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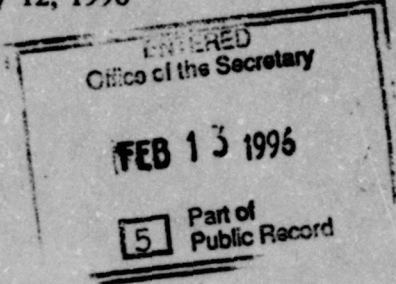
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February 12, 1996

BY HAND

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



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are (a) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company's First Interrogatories to Burlington Northern Santa Fe (BN/SF-15); and (b) the original and twenty (20) copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company's First Request to Burlington Northern Santa Fe For Production of Documents (BN/SF-16). Also enclosed is 3.5-inch disk containing the text of BN/SF-15 and BN/SF-16 in Wordperfect 5.1 format.

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

Sincerely,

Ted R. Bardach

Ted R. Bardach

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE TEXAS MEXICAN RAILWAY COMPANY'S FIRST
INTERROGATORIES TO BURLINGTON NORTHERN SANTA FE

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

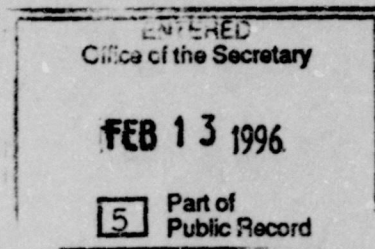
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 12, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

-- CONTROL AND MERGER --

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE TEXAS MEXICAN RAILWAY COMPANY'S FIRST
INTERROGATORIES TO BURLINGTON NORTHERN SANTA FE

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

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

GENERAL OBJECTIONS

BN/Santa Fe objects to Tex Mex's First Interrogatories on the following grounds:

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

with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

5. Scope. BN/Santa Fe objects to Tex Mex's First Interrogatories to the extent that they attempt to impose any obligation on BN/Santa Fe beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

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

12. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intracompany communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulates; trade letters; press releases; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes: (a) both basic records and summaries of such records (including computer runs); (b) both original versions and copies that differ in any respect from original versions, including notes; and (c) both documents in the possession, custody, or control of Applicants and documents in the possession, custody, or control of consultants or others who have assisted Applicants in connection with this proceeding.

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

25. "Relating to" a subject means concerning, making a statement about, referring to, or discussing the subject.

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

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

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's requests, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

OBJECTIONS TO INTERROGATORIES

1. With respect to any customer, has BNSF made the elections specified in subsections 1(d), 4(d), 5(d) or 6(e) of the BNSF Agreement?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it is vague, overly broad and unduly burdensome, and on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

2. If the answer to Interrogatory 1 is yes, describe the election, including but not limited to identifying the customer and location to be served pursuant to the election.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it is vague, overly broad and unduly burdensome, and on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

3. Has BNSF, BN or ATSF engaged in negotiations with the owner and/or operator of the railcar storage-in-transit yard located at Dayton, Texas and described in Neal D. Owen's verified statement?

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

4. If the answer to Interrogatory 3 is yes, describe the negotiations and any resulting agreement.

Response: See Response to Interrogatory No. 3.

5. (a) Has BNSF, BN or ATSF engaged in negotiations with the owner and/or operator of the Houston Belt and Terminal Railway to permit BNSF, BN or ATSF to use Houston Belt and Terminal track, storage-in-transit yards, and/or other Houston Belt and Terminal track and/or facilities or services in or about Houston?
- (b) If yes, describe the negotiations.
- (c) If the negotiations described in this interrogatory have resulted in an agreement, describe the agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it is vague, overly broad and unduly burdensome, and on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

6. Did the operating scenario discussed in Neal D. Owen's verified statement submitted with the Comments of BNSF (BN/SF-1) assume any train meets between UP/SP trains and BNSF trains on the trackage rights granted to BNSF pursuant to the BNSF Agreement over any of the following lines:

- (a) the lines depicted in Appendix A, hereto, which is a copy of page 43 of the verified statement of Messrs. King and Ongerth submitted with the Railroad Merger Application (UP/SP-24), Volume 3?
- (b) the UP lines from Houston to Brownsville?
- (c) the UP lines from Sealy to Smithville?
- (d) the UP lines from Smithville to Waco?
- (e) the UP lines from Smithville to San Antonio?
- (f) the SP lines from San Antonio to Eagle Pass?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 6 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Interrogatory No. 6 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

7. If the answer to any of the interrogatories 6(a) through 6(f) is yes, then for each of the lines described:

- (a) identify how many train meets;
- (b) explain how Mr. Owen took this into consideration in determining the number of trains BNSF would run on each of those lines; and
- (c) explain how Mr. Owen took this into consideration in determining the transit times for each of the trains BNSF would run on each of those lines.

Response: See Response to Interrogatory No. 6. BN/Santa Fe further objects to Interrogatory No. 7 to the extent that it is vague, overly broad and unduly burdensome.

8. Have any officials or representatives of BNSF had any discussions with officials of the Mexican government concerning the effect of the UP/SP merger or of the BNSF Agreement on rail traffic between the United States and Mexico?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

9. If the answer to interrogatory No. 8 is yes, identify all persons involved in such discussions, identify the dates of such discussions and describe such discussions.

Response: See Response to Interrogatory No. 8.

10. Have any officials or representatives of BNSF had any discussions with officials of the State of Texas or any of its agencies or municipalities concerning the effect of the UP/SP merger or of the BNSF Agreement on rail traffic in the State of Texas?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 10 to the extent that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

11. If the answer to interrogatory No. 10 is yes, identify all persons involved in such discussions, identify the dates of such discussions and describe such discussions.

Response: See Response to Interrogatory No. 10.

Respectfully submitted,

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

Burlington Northern
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February 12, 1996

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CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company's First Interrogatories to Burlington Northern Santa Fe (BN/SF-15) have been served this 12th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Texas Mexican Railway Company.

Kelley L. O'Brien

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ADMITTED IN ILLINOIS ONLY

January 16, 1996



Office of the Secretary

By Hand

JAN 25 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of the City Public Service Board of San Antonio, Texas.

Sincerely yours,

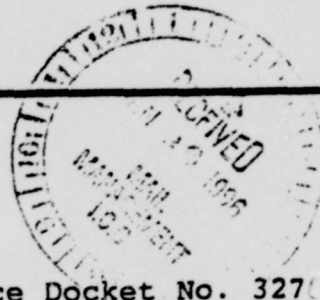
John H. LeSeur

JHL:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)

BEFORE THE
SURFACE TRANSPORTATION BOARD

UNION PACIFIC CORPORATION, UNION)
 PACIFIC RAILROAD COMPANY, AND)
 MISSOURI PACIFIC RAILROAD COMPANY)
 -- CONTROL AND MERGER -- SOUTHERN)
 PACIFIC RAIL CORPORATION, SOUTHERN)
 PACIFIC TRANSPORTATION COMPANY,)
 ST. LOUIS SOUTHWESTERN RAILWAY)
 COMPANY, SPCSL CORP., AND THE)
 DENVER AND RIO GRANDE WESTERN)
 RAILROAD COMPANY)



Finance Docket No. 32700

NOTICE OF INTENT TO PARTICIPATE
BY
CITY PUBLIC SERVICE BOARD OF SAN ANTONIO, TEXAS

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, City Public Service Board of San Antonio, Texas ("San Antonio"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), San Antonio selects the acronym "CPSB" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

CITY PUBLIC SERVICE BOARD
OF SAN ANTONIO, TEXAS

By: William L. Slover *John LeSeur*
John H. LeSeur
Andrew B. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

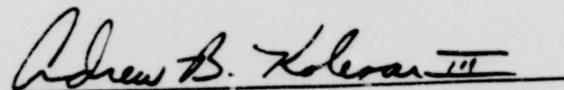
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

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Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
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Washington, D.C. 20036


Andrew B. Kolesar