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Item No. _____

Page Count 2

MAR #345

port of hueneme



**BOARD OF HARBOR
COMMISSIONERS**

RAYMOND E. FOSSE
President

JESS J. RAMIREZ
Vice President

JESS HERRERA
Secretary

RAY A. FLETCHER
Harbor Commissioner

MICHAEL A. PLISKY
Harbor Commissioner

PORT MANAGEMENT

WILLIAM J. BUENGER
Executive Director

OXNARD HARBOR DISTRICT • P.O. BOX 608 • 105 E. PORT HUENEME ROAD • PORT HUENEME, CA 93044-0608 • (805) 488-3677 • FAX (805) 488-2620

March 14, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1234
Twelfth Street and Constitution Ave. N.W.
Washington, D.C. 20423

**ADVISE OF ALL
PROCEEDINGS**

Dear Mr. Williams:

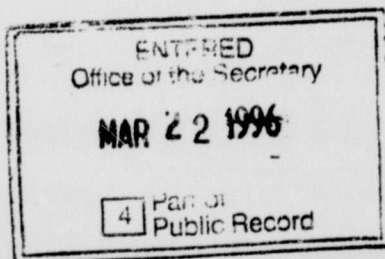
I am writing to express support for the merger of Union Pacific and Southern Pacific railroads, as proposed by the two companies in their application to the Board.

The Oxnard Harbor District is the port authority for the commercial Port of Hueneme, the only deep-water port between Los Angeles and San Francisco. It is located approximately 60 miles up the coast from the City of Los Angeles in fast-growing Ventura County.

The Port is designated a "Port of Entry" by the Department of the Treasury, U.S. Customs Service and also holds the only Foreign-Trade Zone grant in California's Central Coast region. The Port is well located geographically as a back door to Los Angeles and a gateway for the export of agricultural products from Ventura County and Central California.

The commercial port is an international operation experiencing a dramatic growth in business with European, South and Central American and Pacific Rim countries. Major commodities moving through the Port include automobiles, bananas, citrus, fruit, lumber, metal steel, vegetables, wheatseed, woodpulp and a variety of other general cargo.

On-dock rail service is provided by the Ventura County Railway Company interconnecting to the Southern Pacific Lines in Oxnard.



Port of Entry

As the District continues to improve and modernize the Port of Hueneme, we believe that the merger of the UP and SP will prove itself a major factor in attracting and retaining business. Shippers on SP and UP will be able to access UP origins and destinations throughout the Western U.S. on a single-line basis, thereby reaping the benefits of numerous efficiencies. Among them are shorter routes, faster transit times, and improved equipment utilization.

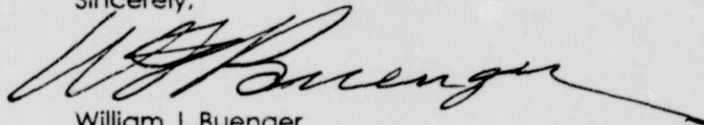
We realize that this proposed merger is in response to the merger in 1995 of the Burlington Northern and the Santa Fe railroad, which created the largest rail system in the West. At a clear disadvantage from that merger is the SP, which can only look forward to a declining traffic base. As revenues leave the system, SP's ability to maintain its plant and equipment will automatically follow. Service for its connecting carriers and shippers will decline also.

In this light, a merger with UP only makes strong competitive sense. Moreover, the merger brings together two systems which were built in large part to work together. As a result, the "fit" is unique in railroading, with the efficiencies benefiting all rail users. The reconstruction of this historic Overland Route from Oakland to Ogden on the SP and from Ogden to Chicago on the UP is a case in point.

Concerns about market power have been more than answered by the UP and SP agreement with Burlington Northern Santa Fe, whereby shippers formerly served by both UP and SP will be guaranteed service by BNSF. Although the district's railroad, the Ventura County Railway, only interchanges with SP, the District realizes that two strong rail systems in the West will ensure competition. As previously stated, without this merger, SP faces an uncertain future. At the same time, competition with BNSF will ensure that the efficiencies earned through the merger will accrue to all shippers and carriers served by UP/SP, including Ventura County Railroad and the customers of the Oxnard Harbor District.

For these reasons, the Oxnard Harbor District urges the Surface Transportation Board to approve the UP/SP merger.

Sincerely,



William J. Buenger
Executive Director

cc: Each Commissioner
Ventura County Railway

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Item No. 61848

Page Count 2

MAR #323

Gilbert Serna



P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0954
FAX: 512-463-8386

State of Texas
House of Representatives
Austin, Texas

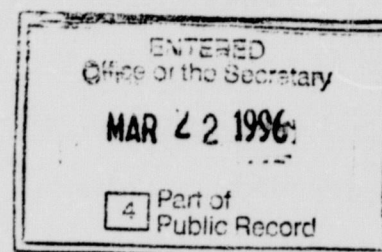
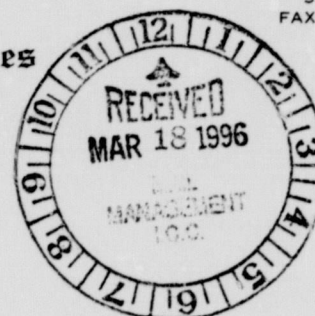
**ADVISE OF AL
PROCEEDINGS**

8168 ALAMEDA
EL PASO, TEXAS 79907
915-860-9183
FAX: 915-860-0459

March 4, 1996

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

RE: Finance Docket 32760



Dear Secretary Williams:

I am writing to express my opposition to the proposed Union Pacific and Southern Pacific railroad merger, which I believe will hurt the people I represent in the El Paso area.

While our community may not be as directly affected as those in Houston or San Antonio, I nevertheless believe we will suffer from the very negative impact this merger is likely to have on our trade with Mexico. Quite simply, it is hard for me to understand why it would be good for one railroad monopoly to control 90 percent of rail traffic associated with NAFTA business.

As the elected officials who have been entrusted with formulating our state's official position, I know you are in a difficult position. I appreciate the hard work you and your colleagues have devoted to being fair and considerate of each perspective. It is reasonable to expect your ultimate decision to be very important at the Surface Transportation Board because of the large impact the merger will have on Texas. Thank you for the opportunity of conveying to you my point of view.

While some may think Union Pacific's trackage agreement with Burlington Northern (BN) will keep up a healthy level of competition, I believe the opposite will happen because UP's agreements with Southern Pacific have shown a pattern of unfair treatment and discrimination. I hope you do not put very much weight on this argument.

If the merger is approved, the company will control \$850 million in revenue associated with rail traffic in and out of our state. My constituents in House district 75 are likely to be hurt by this

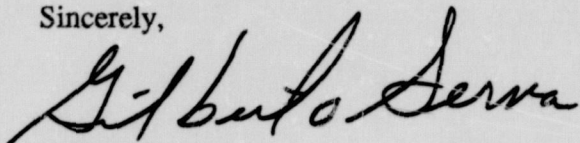
MAR 22 1996

event, and I respectfully ask you and your colleagues on the Railroad Commission to do whatever you can to keep it from happening.

In the event that STB places conditions of any sort on the merger, I hope you ask STB to protect the market's competitiveness by ordering UP to relinquish its ownership of Monopolistic corridors so that a separate company can own one of the lines to maintain sufficient competition.

Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script, reading "Gilbert Serna". The signature is written in dark ink and is positioned above the printed name and title.

Gilbert Serna
State Representative

cc: Commissioner Barry Williamson, Commissioner Charles Mathews

STB

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3-18-96

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Item No. _____

Page Count 2

Co. Mar # 346

a Division of CPC International Inc.
Moffett Technical Center
6500 Archer Road/Box 345
Summit-Argo, Illinois 60501-0345

ENTERED
Office of the Secretary

MAR 22 1996

4 Part of
Public Record

61847
CPC
International



March 14, 1996

Mr. Vernon Williams
Surface Transportation Board
Room 3315
12th & Constitution, N. W.
Washington, D.C. 20423-0001

ADVISE OF ALL PROCEEDINGS

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

Dear Mr. Williams:

My name is Gary Schneider. I am the Senior Logistics Manager for Corn Products, A Unit of CPC International Inc. I have been employed by Corn Products, in this position, for the past ten years. Corn Products is a corn wet miller. We purchase our raw ingredient, corn, via rail and truck, and ship finished products such as high fructose corn syrup, corn syrup, corn sugar, corn starch, gluten feed and meal via all modes of transportation to all areas in the United States, Mexico and Canada. We have plants in Chicago, IL, Stockton, Ca and Winston-Salem, NC. In addition to these plants, we are part of the Corn Refining Business of CPC International. The CRB has plants in Mexico and Central and South America.

In 1995 we shipped about 400 carloads of high fructose corn syrup into Mexico from our Chicago plant for use by the bottling industry. In addition, we shipped piggyback loads of corn starch and corn sugar to Laredo for shipment into Mexico. As the Mexican market continues to grow we anticipate that these volumes will also grow. For that reason we have a strong interest in keeping a competitive rail structure in place between Mexico and the United States.

Our moves into Mexico are dependent on competition to help keep the freight rates lower and to see service improvements. The Southern Pacific Railroad has been a viable competitor to the Union Pacific Railroad for shipments into Mexico and has probably been instrumental in helping create the volumes that are presently moving across the border. On shipments to Laredo, the TexMex has been a valuable partner with the Southern Pacific because the Southern Pacific does not reach Laredo directly.

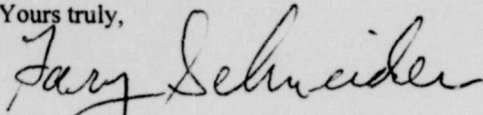
We are very concerned about the proposed merger of the Union Pacific and Southern Pacific and what that will mean for our shipments into Mexico. The Union Pacific negotiated with the BNSF for trackage rights

for the BNSF into Laredo but we feel that the BNSF will not effectively replace the present Southern Pacific as a viable option to the proposed Union Pacific/Southern Pacific merger.

It is my understanding that the TexMex Railroad has offered to connect with other carriers via trackage rights to provide efficient competitive routes. I also understand that the Union Pacific has only negotiated trackage rights with the BNSF. I believe that in order to have true competition and to preserve and increase rail moves into Mexico the Surface Transportation Board needs to approve the TexMex's request for trackage rights to Laredo. If the TexMex is not awarded these trackage rights there will not be true competition into Mexico.

The United States and Mexico are embarking on a new era of economic cooperation. True rail competition will be needed to help ensure this economic cooperation is successful. I urge the Surface Transportation Board to approve the TexMex's request for these trackage rights.

Yours truly,

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

Gary Schneider
Senior Logistics Manager

cc: The Texas Mexican Railway Company

STB

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Item No. _____

LAW OFFICES

Page Count 8
MAR # 335

SCOTT & RASENBERGER, L.L.P.

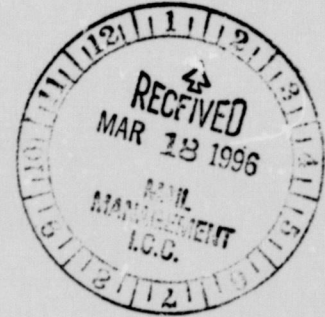
388 SEVENTEENTH STREET, N.W.

WASHINGTON, D.C. 20006-3939

TELEPHONE : (202) 298-8660

FACSIMILES: (202) 342-0683

(202) 342-1316



March 18, 1996

Via Hand Delivery

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

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 Rw. Co., SPCSL Corp. and The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760

Dear Secretary Williams:

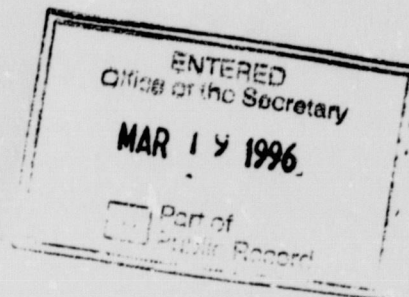
Enclosed are an original and twenty copies of TM-21, Response of The Texas Mexican Railway Company to the Applicants' Appeal from ALJ's Order Restricting Applicants' Discovery. Also enclosed is a 3.5" floppy computer disc containing a copy of the filing in Wordperfect 5.1 format.

Sincerely,

Richard A. Allen
Richard A. Allen
John V. Edwards

Enclosures

cc: Honorable Jerome Nelson
Restricted Service List



BEFORE THE
SURFACE TRANSPORTATION BOARD



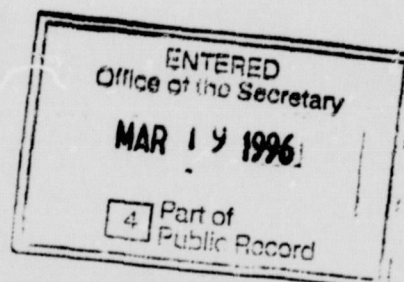
Union Pacific Corp., Union Pacific)
RR. Co. and Missouri Pacific RR Co.)
-- Control and Merger -- Southern)
Pacific Rail Corp., Southern)
Pacific Trans. Co., St. Louis)
Southwestern Rw. Co., SPCSL Corp.)
and The Denver and Rio Grande)
Western Corp.)

Finance Docket No. 32760

RESPONSE OF
THE TEXAS MEXICAN RAILWAY COMPANY
TO THE
APPLICANTS' APPEAL FROM ALJ'S ORDER
RESTRICTING APPLICANTS' DISCOVERY

Richard A. Allen
Andrew F. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
Brawner Building
888 17th Street, N.W.
Washington, D.C. 20006-3939
(202) 298-8660
Attorneys for The Texas
Mexican Railway Company

March 18, 1996



BEFORE THE
SURFACE TRANSPORTATION BOARD

Union Pacific Corp., Union Pacific)
RR. Co. and Missouri Pacific RR Co.))
-- Control and Merger -- Southern)
Pacific Rail Corp., Southern)
Pacific Trans. Co., St. Louis)
Southwestern Rw. Co., SPCSL Corp.)
and The Denver and Rio Grande)
Western Corp.)

Finance Docket No. 32760

RESPONSE OF
THE TEXAS MEXICAN RAILWAY COMPANY
TO THE
APPLICANTS' APPEAL FROM ALJ'S ORDER
RESTRICTING APPLICANTS' DISCOVERY

The Texas Mexican Railway Company ("Tex Mex") is confident that Conrail and the other parties that were subject to the Applicants' burdensome discovery will adequately address many of the factual and legal issues involved in this appeal. Tex Mex will not repeat those arguments here.

Unlike Conrail, however, Tex Mex anticipates submitting a responsive application in this proceeding. That responsive application is due eleven days from now. If Tex Mex is required to respond to discovery at the same time it is preparing this

responsive application, its ability to sufficiently develop and properly present its case to the Board will be severely compromised.

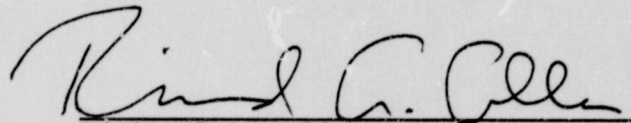
The Applicants point out that "they need[] the month of April to review the applications of parties that will file comments, opposition, requests for conditions and inconsistent and responsive applications, and to prepare their rebuttal, due on April 29." UP/SP-183 at page 6. Tex Mex needs the month of March to assemble the verified statements of its witnesses, develop an operating plan, draft its responsive application and prepare to present its views to the Board. The Board recognized this need when it stated in Decision No. 6, served October 19, 1995, that "Discovery on responsive and inconsistent applications will begin immediately upon their filing."

Tex Mex asks no more for itself than the Applicants asserted for themselves: "To respond to burdensome requests for information at the present . . . is impossible given the demands on the Applicants to prepare the application. With the filing date drawing near, the Applicants daily are dealing with countless tasks involved in completing, printing, serving and filing their application." Letter of November 15, 1995 from Arvid E. Roach II on behalf of the Applicants to the Honorable Judge Nelson.

Tex Mex will continue to work with the Applicants to provide on an informal basis information which will help them evaluate Tex Mex's responsive application. The Applicants's own words,

however, aptly describe Tex Mex's position: "At present, the [Responsive] Applicants are devoting all their energies to the work of preparing the application, and discovery on the application is premature. The same people who are fully occupied in preparing the application would have to gather the information you are requesting. We will try to be accommodating, but our first commitment must be to completing and filing the [responsive] application. Letter from Arvid E. Roach II to Richard A. Allen, dated November 9, 1995 (attached as Exhibit 1).

Respectfully submitted,



Richard A. Allen
Andrew R. Plump
John V. Edwards
ZUCKERT, SCOUTT & RASENBERGER,
LLP
888 Seventeenth Street, NW
Suite 600
Washington, DC 20006-3939
202/298-8660

Attorneys for Texas Mexican
Railway

Dated: March 18, 1996

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 (COVLING WSH)

CABLE: COVLING

EXHIBIT 1

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 6AS

ENGLAND

TELEPHONE: 44-171-495-5655

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388

November 9, 1995

BY HAND

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger
Suite 600
888 17th Street, N.W.
Washington, D.C. 20006-3939

Dear Dick:

This will respond, on behalf of all the Applicants, to the letters dated November 3, 1995, that you have directed to counsel for the Applicants in the above-captioned proceedings.

We have enclosed along with this letter tapes that contain the UP and SP data and Waybill Sample data that Applicants are using to prepare their merger application. We have also enclosed several pages that explain the files contained on each of the tapes and the record layout for those files.

In the files that contain Waybill Sample data, we have not included the revenues from the Waybill Sample records, because we know that revenue information is highly unreliable due to the railroads' practice of arbitrarily adjusting the data they submit to the ICC. Applicants are not using these revenue data because of this well-known problem.

The UP and SP data tapes do contain revenue data. It is likely, however, that there will be some corrections to these data (for example, for missing or clearly incorrect revenues) as we continue our work on the Traffic Study. The final tapes, with any such corrections, will be placed in the document depository when we file our application.

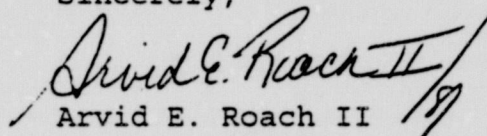
As for your other discovery requests, we will consider them as quickly as we can, and let you know to what extent, if any, we are prepared to respond to them before filing the application. As you know, discovery does not commence in a proceeding of this kind until the application is

Richard A. Allen, Esq.
November 9, 1995
Page 2

filed, and there is no precedent for the kind of pre-application request you are making. At present, the Applicants are devoting all their energies to the work of preparing the application, and discovery on the application is premature. The same people who are fully occupied in preparing the application would have to gather the information you are requesting.

We will try to be accomodating, but our first commitment must be to completing and filing the application.

Sincerely,


Arvid E. Roach II

Enclosures

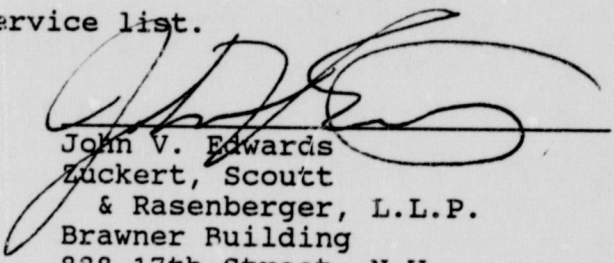
CERTIFICATE OF SERVICE

I hereby certify that I have served the foregoing TM-21, Response of The Texas Mexican Railway Company to the Applicants' Appeal from ALJ's Order Restricting Applicants' Discovery, by hand delivery upon the following persons:

Arvid E. Roach II
J. Michael Hemmer
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 facsimile the Honorable Judge Nelson and all persons on the restricted service list.



John V. Edwards
Zuckert, Scoutt
& Rasenberger, L.L.P.
Brawner Building
838 17th Street, N.W.
Washington, D.C. 20006-3959
(202) 298-8660

Dated: March 18, 1996

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Item No. _____

Page Count 22
Mar #312

LTON & SCHEETZ

RNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA

DETROIT, MICHIGAN

NEW YORK, NEW YORK

PITTSBURGH, PENNSYLVANIA

HARRISBURG, PENNSYLVANIA

WRITER'S DIRECT NUMBER

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1685

(202) 828-1200

TELEX CABLE ADDRESS: 440653 (ITT)

FAX: (202) 828-1665

WILMINGTON, DELAWARE

BERWYN, PENNSYLVANIA

WESTMONT, NEW JERSEY

LONDON, ENGLAND

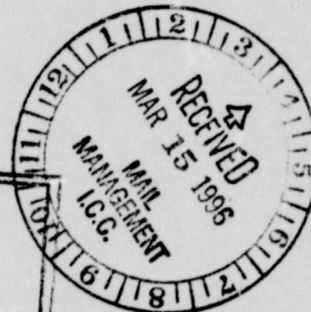
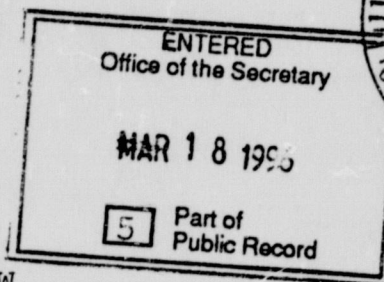
MOSCOW, RUSSIA

(202) 828-1220

March 15, 1996

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20549



Re: Finance Docket No. 32760

Dear Mr. Williams:

Enclosed for filing in the above referenced proceeding are the original and 20 copies of Illinois Power Company's Responses To Applicants' First Set Of Interrogatories and Requests For Production Of Documents (ILP-5). Also enclosed is a stamp and return copy.

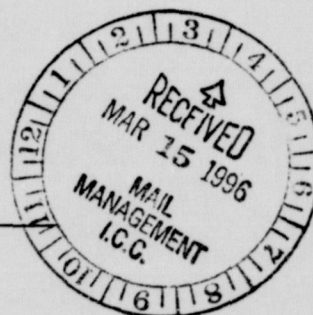
In accordance with Decision No. 15 and 16 in the above-referenced docket, the pleading has a certificate of service indicating that all parties on the restricted service list have been served by first class mail.

Thank you for your attention to this matter.

Sincerely,

Michelle J. Morris
Michelle J. Morris

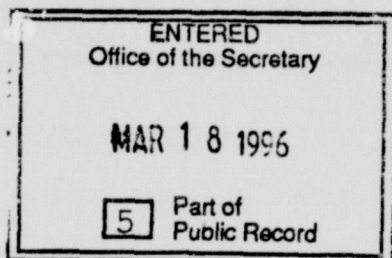
BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

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



Joseph L. Lakshmanan
ILLINOIS POWER COMPANY
500 South 27th Street
Decatur, IL 62525

Marc D. Machlin
Michelle J. Morris
PEPPER, HAMILTON & SCHEETZ
1300 19th Street, N.W.
Washington, D.C. 20036
(202) 828-1200

Attorneys for Illinois
Power Company

March 15, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

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

Illinois Power Company ("Illinois Power") hereby responds to the discovery requests served by the Applicants on February 26, 1996.

GENERAL RESPONSES

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

1. Illinois Power has conducted a reasonable search for documents responsive to the interrogatories and document requests. However, given the breadth and scope of these discovery requests, there is the possibility that additional documents will be located in the future and Illinois Power will supplement its responses if such documents are found during the course of this proceeding. Except as objections are noted herein (or were noted in Illinois



Power's Objections served on March 4, 1996),¹ all responsive documents are being produced herewith, or will be provided shortly, to Applicants.

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 produced herewith, or to be produced, contain confidential information. Illinois Power is producing these documents subject to the protective order that has been entered in this proceeding.

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

GENERAL OBJECTIONS

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

1. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information subject to the attorney-client privilege, the work product doctrine or any other legal privilege.

1. 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 or the work product doctrine are not being produced.

2. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that are readily available, including, but not limited to, documents on public file with state utility commissions or state regulatory agencies.

3. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that are readily obtainable by Applicants' from their own files.

4. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they call for the production of documents or information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

5. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they are vague, overbroad and unduly burdensome.

6. Illinois Power objects to Applicants' First Set of Interrogatories And Requests For Production Of Documents to the extent they call for the preparation of special studies not already in existence.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

In addition to the General Responses and General Objections, Illinois Power makes the following objections and responses to the interrogatories and requests for production of documents.

Interrogatory No. 1

Identify and describe in detail any agreements that Illinois Power 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 Illinois Power contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Response:

Subject to and without waiving the General Objections stated above, in particular that this interrogatory includes requests for information that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and calls for information subject to the attorney-client privilege or any other legal privilege, Illinois Power responds as follows:

Illinois Power has no agreements with any other party regarding positions or actions to be taken in this proceeding.

Interrogatory No. 2

For each utility plant operated by Illinois Power, 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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome, especially to the extent this interrogatory requests information for plants that are not at

issue in this proceeding. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power is producing herewith the information on a separate document for the its Havana and Wood River power plants only.

Document Request No. 1

Produce no later than April 1, 1996 (a) all workpapers underlying any submission that Illinois Power 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 Illinois Power on or about March 29, 1996 in this proceeding.

Response: Subject to and without waiving the General Objections stated above, Illinois Power objects to Request No. 1(b) to the extent it is overbroad and unduly burdensome. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Responsive documents will be provided for subpart (a), and will be provided for subpart (b) to the extent they relate to the issues raised by Illinois Power in its filing and are not otherwise available in the public domain.

Document Request No. 2

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome. Subject to the Gen-

eral Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 3

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 5

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 6

Produce all documents relating to the IC Settlement Agreement.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 7

Produce all documents relating to the Utah Railway Settlement Agreement.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 8

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is vague, overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 9

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent

it is vague, overbroad and unduly burdensome. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power is producing (or will produce shortly) the responsive documents it has located thus far.

Document Request No. 10

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome, especially to the extent this request seeks documents about plants not at issue in this proceeding. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents for the plants at issue.

Document Request No. 11

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to the General Objections

and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 12

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and to the extent it calls for the production of documents or information that are readily obtainable by Applicants' from their own files. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to the attorney-client privilege, the work product doctrine or any other legal privilege.

Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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 Illinois Power or any other party in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and burdensome and requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to

the attorney-client privilege, the work product doctrine or any other legal privilege. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and burdensome and requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to the attorney-client privilege, the work product doctrine or any other legal privilege. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 18

Produce all documents relating to 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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent

it is overbroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

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 lines of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 21

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it includes requests for information that are neither relevant nor

reasonably calculated to lead to the discovery of admissible evidence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to the attorney-client privilege, the work product doctrine or any other legal privilege. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 22

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to the attorney-client privilege, the work product doctrine or any other legal privilege. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 23

Produce all documents in the possession of Illinois Power 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.

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome, especially to the extent this request seeks documents about plants not at issue in this proceeding. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power is producing (or will produce shortly) the responsive documents it has located thus far for the plants at issue.

Document Request No. 24

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 25

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome. Subject to the General Ob-

jections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 26

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Document Request No. 27

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it is overbroad and unduly burdensome, especially to the extent it seeks information that is not related to the coal shipments at issue in this proceeding. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents related to the coal shipments at issue in this proceeding.

Document Request No. 28

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

Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it includes requests for the production of documents that are readily available, including, but not limited to, documents on public file with state utility commissions or state regulatory agencies. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power is willing to assist Applicants in locating responsive documents that have filed in the public record, which documents are likely to be voluminous and not easily segregable as to those which may "discuss sources of fuel."

Document Request No. 29

Produce all studies, reports, analyses, compilation, 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.

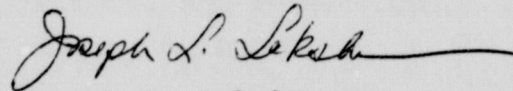
Response:

Subject to and without waiving the General Objections stated above, Illinois Power objects to this interrogatory to the extent it includes requests for information that are neither relevant nor reasonably calculated to lead to the discovery of admissible evi-

dence. Illinois Power also objects to this interrogatory to the extent it calls for information subject to the attorney-client privilege, the work product doctrine or any other legal privilege. Subject to the General Objections and without waiving its further objection, Illinois Power responds as follows:

Illinois Power has thus far located no responsive documents.

Respectfully submitted,



Joseph L. Lakshmanan
ILLINOIS POWER COMPANY
500 South 27th Street
Decatur, IL 62525

Marc D. Machlin
Michelle J. Morris
PEPPER HAMILTON & SCHEETZ
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

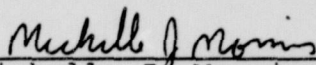
CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Illinois Power Company's Responses To Applicant's First Set Of Interrogatories And Requests for Production Of Documents was served on the following persons via hand delivery:

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

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

A copy of the foregoing Illinois Power Company's Responses To Applicant's First Set Of Interrogatories And Requests for Production Of Documents was also sent by first class mail to all parties on the restricted service list.



Michelle J. Morris

March 15, 1996

STB

FD

32760

3-15-96

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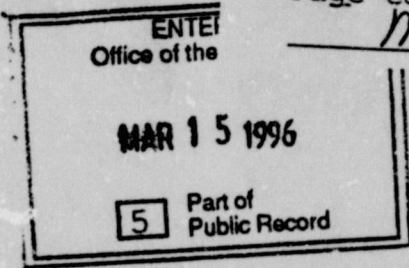
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Item No. _____

Page Count 14

Mar # 305



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

-- CONTROL AND MERGER --

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

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

The Chemical Manufacturers Association ("CMA") submits the following responses and objections to the discovery requests served by Applicants on February 27, 1996. The responses and objections are in accordance with the rulings of Judge Nelson, including those at the discovery conference on Friday March 8, 1996.

GENERAL OBJECTIONS

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

1. CMA objects to the interrogatories and document requests as untimely under the discovery schedule in force in this proceeding, except as to Interrogatory No. 2 and Document Request Nos. 15, 16, 23 and 24.

2. CMA objects to production of documents or information subject to the attorney-client privilege.
3. CMA objects to production of documents or information subject to the work product doctrine, except to the extent such documents or information are workpapers in support of testimony presented to the Board.
4. CMA objects to production of public documents that are readily available.
5. CMA objects to the production of draft verified statements and documents related thereto.
6. CMA objects to providing information or documents that are as readily obtainable by Applicants from their own files.
7. CMA objects to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information that is of insufficient relevance to warrant production even under a protective order.
8. CMA objects 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. CMA objects to the interrogatories and document requests to the extent that they seek information not in the possession of CMA.

ADDITIONAL OBJECTIONS TO SPECIFIC INTERROGATORIES

Interrogatory No. 1: Identify and describe in detail any agreements that CMA 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 CMA contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

Additional Objection: The interrogatory does not request relevant information and is not reasonably calculated to lead to the discovery of admissible evidence. In addition, the details of any such agreements are subject to the attorney-client privilege and/or the work product protection. In any event, the interrogatory is untimely by analogy to Document Request No. 21, which may be re-served only after the March 29, 1996 filings.

Interrogatory No. 2: Identify all members of CMA.

Additional Objection: The interrogatory does not request relevant information and is not reasonably calculated to lead to the discovery of admissible evidence. CMA's general objection 10 objects to producing information not in the possession of CMA. Subject to and without waiving these objections, CMA will provide a list of its current members.

ADDITIONAL OBJECTIONS TO SPECIFIC DOCUMENT REQUESTS

Document Request No. 1: Produce no later than April 1, 1996 (a) all workpapers underlying any submission that CMA 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 CMA on or about March 29, 1996 in this proceeding.

Additional Objections: Part (b) of this request is extremely overbroad and burdensome. As narrowed by Judge Nelson's ruling on March 8, 1996 to testimony regarding mergers only, CMA will respond on April 1. Per Judge Nelson's ruling on March 8, 1996, this remainder of part (b) request may be re-served, if narrowed, only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 2: Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 3: Produce all documents relating to potential traffic impacts of the UP/SP merger.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 5: Produce all documents relating to the BN/Santa Fe Settlement Agreement.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 6: Produce all documents relating to the IC Settlement Agreement.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 7: Produce all documents relating to the Utah Railway Settlement Agreement.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 8: Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 9: Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 10: Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: This request is vague, overbroad and burdensome. To the extent any of the documents requested may be relevant, the burden of producing all of the documents outweighs the benefit of the discovery of any relevant materials. In addition, per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 12: Produce all studies, reports or analyses relating to the financial position or prospects of SP.

Additional Objections: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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 CMA or any other party in this proceeding.

Additional Objections: The request is unduly burdensome to the extent it requests CMA to produce materials that may have been circulated by other parties seeking support for their positions. Applicants were free to seek such materials from the parties that may have circulated them. To the extent the request seeks information on deliberations or consultations between

CMA and its members as part of the process of formulating CMA's position in this proceeding, it would intrude into matters protected by the attorney-client privilege and/or work product protections. In addition, per Judge Nelson's ruling on March 8, 1996, the portion of this request relating to any efforts by CMA to seek support from railroads or public officials may be re-served only following Applicant's review of CMA's filing of March 29, 1996, and the portion of this request relating to any efforts by CMA to seek support from shippers or others is to be answered only as of April 1.

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: The interrogatory does not request relevant information and is not reasonably calculated to lead to the discovery of admissible evidence. In addition, the request seeks to and/or would have the effect of, chilling the exercise of CMA's First Amendment right to petition and engage in dialogue with government agencies or officials. Without waiving these objections, and in accordance with Judge Nelson's ruling on March 8, 1996 that a response should be provided to this request insofar as it requests documents relating to contacts with Mexican government officials or the various listed categories of financial analysts, CMA responds that it has no such documents. Per Judge Nelson's ruling on March 8, 1996, the portion of this request relating to contacts other than those listed in the preceding sentence may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: The interrogatory does not request relevant information and is not reasonably calculated to lead to the discovery of admissible evidence. In addition, the request seeks to and/or would have the effect of, chilling the exercise of CMA's First Amendment right to petition and engage in dialogue with government agencies or officials. Without waiving these objections, and in accordance with Judge Nelson's ruling on March 8, 1996 that a response should be provided to this request insofar as it requests documents relating to contacts with Mexican government officials or the various listed categories of financial analysts, CMA responds that it has no such documents. Per Judge Nelson's ruling on March 8, 1996, the portion of this request relating to contacts other than those referred to in the preceding sentence may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: CMA objects that any documents responsive to part (a) of this request are subject to the work product doctrine, except to the extent such documents or information are workpapers in support of testimony presented to the Board. Without waiving this objections, and in accordance with Judge Nelson's ruling on March 8, 1996, CMA will respond by providing work papers in support of its March 29, 1996 on or before April 1, 1996. Per Judge Nelson's

ruling on March 8, 1996, part (b) of this request may be re-served, if narrowed, only following Applicant's review of CMA's filing of March 29, 1996.

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: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

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: Per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 21: Produce all documents relating to any agreement or understanding that CMA 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: The request does not request relevant documents and is not

reasonably calculated to lead to the discovery of admissible evidence. In addition, the details of any such agreements would likely be subject to the attorney-client privilege and/or the work product protection. In any event, per Judge Nelson's ruling on March 8, 1996, this request may be re-served only following Applicant's review of CMA's filing of March 29, 1996.

Document Request No. 22: Produce all presentations to, and minutes of, the board of directors (or other governing body) of CMA relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

Additional Objections: The request does not request relevant documents and is not reasonably calculated to lead to the discovery of admissible evidence. To the extent the request seeks information on deliberations or consultations within CMA, or between CMA and its members as part of the process of formulating CMA's position in this proceeding, it would intrude into matters protected by the attorney-client privilege and/or work product protections. Without waiving these objections, and in accordance with Judge Nelson's ruling on March 8, 1996 that a response to this request should be provided on or before April 1, insofar as it requests documents relating to conditions sought by CMA itself, CMA will provide such a response.

Document Request No. 23: Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

Additional Objections: The request is nonsensical to the extent it suggests that railroads that collude are "competing railroads." Without waiving this objection, and in accordance with Judge Nelson's ruling on March 8, 1996 that a response to this request should be provided insofar as it

requests documents in the files of officers responsible for marketing or strategic planning, CMA states that it has located no responsive documents.

Document Request No. 24: Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

Additional Objections: The request is vague and unclear regarding the meaning of "effectiveness." Without waiving this objection, and in accordance with Judge Nelson's ruling on March 8, 1996 that a response to this request should be provided, insofar as it requests documents relating to the effectiveness of trackage rights, CMA states that it is unable to locate any responsive documents that are not protected by the work product doctrine, but that all responsive workpapers on the subject will be provided promptly following the submission of CMA's March 29, 1996 filing.

Document Request No. 25: Produce all studies, reports, analyses, or surveys or other data compilations in the possession of CMA or any of its members relating to (a) the use of water transportation by Gulf Coast chemicals producers, (b) the use of truck transportation by Gulf Coast chemicals producers, (c) source or destination competition for chemicals produced on the Gulf Coast, (d) the rates of return realized by Gulf Coast chemicals producers on their Gulf Coast chemicals business or their business generally, (e) shipment volumes (in the aggregate and by mode), by chemical and plant, from Gulf Coast chemicals plants, and (f) present production capacity and future expansion plans, by chemical and plant, of Gulf Coast chemicals plants.

Additional Objections: Part (d) of the request does not request relevant documents and is not reasonably calculated to lead to the discovery of admissible evidence. CMA restates its objection to the document request to the extent it seeks information not in the possession of CMA, including information in the possession of CMA's members. CMA is a non-profit trade association; documents in the possession of its members are not within CMA's custody or

control. In addition, CMA objects to providing documents protected by the work product doctrine or attorney-client privilege. CMA will, however, provide work papers as appropriate following the submission of its March 29, 1996 filing. In addition, CMA will shortly place responsive non-privileged documents in a document repository.

Document Request No. 26: Produce all studies, reports or analyses relating to (a) transport pricing or competition for chemicals or petrochemicals (i.e., any STCC 28 or STCC 29 commodity, or such commodities generally), (b) the handling of such commodities by railroads, (c) the handling of such commodities by other modes, (d) storage-in-transit of such commodities, or (e) source or destination competition, shifting of production or shipments among facilities, modal alternatives or shipper leverage as constraints on rail rates or service for such commodities.

Additional Objections: CMA objects to providing documents protected by the work product doctrine or attorney-client privilege. CMA will, however, provide work papers as appropriate following the submission of its March 29, 1996 filing. In addition, CMA will shortly place responsive non-privileged documents in a document repository.

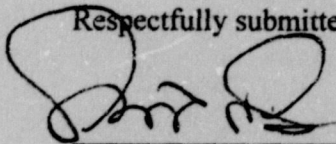
Document Request No. 27: Produce all documents relating to (a) the extent to which any particular 7-digit STCC Code within the STCC 28 or STCC 29 range includes different commodities that are not substitutable in use, and (b) the extent to which manufacturers can shift existing production capacity between, or use the same facilities to produce, such commodities (e.g., high-density and linear low-density polyethylene).

Additional Objections: CMA will shortly place any responsive non-privileged and non-publicly available documents in a document repository.

Document Request No. 28: 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: CMA objects to the extent this request seeks to have CMA produce studies, reports, etc. prepared by L.E. Peabody & Associates for parties other than CMA. CMA also objects to providing documents protected by the work product doctrine or attorney-client privilege. CMA will, however, provide work papers as appropriate following the submission of its March 29, 1996 filing.

Respectfully submitted,



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

Outside counsel for Chemical
Manufacturers Association

Thomas E. Schick
Chemical Manufacturers Association
Commonwealth Tower
1300 Wilson Boulevard
Arlington, VA 22209
(703) 741-5172

Inside counsel for Chemical
Manufacturers Association

CERTIFICATE OF SERVICE

I hereby certify that copies of Chemical Manufacturers Association's Responses and Objections to Applicants' Interrogatories and Requests for the Production of Documents have been served this 12th day of March, 1996, by fax to counsel for Applicants and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760.

A handwritten signature in black ink, appearing to read "Scott N. Stone", is written over a horizontal line.

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

STB

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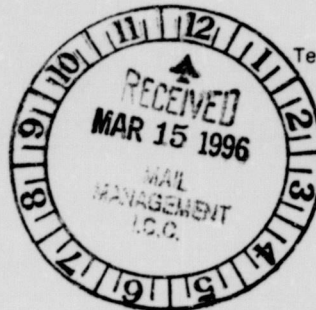
AFFILIATED RICE MILLING, INC.

P.O. Box 1446
Alvin, Texas U.S.A. 77512-1446

Telephone (713) 331-6176
Telex 77-5735 (ARM: ALN TX)
FACS (713) 585-0336

March 11, 1996

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



Re: Finance Docket No. 32760, Union Pacific Corporation, et. al.-
Control and Merger-Southern Pacific Rail Corporation, et. al.
Specifically - BN/Santa Fe Settlement Agreement with Union
Pacific(UP) and Southern Pacific(SP)

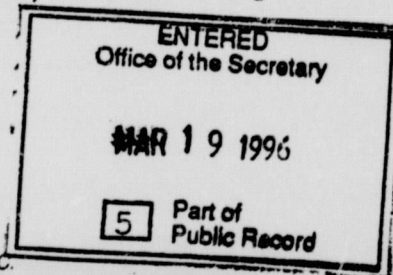
Honorable Williams:

My name is Cindy Howe, Human Resources Clerk for Affiliated Rice Milling, Inc. My title may be a bit confusing, however, I also serve as a "traffic manager". My duties for the past ten years have been to manage, in addition to my Human Resources responsibilities, the rail shipments rather by hopper car, boxcar or intermodal for all products leaving our facility in Alvin, Texas. The products include Rough Rice, Milled Rice (clean-whole, broken or brewers), Rice Mill By Products (bran, hulls and millfeed) and Rice Flour.

Affiliated Rice is a relatively small Rice Mill in regards to it's milling capacity, however, we are presently shipping on an average of ten to twelve rail shipments each week into various parts of the country.

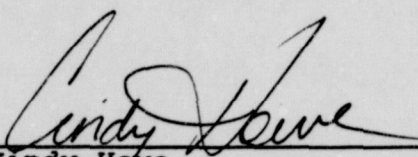
Affiliated Rice is in support of the Settlement Agreement referenced above. This agreement could allow us to become more competitive in the industry by lowering our present freight rates and eliminating delays in shipments. The delays are the result of equipment interchanging with another rail line, generally the Union Pacific and/or the Southern Pacific. This interchange can and has resulted in as many as three to four days.

Although remaining neutral in the proposed UP/SP merger, Affiliated Rice Milling, Inc. is in full support of the Settlement Agreement between the BN/Santa Fe and the UP/SP rail companies.

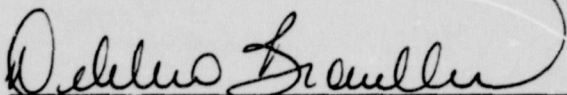


ADVISE OF ALL
PROCEEDINGS

I declare under penalty of perjury that the foregoing is true and correct. Executed this eleventh day of March, 1996.


Cindy Howe

Sworn to before me, a notary in and for Brazoria County, State of Texas, this 11th day of March, 1996.


Debbie Brouillard
Notary

cc: Jackie L. Knippel
V.P. Administrative Services
Affiliated Rice Milling, Inc.

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Item No. _____

Page Count 3

File # 49

STOCKTON

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ENTERED
Office of the Secretary

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3 Part of
Public Record

JOAN DARRAR
MAYOR

OFFICE OF THE CITY COUNCIL
CITY HALL, 425 N. EL DORADO STREET
STOCKTON, CA 95202-1997
(209) 937-8244
FAX (209) 937-7149

January 29, 1996

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



FINANCE DOCKET NO. 32760, UNION PACIFIC CORPORATION -- CONTROL AND MERGER -- SOUTHERN PACIFIC RAIL CORPORATION

Dear Secretary Williams:

I am writing to express my support for the merger of the Union Pacific and Southern Pacific railroads, as proposed by the two companies in their application to the Board.

Stockton is currently served by three major railroads: the Union Pacific, the Southern Pacific, and the Burlington Northern & Santa Fe. After the merger of the UP and SP, Stockton would be served by two railroads, but both railroads would be better able to provide high-quality service to Stockton businesses.

For example, after the merger, UP/SP will be able to provide the first truck-competitive single-carrier rail service ever, between Seattle/Tacoma and Northern California, with that service continuing into Southern California. This corridor, along Interstate 5, is dominated by the trucking industry, which has helped make I-5 (which runs through Stockton) a very busy highway. UP/SP's new service will take trucks off busy Interstate 5 and provide new shipping opportunities up and down the West Coast. Moreover, BN/Santa Fe will for the first time be able to offer an alternative single-carrier route from the Pacific Northwest through California as a result of the agreement it has reached with Union Pacific and Southern Pacific. Under this agreement, BNSF will be able to connect its rail line through Stockton (which now ends at Oakland) with its lines in the Pacific Northwest through Bieber, California.

ADVISE OF ALL

PROCEEDINGS

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
January 29, 1996
Page 2

In its merger application, UP/SP estimated it would divert enough freight in the I-5 corridor to take over 150 trucks per day off of the highways between Portland and the Stockton/San Francisco Bay area, and those numbers don't include freight that the BNSF would be able to take off the highways and put on the rails.

Transcontinental carload shippers, such as California lumber producers, canners and perishables dealers, will also see greatly improved service -- greater speed, reliability and frequency of schedules -- as a result of mileage savings, gradient improvements and operating efficiencies resulting from the merger.

Competition will be preserved and strengthened as a result of the agreement of UP/SP to provide BNSF with access to various routes and points in California, including points where shippers would otherwise lose two-railroad competition as a result of the merger. BNSF will receive trackage rights from Denver to the San Francisco Bay Area, which will give Stockton businesses a replacement for the SP service across the Central Corridor. The result of these changes is that Stockton area shippers will have stronger rail competition because they will be served by two strong railroads and will benefit from the improved service and wider single-line reach of both railroads.

The UP/SP merger could also help improve passenger rail operations in the region. Before the merger announcement, UP, SP, and the San Joaquin County Regional Rail Commission had announced plans for a 2-year demonstration project to provide commuter rail service between Stockton and San Jose, which would have moved over the UP between Stockton and Niles Junction, and on the SP between Niles Junction and San Jose. After the merger announcement, the Commission asked, and UP and SP agreed, to look at different alignments of the parallel UP and SP tracks which would be more favorable for passenger service -- new alignments which would likely only be available with the merger. Stockton would gain, as it would become the key passenger rail crossroads for Amtrak service in the Bakersfield-Stockton-Martinez corridor, the proposed Stockton-San Jose commuter rail service noted above, and proposed shuttle service between Stockton and Sacramento. The ultimate result could be substantially improved rail passenger service for the Stockton area.

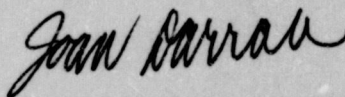
Mr. Vernon A. Williams, Secretary
Surface Transportation Board
January 29, 1996
Page 3

With the financial plight of the Southern Pacific, and the difficulty it will have competing with the newly merged BNSF Railroad, the UP/SP merger is necessary to preserve the SP and the jobs, investment, and shipper service that goes with it. SP customers and employees have had to cope with service problems and the uncertainties about SP's finances and long-term health, and the UP/SP merger will help resolve those uncertainties.

We understand the merger will result in a loss of rail jobs in the Stockton area, as the UP/SP will move the work now done at UP's locomotive and car repair shops to SP facilities at Roseville, near Sacramento, a better location given the UP/SP's new route structure. Some jobs will be abolished, but more than half the jobs projected to be lost to Stockton will be transferred to a nearby location. Many jobs will go to Roseville, while others -- engineer and trainmen jobs -- will move to another location to be negotiated with local unions as crew change points are changed. We also recognize that employees who do lose their jobs will be the recipients of the very generous labor protection provisions involved in rail mergers, which provide up to 6 years of salary for workers who lose their jobs as a result of the merger.

While we never like to see jobs leave our community, we recognize the substantial public benefits to businesses that move goods by rail, to motorists on I-5, and to the employees and businesses that depend upon the SP and are concerned about its long-term survival. Because of these many benefits, we offer our support for the proposed UP/SP merger.

Very sincerely yours,



JOAN DARRAH
MAYOR

JD:kc

s:\wpwin61\mayor\wms-stb.rr

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GALLAND, KHARASCH, MORSE & GARFINKLE, P.C.
ATTORNEYS AT LAW

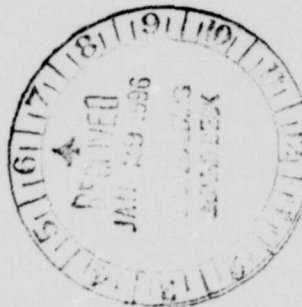
CHARLES H. WHITE, JR.
DIRECT LINE: (202) 342-6789
FACSIMILE: (202) 342-5219

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON, D.C. 20007-4492
TELEPHONE: (202) 342-5200

January 29, 1996

VIA HAND DELIVERY

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



~~RECEIVED~~
Re: Finance Docket No. 32760; Union Pacific Corp. et al.
Control and Merger - Southern Pacific Rail Corp. et al.

Dear Mr. Williams:

Enclosed for filing please find an original and twenty (20) copies of Utah Railway Company's "Notice Re Anticipated Applications" in the above proceeding.

Will you kindly stamp and return the enclosed copy of this service letter when the pleadings are filed.

Very truly yours,

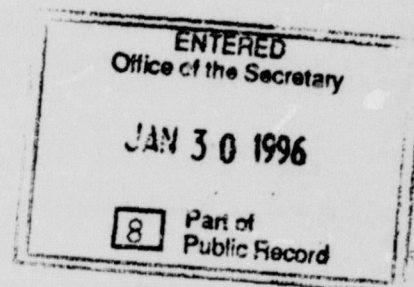
Charles H. White, Jr.
Counsel for Utah Railway

Enclosures

cc: Honorable Jerome Nelson
Counsel of Record

Item No. _____

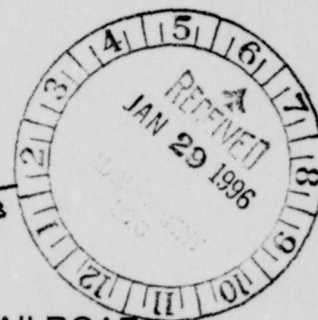
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XINJIAN-GKMG LAW OFFICE
AFFILIATED FIRM
NO. 535-538, PENGYUAN CRESTWOOD HOTEL
NO. 23, DONG JIAO MIN XIANG
BEIJING 100006 PEOPLE'S REPUBLIC OF CHINA
TEL: 011-86-1-523-5567 FAX: 011-86-1-523-5569

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

ENTERED
Office of the Secretary

NOTICE RE ANTICIPATED APPLICATIONS

JAN 30 1996

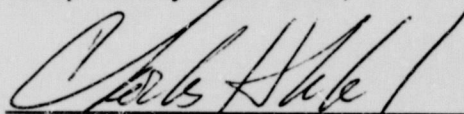
8 Part of
Public Record

Pursuant to Decision No. 9 served on December 27, 1995, parties anticipating filing inconsistent or responsive applications must give descriptions of their intended relief on this date. Utah Railway Company (UTAH) earlier gave due notice of its intent to participate in these proceedings to protect both its interests and competition for traffic moving on the Central Corridor.

In the interim, Union Pacific has reached a settlement agreement with UTAH whereby UTAH has authorized the use of its joint agreement property by BNSF under the BNSF settlement agreement with UP/SP. In turn, UTAH will gain access to certain coal loading facilities in Utah and will receive trackage rights to Grand Junction, Colorado, there to make connection with both UP/SP and BNSF for the furtherance of joint line traffic. Both the BNSF and UTAH settlement agreements are contingent upon approval of the UP/SP Control application.

In light of the above, UTAH will not oppose the UP/SP Control application, but stands ready to defend its interests under the UTAH settlement agreement.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Charles H. White, Jr.", is written over a horizontal line.

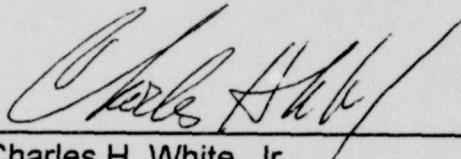
Charles H. White, Jr.
Galland, Kharasch, Morse & Garfinkle
1054 31st Street, N.W.
Washington, D.C. 20007

Counsel for Utah Railway Company

January 29, 1996

CERTIFICATE OF SERVICE

I, Charles H. White, Jr. hereby certify that on this the 29th day of January, 1996 I served true copies of the foregoing Notice Re Anticipated Applications on counsel for parties known to be participating in this proceeding by first class mail, postage prepaid.



Charles H. White, Jr.