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Page Count 11 ORTATION BOARD
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BN/SE-30



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

BURLINGTON NORTHERN RAILROAD COMPANY AND THE ATCHISON,
TOPEKA AND SANTA FE RAILWAY COMPANY'S FIRST SET OF
INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS TO
CONSOLIDATED RAIL CORPORATION

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

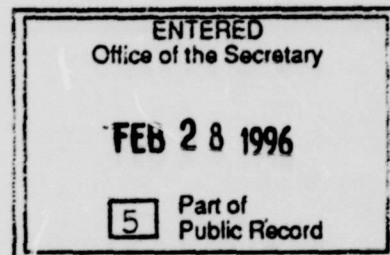
Burlington Northern
Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

and

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

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Engiert, Jr.
Kathryn A. Kusske

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000

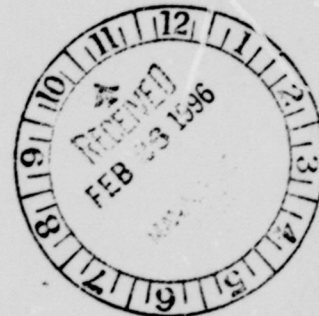


Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 26, 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

BURLINGTON NORTHERN RAILROAD COMPANY AND THE ATCHISON,
TOPEKA AND SANTA FE RAILWAY COMPANY'S FIRST SET OF
INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS TO
CONSOLIDATED RAIL CORPORATION

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") hereby submit their First Set of Interrogatories and Requests for Production of Documents to Consolidated Rail Corporation ("Conrail").

BN/Santa Fe requests that Conrail respond to the following interrogatories and document requests in compliance with the December 5, 1995 Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding and in accordance with the following Definitions and Instructions. The responses to these interrogatories and document

requests should be served on BN/Santa Fe through its attorneys at the offices of Mayer, Brown & Platt, 2000 Pennsylvania Avenue N.W., Washington, D.C. 20006, no later than fifteen (15) days following their service.

DEFINITIONS

1. "BN/Santa Fe" means Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe").
2. "BN/Santa Fe Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1995, as supplemented November 18, 1995.
3. "Board" means the Surface Transportation Board.
4. "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 intra- or inter-company communications, business records, agreements, contracts, bids, bid quotes, rates, rate quotes, correspondence, telegrams, memoranda, studies, projections, summaries or records of telephone or personal conversations or interviews, reports, diaries, log books, notebooks, forecasts, workpapers, photographs, maps, tape recordings, computer tapes, computer programs, computer printouts, computer models, all stored data compilations of any kind that may be retrievable or machine-readable produced in reasonably usable form including any descriptions, indices or other interpretive materials necessary or useful to access the stored information, statistical or financial statements, graphs, charts or other data compilations, sketches, note charts, plans, drawings, agendas, minutes or records or 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:

- (a) both individual records and summaries of such records (including computer runs);
- (b) both original versions and copies that differ in any respect from original versions; and
- (c) both documents in the possession of Conrail and documents in the possession of consultants or others that have assisted Conrail in connection with any issue raised in these discovery requests.

5. "Conrail" means Consolidated Rail Corporation, any transportation-related subsidiaries or affiliates thereof, any present or former employees, agents, counsel, officers, directors, advisors, consultants, divisions, and/or any other persons acting on Conrail's behalf.

6. "Person" means any natural person, any business entity (whether partnership, association, cooperative, proprietorship or corporation), and any governmental entity, department, administration, agency, bureau or political subdivision thereof.

7. "Proceeding" means the STB proceeding in Finance Docket No. 32760 and all sub-dockets thereof.

8. "Proposed Transaction" means the transaction for which Applicants Union Pacific Corporation et al. ("UP) and Southern Pacific Rail Corporation et al. ("SP") request Board approval in this Proceeding.

INSTRUCTIONS

1. To the extent that Conrail considers any of the following interrogatories or document requests objectionable, Conrail should respond to each part thereof that is not objectionable, separately identify that part of the interrogatory or document request that Conrail finds objectionable and state the grounds for each such objection.

2. If Conrail objects to any interrogatory or document request on grounds of privilege, Conrail should identify which privilege is claimed, state the specific factual and legal basis for such claim of privilege, and answer any remaining part of the interrogatory or document request for which such objection is not made.

3. References to the plural shall include the singular and vice versa. Terms such as "and," "or" and "including" shall be construed in an inclusive manner, in the disjunctive or conjunctive as necessary, in order to bring within the scope of each interrogatory or document request all information which might otherwise be construed as outside the scope of the request.

4. In answering each of the interrogatories, Conrail is to:

(a) Identify all source documents from which the information has been or can be obtained or which form a basis for the answers given or corroborate the answers given. For each source document identified state the name, title and address of the custodian of such document, and state whether such source document may be inspected and copied by Applicants' representatives;

(b) State whether the information furnished is within the personal knowledge of the person answering and, if not, the name of each person to whom the information is a matter of personal knowledge.

5. If exact data cannot be supplied in answering any interrogatory that calls for a numerical response, Conrail should provide Conrail's best estimate of the data called for,

indicate that it has done so by the notation "(est.)" in conjunction with the response, and describe the basis upon which the estimate was made.

6. If Conrail cannot answer any part of any interrogatory or document request in full, after exercising due diligence to secure the information or documents to do so, Conrail should so state and answer to the extent possible, specifying Conrail's inability to answer the remainder, and stating whatever information or documents Conrail has of each unanswered part.

7. Where interrogatories seek information as to the existence or content of any document or study, producing or furnishing a copy of the document or study will be accepted as an adequate response to the interrogatory. "Produce" means to make legible, complete, and exact copies of responsive documents, which are to be sent via overnight courier or hand delivery to the undersigned attorneys.

8. Unless specified otherwise in a particular interrogatory or document request, these discovery requests seek information and documents dating from January 1, 1993 and extending through the date on which the responses are made. Further, these discovery requests are deemed to be continuing in nature so that if at any time during the course of this proceeding Conrail discovers information or documents that are within the scope of these discovery requests, it shall supplement its responses within ten (10) days.

INTERROGATORIES AND DOCUMENT REQUESTS

1. Identify each occasion from January 1, 1990, to the present on which Conrail has abandoned, sold, or otherwise discontinued or decreased service on a rail line and

thereafter continued to provide rail service between the same general geographic origins and destinations through trackage or haulage rights.

2. As to each occasion identified in your response to Interrogatory No. 1, identify the rail line involved; describe the abandonment, sale, or other discontinuance or decrease of service that occurred, and identify the person (if any) to whom the rail line was sold or otherwise transferred; the rail line(s) over which Conrail continued to provide rail service between the same general geographic origins and destinations through trackage or haulage rights; and any and all agreements or contracts pursuant to which such service was provided.

3. Produce a copy of all agreements or contracts identified in your response to Interrogatory No. 2.

4. State the compensation or rate paid by Conrail under the terms of each of the following trackage rights agreements, and state as to each such agreement the amount of such compensation or rate in terms of mills per gross ton mile and the method and assumptions used to convert the rate stated in the agreement to mills per gross ton mile:

- (a) Amtrak -- Northeast Corridor; Springfield, MA to New Haven, CT; Philadelphia, PA to Harrisburg, PA; Kalamazoo, MI to Furnessville, IN
- (b) Metro North -- Poughkeepsie, NY to NYC; White Plains, NY to NYC
- (c) NS (N&W) -- Richmond, IN to New Castle and Muncie, IN
- (d) B&M -- Worcester, MA to Ayer, MA
- (e) CSXT -- Benning, MD to Baltimore, MD
- (f) CSXT -- Hobson Jct., OH to Kanauga, OH
- (g) NS (N&W) -- Bloomington, IL to East Peoria, IL

- (h) CP -- Terre Haute, IN to Bee Hunter, IN
- (i) CSXT -- Toledo, OH to Carlton, MI

5. State the compensation or rate received by Conrail under the terms of each of the following trackage rights agreements, and state as to each such agreement the amount of such compensation or rate in terms of mills per gross ton mile and the method and assumptions used to convert the rate stated in the agreement to mills per gross ton mile:

- (a) CP (D&H) -- Buffalo, NY to Binghamton, NY
- (b) NYSW -- Binghamton, NY to Warwick, NY
- (c) Amtrak, VRE, CP and CSXT -- Arlington, VA to Washington, DC
- (d) GTW -- Cincinnati, OH to Springfield, OH
- (e) CP (D&H) -- Sunbury, PA to Harrisburg, PA
- (f) CP (D&H) -- Harrisburg, PA to Potomac Yard, VA
- (g) CP (D&H) -- Allentown, PA to Oak Island, NJ
- (h) CP (D&H) -- Allentown, PA to Philadelphia, PA
- (i) CP (D&H) -- Scranton, PA to Allentown, PA

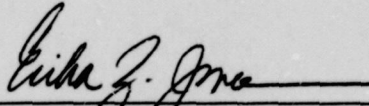
6. Has Conrail at any time in or after August 1995 discussed (in a meeting, in person, or by telephone) any of the following subjects with any representative of the United States Department of Justice, the United States Department of Transportation, or any other federal or state agency: the Proposed Transaction; the BN/Santa Fe Agreement; or railroad competition in the Western United States? If so, for each such meeting or discussion, provide the following:

- (a) The federal or state agency involved;

- (b) The date of the meeting or discussion;
- (c) The participants on behalf of Conrail and the federal or state agency in the meeting or discussion;
- (d) A description of the subject matter of the meeting or discussion;
- (e) All documents provided by Conrail to the federal or state agency at or during the meeting or discussion;
- (f) All other documents sent or provided to or received from the federal or state agency relating to the meeting or discussion; and
- (g) All other documents relating in any way to the meeting or discussion.

7. For each interrogatory and document request (or part thereof), identify by name, address, position and responsibilities each person who assisted or participated in preparing or supplying any of the information or documents given in response to such interrogatory or document request (or part thereof).

Respectfully submitted,



Erika Z. Jones

Adrian L. Steel, Jr.

Roy T. Englert, Jr.

Kathryn A. Kusske

Mayer, Brown & Platt

2000 Pennsylvania Avenue, N.W.

Washington, D.C. 20006

(202) 463-2000

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

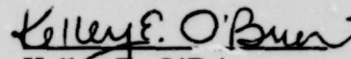
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

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

February 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's First Set of Interrogatories and Document Production Requests to Consolidated Rail Corporation (BN/SF-30) have been served this 26th 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.


Kelley E. O'Brien
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006
(202) 778-0607

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Item No. _____

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File # 277

BEFORE THE
TRANSPORTATION BOARD

UP/SP-116

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-33 (Sub-No. 98X)

UNION PACIFIC RAILROAD COMPANY

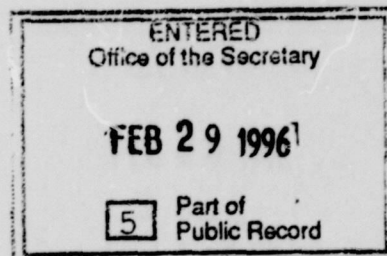
-- ABANDONMENT EXEMPTION --

EDWARDSVILLE-MADISON LINE
IN MADISON COUNTY, ILLINOIS

APPLICANTS' FIRST SET OF DISCOVERY REQUESTS
TO ILLINOIS TRANSIT ASSEMBLY CORPORATION

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

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290



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

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

February 26, 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

Docket No. AB-33 (Sub-No. 98X)

UNION PACIFIC RAILROAD COMPANY

-- ABANDONMENT EXEMPTION --

EDWARDSVILLE-MADISON LINE
IN MADISON COUNTY, ILLINOIS

APPLICANTS' FIRST SET OF DISCOVERY REQUESTS
TO ILLINOIS TRANSIT ASSEMBLY CORPORATION

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, and
the Discovery Guidelines entered in this proceeding on
December 7, 1995, Applicants UPC, UPRR, MPRR, SPR, SPT, SSW,
SPCSL and DRGW direct the following interrogatories and
document requests to Illinois Transit Assembly Corporation
("ITAC").

Responses should be served as soon as possible, and
in no event later than 15 days from the date of service
hereof. ITAC is requested to contact the undersigned promptly
to discuss any objections or questions regarding these
requests with a view to resolving any disputes or issues of
interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

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

II. "Board" means the Surface Transportation Board.

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

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

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

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

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

VIII. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes

or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts, models, statistical statements, graphs, charts, diagrams, plans, drawings, brochures, pamphlets, advertisements, circulars, trade letters, press releases, invoices, receipts, financial statements, accounting records, worksheets, drafts, revisions of drafts, and original or preliminary notes.

Further, the term "document" includes

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

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

X. "ITAC" means Illinois Transit Assembly Corporation.

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

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

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

XII. "MPRR" means Missouri Pacific Railroad Company.

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

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

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

XVI. "SPCSL" means SPCSL Corp.

XVII. "SPR" means Southern Pacific Rail Corporation.

XVIII. "SPT" means Southern Pacific Transportation Company.

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

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

XXI. "Southern Pacific" means SPR and SP.

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

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

XXIV. "UPC" means Union Pacific Corporation.

XXV. "UPRR" means Union Pacific Railroad Company.

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

XXVII. "Union Pacific" means UP and UPC.

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

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

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

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

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

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

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

INTERROGATORIES

1. State the name and address of each business facility owned, operated or affiliated with ITAC or any of its principals (including, but not limited to, Les M. Kastens) regardless of whether such facilities are located on the

Edwardsville-Madison, IL, rail line, and describe the business activity carried on at the facility.

2. State:

- (a) the number of persons currently employed by ITAC, and the number of such employees who are full-time;
- (b) the number of persons currently employed by principals of ITAC, and the number of such employees who are full-time;
- (c) each location (including city and street address, if any) at which employees of either ITAC or its principals perform services, and a description of the work performed.

3. State:

- (a) the number of persons engaged on a recurring basis as contractors by either ITAC or its principals for service relating to repair, renovation or restoration of rail cars;
- (b) the name and address of each location at which any of the contractors included in the answer to subpart 3(a) perform services for ITAC or its principals relating to repair, renovation or restoration of rail cars, and a description of the services performed.

4. Have ITAC or its principals ever performed work for Amtrak or its affiliates?

5. If the answer to Interrogatory No. 4 is affirmative,

- (a) describe the work performed;
- (b) give each location (including city and street address, if any) at which the work was performed;
- (c) give the approximate dates on which the work was performed (if recurring, indicate "recurring" in lieu of providing specific dates).

6. Do ITAC or its principals currently have any business relationships with Amtrak or its affiliates?

7. If the answer to Interrogatory No. 6 is affirmative,

- (a) state the nature of the business relationship;
- (b) describe the services performed by ITAC or its principals under such business relationship;
- (c) give each location (including city and street address, if any) at which the services are performed.

8. For each railroad car shipped from the ITAC facility at Edwardsville during 1994 and 1995, state:

- (a) the reporting mark, number and description of the car (e.g., "dome-observation");
- (b) the owner of the car at the time of shipment;
- (c) the ultimate destination to which the car was shipped and the consignee;
- (d) whether the shipment was made
 - (i) in connection with a sale or lease of the car by ITAC or its principals;
 - (ii) in connection with services performed by ITAC or its principals for compensation, and describe the services performed (e.g., "COT&S");
 - (iii) for the convenience of ITAC or its principals (e.g., an equipment transfer to River Yard).

9. With respect to shipments identified in your answer to Interrogatory No. 8(d) as made in connection with the sale or lease of a car by ITAC or its principals, state as to each car:

- (a) the approximate date on which the car was acquired by ITAC or its principals, and the person or entity from which it was acquired;
- (b) a description of the work performed on the car by ITAC or its principals at Edwardsville;

- (c) the name and address of the purchaser or lessor.

10. Since January 1, 1990, have ITAC or its principals explored the possibility of relocating ITAC's Edwardsville facility?

11. If the answer to Interrogatory No. 10 is affirmative, state the following as to each relocation option explored:

- (a) the location involved (including city and street address, if any);
- (b) the dates between which the relocation option was explored (if ongoing, so indicate);
- (c) a description of the relocation option explored.

12. Have ITAC or its principals acquired (by sale, lease, or otherwise) any real estate that could be used for relocation of ITAC's Edwardsville facility?

13. Do ITAC or its principals hold any options to acquire real estate which could be used for relocation of ITAC's Edwardsville facility?

14. Have ITAC or its principals made or received any offers for the acquisition of real estate which could be used for relocation of ITAC's Edwardsville facility?

15. Are ITAC or its principals currently negotiating for the acquisition of any real estate which could be used for relocation of ITAC's Edwardsville facility?

16. If the answer to Interrogatory No. 12, 13, 14 or 15 is affirmative, state:

- (a) the location (city and street address, if any) of the real estate;
- (b) the dimensions of the real estate and whether it presently has rail facilities;
- (c) whether the real estate was acquired, optioned, or the subject of an offer;
- (d) if the real estate was the subject of an offer, the name and address of the person who made the offer to ITAC or to whom ITAC made the offer, and whether the offer has been accepted, has been rejected, or is outstanding;
- (e) if there are current negotiations, the name and address of all persons with whom the negotiations are being conducted.

DOCUMENT REQUESTS

1. Produce copies of financial statements or reports which show the financial results of ITAC's operations for the most recent two years available. This request covers only financial statements or reports which already exist and does not require any such statements or reports to be created.

Respectfully submitted,

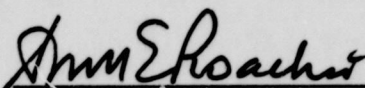
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
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 18018
(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

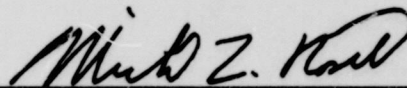
February 26, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 26th day of February, 1996, I caused a copy of the foregoing document to be served by overnight delivery on Thomas F. McFarland, Jr., Esq., counsel for Illinois Transit Assembly Corporation, at Belnap, Spencer, McFarland & Herman, 20 North Wacker Drive - Suite 3118, Chicago, IL 60606-3101, 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

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



Michael L. Rosenthal

STB

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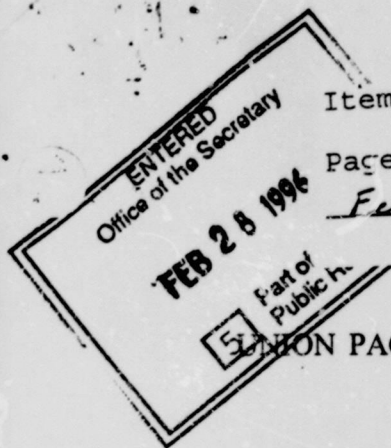
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BN/SF-31



Item No. _____ THE
STATION BOARD

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Finance Docket No. 32760



SOUTHERN 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

BURLINGTON NORTHERN RAILROAD COMPANY AND THE ATCHISON,
TOPEKA AND SANTA FE RAILWAY COMPANY'S FIRST SET OF
INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS TO
KANSAS CITY SOUTHERN RAILWAY COMPANY

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

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

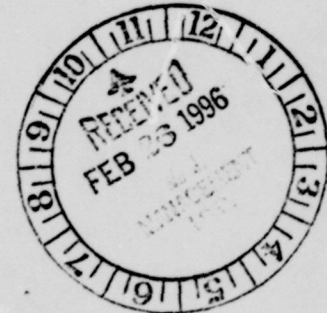
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000

February 26, 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

BURLINGTON NORTHERN RAILROAD COMPANY AND THE ATCHISON,
TOPEKA AND SANTA FE RAILWAY COMPANY'S FIRST SET OF
INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS TO
KANSAS CITY SOUTHERN RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") hereby submit their First Set of Interrogatories and Requests for Production of Documents to Kansas City Southern Railway Company ("KCS").

BN/Santa Fe requests that KCS respond to the following interrogatories and document requests in compliance with the December 5, 1995 Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding and in accordance with the following Definitions and Instructions. The responses to these interrogatories and document

requests should be served on BN/Santa Fe through its attorneys at the offices of Mayer, Brown & Platt, 2000 Pennsylvania Avenue, N.W., Washington, D.C. 20006, no later than fifteen (15) days following their service.

DEFINITIONS

1. "BN/Santa Fe" means Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe").
2. "BN/Santa Fe Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1995, as supplemented November 18, 1995.
3. "Board" means the Surface Transportation Board.
4. "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 intra- or inter-company communications, business records, agreements, contracts, bids, bid quotes, rates, rate quotes, correspondence, telegrams, memoranda, studies, projections, summaries or records of telephone or personal conversations or interviews, reports, diaries, log books, notebooks, forecasts, workpapers, photographs, maps, tape recordings, computer tapes, computer programs, computer printouts, computer models, all stored data compilations of any kind that may be retrievable or machine-readable produced in reasonably usable form including any descriptions, indices or other interpretive materials necessary or useful to access the stored information, statistical or financial statements, graphs, charts or other data compilations, sketches, note charts, plans, drawings, agendas, minutes or records or 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:

(a) both individual records and summaries of such records (including computer runs);

(b) both original versions and copies that differ in any respect from original versions; and

(c) both documents in the possession of Conrail and documents in the possession of consultants or others that have assisted Conrail in connection with any issue raised in these discovery requests.

5. "KCS" means Kansas City Southern Railway Company, any transportation-related subsidiaries or affiliates thereof, any present or former employees, agents, counsel, officers, directors, advisors, consultants, divisions, and/or any other persons acting on KCS's behalf.

6. "Person" means any natural person, any business entity (whether partnership, association, cooperative, proprietorship or corporation), and any governmental entity, department, administration, agency, bureau or political subdivision thereof.

7. "Proceeding" means the STB proceeding in Finance Docket No. 32760 and all sub-dockets thereof.

8. "Proposed Transaction" means the transaction for which Applicants Union Pacific Corporation et al. ("UP) and Southern Pacific Rail Corporation et al. ("SP") request Board approval in this Proceeding.

INSTRUCTIONS

1. To the extent that KCS considers any of the following interrogatories or document requests objectionable, KCS should respond to each part thereof that is not objectionable, separately identify that part of the interrogatory or document request that KCS finds objectionable and state the grounds for each such objection.

2. If KCS objects to any interrogatory or document request on grounds of privilege, KCS should identify which privilege is claimed, state the specific factual and legal basis for such claim of privilege, and answer any remaining part of the interrogatory or document request for which such objection is not made.

3. References to the plural shall include the singular and vice versa. Terms such as "and," "or" and "including" shall be construed in an inclusive manner, in the disjunctive or conjunctive as necessary, in order to bring within the scope of each interrogatory or document request all information which might otherwise be construed as outside the scope of the request.

4. In answering each of the interrogatories, KCS is to:

(a) Identify all source documents from which the information has been or can be obtained or which form a basis for the answers given or corroborate the answers given. For each source document identified state the name, title and address of the custodian of such document, and state whether such source document may be inspected and copied by Applicants' representatives;

(b) State whether the information furnished is within the personal knowledge of the person answering and, if not, the name of each person to whom the information is a matter of personal knowledge.

5. If exact data cannot be supplied in answering any interrogatory that calls for a numerical response, KCS should provide KCS's best estimate of the data called for,

indicate that it has done so by the notation "(est.)" in conjunction with the response, and describe the basis upon which the estimate was made.

6. If KCS cannot answer any part of any interrogatory or document request in full, after exercising due diligence to secure the information or documents to do so, KCS should so state and answer to the extent possible, specifying KCS's inability to answer the remainder, and stating whatever information or documents KCS has of each unanswered part.

7. Where interrogatories seek information as to the existence or content of any document or study, producing or furnishing a copy of the document or study will be accepted as an adequate response to the interrogatory. "Produce" means to make legible, complete, and exact copies of responsive documents, which are to be sent via overnight courier or hand delivery to the undersigned attorneys.

8. Unless specified otherwise in a particular interrogatory or document request, these discovery requests seek information and documents dating from January 1, 1993 and extending through the date on which the responses are made. Further, these discovery requests are deemed to be continuing in nature so that if at any time during the course of this proceeding KCS discovers information or documents that are within the scope of these discovery requests, it shall supplement its responses within ten (10) days.

INTERROGATORIES AND DOCUMENT REQUESTS

1. Identify each occasion from January 1, 1990, to the present on which KCS has abandoned, sold, or otherwise discontinued or decreased service on a rail line and

thereafter continued to provide rail service between the same general geographic origins and destinations through trackage or haulage rights.

2. As to each occasion identified in your response to Interrogatory No. 1, identify the rail line involved; describe the abandonment, sale, or other discontinuance or decrease of service that occurred, and identify the person (if any) to whom the rail line was sold or otherwise transferred; the rail line(s) over which KCS continued to provide rail service between the same general geographic origins and destinations through trackage or haulage rights; and any and all agreements or contracts pursuant to which such service was provided.

3. Produce a copy of all agreements or contracts identified in your response to Interrogatory No. 2.

4. State the compensation or rate paid by KCS under the terms of each of the following trackage rights agreements, and state as to each such agreement the amount of such compensation or rate in terms of mills per gross ton mile and the method and assumptions used to convert the rate stated in the agreement to mills per gross ton mile:

- (a) IC -- Jackson, MS to Hattiesburg, MS
- (b) IC -- Kenner, LA to Shrewsbury, LA
- (c) NS -- Middleton, TN to Corinth, MS
- (d) UP -- Houston, TX to Beaumont, TX

5. State the compensation or rate received by KCS under the terms of each of the following trackage rights agreements, and state as to each such agreement the amount of

such compensation or rate in terms of mills per gross ton mile and the method and assumptions used to convert the rate stated in the agreement to mills per gross ton mile:

- (a) CAGY -- Artesia, MS to Trinity, MS
- (b) CAGY and GTRR -- Trinity, MS to Columbus, MS
- (c) UP -- Mauriceville, TX to DeQuincy, LA

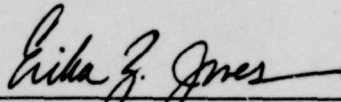
6. Has KCS at any time in or after August 1995 discussed (in a meeting, in person, or by telephone) any of the following subjects with any representative of the United States Department of Justice, the United States Department of Transportation, or any other federal or state agency: the Proposed Transaction; the BN/Santa Fe Agreement; or railroad competition in the Western United States? If so, for each such meeting or discussion, provide the following:

- (a) The federal or state agency involved;
- (b) The date of the meeting or discussion;
- (c) The participants on behalf of KCS and the federal or state agency in the meeting or discussion;
- (d) A description of the subject matter of the meeting or discussion;
- (e) All documents provided by KCS to the federal or state agency at or during the meeting or discussion;
- (f) All other documents sent or provided to or received from the federal or state agency relating to the meeting or discussion; and
- (g) All other documents relating in any way to the meeting or discussion.

7. For each interrogatory and document request (or part thereof), identify by name, address, position and responsibilities each person who assisted or participated in

preparing or supplying any of the information or documents given in response to such interrogatory or document request (or part thereof).

Respectfully submitted,



Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

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

Mayer, Brown & Piatt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000

and

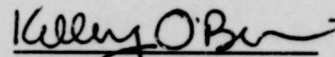
The Atchison, Topeka and Santa Fe
Railway Company.
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

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

February 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's First Set of Interrogatories and Document Production Requests to Kansas City Southern Railway Company (BN/SF-31) have been served this 26th 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 Kansas City Southern Railway Company.



Kelley E. O'Brien
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006
(202) 778-0607

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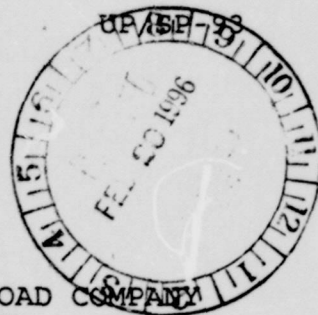
Office

FEB 21

Part of
Public Record
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BEFORE THE
FACE 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' RESPONSES TO CONRAIL'S
SECOND SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

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 18018
(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

February 20, 1996

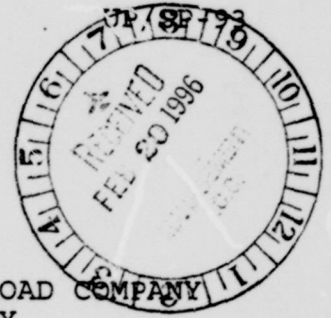
BEFORE THE
SURFACE TRANSPORTATION BOARD

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' RESPONSES TO CONRAIL'S
SECOND SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to Conrail's Second
Set of Interrogatories and Requests for Production of
Documents.^{1/}

GENERAL RESPONSES

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

1. Applicants have conducted a reasonable search
for documents responsive to the interrogatories and document
requests. Except as objections are noted herein,^{2/} all

^{1/} In these responses Applicants use acronyms as they have
defined them in the application. However, subject to General
Objections Nos. 8 and 9 below, for purposes of interpreting
the requests, Applicants will attempt to observe Conrail's
definitions where they differ from Applicants' (for example,
Conrail's definitions of "UP" and "SP," unlike Applicants',
include UPC and SPR, respectively).

^{2/} Thus, any response that states that responsive documents
are being produced is subject to the General Objections, so
(continued...)

responsive documents have been or shortly will be made available for inspection and copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist Conrail to locate particular responsive documents to the extent that the index to the depository does not suffice for this purpose. Copies of documents will be supplied upon payment of duplicating costs (including, in the case of computer tapes, costs for programming, tapes and processing time).

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. Certain of the documents to be produced contain sensitive shipper-specific and other confidential information. Applicants are producing these documents subject to the protective order that has been entered in this proceeding.

4. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with Conrail if this is of concern with respect to any particular answer.

^{2/}(...continued)

that, for example, any documents subject to attorney-client privilege (General Objection No. 1) or the work product doctrine (General Objection No. 2) are not being produced.

GENERAL OBJECTIONS

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

1. Applicants object to production of, and are not producing, documents or information subject to the attorney-client privilege.

2. Applicants object to production of, and are not producing, documents or information subject to the work product doctrine.

3. Applicants object to production of, and are not producing, 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, and are not producing, 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 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 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 Nos. 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 Nos. 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 Conrail's first set of discovery requests.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

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?"

Response

Subject to the General Objections stated above,
Applicants respond as follows:

No.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

UP has compiled statistics reflecting the performance of regularly scheduled trains by category and on a corridor basis. Such statistics show the percentage of trains operating within designed schedule parameters. Commencing in October 1995, SP has compiled statistics reflecting the performance of main line trains, on both a systemwide and corridor basis.

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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

(a) All input files to the MultiRail model are in Applicants' document depository.

(b) For SP movements, Applicants used MultiRail's circuitry report feature to validate routings. Other validations were performed outside the model.

(c)-(d) Output files, including statistical outputs, are in Applicants' document depository.

Interrogatory No. 4

"(a) At what point and at what level of detail were cars, trains, and classifications 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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

(a) They were not.

(b) It is not.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

(a) The response to this sub-part was provided by Mr. King during his deposition. See also the explanation on page 112 of the Operating Plan. Empty autorack cars were routed in accordance with then-current instructions from the Reload Project of the Association of American Railroads.

(b) The empty car flows were treated as part of the traffic to be modeled.

(c) See response to subpart (a) above. Empty return factors were developed from R-1 reports. The model was run on a full implementation basis, with all empty car flows included.

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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

(a) Car volume was not developed by day of week, but by average day. This information is available in Applicants' document depository.

(b) This information may be found in documents in Applicants' document depository.

(c) See objections.

(d) See objections.

(e) As explained during the King/Ongerth deposition, trip times were not developed.

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?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

(a) It does not.

(b) No.

(c) Not applicable.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

It does not.

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?"

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

(a) Average time in terminals for major UP yards is set forth in Document Nos. C02-300129 to 132. Comparable data are not available for SP yards.

(b) No.

(c) The model used actual pre-merger data for major UP yards and judgments by SP about actual pre-merger times in major SP yards.

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?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

(a) The model has this capability, but sample outputs were not readable and the capability was not used in creating the Operating Plan.

(b) Yes.

(c) Yes, except that local trains are included only to the extent that new local trains were created to handle through traffic to nodes in the model.

(d) No.

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."

Response

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. Without waiving this objection, and

subject to the General Objections stated above, Applicants respond as follows:

See TRRA Division Circular 16-L. The fee paid by both owners and non-owners for such movements amounts to \$1.35 per car mile (loaded or empty).

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

There are no such agreements, proposals or requests at this time.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

See the Verified Statement of Neal D. Owen in

BN/SF-1. As stated there, BN/Santa Fe will have access to the contractor-operated SIT facility at Dayton, Texas and will rehabilitate SP's Lafayette, LA, yard. Other facilities are available on UP/SP and BN/Santa Fe. See also information produced in response to SPI Request No. 11.

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?"

Response

Applicants object to this interrogatory as unduly vague. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

- (a) Over existing track or, in a few cases, connections that are to be constructed. See BN/SF-1.
- (b) First come, first served, taking into account the relative priorities of the trains and operating considerations related to specific trains. See Section 9(d) of the Settlement Agreement among BN/Santa Fe, SP and UP.

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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information will be provided to the extent available.

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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

- (a) Individual movements were not costed separately. See Response to Interrogatory No. 18.
- (b) See Response to Interrogatory No. 16(a).
- (c) See Response to Interrogatory No. 16(a).

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 \$75 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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

- (a) Combined UP/CNW/SP Uniform Rail Cost System ("URCS") runs were obtained from Klick, Kent & Allen.

(b) Individual movements were not costed separately. See Response to Interrogatory No. 18.

(c)-(e) Not applicable. See Response to subpart (b) above.

(f) The interrogatory mistakenly assumes that \$76 million is a gross increase in revenue when it actually reflects net revenue, that is, gross revenue less the variable costs (excluding labor and fringes) associated with the increased traffic.

(g) The information is contained in workpaper C04-300413.

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."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

(a) The costs associated with handling the increased traffic the consolidated railroad would handle were developed by calculating the difference between the service units the MultiModal Model determined for the base case operating plan and the service units the model determined for the consolidated system operating plan and then multiplying those service units by the appropriate URCS unit cost. No individual movements were costed in calculating the Net Revenue Gain, so it is not possible to identify cost reductions by origin-destination pair.

In the Non-Labor Operating Benefits, the savings associated with increased loadings to 286,000 pounds for grain trains were determined in the aggregate. The underlying detail by origin-destination used to determine the number of service units can be found on workpaper no. C04-300435 in the depository.

Estimates of BN/Santa Fe use of UP/SP trackage rights were developed on a line segment basis. Those workpapers are documents nos. C04-300414 to 23 in the depository.

(b) URCS costs used are found in workpapers nos. C04-300509 to 2418. These costs differ from the ICC versions for the UP and SP in the following ways: (i) 1994

UP, CNW and SP data were combined; and (ii) in most applications, labor and associated fringes were removed from unit costs in order to ensure consistency with the separate calculation of labor impact costs and savings.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

No responsive documents have been located.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

There are no responsive documents, other than the outputs of the MultiRail model in Applicants' document depository.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

There are no responsive documents.

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."

Response

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."

Response

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."

Response

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

Not applicable.

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 PTRAs;
- (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 PTRAs concerning such storage."

Response

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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

- (a) There are no such facilities.
- (b) There are no such proposals, agreements or requests in Applicants' possession.
- (c) There are no such proposals, agreements or requests in Applicants' possession.

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."

Response

Subject to the General Objections stated above, Applicants respond as follows:

This document is in Applicants' document depository.

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)."

Response

Subject to the General Objections stated above, Applicants respond as follows:

There are no such documents other than the application.

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."

Response

Applicants object to this document request as undulyague 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. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

There are no responsive documents.

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
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 18018
(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
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

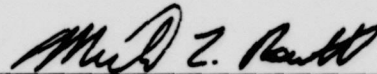
February 20, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 20th 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
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

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BEFORE THE
SURFACE TRANSPORTATION BOARD

JAN 20 1936

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
TEAMSTERS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

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 18018
(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

January 22, 1936

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
TEAMSTERS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCL and DRGW submit the following objections to the discovery requests served by The International Brotherhood of Teamsters ("IBT") on January 12, 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 IBT 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 "relating to," "relate to" and "concerning" as unduly vague.

9. Applicants object to Instructions 2, 3, 5, 6, 7 and 8 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 2, 3, 5, 6, 7, and 8 as unduly burdensome.

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. "Identify all studies or analyses of diversion of truck traffic to intermodal service conducted by Mr. Don P. Ainsworth, Reebie Associates, Mr. Paul O. Roberts, Transmode Consultants, or Science Applications International Corporation from January 1, 1980 to the present. With respect to each such study or analysis:

- (a) Identify the subject matter and purpose of the analysis undertaken.
- (b) Provide the dates of the analysis.
- (c) Describe with specificity the conclusions, estimates, and results reached in such studies and analyses."

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. 2: "With respect to all truck diversion studies and analyses identified in Interrogatory No. 1, indicate whether any steps were taken following completion of such studies or analyses to determine whether the results of such studies or analyses were accurate as compared to actual subsequent events. Describe for each study or analysis for which follow-up steps were taken the results of such steps (e.g., whether the follow-up steps indicated that the original study or analysis over-estimated or under-estimated the projected level of diversion of truck traffic to intermodal carriage)."

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. 3: "With respect to the section of Mr. Ainsworth's Verified Statement labelled 'Premises' (Application at Vol. 1, 434-437), identify the source and basis (including documents, if any) of each of the premises stated in that section, including without limitation, the statements that:

- (a) A merged UP/SP will be able to provide new, through train service on 67 major routes.

- (b) Rail truck traffic has increased by 6.6% per year over the past 10 years.
- (c) Container activity has nearly doubled over the past seven years.
- (d) Major LTL carriers have committed up to nearly 20 percent of their traffic to intermodal. For this subpart, identify the LTL carriers to which the statement refers."

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

Interrogatory No. 4: "Is 'dry van' freight the only category of freight considered by the analysis undertaken by Reebie Associates? Define 'dry van' freight."

Additional Objections: None.

Interrogatory No. 5: "What percentage of the total existing combined truck and intermodal market consists of dry van freight."

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

Interrogatory No. 6: "Does the 'dry van' cargo considered by the Reebie Associates study include cargo in containers as well as trailers?"

Additional Objections: None.

Interrogatory No. 7: "What has been the increase, in absolute and percentage terms, in truck/rail intermodal carriage in the past five (5) years? In the past three (3) years?"

Additional Objections: Applicants object to this interrogatory as unduly vague, and in that it requests

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

Interrogatory No. 8: "With respect to the total truck/rail intermodal market, what percentage is container-on-flatcar (COFC) and what percentage is trailer-on-flatcar (TOFC)?"

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

Interrogatory No. 9: "For each of the individual five traffic corridors identified in Appendix A to Mr. Ainsworth's Verified Statement, what is the average profit level (for UP and SP, separately, for each of the last three years) for intermodal cargoes, expressed as a percentage of both total and variable 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. 10: "Identify and describe in detail all studies and analyses undertaken or commissioned by the Applicants to determine the effects on trucking companies of diversion of traffic from truck to rail/truck intermodal carriage."

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

Interrogatory No. 11: "With respect to all studies and analyses identified in response to Interrogatory No. 10, state

the anticipated effects of diversion from truck to intermodal on the trucking industry as a whole and on all individual trucking companies identified in all such studies and analyses. Description of such effects shall include, without limitation:

- (a) effects on profits of the trucking industry and individual trucking companies,
- (b) effects on per unit costs as they apply to the trucking industry generally and as they apply to all individual trucking companies identified in such studies or analyses, and
- (c) effects on trucking company employment levels on an industry-wide and individual company basis."

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

Interrogatory No. 12: "Describe with particularity the process by which the five traffic corridors identified in Appendix A to Mr. Ainsworth's Verified Statement were chosen. Such description shall identify, without limitation:

- (a) All persons participating in the choice of the traffic corridors to be included in the studies undertaken by Reebie Associates and Transmode Consultants.
- (b) All traffic corridors considered but not included in the studies, including an explanation of why such corridors were excluded.
- (c) The data reviewed and the selection criteria employed in choosing the traffic corridors."

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. 13: "For UP and SP separately, what was the total volume of intermodal traffic carried in 1994 between the market pairs identified in Appendix A to Mr. Ainsworth's Verified Statement?"

Additional Objections: None.

Interrogatory No. 14: "For UP and SP separately, what was the total volume of intermodal traffic carried by UP and SP in 1994?"

Additional Objections: None.

Interrogatory No. 15: "For 1994, what was the total volume of truck traffic that moved between the market pairs identified in Appendix A to Mr. Ainsworth's Verified Statement?"

Additional Objections: None.

Interrogatory No. 16: For 1994, what was the total volume of truck traffic that moved between points served by either UP or SP?"

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: "For each of the five traffic corridors identified in Appendix A to Mr. Ainsworth's Verified Statement, what is the magnitude of the traffic imbalances for each of UP and SP?"

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

Interrogatory No. 18: "Identify and describe any databases other than the TRANSEARCH database that were considered by Reebie Associates."

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

Interrogatory No. 19: "Describe the criteria used to apply the three 'factors' identified at Vol. 1, p. 437 of Mr. Ainsworth's Verified Statement with respect to choosing corridors for study. In particular, describe:

- (a) The specific criteria used to determine whether the merger created a prospect for improved performance. I.e., (i) how much would a route have to be shortened to indicate a potential for improved intermodal service, (ii) what improved operations, and in what degree, would predict improved intermodal service, (iii) how much lower would costs have to be to indicate improved intermodal service, (iv) what improved terminal arrangements would indicate improved intermodal service, and (v) what other factors were analyzed, and how were they analyzed?
- (b) What volume of existing truck traffic was deemed sufficient to make an attempt at diversion attractive? How was this figure derived?
- (c) The specific criteria used to determine whether improved service and/or reduced costs from the merger would in fact result in diversion of truck traffic, and how such criteria were applied."

Additional Objections: None.

Interrogatory No. 20: "Identify all documents relating to marketing plans that include consideration of possible truck diversions."

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. 21: "Describe the analysis of 'extended traffic lanes' referred to at Vol. 1, p. 440 of Mr. Ainsworth's Verified Statement. In particular:

- (a) Identify all extended traffic lanes that were identified by Reebe Associates.
- (b) Identify those extended traffic lanes included in the Reebe Associates study.
- (c) Describe how the inclusion of extended traffic lanes in the Reebe Associates study affected the final diversion predictions."

Additional Objections: None.

Interrogatory No. 22: "For each of the five corridors and each of the individual market pairs included in Appendix A to Mr. Ainsworth's Verified Statement, state the truck diversion estimates obtained by the Reebe Associates study before those estimates were modified to arrive at the 'Consensus' statement attached as Appendix A to Mr. Ainsworth's Verified Statement. Identify all documents relating to truck diversion estimates arrived at by the Reebe Associates study prior to modification of such estimates as reflected in the 'Consensus' statement."

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. 23: "For each of the five corridors and each of the individual market pairs included in Appendix A to Mr. Ainsworth's Verified Statement, state the truck diversion estimates obtained by the Transmode Consultants study before

those estimates were modified to arrive at the 'Consensus' statement attached as Appendix A to Mr. Ainsworth's Verified Statement. Identify all documents relating to truck diversion estimates arrived at by the Transmode Consultants study prior to modification of such estimates as reflected in the 'Consensus' statement."

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. 24: "For each traffic corridor identified in Appendix A to Mr. Ainsworth's Verified Statement, name each motor carrier that has been identified by any means (including but not limited to the Reebie Associates and Transmode Consultants studies) as being a significant competitor with rail/truck intermodal service."

Additional Objections: Applicants object to this

interrogatory as unduly burdensome and unduly vague, and in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 25: "Does the estimate of truck diversion in Appendix A to Mr. Ainsworth's Verified Statement include potential diversion of traffic between the Bay Area and Los Angeles? If not, why was that market pair excluded?"

Additional Objections: None.

Interrogatory No. 26: "Describe how the increased revenues for UP/SP resulting from truck diversion stated in Mr. Ainsworth's Verified Statement for each traffic corridor were calculated."

Additional Objections: None.

Interrogatory No. 27: "With regard to the statement at Vol. 1, p. 443 that '[w]e also considered several Eastern extended gathering areas for this [Midwest/Southwest] Corridor,'

identify the extended gathering areas considered and explain how that consideration affected the final study results."

Additional Objections: None.

Interrogatory No. 28: "With respect to Midwest/Texas/Mexico Corridor, identify and describe any analysis undertaken and conclusions reached with respect to diversion of truck traffic originating or terminating in Mexico. Why are no Mexican market points identified in Appendix A to the Verified Statement of Mr. Ainsworth?"

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

Interrogatory No. 29: "Describe the nature and results of any analysis or study undertaken of the effects of the North American Free Trade Agreement ('NAFTA') on (i) truck diversion and (ii) the competitive and operational positions of UP and SP, together and separately."

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. 30: "With reference to Mr. Ainsworth's verified Statement at Vol. 1, p. 446, identify the 'eastern markets that could serve as extended gathering areas' for the Central Corridor. Describe the analysis used to consider the effects of these markets on truck traffic diversion and state all conclusions reached with respect to potential truck diversion from such extended gathering areas. Identify all documents relating to consideration of such extended gathering areas."

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. 31: "Describe the assumptions, analysis, and data inputs used to arrive at the conclusion stated at Vol. 1 p. 448 of Mr. Ainsworth's Verified Statement that intermodal service must be competitive within a half day in order to divert truck traffic. Identify all documents relating to this analysis and conclusion. Define 'half day.'"

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. 32: "With reference to Vol. 1, p. 451 of Mr. Ainsworth's Verified Statement, why were cost levels calculated only from truckload motor carriers?"

Additional Objections: None.

Interrogatory No. 33: "Describe all analysis done and conclusions reached regarding the effect on the Reebe Associates study of using only truckload carrier costs in the diversion calculations."

Additional Objections: None.

Interrogatory No. 34: "Which motor carriers' costs were used to calculate truck carrier costs in the Reebe Associates study? How was this cost information obtained?"

Additional Objections: None.

Interrogatory No. 35: "With reference to the discussion of rail margins in the first paragraph of Vol. 1, p. 457 of Mr. Ainsworth's Verified Statement, explain how assuming a lower price/cost relationship would improve projected rail profitability on diverted cargo."

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

Interrogatory No. 36: "With reference to the first modification identified at Vol. 1, p. 457 of Mr. Ainsworth's Verified Statement, describe the magnitude and nature of the differences in truck diversion analysis results obtained by substituting BN/Santa Fe's costs for the Dallas-Bay Area and Bay Area-Dallas lanes."

Additional Objections: None.

Interrogatory No. 37: "With reference to the second modification identified at Vol. 1, p. 457 of Mr. Ainsworth's Verified Statement, state how many units of diverted cargo are represented by the 60% share allocated to the BN/Santa Fe for the following lanes: Los Angeles to and from Memphis, and Los Angeles to and from Atlanta."

Additional Objections: None.

Interrogatory No. 38: "Describe in detail the analysis and data inputs on which the 15% and 20% intermodal market share gain caps identified at Vol. 1, p. 458 (Modification 2) of Mr. Ainsworth's Verified Statement were based."

Additional Objections: None.

Interrogatory No. 39: "Identify all market pairs (separately in each direction), whether or not included in the final Keebie Associates or Transmode Consultants studies, for which initial calculations indicated UP/SP intermodal market gains from truck diversions in excess of 15%."

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

Interrogatory No. 40: "With respect to those market pairs identified in the response to Interrogatory No. 39 for which initial calculations indicated increases in market share in excess of 15%, state for each such market pair (separately for each direction) the percentage increase in intermodal market share and the actual number of truck units diverted as indicated by unmodified calculations. Identify all documents relating to those market pairs for which initial (unmodified) calculations indicated an intermodal market share increase in excess of 15%."

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

Interrogatory No. 41: "With reference to Vol. 1, p. 458-459 of Mr. Ainsworth's Verified Statement (Modification 4), state at what level of headhaul/backhaul imbalance the Reebe Associates study was adjusted to decrease the number of headhaul diversions."

Additional Objections: None.

Interrogatory No. 42: "Also with reference to Vol. 1, p. 458-59 (Modification 4) state the aggregate and discrete (by market pair, each direction separately) effects on final diversion estimates of all modifications of results undertaken as described in Modification 4."

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. 43: "For the Reebe Associates study, were all rail intermodal cost figures based solely on TOFC services? If the answer is yes, describe how TOFC costs compared to COFC costs."

Additional Objections: None.

Interrogatory No. 44: "With reference to Vol. 1, p. 452 of Mr. Ainsworth's Verified Statement, were 'surplus' and 'deficit' equipment designations based solely on motor carrier information? From what motor carriers was that information obtained?"

Additional Objections: None.

Interrogatory No. 45: "With reference to Vol. 1, p. 453 of Mr. Ainsworth's Verified Statement, state the effects of

dropping from the study traffic distances over 2,300 miles. Identify all documents relating to any analysis of truck diversion potentials for moves over 2,300 miles in length."

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

Interrogatory No. 46: "For the Reebie Associates and Transmode Consultants truck diversion studies, state all equations used to process input data into truck diversion predictions and label and explain each variable in each such equation."

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

Interrogatory No. 47: "Describe all changes (from the time the studies were commissioned until the final reports were delivered to Applicants) made to the input data, premises, assumptions, and methodology of the Reebie Associates and Transmode Consultants studies as a result of consultations between or among the Applicants and their principals, employees, or representatives and the employees, representatives, or principals of Reebie Associates and Transmode Consultants."

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. 48: "Define the term 'shipper benefits' as that term is used in the Verified Statement of Mr. Paul O. Roberts."

Additional Objections: None.

Interrogatory No. 49: "Describe with particularity what information is included in the North American Truck Survey ('NATS') referred to at Vol. 1, p. 466 of Mr. Roberts' verified Statement. Identify all documents that describe or state the information contained in the NATS database."

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

Interrogatory No. 50: "What percentage of the total truck traffic in the five traffic corridors identified in Appendix A to Mr. Ainsworth's Verified Statement is included in the NATS database."

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

Interrogatory No. 51: Does the NATS database include only truckload cargoes?"

Additional Objections: None.

Interrogatory No. 52: "What percentage of the total truck traffic in the five traffic corridors identified in Appendix A to Mr. Ainsworth's Verified Statement consists of less-than-truckload ('LTL') cargoes?"

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. 53: "Describe in detail, including a statement of all relevant equations and variables used, how the figure of \$72 million in benefits to carload shippers (Vol. 1 at 473) was derived."

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

Interrogatory No. 54: "Are refrigerated containers and/or trailers included in the input data for the Transmode Consultants study?"

Additional Objections: None.

Interrogatory No. 55: "With respect to Step 4 of the Transmode Consultants diversion analysis (Vol. 1 at 477),

explain the role of the 'receiver's annual use' figures in determining truck diversions."

Additional Objections: None.

Interrogatory No. 56: "Explain how figures for the 'receiver's internal rate of return' affect the Transmode Consultants truck diversion analysis. Define 'receiver's internal rate of return.' How were figures for receivers' internal rates of return obtained?"

Additional Objections: None.

Interrogatory No. 57: "Name all 'tributary areas' considered by Transmode Consultants in conducting its truck diversion study, including all such areas that were not included in the final diversion estimates."

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.

Interrogatory No. 58: "For each tributary area considered by Transmode Consultants during its diversion study but not included in the final truck diversion estimates, state the estimated number of diversions by market pair (separately for each direction) for each originating and terminating point within such tributary areas."

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. 59: "Have the Applicants (including Overnite) undertaken any study or made any analysis as to what effect, if any, the merger will have on Overnite, PMT, or SPMT, including but not limited to whether any traffic now transported by Overnite, PMT, or SPMT will be diverted to intermodal? If so, describe each such effect."

Additional Objections: None.

Interrogatory No. 60: "If the answer to Interrogatory No. 59 is in the affirmative, identify all such studies and analyses and any documents related to such studies or analyses."

Additional Objections: None.

Interrogatory No. 61: "As a result of the merger, including but not limited to any closing, consolidation, or change in terminal facilities associated therewith, will there be any effect on Union Pacific Motor Freight ('UPMF') or Southern Illinois and Missouri Bridge Company ('SIMB')?"

Additional Objections: None.

Interrogatory No. 62: "Have the Applicants undertaken any study or analysis of what, if any, changes in the work performed by UPMF or SIMB will occur as a result of the merger? If so, identify all such studies and analyses and any documents relating to such studies or analyses."

Additional Objections: None.

Interrogatory No. 63: "Describe the work done by UPMF and SIMB at each location at which they operate. State the number of employees and their positions at each location."

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. 64: "Will any of the employees identified in the response to Interrogatory No. 63 be dismissed or relocated as a result of the merger? If so, describe each such dismissal or relocation."

Additional Objections: None.

Interrogatory No. 65: "Do the Applicants intend within the next five years to make any investment in any truck terminal owned or used by Overnite, PMT, or SPMT? If so, describe each such investment."

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. 66: "Describe the basis for the estimate of the diversion of the carriage of each of the following commodities from truck to intermodal as set forth in Mr. Richard B. Peterson's Verified Statement:

- (a) food products (Vol. 3 [sic] at 277-281);
- (b) forest products (Vol. 3 [sic] at 281-283);
- (c) chemicals (Vol. 3 [sic] at 283-284);
- (d) grain (Vol. 3 [sic] at 284-285);
- (e) coal (Vol. 3 [sic] at 285-286);
- (f) automobiles (Vol. 3 [sic] at 287-288);
- (g) metals (Vol. 3 [sic] at 288-289); and
- (h) aggregates (Vol. 3 [sic] at 289-290)."

Additional Objections: None.

Interrogatory No. 67: "Identify all documents related to the calculation, derivation, study, or analysis of each diversion estimate identified in Interrogatory No. 66."

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: "Produce all documents relating to studies or analyses of truck to intermodal rail traffic diversion undertaken from January 1, 1980, to the present by Mr. Don P. Ainsworth, Reebie Associates, Mr. Paul O. Roberts, Transmode Consultants, and Science Applications International Corporation. Such documents shall include all Verified Statements and transcripts of all testimony (other than in Finance Docket No. 32760) relating to diversion of truck

traffic to intermodal rail service and made or given by Mr. Don P. Ainsworth, Mr. Paul O. Roberts, or any principal, employee, or representative of Reebie Associates, Transmode Consultants, or Science Applications International Corporation."

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. 2: "Produce all documents identified in the response to Interrogatory No. 2."

Additional Objections: See objections to Interrogatory No. 2.

Document Request No. 3: "Produce all documents identified in the response to Interrogatory No. 3."

Additional Objections: See objections to Interrogatory No. 3.

Document Request No. 4: "Produce all documents identified in the response to Interrogatory No. 20."

Additional Objections: See objections to Interrogatory No.

20.

Document Request No. 5: "Produce all documents identified in the response to Interrogatory No. 22."

Additional Objections: See objections to Interrogatory No.

22.

Document Request No. 6: "Produce all documents identified in the response to Interrogatory No. 23."

Additional Objections: See objections to Interrogatory No.

23.

Document Request No. 7: "Produce all documents identified in the response to Interrogatory No. 30."

Additional Objections: See objections to Interrogatory No.

30.

Document Request No. 8: "Produce all documents identified in the response to Interrogatory No. 40."

Additional Objections: See objections to Interrogatory No.

40.

Document Request No. 9: "Produce all documents identified in the response to Interrogatory No. 45."

Additional Objections: See objections to Interrogatory No.

45.

Document Request No. 10: "Produce all documents identified in the response to Interrogatory No. 49."

Additional Objections: See objections to Interrogatory No.

49.

Document Request No. 11: "Produce all documents identified in the response to Interrogatory No. 60."

Additional Objections: None.

Document Request No. 12: "Produce all documents identified in the response to Interrogatory No. 62."

Additional Objections: None.

Document Request No. 13: "Produce all documents identified in the response to Interrogatory No. 67."

Additional Objections: See objections to Interrogatory No.

67.

Document Request No. 14: "Produce all documents relating to instructions given to Reebie Associates and Transmode Consultants concerning any aspect of the studies conducted by those companies."

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,

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 18018
(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 / m
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

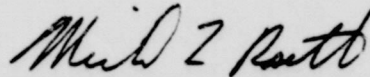
January 22, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 22nd day of January, 1996, I caused a copy of the foregoing document to be served by facsimile and first-class mail on Marc J. Fink, counsel for Teamsters, Sher & Blackwell, 2000 L Street, N.W., Suite 612, 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
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

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



Michael L. Rosenthal

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32760

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Item No. _____

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Apr #355

82778

UP/SP-221

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 KCS' SEVENTH DISCOVERY REQUESTS

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

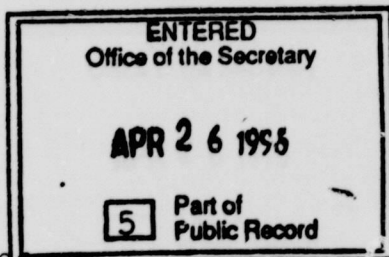
Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(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

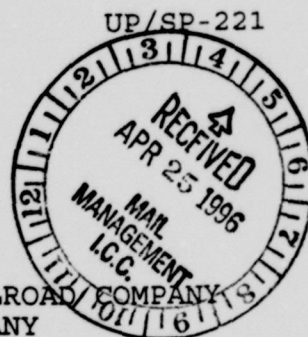


April 25, 1996

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 KCS' SEVENTH DISCOVERY REQUESTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the seventh set of discovery requests served by KCS on April 18, 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 the extent appropriate 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 discovery 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 KCS from its own files.

7. 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.

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

9. Applicants object to the discovery 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 KCS' First Interrogatories, and further object to the request that documents be produced within six calendar days of service on grounds of undue burden and on grounds that this instruction is contrary to the Discovery Guidelines and the Board's rules.

11. Applicants object to the discovery requests as untimely, as duplicative of prior requests, as oppressive and constituting harassment, and as violating alleged First Amendment rights previously asserted by KCS and other opponents to the merger as grounds for objections to discovery.

ADDITIONAL OBJECTIONS TO SPECIFIC DISCOVERY REQUESTS

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

Request No. 83: "Describe with particularly all correspondence or contacts with, presentations to or other communications by or on behalf of Applicants with any representative of the following agencies, departments or entities, wherein the subject matter of such communication was the position taken or advocated to be taken by Applicants or any other party to this proceeding:

- (a) the Department of Justice;
- (b) the Department of Defense;
- (c) the Department of Agriculture;

- (d) the Department of Transportation;
- (e) any state attorney general;
- (f) any state department of transportation; or
- (g) any state railroad commission.

Your description of each such communication shall include (i) the date, (ii) the names and job titles of the participants, and (iii) a description of the specific topics discussed."

Response: Applicants object to this 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.

Request No. 84: "Describe with particularity all correspondence or contacts with, presentations to or other communications by or on behalf of Applicants with any representative of the following agencies, departments or entities, wherein the subject matter of such communication was the position taken or advocated to be taken by Applicants or any other party to this proceeding:

- (a) the President of the United States;
- (b) any cabinet member;
- (c) any United States senator;
- (d) any United States congressman;
- (e) the Federal Trade Commission;
- (f) any state governor; or
- (g) any other elected or appointed state or federal official."

Response: Applicants object to this 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.

Request No. 85: "State the name and address of each lobbyist, government relations firm or similar political consultant retained by Applicants to assist in their contacts or dealings with the persons or entities identified in interrogatory nos. 83 and 84. Include for each (i) the specific purpose for which Applicants retained such person or firm and (ii) each person or entity contacted on behalf of Applicants."

Response: Applicants object to this 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.

Request No. 86: "Describe with particularity all contacts or communications subsequent to March 29, 1996, between either Applicant and any shipper or shipper group, the subject matter of which was the position taken or not taken by that shipper in this proceeding. Your description of each such communication shall include (i) the date, (ii) the names and job titles of the participants, and (iii) a description of the specific topics discussed."

Response: Applicants object to this 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.

Request No. 87: "Describe with particularity all contacts or communications between either Applicant and any other party of record in this proceeding, the subject matter of which was modification or withdrawal of that party's opposition to the merger application as submitted by Applicants. Your description of each such communication shall include (i) the date, (ii) the names and job titles of the participants, and (iii) a description of the specific topics discussed."

Response: Applicants object to this 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.

Request No. 88: "Describe all communications between either Applicant and CSX Transportation, Inc. and/or Canadian National Railway Company the subject matter of which was the position taken or to be taken by any party in this proceeding. Your description of each such communication shall include (i) the date, (ii) the names and job titles of the participants, and (iii) a description of the specific topics discussed."

Response: Applicants object to this 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.

Request No. 89: "Describe with particularity all contacts between Applicants and BNSF subsequent to December 1, 1995, the subject matter of which was (i) a modification of or amendment to the Agreement or (ii) the sale of lines to BNSF. Your description of each such communication shall include (i) the date, (ii) the names and job titles of the participants, and (iii) a description of the specific topics discussed."

Response: Applicants object to this 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.

Request No. 90: "If you contend that any contacts or communications requested to be identified in interrogatory nos. 83-89 is privileged, as to each communication state (i) the date, (ii) the identity of all participants, and (iii) the basis of the assertion that such communication is privileged."

Response: Applicants object to this 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.

Request No. 91: "Attached hereto as Exhibit "A" is a page labeled HC-400018. Identify

- (a) the name, employer and job title of the author;
- (b) the name, employer and job title of the addressee;
- (c) the job title and employer of Mark Franklin;
- (d) the job title and employer of Larry Erwin;
- (e) the job title and employer of Ron Babin; and
- (f) the job title and employer of Bill Ruhl."

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

Request No. 92: "Produce all documents evidencing the facts stated in your response to interrogatory no. 83. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 93: "Produce all documents evidencing the facts stated in your response to interrogatory no. 84. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 94: "Produce all documents evidencing the facts stated in your response to interrogatory no. 85. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 95: "Produce all documents evidencing the facts stated in your response to interrogatory no. 86. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be

answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 96: "Produce all documents evidencing the facts stated in your response to interrogatory no. 87. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 97: "Produce all documents evidencing the facts stated in your response to interrogatory no. 88. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 93: "Produce all documents evidencing the facts stated in your response to interrogatory no. 89. Production of such documents in lieu of responding to subparagraphs (i), (ii), and (iii) shall be a sufficient response to the interrogatory only insofar as the documents clearly respond to each subparagraph. If the documents do not clearly indicate the response to any subparagraph, that subparagraph shall be answered in addition to production of the responsive documents."

Response: Applicants object to this 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.

Request No. 99: "Produce all pages of the document of which Exhibit A is a part."

Response: Applicants object to this 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.

Request No. 100: "Produce all documents dealing with the same subject matter as the subject matter of Exhibit A."

Response: Applicants object to this 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,

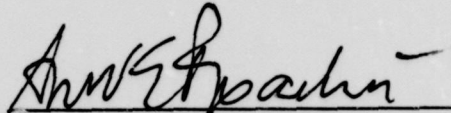
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

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 18018
(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

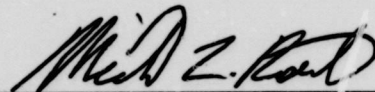
April 25, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 25th day of April, 1996, I caused a copy of the foregoing document to be served by hand on Alan E. Lubel, counsel for KCS, at Troutman Sanders, 601 Pennsylvania Avenue, N.W., Suite 640 - North Building, Washington, D.C. 20004-2609, 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