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3-4-96

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Item No. _____

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Mar. #47

41593

UP/SP-157

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' RESPONSE TO CONRAIL'S
FOURTH REQUEST 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

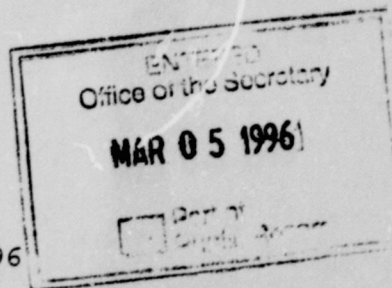
Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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



March 4, 1996

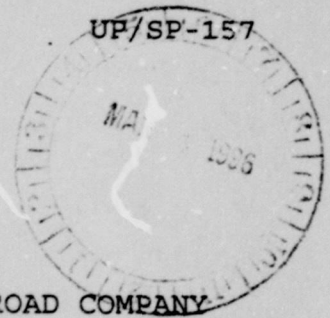
BEFORE THE
SURFACE TRANSPORTATION BOARD

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' RESPONSE TO CONRAIL'S
FOURTH REQUEST FOR PRODUCTION OF DOCUMENTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to Conrail's Fourth
Request 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
Applicants' prior objections to Conrail's definitions, 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
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.

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.

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

9. Applicants incorporate by reference their prior objections to the definitions set forth in Conrail's prior sets of discovery requests.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Document Request No. 1

"Provide (in document form or by computer disk), or make available for review, all of the Houston Belt Terminal Railway's Centralized Traffic Control ('CTC') logs for the route from New South Yard via Tower 26 to Belt Junction for the 60 days preceding February 15, 1996 (or any other representative consecutive 60 day period identified by agreement of counsel)."

Response

Applicants object to this document request as unduly burdensome, and as seeking documents that are 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 documents will be produced.

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 Eator 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

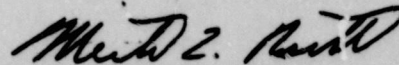
March 4, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th day of March, 1996, I caused a copy of the foregoing document to be served by hand on Daniel K. Mayers, counsel for Consolidated Rail Corporation, at Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20037, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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



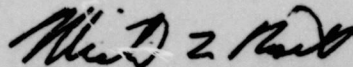
Michael L. Rosenthal

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th March, 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, at 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
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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MAR # 63

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BN/SF-44

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FIRST REQUEST TO BURLINGTON
NORTHERN RAILROAD COMPANY, ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY, AND BURLINGTON NORTHERN SANTA FE
CORPORATION FOR INSPECTION OF PROPERTY

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

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

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

Mayer, Brown & Platt
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

March 4, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

-- CONTROL AND MERGER --

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FIRST REQUEST TO BURLINGTON
NORTHERN RAILROAD COMPANY, ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY, AND BURLINGTON NORTHERN SANTA FE
CORPORATION FOR INSPECTION OF PROPERTY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") objects as follows to Consolidated Rail Corporation's ("Conrail") "First Request For Inspection of Property." 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").

GENERAL OBJECTIONS

BN/Santa Fe objects to Conrail's First Request for Inspection of Property on the following grounds:

1. Parties. BN/Santa Fe objects to Conrail's First Request For Inspection of Property to the extent that it is directed to 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.

2. Relevance/Burden. BN/Santa Fe objects to Conrail's First Request For Inspection of Property to the extent that it seeks information that is not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

3. Scope. BN/Santa Fe objects to Conrail's First Request For Inspection of Property to the extent that it attempts 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.

4. Definitions. BN/Santa Fe incorporates all the objections to definitions set forth in BN/Santa Fe's Objections to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the Production of Documents (BN/SF-12).

5. Instructions. BN/Santa Fe incorporates all the objections to instructions set forth in BN/Santa Fe's Objections to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the Production of Documents (BN/SF-12).

OBJECTIONS TO FIRST REQUEST FOR INSPECTION OF PROPERTY

1. Property Identified for Inspection. The direct BN/Santa Fe line between Memphis, Tennessee and St. Louis, Missouri.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Conrail's First Request For Inspection of Property to the extent that it is overly broad and unduly burdensome. BN/Santa Fe further objects to Conrail's First Request For Inspection of Property to the extent that the property identified is not the subject of the Merger Application or the BN/Santa Fe Settlement Agreement, and thus, the Request For Inspection of Property is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

Erika Z. Jones KEO

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

and

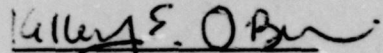
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

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

March 4, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's First Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for Inspection of Property (BN/SF-44) have been served this 4th day of March, 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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Mar # 68

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

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

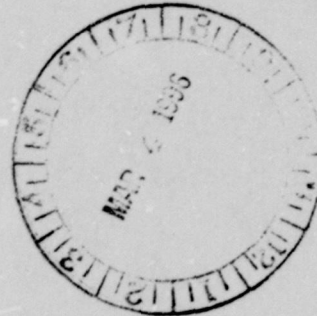
OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

March 4, 1996

VIA HAND DELIVERY

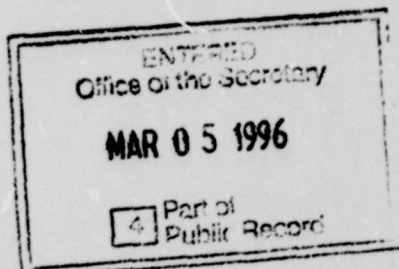
Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Department of Transportation
Room 1324
12th Street & Constitution Avenue, NW
Washington, DC 20423



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are an original and twenty (20) copies of THE DOW CHEMICAL COMPANY'S OBJECTIONS TO APPLICANTS' FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS (DOW-3). A 3.5-inch diskette containing this pleading in Word Perfect 5.1 is also enclosed. Additionally, an extra copy of this pleading is enclosed for the purpose of date stamping and returning to our office.



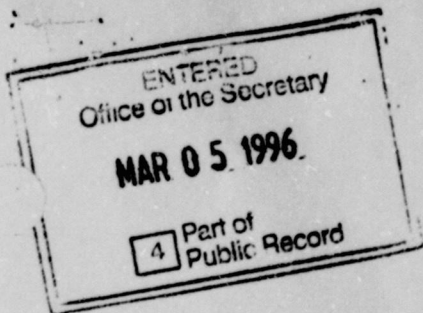
ENCLOSURES

Respectfully submitted,

Nicholas J. DiMichael
Jeffrey O. Moreno
Attorneys for The Dow Chemical Company

cc: Honorable Jerome Nelson
Restricted Service List

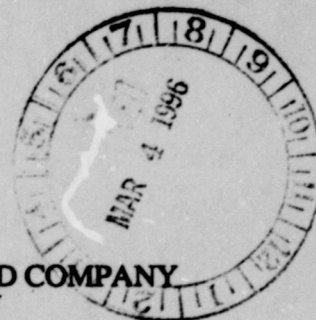
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DOW- 3

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32760



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

— CONTROL AND MERGER —

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

**THE DOW CHEMICAL COMPANY'S
OBJECTIONS TO APPLICANTS'
FIRST SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

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

Attorneys for The Dow Chemical Company

March 4, 1996

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No. 32760



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

— CONTROL AND MERGER —

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

**THE DOW CHEMICAL COMPANY'S
OBJECTIONS TO APPLICANTS'
FIRST SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

The Dow Chemical Company ("Dow") submits the following objections to the discovery requests of the Applicants which were received by counsel for Dow on February 27, 1996, but which have an indicated service date of February 26, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

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

GENERAL OBJECTIONS

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

1. Dow objects to the interrogatories and documents requests as unduly burdensome insofar as they require Dow to produce information or documents on or before April 5, 1996.

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

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

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

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

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

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

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

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

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

11. Dow objects to Definitions and Instructions VIII, X, XIII, XIV, XX and XXXII as unduly burdensome.

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

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

ADDITIONAL OBJECTIONS TO SPECIFIC INTERROGATORIES AND DOCUMENT REQUESTS

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

Interrogatory No. 1

Identify and describe in detail any agreements that Dow has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Dow contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Additional Objections

Dow objects to this interrogatory as unduly vague and overbroad, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

DOCUMENT REQUESTS

Document Request No. 1

Produce no later than April 1, 1996 (a) all workpapers underlying any submission that Dow makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for Dow on or about March 29, 1996 in this proceeding.

Additional Objections

Dow objects to this document request as overbroad and unduly burdensome, and because 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 relating to benefits or efficiencies that will result from the UP/SP merger.

Additional Objections

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

Document Request No. 3

Produce all documents relating to potential traffic impacts of the UP/SP merger.

Additional Objections

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

Document Request No. 4

Produce all documents relating to competitive impacts of the UP/SP merger, including, but not limited to effects on (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.

Additional Objections

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

Document Request No. 5

Produce all documents relating to the BN/Santa Fe Settlement Agreement.

Additional Objections

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

Document Request No. 6

Produce all documents relating to the IC Settlement Agreement.

Additional Objections

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

Document Request No. 7

Produce all documents relating to the Utah Railway Settlement Agreement.

Additional Objections

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

Document Request No. 8

Produce all documents to conditions that might be imposed on approval of the UP/SP merger.

Additional Objections

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

Document Request No. 9

Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

Additional Objections

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

Document Request No. 10

Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 11

Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 12

Produce all studies, reports or analyses relating to the financial position or prospects of SP.

Additional Objections

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

Document Request No. 13

Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 14

Produce all presentations, solicitation packages, form verified statements, or other materials used by Dow or its members to seek support from shippers, public officials, railroads or others for the position of Dow or any other party in this proceeding.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 15

Produce all presentations, letters, memoranda, white papers or other documents sent or given by Dow or its members to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and because it creates an improper chilling effect upon constitutionally protected communications.

Document Request No. 16

Produce notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade relating to the UP/SP merger.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and because it creates an improper chilling effect upon constitutionally protected communications.

Document Request No. 17

Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 18

Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 19

Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections

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

Document Request No. 20

Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections

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

Document Request No. 21

Produce all documents relating to any agreement or understanding that Dow has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 22

Produce all presentations to, and minutes of, the boards of directors (or other governing bodies) of Dow relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

Additional Objections

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

Document Request No. 23

Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 24

Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 25

Produce all documents relating to the possibility of a build-in by SP or BN/Santa Fe (or build-out to SP or BN/Santa Fe) at Dow's facility at Freeport, Texas.

Additional Objections

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

Document Request No. 26

Produce Dow's files regarding the transportation (including the transportation by non-rail modes) of all commodities that Dow has moved via UP or SP since January 1, 1993.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence..

Document Request No. 27

Produce all studies, reports or analyses relating to the movement of traffic from Dow's Freeport facilities by water.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 28

Produce all documents relating to (a) the extent to which any particular 7-digit STCC Code within the STCC 28 or STCC 29 range includes different commodities that are not substitutable in use, and (b) the extent to which manufacturers can shift existing production capacity between, or use the same facilities to produce, such commodities (e.g., high-density and linear low-density polyethylene).

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 29

Produce all studies, reports or analyses relating to (a) transport pricing or competition for plastics, (b) the handling of plastics by railroads, (c) the handling of plastics by other modes (including truck, truck-rail transloading, and water), (d) storage-in-transit of plastics, or (e) source or destination competition, shifting of production or shipments among facilities, "swapping" of product, modal alternatives, or shipper leverage as constraints on rail pricing or service for plastics.

Additional Objections

Dow objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

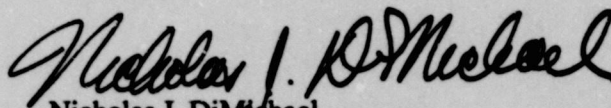
Document Request No. 30

Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto.

Additional Objections

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

Respectfully submitted,



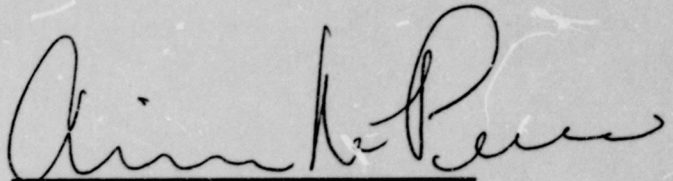
Nicholas J. DiMichael
Jeffrey O. Moreno
DONELAN, CLEARY, WOOD & MASER, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934
(202) 371-9500

March 4, 1996

Attorneys for The Dow Chemical Company

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing **OBJECTIONS OF THE DOW CHEMICAL COMPANY TO APPLICANTS' FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTIONS OF DOCUMENTS** has been served via facsimile, on all parties on the restricted service list in this proceeding on the 4th day of March, 1996, and by hand delivery to Washington, D.C. counsel for Applicants.

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

Aimee L. DePew

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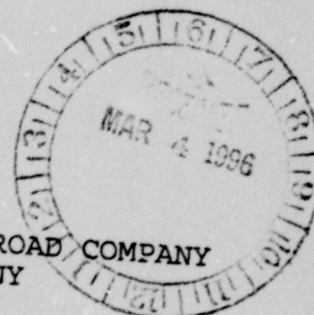
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UP/SP-149

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 CHEMICAL MANUFACTURERS
ASSOCIATION'S INTERROGATORIES TO APPLICANTS
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

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

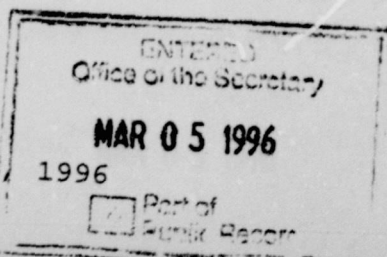
PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

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

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

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



March 4, 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 CHEMICAL MANUFACTURERS
ASSOCIATION'S INTERROGATORIES TO APPLICANTS
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and
DRGW submit the following objections to the Chemical
Manufacturers Association's Interrogatories to Applicants and
Requests for Production of Documents, served February 26,
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
interrogatories and document requests. It is necessary and
appropriate at this stage, however, for Applicants to preserve
their right to assert permissible objections.

GENERAL OBJECTIONS

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

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

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

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

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

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

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

7. Applicants object to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information (including, inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

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

9. Applicants object to the interrogatories and document requests as overbroad and unduly burdensome to the extent that they seek information or documents for periods prior to January 1, 1993.

ADDITIONAL OBJECTIONS TO
INTERROGATORIES AND DOCUMENT REQUESTS

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

Interrogatory No. 1: "In accordance with Mr. Peterson's undertaking at his deposition session on February 6, 1996 to provide more detailed information concerning a list of locations proffered by the undersigned counsel (and listed on what was marked as Peterson deposition Exhibit 1), please state, for each of the locations listed on Attachment A hereto (an identical copy of said deposition exhibit) (a) whether the location, or any portion of the real estate at the location is considered by Applicants to be a "2-to-1" point as that term has commonly been used in this proceeding (*i.e.*, a point, or facility at a point, that would following the proposed merger be open to service by the Burlington Northern Santa Fe under the trackage rights agreement dated 25th September 1996 [*sic*], as amended); (b) if a portion of the real estate at the location is considered by Applicants to be a 2-to-1 point, which portion is so considered; and (c) if the location or a portion of the real estate there is not considered by Applicants to be a 2-to-1 point, the specific reason(s) why it was not so considered, including what specific criterion or criteria for inclusion in the Applicants' list of 2-to-1 points the point failed to meet."

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

Document Request No. 1: "Please provide all notes, memoranda, or other documents whether in paper form or stored on a

computer or in other electronic form, that refer to the locations listed on Attachment A and were prepared as part of Applicant's work to delineate which locations or points (or portions of locations or points) are 2-to-1 points as that term is defined above."

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: "Please provide a copy of the study of the feasibility of "build-ins" or "build-outs" conducted by or for applicant Union Pacific and referred to by Mr. Peterson in his deposition session on February 5, 1996."

Additional Objections: None.

Document Request No. 3: "Please provide all documents, maintained by Applicants' chemical marketing personnel or chemical business units, which discuss, or reflect non-privileged discussions or communications, either within an Applicant railroad or with a shipper, regarding efforts by shippers of chemicals (as the term chemicals is used in the Peterson verified statement in this proceeding) (a) to use any form of source competition or threatened source competition in bargaining with the Applicant railroads for rates or service, (b) to use the threat of a build-in or build-out in bargaining with the Applicant railroads for rates or service, (c) to use modal competition, or the threat of modal competition, in bargaining with the Applicant railroads for rates or service."

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

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

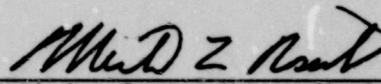
March 4, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th day of March, 1996, I caused a copy of the foregoing document to be served by hand on Scott N. Stone, counsel for the Chemical Manufacturers Association, at Patton Boggs, L.L.P., 2550 M Street, N.W., Washington, D.C. 20037-1350, 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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2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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Item No. _____

Page Count 9

Mar #49

March 4, 1996

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the
original and twenty (20) copies of the following:

Responses and Objections of Burlington Northern Railroad
Company and The Atchison, Topeka and Santa Fe Railway
Company to Consolidated Rail Corporations's Fourth Request
to Burlington Northern Railroad Company, Atchison, Topeka
and Santa Fe Railway Company, and Burlington Northern Santa
Fe Corporation for the Production of Documents (BN/SF-41),

Responses and Objections of Burlington Northern Railroad
Company and The Atchison, Topeka and Santa Fe Railway
Company to the International Brotherhood of Teamsters First
Set of Interrogatories Upon Burlington Northern Railroad
Company and The Atchison Topeka and Santa Fe Railway Company
(BN/SF-42),

Responses and Objections of Burlington Northern Railroad
Company and The Atchison, Topeka and Santa Fe Railway ,
Company to International Paper Company's Second
Interrogatories and Request for Documents to Burlington
Northern Railroad Company (BN/SF-43) and

MAYER, BROWN & PLATT

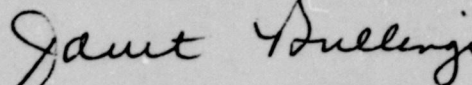
Honorable Vernon A. Williams
March 4, 1996
Page 2

Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporations' First Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for Inspection of Property.

Also enclosed is a 3.5-inch disk containing the text of BN/SF-39 and BN/SF-40 in Wordperfect 5.1 format.

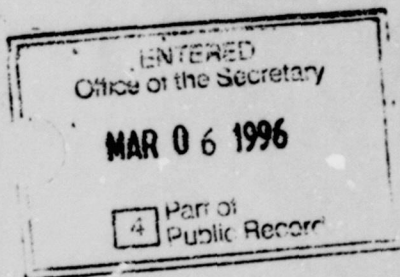
I would appreciate it if you would date-stamp the enclosed extra copies and return them to the messenger for our files.

Sincerely yours,



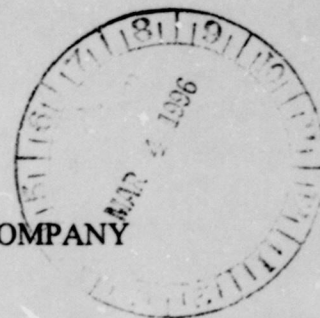
Janet Bullinger
Paralegal

Enclosures



BN/SF-41

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

RESPONSES AND OBJECTIONS OF
BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FOURTH REQUEST TO BURLINGTON
NORTHERN RAILROAD COMPANY, ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY, AND BURLINGTON NORTHERN SANTA FE
CORPORATION FOR THE PRODUCTION OF DOCUMENTS

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

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

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

Mayer, Brown & Platt
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

March 4, 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

RESPONSES AND OBJECTIONS OF
BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
CONSOLIDATED RAIL CORPORATION'S FOURTH REQUEST TO BURLINGTON
NORTHERN RAILROAD COMPANY, ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY, AND BURLINGTON NORTHERN SANTA FE
CORPORATION FOR THE PRODUCTION OF DOCUMENTS

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answers and objects as follows to Consolidated Rail Corporation's ("Conrail") "Fourth Request For the Production of Documents." These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

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

GENERAL OBJECTIONS

BN/Santa Fe objects to Conrail's Fourth Request For the Production of Documents on the following grounds:

1. Parties. BN/Santa Fe objects to Conrail's Fourth Request For Production of Documents to the extent that it is directed to Burlington Northern Santa Fe Corporation, rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Conrail's Fourth Request For Production of Documents documents in the possession of Burlington Northern Santa Fe Corporation.

2. Privilege. BN/Santa Fe objects to Conrail's Fourth Request For the Production of Documents to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

3. Relevance/Burden. BN/Santa Fe objects to Conrail's Fourth Request For the Production of Documents to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

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

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

6. Definitions. BN/Santa Fe incorporates all the objections to definitions set forth in BN/Santa Fe's Objections to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the Production of Documents (BN/SF-12).

7. Instructions. BN/Santa Fe incorporates all the objections to instructions set forth in BN/Santa Fe's Objections to Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the Production of Documents (BN/SF-12).

**RESPONSES AND OBJECTIONS TO
REQUEST FOR PRODUCTION OF DOCUMENTS**

1. Provide (in document form or by computer disk), or make available for review, all DigiCon train sheet records for all trains from New South Yard to Dobbin, TX, for the 60 days preceding February 15, 1996 (or any other representative consecutive 60 day period identified by agreement of counsel).

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

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

2. Provide (in document form or by computer disk), or make available for review, all of the Houston Belt Terminal Railway's Centralized Traffic Control ("CTC") logs for the route from New South Yard via Tower 26 to Belt Junction for the 60 days preceding February 15, 1996 (or any other representative consecutive 60 day period identified by agreement of counsel).

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Document Request No. 2 to the extent that it is vague, overly broad, unduly burdensome and calls for the production of documents not in BN/Santa Fe's possession, custody or control. BN/Santa Fe further objects to Document Request No. 2 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

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

Respectfully submitted,

Erika Z. Jones ^{KEO}

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

and

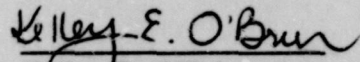
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6387

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

March 4, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's Fourth Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for the Production of Documents (BN/SF-41) have been served this 4th day of March, 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
2900 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006
(202) 778-0607

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32760

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B.

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Item No. _____

Page Count: 17

Mar. # 65

LAW OFFICES

RT, SCOUTT & RASENBERGER, L.L.P.

888 SEVENTEENTH STREET, N.W.

WASHINGTON, D.C. 20006-3939

TELEPHONE : (202) 298-8660

FACSIMILES: (202) 342-0683

(202) 342-1316

March 4, 1996

VIA HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

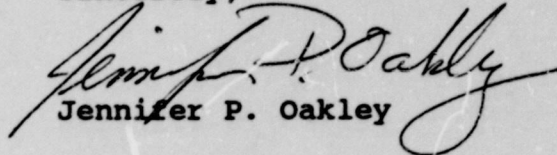
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OFFICE OF SECRETARY
100

Re: Union Pacific Corp., Union Pacific RR. Co. and
Missouri Pacific RR Co. -- Control and Merger --
Southern Pacific Rail Corp., Southern Pacific
Transp. Co., St. Louis Southwestern Rv. Co., SPCSL
Corp. and The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760

Dear Secretary Williams:

Enclosed are an original and twenty copies of SPP-5,
Objections of Sierra Pacific Power Company and Idaho Power
Company to Applicants' First Set of Interrogatories and Request
for Production of Documents. Also enclosed is a 3.5" floppy
computer disc containing a copy of the filing in Wordperfect 5.1
format.

Sincerely,


Jennifer P. Oakley

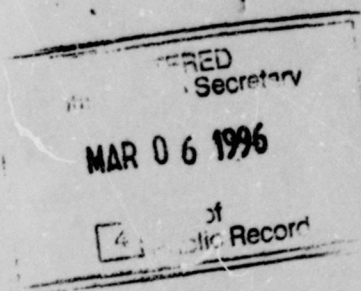
Enclosures

cc: Honorable Jerome Nelson
Restricted Service List

MAR 6 1996

Part of
Public

CORRESPONDENT OFFICES: LONDON, PARIS AND BRUSSELS



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

SIERRA PACIFIC'S OBJECTIONS TO APPLICANTS' FIRST
INTERROGATORIES AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS

RECEIVED
Mar 4 1 36 PM '96
OFFICE OF SECRETARY
ICC

Richard A. Allen
James A. Calderwood
Jennifer P. Oakley
ZUCKERT, SCOUTT & RASENBERGER, L.L.P.
888 Seventeenth Street, N.W.
Washington, D.C. 20006-3939
(202) 298-8660

Attorneys for Sierra Pacific Power
Company and Idaho Power Company

March 4, 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

SIERRA PACIFIC'S OBJECTIONS TO APPLICANTS' FIRST
INTERROGATORIES AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS

Sierra Pacific Power Company and Idaho Power Company (collectively, "Sierra Pacific"), submit the following objections to the Applicants' First Interrogatories and First Request for Production of Documents to Sierra Pacific served by Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corporation, and the Denver and Rio Grande Western Railroad Company ("Applicants") on February 26, 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."

Sierra Pacific intends to file written responses to the discovery requests propounded by the Applicants to the extent

consistent with any privilege claimed and any objections made herein.

GENERAL OBJECTIONS

The following general 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.

1. Sierra Pacific objects to the general instruction requiring responses to be served "as soon as possible, and in no event later than 15 days from the date of service hereof" to the extent it imposes duties beyond those required to comply with the December 5, 1995 Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding and the applicable discovery regulations, and further to the extent it requires a response before a reasonable time following the submission by Sierra Pacific of any comments it may choose to file in this proceeding.

2. Sierra Pacific objects to production of documents or information subject to the attorney-client privilege or any other applicable privilege.

3. Sierra Pacific objects to production of documents or information subject to the work product doctrine, including but not limited to documents or information subject to the common interest or joint defense work product doctrine.

4. Sierra Pacific objects to production of public documents that are readily available, including but not limited

to documents on public file at the Surface Transportation Board or state agencies or clippings from newspapers or other public media.

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

6. Sierra Pacific objects to the extent that the interrogatories and requests seek highly confidential or sensitive commercial information (including, inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

7. Sierra Pacific objects to the definition of "identify," as defined in Definitions and Instructions No. 10, insofar as it requests home telephone numbers and addresses on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

8. Sierra Pacific objects to the definition of "relating to," as defined in Definitions and Instructions No. 13, as unduly vague.

9. Sierra Pacific objects to the definition of "document," as defined in Definitions and Instructions No. 8, as unduly vague and not susceptible of meaningful application.

10. Sierra Pacific objects to the interrogatories and requests to the extent that they call for the preparation of special studies not already in existence.

ADDITIONAL OBJECTIONS TO SPECIFIC INTERROGATORIES

Interrogatory No. 1

"Identify and describe in detail any agreements that Sierra Pacific has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Sierra Pacific contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement."

Additional Objections

Sierra Pacific objects 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. 2

"For each utility plant operated by Sierra Pacific, separately for each year 1993 through 1995, identify the originating mines for all coal burned at the plant and, as to each such mine, state: (a) the tonnage of coal from that mine burned at the plant; (b) the average delivered price of coal from that mine; (c) the average minehead price of that coal; (d) the rail transportation routings (including origination and interchange points) for all coal shipped from that mine to the plant; and (e) any transportation routings or modes other than rail used in shipping coal to the plant."

Additional Objections

None

ADDITIONAL OBJECTIONS TO SPECIFIC DOCUMENT REQUESTS

Document Request No. 1

"Produce no later than April 1, 1996 (a) all workpapers underlying any submission that Sierra Pacific makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for Sierra Pacific on or about March 29, 1996 in this proceeding."

Additional Objections

None

Document Request No. 2

"Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 3

"Produce all documents relating to potential traffic impacts of the UP/SP merger."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 4

"Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source of destination competition, (c) transloading options, or (d) build-in options."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 5

"Produce all documents relating to the BN/Santa Fe Settlement Agreement."

Additional Objections

None

Document Request No. 6

"Produce all documents relating to the IC Settlement Agreement."

Additional Objections

None

Document Request No. 7

"Produce all documents relating to the Utah Railway Settlement Agreement."

Additional Objections

None

Document Request No. 8

"Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 9

"Produce all studies, reports or analyses relating to actual or potential competition between UP and SP."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 10

"Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 11

"Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers in general."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 12

"Produce all studies, reports or analyses relating to the financial position or prospects of SP."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 13

"Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 14

"Produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from shippers, public officials, railroads or others for the position of Sierra Pacific or any other party in this proceeding."

Additional Objections

Sierra Pacific objects 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.

Sierra Pacific also objects to this request to the extent it seeks information regarding Sierra Pacific's communications with

State or federal officials and agencies on the grounds that requiring disclosure of such information would unduly burden and chill Sierra Pacific's rights under the First Amendment.

Document Request No. 15

"Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger."

Additional Objections

Sierra Pacific objects 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. Sierra Pacific also objects to this request to the extent it seeks information regarding Sierra Pacific's communications with State or federal officials and agencies on the grounds that requiring disclosure of such information would unduly burden and chill Sierra Pacific's rights under the First Amendment.

Document Request No. 16

"Produce all notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger."

Additional Objections

Sierra Pacific objects 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. Sierra Pacific also objects to this request to the extent it seeks information regarding Sierra Pacific's communications with State or federal officials and agencies on the grounds that requiring disclosure of such information would unduly burden and chill Sierra Pacific's rights under the First Amendment.

Document Request No. 17

"Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 18

"Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 19

"Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding."

Additional Objections

None

Document Request No. 20

"Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding."

Additional Objections

None

Document Request No. 21

"Produce all documents relating to any agreement or understanding that Sierra Pacific has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 22

"Produce all presentations to, and minutes of, the boards of directors of Sierra Pacific relating to the UP/SP merger or conditions to be sought by any party in this proceeding."

Additional Objections

None

Document Request No. 23

"Produce all documents in the possession of Sierra Pacific or its members relating to whether Utah and Colorado coal competes with Powder River Basin or Hanna Basin coals, including but not limited to any studies, reports or analyses of the use by utilities of, solicitation by utilities of bids for, or interchangeability in use of, such coals."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 24

"Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof."

Additional Objections

None

Document Request No. 25

"Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights."

Additional Objections

None

Document Request No. 26

"Produce all documents relating to (a) competition between or among railroads for the transportation of coal to the Valmy plant; (b) the establishment of tariff rates for the transportation of coal to the Valmy plant; (c) the establishment of the terms of transportation contracts and any amendments and supplements to such contracts for the transportation of coal to the Valmy plant; (d) proposals for the transportation of coal to the Valmy plant, including documents relating to negotiations regarding any such proposals; and (e) all traffic projections, business plans and marketing plans regarding the transportation of coal to the Valmy plant."

Additional Objections

Sierra Pacific objects 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.

Document Request No. 27

"Produce all documents relating to the effect of the UP/SP merger on coal transportation service, competition or routings to any Sierra Pacific facility."

Additional Objections

None

Document Request No. 28

"Produce all studies, reports or analyses relating to (a) using a different coal source than is presently used at any Sierra Pacific facility, (b) using a non-coal fuel in lieu of coal at any Sierra Pacific facility, or (c) purchasing power or shifting power generation among facilities as alternatives to consuming coal at any Sierra Pacific facility."

Additional Objections

None

Document Request No. 29

"Produce all filings made with state utility commissions or state regulatory agencies that discuss sources of fuel."

Additional Objections

None

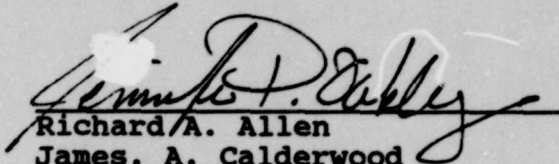
Document Request No. 30

"Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto."

Additional Objections

None

Respectfully submitted,



Richard A. Allen

James. A. Calderwood

Jennifer P. Oakley

ZUCKERT, SCOUTT & RASENBERGER, L.L.P.

888 Seventeenth Street, N.W.

Washington, D.C. 20006-3939

(202) 298-8660

Counsel for Sierra Pacific Power Company
and Idaho Power Company

March 4, 1996

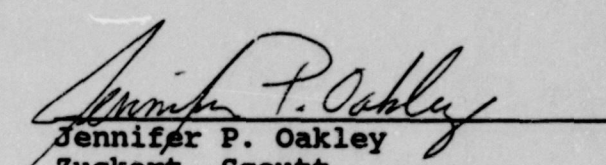
CERTIFICATE OF SERVICE

I hereby certify that I have served the foregoing SPP-5, Objections of Sierra Pacific Power Company and Idaho Power Company to the Applicants' First Interrogatories and Request for Production of Documents, by hand delivery upon the following persons:

Arvid E. Roach II
J. Michael Hewmer
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7566

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins, Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

I have also served by first-class mail, postage pre-paid, the Honorable Judge Nelson and all persons on the restricted service list.


Jennifer P. Oakley
Zuckert, Scoutt
& Rasenberger, L.L.P.
Brawner Building
888 17th Street, N.W.
Washington, D.C. 20006-3959
(202) 298-8660

Dated: March 4, 1996

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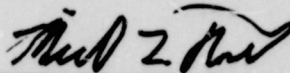
61583

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 hand on Keith G. O'Brien, counsel for the Brownsville and Rio Grande International Railroad, at Rea, Cross & Auchincloss, 1920 N Street, N.W., Suite 420, Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

STB

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3-4-96

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61582

Item No. _____

Page Count 14

Mar # 67

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

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

March 4, 1996

VIA HAND DELIVERY

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



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are an original and twenty (20) copies of WESTERN RESOURCES, INC.'S OBJECTIONS TO APPLICANTS' FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS (WSTR-6). A 3.5-inch diskette containing this pleading in Word Perfect 5.1 is also enclosed. Additionally, an extra copy of this pleading is enclosed for the purpose of date stamping and returning to our office.

Respectfully submitted,

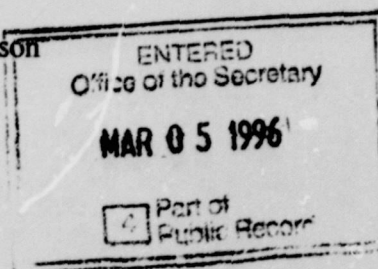
Thomas W. Wilcox

Thomas W. Wilcox
Attorney for Western Resources, Inc.

ENCLOSURES

cc: Honorable Jerome Nelson
Restricted Service List

3770-130



**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**

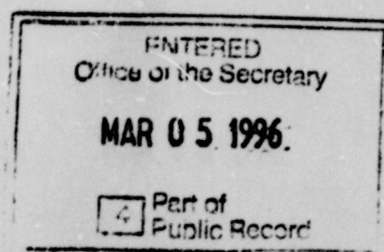
**WESTERN RESOURCES, INC.'S
OBJECTIONS TO APPLICANTS'
FIRST SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**



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

Attorneys for Western Resources, Inc.

March 4, 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**

**WESTERN RESOURCES, INC.'S
OBJECTIONS TO APPLICANTS'
FIRST SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS**

Western Resources, Inc. ("Western Resources") submits the following objections to the discovery requests of the Applicants which were received by counsel for Western Resources on February 27, 1996, but which have an indicated service date of February 26, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

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

GENERAL OBJECTIONS

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

1. Western Resources objects to the interrogatories and document requests as unduly burdensome insofar as they require Western Resources to produce information or documents on or before April 5, 1996.
2. Western Resources objects to production of documents or information subject to the attorney-client privilege, including documents or information provided to parties or persons having a common interest in the litigation.
3. Western Resources objects to production of documents or information subject to the work product doctrine, including documents or information otherwise provided to parties or persons having a common interest in the subject litigation.
4. Western Resources objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.
5. Western Resources objects to production of public documents that are readily available, including but not limited to documents on public file at the Board, the Securities and Exchange Commission, the Federal Energy Regulatory Commission, or from newspapers and other public media.
6. Western Resources objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.
7. Western Resources objects to providing information or documents that are as readily obtainable by Applicants from its own files.
8. Western Resources objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information, including information designated as confidential or highly confidential in prior merger proceedings.

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

10. Western Resources objects to Definitions and Instructions X, XII, XIII, XXXI and XXXII to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

11. Western Resources objects to Definitions and Instructions VIII, X, XIII and XXXII as unduly burdensome.

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

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

ADDITIONAL OBJECTIONS TO SPECIFIC INTERROGATORIES AND DOCUMENT REQUESTS

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

Interrogatory No. 1

Identify and describe in detail any agreements that Western Resources has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Western Resources contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Additional Objections

Western Resources objects to this interrogatory as unduly vague and overbroad, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 2

For each utility plant operated by Western Resources, separately for each year 1993 through 1995, identify the originating mines for all coal burned at the plant and, as to each such mine, state: (a) the tonnage of coal from that mine burned at the plant; (b) the average delivered price of coal from that mine; (c) the average minehead price of that coal; (d) the rail transportation routings (including origination and interchange points) for all coal shipped from that mine to the plant; and (e) any transportation routings or modes other than rail used in shipping coal to the plant.

Additional Objections

Western Resources objects to this interrogatory as unduly vague and overbroad, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

DOCUMENT REQUESTS

Document Request No. 1

Produce no later than April 1, 1996 (a) all workpapers underlying any submission that Western Resources makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for Western Resources on or about March 29, 1996 in this proceeding.

Additional Objections

Western Resources objects to this document request as overbroad and unduly burdensome, and because 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 relating to benefits or efficiencies that will result from the UP/SP merger.

Additional Objections

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

Document Request No. 3

Produce all documents relating to potential traffic impacts of the UP/SP merger.

Additional Objections

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

Document Request No. 4

Produce all documents relating to competitive impacts of the UP/SP merger, including, but not limited to effects on (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.

Additional Objections

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

Document Request No. 5

Produce all documents relating to the BN/Santa Fe Settlement Agreement.

Additional Objections

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

Document Request No. 6

Produce all documents relating to the IC Settlement Agreement.

Additional Objections

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

Document Request No. 7

Produce all documents relating to the Utah Railway Settlement Agreement.

Additional Objections

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

Document Request No. 8

Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

Additional Objections

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

Document Request No. 9

Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

Additional Objections

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

Document Request No. 10

Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 11

Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 12

Produce all studies, reports or analyses relating to the financial position or prospects of SP.

Additional Objections

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

Document Request No. 13

Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 14

Produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from shippers, public officials, railroads or others for the position of Western Resources or any other party in this proceeding.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 15

Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and because it creates an improper chilling effect upon constitutionally protected communications.

Document Request No. 16

Produce notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade relating to the UP/SP merger.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and because it creates an improper chilling effect upon constitutionally protected communications..

Document Request No. 17

Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 18

Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 19

Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections

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

Document Request No. 20

Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections

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

Document Request No. 21

Produce all documents relating to any agreement or understanding that Western Resources or its members have with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

Additional Objections

Western Resources objects to this document request as vague, overbroad and unduly burdensome, and because it includes requests for information that is neither relevant or is reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 22

Produce all presentations to, and minutes of, the boards of director of Western Resources relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

Additional Objections

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

Document Request No. 23

Produce all documents in the possession of Western Resources or its members relating to whether Utah and Colorado coal competes with Powder River Basin or Hanna Basin coals, including but not limited to any studies, reports or analyses of the use by utilities of, solicitation by utilities of bids for, or interchangeability in use of, such coals.

Additional Objections

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

Additional Objections

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

Document Request No. 29

Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto.

Additional Objections

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

Respectfully submitted,

Thomas W. Wilcox

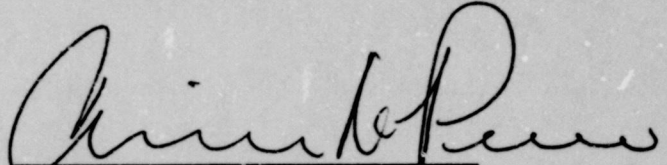
Nicholas J. DiMichael
Thomas W. Wilcox
DONELAN, CLEARY, WOOD & MASER, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934
(202) 371-9500

March 4, 1996

Attorneys for Western Resources, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing OBJECTIONS OF WESTERN RESOURCES, INC. TO APPLICANTS' FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS has been served via facsimile, on all parties on the restricted service list in this proceeding on the 4th day of March, 1996, and by hand delivery to Washington, D.C. counsel for Applicants.

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

Aimee L. DePew

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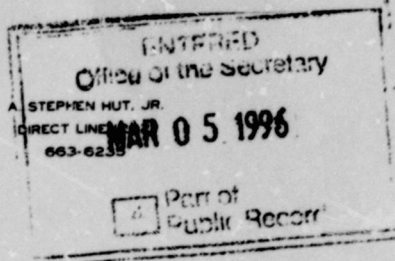
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WILMER, CUTLER & PICKERING

2445 M STREET, N.W.
WASHINGTON, D.C. 20037-1420

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

4 CARL ON GARDENS
LONDON W1W 5AA
TELEPHONE 011 (4471) 839-4466
FACSIMILE 011 (4471) 839-3537

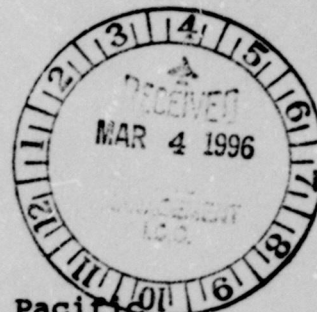
RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 (322) 231-0903
FACSIMILE 011 (322) 230-4322

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

March 4, 1996

VIA HAND DELIVERY

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



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned case are:

- (1) one original and twenty copies of Consolidated Rail Corporation's Objections to Applicants' First Set of Interrogatories and Requests For Production of Documents To Consolidated Rail Corporation, designated as document CR-15; and
- (2) one original and twenty copies of Consolidated Rail Corporation's Objections to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Company's First Set of Interrogatories and Document Production Requests To Consolidated Rail Corporation, designated as document CR-16.

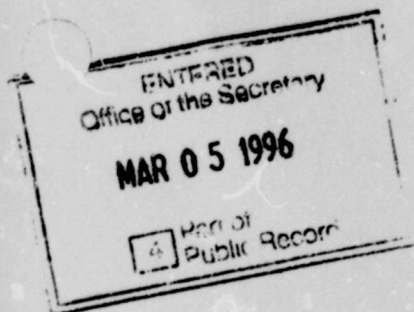
Also enclosed is a 3.5-inch WordPerfect 5.1 disk containing the texts of CR-15 and of CR-16.

Sincerely,

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

Attorney for Consolidated
Rail Corporation

Enclosures



BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

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

Consolidated Rail Corporation ("Conrail") hereby
objects to the interrogatories and document requests served on
Conrail by Applicants (dated February 26, 1996, but served hours
after the close of business on that date) on the grounds that
those discovery requests, in their entirety, are directly
contrary to the procedures governing discovery in this
proceeding, including the decisions of the Interstate Commerce
Commission establishing a Procedural Schedule, and the Discovery
Guidelines agreed to by the parties and adopted by Judge Nelson
on December 5, 1995. At a minimum, those discovery requests --

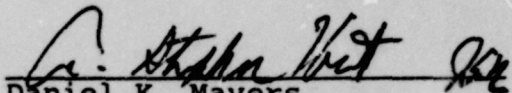
served before Conrail has prepared, let alone filed, its comments -- are premature

With regard to discovery against commenters, the procedures governing this extremely expedited proceeding explicitly provide only that a commenter shall, upon the filing of its comments and verified evidence (i) deposit in an accessible document depository all documents relevant to its filing (i.e., workpapers supporting the filing and documents relied upon by the witnesses), and (ii) make available its testifying witnesses for deposition on request. Conrail intends to comply full with these discovery obligations. The ICC's expedited procedures do not, however, contemplate additional, extensive discovery against commenters such as that served on Conrail by Applicants, and certainly not before Conrail's comments are even filed.

Applicants' interrogatories and document requests, in their entirety, also violate the pre-filing moratorium on written discovery agreed to by the parties and incorporated in the Discovery Guidelines. Serving such discovery now has the inevitable effect of interfering with Conrail's preparation and timely completion of its filing due March 29, 1996, and is harassing and oppressive, and may be calculated to impose undue burden, annoyance, and expense.

In addition to this general objection to the interrogatories and document requests in their entirety, Conrail hereby reserves, and asserts, as to each individual interrogatory and request, any and all applicable general objections and assertions of privilege, including without limitation objections based on the attorney-client privilege, the work product protection, and the settlement privilege; irrelevance to the subject matter of the action; the ready availability of the documents to Applicants through other means; the confidential nature of the requested information; overbreadth and/or vagueness; the burdensomeness of the requested discovery; untimeliness; and/or the effect of the discovery to harass, annoy, oppress, or impose undue burden or expense.

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


Daniel K. Mayers
William J. Kolasky, Jr.
A. Stephen Hut, Jr.
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037

March 4, 1996

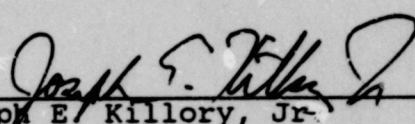
CERTIFICATE OF SERVICE

I certify that on this 4th day of March, 1996, a copy of the foregoing Consolidated Rail Corporation's Fourth Request to Applicants for Production of Documents was served by hand delivery to:

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

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

and served by first-class mail, postage pre-paid, to all parties on the Restricted Service List.



Joseph E. Killory, Jr.

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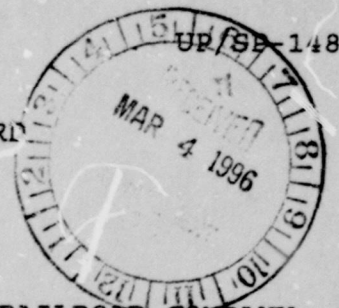
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Mar # 38

615-79

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 COASTAL CORPORATION'S
FIRST REQUEST TO APPLICANTS 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

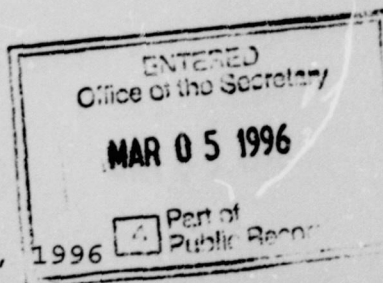
Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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



March 4, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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



APPLICANTS' OBJECTIONS TO THE COASTAL CORPORATION'S
FIRST REQUEST TO APPLICANTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the Coastal Corporation's First Request to Applicants for Production of Documents, served February 26, 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 document 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 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 Coastal from its own files.

7. Applicants object to the extent that the 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" and "SP" as overbroad.

9. Applicants object to the inclusion of "any parent, subsidiary or affiliated corporation, partnership or other [person or] legal entity" in the definitions of "Applicants," "SP and "UP" as unduly vague, overbroad, and not susceptible of meaningful application in the context of many of the document requests.

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

11. Applicants object to Definition No. 14 as overbroad and as unduly vague and unduly burdensome.

12. Applicants object to Instructions Nos. 1, 3, 5, 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, 3, 5, 6, 7, 8, 9, 11, and 12 as unduly burdensome.

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

15. Applicants object to the 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 DISCOVERY REQUESTS

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

Document Request No. 1: "Produce every document relating to competition between or among any of the Applicants for the transportation of coal from the following rail loadouts in Utah:

- a) Sharp;
- b) Banning,
- c) Savage Coal Terminal; and
- d) Skyline."

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 every document relating to competition between or among any of the Applicants for the transportation of coal from the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCO);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

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. 3: "Produce every document relating to competition between or among any of the Applicants for the transportation of chemicals from the Coastal Chem, Inc. Battle Mountain, Nevada facility."

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. 4: "Produce every document relating to the establishment of tariff rates for the transportation of coal by UP, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any coal consumer, from the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

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. 5: "Produce every document relating to the establishment of tariff rates for the transportation of coal by UP, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any coal consumer, from the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

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

Document Request No. 6: "Produce every document relating to the establishment of tariff rates for the transportation of coal by SP, including but not limited to documents relating to negotiations between SP and Coastal and negotiations between SP and any coal consumer, from the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

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

Document Request No. 7: "Produce every document relating to the establishment of tariff rates for the transportation of coal by SP, including but not limited to documents relating to negotiations between SP and Coastal and negotiations between SP and any coal consumer, from the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

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. 8: "Produce every document relating to the establishment of tariff rates for the transportation of chemicals by UP, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any chemicals consumer, from the Coastal Chem., Inc. Battle Mountain, Nevada facility."

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

Document Request No. 9: "Produce every document relating to the establishment of tariff rates for the transportation of chemicals by SP, including documents relating to negotiations between SP and Coastal and negotiations between SP and any chemicals consumer, from the Coastal Chem., Inc. Battle Mountain, Nevada facility."

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. 10: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for transportation contracts, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any coal consumer, for the transportation of coal by UP from the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

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. 11: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for transportation contracts, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any coal consumer, for the transportation of coal by UP from the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

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. 12: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for the transportation contracts, including but not limited to documents relating to negotiations between SP and Coastal and negotiations between SP and any coal consumer, for the transportation of coal by SP from the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

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. 13: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for transportation contracts, including but not limited to documents relating to negotiations between SP and Coastal and negotiations between SP and any coal consumer, for

the transportation of coal by SP from the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

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. 14: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for transportation contracts, for the transportation of chemicals by UP from the Coastal Chem., Inc. Battle Mountain, Nevada facility, including but not limited to documents relating to negotiations between UP and Coastal and negotiations between UP and any chemicals consumer regarding such contracts."

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

Document Request No. 15: "Produce every document relating to the establishment of the terms of transportation contracts, or proposals for transportation contracts, for the transportation of chemicals by SP from the Coastal Chem., Inc. Battle Mountain, Nevada facility, including but not limited to documents relating to negotiations between SP and Coastal and negotiations between SP and any chemicals consumer regarding such contracts."

Additional Objections: Applicants object to this document request as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor

reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 16: "Produce every document relating to 1995 contract negotiations between Coastal and UP regarding coal shipments from Coastal's rail loadouts at Sharp, Banning and Skyline, Utah to the Ports of Long Beach and/or Los Angeles, California, including, but not limited to, documents relating to the negotiations of Rail Transportation Contract ICC-UP-C-29609, and documents relating to transportation rate refunds granted by UP to Coastal in Rail Transportation Contract ICC-UP-C-29928."

Additional Objections: Applicants object to this document

- request as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 17: "Produce every document relating to the 1995 contract negotiations between Coastal and SF regarding coal shipments from Banning and Skyline, Utah to the Ports of Long Beach and/or Los Angeles, California."

Additional Objections: Applicants object to this document

request as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 18: "Produce all documents from 1990 until present relating to SP's actual or potential transportation of coal from Utah origins to the Ports of Los Angeles and/or Long Beach, California."

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. 19: "Produce all SP contracts for the transportation of coal from Utah origins to the Ports of Los Angeles and/or Long Beach, California."

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

Document Request No. 20: "Produce all waybills for SP shipments of coal from Utah origins to the Ports of Los Angeles and/or Long Beach, California."

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

Document Request No. 21: "Produce all documents that discuss competition between or among the Applicants and BN and/or Utah Railway after the merger is completed for transportation of coal originating at the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

Additional Objections: None.

Document Request No. 22: "Produce all documents that discuss competition between or among the Applicants and BN and/or Utah Railway after the merger is completed for transportation of coal originating at the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and

c) Soldier Creek Coal Company."

Additional Objections: None.

Document Request No. 23: "Produce all documents that discuss competition between or among the Applicants and BN after the merger is completed for transportation of chemicals originating at the Coastal Chem., Inc. Battle Mountain, Nevada facility."

Additional Objections: None.

Document Request No. 24: "Produce all documents that refer to or relate to anticipated or potential rate changes after the merger is completed for transportation of coal originating at the following rail loadouts in Utah:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

Additional Objections: None.

Document Request No. 25: "Produce all documents that refer to or relate to anticipated or potential rate changes after the merger is completed for transportation of coal originating at the following Utah coal mines:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

Additional Objections: None.

Document Request No. 26: "Produce all documents that refer to or relate to anticipated or potential rate changes after the merger is completed for transportation of chemicals originating at the Coastal Chem, Inc. Battle Mountain, Nevada facility.

Additional Objections: None.

Document Request No. 27: "Produce all documents that relate to Applicants' operating plan for handling coal shipments originating at the following Utah rail loadouts if the proposed merger is consummated, including but not limited to any changes in the frequency, car supply, performance standards, switching service or rates for Applicants' service:

- a) Sharp;

- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

Additional Objections: None.

Document Request No. 28: "Produce all documents that relate to Applicants' operating plan for handling coal shipments originating at the following Utah coal mines if the proposed merger is consummated, including but not limited to any changes in the frequency, car supply, performance standards, switching service or rates for Applicants' service:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

Additional Objections: None.

Document Request No. 29: "Produce all documents that relate to Applicants' operating plan for handling chemicals shipments originating at the Coastal Chem. Inc. Battle Mountain, Nevada facility if the proposed merger is consummated, including but not limited to any changes in the frequency, car supply, performance standards, switching service or rates for Applicants' service."

Additional Objections: None.

Document Request No. 30: "Produce all analyses of the extent to which coal traffic originating at the following Utah rail loadouts will utilize BN and/or Utah Railway service under the BNSF settlement:

- a) Sharp;
- b) Banning;
- c) Savage Coal Terminal; and
- d) Skyline."

Additional Objections: None.

Document Request No. 31: "Produce all analyses of the extent to which coal traffic originating at the following Utah coal mines will utilize BN and/or Utah Railway service under the BNSF settlement:

- a) Southern Utah Fuel Company (SUFCo);
- b) Skyline (Utah Fuel Company); and
- c) Soldier Creek Coal Company."

Additional Objections: None.

Document Request No. 32: "Produce all analyses of the extent to which chemicals traffic originating at the Coastal Chem., Inc. Battle Mountain, Nevada facility will utilize BN service under the BNSF settlement."

Additional Objections: None.

Document Request No. 33: "Produce all data relating to the UP and SP current operations at the Sharp, Banning, Savage Coal Terminal, and Skyline Utah rail loadouts, including:

- (a) frequency of service;
- (b) type of crew (i.e. yard, local, through);
- (c) origin location of crew;
- (d) number and type of locomotives;
- (e) number of cars originating/terminating at each facility; and
- (f) number of cars in the train not originating/terminating at each facility."

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. 34: "Produce all data relating to the UP and SP current operations at Battle Mountain, Nevada including:

- (a) frequency of service;
- (b) type of crew (i.e., yard, local, through);
- (c) origin location of crew;
- (d) number and type of locomotives;
- (e) number of cars originating/terminating at each facility; and
- (f) number of cars in the train not originating/terminating at each facility."

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. 35: "For each electric utility customer of any Applicant that has received or currently receives coal which originates at the Southern Utah Fuel Company (SUFCo) mine, the Skyline (Utah Fuel Company) mine or the Soldier Creek Coal Company mine, produce:

- (a) each rail transportation contract entered into in the past five years; and
- (b) all correspondence regarding rates and/or service for coal transportation for each origin and destination pair from January 1, 1994."

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

Document Request No. 36: "Produce the joint facility agreement between SP and the Utah Railway currently in effect between Utah Railway Junction and Provo, Utah."

Additional Objections: None.

Document Request No. 37: "Produce all documents, including but not limited to SP cost worksheets, reflecting SP cost data used in establishing rates for the movement of coal between Savage Coal Terminal, Banning, and Skyline, Utah origins and the Ports of Los Angeles and/or Long Beach, California."

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

Document Request No. 38: "Produce all current SP employee timetables and special instructions currently in effect governing the following movements:

- a) between Price, Utah and Ogden, Utah;
- b) between Ogden, Utah and Roseville, California; and
- c) between Roseville, California and the Ports of the Los Angeles and/or Long Beach, California."

Additional Objections: None.

Document Request No. 39: "Produce the agreement, commonly referred to as the Alameda Corridor Agreement, to which SP is a signatory."

Additional Objections: Applicants object to this document 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.

Document Request No. 40: "Produce the paired track agreement currently in effect between SP and UP between Weso, Nevada and Alazon, Nevada."

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

Document Request No. 41: "Produce the current joint facility agreement between SP and BN governing the territory between Kern Junction, California and Mojave, California."

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

Document Request No. 42: "Produce all agreements to which SP is a signatory governing joint operations territory between the Los Angeles Union Passenger Terminal and Lancaster, California."

Additional Objections: Applicants object to this document request 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.

Document Request No. 43: "Produce the unit train agreement to which SP is a signatory governing operation of unit trains between Central Los Angeles and the Ports of Los Angeles and/or Long Beach, California."

Additional Objections: Applicants object to this document 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.

Document Request No. 44: "Produce the unit train agreement to which UP is a signatory governing operation of unit trains between Central Los Angeles and the Ports of Los Angeles and/or Long Beach, California."

Additional Objections: Applicants object to this document 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.

Document Request No. 45: "Produce all documents relating to studies or analyses comparing the competitiveness of (a) the Ports of Oakland and Stockton, California, and other potential California port sites, including but not limited to Selby, California, with (b) the Ports of Los Angeles and/or Long Beach, California."

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. 46: "Produce all current SP track charts covering the route between Savage Coal Terminal at Price, Utah

and the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

Additional Objections: None.

Document Request No. 47: "Produce all documents, including but not limited to SP grade and profile charts, reflecting grades on the SP route between Savage Coal Terminal at Price, Utah and the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

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. 48: "Produce all documents, including but not limited to SP power guides, specifying the basis on which locomotive power is assigned to SP coal shipments and/or other SP traffic moving between Savage Coal Terminal at Price, Utah and the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

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. 49: "Produce all documents reflecting current revenue divisions between SP and BN for traffic originating at Denver, Colorado."

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

Document Request No. 50: "Produce all documents relating to home and away-from-home terminals for all current SP crew districts covering the route between Savage Coal Terminal at Price, Utah and the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

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

- Document Request No. 51: "Produce all documents, including but not limited to SP blocking books, reflecting SP operating schedules for trains handling coal between Savage Coal Terminal, Banning and Skyline, Utah origins and the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

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. 52: "Produce all SP labor agreements and/or wage tables reflecting hourly, daily or mileage rates currently governing rates of pay for all employees, of all classes of service, involved in the movement of coal traffic from Savage Coal Terminal, Banning and Skyline, Utah origins to the Ports of Los Angeles and/or Long Beach, California, via Roseville, California."

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

Document Request No. 53: "Produce the joint facility agreement in effect between UP and BN covering the territory from Daggett, California to Riverside Junction, California."

Additional Objections: Applicants object to this document request 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. 54: "Produce the document which establishes Grand Junction, Colorado as an interchange point between the Utah Railway and BN, incident to the contingent agreement between Utah Railway and UP/SP governing trackage rights between Utah Railway Junction, Utah and Grand Junction, Colorado."

Additional Objections: None.

Document Request No. 55: "Produce all documents reflecting UP cost data used in establishing the rates for the movement of coal between Savage Coal Terminal, Banning and Skyline, Utah origins on the SP via UP lines from Provo and/or Springville, Utah and Las Vegas, Nevada to the Ports of Los Angeles and/or Long Beach, California from January 1, 1990 to present, including but not limited to UP cost worksheets."

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. 56: "Produce all UP employee timetables and special instructions currently in effect governing movements between Provo or Springville, Utah and the Ports of Los Angeles and/or Long Beach, California, via Las Vegas, Nevada."

Additional Objections: None.

Document Request No. 57: "Produce all current UP track charts covering the route between Provo or Springville, Utah and the Ports of Los Angeles and/or Long Beach, California, via Las Vegas, Nevada."

Additional Objections: None.

Document Request No. 58: "Produce all documents, including but not limited to current UP grade and profile charts, reflecting grades on the UP route between Provo or Springville, Utah and the Ports of Los Angeles and/or Long Beach, California, via Las Vegas, Nevada."

Additional Objections: None.

Document Request No. 59: "Produce all documents, including but not limited to UP power guides, specifying the basis on which locomotive power is assigned to UP coal traffic and/or other traffic moving between Provo or Springville, Utah and the Ports of Los Angeles and/or Long Beach, California, via Las Vegas."

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. 60: "Produce all documents relating to home and away-from-home terminals for all current UP crew districts covering the routes between Salt Lake City, Provo and Lyndyl, Utah and the Ports of Los Angeles and/or Long Beach, California."

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

Document Request No. 61: "Produce all documents relating to home and away-from-home terminals for all current UP crew districts covering the routes between Salt Lake City, Warner and Lyndyl, Utah and the Ports of Los Angeles and/or Long Beach, California."

Additional Objections: Applicants object to this document request 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. 62: "Produce all documents, including but not limited to UP blocking books, reflecting UP operating schedules for trains handling coal between Provo or Springville, Utah and the Ports of Los Angeles and/or Long Beach, via Las Vegas, California."

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

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

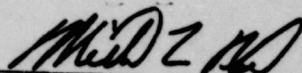
March 4, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th day of March, 1996, I caused a copy of the foregoing document to be served by hand on Robert M. Bruskin, counsel for Coastal Corporation, at Howrey & Simon, 1299 Pennsylvania Avenue, N.W., Washington, D.C. 20004, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

STB

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B.

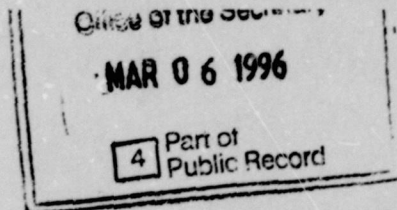
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WEINER. BRODSKY. SIDMAN & KIDER

AT Item No. _____ PROFESSIONAL CORPORATION

Page Count 18
Mar #41
AVENUE, N.W., SUITE 800
HINGTON, D.C. 20005-4797
(202) 628-2000
ELECOPIER (202) 628-2011



RICHARD J. ANDRANO, JR.
JAMES A. BRODSKY
JO A. DeROCHE
CYNTHIA L. GILMAN
DON J. HALPERN
CHRISTOPHER E. KACZMAREK*
MITCHEL H. KIDER
SHERRI L. LEDNER
PAUL C. OAKLEY*
BRUCE E. PRIDDY*
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
JOSEPH F. YENOUSKAS

March 4, 1996

*NOT ADMITTED IN D.C.

BY HAND DELIVERY

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



MRL-5, MRL-6

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and 20 copies of each of (i) Objections of Montana Rail Link, Inc. to Applicants' First Set of Interrogatories and Requests for Production of Documents, and (ii) Objections of Montana Rail Link, Inc. to Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company's First Set of Interrogatories and Document Production Requests.

Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very Truly Yours,

Christopher E. Kaczmarek
Christopher E. Kaczmarek

Enclosures

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MRL-5

BEFORE THE
SURFACE TRANSPORTATION BOARD

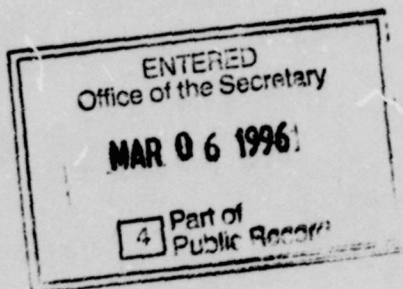
Finance Docket No. 32760

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

--CONTROL AND MERGER--

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

OBJECTIONS OF MONTANA RAIL LINK, INC. TO
APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS



Mark H. Sidman
Jo A. DeRoche
Christopher E. Kaczmarek
Weiner, Brodsky, Sidman &
Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005
(202) 628-2000

ATTORNEYS FOR
MONTANA RAIL LINK, INC.

Dated: March 4, 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

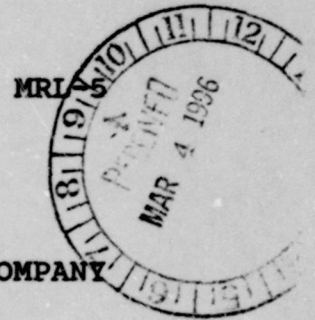
OBJECTIONS OF MONTANA RAIL LINK, INC. TO
APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Montana Rail Link, Inc. ("MRL") objects as follows to the
"First Set of Interrogatories and Requests for Production of
Documents" ("Discovery Request") directed to MRL by Applicants
UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW ("Applicants").
These objections are made pursuant to the Discovery Guidelines
applicable to this proceeding as adopted by the Administrative
Law Judge on December 7, 1995.

GENERAL OBJECTIONS

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

1. MRL objects to Applicant's Discovery Request to the
extent that it is premature in light of the Procedural Schedule
served by the Interstate Commerce Commission ("Commission") on
October 19, 1995, and violates the spirit and intent of the
discovery moratorium imposed under the Discovery Guidelines
agreed to and entered in this proceeding. The Procedural



Schedule clearly states that "[d]iscovery on responsive and inconsistent applications will begin immediately upon their filing," which will occur on March 29, 1996. The Discovery Guidelines stipulate that "[n]o written discovery requests shall be served after February 26, 1995 [sic], through March 29, 1995 [sic]." The clear intent of this moratorium is to provide parties the unhindered opportunity to fully concentrate their time and resources on the preparation of comprehensive inconsistent or responsive applications, protests, comments and/or requests for conditions that must be filed by March 29, 1996. Applicants served their Discovery Request by facsimile late in the evening on February 26, 1996, substantially seeking the information MRL is currently in the process of producing, gathering, etc., in association with the preparation of its inconsistent or responsive application. This information will be provided either as part of MRL's March 29, 1996 submission or as part of the workpapers underlying that submission. Thus, the Discovery Request is premature, based on both the Procedural Schedule and the Discovery Guidelines, and MRL objects to it.

2. Relatedly, Applicant's Discovery Request is unduly burdensome in that it imposes duplicative burdens on MRL at a time when MRL is devoting its time and resources to the preparation and filing of its inconsistent or responsive application, protest, comments or request for conditions by the March 29, 1995, deadline.

3. MRL objects to Applicant's Discovery Request to the extent that it seeks information protected from discovery by the attorney-client privilege, the work-product doctrine, or any other privilege, immunity or exemption.

4. MRL objects to Applicant's Discovery Request to the extent it seeks information or documents not in MRL's possession, custody or control.

5. MRL objects to providing information or documents that are readily obtainable by Applicants from their own files.

6. MRL objects to production of public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board ("Board") or the Securities and Exchange Commission or clippings from newspapers or other public media.

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

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

9. MRL objects to the extent that the Discovery Request seeks highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.

10. MRL objects to the Discovery Request to the extent it calls for the preparation of special studies, reports, analyses, etc., not already in existence.

11. MRL objects to Applicant's Discovery Request to the extent it seeks documents which do not exist or are not relevant to the subject matter of this action or are not calculated to lead to the discovery of relevant evidence.

12. MRL objects to Applicant's Discovery Request to the extent that it attempts to impose any obligation on MRL beyond those imposed by the General Rules of Practice of the Commission, 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, the Discovery Guidelines or the Administrative Law Judge assigned to this case.

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

Subject to, including and without waiving the General Objections, MRL makes the following additional and specific objections to Applicant's Discovery Request.

Interrogatory No. 1: Identify and describe in detail any agreements that MRL has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If MRL contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Additional Objections: MRL objects to this request on the grounds that it seeks identification of information that is neither relevant nor reasonably calculated to lead to the discovery of relevant evidence.

Document Request 1: Produce no later than April 1, 1996 (a) all workpapers underlying any submission that MRL makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts of any witnesses presenting testimony for MRL on or about March 29, 1996 in this proceeding.

Additional Objections: (a) None. (b) MRL objects to this request on the grounds that the term "publications" is vague, ambiguous and undefined.

Document Request 2: Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 3: Produce all documents relating to potential traffic impacts of the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 4: Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source or

destination competition, (c) transloading options, or (d) build-in options.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control. MRL further objects to this request on the grounds that the term "build-in options" is vague, ambiguous and undefined.

Document Request 5: Produce all documents relating to the BN/Santa Fe Settlement Agreement.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 6: Produce all documents relating to the IC Settlement Agreement.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 7: Produce all documents relating to the Utah Railway Settlement Agreement.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 8: Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 9: Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 10: Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

Additional Objections: MRL objects to this request on the grounds that it is unduly vague and burdensome, and overly broad in that it seeks information or documents that are not in MRL's possession, custody or control.

Document Request 11: Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

Additional Objections: MRL objects to this request on the grounds that it is unduly vague and burdensome, and overly broad in that it seeks information or documents that are not in MRL's possession, custody or control.

Document Request 12: Produce all studies, reports or analyses relating to the financial position or prospects of SP.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 13: Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

Additional Objections: MRL objects to this request on the grounds that the term "communications" is vague, ambiguous and undefined.

Document Request 14: Produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from shippers, public officials, railroads or others for the position of MRL or any other party in this proceeding.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and burdensome, and because it seeks information or documents not in MRL's possession, custody or control.

Document Request 15: Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governors's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any

financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and burdensome, and because it seeks information or documents not in MRL's possession, custody or control. MRL further objects to this request to the extent that it seeks information that may impinge upon MRL's right to petition the government for redress of grievances pursuant to the First Amendment.

Document Request 16: Produce all notes of any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control. MRL further objects to this request to the extent that it seeks information that may impinge upon MRL's right to petition the government for redress of grievances pursuant to the First Amendment.

Document Request 17: Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 18: Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 19: Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 20: Produce all documents relating to actual or estimated maintenance-and-operating cost, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that

might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 21: Produce all documents relating to any agreement or understanding that MRL has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

Additional Objections: MRL objects to this request on the grounds that it seeks production of documents neither relevant nor reasonably calculated to lead to the discovery of relevant evidence.

Document Request 22: Produce all presentations to, and minutes of, the board of directors of MRL relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

Additional Objections: None.

Document Request 23: Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

Additional Objections: MRL objects to this request on the grounds that it is unduly vague and burdensome, and overly

broad in that it seeks information or documents that are not in MRL's possession, custody or control.

Document Request 24: Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

Additional Objections: MRL objects to this request on the grounds that it is unduly vague and burdensome, and overly broad in that it seeks information or documents that are not in MRL's possession, custody or control.

Document Request 25: Produce all MRL business plans or strategic plans.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and therefore seeks production of information or documents neither relevant nor reasonably calculated to lead to the discovery of relevant evidence.

Document Request 26: Produce all computerized 100% MRL traffic data for 1994, containing at least the fields listed in Attachment A hereto, a Rule 11 or other rebilling indicator, gross freight revenue, and freight revenue net of allowances, refunds, discounts or other revenue offsets, together with documentation explaining the record layout and the content of the fields. To the extent particular items are unavailable in machine-readable form, (a) provide them in hard-copy form, and (b) provide any similar machine-readable data.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks production of commercially-sensitive information or documents neither

relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request 27: Produce all documents relating to MRL's financial support for, establishment of, participation in, or relationship with the "Coalition for Competitive Rail Transportation".

Additional Objections: MRL objects to this request on the grounds that it is vague, overly broad and seeks production of documents neither relevant nor reasonably calculated to lead to the discovery of relevant evidence.

Document Request 28: Produce all documents relating to discussions between MRL and Applicants in August or September 1995 concerning possible line sales, trackage rights or other agreements in regard to this proceeding. Except to the extent that Applicants may be required to do so, MRL need not produce documents depicting the back-and-forth of negotiations.

Additional Objections: None.

Document Request 29: Produce all documents relating to the acquisition by any person of all or any portion of SP or MRL's interest in such an acquisition.

Additional Objections: MRL objects to this request on the grounds that it is overly broad, vague, ambiguous and unintelligible.

Document Request 30: Produce all documents relating to possible operations by MRL over, or capital investments by MRL in, lines of UP or SP.

Additional Objections: None.

Document Request 31: Produce each current haulage or trackage rights agreement in effect between MRL and any other railroad.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks production of documents neither relevant nor reasonably calculated to lead to the discovery of relevant evidence.

Document Request 32: Produce all studies, reports or analyses relating to competition in freight transportation services for shipments to or from West Coast ports.

Additional Objections: MRL objects to this request on the grounds that it is unduly vague and burdensome, and overly broad in that it seeks information or documents that are not in MRL's possession, custody or control.

Document Request 33: Produce all public statements by MRL's President or other top executives relating to the UP/SP merger.

Additional Objections: None.

Document Request 34: Produce MRL's annual reports to stockholders for years 1991 through 1995.

Additional Objections: None.

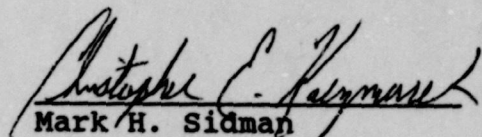
Document Request 35: Produce all documents relating to any possible breakup or bankruptcy of SP.

Additional Objections: MRL objects to this request on the grounds that it is overly broad and seeks information or documents not in MRL's possession, custody or control.

Document Request 36: Produce all documents relating to MRL's reasons for opposing the UP/SP merger or seeking to acquire any portion of SP in connection with the UP/SP merger.

Additional Objections: None.

Respectfully submitted,



Mark H. Sidman
Jo A. DeRoche
Christopher E. Kaczmarek
Weiner, Brodsky, Sidman &
Kider, P.C.
1350 New York Ave., N.W.
Suite 800
Washington, D.C. 20005
(202) 628-2000

ATTORNEYS FOR
MONTANA RAIL LINK, INC.

Dated: March 4, 1996

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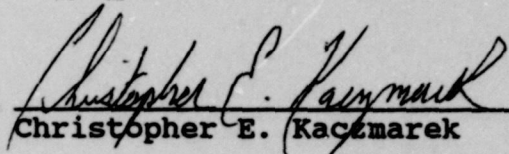
CERTIFICATION OF SERVICE

I hereby certify that on this 4th day of March, 1996, a copy of the foregoing Objections of Montana Rail Link, Inc. to Applicants' First Set of Interrogatories and Requests for Production of Documents was served by facsimile and by first-class mail, postage prepaid, upon:

Arvid E. Roach, II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

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

and by first-class mail, postage prepaid, upon all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760.


Christopher E. Kaczmarek

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3-4-96

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Item No. _____

Page Count 2

Mar. #75 Big Sky Country

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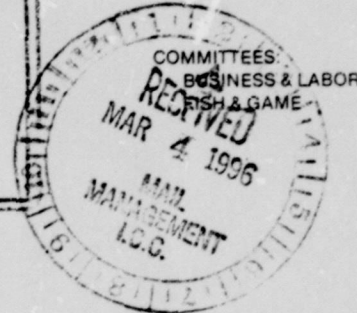
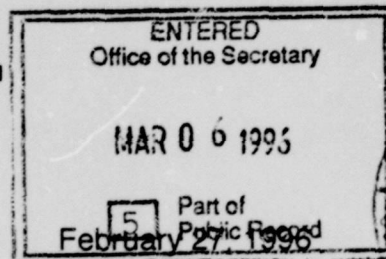
MONTANA HOUSE OF REPRESENTATIVES

REPRESENTATIVE ROBERT J. PAVLOVICH

HOUSE DISTRICT 37

HOME ADDRESS:

1375 HARRISON AVENUE
BUTTE, MONTANA 59701
PHONE: (406) 723-9092



Hon. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street and Constitution Avenue. N.W.
Room 1324
Washington, D.C. 20423

RE: FINANCE DOCKET NO. 327610 UNION PACIFIC CORP./SOUTHERN PACIFIC
RAIL CORP. - CONTROL AND MERGER

Dear Mr. Williams:

I support the proposed merger of the Union Pacific Railroad and the Southern Pacific Lines for the following reasons:

1. A merger will be good for Montana shippers and workers. It will significantly improve service and strengthen competition within Montana's transportation sector and throughout the West, and the merged system will meet the competitive challenge of Burlington Northern/Santa Fe.
2. Montana coal shippers served by Union Pacific will gain faster and more direct routes via Denver to Texas and Gulf ports, shorter single-line service to numerous points served exclusively by Southern Pacific throughout the West and the Midwest. These improvements in service made possible by the merger would be welcomed by shippers to and from Montana.
3. Montana's Powder River Basin coal market will find new growth opportunities in Midwestern and Southwestern markets because of the newly competitive routes. The merged system will realize cost savings which will foster increased investment to expand capacity and further improve service, keeping rail transportation viable throughout the country. In turn, Montana's increased rail system traffic will bring more jobs and economic development to this state.

**ADVISE OF ALL
PROCEEDINGS**



The Big Sky Country

MONTANA HOUSE OF REPRESENTATIVES

REPRESENTATIVE ROBERT J. PAVLOVICH

HOUSE DISTRICT **37**

HOME ADDRESS:

1375 HARRISON AVENUE
BUTTE, MONTANA 59701
PHONE: (406) 723-9092

COMMITTEES:
BUSINESS & LABOR
FISH & GAME

4. It is important to Montana that Union Pacific/Southern Pacific continue to compete on a scale comparable to Burlington Northern/Santa Fe. I expect the merged system will strengthen competition on those routes that have become single-line with the merger of Burlington Northern/Santa Fe. Therefore, the merger can only help Montana shippers by allowing Union Pacific to compete fairly.
5. With the Grain Elevator located at Nissler Junction, the merger would make it more accessible for Montana farmers to ship their grain throughout the far West.

For the above reasons, I fully support the Union Pacific/Southern Pacific merger and urge the Interstate Commerce Commission to promptly approve the merger.

Rep. Robert J. Pavlovich

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Page Count 13

MAR # 19 ON

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Attorneys at Law

1299 Pennsylvania Ave., N.W.

Washington, D.C. 20004-2402

(202) 783-0800

FAX (202) 383-6610

March 1, 1996

In Los Angeles

(213) 236-1700

Mark L. Josephs
(202) 383-7353

HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20424



Re: Finance Docket No. 32760

Dear Secretary Williams:

Enclosed are the original and 20 copies of Coastal Corporation's Objections to Applicants' First Set of Interrogatories and Requests for the Production of Documents (COAC-4) to be filed in this proceeding. Also enclosed is a 3.5 inch disc containing the text of this pleading in Word Perfect 5.1 format. This pleading has been served on the Applicants and each party on the restricted service list, pursuant to the Discovery Guidelines in this proceeding.

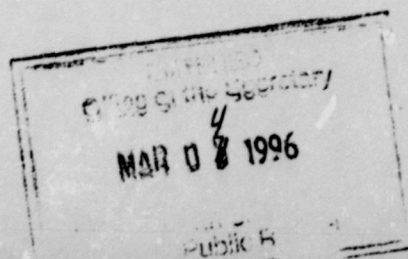
In addition, an extra copy is enclosed to be file-stamped and returned to our messenger. Thank you for your assistance with this matter.

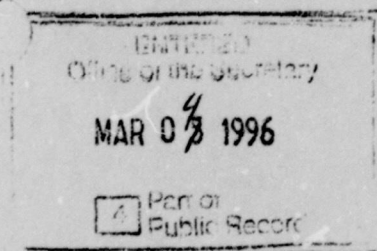
Sincerely,

Mark L. Josephs

Enclosures

cc: The Honorable Jerome Nelson
Restricted Service List





BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

COASTAL'S OBJECTIONS TO APPLICANTS' FIRST SET OF
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Coastal Corporation ("Coastal") submits the following objections to the first set of interrogatories and requests for production of documents served by Applicants on February 26, 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."

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

GENERAL OBJECTIONS

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

1. Coastal objects to production of documents or information subject to the attorney-client privilege.
2. Coastal objects to production of documents or information subject to the work product doctrine.
3. Coastal objects to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.
4. Coastal objects 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. Coastal objects to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.
6. Coastal objects to providing confirmation or documents that are as readily obtainable by Applicants from their own files.
7. Coastal objects 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. Coastal objects to the discovery requests to the extent that they call for the preparation of special studies not already in existence.
9. Coastal objects 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. Coastal objects to any discovery request that purports to require it to produce information concerning draft versions of testimony, comments, briefs, or other pleadings which may be filed in this proceeding.

ADDITIONAL OBJECTIONS TO SPECIFIC DISCOVERY REQUESTS

In addition to the General Objections, applicants make the following objections to Applicants' discovery requests:

INTERROGATORIES

1. Identify and describe in detail any agreements that Coastal has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If Coastal contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Additional Objections: None.

2. For each Coastal facility that produces coal, separately for each year 1993 through 1995, identify the originating mines for all coals and, as to each such mine, state: (a) the tonnage of coal from that mine; (b) the average delivered price of coal from that mine; (c) the average minehead price of that coal; (d) the rail transportation routings (including origination and interchange points) for all coal shipped from that mine to the plant; and (e) any transportation routings or modes other than rail used in shipping coal from the mine.

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

DOCUMENT REQUESTS

1. Produce no later than April 1, 1996 (a) all workpapers underlying any submission that Coastal makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony from Coastal on or about March 29, 1996 in this proceeding.

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

2. Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

Additional Objections: None.

3. Produce all documents relating to potential traffic impacts of the UP/SP merger.

Additional Objections: None.

4. Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.

Additional Objections: None.

5. Produce all documents relating to the BN/Santa Fe Settlement Agreement.

Additional Objections: None.

6. Produce all documents relating to the IC Settlement Agreement.

Additional Objections: None.

7. Produce all documents relating to the Utah Railway Settlement Agreement.

Additional Objections: None.

8. Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

Additional Objections: None.

9. Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

Additional Objections: None.

10. Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

Additional Objections: Coastal objects 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.

11. Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

Additional Objections: Coastal objects 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 deal to the discovery of admissible evidence.

12. Produce all studies, reports or analyses relating to the financial position or prospects of SP.

Additional Objections: None.

13. Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

Additional Objections: None.

14. Produce all presentations, solicitation packages, form verified statements, or other materials used to seek support from shippers, public officials, railroads or others for the position of Coastal or any other party in this proceeding.

Additional Objections: Coastal objects to this document 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.

15. Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections: Coastal objects to this document 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.

16. Produce all notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utility Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

Additional Objections: Coastal objects to this document 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.

17. Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

Additional Objections: Coastal objects 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.

18. Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

Additional Objections: None.

19. Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections: None.

20. Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Additional Objections: None.

21. Produce all documents relating to any agreement or understanding that Coastal has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

Additional Objections: None.

22. Produce all presentations to, and minutes of, the boards of directors (or other governing bodies) of Coastal relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

Additional Objections: Coastal objects to this document 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.

23. Produce all documents relating to whether Utah and Colorado coal competes with Powder River Basin or Hanna Basin coals, including but not limited to any studies, reports or analyses of the use by utilities of, solicitation by utilities of bids for or interchangeability in use of, such coals.

Additional Objections: Coastal objects 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 deal to the discovery of admissible evidence.

24. Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

Additional Objections: None.

25. Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

Additional Objections: None.

26. Produce Coastal's files regarding the transportation (including the transportation by non-rail modes) of all commodities that Coastal has moved via UP or SP since January 1, 1993.

Additional Objections: Coastal objects 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 deal to the discovery of admissible evidence.

27. Produce all documents relating to the effect of the UP/SP merger on coal transportation service, competition or routings to or from any Coastal facility or mine.

Additional Objections: None.

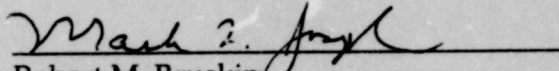
28. Produce all filings made with state utility commissions or state regulatory agencies that discuss sources of fuel.

Additional Objections: Coastal objects 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 deal to the discovery of admissible evidence.

29. Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto.

Additional Objections: None.

Respectfully submitted,



Robert M. Bruskin
Rosemary McEnery
Mark L. Josephs
HOWREY & SIMON
1299 Pennsylvania Ave., N.W.
Washington, D.C. 20004
(202) 783-0800

Attorneys for the Coastal Corporation

Date: March 1, 1996

CERTIFICATE OF SERVICE

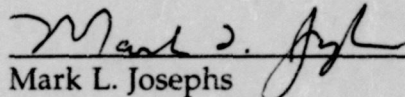
I hereby certify that copies of the foregoing Coastal's Objections to Applicants' First Set of Interrogatories and Requests for the Production of Documents were served on the following persons via facsimile and regular mail, postage prepaid:

Arvid E. Roach, II
J. Michael Hemmer
• Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave., N.W.
Washington, D.C. 20044

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

Judge Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory
Commission
825 North Capitol Street, N.E.
Washington, D.C. 20426

Copies of the foregoing Coastal's Objections to Applicants' First Set of Interrogatories and Requests for the Production of Documents were also served by regular mail, postage prepaid to all parties on the restricted service list, pursuant to the Discovery Guidelines.


Mark L. Josephs

Dated: March 1, 1996

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Item No. _____

Page Count 1

MAR # 20



CITY OF HUDSON, OHIO

27 E. Main Street

Hudson, Ohio 44236-3099

(216) 650-1799 • (216) 656-1886 • Fax (216) 656-1585

February 23, 1996

FD 32760

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



Dear Secretary Williams:

I am concerned that the proposed Union Pacific-Southern Pacific railroad merger is not in the public interest in Northeast Ohio. We would be far better served if the UP-SP's eastern routes were, as part of the proposed merger, sold to Conrail, not leased to another western railroad.

My reasoning is straightforward. First, our industrial companies, particularly in the booming polymers sector, need direct service to raw materials and markets in the Gulf "chemical coast" region and to Mexico. Second, we believe that an owner-carrier, such as Conrail, would have greater incentive to improve markets along the route. Third, by keeping Conrail strong, we ensure a variety of service options and strong price competition among the major railroads in our region, namely CSX, Norfolk and Southern, and Conrail.

Finally, I am concerned that railroad "mega mergers" cost hardworking citizens jobs -- as they have in other industries. Conrail is a major Ohio employer, and their success is in the public interest here.

For those reasons I would oppose the proposed merger unless it includes the Conrail purchase of the eastern lines of the old Southern Pacific. Only with the Conrail acquisition will Northeast Ohio economies be maximally served.

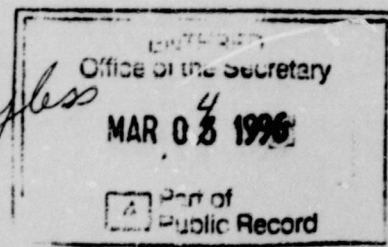
Thank you for your consideration.

Sincerely,

Harold L. Bayless

Harold L. Bayless

Mayor



**ADVISE OF ALL
PROCEEDINGS**



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3-1-96

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61553

Item No. _____

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MAR # 22

61553

UP/SP-146

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 TEXAS UTILITIES
ELECTRIC COMPANY'S 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 18013
(610) 861-3290

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

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

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

March 1, 1996

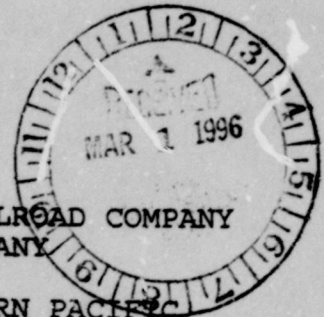
BEFORE THE
SURFACE TRANSPORTATION BOARD

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 TEXAS UTILITIES
ELECTRIC COMPANY'S FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the discovery requests served by Texas Utilities Electric Company on February 23, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

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

GENERAL OBJECTIONS

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

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

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

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

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

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

6. Applicants object to providing information or documents that are as readily obtainable by Texas Utilities Electric Company 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" as unduly vague.

9. Applicants object to Instructions Nos. 2, 3 and 4 and the definition of "identify" when used with reference to documents to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

10. Applicants object to Instructions Nos. 2, 3 and 4 and the definition of "identify" when used with reference to documents 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: "Does the Settlement Agreement permit BN/Santa Fe to transport TU Electric coal trains between Shreveport and Tenaha?"

Additional Objections: None.

Interrogatory No. 2: "Does the Settlement Agreement permit BN/Santa Fe to interchange TU Electric coal trains with the KCS at Shreveport?"

Additional Objections: None.

Interrogatory No. 3: "Is there any legal prohibition now preventing KCS and SP from interchanging TU Electric coal trains at Shreveport for transportation by SP to and from Tenaha?"

Additional Objections: None.

Interrogatory No. 4: Identify all documents relating to potential UP or SP coal transportation service to TU Electric's Martin Lake Generating Station."

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. 5: "Identify all documents (other than those already in Applicants' Document Depository) that refer to the impact of the proposed merger of UP and SP on coal transportation service to any of the following TU Electric generating Stations:

- (a) Monticello;
- (b) Martin Lake; or
- (c) Big Brown.

Additional Objections: None.

Document Request No. 1: "Produce all documents identified in response to Interrogatory No. 4."

Additional Objections: See objections to Interrogatory No. 4.

Document Request No. 2: "Produce all documents identified in response to Interrogatory No. 5."

Additional Objections: None.

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. RINK
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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

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

March 1, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of March, 1996, I caused a copy of the foregoing document to be served by hand on John H. LeSeur, counsel for Texas Utilities Electric Company, at Slover & Loftus, 1224 Seventeenth Street, N.W., Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the

- Discovery Guidelines in Finance Docket No. 32760, and on

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

Michael L. Rosenthal

STB FD 32760

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Item No. _____

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UP/SP-145

MAR 4 1996

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL AND MERGER --

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

APPLICANTS' OBJECTIONS TO SPI'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

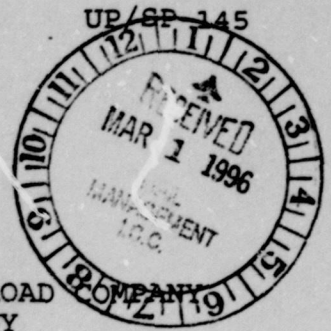
Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

March 1, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



APPLICANTS' OBJECTIONS TO SPI'S SECOND SET
OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the discovery requests served by the Society of the Plastics Industry, Inc., on February 23, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

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

GENERAL OBJECTIONS

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

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

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

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

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

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

6. Applicants object to providing information or documents that are as readily obtainable by SPI from its own files or the files of its members.

7. Applicants object to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information (including inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

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

9. Applicants object to the interrogatories and document requests as overbroad and unduly burdensome to the extent that they seek information or documents for periods prior to January 1, 1993.

10. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in SPI's First Set of Interrogatories and Data Requests to Applicants.

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 each and every contract, agreement, commitment, or draft of such contract or agreement or proposal tendered to or entered into by the UP with Exxon Chemical America ('ECA') or any company affiliated with ECA between October 30, 1995 and February 23, 1996.

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: "Other than those documents identified in response to Interrogatory No. 1 above, identify all documents, including, but not limited to, notes, internal

memoranda, records of conversations, drafts of contracts or agreements by prepared by the UP between October 30, 1995 and February 23, 1996 relating to the UP's service with Exxon Chemical Americas ('ECA') or any company affiliated with ECA."

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 reference to a memorandum located at the Covington & Burling repository in the Chevron file (document # HC44-000724) (hereinafter referred to as 'Memorandum') [sic] the SP's knowledge of a UP customer being leveraged on its rate increases, please identify:

- a. the SP personnel discussed in the Memorandum and otherwise associated with the Memorandum;
- b. the SP customer that the 'SP salesperson' is referring to in the Memorandum;
- c. the specific details of the conversation referred to in the Memorandum between the author of the Memorandum and the 'SP sales person.' "

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

Interrogatory No. 4: "Produce the UP file on the SP customer identified in response to Request No. 3.b. above."

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. 5: "Produce the 'study' referred to by Richard B. Peterson on pp. 508-509, among other pages, of his deposition transcript in this proceeding concerning 'opportunities for UP to build in or work with a customer out at locations primarily involved in the chemical industry.'"

Additional Objections: None.

Interrogatory No. 6: "Produce all other documents identified in response to the interrogatories above."

Additional Objections: See objections to the above interrogatories.

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

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

March 1, 1996

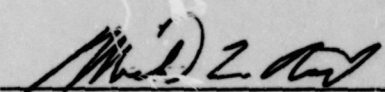
CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of March, 1996, I caused a copy of the foregoing document to be served by hand on Martin W. Bercovici, counsel for Society of the Plastics Industry Inc., at Keller & Heckman, 1001 G Street, N.W., Suite 500W, Washington, D.C. 20001, 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

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



Michael L. Rosenthal

STB

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Item No. _____

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MAR # 23

61551

UP/SP-147

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 UNION CARBIDE CORPORATION'S
FIRST REQUEST FOR ADMISSIONS

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) 972-7601

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

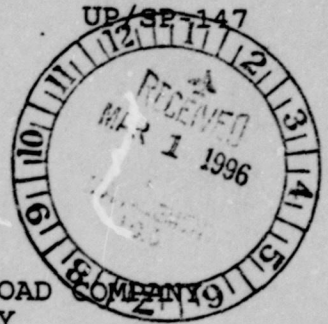
Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

March 1, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
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-- CONTROL AND MERGER --
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COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY



APPLICANTS' OBJECTIONS TO UNION CARBIDE CORPORATION'S
FIRST REQUEST FOR ADMISSIONS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the request for admissions served by Union Carbide Corporation on February 23, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

Applicants intend to file a written response to the request for admission. It is necessary and appropriate at this stage, however, for Applicants to preserve their right to assert permissible objections.

OBJECTIONS

1. Applicants object to the instructions to the Request for Admissions to the extent that they exceed the requirements of the applicable discovery rules.

2. Applicants object to the definition of "SP" as unduly vague and overbroad.

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

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

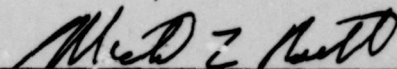
March 1, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of March, 1996, I caused a copy of the foregoing document to be served by hand on Martin W. Bercovici, counsel for Union Carbide Corporation, at Keller & Heckman, 1001 G Street, N.W., Suite 500W, Washington, D.C. 20001, 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

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



Michael L. Rosenthal

STB

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO BROWNSVILLE AND RIO GRANDE INTERNATIONAL RAILROAD

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

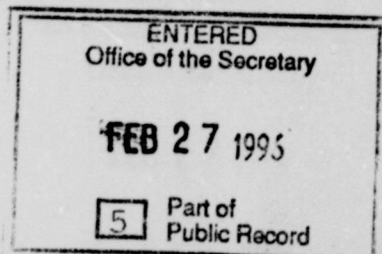
Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
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Western Railroad Company

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

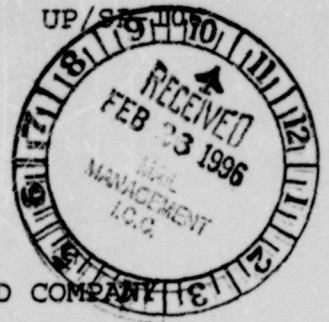
ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

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



February 26, 1996

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' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO BROWNSVILLE AND RIO GRANDE INTERNATIONAL RAILROAD

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 Brownsville and Rio Grande International
Railroad ("BRGI").

Responses should be served as soon as possible, and
in no event later than 15 days from the date of service
hereof. BRGI 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. "BRGI" means Brownsville and Rio Grande International Railroad.

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

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

IX. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape

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

Further, the term "document" includes

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

X. "FNM" means Ferrocarriles Nacionales de Mexico.

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

XII. "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.

XIII. "MPRR" means Missouri Pacific Railroad Company.

XIV. "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 BRGI, its counsel, or the consultants or others who have assisted BRGI 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.

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

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

XVII. "SPCSL" means SPCSL Corp.

XVIII. "SPR" means Southern Pacific Rail Corporation.

XIX. "SPT" means Southern Pacific Transportation Company.

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

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

XXII. "Southern Pacific" means SPR and SP.

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

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

XXV. "UPC" means Union Pacific Corporation.

XXVI. "UPRR" means Union Pacific Railroad Company.

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

XXVIII. "Union Pacific" means UP and UPC.

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

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

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

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

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

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

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

INTERROGATORIES

1. Identify and describe in detail any agreements that BRGI has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If BRGI

contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

2. Has BRGI ever had a direct connection with FNM at or in the vicinity of Brownsville? If so, state when that connection existed and where it was located.

3. Has BRGI ever had a direct connection with SP at or in the vicinity of Brownsville? If so, state when that connection existed and where it was located.

DOCUMENT REQUESTS

1. Produce no later than April 1, 1996 (a) all workpapers underlying any submission that BRGI makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for BRGI on or about March 29, 1996 in this proceeding.

2. Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

3. Produce all documents relating to potential traffic impacts of the UP/SP merger.

4. Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.

5. Produce all documents relating to the BN/Santa Fe Settlement Agreement.

6. Produce all documents relating to the IC Settlement Agreement.

7. Produce all documents relating to the Utah Railway Settlement Agreement.

8. Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

9. Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

10. Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

11. Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

12. Produce all studies, reports or analyses relating to the financial position or prospects of SP.

13. Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

14. Produce all presentations, solicitation packages, form verified statements, or other materials used to

seek support from shippers, public officials, railroads or others for the position of BRGI or any other party in this proceeding.

15. Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

16. Produce all notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

17. Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

18. Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

19. Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

20. Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

21. Produce all documents relating to any agreement or understanding that BRGI has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

22. Produce all presentations to, and minutes of, the board of directors (or other governing body) of BRGI

relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

23. Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

24. Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

25. Produce all communications between BRGI and FNM or the Port of Brownsville relating to the UP/SP merger or the handling of rail traffic in the Brownsville area following the UP/SP merger.

26. Produce documents sufficient to show BRGI's switching or other charges for all traffic handled by BRGI during 1994 and 1995.

27. Produce all BRGI financial statements for the period January 1, 1993 to present.

Respectfully submitted,

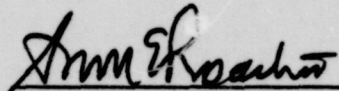
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

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

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BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
ARIZONA ELECTRIC POWER COOPERATIVE, INC.'S
FIRST SET OF INTERROGATORIES AND DOCUMENT
PRODUCTION REQUESTS TO BN/SANTA FE

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

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

and

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

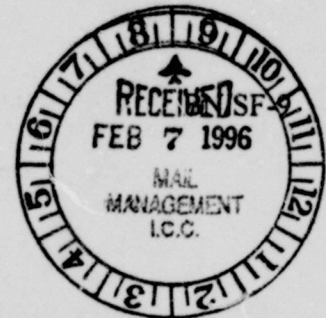
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

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

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

February 7, 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
ARIZONA ELECTRIC POWER COOPERATIVE, INC.'S
FIRST SET OF INTERROGATORIES AND DOCUMENT
PRODUCTION REQUESTS TO BN/SANTA FE

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

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to AEPCO's First Set of Interrogatories and Document Production

5. Definitions. BN/Santa Fe makes the following objections to AEPCO's definitions contained in Attachment 1:

6. "Communication" means the transmittal of information of any kind.

BN/Santa Fe objects to the definition of "communication" to the extent that it is overly broad and would require an unreasonable search.

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

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

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

BN/Santa Fe objects to the definition of "Relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for answers and 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 AEPCO's First Set of Interrogatories and Document Production Requests, construe "Relating to" to mean "make reference to" or "mention".

6 Instructions. BN/Santa Fe makes the following objections to AEPCO's instructions.

5. All requests for production of documents should be understood to seek only those documents created on or after January 1, 1991.

BN/Santa Fe objects to Instruction No. 5 to the extent that it calls for the production of documents created on or before January 1, 1993, on the ground that such documents are not relevant to this proceeding and not calculated to lead to the discovery of admissible evidence.

OBJECTIONS TO INTERROGATORIES

1. Identify any operational or economic constraints that prohibit BNSF from participating in the rail transportation of coal from the Powder River Basin to AEPCO's Apache Station.

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

OBJECTIONS TO DOCUMENT PRODUCTION REQUESTS

1. Produce all documents identified in response to Interrogatory No. 1.

Response: See Response to Interrogatory No. 1.

2. Produce all documents which discuss or relate to BNSF's potential participation in the rail transportation of coal from origins in the Powder River Basin to AEPCO's Apache Station.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 2 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

3. Produce all documents which discuss, analyze or compare: (i) AEPCO's current coal supply and rail service arrangements for coal originating on BNSF's line near Gallup, New Mexico; with (ii) potential rail service that BNSF could participate in from coal origins in the Powder River Basin to AEPCO's Apache Station.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 3 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

4. Produce all documents which discuss, analyze or compare: (i) AEPCO's current coal supply and rail service arrangements for coal originating on BNSF's line near Gallup, New Mexico; with (ii) potential rail service that Applicants could provide from coal origins in either Colorado or the Powder River Basin to AEPCO's Apache Station via Stratford, Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 4 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

5. Produce all documents which discuss, analyze or compare: (i) potential rail service to AEPCO's Apache Station that BNSF could participate in from origins in the Powder River Basin; with (ii) potential rail service from origins in either Colorado or the Powder River Basin that the Applicants could provide to AEPCO's Apache Station via Stratford, Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 5 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

6. Produce all documents relating to AEPCO's ability to substitute natural gas for any or all of the coal that it uses to generate electricity.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 6 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

7. Produce all documents relating to AEPCO's ability to displace any or all of the power that it generates with purchased power.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 7 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

8. Produce all documents relating to AEPCO's ability to displace any or all of the power that it generates with so-called "coal-by-wire."

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Production Request No. 8 to the extent that it would require an unreasonably burdensome search of BN/Santa Fe's files.

Respectfully submitted,

Erika Z. Jones/1660

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

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

and

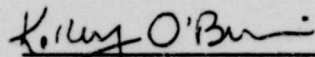
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

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

February 7, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to First Set of Interrogatories and Requests for Production of Documents of Arizona Electric Power Cooperative (BN/SF-9) have been served this 7th 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 Arizona Electric Power Cooperative.



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

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BN/SF-8

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL 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
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS OF KENNECOTT UTAH COPPER CORPORATION
AND KENNECOTT ENERGY 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

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

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

February 5, 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
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS OF KENNECOTT UTAH COPPER CORPORATION
AND KENNECOTT ENERGY COMPANY

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

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

GENERAL OBJECTIONS

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

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

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

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

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

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

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

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

(1) Both basic records and summaries of such records (including computer runs);

(2) Both original versions and copies that differ in any respect from original versions; and

(3) Both documents in the possession of Applicants and documents in the possession of consultants, counsel, or any other person that has assisted Applicants.

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

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

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

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

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

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

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

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

OBJECTIONS TO INTERROGATORIES

Interrogatory No. 1

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

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

Interrogatory No. 2

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

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

Interrogatory No. 3.

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

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

Interrogatory No. 4

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

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 4 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Interrogatory and to the extent that it is thereby overly broad and burdensome.

Interrogatory No. 5

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

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 5 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1),

filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position.

Interrogatory No. 6

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

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

Interrogatory No. 7

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

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

Interrogatory No. 9

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

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

Interrogatory No. 9

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

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 9 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Interrogatory No. 9 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved and the BNSF Agreement imposed as a condition to such approval, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this Interrogatory to the extent that it contains factual assertions that lack foundation.

Interrogatory No. 10

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

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

Interrogatory No. 12

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

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

Interrogatory No. 13

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

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

DOCUMENT REQUESTS

Document Request No. 1

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

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

Document Request No. 2

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

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Office of the Secretary

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Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
ENTERGY SERVICES, INC.'S FIRST SET OF INTERROGATORIES AND
DOCUMENT PRODUCTION REQUESTS

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

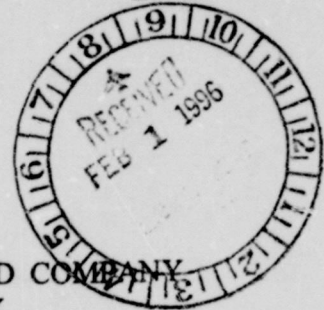
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

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 1, 1996

61134
BN/SF-7



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
ENTERGY SERVICES, INC.'S FIRST SET OF INTERROGATORIES AND
DOCUMENT PRODUCTION REQUESTS

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") object as follows to Entergy Services, Inc., Arkansas Power & Light Company ("AP&L"), and Gulf States Utilities Company's ("GSU") (collectively "Entergy") "First Set of Interrogatories and Document Production Requests To BN/Santa Fe." These objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

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

GENERAL OBJECTIONS

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

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

Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

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

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

BN/Santa Fe objects to the definition of "Document" 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 Entergy as to BN/Santa Fe; and (ii) it calls for the production of routine operating and accounting documents such as invoices and receipts.

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

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

6. Instructions. BN/Santa Fe makes the following objections to Entergy's instructions:

5. Unless otherwise specified, these interrogatories cover the period from January 1, 1991 to date, and these document production requests cover all documents fitting one or more of the categories listed below, and created or modified on or after January 1, 1991.

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

OBJECTIONS TO INTERROGATORIES

1. Following consummation of the proposed merger, would BN/Santa Fe be able to use the trackage rights granted in Section 5 of the Settlement Agreement to serve the Nelson Station via the SGR line presently under construction between the Nelson Station and a point of connection with the SP's Houston, TX-Iowa Junction, LA line near Lake Charles, LA?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 1 to the extent that it calls for speculation. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to Entergy and that speaks for itself.

2. If your answer to Interrogatory No. 1 is negative, and assuming the Board were to require, as a condition to any grant of merger authority to Applicants, that the Settlement Agreement be amended to enable BN/Santa Fe to serve the Nelson Station in the manner described in Interrogatory No. 1, would BN/Santa Fe (a) consent to such an amendment, and/or (b) be willing to provide unit-train service to the Nelson Station?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 2 to the extent that it calls for speculation.

3. Assuming that, following consummation of the proposed merger, BN/Santa Fe has direct access to GSU's Nelson Station via the trackage rights granted pursuant to Section 5 of the Settlement Agreement and the SGR line presently under construction between the Nelson Station and the SP line near Lake Charles, LA, describe the route of movement BN/Santa Fe would use were it to provide direct service for unit-train shipments of coal from the Powder River Basin to the Nelson Station, including principal intermediate points, the route's total mileage assuming the origin is Kerr-McGee's Jacobs Ranch Mine, and the mileage of the SP line over which BN/Santa Fe would operate pursuant to the Settlement Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 3 to the extent that it calls for speculation and to the extent it calls for the production of information or documents not in the possession of BN/Santa Fe.

4. Describe any communications (a) between BN/Santa Fe and Entergy, (b) among employees or agents of BN/Santa Fe, (c) between BN/Santa Fe and SP, and (d) between BN/Santa Fe and KCS concerning the delivery of coal to the Nelson Station by SP and/or KCS, including but not limited to communications concerning the effect of the proposed merger on BN/Santa Fe's and/or KCS' ability to continue to participate in the movement of PRB coal to the Nelson Station following consummation of the merger.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 4 to the extent that it is overly broad and vague and to the extent that it calls for the production of information or documents subject to a confidentiality provision. BN/Santa Fe further objects to this Interrogatory on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

5. Identify all studies, analyses and reports or other documents prepared for or in the possession or control of BN/Santa Fe relating to your response to Interrogatory No. 4.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 5 to the extent that it is overly broad and vague and to the extent that it calls for the production of information or documents subject to a confidentiality provision. BN/Santa Fe further objects to this Interrogatory on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

6. If, following consummation of the proposed merger, Entergy were to construct a spur or other line connecting the White Bluff Station with the existing SP line at Pine Bluff,

AR, would BN/Santa Fe be able to use the trackage rights granted in Section 6 of the Settlement Agreement to serve the White Bluff Station via such spur or other line?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 6 to the extent that it calls for speculation. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to Entergy and that speaks for itself.

7. If your answer to Interrogatory No. 6 is negative, and assuming the Board were to require, as a condition to any grant of merger authority to Applicants, that the Settlement Agreement be amended to enable BN/Santa Fe to serve the White Bluff Station in the manner described in Interrogatory No. 61 would BN/Santa Fe (a) consent to such amendment, and/or (b) be willing to provide unit-train service to the White Bluff Station?

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 7 to the extent that it calls for speculation.

8. Assuming that, following consummation of the proposed merger, BN/Santa Fe has direct access to the White Bluff Station via the trackage rights granted pursuant to the Settlement Agreement and a spur or other line constructed between the White Bluff Station and Pine Bluff, AR, describe the route of movement BN/Santa Fe would use were it to provide direct service for unit-train shipments of coal from the Power River Basin to the White Bluff Station, including principal intermediate points, the route's total mileage assuming the origin is Kerr McGee's Jacobs Ranch Mine, and the mileage of the UP and/or SP line(s) over which BN/Santa Fe would operate pursuant to the Settlement Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Interrogatory No. 8 to the extent that it calls for speculation and to the extent it calls for the production of information or documents not in the possession of BN/Santa Fe.

9. Describe any communications between (a) BN/Santa Fe and Entergy, and (b) among employees or agents of BN/Santa Fe concerning the possibility of BN/Santa Fe's participation in the movement of PRB coal to the White Bluff Station.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 9 to the extent that it is overly broad and vague and to the extent that it calls for the production of information or documents subject to a confidentiality provision. BN/Santa Fe further objects to this Interrogatory on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

10. Identify all studies, analyses and reports or other documents prepared for or in the possession or control of BN/Santa Fe relating to your answer to Interrogatory No. 9.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Interrogatory No. 10 to the extent that it is overly broad and vague and to the extent that it calls for the production of information or documents subject to a confidentiality provision. BN/Santa Fe further objects to this Interrogatory on the grounds that it is not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence.

11. Identify the individuals at BN/Santa Fe who now have, or during the period covered by these interrogatories did have, responsibilities related to the Entergy account with specific reference to the movement of coal to the Nelson and/or White Bluff Stations, and describe the nature of such responsibilities for each such individual.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 11 to the extent that it is unduly vague and overbroad and includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

12. Identify the individuals at BN/Santa Fe who now have, or during the period from January 1, 1995 to date did have, any responsibilities related to the bidding for the movement

of PRB coal to the Nelson Station, and describe the nature of such responsibilities for each such individual.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Interrogatory No. 12 to the extent that it is unduly vague and overbroad and includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

13. Assuming the proposed merger is consummated, with respect to coal traffic originating at mines (i) in the PRB and (ii) in the states of Colorado, Utah and New Mexico, state, by origin, destination and shipper:

- (a) the volume of such traffic that BN/Santa Fe expects to gain annually as a result of the Settlement Agreement; and
- (b) the volume of such traffic that BN/Santa Fe expects to be diverted to UP/SP as a result of the merger.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Interrogatory No. 13 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. 13 to the extent that it would require BN/Santa Fe to speculate as to how, were the proposed consolidation of Union Pacific and Southern Pacific approved, it would undertake certain activities with respect to matters it has not studied and as to which it has formulated no position. BN/Santa Fe further objects to this Interrogatory to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Interrogatory and to the extent that it is thereby overly broad and burdensome.

Response: Subject to and without waiving the General Objections stated above, in particular the burden and scope objections, BN/Santa Fe objects to Document Request No. 4 to the extent that it is overly broad, that it seeks documents that are not relevant to this proceeding and not reasonably calculated to lead to the discovery of admissible evidence, and that it calls for the production of documents subject to a confidentiality provision.

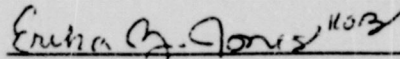
Respectfully submitted,

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. Englert, 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 1, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Entergy Services, Inc.'s First Set of Interrogatories and Document Production Requests (BN/SF-7) have been served this 1st 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.

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