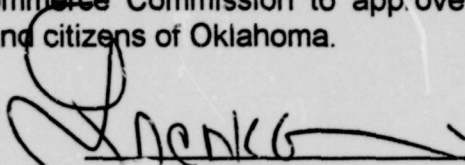
More competitive rail service will reduce truck usage of the state's highways and extend the useful life of these roads. UP/SP will realize major costs savings from reduced overhead, the ability to use the best systems of each railroad, and consolidation of facilities. These cost savings will facilitate increased investment in the integrated rail system, translating into enhanced capacity and improved service for all Oklahoma shippers and receivers.

Approval of the UP/SP merger is important to promote sustained rail competition in Oklahoma and the western United States. Oklahoma businesses recently gained single-line access to points throughout the West as a result of the Burlington Northern/Santa Fe merger. The BN/SF is a capable, financially sound railroad with a far-reaching route

system. Today, neither the SP nor the UP alone can offer the extensive service offered by the BN/SF. The merged UP/SP system will be a viable competitor, ensuring long-term rail competition in the West.

The merger of UP and SP will significantly improve transportation options for Oklahoma shippers and receivers, ultimately benefiting Oklahoma's economy and the state's consumers. Reliable, efficient and cost-effective transportation is crucial to sustained economic development. I believe that the UP/SP merger will ensure such growth.

I strongly urge the Interstate Commerce Commission to approve the merger application on behalf of the businesses and citizens of Oklahoma.

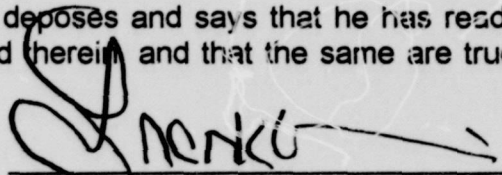


Frank Keating
Governor of Oklahoma

VERIFICATION

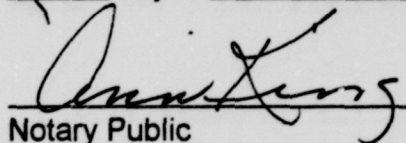
STATE OF OKLAHOMA)
)ss.
COUNTY OF OKLAHOMA)

Frank Keating, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein and that the same are true as stated.



Frank Keating

Subscribed and sworn to before me this 25 day of March, 1996.



Notary Public

My Commission Expires:

2/21/99

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Page Count 4

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Before the

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SURFACE TRANSPORTATION BOARD

☒ Part of
Public Record

Finance Docket No. 32760, et al.

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

Protestant, John D. Fitzgerald,^{1/} submits this protest, comments,
and request for conditions, for and on behalf of General Committee of
Adjustment-United Transportation Union for certain lines of Burlington
Northern Railroad Company. Protestant's verified statement is attached.
As indicated, protestant has a special concern for trackage rights
embraced in Sub-No. 1, and asks that the New York Dock conditions be
imposed for the indicated trackage rights, in lieu of those under the
class exemption, if the primary transaction should be approved.

Protestant is opposed to the merger movement in the Western
District. He intends to submit a brief after full development of the
record.



March 29, 1996

Respectfully submitted,

Gordon P. MacDougall
GORDON P. MacDOUGALL
1025 Connecticut Ave., N.W.
Washington, DC 20036

Attorney for John D. Fitzgerald

^{1/} General Chairman for United Transportation Union, with offices at
400 E. Evergreen Blvd., Vancouver, WA. 98660. Tel: (360) 694-7491.

VERIFIED STATEMENT
OF JOHN D. FITZGERALD

My name is John D. Fitzgerald, with offices at 400 E. Evergreen Blvd., Vancouver, WA 98660. I serve as General Chairman for General Committee of Adjustment, United Transportation Union (UTU), for lines of Burlington Northern Railroad Company (BN).

I am a Conductor on BN, and commenced service in September, 1970. I became a UTU Local Chairman in 1975, and Assistant General Chairman in 1981. I became General Chairman in August, 1993, a full-time elective position.

I have examined the application in this proceeding, along with most of the major pleadings by the parties, as well as the decisions issued by the former Interstate Commerce Commission (ICC) and the present Surface Transportation Board (STB).

I am opposed to the merger movement now transpiring in the Western District, whereby the four major rail carriers (Burlington Northern, Santa Fe, Union Pacific, and Southern Pacific) are proposed to be reduced to but two systems, BN/Santa Fe and Union Pacific/Southern Pacific. I submitted testimony in the BN/Santa Fe proceeding, ICC Finance Docket No. 32549, et al.

I am aware that BN and Santa Fe have entered into an agreement with applicants herein in an attempt to ameliorate the adverse impact of the proposed UP/SF merger upon BN/Santa Fe. However, there is one feature of the settlement agreement, as supplemented, which is of special concern to me.

Section 8(c) and 8(d) of the September 25, 1995 agreement, as amended by Section 6(a) of the November 18, 1995 supplemental agree-

ment provides:

BNSF shall grant to UP overhead trackage rights on BN's line between Saunders, Wisconsin and access to the MERC dock in Superior, Wisconsin.

BNSF shall grant UP the right to use the Pokegama connection at Saunders, Wisconsin (i.e., the southwest quadrant connection at Saunders including the track between BN MP 10.43 and MP 11.14.)

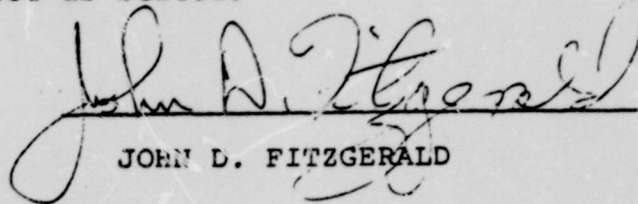
The trackage rights indicated above are contained in Finance Docket No. 32760 (Sub-No. 1), a notice of exemption under the so-called 7-day trackage rights class exemption.

I have been in opposition to the construction and crossing attempts by the former Chicago and North Western Railway to secure access to the MERC dock at Superior, and I was an active protestant in opposition in Finance Docket No. 32433 and Finance Docket No. 32433 (Sub-No. 1). The construction/crossing will divert traffic from Burlington Northern Railroad Company routings, and adversely affect BN employees.

BN/Santa Fe and UP appear to have settled their differences through the proposed UP/SP merger. The "swap" is the arrangement at Superior in exchange for BN/Santa Fe purchase of UP's line between Dallas and Waxahachie, TX. (See: John H. Rebensdorf, UP/SP-22, p. 301, Appl. Vol. 1). I strongly disagree with the statement that the MERC access settlement is not part of the UP/SP merger. In the event the STB should approve the UP/SP merger, triggering the Sub-No. 1 trackage rights, BN employees must receive the full New York Dock protection, including an implementing agreement with UP/SP and its employee organizations.

VERIFICATION

Under the penalties of perjury, I affirm the foregoing verified statement is true and correct as stated.

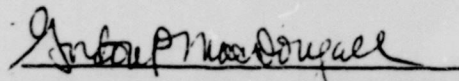

JOHN D. FITZGERALD

Dated at
Vancouver, WA
this 28th day
of March, 1996.

CERTIFICATE OF SERVICE

I hereby certify I have served a copy of the foregoing upon all parties of record by first class mail postage-prepaid.

Dated at
Washington, DC
March 29, 1996


GORDON P. MacDOUGALL

STB

FD

32760

3-29-96

B

62322

Item No. _____

Page Count 1

Mar # 819

TALBOT CAPITAL MANAGEMENT, INC.

INVESTMENT MANAGEMENT

716 S. GEORGIA STREET
P.O. BOX 9259
PINE BLUFF, ARKANSAS 71611

(501) 535-6801

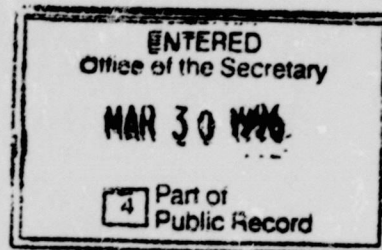
REGISTERED INVESTMENT ADVISER



GEORGE B. TALBOT, JR., CFA, PRESIDENT

March 25, 1996

Finance Docket 32760
Surface Transportation Board
12th St and Constitution Ave
Washington D C 20423



Gentlemen:

While I am not an expert on the proposed buyout of Southern Pacific by Union Pacific, I have had the opportunity within the past few weeks to hear presentations at our local Rotary Club by high-level representatives of both UP and Conrail. Additionally, the issue has received regular coverage in our local newspaper.

I am opposed to the buyout proposed by Union Pacific for the following reasons:

1. Union Pacific proposes a "trackage rights" arrangement with Burlington Northern-Santa Fe for the Cotton Belt route through Pine Bluff should they be successful in their bid. An "owner operator" arrangement seems preferable to me;
2. UP forebodingly says we will lose a minimum of 135 jobs in Pine Bluff. Conrail, for example, says we will not lose any jobs under their plan;
3. It is my understanding that UP has a state-of-the-art facility in North Little Rock. The facilities in Pine Bluff would therefore seem to be more essential to another buyer than to UP.

In summary, I believe there must be an alternative to the UP proposal which will hold out more hope for good jobs in our community of Pine Bluff.

Thank you.

Sincerely,

George B. Talbot Jr.

George B. Talbot, Jr.

**ADVISE OF ALL
PROCEEDINGS**

STB

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32760

3-29-96

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62319

Item No. 62319

ADVISE OF ALL PROCEEDINGS

Page Count 34

O B: ANC

Mar #816

GARFIELD

MESA

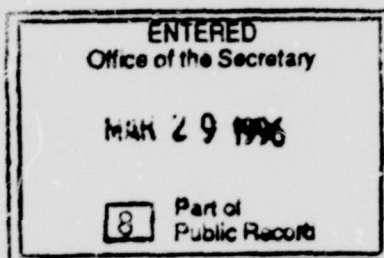
West Colorado

governments

March 28, 1996

Surface Transportation Board
Office of the Secretary-D.O.T.
1201 Constitution Ave., N.W.
Washington DC 20423

RE: UP-SP Railroad Merger
Case #FD-32760



Dear Sirs:

As representatives of the AGNC Coal Issues Committee, we are filing this statement of opposition to the proposed UP-SP Railroad merger - Case #FD-32760.

The AGNC Coal Issues Committee represents the Associated Governments of Northwest Colorado (AGNC) on coal issues that could affect local governments in Northwest Colorado.

Our opposition is based upon the potential increase in coal hauling rates for Northwest Colorado coal which could lead to higher electrical rates, loss of coal mining and related jobs, and an adverse economic impact in this region.

A study for the Colorado Rail Advisory Committee indicates that more than 50% of the railroad revenues in Colorado are generated by hauling coal from our region. Approximately 23.5 million tons of coal are produced annually in the Northwest Colorado area of Delta, Garfield, Gunnison, Mesa, Moffat, Rio Blanco and Routt Counties. This represents about 90% of Colorado coal production. Attached is a 1994 analysis by Penn State University that indicates the Colorado coal industry generates 1988 direct and 6386 indirect jobs for an overall economic value of approximately \$1 billion annually.

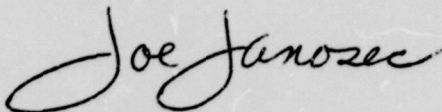
We are concerned that the proposed railroad merger could have an adverse competitive effect on Northwest Colorado coal to the benefit of Powder River Basin coal out of Wyoming. This would jeopardize the Colorado jobs and our Northwest Colorado economy.

In the attached news article, for example, Public Service Company of Colorado (PSCO) has expressed concern for the potential impact of the merger on Colorado coal hauling rates. PSCO is the largest intra-state customer for Northwest Colorado coal.

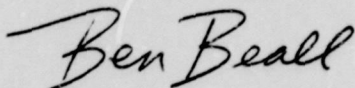
Surface Transportation Board
March 28, 1996
Page 2

Therefore, without some type of firm commitment for maintaining competitive coal hauling rates for Colorado coal we are indicating our opposition to the merger.

Sincerely,



Joe Janosec
Moffat County Commissioner
and AGNC Coal Issues Chairman



Ben Beall
Routt County Commissioner
and Member, AGNC Coal Issues Committee

JE:jd
encs. (2)

cc: Gov. Roy Romer

THE IMPACT OF COAL ON THE U.S. ECONOMY

Adam Rose and Oscar Frias

Department of Mineral Economics
The Pennsylvania State University
University Park, PA 16802

Report to the National Coal Association

IMPACTS OF THE COAL INDUSTRY ON THE COLORADO ECONOMY, 1992

April, 1994

	Output	Personal Income	Employment
Direct Output of Coal	\$410 ^a	\$110 ^a	1,988 ^b
Simple Multiplier	<u>x1.981</u>	<u>x2.046</u>	<u>x3.211</u>
Sub-Total	\$812	\$225	6,383
Direct Investment	\$27	\$7	208
Simple Multiplier	<u>x2.227</u>	<u>x2.354</u>	<u>x3.160</u>
Sub-Total	\$60	\$17	657
Direct Output of Government	\$64	\$17	997
Simple Multiplier	<u>x2.296</u>	<u>x2.387</u>	<u>x2.041</u>
Sub-Total	\$146	\$41	2,035
Grand Total	<u>\$1,018</u>	<u>\$284</u>	<u>9,076</u>

Source: Based on a 1990 RIMS II Input-Output Tables (U.S. Department of Commerce/Bureau of Economic Analysis) for Colorado and data from Coal Production, 1992 (U.S. Department of Energy/Energy Information Administration).

^aIn millions of 1992 dollars.

^bEmployment measured in full-time equivalents. Considers all employees associated with mining operations, including office workers.

PSC may oppose railroads' merger

By Jeffrey Leib
Denver Post Business Writer

3/27/96

Public Service Co. of Colorado said it will oppose the merger of the Southern Pacific and Union Pacific railroads unless there are guarantees that the combination won't increase freight rates for Colorado coal.

Public Service power plants, which supply electricity to about 1.7 million customers, used about 8.7 million tons of Colorado coal last year. Southern Pacific hauls most of that coal to PSC plants from mines in northwestern Colorado.

Powder River coal

"There is some indication that the UP will promote Powder River (Wyo.) coal at the expense of Colorado coal," said PSC spokesman Mark Stutz.

The Union Pacific and the Burlington Northern Santa Fe railroads haul coal from large, efficient Powder River Basin mines to power plants around the country.

PSC will fight the UP-SP merger "unless certain conditions are met that guarantee

the same competitive coal prices and the same service levels we have," Stutz said.

Southern Pacific spokesman Larry Kaufman said the combined UP-SP will be able to offer even better service to Colorado coal customers than the SP currently provides.

"The UP plans to spend \$90 million to upgrade its line from Denver to the east and most of that traffic east is coal," Kaufman said.

The UP's line from Denver to the east is more direct and more economical for hauling Colorado coal to St. Louis and Chicago than the current SP route, which takes coal trains south to Pueblo before they turn east.

In a recent report, Boulder energy industry analyst Gerald Vaninetti said if the UP succeeds in acquiring the SP "without conditions to preserve existing competition, there is a potential for 'duopoly' status for the two surviving Western railroads" — the UP and Burlington Northern.

"This could result in upward pressure on transportation rates for Western coal, and electricity rates for consumers," Vaninetti

said.

But Kaufman said the UP-SP merger plan calls for a far more efficient rail system through Colorado and the West than currently exists and that only benefits the shippers and consumers of all goods, including coal.

Deadline for statements

Shippers, labor unions, rival railroads and other parties must file statements either supporting or opposing the UP-SP merger to government regulators by Friday. The federal Surface Transportation Board will make a decision on the merger during the summer.

Members of the Texas Railroad Commission voted unanimously yesterday to oppose the merger unless the transportation board forces the UP to sell SP routes in Texas and other states.

SP Vice Chairman Robert Starzel said "the Texas scheme would butcher the merger, depriving both railroads and the shipping public of the benefits and costing rail jobs."



Denver Post file photo

Union Pacific coal train.

STB

FD

32760

3-28-96

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62124

Item No. _____
Page Count 1
MAR #588

62124

62124

Mr. George M. Olsen
606 Cannon Rd.
Victoria, TX 77904-1354



March 21, 1996

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th and Constitution Ave.
Washington, DC 20423

ADVISE OF ALL

Re: Finance Docket 32760

PROCEEDINGS

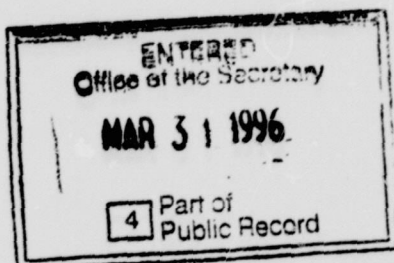
Dear Secretary Williams:

This letter is in opposition to the merger, as proposed, of the Union Pacific Railroad and the Southern Pacific Railroad. That merger, here in Texas, would create a monopoly of all the major rail markets in the state as well as the connecting rail lines to Mexico. The economic impact to workers and shippers alike would be devastating in the long run with the inevitable loss of jobs on duplicated areas and shippers without a choice of carrier.

Please consider carefully what the loss of the Southern Pacific Railroad as a viable competitor and necessary rail transportation link. We have lost so many individual companies to mergers in the recent years and the loss of one so critical to Texas and the western United States is unthinkable.

Thank you very much for your anticipated consideration.

Yours Truly:



George M. Olsen
GEORGE M. OLSEN

STB

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32760

3-28-96

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62123

Item No. _____

Page Count 2

Mar #589

OF REPRESENTATIVES
STATE OF UTAH

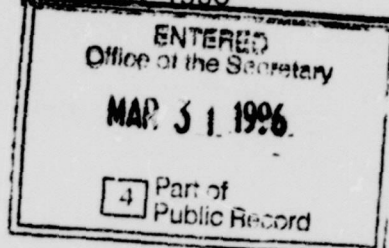
REPRESENTATIVE TOM MATTHEWS

69TH DISTRICT
(CARBON AND EMERY COUNTIES)
R.F.D. RT. #1, BOX 15-S
HELPER, UTAH 84526
RES. 472-8250 / BUS. 472-8250



STANDING COMMITTEES: ENERGY, NATURAL RESOURCES
AND AGRICULTURE; BUSINESS, LABOR AND
ECONOMIC DEVELOPMENT
APPROPRIATIONS: NATURAL RESOURCES AND ENERGY

March 26, 1996



Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
12th and Constitution Ave. NW
Washington, DC 20423

RE: Finance Docket No. 32760, UP/SP pending merger

ADVISE OF ALL

Dear Secretary Williams:

PROCEEDINGS

I want to express my strong opposition to the proposed Union Pacific/Southern Pacific rail merger that is pending before the surface Transportation Board (STB). This merger will create an unacceptable anti-competitive situation in Utah and eliminate thousands of good jobs throughout the western United States.

If this merger is approved, many shippers in Utah will be left with only one Class I railroad. Shippers will have no ability to negotiate favorable pricing or shipping options as they will be captive to what essentially will be a monopoly railroad. This problem is especially worrisome in Utah whose economy is directly connected to our ability to export coal and import iron ore and any increase in rail prices could have dire consequences on our state's economy.

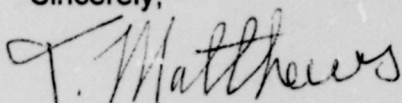
The idea that the trackage rights agreement between UP/SP and BNSF will solve these anti-competitive problems is completely unrealistic. UP/SP is asking the STB to approve an anti-competitive deal based on some ambiguous promise of competition. No other industry in the country could get away with deciding the terms and conditions of its only competition. This fact was not lost on the Department of Justice when it commented that the "agreement with BNSF does not and cannot remedy the competitive harm arising from the reduction in the number of carriers in the western U.S." The only way to ensure real and vigorous competition is to make sure that there is more than one independent railroad operating in Utah.

I am also concerned about the impact this merger will have on rail workers and other employees in industries dependant upon a reliable and competitive transportation system. While the direct job loss in Utah will not be as great as in states such as

California and Texas, jobs will still be needlessly eliminated. In addition, nothing prevents UP/SP from changing its labor reduction plans for Utah after the merger is approved. To make matters worse, as I understand it, labor protections guaranteed by law are full of loopholes that often leave workers unprotected. This can cause additional economic hardship to rail workers, their families and communities.

This merger is anti-competitive and will put people out of work. This is clearly not in the public interest and therefore UP/SP's application must be rejected. Thank you for the opportunity to submit these comments.

Sincerely,

A handwritten signature in cursive script that reads "T. Matthews". The signature is written in dark ink and is positioned above the printed name.

Tom Matthews
Representative

STB

FD

• 32760

3-28-96

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• 62122

Item No. _____

Page Count 4

MAY # 590

62/22

62122



**The Board of County Commissioners
of Chaffee County**

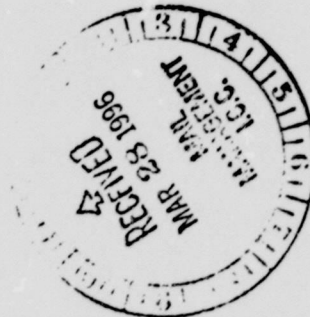
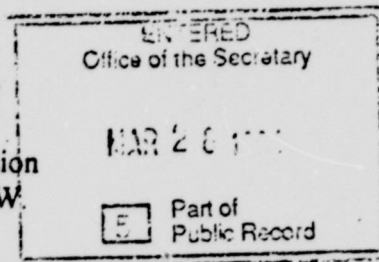
P. O. Box 699

Salida, Colorado 81201

(719) 539-2218

March 25, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Interstate Commerce Commission
12th and Constitution Ave. N.W.
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 Rail Corporation, Southern
Pacific Transportation Company, St. Louis Southwestern Railway company, SPCSL
Corp. and the Denver and Rio Grande Western Railroad Company.

Docket No. AB-12 (Sub-No. 188)
Docket No. AB-8 (Sub-No. 39)
Docket No. AB-8 (Sub-No. 36x)
Docket No. AB-3 (Sub-No. 130)

**LETTER OF PROTEST AND REQUEST FOR CONDITIONS
SUBMITTED BY**

CHAFFEE COUNTY BOARD OF COMMISSIONERS

P.O. BOX 699

SALIDA, CO. 81201-0699

Dear Secretary Williams:

Pursuant to the Notice of Intent to Participate, submitted to you in letters dated December 26, 1995, the Chaffee County Board of Commissioners hereby submits its position statement concerning protest to the proposed merger, particularly as it pertains to the anticipated and proposed abandonment of 173 miles of track between Canon City, Colorado and Sage, Colorado.

1. Chaffee County Board of Commissioners is a body politic under the laws of the State of Colorado. The Board of Commissioners is made up of three County Commissioners elected at large (but residing in three separate districts). The Board of Commissioners is the administrative, legislative and policy making board of Chaffee County.

Secretary Vernon A. Williams
March 25, 1996
Page Two

Chaffee County was formed by an act of the State Legislature in February of 1879. Among the duties of the Board of Commissioners are the powers granted to Counties to regulate land use of all unincorporated portions of Chaffee County and to improve and protect the health, welfare and safety of all citizens and visitors to Chaffee County.

2. The Board of Commissioners has worked with other jurisdictions within Chaffee County concerning the matter of the merger and abandonment of lines proposed in this action. It is the wide spread consensus of agencies and entities that the abandonment of the 178 miles of tract between Canon City and Sage, Colorado and in particular the mileage within the boundaries of Chaffee County will be detrimental to the interest of the County and or at the very best, shouldn't occur without the imposition of certain conditions concerning such line abandonment.

3. **THE CHAFFEE COUNTY BOARD OF COMMISSIONERS HEREBY REQUEST THAT THE PROPOSED LINE ABANDONMENT BE DENIED. ABANDONMENT WILL CLEARLY PROHIBIT FUTURE OPPORTUNITIES FOR MINING AND WILL CERTAINLY DAMAGE A STRUGGLING LOCAL ECONOMY AND PROHIBIT ECONOMIC DIVERSIFICATION.**

4. If the line abandonment is granted, the Board of Commissioners request that it be subject to the following conditions:

- a. The merging parties, or Southern Pacific be required to offer for sale tracks and right-of-way within Chaffee County and the 173 miles within the region of proposed abandoned lines as a unit to enable the lines to remain intact as a whole which would encourage a regional railroad, or other similar interested party to make beneficial use of the lines for the betterment of the County and region. In addition, provide bridge rights to any potential buyer. Although Southern Pacific has indicated that it does not oppose the sale of the lines, it has failed to give any consideration to inquiries for purchase of the lines. Chaffee County supports the sale of this route to Montana Rail Link, LSBC Holdings or any other viable alternative.
- b. If negotiations for sale of the intact lines are unsuccessful, the merging parties, or Southern Pacific be required to rail-bank the tracks and right-of-way within Chaffee County and the 173 miles of line within the region, which would allow the right of way to be preserved.
- c. The merging parties or Southern Pacific be required to leave the physical track in place along the intact 173 miles of line for a period of 24 months following final approval of the proposed merger and be required to negotiate, in good faith, with the regional or other viable railroads.
- d. If either abandoned or rail-banked that the merger parties or Southern Pacific be required to preform an Environmental Assessment, a plan be implemented for removal of all hazardous waste and bonding be placed to perform such task.

Secretary Vernon A. Williams

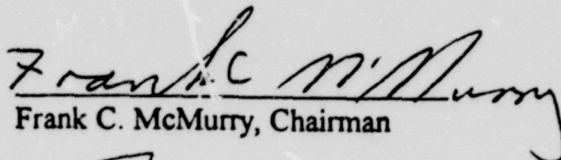
March 25, 1996


Page Three

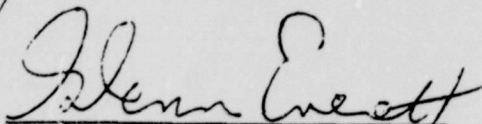
e. In order to augment the \$73,900 of lost property tax due to abandonment, a trust fund be established of not less than \$1,750,000 (one million seven hundred fifty thousand dollars) to augment the lost revenues. Revenue be proportioned to the County, the Town of Buena Vista, the City of Salida, and all affected special districts government based on their 1996 railroad assessed valuation multiplied by their past years mill levy.

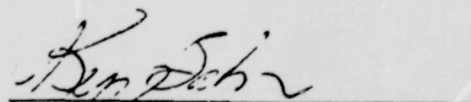
It is the position of the Chaffee County Board of Commissioners that the interests of the residents, citizens, governments, agencies, businesses and other entities would be best served if the conditions set forth in this letter are imposed. Without the proposed conditions, the detrimental effect of the proposed line abandonment to this regions would be tremendous.

Sincerely Yours,


Frank C. McMurry, Chairman


Jim Thompson, Commissioner


Glenn Everett, Commissioner


Ken Baker, County Attorney

CERTIFICATE OF SERVICE

I Hereby certify that I have this day served the foregoing document upon applicants' Representatives:

Hon. Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory commission
825 North Capitol Street, N.W.
Washington, D.C. 20426

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

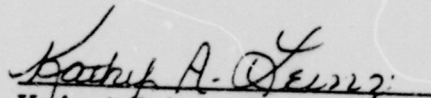
Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Gary Laakso, General Attorney
Southern Pacific Building, Room 846
One Market Plaza
San Francisco, CA. 94105

Robert Opal, General Attorney
1416 Dodge Street
Omaha, NE 68179-0830

Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Salida, Colorado, this 26th day of March, 1996


Kathy A. Leinz, Adm. Assist.

STB

FD

32760

3-27-96

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62085

Item No. _____

Page Count 5

Mar #544

MAR 28 1970

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

UP/SP-189



APPLICANTS' SUPPLEMENTAL RESPONSES TO RLEA/UTU'S
FIRST SET OF INTERROGATORIES

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 13018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

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

March 27, 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' SUPPLEMENTAL RESPONSES TO RLEA/UTU'S
FIRST SET OF INTERROGATORIES

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW, pursuant to discussions with counsel for ARU,^{1/} hereby
supplement their answers to certain interrogatories in the
"First Set of Interrogatories of Railway Labor Executives'
Association and United Transportation Union Directed to
Applicants" (RLEA/UTU-4).

Applicants supplement their answer to
Interrogatories Nos. 2 and 9 as follows: No line sale
transactions were considered and rejected in the preparation
of the Operating Plan.

Applicants supplement their answer to Interrogatory
No. 10 as follows: The following abandonments were considered
and rejected in connection with preparing the Operating Plan:

^{1/} On March 18, 1996, Applicants received notice that
counsel for RLEA/UTU had withdrawn as counsel for the United
Transportation Union and the Brotherhood of Locomotive
Engineers in this proceeding, and would continue to represent
other unions in the Railway Labor Executives' Association
under the collective title of the Allied Rail Unions ("ARU").

UP: Reno Tct. CA-Reno NV
Jonesboro AR-Wynne AR
Taylor TX-Smithville TX

SP: Garfield Branch UT
Lackland MO-Labadie MO
Brark AR-Brinkley AR
Navasota TX-Eureka TX
Victoria TX-Placedo TX
Joyce TX-Nadeau TX

Applicants supplement their answer to Interrogatories Nos. 58 and 59 as follows: UP has no plans to shift jobs to Mexico, or to use Mexican crews in the United States, in connection with the mergers or any possible Mexican rail privatization transaction.

Respectfully submitted,

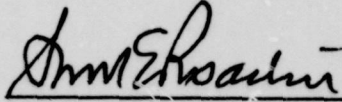
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
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JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

CARL W. VON BERNUTH
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Martin Tower
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JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
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Corporation, Union Pacific
Railroad Company and Missouri
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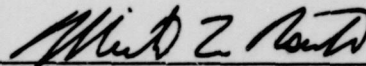
March 27, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 27th day of March, 1996, I caused a copy of the foregoing document to be served by hand on Richard S. Edelman, counsel for Allied Rail Unions, at Highsaw, Mahoney & Clarke, P.C., 1050 17th Street, N.W., Suite 210, Washington, D.C. 20036, 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 9 of the Discovery Guidelines 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



Michael L. Rosenthal

STB

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32760

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ORIGINAL

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THOMAS F. McFARLAND, JR.

STEPHEN C. HERMAN

March 28, 1996

By UPS Overnight

Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Department of Transportation, Rm. 1324
12th & Constitution Avenue, NW
Washington, DC 20423



Re: Docket No. A3-33 (Sub-No. 96), *Union Pacific Railroad Company -- Abandonment -- Barr-Girard Line in Menard, Sangamon and Macoupin Counties, IL*

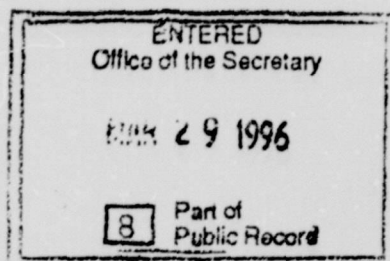
and

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

Dear Mr. Williams:

Enclosed please find an original and 20 copies of Joint Protest Against Barr-Girard Abandonment (SPI-BCI 1), for filing with the Board in the above referenced matters.

Kindly acknowledge receipt by date stamping the enclosed duplicate copy of this letter and return in the self-addressed stamped envelope.



Very truly yours,

Tom McFarland

Thomas F. McFarland, Jr.
*Attorney for Springfield Plastics, Inc. and
Brandt Consolidated, Inc.*

TMcf:kl:526

cc: All parties of record - by first-class mail

(73)

STB

FD

32760

2-29-96

B

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Item No. _____

Page Count 17 OWN & PLATT
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_____ VANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

CHICAGO
GERLIN
BRUSSELS
HOUSTON
LONDON
LOS ANGELES
NEW YORK
MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARETTE, NADER Y ROJAS

202-463-2700
TELEX 892603
FACSIMILE
202-851-0473

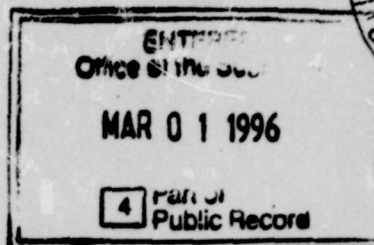
KELLEY E. O'BRIEN
MEMBER OF THE VIRGINIA BAR
NOT ADMITTED IN THE
DISTRICT OF COLUMBIA
202-778-0607

February 29, 1996



VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are (i) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Texas Utilities Electric Company's First Set of Interrogatories and Document Production Requests (BN/SF-37); (ii) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Illinois Power Company's First Set of Interrogatories and Document Production Requests to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company (BN/SF-38); and twenty copies of a letter sent today from Erika Z. Jones to All Counsel on the Restricted Service List.

Also enclosed is 3.5-inch disk containing the text of BN/SF-37 and BN/SF-38 in Wordperfect 5.1 format. I would appreciate it if you would date-stamp the enclosed extra copies of the pleadings and the letter and return them to the messenger for our files.

Sincerely,

Kelley E. O'Brien
Kelley E. O'Brien

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO TEXAS UTILITIES
ELECTRIC COMPANY'S FIRST SET OF INTERROGATORIES AND DOCUMENT
PRODUCTION REQUESTS TO BN/SANTA FE

Jeffrey R. Moreland
Richard E. Weicher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.

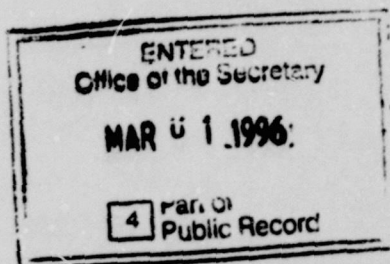
Burlington Northern
Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

and

The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

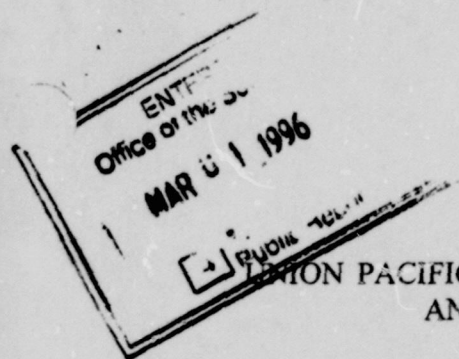
Erika Z. Jones
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Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
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(202) 463-2000



Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 29, 1996



CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Illinois Power Company's First Set of Interrogatories and Document Production Requests to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company (BN/SF-38) have been served this 29th day of February, 1996, by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by fax and hand-delivery on counsel for Illinois Power Company.

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Represents: SUN VALLEY ENERGY, INC.

[FOR] CONSTANCE H. PIERCE
CONSTELLATION COMPANIES
250 WEST PRATT STREET
BALTIMORE MD 21201-2423

[FOR] DAVID A. PINS
THE CHEMICAL GROUP
MONSANTO
800 N. LINDBERGH BOULEVARD
ST. LOUIS MO 63167
Represents: MONSANTO

[FOR] ANDREW R. PLUMP
ZUCKERT, SCOUTT ET AL
888 17TH STREET, N.W., STE. 600
WASHINGTON DC 20006-3939

[FOR] JOSEPH R. POMPONIO
FEDERAL RAILROAD ADMIN.
400 7TH ST., S.W., RCC-20
WASHINGTON DC 20590

[FOR] LARRY R. PRUDEN
TRANS. COMM. INTL UNION
3 RESEARCH PLACE
ROCKVILLE MD 20850
Represents: TRANSP COMM INTL UNION

[FOR] BARRETT HATCHES
8300 COLLEGE BLVD
OVERLAND PARK KS 66210
Represents: NORTH AMERICAN SALT CO.

[FOR] TIMOTHY HAY
727 FAIRVIEW DRIVE
CARSON CITY NV 89710
Represents: PUBLIC SVC COMM OF NEVADA

[FOR] THOMAS J HEALEY
OPPENHEIMER, WOLFF, ETAL
180 N. SUTTON AV., 2 PRUDENTIAL PL
CHICAGO IL 60601
Represents: GATEWAY WESTERN Rwy CO

[FOR] JOHN D. HEFFNER, ESQ.
RJA CROSS & AUCHINCLOSS
1920 N STREET, N.W., SUITE 420
WASHINGTON DC 20036

[FOR] J. MICHAEL HEMMER
COVINGTON & BURLING
P.O. BOX 7566
1201 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20044
Represents: UNION PACIFIC CORP ET AL

[FOR] P. C. HENDRICKS
UTU, STATE LEG. DIR.
317 EAST 5TH STREET, STE. 11
DES MOINES IA 50309
Represents: UNITED TRANSP. UNION

[FOR] RONALD J. HENEFELD
PPG INDUSTRIES, INC.
ONE PPG PLACE - 35 EAST
PITTSBURGH PA 15272-0001
Represents: PPG INDUSTRIES, INC.

[FOR] STEPHEN C. HERMAN
20 N WACKER DRIVE - SUITE 3118
CHICAGO IL 60606-3101
Represents: I B P INC

[FOR] ROGER HERMANN
MALLINCKRODT CHEMICAL
16305 SWINGLEY RIDGE DRIVE
CHESTERFIELD MO 63017-1777
Represents: MALLINCKRODT CHEMICAL

[FOR] RICHARD B HERZOG
HARKINS CUNNINGHAM
1300 19TH ST., N.W. SUITE 600
WASHINGTON DC 20036-1609

[FOR] RICHARD L. HESTER
CITY UTIL. OF SPRINGFIELD
P.O. BOX 551
SPRINGFIELD MO 65801

[FOR] JEFFERY W. HILL
SIERRA PACIFIC POWER CO.
P.O. BOX 10100
6100 NEEL ROAD
RENO NV 89520
Represents: SIERRA PAC. POWER CO.

[FOR] CLAUDIA L. HOWELLS
OREGON, DEPT. OF TRANS.
MILL CREEK OFC. BLDG.
555 13TH STREET, NE
SALEM OR 97310
Represents: STATE OF OREGON - DOT

[FOR] JOAN S. HUGGLER
U.S. DEPT. OF JUSTICE
ANTITRUST DIVISION
555 4TH STREET, N.W., RM. 9104
WASHINGTON DC 20001
Represents: U.S. DEPARTMENT OF JUSTICE

[FOR] RONALD E. HUNTER
CARGILL, INCORPORATED
LAW DEPARTMENT
15407 MCGINTY ROAD WEST
WAYZATA MN 55391

[FOR] A. STEPHEN HUT, JR.
WILMER CUTLER PICKERING
2445 M STREET, N.W.
WASHINGTON DC 20037-1420
Represents: CONSOLIDATED RAIL CORP. ET AL

[FOR] HON. EARL HUTTO
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515

[FOR] EDWARD B. HYMSON
CONSOLIDATED RAIL CORP.
2001 MARKET STREET, 16-A
PHILADELPHIA PA 19101-1416

[FOR] JACK HYNES
P.O. BOX 270
CAPITOL AVE. AT JEFFERSON ST.
JEFFERSON CITY MO 65102
Represents: MISSOURI HWY & TRANSP. DEPT.

[FOR] TERENCE M. HYNES
SIDLEY & AUSTIN
1722 EYE STREET, NW
WASHINGTON DC 20006-5304
Represents: CANADIAN PACIFIC LTD. ET AL

[FOR] JAMES J. IRLANDI
SKILL TRANS. CONSULT. INC.
1809 N. BROADWAY / SUITE H
WICHITA KS 67214
Represents: KANSAS SHIPPERS ASSOC. ET AL

[FOR] THOMAS F. JACKSON
800 LINCOLN WAY
AMES IA 50010
Represents: IA, DEPT. OF TRANSPORTATION

[FOR] WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P.C.
P.O. BOX 1240
3426 NORTH WASHINGTON BLVD.
ARLINGTON VA 22210
Represents: SAVE THE ROCK ISLAND COMM

[FOR] THOMAS R. JACOBSEN
TU ELECTRIC
1601 BRYAN STREET, STE 11-060
DALLAS TX 75201-3411

[FOR] LARRY T. JENKINS
ARCO CHEMICAL COMPANY
3801 WEST CHESTER PIKE
NEWTON SQUARE PA 19073-3280
Represents: ARCO CHEMICAL CO.

[FOR] EDWIN C. JERTSON
INTERSTATE POWER CO
P.O. BOX 769
1000 MAIN STREET
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[FOR] KENNETH C. JOHNSON
GENEVA STEEL COMPANY
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[MOC] HONORABLE J. BENNETT JOHNSTON
U.S. SENATE
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[POR] ERIKA Z. JONES
MAYER, BROWN & PLATT
SUITE 6500
2000 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20006
Represents: BURLINGTON NORTHERN RR, ET AL.

[POR] TERRENCE D JONES
KELLER & HECKMAN
1001 G ST., NW., STE 500 WEST
WASHINGTON DC 20001
Represents: N. AMERICAN LOGISTIC SVCS

[POR] ALEXANDER H. JORDAN
WESTERN SHIPPERS COALITION
136 SOUTH MAIN STREET, STE 1000
SALT LAKE CITY UT 84111-7612
Represents: WESTERN SHIPPERS COALITION

[POR] MARK L JOSEPHS
HOWREY & SIMON
1299 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20004-2402
Represents: COASTAL CORPORATION

[POR] HON. ROBERT JUNELL
TEXAS HOUSE OF REP.
PO BOX 2910
AUSTIN TX 78768
Represents: STATE OF TEXAS

[POR] FRITZ R. KAHN
SUITE 750 WEST
1100 NEW YORK AVENUE, N.W.
WASHINGTON DC 20005-3924
Represents: GEORGETOWN RR CO. ET AL.

[POR] LARRY B. KARNES
TRANSPORTATION BUILDING
P.O. BOX 30050
425 WEST OTTAWA
LANSING MI 48909
Represents: STATE OF MICHIGAN - DOT

[POR] RICHARD E. KERTH, TRANS. MGR.
CHAMPION INTERNAT'L CORP
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001
Represents: CHAMPION INTL CORP

[POR] BRUCE A. KLIMEK
INLAND STEEL
3210 WATLING STREET
EAST CHICAGO IN 46312
Represents: INLAND STEEL CO.

[POR] JEFFREY L. KLINGER
PEABODY HOLDING COMPANY
701 MARKET STREET, STE 700
ST. LOUIS MO 63101-1826

[POR] ANN KNAFTON, TRANSP MGR.
IDAHO TIMBER CORPORATION
P.O. BOX 67
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[POR] ROBERT S. KOMPANY
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NEWPORT NEWS VA 23608-2574
Represents: DOD, USMTMCTEA

[POR] STANLEY B. KONIZ, UNIT MANAGER
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1225 - 17TH STREET, STE 1100
DENVER CO 80202

[POR] ALBERT B KRACHMAN
BRACEWELL & PATTERSON LLP
2000 K STREET, N.W. SUITE 500
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Represents: CAPITAL METRO. TRANSP. AUTH.

[POR] KATHRYN KUSSKE
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DECATUR IL 62525

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KECK MAHIN & CAFFE
1201 NEW YORK AVE., N.W.
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Represents: CITY OF RENO

[POR] RONALD A. LANE
ILLINOIS CENTRAL RR
455 N. CITYFRONT PLAZA DR., 20TH FL
CHICAGO IL 60611

[POR] JOHN F. LARKIN
P.O. BOX 31850
4814 DOUGLAS ST., 68132
OMAHA NE 68132-0850
Represents: GENERAL RAILWAY CORPORATION

[POR] JOHN P. LARUE
P.O. BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403
Represents: PORT OF CORPUS CHRISTI

[POR] THOMAS LAWRENCE III
OPPENHEIMER WOLFF, ETC
1020 - 19TH STREET, N.W., STE 400
WASHINGTON DC 20036

[POR] DAVID N. LAWSON, FUEL TRAFFIC
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PUBLIC SVC CO. OF CO
SEVENTEENTH ST PLAZA
1225 17TH ST., STE. 1100
DENVER CO 80202-5533

[POR] KATHLEEN A. LAZARD
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SUSANVILLE CA 96130
Represents: CITY OF SUSANVILLE

[POR] MICHAEL O. LEAVITT
210 STATE CAPITOL
SALT LAKE CITY UT 84114
Represents: STATE OF UTAH

[POR] JOHN H. LESEUR
SLOVER & LOFTUS
1224 17TH STREET, N.W.
WASHINGTON DC 20036-3081
Represents: CITY PUB. SVC. BOARD, SAN ANT., ET AL

[POR] CHARLES W. LINDERMAN
5TH FLOOR
701 PENNSYLVANIA AVE., NW
WASHINGTON DC 20004-2696
Represents: EDISON ELECTRIC INST.

[POR] THOMAS F. LINN
MONTANA COAL COMPANY
555 17TH STREET, 22ND FLOOR
DENVER CO 80202

[FOR] THOMAS DEGNAN
UNITED STATES GYPSUM CO
125 SOUTH FRANKLIN STREET
CHICAGO IL 60606
Represents: UNITED STATES GYPSUM COMPANY

[FOR] JO A DIROCHE
WEINER, BRODSKY, ET AL
1350 NEW YORK AVE., NW, SUITE 800
WASHINGTON DC 20005-4797
Represents: ANACOSTIA & PACIFIC CO

[FOR] PATRICIA E DIETRICH
SLOVER & LOFTUS
1224 17TH STREET, N. W.
WASHINGTON DC 20036
Represents: SLOVER & LOFTUS

[FOR] NICHOLAS J. DIMICHAEL
DONELAN, CLEARY, WOOD, ET AL.
1100 NEW YORK AVE., N. W. STE 750
WASHINGTON DC 20005-3934
Represents: WESTERN RESOURCES INC. ET AL

[FOR] JAMES V. DOLAN
UNION PACIFIC RR CO.
LAW DEPARTMENT
1416 DODGE STREET
OMAHA NE 68179

[FOR] KELVIN J. DOWD
SLOVER & LOFTUS
1224 17TH STREET, N. W.
WASHINGTON DC 20036
Represents: WISCONSIN PUB. SVC. CORP.

[FOR] ROBERT K DREILING
K.C. SOUTHERN Rwy CO.
114 WEST 11TH STREET
KANSAS CITY MO 64105

[MCC] HON. RICHARD J. DURBIN
U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515
Represents: HON RICHARD J DURBIN

[FOR] RICHARD-S EDELMAN
HIGGS MAHONEY CLARKE
SUITE 210
1050 SEVENTEENTH STREET, N. W.
WASHINGTON DC 20036
Represents: RAILWAY LABOR EXEC ASSOC

[FOR] JOHN EDWARDS, ESQ.
ZUCKERT, SCOUTT ET AL.
888 17TH STREET, N. W., STE. 600
WASHINGTON DC 20006-3939
Represents: TEXAS MEXICAN RLY CO.

[FOR] KRISTA L EDWARDS
SIDLEY & AUSTIN
1722 EYE STREET, N. W.
WASHINGTON DC 20006

[FOR] MAYOR DELCARL EKENBERG
TOWN OF HASWELL
P. O. BOX 206
HASWELL CO 81045-0206
Represents: TOWN OF HASWELL, CO

[FOR] DANIEL R ELLIOTT, III
UNITED TRANSP. UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107
Represents: UNITED TRANSPORTATION UNION

[FOR] RICHARD J. ELSTON
CYPRUS AMAX CORP
9100 EAST MINERAL CIRCLE
ENGLEWOOD CO 80112
Represents: CYPRUS AMAX COAL SALES CORP.

[FOR] ROY T. ENGLERT, JR
MAYER, BROWN & PLATT
SUITE 6500
2000 PENNSYLVANIA AVE., N. W.
WASHINGTON DC 20006
Represents: SANTA FE PACIFIC CORP. ET AL.

[FOR] ROBERT V. ESCALANTE
SUITE 470
2010 MAIN STREET
IRVINE CA 92714-7204
Represents: JO BRAVO POSO/IASMIN

[FOR] JOHN T. ESTES
SUITE 400
1029 NORTH ROYAL STREET
ALEXANDRIA VA 22314
Represents: COALITION FOR COMPET RAIL

[FOR] G. W. FAUTH & ASSOCIATES INC.
P. O. BOX 2401
ALEXANDRIA VA 22301
Represents: G.W. FAUTH & ASSOC.

[FOR] BRIAN P. FELICER
SHELL CHEMICAL COMPANY
P. O. BOX 2463
ONE SHELL PLAZA
HOUSTON TX 77252-2463
Represents: SHELL CHEMICAL COMPANY

[FOR] MARC J. FINK
SHER & BLACKWELL
SUITE 612
2000 L STREET, N. W.
WASHINGTON DC 20036
Represents: INTL BROTHERHOOD OF TEAMSTERS

[FOR] REBECCA FISHER
ASST ATTY GENERAL
PO BOX 12548
AUSTIN TX 78711-2548
Represents: STATE OF TEXAS

[FOR] THOMAS J. FLORCZAK
CITY OF PUEBLO
127 THATCHER BUILDING
PUEBLO CO 81003
Represents: CITY OF PUEBLO, CO, ET AL.

[FOR] ROGER W. FONES
US DEPT. OF JUSTICE
555 4TH STREET, NW
WASHINGTON DC 20001
Represents: U S DEPT OF JUSTICE

[FOR] JOE D. FORRESTER
C/O CO MTN COLLEGE
901 S. HWY. 24
LEADVILLE CO 80461
Represents: LEADVILLE COALITION

[FOR] JEANNE M FOSTER
UPPER ARKANSAS VALLEY RTB
P. O. BOX 837
SALIDA CO 81201

[FOR] THOMAS W. FOSTER, CHAIRMAN
COM. TO PRESERVE PROPERTY
P. O. BOX 681
SALIDA CO 81201
Represents: COMMITTEE TO PRESERV PROPERTY

[FOR] JAMES R. FRITZE
EAGLE COUNTY ATTORNEY
P. O. BOX 850
EAGLE CO 81631

[FOR] THOMAS J. FRONAPPEL
DEPT. OF TRANSPORTATION
STATE OF NEVADA
1263 S. STEWART STREET
CARSON CITY NV 89712
Represents: STATE OF NEVADA, DOT

[FOR] RAY D. GARDNER
KENNECOTT UTAH COPP. CORP
P. O. BOX 6001
8315 WEST, 3595 SOUTH
MAGNA UT 84044-6001

[FOR] GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANS. UNION
NORTH LOOP OFFICE PARK
2040 NORTH LOOP WEST, STE. 310
HOUSTON TX 77018

[FOR] ROY GIANROSSO
ENTERGY SERVICES, INC.
350 PINE STREET
BEAUMONT TX 77701

[FOR] JANET H. GILBERT
WISCONSIN CENTRAL LTD
6250 NORTH RIVER ROAD STE 9000
ROSEMONT IL 60018
Represents: WISCONSIN CENTRAL LTD.

[MOC] HONORABLE JOHN GLENN
ATTN: SUSAN CARNOHAN
UNITED STATES SENATE
WASHINGTON DC 20510

[MOC] HON JOHN GLENN
ATTN: ANISA BELL
200 N. HIGH STREET, S-600
COLUMBUS OH 43215-2408

[FOR] ROBERT K. GLYNN
HOISINGTON CHAM. OF COMM.
123 NORTH MAIN STREET
HOISINGTON KS 67544-2594
Represents: HOISINGTON CHAM. OF COMM.

[FOR] ANDREW P. GOLDSTEIN
MCCARTHY, SWEENEY ET AL.
1750 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20006
Represents: FORMOSA PLASTICS CORP. ET AL

[FOR] ANDREW T. GOODSON
CANAL SQUARE
1054 THIRTY-FIRST ST NW
WASHINGTON DC 20007
Represents: INTL PAPER COMPANY

[MOC] HON PHIL GRAMM
ATTN BRETT BREWER
2323 BRYAN ST., STE 1500
DALLAS TX 75201

[MOC] HON. PHIL GRAMM
UNITED STATES SENATE
WASHINGTON DC 20510

[FOR] B. C. GRAVES, JR.
EXXON COMPANY U.S.A.
P.O. BOX 4692
HOUSTON TX 77210-4692
Represents: EXXON CO, USA

[FOR] T. L. GREEN
WESTERN RESOURCES, INC.
P.O. BOX 889
818 KANSAS AVE.
TOPEKA KS 66601

[FOR] EDWARD D. GREENBERG
GALLAND, KHARASCH, ET AL.
CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON DC 20007-4492
Represents: INTERNATIONAL PAPER CO

[FOR] THOMAS A. GRIEBEL
TEXAS DOT
125 E 11TH ST
AUSTIN TX 78701
Represents: TEXAS DOT

[FOR] DONALD F. GRIFFIN
HIGGS SAW MAHONEY CLARKE
SUITE 210
1050 SEVENTEENTH STREET, N.W.
WASHINGTON DC 20036
Represents: RAILWAY LABOR EXEC ETAL

[FOR] RICHARD H. GROSS
3801 WEST CHESTER PIKE
NEWTOWN SQUARE PA 19073
Represents: ARCO CHEMICAL COMPANY

[FOR] JEFFERY B. GROV
ONE UTAH CTR
STE 1100
201 SOUTH MAIN STREET
SALT LAKE CITY UT 84111
Represents: VIAMCOM INC

[FOR] JOSEPH GUERRIERI, JR.
4TH FLOOR
1331 F STREET, N.W.
WASHINGTON DC 20004
Represents: INT'L ASSOC. OF MACHINISTS

[FOR] JAMES M. GUNTIVAN
MARKINS CUNNINGHAM
1300 17TH ST., N.W. SUITE 600
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[FOR] MICHAEL E. HALLEY
CITY OF RENO
P.O. BOX 1900
RENO NV 89505
Represents: CITY OF RENO

[FOR] DARRELL L. HANAVAN, EXECUTIVE
DIRECTOR
COLORADO WHEAT ADMIN.
5500 SOUTH QUEBEC STREET, STE 111
ENGLEWOOD CO 80111
Represents: COLORADO WHEAT ADMIN. COMM.

[FOR] FRANK E. HANSON, JR.
MAGMA METALS COMPANY
SUITE 200
7400 NORTH ORACLE ROAD
TUCSON AZ 85704
Represents: MAGMA METALS COMPANY

[FOR] JAMES E. HANSON
DOW CHEMICAL COMPANY
2020 WILLARD H. DOW CENTER
MIDLAND MI 48674

[FOR] CAROL A. HARRIS
SOUTHERN PAC. TRANS. CO.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105

[FOR] CANNON Y. HARVEY
SOUTHERN PAC. TRANS. CO.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105

[FOR] OSCAR J. ABELLO, PRESIDENT
"K" LINE AMERICA, INC.
535 MOUNTAIN AVENUE
MURRY HILL NJ 07974
Represents: K LINE AMERICA INC

[FOR] CONSTANCE L. ABRAMS
CONSOLIDATED RAIL CORP.
TWO COMMERCE SQUARE
2001 MARKET STREET, 16-A
PHILADELPHIA PA 19101-1416
Represents: CONSOLIDATED RAIL CORP

[FOR] GENE ALBAUGH
PO BOX 702
33 S MAIN STREET
COLFAX CA 95713
Represents: CITY OF COLFAX

[FOR] RICHARD A. ALLEN
ZUCKERT, SCOUT, ET AL
888 17TH STREET, N.W., STE 600
WASHINGTON DC 20006-3939
Represents: TEXAS MEXICAN Rwy CO, ET AL

[FOR] PAUL C. ANDERSON
MCDONOUGH, HOLLAND, ET AL.
1999 HARRISON STREET, STE 1300
OAKLAND CA 94612

[FOR] WAYNE ANDERSON
ENTERGY SERVICES, INC.
639 LOYOLA AVE. MAIL L-ENT-26E
NEW ORLEANS LA 70113

[FOR] BLAINE ARBUTHNOT
CROWLEY COUNTY
601 MAIN ST
ORDWAY CO 81063
Represents: CROWLEY CTY BD. OF COMM.

[FOR] DANIEL R. ARELLANO
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396
Represents: CITY OF BRENTWOOD

[FOR] R. MARK ARMSTRONG
P. O. BOX 1051
ALTURAS CA 96101
Represents: EARTH ENGINEERS

[FOR] DANIEL ARONOWITZ
LEBOUEF, LAMB, ET AL.
1875 CONNECTICUT AVE, NW, STE 1200
WASHINGTON DC 20009-5728
Represents: WESTERN SHIPPERS

[FOR] DOUGLAS J. BABB
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102-5384

[FOR] DAVID H. BAKER
HOLLAND & KNIGHT
2100 PENN. AVE., N.W., ST. 400
WASHINGTON DC 20037-3202
Represents: SUNKIST GROWERS INC

[FOR] JANICE C BARBER
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102-5384

[FOR] DOUGLAS J. BEHR
KELLER & HECKMAN
1001 G STREET, N.W., STE 500 WEST
WASHINGTON DC 20001

[FOR] CHARLES N. BEINKAMPEN
DUPONT SOURCING
WILMINGTON DE 19898
Represents: DUPONT

[FOR] MARTIN W. BERCOVICI
KELLER & HECKMAN
1001 G ST., N.W., SUITE 500 WEST
WASHINGTON DC 20001
Represents: SOC OF THE PLASTICS INDUS., ET AL

[FOR] CARL W VON BERNUTH
UNION PACIFIC CORP.
MARTIN TOWER
EIGHTH AND EATON AVENUES
BETHLEHEM PA 18018

[FOR] CARDON G. BERRY
IOWA CO. COMMISSIONERS
P.O. BOX 591
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EADS CO 51036
Represents: IOWA CO. COMMISSIONERS

[FOR] PAUL K. BIBA, HOUSE COUNSEL
FORMOSA PLASTICS CORP.
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[FOR] MICHAEL D BILLIEL
ANTITRUST DIV
DEPT OF JUSTICE
325 SEVENTH ST NW STE 500
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[FOR] LONNIE E. BLAYDES, JR., VICE PRESIDENT
DALLAS AREA RAPID TRANSIT
P. O. BOX 75266-7210
1401 PACIFIC AVENUE
DALLAS TX 75266-7210
Represents: DALLAS AREA RAPID TRANSIT

[FOR] JARED BOGON
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STATE CAPITOL, RM 136
DENVER CO 80203-1792
Represents: STATE OF COLORADO

[FOR] CHARLES R. BOMBERGER
PUBLIC SERV. OF COLORADO
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Represents: PUBLIC SVC. CO. OF COLORADO

[FOR] LINDSAY BOWER, DEPUTY ATTORNEY
GENERAL
CA. DEPT. OF JUSTICE
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Represents: ATTORNEY GENERAL OF CA

[FOR] CHRISTOPHER E. BRAMHALL
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[MOC] HONORABLE JOHN BREAUX
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[FOR] MICHAEL BRESSMAN
WILMER CUTLER PICKERING
2445 M STREET, N. W.
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Represents: CONSOLIDATED RAIL CORP

[FOR] STEVEN A BRUGANCE
LEBOEUF, LAMB, ET AL.
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ARLINGTON TX 76013

[FOR] PATRICIA BRITTON
KENNECOTT ENERGY COMPANY
CHIEF LEGAL OFFICER
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GILLETTE WY 82716

[FOR] JONATHAN M BRODER
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PUEBLO CO 81003-3140

[MOC] HON. HANK BROWN
UNITED STATES SENATE
WASHINGTON DC 20510-0604
Represents: HON HANK BROWN

[FOR] KIRK BROWN
2300 SOUTH DUKES PARKWAY
SPRINGFIELD IL 62764
Represents: ILLINOIS DOT

[FOR] ROBERT M. BRUSKIN, ESQ.
HOWREY & SIMON
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UNITED STATES SENATE
WASHINGTON DC 20510
Represents: HON. RICHARD H. BRYAN

[MOC] HON. JOHN BRYANT
US HOUSE OF REP.
WASHINGTON DC 20515

[FOR] EDMUND W. BURKE
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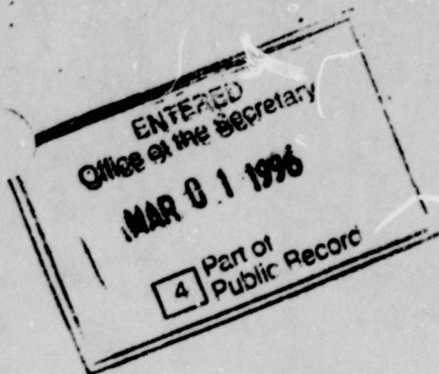
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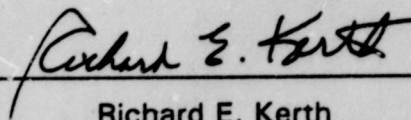
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the Verified Statement of Richard E. Kerth representing CHAMPION INTERNATIONAL CORPORATION dated December 19, 1995 in Finance Docket No. 32760, Union Pacific Corporation, et. al -- Control and Merger -- Southern Pacific Rail Corporation, et. al has been served upon all parties of record identified by the Surface Transportation Board in Decision No. 15 (dated February 15, 1996) via U.S. mail, postage prepaid, this 26th day of February, 1996.


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KIOWA COUNTY WIFE
CHAPTER #124
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Represents: KIOWA COUNTY WIFE

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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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO TEXAS UTILITIES
ELECTRIC COMPANY'S FIRST SET OF INTERROGATORIES AND DOCUMENT
PRODUCTION REQUESTS TO BN/SANTA FE

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to Texas Utilities Electric Company's ("TU Electric") "First Set of Interrogatories and Document Production Requests." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to TU Electric's First Set of Interrogatories and Document Production Requests. If necessary, BN/Santa Fe is prepared to meet with counsel for TU Electric at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to TU Electric's First Set of Interrogatories and Document Production Requests on the following grounds:

1. **Privilege.** BN/Santa Fe objects to TU Electric's First Set of Interrogatories and Document Production Requests to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
2. **Relevance/Burden.** BN/Santa Fe objects to TU Electric's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.
3. **Settlement Negotiations.** BN/Santa Fe objects to TU Electric's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

4. Scope. BN/Santa Fe objects to TU Electric's First Set of Interrogatories and Document Production Requests to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

5. Definitions. BN/Santa Fe makes the following objections to TU Electric's definitions:

4. "Document" means the term "document" as that term is used in Fed. R. Civ. P. 34(a) in BN/Santa Fe's current or prior possession, custody or control. "Document" as used herein also encompasses physical things such as computer disks in BN/Santa Fe's current or prior possession, custody or control.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that it calls for the production of materials and documents that are as readily, or more readily, available to TU Electric as to BN/Santa Fe.

8. "Relating to" means making a statement about, discussing, describing, referring to, reflecting, explaining, analyzing, or in any way pertaining in whole or in part, to a subject.

BN/Santa Fe objects to the definition of "Relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to TU Electric's interrogatories, construe "Relating to" to mean "make reference to" or "mention".

OBJECTIONS TO INTERROGATORIES

1. Does the BN/Santa Fe have the right to transport TU Electric coal trains over KCS' line from Dallas to Shreveport?

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it is vague and calls for a legal conclusion.

2. If the answer to Interrogatory No. 1 is in the affirmative, identify the documents setting forth the involved rights.

Response: See Response to Interrogatory No. 1.

3. If the answer to Interrogatory No. 1 is in the affirmative, describe the rights involved.

Response: See Response to Interrogatory No. 1.

4. Does BN/Santa Fe have the right under the Settlement Agreement to transfer TU Electric coal trains at Shreveport for transportation by BN via Tenaha to TU Electric's Martin Lake plant?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it calls for a legal conclusion and requires BN/Santa Fe to interpret a legal document that is as readily available to TU Electric as to BN/Santa Fe.

5. Does KCS have the right under the Settlement Agreement to interchange TU Electric coal trains at Shreveport for transportation by BN/Santa Fe via Tenaha to TU Electric's Martin Lake generating station?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it calls for a legal

conclusion and requires BN/Santa Fe to interpret a legal document that is as readily available to TU Electric as to BN/Santa Fe.

6. Identify all documents relating to BN and/or Santa Fe's potential to transport coal (other than lignite) to TU Electric's Martin Lake generating station.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files.

OBJECTIONS TO DOCUMENT PRODUCTION REQUESTS

1. Produce a copy of the agreement between EN, Santa Fe and KCS which is described at page 122 of the Interstate Commerce Commission Decision in Finance Docket No. 32549 (served August 23, 1995).^{1/}

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Production Request No. 1 to the extent that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

2. Produce all documents identified in response to Interrogatory No. 2.

Response: See Response to Interrogatory No. 2.

3. Produce all documents identified in response to Interrogatory No. 6.

Response: See Response to Interrogatory No. 6.

^{1/} Finance Docket No. 32549, Burlington Northern In Burlington Northern Railroad Company -- Control and Merger Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company, Decision served August 23, 1995.

Respectfully submitted,

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and

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Attorneys for Burlington Northern Railroad Company
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February 29, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Texas Utilities Electric Company's First Set of Interrogatories and Document Production Requests to BN/Santa Fe (BN/SF-37) have been served this 29th day of February, 1996, by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by fax and hand-delivery on counsel for Texas Utilities Electric Company.

Kelley E. O'Brien

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Item No. _____

Page Count 9

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BEFORE THE
SURFACE TRANSPORTATION BOARD

UP/SF-143



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' OBJECTIONS TO WESTERN SHIPPERS' COALITION'S
SECOND SET OF INTERROGATORIES AND REQUESTS FOR
PRODUCTION OF DOCUMENTS AND FIRST REQUEST FOR ADMISSIONS

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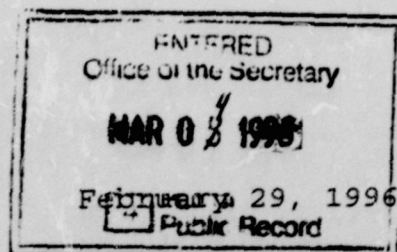
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BEFORE THE
SURFACE TRANSPORTATION BOARD



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

APPLICANTS' OBJECTIONS TO WESTERN SHIPPERS' COALITION'S
SECOND SET OF INTERROGATORIES AND REQUESTS FOR
PRODUCTION OF DOCUMENTS AND FIRST REQUEST FOR ADMISSIONS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW submit the following objections to the discovery requests
served by Western Shippers Coalition on February 23, 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."

Applicants intend to file written responses to the
discovery requests. It is necessary and appropriate at this
stage, however, for Applicants to preserve their right to
assert permissible objections.

GENERAL OBJECTIONS

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

1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by WSC from its members' files.

7. Applicants object 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. Applicants object to the definitions of "relating" and "related" as unduly vague.

9. Applicants object to the definitions of "Applicants," "you", "your:" and definition 7 as unduly vague and overbroad.

10. Applicants object to Instructions Nos. 1, 2, 4, 5, 6, 7, 8, and 9 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

11. Applicants object to Instructions Nos. 1, 2, 4, 5, 6, 7, 8 and 9 as unduly burdensome.

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

13. Applicants object 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.

ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES REQUESTS

In addition to the General Objections, Applicants make the following objections to the interrogatories and document requests.

Interrogatory No. 1: "Does UP (or any related holding company, subsidiary, or related corporate entity) have any ownership interest in a mine or mines in the Hanna Basin region in Wyoming ('Hanna Basin')?"

Additional Objections: None.

Interrogatory No. 2: "Is the mine (or one of the mines) referred to in Interrogatory No. 1 also known as Black Buttes?"

Additional Objections: None.

Interrogatory No. 3: "Does UP market transportation services for coal from the Black Buttes mine (or from the Hanna Basin generally) as a competitive alternative to coal from the PRB?"

Additional Objections: None.

Interrogatory No. 4: Does UP market transportation services for coal from the Black Buttes mine (or from the Hanna basin generally) as a competitive alternative to coal from the Uinta Basin?"

Additional Objections: None.

Interrogatory No. 5: "Does UP consider coal from the Hanna Basin to be a competitive alternative to PRB coal at any utility power plant or other industrial facility?"

Additional Objections: None.

Interrogatory No. 6: "Does UP consider coal from the Hanna Basin to be a competitive alternative to coal from the Uinta Basin at any utility power plant or other industrial facility?"

Additional Objections: None.

Interrogatory No. 7: "Does UP consider PRB coal to be a competitive alternative to coal from the Uinta Basin at any utility powerplant or other industrial facility?"

Additional Objections: None.

Interrogatory No. 8: "Identify any facility or facilities as to which UP has marketed or attempted to market coal from (1) the PRB or (2) Black Buttes Mine (or any other mine in the Hanna Basin to any utility powerplant or other industrial facility, in competition (in whole or in part) with coal from SP origins."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is

neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 9: "Who is the UP officer or employee (or who are the UP officers or employees) most knowledgeable about the subjects of Interrogatories 1-8?"

Additional Objections: None.

Interrogatory No. 10: "Does SP consider coal from the Uinta Basin to be a competitive alternative to coal from the Hanna Basin at any utility power plant or other industrial facility?"

Additional Objections: None.

Interrogatory No. 11: "Does SP consider coal from the Uinta Basin to be a competitive alternative to coal from the PRB at any utility power plant or other industrial facility?"

Additional Objections: None.

Interrogatory No. 12: "Identify the shippers of coal from the Uinta Basin being transported in whole or in part by SP to electric utilities or other coal consumers who could or did use PRB or Hanna Basin coal in the same facilities that are now receiving Uinta Basin coal."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 13: "Who is the SP officer or employee (or who are SP officers or employees) most knowledgeable about the subjects of Interrogatories 10-12?"

Additional Objections: None.

Document Request No. 1: "Produce all documents that relate to any of WSC's Second Set of Interrogatories."

Additional Objections: See objections to above interrogatories.

REQUEST FOR ADMISSION

Admission Request No. 1: Admit that SP has secured business transporting (in whole or in part) coal from the Uinta Basin in Utah and Colorado to electric utilities and other coal purchasers who could or did use coal from the PRB or Hanna Basin in the same facilities that are now receiving Uinta Basin coal."

Additional Objections: Applicants object to this request as unduly vague.

Respectfully submitted,

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February 29, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 29th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Michael F. McBride, counsel for Western Shippers' Coalition, at LeBoeuf, Lamb, Greene & MacKee, 1875 Connecticut Avenue, N.W., Suite 1200, Washington, D.C. 20009-5728, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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



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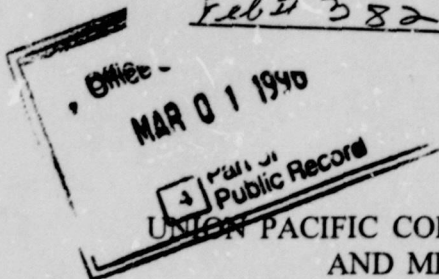
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Feb 27 382

BEFORE THE
TRANSPORTATION BOARD

61517
BN/SF-38



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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO ILLINOIS POWER
COMPANY'S FIRST SET OF INTERROGATORIES AND DOCUMENT PRODUCTION
REQUESTS TO BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

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February 29, 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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO ILLINOIS POWER
COMPANY'S FIRST SET OF INTERROGATORIES AND DOCUMENT PRODUCTION
REQUESTS TO BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to Illinois Power Company's ("Illinois Power") "First Set of Interrogatories and Document Production Requests to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company." These objections are being served pursuant to the Discovery

Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to Illinois Power's First Set of Interrogatories and Document Production Requests. If necessary, BN/Santa Fe is prepared to meet with counsel for Illinois Power at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to Illinois Power's First Set of Interrogatories and Document Production Requests on the following grounds:

1. **Privilege.** BN/Santa Fe objects to Illinois Power's First Set of Interrogatories and Document Production Requests to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
2. **Relevance/Burden.** BN/Santa Fe objects to Illinois Power's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.
3. **Settlement Negotiations.** BN/Santa Fe objects to Illinois Power's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the

Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

4. Scope. BN/Santa Fe objects to Illinois Power's First Set of Interrogatories and Document Production Requests to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

5. Definitions. BN/Santa Fe makes the following objections to Illinois Power's definitions:

16. "Document" or "documents" shall mean, unless otherwise indicated, any writings, transcriptions, pictures, drawings or diagrams of any nature, whether transcribed by hand or by mechanical, electronic, photographic or any other means, as well as recordings or other sound reproductions, whether or not now in existence, or written or oral statements or conversations by whatever means, including by way of illustration, but not by way of limitation, letters, correspondence, telegrams, personal telephone conversations, meetings or conferences, notes, recordings, contracts, agreements, drafts, work papers, labels, memoranda, inter-office conference, books, records, articles, studies, results of investigations, reviews, bulletins, minutes of meetings, resolutions, computer data, stenographers' notebooks, desk calendars, appointment books, and/or diaries or papers similar to any of the foregoing, however denominated, microfilm, work sheets and other written instruments of any kind and description.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that it calls for the production of materials and documents that are as readily, or more readily, available to Illinois Power as to BN/Santa Fe. BN/Santa Fe further objects to the definition of "document" to the extent that it calls for the production of drafts.

21. The term "relating" means referring, evidencing, including, constituting, comprising, containing, setting forth, showing, disclosing, describing, explaining, summarizing, mentioning, or concerning, directly or indirectly.

BN/Santa Fe objects to the definition of "Relating" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to Illinois Power's discovery, construe "Relating" to mean "make reference to" or "mention".

OBJECTIONS TO INTERROGATORIES

2. Identify all of the individuals at (a) BN and (b) SF who have had any responsibilities relating to bidding for the transportation of coal to the Wood River Station and Havana Station in the last ten years, and describe the nature of such responsibilities for each such individual.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 2 to the extent that it requests information regarding events prior to January 1, 1993, as such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

3. For the time period from 1990 to the present, identify all coal mines in Colorado, Utah, New Mexico and Wyoming that have been directly served by BNSF or served indirectly through truck/rail or rail/rail connections and that can meet the coal specifications (as set forth in the Definitions and Instructions section of these Interrogatories) for Illinois Power's (a) Wood River Station and/or (b) Havana Station.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 3 to

the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 2 to the extent that it requests information regarding events prior to January 1, 1993, as such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and to the extent that it requests information that is not in the possession of BN/Santa Fe.

4. Identify all potential BNSF rail routings, truck/rail routings, or rail/rail routings from the mines identified in your answer to Interrogatory No. 3 to the (a) Cahokia Marine Terminal located near Sauget, Illinois, (b) Havana Station and (c) Wood River Station; and specify the mileage and average transit times for the rail segment of each route.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 4 to the extent that it calls for speculation.

5. Identify all mines BNSF will be able to serve under the BNSF Settlement agreement either directly or through truck/rail or rail/rail connections with the Utah Railway. Explain how BNSF will access each of these mines.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 5 to the extent that it requires BN/Santa Fe to interpret a legal document that is as readily available to Illinois Power as to BN/Santa Fe.

6. Identify all potential rail routings on BNSF from each mine, if any, specified in BNSF's response to Interrogatory No. 5, to the (a) Cahokia Marine Terminal located near Sauget, Illinois, (b) Havana Station, and (c) Wood River Station under the BNSF Settlement Agreement and specify the mileage and average transit times of each routing.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it is vague, overly broad, unduly burdensome and calls for speculation. BN/Santa Fe further objects to Interrogatory No. 6 to the extent that it requires BN/Santa Fe to interpret a legal document that is as readily available to Illinois Power as to BN/Santa Fe.

7. Identify all potential BNSF rail routings post merger, from its proposed junction with the Utah Railway under the Utah Railway settlement with UP to the (a) Cahokia Marine Terminal located near Sauget, Illinois, (b) Havana Station, and (c) Wood River Station, and specify the mileage and average transit times for the rail segment of each route.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 7 to the extent that it is vague, overly broad, unduly burdensome and calls for speculation.

8. Specify whether BNSF has conducted any cost studies or entered into any negotiations with Utah Railway regarding the provision of coal service from its proposed junction with the Utah Railway under the Utah Railway settlement with UP to destinations served by BNSF, and identify any cost studies or other documents relating to such negotiations.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 8 to the extent that it requests information that neither relevant

nor reasonably calculated to lead to the discovery of admissible evidence and to the extent that it requests privileged information.

9. For each of the three years following consummation of the merger, specify the projected annual coal tonnage that will be carried by BNSF over the trackage rights in the Central Corridor and the percentage of BNSF's total annual traffic in that Corridor that is projected to be coal. Explain how BNSF derived these projections and identify any work papers that support these projections.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 9 to the extent that it is vague, overly broad, unduly burdensome and calls for speculation.

10. For western coal moving in unit trains from BNSF origins to electric utilities in the Midwest and South, specify the average revenue in mills per net ton-miles and the current revenue range for tariff rates and contract rates in mills per net ton-mile. Provide the same information for any coal not moving in unit trains.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 10 to the extent that it is vague, overly broad, unduly burdensome, and neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to Interrogatory No. 10 to the extent that it would require BN/Santa Fe to conduct a special study.

11. Identify any truck coal loading and unloading facilities now served by BNSF or that will be served under the BNSF Settlement Agreement in Colorado, Utah and Southern Wyoming.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 11 to the extent that it is vague, overly broad, unduly burdensome and calls for speculation.

OBJECTIONS TO DOCUMENT PRODUCTION REQUESTS

1. Produce all documents relied upon by the Applicants in responding to each Interrogatory.

Response: See Responses to Interrogatories.

2. Produce all documents, including proposals, studies, analyses, reports, correspondence, memoranda, electronic mail or other documents prepared from January 1, 1991 to date and relating to service options or rates for the transportation of coal to (a) Havana Station or (b) Wood River Station, or (c) the Cahokia Marine Terminal.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 2 to the extent that it is vague, overly broad, unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 2 to the extent that it requests information generated prior to January 1, 1993, as such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

3. Produce all documents, studies, analyses, reports, correspondence and memoranda other documents [sic] that provide analysis of the coal mines on BNSF, after the consummation of the merger, that could serve (a) Wood River Station and/or (b) Havana Station.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 3 to the extent that it is vague, overly broad, unduly burdensome and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

4. Produce all work paper identified in BNSF's answer to Interrogatory No. 9.

Response: See Response to Document Request No. 3.

Respectfully submitted,

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February 29, 1996

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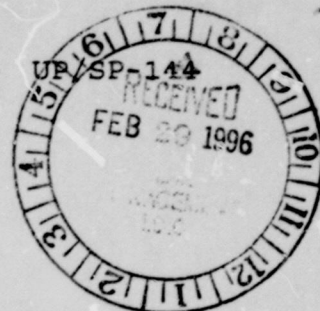
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BEFORE THE
SURFACE TRANSPORTATION BOARD



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

APPLICANTS' OBJECTIONS TO ILLINOIS POWER COMPANY'S
FIRST SET OF INTERROGATORIES AND REQUESTS
FOR PRODUCTION OF DOCUMENTS

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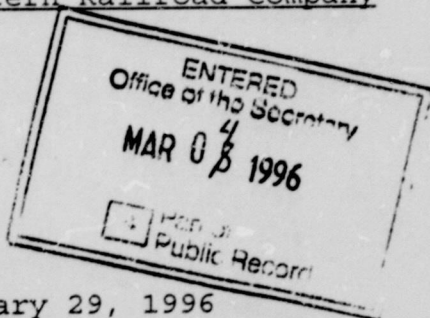
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February 29, 1996

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
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APPLICANTS' OBJECTIONS TO ILLINOIS POWER COMPANY'S
FIRST SET OF INTERROGATORIES AND REQUESTS
FOR PRODUCTION OF DOCUMENTS

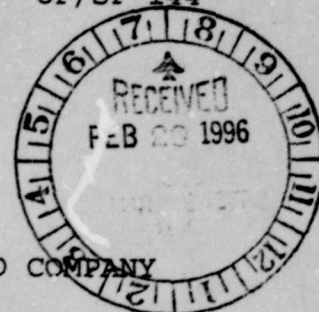
Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW submit the following objections to the discovery requests
served by Illinois Power Company on February 22, 1996. These
objections are made pursuant to paragraph 1 of the Discovery
Guidelines applicable to this proceeding, which provides that
objections to discovery requests shall be made "by means of a
written objection containing a general statement of the basis
for the objection."

Applicants intend to file written responses to the
discovery requests. It is necessary and appropriate at this
stage, however, for Applicants to preserve their right to
assert permissible objections.

GENERAL OBJECTIONS

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

UP/SP-144



1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by Illinois Power from its own files.

7. Applicants object to the extent that the interrogatories and document 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. Applicants object to the definitions of "information," "relating," and "related to" as unduly vague.

9. Applicants object to Instructions Nos. 22 and 23 and the definition of "identify" to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

10. Applicants object to Instructions Nos. 22 and 23 and the definition of "identify" as unduly burdensome and overbroad.

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

12. Applicants object 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.

ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS

In addition to the General Objections, Applicants make the following objections to the interrogatories and document requests.

Interrogatory No. 1: "For each interrogatory, state the full name, address and business title of the person or persons providing information relating to that Interrogatory."

Additional Objections: Applicants object to this interrogatory as unduly burdensome.

Interrogatory No. 2: "Identify all of the individuals at UP and SP who have had any responsibilities relating to bidding

for the transportation of coal to the Wood River Station and Havana Station in the last ten years, and describe the nature of such responsibilities for each such individual."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 3: "Identify all potential rail routings on UP/SP, after the consummation of the merger, from the (a) West Elk Mine, (b) Sanborn Creek/Bear #3 Mine, and (c) Skyline Mine to the Cahokia Marine Terminal located near Sauget, Illinois; and specify the mileage and average transit times of each routing. Specify the route(s) most likely to be utilized under the Applicants' operating plan."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 4: "Identify all potential rail routings on SP, prior to the consummation of the merger, from the (a) West Elk Mine, (b) Sanborn Creek/Bear #3 Mine, and (c) Skyline Mine to the Cahokia Marine Terminal located near Sauget, Illinois; and specify the mileage and average transit times for each routing. Indicate which route(s) have been used most frequently over the last five years."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 5: "Identify all coal mines in Colorado, Utah and Wyoming either directly served by UP or served indirectly through truck/rail or rail/rail connections that can meet the coal specifications (as set forth in the Definitions and Instructions section of these Interrogatories) for Illinois Power's (a) Wood River Station and/or (b) Havana Station."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 6: "Identify all potential rail routings, truck/rail routings, or rail/rail routings from the mines identified in your answer to Interrogatory No. 5 to the Cahokia Marine Terminal located near Sauget, Illinois, and specify the mileage and average transit times for the rail segment of each route."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 7: "Do the Applicants contend that post-merger, there will be competition restraining transportation rates on high-BTU, low sulfur coal (or on coal meeting the specifications for the Wood River Station or Havana Station) being transported to Wood River Station and Havana Station. If so, identify the coal mine origins and the transporters that will provide the competition, and describe in detail the facts and circumstances upon which you rely in support of your position."

Additional Objections: Applicants object to this interrogatory as unduly burdensome.

Interrogatory No. 8: "Specify whether BNSF will be able to serve the (a) West Elk Mine, (b) Sanborn Creek/Bear #3 mine, and/or the (c) Skyline Mine under the BNSF Settlement Agreement. If so, explain how BNSF will access these mines."

Additional Objections: None.

Interrogatory No. 9: "For each of the three years following consummation of the merger, specify the projected annual coal tonnage that will be carried by BNSF over the trackage rights in the Central Corridor. Explain how these projections were derived and identify any work papers that support these projections."

Additional Objections: None.

Interrogatory No. 10: "For western coal moving in unit trains to electric utilities in the Midwest and the South, specify the average and the current range for tariff rates and contract rates in mills per net ton-mile on (a) UP and (b) SP."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 11: Identify all the truck coal loading and unloading facilities served by (a) SP and (b) UP in Colorado, Utah and Southern Wyoming during the last three years."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 1: "Produce all documents relied upon by the Applicants in responding to each Interrogatory."

Additional Objections: See objections to the above interrogatories.

Document Request No. 2: "Produce all documents including proposals, studies, analyses, reports, correspondence, memoranda, electronic mail or other documents prepared from January 1, 1991 to date and relating to service options and rates for transportation of coal from UP and origins or SP origins to (a) Havana Station, (b) Wood River Station, and (c) Cahokia Marine terminal."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 3: "Produce all documents, studies, analyses, reports, correspondence and memoranda that provide analysis of the coal mines on UP and SP that could serve (a) Wood River Station and (b) Havana Station."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests not reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 4: "Produce all work papers identified in your answer to Interrogatory No. 9."

Additional Objections: None.

Respectfully submitted,

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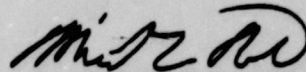
February 29, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 29th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Marc D. Machlin, counsel for Illinois Power Company, at Pepper, Hamilton & Scheetz, 1300 Nineteenth Street, N.W., Washington, D.C. 20036, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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Antitrust Division
Suite 500
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Washington, D.C. 20530

Premerege Notification Office
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Room 303
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Michael L. Rosenthal

STB FD

32760

2-15-96

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61263

Item No. _____

Page Count 12

Feb 7 1993

61263

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



APPLICANTS' OBJECTIONS TO RLEA'S AND UTU'S
SECOND SET OF INTERROGATORIES
AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS

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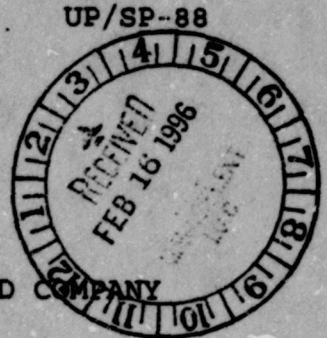
Attorneys for Union Pacific
Corporation, Union Pacific
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Pacific Railroad Company

February 16, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
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APPLICANTS' OBJECTIONS TO RLEA'S AND UTU'S
SECOND SET OF INTERROGATORIES
AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the discovery requests served by RLEA and UTU on February 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."

Applicants intend to file written responses to the discovery requests. It is necessary and appropriate at this stage, however, for Applicants to preserve their right to assert permissible objections.

GENERAL OBJECTIONS

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

1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by RLEA and UTU from their own files.

7. Applicants object to the extent that the interrogatories and document 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. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

9. Applicants object 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.

10. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in RLEA's and UTU's first set of interrogatories.

ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS

In addition to the General Objections, Applicants make the following objections to the interrogatories and document requests.

Interrogatory No. 61: "Identify every part of the UP/SP proposed operating plan which can be implemented only with abrogation or modification of existing collective bargaining agreements."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 62: "Identify every efficiency envisioned by Applicants to result from the proposed common control/merger transaction which cannot be realized without abrogation or modification of existing collective bargaining agreements."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 63: "With respect to Applicants' response to RLEA/UTU interrogatory no. 1, referring to 'efficiency to be achieved' by 'rationalization of labor agreements', and Applicants' response to RLEA/UTU interrogatory no. 8 referring to 'rationalization of existing collective bargaining agreements' explain what is meant by 'rationalization' of agreements."

Additional Objections: None.

Interrogatory No. 64: "With respect to Applicants' response to RLEA/UTU interrogatory no. 1, referring to 'instances' in which 'rationalization of labor agreements' will be required to permit an 'efficiency to be achieved,' identify every efficiency which is envisioned by Applicants which will necessitate 'rationalization' of labor agreements."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 65: "With respect to potential abrogations, modifications or 'rationalizations' of agreements which Applicants believe to be necessary to obtain efficiencies envisioned by Applicants as a result of their common control/merger, including those identified in Applicants' responses to interrogatories nos. 62 and 64, identify the types of agreement provisions which Applicants believe must be abrogated modified or 'rationalized.' [In this interrogatory, RLEA/UTU do not seek identification of specific rules in specific agreements but only types of rules; e.g., 'scope,' 'seniority,' 'starting times,' 'reporting points,' 'classification,' etc.]"

Additional Objections: None.

Interrogatory No. 66: "With respect to Applicants' response to RLEA/UTU interrogatory no. 1 which refers to some 'but by no means all' efficiencies which cannot be realized without 'rationalization of labor agreements,' identify any efficiencies envisioned by Applicants which will not involve 'rationalization' of agreements."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 67: "With respect to efficiencies Applicants expect to achieve as a result of the proposed common control/merger which Applicants believe will require 'rationalization of labor agreements':

- a. identify any efficiencies which Applicants' contend would be actually precluded by existing agreements;
- b. identify any efficiencies which could be implemented without 'rationalization of labor agreements' but at a cost that Applicants deem unacceptable."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 68: "To the extent that Applicants plan to abrogate, modify or 'rationalize' labor agreements identify the procedure that Applicants plan to use to abrogate, modify or 'rationalize' agreements."

Additional Objections: None.

Interrogatory No. 69: "To the extent that Applicants plan to 'rationalize' labor agreements, state whether Applicants believe that this cannot be done under the Railway Labor Act;

and, if Applicants believe that 'rationalization' cannot be done under the Railway Labor Act, explain the basis for that belief."

Additional Objections: None.

Interrogatory No. 70: "To the extent that Applicants have stated that they will need to have single collective bargaining agreements applicable to particular crafts, in particular geographic areas, state whether Applicants believe that uniformity is necessary for rules other than those pertaining to scope, seniority and/or assignment of work."

Additional Objections: None.

Interrogatory No. 71: "To the extent that Applicants have stated that they will need to have single collective bargaining agreements applicable to particular crafts, in particular geographic areas, state whether Applicants desire only uniform agreements for those areas without regard to specific rules, or whether they desire specific agreements with specific rules for those areas."

Additional Objections: None.

Interrogatory No. 72: "With respect to Applicants [sic] responses to RLEA/UTU interrogatories nos. 8, 11 and 12, identify the 'various alternatives' that Applicants believe will be available Applicants for implementation of particular operating changes, and the 'various alternatives' that Applicants believe to be 'open to the parties' under New York Dock as to how to proceed; and identify any differences between the two sets of 'various alternatives.'"

Additional Objections: Applicants object to this interrogatory as unduly vague.

Interrogatory No. 73: "With respect to Applicants' assertions of Southern Pacific's lack of adequate capital and inability to raise adequate capital for necessary maintenance, upgrades and construction, identify whether any of the following are deemed by Southern Pacific to contribute to these problems:

- a. high debt load relative to other railroads;
- b. the acquisition of Southern Pacific by RGI Industries through a leveraged transaction;
- c. an initial lack of capital for Southern Pacific after its acquisition by RGI Industries;

- d. Southern Pacific assets are already pledged as collateral for other debt; and
- e. identify the relative degree to which each factor (and) is deemed to contribute to Southern Pacific's capital shortfall."

Additional Objections: Applicants object to this interrogatory as unduly vague.

Interrogatory No. 74: "With respect to Applicants' response to RLEA/UTU interrogatory no. 36, identify any particular provisions or types of provisions in existing collective bargaining agreements which Applicants will seek to modify, override or replace through negotiations or arbitration under Article I §4 of the New York Dock conditions. [In responding to this interrogatory, Applicants need not identify specific rules in specific agreements, but only types of rules; e.g., 'scope', 'seniority', 'starting times', 'reporting points', 'classification' etc.]"

Additional Objections: None.

Interrogatory No. 75: "With respect to Applicants' response to RLEA/UTU interrogatory No. 35, identify any particular provisions or types of provisions in existing collective bargaining agreements which applicants will seek to modify, override or replace under 49 U.S.C. § 11341(a) if it can not obtain agreement from any union or unions for such modification, override or replacement."

Additional Objections: None.

Interrogatory No. 76: "Identify any options or contingencies that have been identified by Southern Pacific for its future in the event that the UP/SP common control merger application is not approved."

Additional Objections: Applicants object to this interrogatory as unduly vague.

Interrogatory No. 77: "With respect to eliminations of existing terminals and/or creation of new terminals for train and engine crews which are planned by Applicants, identify any elimination, termination or change in reporting points which Applicants will propose in negotiations or arbitration which will involve changes in reporting points in excess of 50 miles."

Additional Objections: None.

Interrogatory No. 78: "Are Applicants willing to commit that they will not seek any changes in train and engine crew reporting points which will exceed 50 miles."

Additional Objections: None.

Interrogatory No. 79: "State how Applicants plan to assign water service mechanic work if the common control/merger application is granted."

Additional Objections: None.

Interrogatory No. 80: "State whether Applicants consider the Alton & Southern R.R. to be involved in the common control/merger within the meaning of 49 U.S.C. § 11347; and whether they deem Alton & Southern R.R. employees to be covered by the employee protective conditions which will be imposed if the common control/merger application is approved."

Additional Objections: None.

Interrogatory No. 81: "Identify the total dollar value to the Southern Pacific railroads of the deferral for the Southern Pacific railroads of pay increases and lump sum payments generally applicable to employees of Class I railroads pursuant to Public Law 102-29 (and Presidential Emergency Board 219 and subsequent clarification and modification boards)."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 82: "State whether Applicants will assert that the antitrust exemption under 49 U.S.C. § 11341(a) which will attach to STB approval of the Applicants' common control and merger will apply to actions of Applicants and/or BNSF in implementing the September 25, 1995 Settlement Agreement between Applicants and BNSF and with respect to operations under the agreement."

Additional Objections: None.

Interrogatory No. 83: "State whether Applicants believe that Applicants will be able to assert Section 11341(a) exemption from anti-trust law and other law following an approval of their common control and merger as a defense in a dispute which may arise with BNSF with respect to operations under the September 25, 1995 Settlement Agreement between Applicants and BNSF."

Additional Objections: None.

Interrogatory No. 84: "State whether Applicants believe that the terms of September 26 [sic], 1995 Settlement Agreement between Applicants and BNSF will be subject to modification of [sic] abrogation pursuant to 49 U.S.C. § 11341(a) following an approval of Applicants' common control and merger if Applicants were to assert that such modification or abrogation would be necessary for Applicants to realize benefits sought by the common control and merger."

Additional Objections: None.

Interrogatory No. 85: "Identify any contract which any of the SP railroads has had with any corporation owned or controlled by Philip Anschutz [sic] or The Anschutz Corporation since 1983 for provisions of products or services."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 1: "Copies of any contracts identified by Applicants in response to RLEA/UTU interrogatory no. 85."

Additional Objections: Applicants object to this interrogatory as unduly burdensome, and in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 2: "A copy of a typed version or clearly handwritten version of the handwritten notes pertaining to the March 2, 1995 UP-SP meeting with explanations of abbreviations or replacement of abbreviations with the words which are abbreviated) which are reproduced at the UP/SP document depository at HC52-000026-HC52-00032."

Additional Objections: Applicants object to this
interrogatory as unduly burdensome.

Respectfully submitted,

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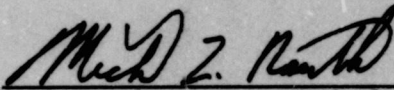
February 16, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 16th day of February, 1996, I caused a copy of the foregoing document to be served by hand on William G. Mahoney, counsel for RLEA/UTU, at Highsaw, Mahoney & Clarke, P.C., 1050 17th Street, N.W., Suite 210 Washington, D.C. 20036, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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Room 9104-TEA
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Premarmer Notification Office
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Michael L. Rosenthal

STB FD 32760

2-14-96

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Item No. _____

Page Count 6

Feb 2 1996

BEFORE THE
TRANSPORTATION BOARD

FEB 14 1996

UP/SP-86

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
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APPLICANTS' OBJECTIONS TO CONRAIL'S
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS

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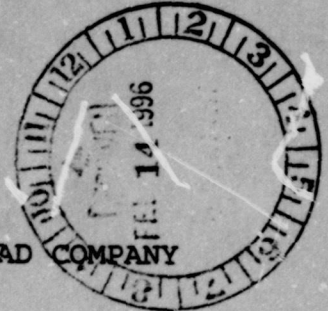
February 14, 1996

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
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COMPANY, SPCSL CORP. AND THE DENVER AND
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APPLICANTS' OBJECTIONS TO CONRAIL'S
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW submit the following objections to the discovery requests
served by Consolidated Rail Corporation on February 7, 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."

Applicants intend to file written responses to the
discovery requests. It is necessary and appropriate at this
stage, however, for Applicants to preserve their right to
assert permissible objections.

GENERAL OBJECTIONS

The following objections are made with respect to
Conrail's third request for documents.

1. Applicants object to production of documents or
information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by Conrail from its own files.

7. Applicants object to the extent that the document request seeks 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. Applicants object to the document request to the extent that it calls for the preparation of special studies not already in existence.

9. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in Conrail's first set of interrogatories and document requests.

ADDITIONAL OBJECTIONS TO THE DOCUMENT REQUEST

In addition to the General Objections, Applicants make the following objections to the third request for documents.

Interrogatory No. 25: "Provide all SP timesheets for the month of October 1995 (or any other representative consecutive four week period identified by agreement between counsel for Conrail and counsel for the Applicants) for SP's route between Houston and Memphis."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

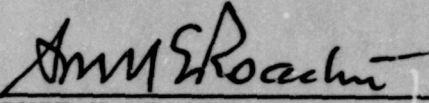
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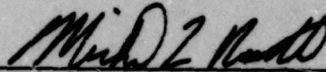
February 14, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 14th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Daniel K. Mayers, counsel for Consolidated Rail Corporation, at Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20005-3934, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
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32760

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FILE 103

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WRITER'S DIRECT DIAL NUMBER

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February 13, 1996



BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty (20) copies of Objections and Responses of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to First Set of Interrogatories and Requests For Production of Documents of Kennecott Utah Copper Corporation and Kennecott Energy Company (BN/SF-17); and twenty (20) copies of a letter sent today from Erika Z. Jones to All Counsel on the Restricted Service List. Also enclosed is 3.5-inch disk containing the text of BN/SF-17 in Wordperfect 5.1 format.

I would appreciate it if you would date-stamp the enclosed extra copies and return them to the messenger for our files.

FEB 14 1996

Sincerely,

Ted R. Bardach

Ted R. Bardach

Enclosures

FEB 14 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

BN/SF-17



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 CO^{OP}. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

OBJECTIONS AND RESPONSES OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS OF KENNECOTT UTAH COPPER CORPORATION
AND KENNECOTT ENERGY COMPANY

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Attorneys for Burlington Northern Railroad Company
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February 13, 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
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OBJECTIONS AND RESPONSES OF BURLINGTON NORTHERN RAILROAD
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DOCUMENTS OF KENNECOTT UTAH COPPER CORPORATION
AND KENNECOTT ENERGY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answer and object as follows to Kennecott Utah Copper Corporation and Kennecott Energy Company's (collectively "Kennecott") "First Set of Interrogatories and Requests for Production of Documents Upon BNSF." These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to Kennecott's First Set of Interrogatories and Requests for Production of Documents. If necessary, BN/Santa Fe is prepared to meet with counsel for Kennecott at a mutually convenient time and place to discuss informally resolving these objections.

Consistent with prior practice, BN/Santa Fe has not secured verifications for the interrogatory responses herein, but is willing to discuss with counsel for Kennecott any particular response in this regard.

GENERAL OBJECTIONS

BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for Production of Documents on the following grounds:

1. **Parties.** BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for the Production of Documents to the extent that they are directed to BNSF Corporation (now, Burlington Northern Santa Fe Corporation) rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Kennecott's discovery requests any non-privileged, responsive documents in the possession of Burlington Northern Santa Fe Corporation.

2. **Privilege.** BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for Production of Documents to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

3. Relevance/Burden. BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for Production of Documents to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

4. Settlement Negotiations. BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for Production of Documents to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

5. Scope. BN/Santa Fe objects to Kennecott's First Set of Interrogatories and Requests for Production of Documents to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

6. Definitions. BN/Santa Fe makes the following objections to Kennecott's definitions:

F. "Document" means any writings or other compilations of information, whether handwritten, typewritten, printed, recorded, or produced or reproduced by any process, including but not limited to, intracompany or other communications, business records, agreements, contracts, correspondence, telegrams, memoranda, studies, projections, summaries of records of telephone or personal conversations of interviews, reports, diaries, log books, notebooks, forecasts, photographs, maps, tape recordings, computer tapes, computer programs, computer printouts, computer models, statistical or financial statements, graphs, charts, sketches, note charts, plans, drawings, minutes or records of summaries of conferences, expressions or statements of policy, lists of persons attending meetings or conferences, opinions or reports or summaries of negotiations or investigations, brochures, opinions or reports of consultants, pamphlets, advertisements, circulars, trade or other letters, press releases, drafts, revisions of drafts,

invoices, receipts, and original or preliminary notes. Further, the term "document" includes:

- (1) Both basic records and summaries of such records (including computer runs);
- (2) Both original versions and copies that differ in any respect from original versions; and
- (3) Both documents in the possession of Applicants and documents in the possession of consultants, counsel, or any other person that has assisted Applicants.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that (i) it calls for the production of materials and documents that are as readily, or more readily, available to Kennecott as to BN/Santa Fe; (ii) it calls for the production of drafts; and (iii) it calls for the production of routine operating and accounting documents such as invoices and receipts.

M. "Referring to" a subject means making a statement about, discussing, describing, reflecting, dealing with, consisting of, constituting, comprising, or in any way concerning, in whole or in part, the subject.

BN/Santa Fe objects to the definition of "Referring to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to Kennecott's discovery requests, construe "Referring to" to mean "make reference to" or "mention".

P. "Studies, analyses, and reports" include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested, and, further, that it is overly broad

and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to Kennecott's discovery requests, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

7. Instructions. BN/Santa Fe makes the following objections to Kennecott's instructions:

A. The time period encompassed by these requests, unless otherwise stated, is January 1, 1992 to the present, and shall extend to the end of this proceeding to the extent documents responsive to these requests are discovered or created or otherwise acquired by Applicants during the pendency of this proceeding.

BN/Santa Fe objects to this instruction to the extent that it requests information or documents created before January 1, 1993, on the ground that it is not relevant to this proceeding and not calculated to lead to the discovery of admissible evidence.

RESPONSES AND OBJECTIONS TO INTERROGATORIES

Interrogatory No. 1

Identify all officers and managers employed by BNSF who have or will have marketing and operational responsibility for Kennecott rail shipments originating or terminating at Kennecott's Magna, Utah facilities.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it is unduly vague and overbroad and includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this interrogatory to the extent that it calls for speculation.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that, if the proposed merger were consummated today, John Q. Anderson, Senior Vice President Coal, Metal and Minerals; Leslie Moll, Vice President Metals; Bruce Gustafson, General Director Marketing; Tim Johnson, General Director of Accounts-Metals; and Steve McCrory, Market Manager Ores and Concentrates have or will have marketing and operational responsibility for Kennecott rail shipments originating or terminating at Kennecott's Magna, Utah facilities.

Interrogatory No. 2

Describe BNSF's operating plan for handling shipments originating or terminating at Kennecott's Magna, Utah facilities if the proposed merger and BNSF Agreement are approved. Identify all studies, analyses and reports or other documents, including work papers, relating to such plan.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 2 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that, at this time, it has no operating plans for handling shipments originating or terminating at Kennecott's Magna, Utah facilities other than those contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statement of

Neal D. Owen, and in his related workpapers numbered BN/SF-02500 -- 03238 in BN/Santa Fe's document depository.

Interrogatory No. 3

Describe BNSF's operating plan for movements in the corridors over which it has been granted trackage rights by the BNSF Agreement from Denver, CO to Salt Lake City, UT and from Salt Lake City, UT to Oakland, CA. Identify all studies, analyses and reports or other documents, including work papers, relating to such plan.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 3 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 3 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that, at this time, it has no operating plans for the corridors between (i) Denver, CO and Salt Lake City, UT and (ii) Salt Lake City, UT and Oakland, CA other than those contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statement of Neal D. Owen, and in his related workpapers numbered BN/SF-02500 -- 03238 in BN/Santa Fe's document depository. At this time, BN/Santa Fe has no

other operating plan for movements in the corridors over which it has been granted trackage rights by the BNSF Agreement from Denver, CO to Salt Lake City, UT and from Salt Lake City, UT to Oakland, CA.

Interrogatory No. 4

State the amount of traffic originating or terminating at Kennecott's facilities in Magna, Utah that BNSF expects to handle annually under the BNSF Agreement after consummation of the proposed merger. Identify all studies, analyses and reports or other documents, including work papers, relating to predicted traffic shifts. Also, identify all persons who participated in such studies.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 4 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this interrogatory to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the interrogatory and is thereby overly broad and burdensome.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statements of Neal D. Owen and Larry M. Lawrence, and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 and in Mr. Lawrence's

related workpapers number BN/SF-00050 -- 01065 in BN/Santa Fe's document depository, it has no other actual figures or concrete estimates as to the volume of coal traffic originating at Kennecott's facilities at Magna, Utah that BN/Santa Fe expects to handle annually after consummation of the proposed merger. At this time, BN/Santa Fe has no other information or documents generated by or at the request of BN/Santa Fe relating to predicted traffic shifts. BN/Santa Fe will produce traffic volume information prepared by or at the request of Kennecott.

Interrogatory No. 5

Describe in detail the operational control BNSF will have in determining the movement of traffic over the lines in the Denver to Salt Lake City and Salt Lake City to Oakland corridors for which BNSF has been granted trackage rights under the BNSF Agreement. Identify all studies, analyses and reports or other documents, including work papers, relating to that operational control. Also, identify all persons primarily responsible for the preparation of the documents identified in response to this interrogatory.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 5 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29,

1995, and in particular the Verified Statements of Carl R. Ice and Neal D. Owen, and in Mr. Ice's related workpapers numbered BN/SF-04000 -- 04427 and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 in BN/Santa Fe's document depository, it has no other information or documents pertaining to a specific operating plan for the movement of traffic over lines in the Denver to Salt Lake City and Salt Lake City to Oakland corridors. At this time, BN/Santa Fe is not aware of any other information or documents responsive to this Interrogatory.

Interrogatory No. 6

State what investment in facilities, equipment and labor BNSF plans to make in order to operate over the lines from Denver to Salt Lake City and Salt Lake City to Oakland for which BNSF has been granted trackage rights under the BNSF Agreement, including but not limited to investment in cars, yards, locomotives, signaling systems, dispatching facilities and station facilities. Identify all documents relating to such investment.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 6 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29,

1995, and in particular the Verified Statements of Carl R. Ice and Neal D. Owen, and in Mr. Ice's related workpapers numbered BN/SF-04000 -- 04427 and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 in BN/Santa Fe's document depository, it has no other information or documents responsive to this interrogatory. At this time, BN/Santa Fe is not aware of any other information or documents responsive to this Interrogatory.

Interrogatory No. 7

State the number of hoppers, gondolas, 90-ton boxcars and 100 ton boxcars BNSF intends to acquire if the BNSF Agreement is approved.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 7 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that it has not yet determined and does not have sufficient information to determine the number of hoppers, gondolas, 90-ton boxcars and 100 ton boxcars it intends to acquire, if any, if the proposed consolidation of Union Pacific and Southern Pacific is approved and the BNSF Agreement is imposed as a condition to such approval.

Interrogatory No. 8

In the event of loss and/or damage relating to Kennecott traffic that may be carried by BNSF pursuant to trackage rights granted in the BNSF Agreement, will UP/SP or BNSF assume responsibility for compensation for loss and/or damage?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 8 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that, as between BN/Santa Fe and the shipper, BN/Santa Fe anticipates it would assume responsibility for loss and/or damage relating to Kennecott traffic that may be carried by BN/Santa Fe after consummation of the UP/SP merger subject to limitations in any applicable transportation contract, rules or regulations. Liability as between UP/SP and BN/Santa Fe will be determined under the implementing trackage rights agreements to be executed pursuant to the BNSF Agreement, and any applicable laws and regulations.

Interrogatory No. 9

Given the additional costs inherent in trackage rights movements (most notable, compensation for use of the incumbent carrier's line), how does BNSF expect to competitively price Kennecott traffic transported by BNSF pursuant to trackage rights granted by the BNSF Agreement?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 9 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1),

filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 9 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this interrogatory to the extent that it contains factual assertions that lack foundation.

Interrogatory No. 10

• Identify each instance in which BNSF was unable to provide timely service to a shipper due to a car supply shortage of gondolas, 90-ton and larger boxcars, and hoppers. For each such instance, state the duration of the shortage and identify the shippers adversely affected by the shortage.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 10 to the extent that it is overly burdensome and contains terms such as "timely service" and "car supply shortage" that are vague and ambiguous.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that BN/Santa Fe does not keep or maintain on a routine basis records relating to car supply shortage of 90-ton and larger boxcars and hoppers. BN/Santa Fe further states that BN/Santa Fe does maintain some records, covering a limited time period, relating to car supply shortages of gondolas. BN/Santa Fe will produce non-privileged documents relating to car supply shortages of gondolas in accordance with the Discovery Guidelines.

Interrogatory No. 11

Provide the number of hoppers, gondolas, 90-ton boxcars and 100-ton boxcars that BNSF has in its fleet of cars.

Response: BN/Santa Fe will add to the BN/Santa Fe document depository a document containing the response to this request.

Interrogatory No. 12

State the name, address and job title or position of each individual (1) who was consulted for responses to these interrogatories and document requests, or (2) who participated in preparation of responses to these interrogatories and document requests, or (3) who have knowledge concerning the facts contained in the responses.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, scope, and privilege objections, BN/Santa Fe objects to Interrogatory No. 12 to the extent that it is overly broad.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that Leslie Moll was consulted on all issues except Interrogatory No. 11; Ron Ridell, Doug Tripp, and Wayne Wickland, Equipment Distribution, were consulted regarding Interrogatory No. 11; and Neal Owen, Transportation Consultant, was consulted on all operational issues; and in-house counsel for BN/Santa Fe provided information relating to the review for documents.

Interrogatory No. 13

Identify each document not identified in response to a prior interrogatory or produced in response to a document request herein to which you referred or on which you relied in preparation of your responses to these interrogatories.

Response: Subject to and without waiving the General Objections above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 13 to the extent that it is overly broad.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that non-privileged, responsive documents will be produced in accordance with the Discovery Guidelines.

OBJECTIONS AND RESPONSES TO DOCUMENT REQUESTS

Document Request No. 1

Produce any studies, analyses, or reports conducted by or on behalf of BNSF that identify the traffic levels available to BNSF on the Central Corridor between Denver, CO and Northern California and/or the profitability of such traffic.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Document Request No. 1 to the extent it is vague.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statements of Neal D. Owen and Larry M. Lawrence, and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 and in Mr. Lawrence's related workpapers number BN/SF-00050 -- 01065 in BN/Santa Fe's document depository, it has no other actual figures or concrete estimates as to the volume of traffic that BN/Santa Fe expects to handle in the Central Corridor between Denver, CO and Northern California after consummation of the proposed merger nor does BN/Santa Fe have any documents relating to the profitability of such traffic.

Document Request No. 2

Produce all documents identified in response to Interrogatory No. 2.

Response: See Response to Interrogatory No. 2.

Document Request No. 3

Produce all documents identified in response to Interrogatory No. 3.

Response: See Response to Interrogatory No. 3.

Document Request No. 4

Produce all documents identified in response to Interrogatory No. 4.

Response: See Response to Interrogatory No. 4.

Document Request No. 5

Produce all documents identified in response to Interrogatory No. 5.

Response: See Response to Interrogatory No. 5.

Document Request No. 6

Produce all documents identified in response to Interrogatory No. 6.

Response: See Response to Interrogatory No. 6.

Respectfully submitted,

Erika Z. Jones ¹⁶⁰

Erika Z. Jones

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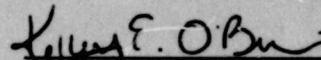
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 13, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections and Responses of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to First Interrogatories and Requests For Production of Documents of Kennecott Utah Copper Corporation and Kennecott Energy Company (BN/SF-17) have been served this 13th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for Kennecott Utah Copper Corporation and Kennecott Energy Company.



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Item No. _____

Of Page Count 11

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☒ Public

BEFORE THE
TRANSPORTATION BOARD

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AND MISSOURI PACIFIC RAILROAD COMPANY

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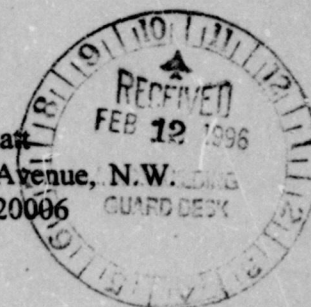
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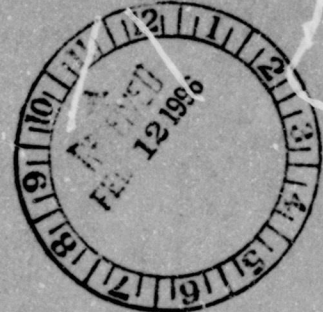


Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 12, 1996

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THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
THE TEXAS MEXICAN RAILWAY COMPANY'S FIRST REQUEST TO BURLINGTON
NORTHERN SANTA FE FOR PRODUCTION OF DOCUMENTS

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to The Texas Mexican Railway Company's ("Tex Mex") "First Request To Burlington Northern Santa Fe For Production of Documents." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to The Texas Mexican Railway Company's First Request To Burlington Northern Santa Fe For Production of Documents. If necessary, BN/Santa Fe is prepared to meet with counsel for Tex Mex at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to Tex Mex's First Request for Production of Documents on the following grounds:

1. **Parties.** BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they are directed to BNSF Corporation (now, Burlington Northern Santa Fe Corporation) rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Tex Mex's First Request for Production of Documents information and documents in the possession of Burlington Northern Santa Fe Corporation.
2. **Privilege.** BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
3. **Relevance/Burden.** BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

4. Settlement Negotiations. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

5. Scope. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

6. Definitions. BN/Santa Fe's objections to the definitions stated in Tex Mex's First Interrogatories are incorporated herein by reference.

OBJECTIONS TO DOCUMENT REQUESTS

1. Provide every document identified by BNSF in response to Interrogatory Nos. 1-11 of the Texas Mexican Railway Company's First Interrogatories to BNSF (TM-11).

Response: See Responses to Interrogatories Nos. 1-11.

2. Provide every letter, study, analysis, business plan and marketing plan relating to the transportation of goods or anticipated transportation of goods by BNSF originating from or destined to Mexico, including but not limited to documents concerning the routing of goods via different Mexican Railroad Gateways, projections of rail traffic trends, the existence of competition to such transportation, and the effect of the proposed UP/SP merger, the BNSF Agreement or both on such transportation.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request

No. 2 on the ground that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 2 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

3. Provide every letter, memorandum, study, analysis, business plan and marketing plan not previously produced relating to past or anticipated transportation of goods by BNSF, BN or ATSF to or from Laredo, TX via Tex Mex.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 3 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 3 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

4. Provide every document relating to the possible obtaining of, bidding for or operations over any Mexican Railroad Concession by BNSF, including but not limited to traffic and revenue projections and analyses of the anticipated competition to operations over any Mexican Railroad Concession by BNSF.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 4 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 4 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

5. Identify every joint rate tariff and every transportation contract in effect after January 1, 1993 for the through rail transportation of goods by FNM on the one hand and BNSF, exclusively or in conjunction with other U.S. railroads, on the other hand between points in the United States and points in Mexico.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 5 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 5 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

6. Provide any analysis, study or memorandum by or for BNSF relating to truck traffic between the United States and Mexico.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 6 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 6 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

7. Provide every document relating to the granting of trackage rights or haulage rights by UP, SP or the Combined System to BNSF over railroad lines in Texas, including but not limited to correspondence between BNSF on the one hand and UP or SP on the other hand, and analyses of the effect of BNSF operations over such trackage or haulage rights on the traffic, revenues or both of BNSF.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 7 on the grounds that it is vague, overly broad and unduly burdensome and would require an

unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 7 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

8. Provide every study, analysis or other document after January 1, 1995 relating to the operational characteristics, including but not limited to traffic congestion and other operational problems, of the UP line between Algoa, TX and Brownsville, TX.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 8 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Document Request No. 8 to the extent that it uses terms such as "operational problems" that are vague and ambiguous.

BN/Santa Fe further objects to Document Request No. 8 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

9. Provide every study, analysis or other document related to BNSF's expected costs of operating trains over the UP line from Algoa, TX and Brownsville, TX pursuant to the trackage or haulage rights granted under the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 9 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 9 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

10. Provide every agreement in effect after January 1, 1995 by which railroads other than UP and SP have provided trackage or haulage rights to BNSF, BN or Santa Fe or both over railroad lines or railroad facilities in Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Document Request No. 10 on the grounds that it is vague and is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

11. Provide every agreement in effect after January 1, 1995 by which BNSF, BN or Santa Fe or both have granted trackage or haulage rights or both to another railroad over railroad lines in Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Document Request No. 11 on the grounds that it is vague and neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

12. Provide every bill or invoice issued by BNSF to SP or by SP to BNSF for services performed or rents earned, paid or accrued under the Eagle Pass Haulage Rights Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 12 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 12 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

13. Provide every report, memorandum, letter, analysis, business plan or marketing plan relating to the volume of cargo transported or projected to be transported or the number of train cars used or projected to be used either by SP or by BNSF under the Eagle Pass Haulage Rights Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 13 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 13 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

14. Provide every study, memorandum or analysis relating to the level of switch charges to be charged by the Combined System to BNSF pursuant to Section 9(h) of the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 14 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 14 to the extent that it calls for speculation and to the extent that it requests information that is not reasonably likely to be in the possession of BN/Santa Fe.

15. With reference to the study located in the BNSF document depository beginning at date stamp number BN/SF 04184, such study having been drafted by ALK Associates, Inc., dated August 24, 1995 and entitled "Preliminary Analysis: Opportunities for Burlington Northern/Santa Fe from the Union Pacific/Southern Pacific Merger", provide Appendix I and all other appendices not previously produced.

Response: Subject to and without waiving the General Objections stated above, in BN/Santa Fe objects to Document Request No. 15 to the extent that it seeks privileged information.

Respectfully submitted,

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February 12, 1996

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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

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

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February 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

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

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW submit the following objections to the discovery requests
served by Consolidated Rail Corporation on February 2, 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."

Applicants intend to file written responses to the
discovery requests. These responses will provide information
(including documents) in response to many of the requests,
notwithstanding the fact that objections to the requests are
noted herein. It is necessary and appropriate at this stage,
however, for Applicants to preserve their right to assert
permissible objections.

GENERAL OBJECTIONS

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

1. Applicants object to production of documents or information subject to the attorney-client privilege.
2. Applicants object to production of documents or information subject to the work product doctrine.
3. Applicants object to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.
4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.
5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by CRC from its own files.
7. Applicants object to the extent that the interrogatories and document requests seek highly confidential 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. Applicants object to the inclusion of Philip F. Anschutz and The Anschutz Corporation in the definition of "Applicants" as overbroad.

9. Applicants object to the definition of "Applicants" and to Definition 11 as unduly vague and not susceptible of meaningful application.

10. Applicants object to the definition of "identify" insofar as it seeks home addresses or telephone numbers on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

11. Applicants object to the definitions of "Gulf/Eastern Area," "relating" and "related" as unduly vague.

12. Applicants object to Instructions 1, 2, 3, 5, 6, 7, 8, 9, 11 and 12 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

13. Applicants object to Instructions 1, 2, 5, 6, 7, 8, 9 and 12 as unduly burdensome.

14. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

15. Applicants object 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.

16. Applicants incorporate by reference their prior objections to the definitions set forth in CRC's first set of discovery requests.

ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS

- In addition to the General Objections, Applicants
- make the following objections to the interrogatories and document requests.

Interrogatory No. 1. "Have Applicants performed any Analysis of crew cycles and/or the operation of crew cycles on the primarily directional routes in the Gulf/Eastern Area that are described in the Application?"

Additional Objections: None.

Interrogatory No. 2: "(a) What computerized train performance measurements or data have been kept by either of the Applicants from 1993 through 1995?

(b) Explain what information is contained in each such measurement or data set."

Additional Objections: None.

Interrogatory No. 3: "Describe, with examples showing specific content and volume, all component model features for the MultiRail model used to support Applicants' Operating Plan, including:

- (a) Input files and tables;
- (b) Calibration measurements used to validate;
- (c) Output files; and
- (d) Types of statistical outputs furnished or available."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 4: "(a) At what point and at what level of detail were cars, trains, and classification patterns of BN/Santa Fe traffic over the trackage rights segments (segments of Applicants' rail lines over which BN/Santa Fe will obtain trackage rights) introduced into the modeling process for the Operating Plan?

(b) Describe if, or how, this traffic is reflected in the Operating Plan appendices on blocking and train and traffic densities by line segment."

Additional Objections: None.

Interrogatory No. 5: "(a) With respect to the Operating Plan model, how was empty car origin-destination flow developed?"

(b) How is it introduced in the modeling?

(c) Explain in detail the methodology for developing and timing the introduction of empty flows."

Additional Objections: None.

Interrogatory No. 6: "For each of the new blocks depicted in Attachment 13-3 of the Operating Plan, state:

- (a) Car volume by day of week;
- (b) Train assignment;
- (c) Previous handling of the component traffic;
- (d) Major component origin-destination flows; and
- (e) Comparative origin-destination trip times for flows."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and

overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 7: "(a) How does the model reflect train capacities and handling of cars in excess of train capacity?

(b) Are routings changed?

(c) What logic is applied?"

Additional Objections: None.

Interrogatory No. 8: "How does the model reflect yard processing capacity constraints? Please explain in detail these limitations by type and yard location and any train, route, or trip time changes vis-a-vis the base case reflected in the final model version used to prepare the Application."

Additional Objections: None.

Interrogatory No. 9: "(a) Describe elapsed time-per-car average for each yard in the Gulf/Eastern Area.

(b) Are these data developed by the model?

(c) How do they compare to pre-merger actual data?"

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 10: "(a) Does the Operating Plan model provide descriptions of trains by route segment?

(b) Is this in string line form?

(c) Does it include all train types including unit, intermodal, auto, and local service trains?

(d) Are BN/Santa Fe over-the-road and local service trains included?"

Additional Objections: None.

Interrogatory No. 11: "State the amounts of fees or charges paid by Applicants, BN/Santa Fe, or any other railroad, per unit for which the fee or charge is imposed, for traffic over the MacArthur Bridge in St. Louis, MO."

Additional Objections: Applicants object to this interrogatory as overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 12: "Identify any agreements between, or proposals or requests by (a) Applicants, the Houston Belt and Terminal Railroad ('HBTR'), and/or BN/Santa Fe relating to HBTR's storage of rail cars on behalf of BN/Santa Fe for service provided by BN/Santa Fe under the BN/SF Agreement; or (b) Applicants, the Port Terminal Railroad Association ('PTRA'), and/or BN/Santa Fe relating to PTRA's storage of rail cars on behalf of BN/Santa Fe for service provided by BN/Santa Fe under the BN/SF Agreement."

Additional Objections: None.

Interrogatory No. 13: "Identify any and all UP and/or SP facilities that BN/Santa Fe and/or Applicants have identified, reserved, and/or requested for the storage of rail cars, on behalf of or in the account of BN/Santa Fe, to serve any and all shippers under the BN/SF Agreement. For each facility, identify its location, owner, total storage capacity, and available capacity for the storage of rail cars in the account of BN/Santa Fe."

Additional Objections: None.

Interrogatory No. 14: "With respect to lines where BN/Santa Fe will have trackage rights under the BN/SF Agreement,

- (a) How will BN/Santa Fe trains enter the post-merger UPSP system?
- (b) What are the criteria for priority in giving BN/Santa Fe trains access at points where such trains arrive to enter the Applicants' post-merger lines?"

Additional Objections: Applicants object to this interrogatory as unduly vague.

Interrogatory No. 15: "For each six-month period from January 1, 1994 to the present,

- (a) State the approximate number of rate agreements (defined as regulated rate contracts or deregulated rate contracts) entered into by each Applicant with shippers in the Gulf/Eastern Area; and
- (b) State, for each Applicant, the approximate percentage of such agreements that cover (i) a term of not more than one year; (ii) a term of more than one year but less than three years; and (iii) a term greater than three years. It is intended that this interrogatory be answered based on the best estimates of persons most familiar with the subject matter. It is not intended that any file-by-file review or special study be undertaken."

Additional Objections: Applicants object to this interrogatory as unduly vague, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 16: "The Verified Statement of Mark J. Draper and Dale W. Salzman (Volume 1, p. 361 et seq.) ('Draper/Salzman V.S.') compares actual rail operations prior to consolidation with projected rail operations after consolidation using Uniform Rail Costing System ('URCS') costs. State (or state whether you have already identified, and, if so, where):

- (a) The URCS cost parameters Applicants used to cost the pre-consolidation SP movements, the pre-consolidation UP movements, and the pre-consolidation interline movements between SP and UP.
- (b) The source(s) of the movement data showing the commodity, car type, lading weight, origin, destination, and routing, and all other

movement parameters you used to cost each of the pre-consolidation SP movements, the pre-consolidation UP movements, and the pre-consolidation interline movements between SP and UP.

- (c) A listing of the variable cost of each movement and the full cost of each movement (to the extent that Applicants computed URCS full costs) tied to or cross-referenced to the parameters used to produce those costs."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 17: "With respect to the Draper/Salzman V.S. analysis of actual rail traffic before consolidation and hypothetical rail operations postulated after consolidation, state (or state whether you have already identified, and if so, identify where):

- (a) How you developed the URCS cost parameters for the consolidated UP/SP;
- (b) The URCS cost parameters you used for costing the post-consolidation UP/SP movements;
- (c) The methodology used to develop the traffic movements that you costed after consolidation;
- (d) The commodity, car type, lading weight, origin, destination, and routing, and all other movement parameters you used to cost each of the post-consolidation movements;
- (e) A listing of the variable cost of each movement and the full cost of each movement (to the extent that you computed URCS full costs) tied to or identifying the cost parameters used to produce those variable (and total) costs;
- (f) The changes in the URCS Cost Model parameters and/or movement parameters that resulted in a decline in the total variable cost and total

full cost (if you computed it) at the same time that revenue increased by \$76 million; and

- (g) The treatment of costs of BN/Santa Fe trackage rights movements on the post-merger UP/SP, and of BN/Santa Fe trackage rights compensation paid to UP/SP, for operations over UP/SP tracks in the cost analysis after consolidation."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 18: "If Applicants computed cost differences pre- and post-consolidation based on the difference in gross ton miles, train miles, locomotive unit miles, car miles and/or car types

- (a) Identify by origin-destination pair the source of any cost reduction identified with respect to each of those measurements (or identify the work papers by title and number where the information can be found); and
- (b) Identify the URCS cost parameters used in performing these calculations and explain how such URCS parameters differ from the URCS parameters developed by the ICC to cost pre-consolidation SP movements and pre-consolidation UP movements."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 1: "All documents compiling or constituting copies of simulations made (including string line charts) on traffic moving during 1994 or 1995 on the following lines:

- (a) SP (or affiliate or predecessor) lines from (i) Houston to St. Louis via Shreveport, Pine Bluff, Brinkley and Delta; and (ii) between Brinkley and Memphis; and
- (b) UP (or affiliate or predecessor) lines from Houston to St. Louis via Palestine, Texarkana, and Little Rock."

Additional Objections: None.

Document Request No. 2: "All documents comprising or constituting copies of simulations made (including string line charts) using or projecting Applicants' traffic to move post-merger on the UP and SP lines referred to in Document Request No. 1."

Additional Objections: None.

Document Request No. 3: "All documents comprising or constituting copies of simulations made (including string line charts) using or projecting both Applicants' and BN/Santa Fe traffic to move post-merger on the UP and SP lines referred to in Document Request No. 1."

Additional Objections: None.

Document Request No. 4: "All documents that discuss or disclose line capacity or capacity constraints that led to the decision to pair UP and SP trackage in primarily directional routings between Houston and St. Louis."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome.

Document Request No. 5: "All bridge reports made since January 1, 1994 for the UP and SP lines referred to in Document Request No. 1."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 6: "All incident reports made since January 1, 1994 for the lines referred to in Document Request No 1."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 7: "If the answer to Interrogatory No. 1 herein is affirmative, produce all documents that relate to any such Analysis."

Additional Objections: None.

Document Request No. 8: "All documents relating to any and all UP and/or SP facilities that BN/Santa Fe and/or Applicants have identified, reserved, or requested on behalf of (or in the account of) BN/Santa Fe for the storage of rail cars used to serve shippers in connection with the BN/SF Agreement, including but not limited to

- (a) such facilities from, with or involving the HBTR or the PTRR;
- (b) any proposals, agreements or requests among or between Applicants, BN/Santa Fe, and/or HBTR concerning such storage; and
- (c) any proposals, agreements, or requests among or between Applicants, BN/Santa Fe, and/or PTRR concerning such storage."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 9: "The agreement entered into between Applicants (or Union Pacific) and Illinois Central Railroad,

and announced on or about January 31, 1996 or February 1, 1996."

Additional Objections: None.

Document Request No. 10: "All documents relating to the explanation of primarily directional routings supplied by counsel for Applicants at the January 26, 1996 discovery conference in this proceeding (transcript pages 887-88)."

Additional Objections: None.

Document Request No. 11: "All documents comprising or relating to any Analyses, studies or evaluations of job losses resulting from the UP/MPRR merger, the UP/MKT merger, and the UP/CNW merger, including but not limited to comparisons between what job losses were predicted in application documents filed in such proceedings and what losses actually occurred."

Additional Objections: Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

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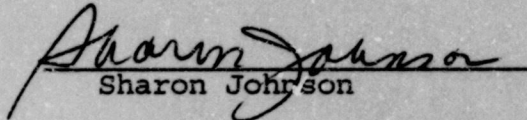
February 9, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 9th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Daniel K. Mayers, counsel for Consolidated Rail Corporation, at Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20037, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

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


Sharon Johnson

STB

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February 9, 1996



BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423

Office of the Secretary

FEB 12 1996

5 Part of Public Record

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are (a) the original and twenty (20) copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Entergy Services, Inc.'s First Set of Interrogatories and Document Production Requests (BN/SF-10); (b) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Western Coal Traffic League's First Set of Interrogatories and Document Production Requests to BN/Santa Fe (BN/SF-11); (c) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests For the Production of Documents to BNSF Corporation (BN/SF-12); (d) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (BN/SF-13); and (e) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Request For Admission on Burlington Northern Railroad Company and The

MAYER, BROWN & PLATT

Atchison, Topeka, and Santa Fe Railway Company (BN/SF-14) . Also enclosed is 3.5-inch disk containing the text of BN/SF-10 through BN/SF-14 in Wordperfect 5.1 format.

I would appreciate it if you would date-stamp the enclosed extra copies and return them to the messenger for our files.

Sincerely,

Ted R. Bardach

Ted R. Bardach

Enclosures

BEFORE THE
CE TRANSPORTATION BOARD

BN/SF-11

ORIGINAL

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
WESTERN COAL TRAFFIC LEAGUE'S FIRST SET OF INTERROGATORIES
AND DOCUMENT PRODUCTION REQUESTS TO BN/SANTA FE

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Secretary

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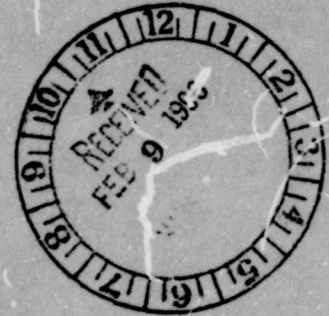
Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 9, 1996

BN/SF-11

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, SFCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
WESTERN COAL TRAFFIC LEAGUE'S FIRST SET OF INTERROGATORIES
AND DOCUMENT PRODUCTION REQUESTS TO BN/SANTA FE

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to Western Coal Traffic League's ("WCTL") "First Set of Interrogatories and Document Production Requests to BN/Santa Fe." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to WCTL's First Set of Interrogatories and Document Production Requests. If necessary, BN/Santa Fe is prepared to meet with counsel for WCTL at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to WCTL's First Set of Interrogatories and Document Production Requests on the following grounds:

1. **Privilege.** BN/Santa Fe objects to WCTL's First Set of Interrogatories and Document Production Requests to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
2. **Relevance/Burden.** BN/Santa Fe objects to WCTL's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.
3. **Settlement Negotiations.** BN/Santa Fe objects to WCTL's First Set of Interrogatories and Document Production Requests to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.
4. **Scope.** BN/Santa Fe objects to WCTL's First Set of Interrogatories and Document Production Requests to the extent that they attempt to impose any obligation on

BN/Santa Fe 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.

5. Definitions. BN/Santa Fe makes the following objections to WCTL's definitions:

3. "Document" means the term "document" as that term is used in Fed. R. Civ. P. 34(a) in BN/Santa Fe's current or prior possession, custody or control. "Document" as used herein also encompasses electronic mail and physical things such as computer disks in BN/Santa Fe's current or prior possession, custody or control.

BN/Santa Fe objects to the definition of "Document" to the extent that it is overly broad and unduly burdensome and calls for the production of materials and documents that are as readily, or more readily, available to WCTL as to BN/Santa Fe.

9. "Relate to" or "Relating to" means making a statement about, discussing, describing, referring to, reflecting, explaining, analyzing, or in any other way pertaining, in whole or in part, to a subject.

BN/Santa Fe objects to the definition of "Relate to" or "Relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to WCTL's discovery requests, construe "Relate to" or "Relating to" to mean "make reference to" or "mention".

OBJECTIONS TO INTERROGATORIES

1. Assuming the proposed merger is consummated, state, by origin, destination and shipper:

- (a) the volume of coal traffic that BN/Santa Fe expects to gain annually as a result of the Settlement Agreement and/or any other agreement(s) between BN/Santa Fe, Applicants, and any other rail carrier(s); and
- (b) the volume of coal traffic that BN/Santa Fe expects to be diverted to UP/SP as a result of the merger.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 1 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Interrogatory and to the extent that it is thereby overly broad and burdensome.

2. Identify the origin(s) for coal shipments in Utah and Colorado to which BN/Santa Fe will gain access as a result of the Settlement Agreement and any other agreements among BN/Santa Fe, Applicants, and any other rail carrier(s). For purposes of this Interrogatory, "access" means the ability to serve directly with BN/Santa Fe's power and crews and/or the ability to serve via reciprocal switch or interchange with a rail carrier other than UP or SP that directly serves an origin.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it is overly broad and vague and calls for speculation. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to WCTL and that speaks for itself.

3. With respect to the agreement between Applicants and IC described in the UP press release attached hereto as Appendix 1:

- (a) Identify any communications between BN/Santa Fe and Applicants with respect to the matters described in the first paragraph at the top of the second page of such press release;
- (b) Describe any adverse impact that would result to BN/Santa Fe operations and/or service in the Central Corridor under the Settlement Agreement if the Board imposes a condition to any grant of merger authority that Applicants must sell to a rail carrier other than BN/Santa Fe the SP line(s) between Salt Lake City/Provo, UT and Kansas City, MO/KS via Denver and Pueblo, CO, including associated lines necessary to enable such other rail carrier to serve coal mines in Colorado and Utah presently served by SP, and assuming Applicants decide to go ahead with the merger.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 3 to the extent that it is overly broad and vague and to the extent that it uses ambiguous terms such as "adverse impact." BN/Santa Fe further objects to Interrogatory No. 3 to the extent it calls for the production of information or documents subject to a confidentiality provision and to the extent that it calls for speculation.

4. Are there any instances where Santa Fe submitted a bid or rate proposal for the movement of coal to a customer within one year prior to the date of exercise of the common control authority granted by the Interstate Commerce Commission in its decision served August 23, 1995 in Finance Docket No. 32549, and BN/Santa Fe submitted a higher bid or rate proposal for the same movement (or a coal movement of comparable tonnage

involving the same origin mining area and destination and the same time frame) subsequent to the date of exercise of such common control authority?

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it is vague, overly broad and would require an unreasonably burdensome search of BN/Santa Fe's files.

5. If the answer to Interrogatory No. 4 is affirmative, identify with respect to each such instance:

- (a) The origin mining area involved;
- (b) The destination state;
- (c) The amount of the increase expressed as a percentage; and
- (d) Whether BN provided bids or rate proposals for the movement of coal to the same customer(s) during the same time frames from (i) the same mining areas, or (ii) other origin mining areas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it is vague, overly broad and would require an unreasonably burdensome search of BN/Santa Fe's files.

6. Has BN/Santa Fe (or any of its affiliates) entered into a "separate..... haulage agreement" with SP pursuant to Section 5(f) of the Agreement entered into on April 13, 1995 between BN/Santa Fe and SP and filed with the Interstate Commerce Commission in Finance Docket No. 32549 implementing the haulage services SP agreed to provide to Santa Fe "between Caldwell, Texas and the Elmendorf Facility at San Antonio" as set forth in Section 6(a) of the April 13, 1995 Agreement?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

7. If the answer to Interrogatory No. 6 is negative, when, if ever, does BN/Santa Fe (or any of its affiliates) plan to enter into the "separate. . . haulage agreement" identified in Interrogatory No. 6?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 7 to the extent that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to Interrogatory No. 7 on the grounds that it calls for speculation.

OBJECTIONS TO DOCUMENT PRODUCTION REQUESTS

1. Produce all documents relating to communications identified in response to Interrogatory No. 3(a).

Response: See Response to Interrogatory No. 3(a).

2. If the answer to Interrogatory No. 6 is affirmative, produce a copy of the agreement described therein.

Response: See Response to Interrogatory No. 6.

3. Produce the Agreement dated April 13, 1995 between BN/Santa Fe and SP concerning the proposed merger of BN and Santa Fe that was approved by the Interstate Commerce Commission in Finance Docket No. 32549.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 3 on the ground that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

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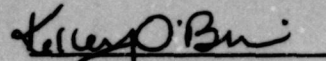
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Attorneys for Burlington Northern Railroad Company
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February 9, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Western Coal Traffic League's First Set of Interrogatories and Document Production Requests to BN/Santa Fe (BN/SF-11) have been served this 9th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for Western Coal Traffic League.



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RE THE
SURFACE TRANSPORTATION BOARD

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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

APPLICANTS' OBJECTIONS TO THE TEXAS MEXICAN
RAILWAY'S SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

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February 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



APPLICANTS' OBJECTIONS TO THE TEXAS MEXICAN
RAILWAY'S SECOND SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the discovery requests served by The Texas Mexican Railway Company on February 2, 1995. 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."

Applicants intend to file written responses to the discovery requests. These responses will provide information (including documents) in response to many of the requests, notwithstanding the fact that objections to the requests are noted herein. It is necessary and appropriate at this stage, however, for Applicants to preserve their right to assert permissible objections.

GENERAL OBJECTIONS

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

1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object 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. Applicants object to providing information or documents that are as readily obtainable by Tex Mex from its own files.

7. Applicants object to the extent that the interrogatories and document 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. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

9. Applicants object 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, 1973.

10. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in Tex Mex's first sets of interrogatories and document requests.

11. Applicants object to Instructions 1, 4 and 5 in Tex Mex's second set of document requests as unduly burdensome and further object to the extent that those instructions seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

ADDITIONAL OBJECTIONS TO SPECIFIC
INTERROGATORIES AND DOCUMENT REQUESTS

In addition to the General Objections, Applicants make the following objections to the interrogatories and document requests.

Interrogatory No. 1. "Has UP, SP or both engaged in negotiation with BNSF concerning the level of reciprocal switching charges to be charged after the proposed merger (a) by BNSF for reciprocal switching performed by BNSF for the Combined System or (b) by the Combined System for reciprocal switching performed for BNSF?"

Additional Objections: None.

Interrogatory No. 2: "If the answer to interrogatory No. 1 is yes, describe the negotiations and any resulting agreements."

Additional Objections: None.

Interrogatory No. 3: "Has UP, SP or both engaged in negotiation with BNSF concerning the level of compensation to be paid by BNSF for haulage services between Houston, Corpus Christi and Brownsville, TX by the Combined System after the merger under Section 4(f) of the BNSF Agreement or about any other terms related to such haulage services?"

Additional Objections: None.

Interrogatory No. 4: "If the answer to Interrogatory 3 is yes, describe the negotiations and any resulting agreements."

Additional Objections: None.

Interrogatory No. 5: "Describe the consideration given by Richard B. Peterson in developing the adjusted traffic base described in his verified statement at pages 261-266 of Volume 2 of the Application to the compensation to be paid by BNSF to SP for the trackage rights and/or haulage rights under the BNSF-SP Agreement, and the quantitative effect of such compensation, if any, on the adjusted traffic base developed by Mr. Peterson."

Additional Objections: None.

Interrogatory No. 6: "Applicants' corrected answer to Tex Mex's First Interrogatory No. 18 (corrected by letter of counsel dated January 23, 1996) states: 'In the stage of the Traffic Study that evaluated the effect of the settlement with BN/Santa Fe, 25% of the traffic accessible to BN/Santa Fe that had been left on an SP-Tex Mex routing or moving on a UP/SP routing was diverted to a BN-Tex Mex routing.' Does 'traffic accessible to BNSF' only mean traffic accessible to BNSF at the origin or does it include traffic not accessible to BNSF at origin but capable of being interchanged with BNSF at some point on the route?"

Additional Objections: None.

Interrogatory No. 7: "In his verified statement at page 220 of Volume 2, Mr. Peterson states that 'SP does not have access to UP-switched Wichita industries.' ICC Decision No. 38 in Finance Docket No. 32549, served August 23, 1995, on page 121, Appendix B, states that 'SP will receive the right to operate over Santa Fe lines between Kansas City and Fort Worth . . . and between Hutchinson and Winfield Junction, KS (via Wichita,

KS.) These will be overhead rights except for specified access to: . . . industries served either directly or by reciprocal switching by BN or Santa Fe at Wichita. . . .

- (a) Identify those industries in Wichita served by both UP and either BN or Santa Fe.
- (b) Identify those industries identified in response to interrogatory 6(a) to which SP does not have access.
- (c) Explain why SP does not have access to the industries identified in response to interrogatory 6(b)."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 8: "Mr. Peterson, in developing the adjusted traffic base, states in his verified statement at page 266 of Volume 2, that 'the new marketing opportunities that BN/Santa Fe would realize by gaining access to Eagle Pass were estimated [in part] by diverting to BN/Santa Fe's new Eagle Pass routes . . . 20% of the traffic that moved via UP direct or SP-Tex Mex between competitive points and Laredo.' By 'competitive points', does Mr. Peterson mean points accessible, directly or by reciprocal switch, to BNSF and either UP or SP or both? If not, explain what he means by 'competitive points.'"

Additional Objections: None.

Interrogatory No. 9: "With reference to the 20% of the traffic referred to by Mr. Peterson at page 266, was the 20% diversion factor applied to carload traffic:

- (a) between points in the Southeast served solely by CSX and Laredo?
- (b) between points in the Northeast served by Conrail and Laredo?
- (c) between competitive points in Southern California and Laredo?

- (d) between Houston and Laredo?
- (e) between competitive points in Nebraska and Laredo on traffic previously routed BN-SP-Tex Mex?
- (f) competitive points in Nebraska and Laredo on traffic previously routed ATSF-SP-Tex Mex?"

Additional Objections: None.

Interrogatory No. 10: "If the answer to any of questions 9(a) through 9(f) are no, what was the diversion factor that Mr. Peterson applied to the traffic described in those questions?"

Additional Objections: None.

Interrogatory No. 11: "In considering the effect of the proposed UP/SP merger on the adjusted traffic base before considering the effect of the BNSF Agreement, what diversion percentages did Mr. Peterson apply to traffic moving between Laredo via Tex Mex and each of the other points referred to in questions 9(a) through 9(f)?"

Additional Objections: None.

Interrogatory No. 12: "In considering the effect of the BNSF Agreement on traffic after the proposed merger, what diversion percentages did Mr. Peterson apply to traffic moving between Laredo via Tex Mex and each of the other points referred to in questions 9(a) through 9(f)?"

Additional Objections: None.

Interrogatory No. 13: "For carload traffic from Houston to Laredo in 1994 that was routed SP-Tex Mex, describe the routings (including carriers involved) over which, and the Mexican Gateways through which, Mr. Peterson's traffic study anticipates that traffic will move after the merger and the percentage of that traffic expected to move via each routing and gateway."

Additional Objections: None.

Interrogatory No. 14: "On page 300 of his verified statement, Mr. Peterson states that 'to derive net revenue impacts, costs were estimated by Richard F. Kauders, UP's Manager-Economic Research.'

- (a) Was Mr. Kauders' approach based on URCS?

- (b) Describe the procedure used by Mr. Kauders to estimate these costs.
- (c) Did Mr. Kauders develop combined costs for UP/SP or did he develop and apply a different set of costs depending on whether the line involved was a UP line or a SP line.
- (d) If Mr. Kauders developed combined costs for UP/SP, did he use costs based on the costs and operating efficiencies of UP before its merger with CNW or of UP after its merger with CNW but before its proposed merger with SP or of UP/SP after their proposed merger? If he derived costs on some other basis, describe that basis.
- (e) Were the costs estimated by Mr. Kauders generally higher or lower or equal to the costs for UP prior to the proposed merger with SP?
- (f) Were the costs used by Mr. Kauders to develop the net revenue estimates: a) variable costs; b) fully allocated costs; or c) some other type of cost?"

Additional Objections: None.

Interrogatory No. 15: "Identify the shippers in Texarkana that originated the 2,464 carloads that Mr. Peterson identifies as competitive on page 225 of his verified statement."

Additional Objections: None.

Interrogatory No. 16: "For each shipper identified in response to interrogatory 15, state how many of the 2,464 carloads that shipper originated."

Additional Objections: None.

Interrogatory No. 17: "Identify the shippers in Shreveport that originated the 10,611 carloads that Mr. Peterson identifies as competitive on page 226 of his verified statement."

Additional Objections: None.

Interrogatory No. 18: "For each shipper identified in response to interrogatory 17, state how many of the 10,611 carloads that shipper originated."

Additional Objections: None.

Interrogatory No. 19: "Identify the shippers in Houston that originated the 97,739 carloads that Mr. Peterson identifies as competitive on page 204 of his verified statement."

Additional Objections: None.

Interrogatory No. 20: "For each shipper identified in response to interrogatory 19, state how many of the 97,739 carloads that shipper originated."

Additional Objections: None.

Interrogatory No. 21: "Is Robstown, Texas considered a 3-to-2 point as that term is used by Mr. Peterson in his verified statement? Why or why not?"

Additional Objections: None.

Interrogatory No. 22: "Is Beaumont, Texas considered a 3-to-2 point as that term is used by Mr. Peterson in his verified statement? Why or why not?"

Additional Objections: None.

Interrogatory No. 23: "Identify any origin-destination commodity flow pair for which competition will be reduced if the merger, as conditioned with the BNSF Settlement Agreement, is approved as described in the application."

Additional Objections: None.

Interrogatory No. 24: "According to the operating plan submitted by the Applicants in the Volume 3 of the Application (UP/SP-24), how many BNSF trains are expected to operate in each direction over the lines specified in Appendix A?"

Additional Objections: None.

Interrogatory No. 25: "Does the operating scenario discussed in Messrs. King and Ongerth's verified statement at pages 41-53 of Volume 3, assume any train meets between UP/SP trains and BNSF trains on the trackage rights granted to BNSF pursuant to the BNSF Agreement over any of the lines specified in Appendix A?"

Additional Objections: None.

Interrogatory No. 26: "If the answer to Interrogatories 25 is yes, then for each of the lines described on those pages (not

including 'Pacific Northwest-Denver-South Central Services' described on page 53):

- (a) state how many train meets;
- (b) explain how Messrs. King and Ongerth took this into consideration in determining the number of trains the Applicants would run on each of those lines; and
- (c) explain how Messrs. King and Ongerth took this into consideration in determining the transit times for each of the trains Applicants would run on each of those lines."

Additional Objections: None.

Document Request No. 1: "Produce every document identified by Applicants in response to Interrogatory Nos. 1-26 of the Texas Mexican Railway Company's Second Interrogatories to Applicants (TM-9)."

Additional Objections: See objections to Interrogatory Nos. 1-26.

Document Request No. 2: "Produce the CTC activity logs and, for any line for which CTC logs are not available, Digicom DTC activity logs showing all train movements, including switch movements, over the lines listed on Appendix 1 to these Second Request For Documents in the months of March, July and October 1994."

Additional Objections: Applicants object to this document request as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 3: "Produce all records identifying the trains that operated over the lines listed on Appendix 1 in the months of March, July and October 1994."

Additional Objections: Applicants object to this document request as unduly burdensome, and overbroad in that it

includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 4: "Produce all records showing the on-duty and off-duty hours in the months of March, July and October 1994 of all train crew members assigned to trains operated over the lines listed in Appendix 1 in those months."

Additional Objections: Applicants object to this document request as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

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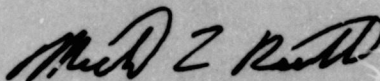
February 9, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 9th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Richard A. Allen, counsel for The Texas Mexican Railway, at Zuckert, Scoutt & Rasenberger, 888 Seventeenth Street, N.W. Suite 600, Washington, D.C. 20006-3939, 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 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

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



Michael L. Rosenthal

STB FD 32760

2-9-96

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61216

Item No. 61216
Page Count 13
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BEFORE THE
CE TRANSPORTATION BOARD

61216
BN/SF-12

ORIGINAL

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FIRST SET OF INTERROGATORIES
AND SECOND SET OF REQUESTS FOR THE
PRODUCTION OF DOCUMENTS TO BNSF CORPORATION

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Office of the Secretary

FEB 12 1996

5 Part of
Public Record

Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FIRST SET OF INTERROGATORIES
AND SECOND SET OF REQUESTS FOR THE
PRODUCTION OF DOCUMENTS TO BNSF CORPORATION

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to Consolidated Rail Corporation's ("Conrail") First Set of Interrogatories and Second Set of Requests For the Production of Documents to BNSF Corporation. These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents. If necessary, BN/Santa Fe is prepared to meet with

counsel for Conrail at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents on the following grounds:

1. **Parties.** BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents to the extent that they are directed to BNSF Corporation (now, Burlington Northern Santa Fe Corporation) rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Conrail's Requests any non-privileged, responsive documents in the possession of Burlington Northern Santa Fe Corporation.

2. **Privilege.** BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

3. **Relevance/Burden.** BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

4. **Settlement Negotiations.** BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of Requests for the Production of Documents to the extent

that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

5. Scope. BN/Santa Fe objects to Conrail's First Set of Interrogatories and Second Set of requests for the Production of Documents to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

6. Definitions. BN/Santa Fe makes the following objections to Conrail's definitions:

9. "Document" means any and all writings and recordings as defined in Rule 1001 of the Federal Rules of Evidence, including drafts, typings, printings, minutes or copies or reproductions thereof in the possession, custody or control of BNSF Corporation.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that (i) it calls for the production of materials and documents that are as readily, or more readily, available to Conrail as to BN/Santa Fe; (ii) it calls for the production of drafts; and (iii) it calls for the production of routine operating and accounting documents such as invoices and receipts.

14. "Relating" or "related" to a given subject matter means constitutes, contains, comprises, consists of, embodies, reflects, identifies, states, refers to, deals with, sets forth, proposes, shows, evidences, discloses, describes, discusses, explains, summarizes, concerns, authorizes, contradicts or is any way pertinent to that subject, including, without limitation, documents concerning the presentation of other documents.

BN/Santa Fe objects to the definition of "Relating" or "related to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding.

Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to Conrail's Requests, construe "Relating" or "related to" to mean "make reference to" or "mention".

16. "Analyses or Analysis" include any analyses, studies, evaluations, discussions, or reports in whatever form, including letters, memoranda, tabulations, measurements, electronic mail, notes, diary notations, journals, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Analyses or Analysis" in that, as defined to include "discussions or reports", it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to Conrail's requests, construe "Analyses or Analysis" to mean analyses, studies or evaluations in whatever form.

17. References to railroads, shippers, and other companies (including Applicants) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; and joint ventures.

BN/Santa Fe objects to this instruction to the extent that it requests documents to be produced by partnerships and joint ventures in which BN or Santa Fe are members.

Notwithstanding this objection, BN/Santa Fe will produce any non-privileged, responsive documents in the possession of BN, Santa Fe, or Burlington Northern Santa Fe Corporation.

7. Instructions. BN/Santa Fe makes the following objections to Conrail's instructions:

5. All documents that respond, in whole or part, to any paragraph of a Request shall be produced in their entirety. Documents that in their original condition were stapled, clipped, or otherwise fastened together, shall be produced in such form. In addition, all documents are to be produced in the file folders or jackets in which they are maintained.

BN/Santa Fe objects to this instruction to the extent that it requests documents to be produced in the file folders or jackets in which they are maintained on the grounds that such manner of production is unduly burdensome and would interfere with BN/Santa Fe's operations and activities, particularly in light of the requirement under the Discovery Guidelines that all document depositories be maintained in the Washington D.C. area.

OBJECTIONS TO INTERROGATORIES

1. Identify any agreements between, or proposals or requests by (a) Applicants, the Houston Belt and Terminal Railroad ("HBTR") and/or BN/Santa Fe relating to HBTR's storage of rail cars on behalf of BN/Santa Fe for service provided by BN/Santa Fe under the BN/SF Agreement; or (b) Applicants, the Port Terminal Railroad Association ("PTRA"), and/or BN/Santa Fe relating to PTRA's storage of rail cars on behalf of BN/Santa Fe for service provided by BN/Santa Fe under the BN/SF Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it is overly broad and unduly burdensome and is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

2. Identify any and all UP and/or SP facilities that BN/Santa Fe and/or Applicants have identified, reserved, and/or requested, on behalf (or in the account) of BN/Santa Fe for the storage of rail cars to serve any and all Shippers under the BN/SF Agreement. For each facility, identify its location, owner, total storage capacity, and available capacity for the storage of rail cars in the account of BN/Santa Fe.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it is overly broad and unduly burdensome.

3. With respect to lines where BN/Santa Fe will have trackage rights under the BN/SF Agreement, (a) how will BN/Santa Fe trains enter the post-merger UP/SP system? (b) What are the criteria for priority in giving BN/Santa Fe trains access at points where such trains arrive to enter the Applicants' postmerger lines?

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 3 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BN/SF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to Interrogatory No. 3 to the extent that it contains terms and phrases such as "enter the . . . system" and "criteria for priority" that are vague and ambiguous.

4. Have you or Applicants performed any Analysis of crew cycles and/or the operation of crew cycles on the primarily directional routes in the Gulf/Eastern region that are described in the Application?

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 4 on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence and to the extent that it calls for the production of information or documents not in the possession of BN/Santa Fe.

5. State all capital expenditures (both the total amount and such expenditures broken down according to category of expenditure) made in connection with (a) BN/Santa Fe's direct route between St. Louis and Memphis, as described on page 158

of the Verified Statement of Richard B. Peterson and page 20 of the Verified Statement of Neal D. Owen and (b) BN/Santa Fe's operations between Houston and St. Louis (via Temple, TX and/or Ft. Worth, TX).

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it is overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Interrogatory No. 5 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

6. a. Do you maintain train schedules for operations along specified routes, in addition to timetables?

b. What data do you maintain for measuring performance in accordance with any such schedules that you maintain?

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 6 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

7. Identify all facilities of any sort to which BN/Santa Fe will receive access to enter, to use, or for any other purpose in connection with the trackage rights grants or line sales under the BN/SF Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 7 to the extent that it is overly broad and vague. BN/Santa Fe further objects to Interrogatory No. 7 to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to Conrail.

8. For each 2-to-1 customer (as that term is used in the BN/SF Agreement) that BN/Santa Fe expects to serve under rights granted by the BN/SF Agreement, state

- a. from what yard will it serve such 2-to-1 customer;
- b. the capacity of each such yard; and
- c. the present level of activity of each such yard.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 8 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the Settlement Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this Interrogatory to the extent that it calls for the production of information or documents not in the possession of BN/Santa Fe and to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to Conrail.

OBJECTIONS TO REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All documents, dating from January 1, 1993, to the present, comprising (a) timetables and track charts for any and all BN/Santa Fe operations along BN/Santa Fe's direct route between St. Louis and Memphis, as described on page 158 of the Verified Statement of Richard B. Peterson and page 20 of the Verified Statement of Neal D. Owen; (b) timetables and track charts for BN/Santa Fe's current operations between Houston and St. Louis (via Temple, TX and/or Ft. Worth, TX).

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 1 to the extent it calls for the production of

all documents, without limitation, on the grounds that it is overly broad and unduly burdensome. BN/Santa Fe further objects to Document Request No. 1 on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

2. All documents relating to any and all UP and/or SP facilities that BN/Santa Fe and/or Applicants have identified, reserved, or requested on behalf (or in the account) of BN/Santa Fe for the storage of rail cars used to serve Shippers in connection with the BN/SF Agreement, including but not limited to

- (a) such facilities from, with or involving the HBTR or the PTR A;
- (b) any proposals, agreements or requests among or between Applicants, BN/Santa Fe, and/or HBTR concerning such storage; and
- (c) any proposals, agreements, or requests among or between Applicants, BN/Santa Fe, and/or PTR A concerning such storage.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Document Request No. 2 to the extent it is overly broad and unduly burdensome.

3. All documents relating to any discussions or agreements between HBTR and BN/Santa Fe relating to service to be provided by BN/Santa Fe pursuant to rights granted by the BN/SF Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 3 to the extent it is overly broad and unduly burdensome.

4. All documents relating to any discussions or agreements between PTR A and BN/Santa Fe relating to service to be provided by BN/Santa Fe pursuant to rights granted by the BN/SF Agreement.

Response: Subject to and without waiving the General Objections stated above,

BN/Santa Fe objects to Document Request No. 4 to the extent it is overly broad and unduly burdensome.

5. If you answered Interrogatory No. 4 in the affirmative, all such Analyses.

Response: See Response to Interrogatory No. 4.

6. If you answered Interrogatory No. 6(a) in the affirmative, all documents comprising such train schedules for the lines specified in Interrogatory No. 5 (and Document Request No. 1).

Response: See Response to Interrogatory Nos. 5 & 6(a) and Document Request No.

1.

7. All documents relating to any performance measurement identified in response to Interrogatory No. 6(b) for the lines specified in Interrogatory No. 5 (and in Document Request No. 1).

Response: See Response to Interrogatory Nos. 5 & 6(b) and Document Request No.

1.

8. Track charts for each yard specified in response to Interrogatory No. 8.

Response: See Response to Interrogatory No. 8.

Respectfully submitted,

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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 9, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests For the Production of Documents to BNSF Corporation (BN/SF-12) have been served this 9th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for Consolidated Rail Corporation.

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STB FD

32760

2-9-96

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61215

Item No. _____

Page Count 7

Feb 76

BEFORE THE
TRANSPORTATION BOARD

61215
BN/SF-14

ORIGINAL

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO THE
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST REQUEST FOR
ADMISSIONS ON BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA, AND SANTA FE RAILWAY COMPANY

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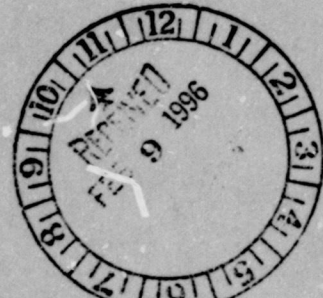
Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO THE
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST REQUEST FOR
ADMISSIONS ON BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA, AND SANTA FE RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to The Society of the Plastics Industry Inc.'s ("SPI") "First Request for Admissions on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to SPI's First Request for Admissions. If necessary, BN/Santa Fe is

prepared to meet with counsel for SPI at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to SPI's First Request for Admissions on the following grounds:

1. **Privilege.** BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they call for information subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
2. **Relevance/Burden.** BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they seek information that is not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.
3. **Settlement Negotiations.** BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they seek information prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.
4. **Scope.** BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

6. Definitions. BN/Santa Fe makes the following objections to SPI's definitions:

12. 'Relate to and relating to' have the broadest meaning according to them and include but are not limited to the following: directly or indirectly describing, setting forth, discussing, commenting upon, analyzing, supporting, contradicting, referring to, constituting, concerning or connected in any way with the subject in question or any part thereof.

BN/Santa Fe objects to the definition of "Relate to" or "relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding.

Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's Request for Admissions, construe "Relate to" or "relating to" to mean "make reference to" or "mention".

16. 'Studies, analyses, and reports' include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's Request for Admissions, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

OBJECTIONS TO REQUESTED ADMISSIONS

1. That BNSF does not have any studies, analyses, reports or plans regarding the construction or acquisition of additional storage capacity for plastics resins shipments.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 1 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe further objects to Request for Admission No. 1 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

2. That BNSF does not have any studies, analyses, reports or plans relating to facilities and operations necessary to serve plastics producers or plants not currently served by BNSF.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 2 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe further objects to Request for Admission No. 2 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

3. That BNSF does not have any operating plans to serve plastics resins production points opened to BNSF service by the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 3 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe further objects to Request for Admission No. 3 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

Erika Z. Jones/KEO

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and

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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 9, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Request For Admissions on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (BN/SF-14) have been served this 9th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Society of the Plastics Industry, Inc.

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ORE THE
PORTATION BOARD

BN/SF-13

ORIGINAL

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO THE
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST SET OF
INTERROGATORIES AND DATA REQUESTS ON BURLINGTON NORTHERN
RAILROAD COMPANY AND THE ATCHISON, TOPEKA,
AND SANTA FE RAILWAY COMPANY

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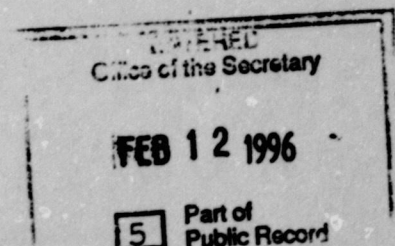
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February 9, 1996



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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO THE
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST SET OF
INTERROGATORIES AND DATA REQUESTS ON: BURLINGTON NORTHERN
RAILROAD COMPANY AND THE ATCHISON, TOPEKA,
AND SANTA FE RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to The Society of the Plastics Industry Inc.'s ("SPI") "First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to SPI's First Set of Interrogatories and Data Requests. If necessary, BN/Santa Fe is prepared to meet with counsel for SPI at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests on the following grounds:

1. **Privilege.** BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

2. **Relevance/Burden.** BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

3. **Settlement Negotiations.** BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

4. **Scope.** BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they attempt to impose any obligation on BN/Santa Fe 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.

6. Definitions. BN/Santa Fe makes the following objections to SPI's definitions:

7. 'Document' means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intracompany communications; electronic mail; correspondence; telegrams; memoranda, contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, 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; news articles; reports; advertisements; circulars; trade letters; press releases; invoices, receipts; financial statements; accounting records; and workpapers and worksheets. 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, including notes; and
- c. both documents in the possession, custody, or control of Applicants and documents in the possession, custody, or control of consultants or others who have assisted Applicants in connection with the Transaction.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that (i) it calls for the production of materials and documents that are as readily, or more readily, available to SPI as to BN/Santa Fe; and (ii) it calls for the production of routine operating and accounting documents such as invoices and receipts.

14. 'Relate to and relating to' have the broadest meaning according to them and include but are not limited to the following: directly or indirectly describing, setting forth, discussing, commenting upon, analyzing, supporting, contradicting, referring to, constituting, concerning or connected in any way with the subject in question or any part thereof.

BN/Santa Fe objects to the definition of "Relate to" or "relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding.

Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's Requests, construe "Relate to" or "relating to" to mean "make reference to" or "mention".

18. 'Studies, analyses, and reports' include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's requests, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

OBJECTIONS TO INTERROGATORIES AND DATA REQUESTS

1. Identify each and every rail yard currently owned or utilized by BNSF in the state of Texas and/or Louisiana that is capable of being used for the storage of cars transporting plastics resins. For each such yard, provide the following information on a monthly basis:

- a. Total storage capacity;
- b. Amount of storage capacity currently committed to customers;
- c. Amount of storage capacity currently committed to plastics resins producers, by producers.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 1 to the extent that it is overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 1 on the

grounds that it contains terms and phrases such as "capacity" and "capable of being used for" that are vague and ambiguous BN/Santa Fe further objects to Request No. 1 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

2. As to each yard identified in response to Request No. 1 above, provide the following information on a monthly basis:

- a. Current volume of storage of plastics resins;
- b. The charges, if any, made for use of each yard, broken down by shipper, by plant, per month for the past three years;
- c. Whether any other entity, including any other railroad or any shipper, has authority, currently or in the future, to use any of the yards identified in this Request and if so, describe in detail and with particularity the basis of that authority.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 2 to the extent that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 2 to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Request and is thereby overly broad and burdensome. BN/Santa Fe further objects to Request No. 2 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

3. Describe all studies, analyses, reports and plans, etc. regarding the construction or acquisition of additional storage capacity, including but not limited to discussions with the UP and/or SFP and any discussions with the operator of the Dayton, Texas car storage facility.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden, and scope objections, BN/Santa Fe objects to Request No. 3 to the extent that it is overly broad and vague.

4. Describe any agreement with the UP and/or SP concerning access by BNSF to storage facilities owned or leased by the UP and/or SP if the Agreement and Plan of Merger is approved.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Request No. 4 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

5. Identify by name and position those marketing personnel with BNSF responsible for plastics producers and/or the plastics industry and describe each such person's responsibilities, including but not limited to, the identity of each company for which he/she is responsible.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Request No. 5 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 5 on the grounds that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

6. Identify each and every plant location of each and every customer of BNSF that ships plastics resins and for each such plant location provide the following information:

- a. Identify and describe each contract entered into in the past five years and for each contract identify any minimum volume requirements;
- b. State each rate for carrying plastics resins for the past three years and the time period that each rate was in effect;
- c. Identify each competitive rail carrier with access to each such plant;
- d. Describe the routes used for shipments by BNSF from each such plant;

- e. Identify all correspondence regarding rates and/or service for plastics resins for each origin and destination pair from January 1, 1990 through and including the date of your response.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 6 to the extent that it is overly broad and unduly burdensome and includes terms and phrases such as "capacity;" "competitive rail carrier;" and "minimum volume requirements" that are vague and ambiguous. BN/Santa Fe objects to Request No. 6 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to Request No. 6 to the extent that it requests information that is as readily available to SPI as it is to BN/Santa Fe.

7. Identify each and every analysis, policy and/or comparative market analysis, including, but not limited to, transportation pricing, analyses of rail-to-truck and rail-to-barge transportation competition, and analyses of the traffic diversion resulting from the BNSF Agreement relating to plastics resins and/or plastics resins shipper(s).

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Request No. 7 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Request No. 7 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 7 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

8. Identify all plastics producers or plants not currently served by BNSF which will be available for BNSF service according to the BNSF Agreement and any plans, analyses or shipper contacts with regard to serving those producers.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request No. 8 to the extent that it is overly broad and unduly burdensome and requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to SPI and that speaks for itself.

9. Identify all studies, analyses and reports prepared in determining the facilities and operations necessary to serve those producers identified in response to Request No. 8 above.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Request No. 9 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Request No. 9 to the extent that it is overly broad and unduly burdensome and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to SPI and that speaks for itself.

10. Identify each and every complaint and/or concern expressed by BNSF or other railroads possessing trackage rights over any segment of UP or SP track.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 10 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further

objects to Request No. 10 on the grounds that it requests information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

11. Identify each and every complaint and/or concern expressed by shippers served by railroads having trackage rights over any segment of UP or SP track.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 11 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 11 on the grounds that it requests information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

12. Identify, by shipper, the plastics resins traffic that BNSF has identified it can or should obtain as a result of the BNSF Agreement and include for each shipper identified, the volume of such traffic, the origination and destination points of such traffic, and the STCC code for such traffic.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 12 to the extent that it is overly broad and vague and is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it calls for speculation, and to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Request and is thereby overly broad and burdensome.

13. Identify, by shipper, origination and destination points, and STCC code, any plastics resins traffic as to which BNSF and UP and/or SP have bid against each other since January 1, 1990, including the dates of such bidding and the results thereof, and identify all documents related thereto.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No.

13 to the extent that it is overly broad and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 13 to the extent that it seeks information that is more readily available to SPI. BN/Santa Fe further objects to this Request to the extent that it seeks information for events occurring before January 1, 1993, as such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

14. Describe any operating plans of the BNSF to serve plastics resins production points opened to BNSF service by the BNSF Agreement.

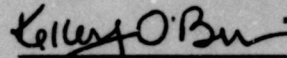
Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Request No. 14 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Request No. 14 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the Settlement Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to Request No. 14 to the extent that it is vague and ambiguous.

15. Produce all documents identified in response to any of the interrogatories set forth above and all documents relied upon in responding to any request.

Response: See Responses to Request Nos. 1-14. BN/Santa Fe further objects to Request No. 15 to the extent that it is overly broad and unduly burdensome.

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (BN/SF-13) have been served this 9th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Society of the Plastics Industry, Inc.



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