

STB

FD

32760

3-29-96

I

62348



Item No. \_\_\_\_\_

Page Count 17

*Mar #626*

BEFORE THE  
SURFACE TRANSPORTATION BOARD

UP/SP-196

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

NOTICE OF SUPPLEMENTAL FILING OF  
DEPOSITION TRANSCRIPTS

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

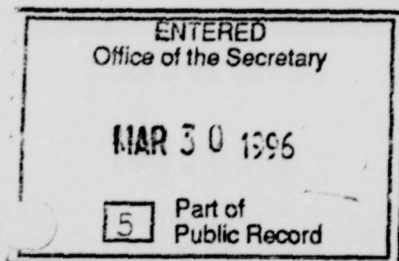
Pacific Rail Corporation, Southern Pacific  
Transportation Company, St. Louis  
Southwestern Railway Company, SPCSL  
Corp. and The Denver and Rio Grande  
Western Railroad Company

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 29, 1996

BEFORE THE  
SURFACE TRANSPORTATION BOARD

---

Finance Docket No. 32760

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

---

NOTICE OF SUPPLEMENTAL FILING OF  
DEPOSITION TRANSCRIPTS

For the convenience of the Board and the parties, 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 Corp., and The Denver and Rio Grande Western Railroad Company are filing this day certain transcripts and associated documents for the depositions taken to date in this action, as listed below:

SUPPLEMENTAL FILING

<b>Date of Deposition</b>	<b>Witness</b>	<b>Nature of Supplemental Filing</b>
3/20	Rebensdorf	Original signature page
1/30	Month	Original of signature page
2/16	Anschutz	Redacted version of transcript
2/22	Draper & Salzman	Errata
2/26,27	Gray	Errata and signature pages
2/29	Kauders	Errata and signature page
3/19	Gehring	Original transcript and redacted version of transcript, with signature page and errata
3/22	Coale	Original transcript and exhibits; redacted version of transcript
3/22	Witte	Original transcript and exhibits; redacted version of transcript
3/25	Matthews	Original transcript and exhibits; redacted version of transcript; errata

The errata listed above are attached to this Notice of Filing. The original transcripts listed above have been filed under seal, separately by witness, in accordance with the Protective Order in this proceeding. Confidentiality designations forming the basis of the redactions listed above have been provided to the parties on the restricted



service list. The redacted versions of the transcripts are filed separately, not under seal.

Respectfully submitted,

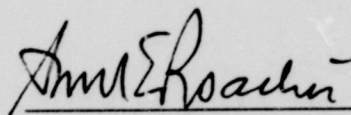
CANNON Y. HARVEY  
LOUIS P. WARCHOT  
CAROL A. HARRIS  
Southern Pacific  
Transportation Company  
One Market Plaza  
San Francisco, California 94105  
(415) 541-1000

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

March 29, 1996

PAGE.002

0025 299 202

MAR 29 08:34

ERRATA SHEET FOR THE TRANSCRIPT OF  
MARK J. DRAPER AND DALE W. SALEMIAN

February 22, 1996

Page	Line	Original	Revised
10	13	UP and SP	SP and UP
31	18	into count	into account
51	5	ballasts,	ballast,
52	9	ballasts	ballast
52	12	ballasts	ballast
52	25	ballasts	ballast
53	4	ballasts?	ballast?
58	22	number impacted.	number was impacted.
76	3	construction E	construction
76	4	estimates not	estimates I am not
98	4	rights in OPS	rights on MOPS
105	11	net revenue	net tonnage
107	21	of an increase	of an increased
114	3	all it was was for	all it was, was for
121	22	so they're	so then
122	11	Colton in	Colton Yard in
123	11	there available.	available there.
130	14	things that were	things that was
131	19	delete "limit, primar- ily then you had a"	insert "limited number" of common
131	20	points. Omaha, Council	points. In Omaha- Council
132	4	over the	over at the
132	4	The train operations	On train operations:
132	5	shortly after	Shortly after
132	18	transportation control system	Transportation Control System
132	19	They're a	It's a

PAGE.003

202 662 299 202

MAR 29 '96 08:35

- 2 -

Line	Page	Original Text	Revised Text
133	5	accomplished, certain	accomplished, and certain
133	10	sub from	Sub from
133	20	The what I would	The, what I would
133	22	locations on the MKT	locations on the MKT,
134	4	between Payola	between Paula
134	7	shape and	shape, and with
134	12	the northbound	the northbound,
137	3	impacted, we didn't	impacted. We didn't
139	6	the previous month or the previous year.	the previous year.
139	23	the spine line	the Spine Line
140	3	on east-west	on the east-west
141	13	know, it really	know, really
142	15	relay	relate
144	10	for the FO people	for the IT people
149	21	cargo	carload
153	3	cargo	carload
160	8	at these loadings	at the loadings
170	7	technology that the	technology. The
170	13	et cetera. So that,	et cetera., so that,
182	23	bitter	better
186	12	portions	markets
186	22	there is more	there are more
193	14	line, that that	Delete second "that"
201	23	Orleans public belt.	Orleans Public Belt.
204	23	territoried,	territory,
205	8	Rock-Shreveport,	Rock-Shreveport area,
205	9	possibly team 8	possibly team 7



PAGE.004

2829 299 282

SE:88 96. 62 MM

- 3 -

Page	Line	Text	Should Be
206	20	Texas, and the,	Texas, and the
206	21	port of Sacramento.	Port of Sacramento.
209	7	Corpus Christi which	Corpus Christi area which
209	12	themselves to ports.	themselves to the port.
210	10	to Robbstown, Texas,	to Robstown, Texas,
210	20	Robbstown?	Robstown?
210	21	Robbstown.	Robstown.
214	4	or bridge,	or Bridge Junction,
216	7	is their east to	is east to of
222	4	the Santa phase	the Santa Fe
224	20	Since I'm	Since it's
228	15	the merger but	the merger, but
229	3	have shortly got on	have gotten on
229	24	through Stockton	through Stockton,
230	3	to be redoing some	to redo some
231	5	Christi-Robbstown	Christi-Robstown
231	10	what they	Delete "they"
231	11	acquired were rights,	Delete "acquired were rights,"
231	14	to Robbstown which	to Robstown which
231	18	or in some cases	or, in some cases,
231	24	to Robbstown for	to Robstown for
232	6	and Robbstown.	and Robstown.
232	21	eight trains of	Delete "trains of"
232	22	of UP/SP trains,	Delete "of UP/SP trains,"
233	1	rights to operate	right to operate
233	21	operation late	operation of late

PAGE.005

0029 299 202

96:00 96. 62 844

- 4 -

Page	Line	Now Read	Original
233	22	And so that any	And so any
233	22	that we then in	that we then had in
233	23	plan had that we	plan that we
235	3	I know what's in	I know that's in
236	6	Bridge Junction is	Bridge Junction which is
236	9	the bridge which	the bridge, which
237	9	with it. But that	with it -- that
237	10	the MOFS had	the MOFS had
237	13	the MOFS to	the MOFS to
243	5	information that was	information and
248	17	could pull all	could put all
252	11	out there,	out there and
252	15	traffic, and with what	traffic. With what
252	16	field plus with	field, plus with
271	11	in in	in at
272	1	operating plan	operating plan, Delete remainder of line
272	2		Delete "in the operating plan. But"
272		If then that meant	That meant
273	3	operating plan	operating plan, Delete remainder of line
273	4		Delete "in the operating plan. But"
273	10	If then that meant	That meant
277	1	Springfield Ridgeway	Springfield Ridgley
278	13	get 36 hour	get a 36 hour
279	14	of is relevant	of is irrelevant
289	15	the basic level	the base level
303	5	apart. And	apart. And,



PAGE.006

0829 299 202

MAR 29 09:36 96. 62 MM

- 5 -

Page	Line	Original Text	Revised Text
303	6		Delete "you can go --"
307	9	extensions between	extensions. Between
312	11	Well, he won't go through	Well, Delete remainder of line
312	12	Palestine, he'll going	he'll go
312	12	on through to	on through Palestine to

March 29, 1996  
Date of Signature

Dale W. Lyman  
Signature of Dependent

3/29/96  
Date of Signature

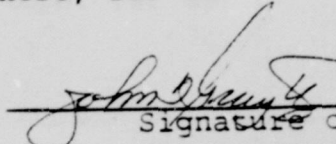
Mark J. Lyman  
Signature of Dependent

## ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 02/27/96  
Case Name: Union Pacific Corporation, Union Pacific Railroad Company  
Case Number: 32760  
Dep. Date: 02/26/96 / / / / / /  
Deponent: John T. Gray  
Place: Washington, DC  
TS#: 44858

## CORRECTIONS:

Page	Line	Change
10	11	Change "opportunity." to "operation."
21	19	Change "force." to "for us."
23	4	Change "to" to "two"
28	4	Change "than" to "that"
34	9	Change "save" to "safe"
51	14	Change "directly" to "basically"
116	4	Change "substitute" to "separate"
122	15	Change "whether" to "what were"
127	1	Change "McKenzie" to "McKinsey"
129	15	Change "division," to "position,"
142	14	Change "efficiency?" to "efficiently?"
166	18	Change "actually." to "naturally."
168	13	Change "business." to "bidding."
168	16	Change "one" to "won"
173	19	Change "portray" to "betray"
198	13	Change "differ" to "deliver"
219	16	Change "here, SP" to "here, for SP"

  
Signature of Deponent

25 MARCH 96  
Date of Signature

## ERRATA SHEET FOR THE TRANSCRIPT OF:

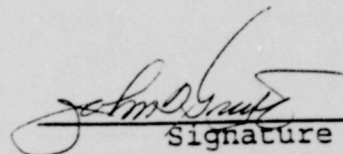
Notice Date: 02/28/96  
Case Name: Union Pacific Corporation, Union Pacific Railroad Company  
Case Number: 32760  
Dep. Date: 02/27/96 / / / / / /  
Deponent: John T. Gray  
Place: Washington, DC  
TS#: 44859

## CORRECTIONS:

Page	Line	Change
264	24	Change "McKenzie's" to "McKinsey's"
354	4	Change "Where" to "When"
413	15	Change "questions" to "statements"
437	21	Change "unless" to "as long as"
437	22	Change "unless" to "as long as"

263:17; 264:4, 9, 16, 20;  
265:6, 15; 266:20;  
499:21; 450:4, 12

Change "McKenzie" throughout to  
"McKinsey"

  
\_\_\_\_\_  
Signature of Deponent  
  
26 MARCH 96  
\_\_\_\_\_  
Date of Signature



# ERRATA TO KAUDERS DEPOSITION

<u>PAGE</u>	<u>LINE</u>	<u>CHANGE</u>
7	22	"manager economic" to "Manager Economic"
7	23	"research" to "Research"
7	23	"the" to "at the"
8	5	"group manager" to "Group Manager"
8	6	"regulatory planning and analysis" to Regulatory Planning and Analysis"
8	10	"group manager" to "Group Manager"
8	11	"regulatory planning" to "Regulatory Planning"
9	7	"Master's" to "Master"
9	16	"manager economic research" to "Manager Economic Research"
17	8	"commission" to "Commission"
19	20	"company" to "Company"
29	18	"and" to "in"
37	24	"costs" to "cost"
38	23	"were" to "was"
40	24	"commission" to "Commission"
43	20	"what" to "what percentage"
44	17	"then" to "them in"
44	20	"say" to "said"
46	6	"18" to "line 18"
55	10	"you he" to "you"
55	14	"mill" to "mills"
59	10,11	"a variable for fully" to "variable or fully"
65	17	"5.297" to "5,297"
66	2	"work table line" to work table, line"
69	20	"coal" to "cost"
70	10	vice president and engineering" to "vice president for engineering"
72	5	"not we" to "not where we"
73	6	"evaluation" to "valuation"
77	11	"term" to "terms"
86	19	"commission" to "Commission"
93	8	"cost" to "costs"
99	8	"UP/SP/CN '94" to "UPSP-CN94"
107	11	"process here" to "process year"
110	17	"cause" to "costs"
112	5	"variable," to "variable or"
112	24	"use" to "others"
115	1	"an URCS" to "a URCS"
120	7	"board" to "Board"

123	4	"Ex Parte 270 Sub No. 4" to "Ex Parte 270 (Sub-No. 4)"
133	10	"board" to "Board"
142	9	"goes" to "gross"
142	24	"necessary" to "net"
149	20	"work" to "worked"
149	20	"areas of " to "areas"
156	21	"ISS" to "ICC"
167	23	"comrmission or board" to "Commission or Board"
179	22	"1.1739" to "1.7139"
182	15	"UP" to "UP/CNW"
182	21	"sort" to "some"

Page 1 of 1


## ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 03/22/96  
Case Name: Union Pacific Corporation, Union Pacific Railroad Company  
Case Number: 32760  
Dep. Date: 03/19/96 / / / /  
Deponent: James S. Gehring  
Place: Washington, DC  
TS#: 45607

## CORRECTIONS:

Page	Line	Now Reads	Should Read	Reasons Therefore
------	------	-----------	-------------	-------------------

<u>Page</u>	<u>Line</u>	<u>Change</u>
29	6	Add "neither" after "And"
69	15	Change "level authorities" to "level of authority"
91	3	Replace "Four hour" with "4R"
133	13	Change "to Dow" to "for Dow to John Sampson"
133	14	Change "numbers to Dow" to "numbers for Dow"
134	9	Add "I understood was" after "document"
134	15	Replace "My understanding was" with "I assumed"
157	15	Replace "We're going to assume" with "We were assuming"
157	20	Replace "felt" with "assumed"
157	21	Add a "." after "August"
157	22	Replace "and said" with "We would have asked Dow,"
158	23	Replace "Dow says" with "I assumed that Dow said"

  
\_\_\_\_\_  
Signature of Deponent  
3.26.96  
\_\_\_\_\_  
Date of Signature



**, 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

ARVID E. ROACH II

DIRECT DIAL NUMBER

202) 662-5388

DIRECT TELEFAX NUMBER

202) 778-5388

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE 44-171-495-5658

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

March 28, 1996

**BY FACSIMILE**

To Parties On The Restricted Service List:

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

Applicants have completed our review of the  
deposition transcript of Mr. Matthews.

With respect to the Matthews deposition transcript,  
Applicants designate the following portions "Highly  
Confidential":

Page 8, line 3, through page 9, line 2  
Page 9, line 23, through page 10, line 5  
Page 10, line 14, through page 11, line 4  
Page 12, line 3, through page 12, line 13  
Page 18, line 11, through page 20, line 24  
Page 22, line 8, through page 22, line 18  
Page 22, line 22, through page 24, line 8  
Page 27, line 15, through page 30, line 5  
Page 30, line 9, through line 12  
Page 31, line 1, through line 21  
Page 32, line 2, through line 15  
Exhibit No. 1

Applicants are also submitting the following list of  
errata to the Matthews deposition:

<u>Page</u>	<u>Line</u>	<u>Description</u>
1	14	Change "L. White Matthews," to "L. White Matthews, III,"
3	12	Change "VONBERNUTH" to "VON BERNUTH"

The Restricted Service List  
March 28, 1996  
Page 2

4	4	Change "L. White Matthews," to "L. White Matthews, III,"
5	14	Change "L. White Matthews," to "L. White Matthews, III,"
30	7	Change "occasions" to "any questions"

Sincerely,

*Arvid E. Roach II/men*

Arvid E. Roach II

cc: Hon. Vernon A. Williams  
Hon. Jerome Nelson

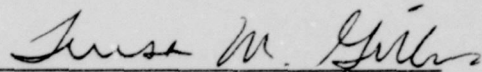


CERTIFICATE OF SERVICE

I, Teresa M. Gillis, certify that, on this 29th day of March, 1996, I caused a copy of the foregoing Notice of Supplemental Filing of Deposition Transcripts to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record 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



---

Teresa M. Gillis

STB FD 32760

2-29-96

I

61520

Item No. \_\_\_\_\_

61520  
N-383

BOB  
G01

Page Count 8  
Feb 28 383

STATE OF NEVADA

JICE COMMISSION OF NEVADA

Capitol Complex

727 Fairview Drive

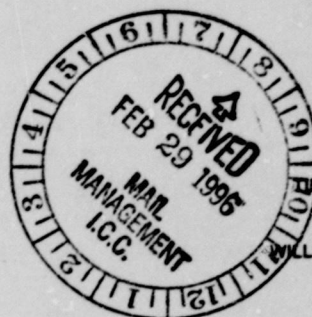
Carson City, Nevada 89710

(702) 687-6007

Commissioners:

JOHN F. MENDOZA  
Chairman

JO ANN KELLY  
GALEN D. DENIO  
JUDY M. SHELDREW  
DONALD L. SODERBERG



TIMOTHY HAY  
Counsel

WILLIAM H. VANCE  
Secretary

February 23, 1996

Vernon A. Williams, Secretary  
Surface Transportation Board  
1201 Constitution Avenue, N. W.  
Washington, D. C. 20423

Re: Finance Docket No. 32760

Dear Mr. Williams:

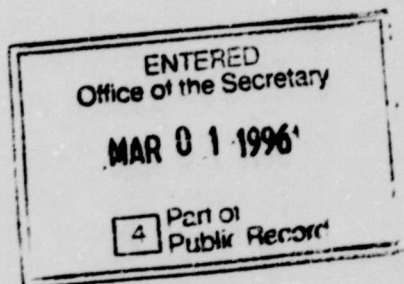
Enclosed please find an original and five copies of the document entitled **PARTY OF RECORD PUBLIC SERVICE COMMISSION OF NEVADA'S FIRST SET OF INTERROGATORIES TO JOINT APPLICANTS** for filing in the above-referenced Docket.

Very truly yours,

*Timothy Hay*  
TIMOTHY HAY, ESQ.  
General Counsel

TH/md

Encls.



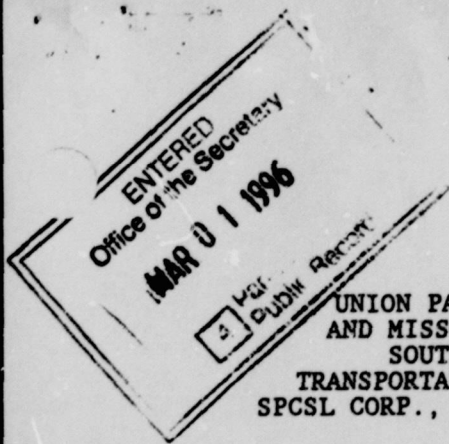
CONSUMER DIVISION:

Carson City/Reno—(702) 687-6000

Las Vegas—(702) 486-2600

Other Areas—800-992-0900, Ext. 87-6000

(0)-1626



THE  
TRANSPORTATION BOARD  
WASHINGTON, D. C.



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

**PARTY OF RECORD PUBLIC SERVICE COMMISSION OF NEVADA'S  
FIRST SET OF INTERROGATORIES TO JOINT APPLICANTS**

**TO: COUNSEL FOR JOINT APPLICANTS**

Party of Record, Public Service Commission of Nevada ("PSCN"), by and through its attorney Timothy Hay, Esq., General Counsel, hereby propounds the following Interrogatories pursuant to 49 CFR § 1114.26, to be answered by Joint Applicants within 20 days after receipt of this document pursuant to 49 CFR § 1114.26(a).

**PRELIMINARY DEFINITIONS AND INSTRUCTIONS**

The following preliminary definitions and instructions apply to each of the Interrogatories set forth hereinafter and are deemed to be incorporated herein.

1. As used in these Interrogatories, the term "agreement" and the plural form thereof shall mean all written, recorded or graphic matters, however produced or reproduced, of every kind and description, pertaining in any way to the subject matter of this action.

2. As used throughout these Interrogatories, the term "Joint Applicants," its plural or any synonym thereof, is intended to and shall embrace and include in addition to the named party or parties, counsel for such party or parties, and all agents, servants, employees, representatives, investigators and others who are in the possession of or who may have obtained information for or on behalf of the named party or parties. Parties being, 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.

3. As used throughout these Interrogatories, the term "person," or its plural or any synonym thereof, is intended to and shall embrace and include any individual, partnership, corporation, company, association, government agency (whether federal, state, local or any agency of the government of a foreign country) or any other entity.

4. As used throughout these Interrogatories, the term "communication," its plural or any synonym thereof, is intended to and shall embrace and include all written communications, and with respect to all communications, shall include but is not limited to every discussion, conversation, conference, meeting, interview, telephone call or doctor or other professional service visit.

5. a. As used throughout these Interrogatories, the terms "identify," "identity," or "identification," their plural or synonyms thereof, when used with reference to a person, shall mean to state the full name and address, and where applicable, the present position and business, if known, and each prior position and business.

b. As used throughout these Interrogatories, the terms "identify," "identity," or "identification," their plural or synonyms thereof, when used with reference to a document mean to state:

(1) the general nature of the document or object i.e., whether it is a letter, a memorandum, a report, a drawing, a chart or tracing, a pamphlet, etc.;

(2) the general subject matter of the document or object;

(3) the name, and current or last known business address and home address of the original author or draftsman (and, if different, the signor or signors), and of any person who has edited, corrected, revised or amended, or who has entered any initials or comment or notation thereon;

(4) the date thereof, including any date of any such editing, correcting, amending or revising;

(5) any numerical designation appearing thereon, such as a file reference;

(6) the name of each recipient or a copy of the document or object; and

(7) the place where, and the person now having, custody or control of each of such document or object, or if such document or object has been destroyed, the place of and reasons for destruction.

c. As used throughout these Interrogatories, the terms "identify," "identity," and "identification," when used in reference to a communication, mean to state with respect to each communication, the nature of the communication (telephone call, letter, etc.), the date of the communication, the persons who were present at or participated in the communication or with, to or from whom the communication was made, and the substance of the statement made by each person involved in such communication.

6. All information is to be divulged which is in your possession or control, or can be ascertained upon reasonable investigation of areas within your control. The knowledge of your attorney is deemed to be your knowledge, so that, apart from privileged matter, if your attorney has knowledge of the information sought to be elicited herein, said knowledge must be incorporated into these answers, even if such information is known to Joint Applicants individually.

7. Whenever you are unable to state an answer to these Interrogatories based upon your own personal knowledge, please so state, and identify the person or persons you believe to have such knowledge, what you believe the correct answer to be, and the facts upon which you base your answer.

8. Where an Interrogatory calls for an answer in more than one part, each part should be separated so that the answer is clearly understandable.

9. Each Interrogatory should be construed independently. No Interrogatory should be construed by reference to any other Interrogatory if the result is a limitation of the scope of the answer to such Interrogatory.

10. "And" and "or" shall be construed disjunctively or conjunctively as necessary, in order to bring within the scope of the Interrogatory all responses which might otherwise be construed to be outside of its scope.

11. If an Interrogatory is objected to, in whole or in part, or if information responsive to an Interrogatory is withheld, on the ground of



privilege or otherwise, please set forth fully each objection, describe generally the information which is withheld, and set forth the facts upon which Joint Applicants rely as the basis for each such objection.

12. These Interrogatories are addressed to Joint Applicants. If, for an Interrogatory, the answers for all Joint Applicants would be the same, only one answer is necessary. If the Joint Applicants' answers to an Interrogatory would vary among them, please state and identify answers for each Joint Applicant separately.

13. Pursuant to 49 CFR § 1114.29, you shall supplement your responses according to the following:

A party is under a seasonable duty to amend a prior response if he obtains information upon the basis of which (i) he knows that the response was incorrect when made, or (ii) he knows that the response thought correct when made is no longer true and the circumstances are such that a failure to amend the response is in substance a knowing concealment.

#### INTERROGATORIES

##### INTERROGATORY NO. 1

Please provide any updates to operating plans that would affect operations of the rail system in Nevada.

##### INTERROGATORY NO. 2

Please provide any agreements that have been entered into that may affect coal shipments to utilities in northern or southern Nevada.

##### INTERROGATORY NO. 3

- a. In a post-merger environment, will there be an opportunity for third party independent train operators to compete for shipping customers or engage in operations over the merged railroad network (for example, third party operating unit trains between a coal mine and a utility power plant)?

- b. Would such an agreement be precluded by the trackage rights agreements between the Union Pacific/Southern Pacific and the Burlington Northern/Santa Fe?

INTERROGATORY NO. 4

- a. Do the numbers of trains in each direction projected for the Central Corridor (Donner Pass, Reno, Sparks, Winnemucca) include all Burlington Northern/Santa Fe trains operated under the trackage rights agreement?
- b. If so, please identify them on the time tables.
- c. If not, please provide an estimate of the maximum number of Burlington Northern/Santa Fe, projected Union Pacific/Southern Pacific and AMTRACK trains that could use the route.

INTERROGATORY NO. 5

The merger application of Joint Applicants states that the increased number of accidents at crossings would be more than offset by reductions in accidents on highways and other railroads due to (freight) traffic being diverted. (Vol. 6, Part 1, Page 53).

- a. On what basis is this claim made?
- b. Does that claim incorporate pedestrian accidents?

INTERROGATORY NO. 6

- a. What is the maximum speed of trains traveling through Reno, Fernley, Lovelock, and Winnemucca, Nevada?
- b. How are these train speeds determined?

INTERROGATORY NO. 7

What is the average single crossing closure time per train estimated for trains moving through Reno, Nevada?

INTERROGATORY NO. 8

How does the Labor Impact Exhibit (Volume 3, Page 407) affect the status of agencies currently authorized and operated by either the Union Pacific or the Southern Pacific railroad?



INTERROGATORY NO. 9

Please describe how Joint Applicants intend to respond to hazardous materials inquiries and/or incidents in a post-merger operating environment.

INTERROGATORY NO. 10

- a. Are the charges to Burlington Northern, Santa Fe for trackage rights over the Union Pacific/Southern Pacific railroad comparable to costs that the Union Pacific/Southern Pacific charges itself for the same routes?
- b. How can these comparable charges be identified?

INTERROGATORY NO. 11

- a. Does a post-merger operating environment include provisions for any kind of an "ombudsman" approach to providing liaison between shippers, the general public, local/state officials, and railroad officials or railroad operating personnel?
- b. If not, how are relations between shippers, the general public, local and state officials, and railroad officials or railroad operating personnel to be maintained?
- c. If so, please describe the functions this approach would cover, and the region an "ombudsman" would be responsible for.

INTERROGATORY NO. 12

- a. The application (Volume 3, P. 401) indicates that the New York Dock Ry. --Control-- Brooklyn Eastern District Terminal, 360 I.C.C. 60 (1979) was assumed to apply to the employee protective conditions. Is this an assumption, or are the Joint Applicants committing to the provisions contained in that decision?
- b. What are the "standard" labor protections applicable to related trackage rights and abandonment proposals referred to in Volume 3, p. 401?

**INTERROGATORY NO. 13**

Using information in the application (density charts, increased tonnage of shipments), what is the estimated increment of merger benefits associated with post-merger operations along the Central Corridor?

DATED this 23rd day of February, 1996

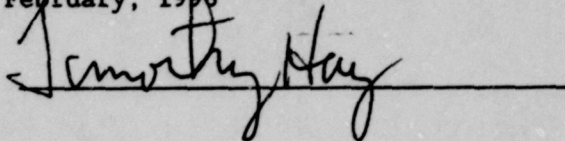
Respectfully submitted,

  
TIMOTHY HAY, ESQ.  
General Counsel  
PUBLIC SERVICE COMMISSION OF NEVADA  
727 Fairview Drive  
Carson City, NV 89710  
Telephone: (702) 687-6008

**CERTIFICATE OF SERVICE**

Pursuant to 49 C.F.R. § 1104.12, I certify that I have this day served copies of the document entitled **PARTY OF RECORD PUBLIC SERVICE COMMISSION OF NEVADA'S FIRST SET OF INTERROGATORIES TO JOINT APPLICANTS** upon the foregoing parties in this proceeding, by first-class, postage pre-paid U.S. mail.

DATED this 23rd day of February, 1996



STB

FD

32760

2-23-96

I

61343



Item No. \_\_\_\_\_

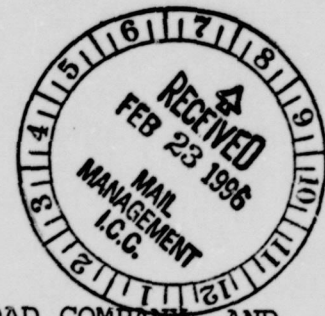
Page Count. 16

Feb II 203

5 Part of  
Public Record

BEFORE THE  
SURFACE TRANSPORTATION BOARD

-----  
Finance Docket No. 32760  
-----



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

-- CONTROL AND MERGER --

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

---

BROWNSVILLE AND RIO GRANDE INTERNATIONAL'S  
FIRST SET OF INTERROGATORIES  
AND INFORMAL REQUEST FOR PRODUCTION OF DOCUMENTS  
TO THE BURLINGTON NORTHERN RAILROAD COMPANY  
AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
("BNSF")

---

Pursuant to 49 C.F.R. §§ 1114.21-1114.31, the  
Brownsville and Rio Grande International Railroad ("BRGI")  
directs the following interrogatories and informal document  
production requests to the Burlington Northern Railroad Company  
("BN") and the Atchison, Topeka and Santa Fe Railway Company  
("Santa Fe") (collectively, and as hereinafter defined, "BNSF")

BRGI requests that, within 15 days after service of  
these requests, BNSF serve their responses on BRGI's counsel and  
make the requested documents available for inspection and copying  
by BRGI or its representatives at the document depository  
established by BNSF in this proceeding. Alternatively, BNSF may  
produce legible, complete, and exact copies of responsive

documents so long as the documents themselves are retained and will be made available if requested. In such case, the copies should be sent by expedited delivery to the undersigned attorneys. BRGI will pay all reasonable costs for duplication and expedited delivery of documents to its attorneys.

BNSF should contact the undersigned promptly to discuss any objections or questions with a view to resolving any points of dispute or issues of interpretation informally and expeditiously.

#### DEFINITIONS

1. The "Agreement" means the agreement between UPC, Acquisition (a direct wholly-owned subsidiary of UPRR), UPRR and SPR to merge, as provided in Exhibit 2 in Volume 7 of the Application (UP/SP-28).

2. "Applicants" mean the Union Pacific Corporation ("UPC"), Union Pacific Railroad Company ("UPRR"), Missouri Pacific Railroad Company ("MPRR"), Southern Pacific Rail Corporation ("SPR"), Southern Pacific Transportation Company ("SPT"), St. Louis Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"), and the Denver and Rio Grande Western Railroad Company ("DRGW"), and the Consolidated System that would result from the Transaction.

3. "Application" means the application filed in this proceeding on November 30, 1995, by the Applicants, including, where relevant, any amendment or supplemental information submitted by Applicants to the Board.

4. "BNSF" means any and all of following: the Burlington Northern Inc. ("BNI"), Burlington Northern Railroad Company ("BN"), Santa Fe Pacific Corporation ("SFP") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe"), and any and all successor entities resulting from the merger of the above-identified parties as approved pursuant to Finance Docket No. 32549.

5. "Board" or "STB" means the Surface Transportation Board and/or its predecessor, the Interstate Commerce Commission.

6. "BRGI" means the Brownsville and Rio Grande International Railroad

7. "Competition" includes both intramodal and intermodal competition and also includes source competition.

8. "Consolidated System" means UP and SP operated as an integrated system after the Transaction, or the entity created by the merger of UP and SP.

9. "Depository" means the depository established by BNSF in accordance with the Interstate Commerce Commission's order of December 7, 1995 ("Order Adopting Discovery Guidelines") in these Proceedings, to contain "all documents relevant to [each evidentiary] filing (other than documents that are privileged or otherwise protected from discovery)".

10. "Diversion" means an increase or decrease in a railroad's participation in traffic over previous levels or an increase or decrease in a railroad's share of revenues from the traffic in question.



11. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intra-company communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or interviews; minutes, summaries, notes, or records of conferences or meetings; record or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams, plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes:

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

12. "Identify,"

(a) when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the position and employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

(b) when used in relation to a corporation, partnership, or other entity, means to state the name, address, and telephone number of the corporation, partnership, or entity;

(c) when used in relation to a document, means to:

- (1) state the nature of the document (e.g., letter, memorandum, report, chart);
- (2) identify the author, each addressee, and each recipient; and
- (3) state the number of pages, title, and date of the document and the specific page number(s), and line number(s), if possible, where the relevant information can be found.

(d) when used in relation to an oral communication or statement, means to:

- (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
- (2) state the date and place of the communication



or statement;

- (3) describe in detail the contents of the communication or statement; and
- (4) identify all documents relating to the communication or statement;

(e) when used in relation to traffic flows, means to identify relevant traffic movements by commodity (including 5-digit STCC code), origin, and destination; and

(f) when used in any other context means to describe or explain.

13. "Including" means encompassing without limitation.

14. "Interchange" or "interline" includes all forms of interchange, including run-through trains and haulage. All references to "interchange" or "interline" traffic includes potential as well as actual interchange or interline traffic.

15. "Person" means an individual, company, partnership, or other entity of any kind.

16. "Provide" (except where the word is used with respect to providing service or equipment), "set forth", "list", or "describe" means to supply a narrative response in accordance with 49 C.F.R. § 1114.26. If the information sought in a particular interrogatory is contained in existing documents, those documents may be specifically identified and produced as an alternative to supplying a narrative response.

17. "Rates" include contract rates and tariff rates.

18. "Relating to" a subject means making a statement about,

1. referring to, or discussing, the subject, including, as to actions, any decisions to take, not take, defer, or defer decision on the action.

19. "Settlement Agreement" means the following agreements between the Applicants and BNSF:

(a) the agreement dated September 25, 1995, and attached as Appendix 1 to the Verified Statement of Carl R. Ice (BN/SF-1);

(b) the supplemental agreement dated November 18, 1995, and attached as Appendix 2 to the Verified Statement of Carl R. Ice (BN/SF-1); and

(c) any additional supplemental agreements between these parties which relate to the agreement described in 24(a), above.

20. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

21. "SP" means SPT, SSW, SPCSL, and any divisions, departments, subsidiaries, affiliates, or related companies, present or former employees, agents, counsel, officers, directors, advisors, consultants, divisions, and all other persons or entities acting on behalf of any or all of them.

22. "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.

23. "This proceeding" means Finance Docket No. 32760 and

7. If the answer to an interrogatory may be derived from documents in BNSF's possession, and deriving the answer would be no more burdensome for BRGI than for BNSF, then BNSF may respond to the interrogatory by referring to this Instruction and identifying and producing the documents, indicating specifically by document date, page and, if possible, line number where the information can be found.

8. To the extent that any response refers to or consists of documents in the depository, identify the documents by Bates number(s) and specific line number(s) as relevant.

9. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable,

(a) identify the information or document; and

(b) state the basis for the claim that it is privileged or otherwise not discoverable.

10. Where any interrogatory or document request refers to "BNSF" and the response for BN alone would be different from the response for Santa Fe alone, give separate responses for BN and Santa Fe.

11. In responding to any request for data regarding intermodal traffic, indicate separately data for trailers and for containers.

12. Where the response to a request is found in the response to another request, in the Application, or in documents in the Depository, it will be sufficient to refer specifically to relevant portions thereof.



13. All documents requested and other information requested herein should be supplied or made available in printed or hard copy form.

14. Please note that pursuant to 49 C.F.R. § 1114.29 these discovery requests are continuing and that there is an obligation to supplement such responses as may be required.

15. References to railroads, shippers, and other companies (including BNSF) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; joint ventures.

16. Unless otherwise specified, all users of the conjunctive include the disjunctive and vice versa, and words in the singular include the plural and vice versa.

17. In answering each of the interrogatories, BNSf are to:

- (a) Identify all source documents from which the information has been or can be obtained or which form a basis for answers given or corroborate the answers given. For each source document identified, state the name, title and address of the custodian of such document, and state whether such source document may be inspected and copied by BNSF; and
- (b) State whether the information furnished is within the personal knowledge of the person answering and, if not, the name of each person to whom the

information is a matter of personal knowledge.

BROWNSVILLE AND RIO GRANDE INTERNATIONAL RAILROAD'S  
FIRST SET OF INTERROGATORIES

1. Has BNSF committed to institute competitive rail service to and from Brownsville, TX, and the Port of Brownsville in the event that the UP/SP merger as proposed in Finance Docket 32760 is approved and consummated?

2. If so, by what means will such service be accomplished (trackage rights/hauling rights or other arrangement)?

3. Specify the terms, conditions (duration) and any territories on trackage rights, haulage rights or other arrangement pursuant to which BNSF would be available to provide competitive rail service to and from Brownsville, TX, and the Port of Brownsville in the event the UP/SP merger is approved and consummated.

4. Will BNSF have the right to interchange traffic with BRGI under trackage rights, haulage rights or other arrangement pursuant to which it would be enabled to provide competitive rail service to and from Brownsville and the Port of Brownsville in the event the UP/SP merger is approved and consummated?

5. Will BNSF seek to become a party to the June 1982 Agreement for Relocation of Railroad Facilities and for Related Improvements at or near Brownsville, TX, in connection with commencement of competitive rail service to and from Brownsville, TX, and the Port of Brownsville in the event the UP/SP merger is approved and consummated?

6. Will BNSF establish and maintain terminal facilities at or near Brownsville, TX, upon undertaking competitive service to and from Brownsville and the Port of Brownsville in the event the UP/SP merger is approved and consummated?

7. Has BNSF committed to station personnel at Brownsville to promote competitive rail service and to service customer accounts in the event competitive rail service is instituted upon approval and consummation of the UP/SP merger.

8. IF BNSF has determined to institute competitive rail service for Brownsville and the Port of Brownsville through haulage rights arrangements with UP/SP, will BNSF undertake to ensure that such rights can be assigned to BRGI should BNSF subsequently decide not to continue haulage rights service to and from Brownsville and the Port of Brownsville?



BROWNSVILLE AND RIO GRANDE RAILROAD  
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS

1. Identify and provide copies of any documents which constitute and/or discuss terms, duration and fee payments for trackage rights and/or haulage rights arrangements as between UP/SP and BNSF regarding institution of competitive rail service to and from Brownsville and the Port of Brownsville.

2. Identify and provide copies of any documents which constitute and/or discuss direct access for BNSF to the Mexican border crossing at Brownsville and rights to interchange traffic with FNM at Brownsville (Matamoros, Mexico).

3. Identify and provide copies of any documents that constitute or discuss BNSF commitment to provide competitive rail service to and from Brownsville and the Port of Brownsville upon approval of appropriate trackage rights agreements.

4. Identify and provide copies of any documents that discuss trackage and/or haulage rights options through which BNSF would be able to provide competitive rail service to and from Brownsville and the Port of Brownsville.

5. Produce all written discovery responses provided by applicants to any person in connection with the subject proceeding (whether such responses were provided formally or

informally, and whether offered in the form of a pleading, a letter or otherwise), and copies of all documents provided by Applicants to any person in connection with this proceeding. This is a continuing request and is effective throughout the pendency of this proceeding.

Respectfully submitted,

*Keith G. O'Brien*

Keith G. O'Brien  
John D. Heffner  
Robert A. Wimbish  
1920 N Street, N. W.  
Washington, D. C. 20036  
(202) 785-3700

Counsel for Brownsville and  
Rio Grande International  
Railroad

DATED: FEBRUARY 20, 1996

CERTIFICATE OF SERVICE

I hereby certify that I have this 20th day of February 1996, served the foregoing document on counsel for the Applicants and both the Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company (by hand) and on all other parties listed on the Restricted Service List (by first class mail or a more expeditious manner of delivery).

Robert A. Wimbish  
Robert A. Wimbish

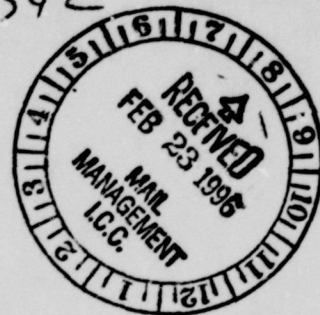


STB FD 32760 2-23-96 I 61342.

Item No. \_\_\_\_\_  
Page Count 18  
Feb II 204  
FEB 26 1996  
5 Part of Public Record

61342  
FOR THE  
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

BROWNSVILLE AND RIO GRANDE INTERNATIONAL'S  
FIRST SET OF INTERROGATORIES  
AND INFORMAL REQUEST FOR PRODUCTION OF DOCUMENTS  
TO THE APPLICANTS

Pursuant to 49 C.F.R. §§ 1114.21-1114.31, the  
Brownsville and Rio Grande International Railroad ("BRGI")  
directs the following interrogatories and informal document  
production requests to the Union Pacific Corporation ("UPC"),  
Union Pacific Railroad Company ("UPRR"), Missouri Pacific  
Railroad Company ("MPRR"), Southern Pacific Rail Corporation  
("SPR"), Southern Pacific Transportation Company ("SPT"), St.  
Louis Southwestern Railway Company ("SSW"), SPCSL Corp.  
("SPCSL"), and the Denver and Rio Grande Western Railroad Company  
("DRGW") (collectively, the "Applicants").

BRGI requests that, within 15 days after service of  
these requests, Applicants serve their responses on BRGI's  
counsel and make the requested documents available for inspection

and copying by BRGI or its representatives at the document depository established by Applicants in this proceeding. Alternatively, Applicants may produce legible, complete, and exact copies of responsive documents so long as the documents themselves are retained and will be made available if requested. In such case, the copies should be sent by expedited delivery to the undersigned attorneys. BRGI will pay all reasonable costs for duplication and expedited delivery of documents to its attorneys.

Applicants should contact the undersigned promptly to discuss any objections or questions with a view to resolving any points of dispute or issues of interpretation informally and expeditiously.

#### DEFINITIONS

1. The "Agreement" means the agreement between UPC, Acquisition (a direct wholly-owned subsidiary of UPRR), UPRR and SPR to merge, as provided in Exhibit 2 in Volume 7 of the Application (UP/SP-28).

2. "Applicants" mean the Union Pacific Corporation ("UPC"), Union Pacific Railroad Company ("UPRR"), Missouri Pacific Railroad Company ("MPRR"), Southern Pacific Rail Corporation ("SPR"), Southern Pacific Transportation Company ("SPT"), St. Louis Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"), and the Denver and Rio Grande Western Railroad Company ("DRGW"), and the Consolidated System that would result from the Transaction.



3. "Application" means the application filed in this proceeding on November 30, 1995, by the Applicants, including, where relevant, any amendment or supplemental information submitted by Applicants to the Board.

4. "BNSF" means any and all of following: the Burlington Northern Inc. ("BNI"), Burlington Northern Railroad Company ("BN"), Santa Fe Pacific Corporation ("SFP") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe"), and any and all successor entities resulting from the merger of the above-identified parties as approved pursuant to Finance Docket No. 32549.

5. "Board" or "STB" means the Surface Transportation Board and/or its predecessor, the Interstate Commerce Commission.

6. "BRGI" means the Brownsville and Rio Grande International Railroad

7. "Competition" includes both intramodal and intermodal competition and also includes source competition.

8. "Consolidated System" means UP and SP operated as an integrated system after the Transaction, or the entity created by the merger of UP and SP.

9. "Depository" means the depository established by Applicants in accordance with the Interstate Commerce Commission's order of December 7, 1995 ("Order Adopting Discovery Guidelines") in these Proceedings, to contain "all documents relevant to [each evidentiary] filing (other than documents that are privileged or otherwise protected from discovery)".

10. "Diversion" means an increase or decrease in a railroad's participation in traffic over previous levels or an increase or decrease in a railroad's share of revenues from the traffic in question.

11. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intra-company communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or interviews; minutes, summaries, notes, or records of conferences or meetings; record or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams, plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes:

- (a) both basis records and summaries of such records (including computer runs);
- (b) both original versions and copies that differ in any respect from original versions, including notes; and

(c) both documents in the possession, custody, or control of Applicants and documents in the possession, custody, or control of consultants or others who have assisted Applicants in connection with this proceeding.

12. "Identify,"

(a) when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the position and employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

(b) when used in relation to a corporation, partnership, or other entity, means to state the name, address, and telephone number of the corporation, partnership, or entity;

(c) when used in relation to a document, means to:

- (1) state the nature of the document (e.g., letter, memorandum, report, chart);
- (2) identify the author, each addressee, and each recipient; and
- (3) state the number of pages, title, and date of the document and the specific page number(s), and line number(s), if possible, where the relevant information can be found.

(d) when used in relation to an oral communication or statement, means to:



- (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
- (2) state the date and place of the communication or statement;
- (3) describe in detail the contents of the communication or statement; and
- (4) identify all documents relating to the communication or statement;

(e) when used in relation to traffic flows, means to identify relevant traffic movements by commodity (including 5-digit STCC code), origin, and destination; and

(f) when used in any other context means to describe or explain.

13. "Including" means encompassing without limitation.

14. "Interchange" or "interline" includes all forms of interchange, including run-through trains and haulage. All references to "interchange" or "interline" traffic includes potential as well as actual interchange or interline traffic.

15. "Person" means an individual, company, partnership, or other entity of any kind.

16. "Provide" (except where the word is used with respect to providing service or equipment), "set forth", "list", or "describe" means to supply a narrative response in accordance with 49 C.F.R. § 1114.26. If the information sought in a partic-

ular interrogatory is contained in existing documents, those documents may be specifically identified and produced as an alternative to supplying a narrative response.

17. "Rates" include contract rates and tariff rates.

18. "Relating to" a subject means making a statement about, referring to, or discussing, the subject, including, as to actions, any decisions to take, not take, defer, or defer decision on the action.

19. "Settlement Agreement" means the following agreements between the Applicants and BNSF:

(a) the agreement dated September 25, 1995, and attached as Appendix 1 to the Verified Statement of Carl R. Ice (BN/SF-1);

(b) the supplemental agreement dated November 18, 1995, and attached as Appendix 2 to the Verified Statement of Carl R. Ice (BN/SF-1); and

(c) any additional supplemental agreements between these parties which relate to the agreement described in 24(a), above.

20. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

21. "SP" means SPT, SSW, SPCSL, and any divisions, departments, subsidiaries, affiliates, or related companies, present or former employees, agents, counsel, officers, directors, advisors, consultants, divisions, and all other persons or entities acting on behalf of any or all of them.

22. "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.

23. "This proceeding" means Finance Docket No. 32760 and any sub-dockets that may be established.

24. "Transaction" means the actions for which approval is sought in the Application, as generally described at UP/SP-22 pp. 1-6, or any one of such actions of any combination of such actions, and any related transactions (including tender offers and agreements to incur debt).

25. "UP" means UPRR, MPRR, Chicago and North Western Transportation Company and Chicago and North Western Railway Company, and any divisions, departments, subsidiaries, affiliates, or related companies, present or former employees, agents, counsel, officers, directors, advisors, consultants, divisions, and all other persons or entities acting on behalf of any or all of them.

#### INSTRUCTIONS

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



2. Unless otherwise specified, these discovery requests cover the period beginning January 1, 1994, and ending with the date of response.

3. When producing documents, indicate the specific request in response to which the documents are produced.

4. Where a request contains subparts denominated by letters, (e.g., (a), (b)), respond separately to each subpart.

5. If Applicants have information that would permit a partial answer to any interrogatory, but would have to conduct a special study to obtain information necessary to a more complete response to that interrogatory, and if the burden of conducting such special study would be greater for Applicants than for BRGI, then:

(a) state that fact;

(b) provide the partial answer that may be made with information available to Applicant; and

(c) as provided in 49 C.F.R. § 1114.26(b),  
produce such business records, or compilation,  
abstract, or summary based thereon, as will  
permit BRGI to derive or ascertain a more  
complete answer.

6. If a document responsive to any part of a document request is not presently available:

(a) state that fact;

(b) identify the document to the extent  
possible;

- (c) state when the document was most recently in Applicants' possession or subject to Applicants' control and what disposition was made of it;
- (d) identify each person currently in possession or control of the document; and
- (e) furnish whatever other responsive documents are available.

7. If the answer to an interrogatory may be derived from documents in Applicants' possession, and deriving the answer would be no more burdensome for BRGI than for Applicants, then Applicants may respond to the interrogatory by referring to this Instruction and identifying and producing the documents, indicating specifically by document date, page and, if possible, line number where the information can be found.

8. To the extent that any response refers to or consists of documents in the depository, identify the documents by Bates number(s) and specific line number(s) as relevant.

9. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable,

- (a) identify the information or document; and
- (b) state the basis for the claim that it is privileged or otherwise not discoverable.

10. Where any interrogatory or document request refers to "Applicants" or to any "Applicant", and the response for UP alone would be different from the response for SP alone, give separate responses for UP and SP.

11. In responding to any request for data regarding intermodal traffic, indicate separately data for trailers and for containers.

12. Where the response to a request is found in the response to another request, in the Application, or in documents in the Depository, it will be sufficient to refer specifically to relevant portions thereof.

13. All documents requested and other information requested herein should be supplied or made available in printed or hard copy form.

14. Please note that pursuant to 49 C.F.R. § 1114.29 these discovery requests are continuing and that there is an obligation to supplement such responses as may be required.

15. References to railroads, shippers, and other companies (including Applicants) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; joint ventures.

16. Unless otherwise specified, all users of the conjunctive include the disjunctive and vice versa, and words in the singular include the plural and vice versa.

17. In answering each of the interrogatories, Applicants are to:

- (a) Identify all source documents from which the information has been or can be obtained or which form a basis for answers given or corroborate the



answers given. For each source document identified, state the name, title and address of the custodian of such document, and state whether such source document may be inspected and copied by Applicants; and

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

BROWNSVILLE AND RIO GRANDE INTERNATIONAL RAILROAD'S  
FIRST SET OF INTERROGATORIES

1. Specify any changes Applicants plan, after consummation of the merger, to the frequency and number of train operations presently conducted to and from Brownsville, TX and the Port of Brownsville.

2. Under the Settlement Agreements between Applicants and BNSF, will BNSF be accorded direct physical access to both Brownsville, TX and BRGI to institute competitive rail service in the event the merger is approved and consummated?

3. If BNSF will not be accorded direct physical access to BRGI -- either via BNSF-exercised trackage rights or haulage rights -- as a result of the proposed merger, will Applicants

impose a switching charge upon the movement of traffic to and from BRGI and BNSF? If such an additional charge will be imposed by the Applicants, how much will this charge be?

4. If the response to interrogatory (2) above is in the affirmative, will such access be accomplished through a grant of trackage rights to BNSF?

5. Specify the terms and conditions, including compensation and any limitations on service and access, which would be attached to a grant of trackage rights to BNSF between Houston (Algoa) and Brownsville.

6. (a) What form of access to Brownsville industries will be accorded to BNSF?

(b) What, if any, limitations would be placed on such access to existing industries and to any new industries locating in Brownsville in the future?

7. What terminal facilities will be available to BNSF for purposes of meeting local service requirements for traffic moving to and from BRGI and the City of Brownsville, TX?

8. Have applicants offered to handle BNSF business to and from Brownsville and BRGI on a haulage basis as an alternative to

direct access via trackage rights between Houston (Algoa) and Brownsville?

9. Has BNSF manifested a commitment to provide competitive service to and from Brownsville and the Port of Brownsville by means of access through utilization of trackage rights?

10. In lieu of undertaking to provide competitive service to and from Brownsville and the Port of Brownsville by means of trackage rights, has BNSF requested Applicants to facilitate provision of post-merger competitive service to and from Brownsville by handling BNSF business on a haulage basis from Houston? If so what are the terms and extent of such service including price and duration?

11. If BNSF or UP should determine not to commence or perpetuate operations consistent with trackage or haulage rights arrangements pursuant to which Brownsville and BRGI shippers would have access to BNSF service, will Applicants commit to extend similar rights for BRGI, whereby Brownsville shippers would be assured of competitive rail service alternatives via a connection with a class I railroad other than the Applicants?

12. (a) Have Applicants committed to accord BNSF direct access to the Mexican border crossing at Brownsville and the right to interchange traffic with the FNM at Brownsville



(Matamoros, Mexico)?

(b) Is such access contingent upon BNSF opting to accept trackage rights access to Brownsville and the Port of Brownsville?

13. Will Applicants agree to accord BRGI direct access to the Mexican border crossing at Brownsville and the right to interchange traffic with FNM at Brownsville (Matamoros, Mexico) in order to assure Brownsville shipper and receivers traffic moving to and from Brownsville and to Port of Brownsville?

#### REQUEST FOR PRODUCTION OF DOCUMENTS

1. Identify and provide copies of any traffic and/or market studies conducted to assess the impact of this merger on Brownsville and the Port of Brownsville including diversion of traffic to other ports.

2. Identify and provide copies of any documents which constitute and/or discuss terms duration and fee arrangements for trackage rights and/or haulage rights options proposed as between Applicants and BNSF regarding service to and from Brownsville and the Port of Brownsville.

3. Identify and provide copies of any documents which constitute and/or discuss direct access for BNSF to the Mexican border crossing at Brownsville and rights to interchange traffic

border crossing at Brownsville and rights to interchange traffic with the FNM at Brownsville (Matamoros, Mexico)

4. Identify and provide copies of any documents that constitute and/or discuss BNSF commitment to provide competitive rail service to and from Brownsville and the Port of Brownsville upon approval of appropriate trackage rights agreement(s), or execution of appropriate haulage rights arrangements.

5. Identify and provide copies of any documents that discuss trackage and/or haulage rights options through which BNSF would be able to provide competitive rail service to and from Brownsville and the Port of Brownsville.

6. Produce all written discovery responses provided by Applicants to any person in connection with the subject proceeding (whether such responses were provided formally or informally, and whether offered in the form of a pleading, a letter or otherwise), and copies of all documents provided by Applicants to any person in connection with this proceeding.

This is a continuing request and is effective throughout the pendency of this proceeding.

Respectfully submitted,

*Keith G. O'Brien /RW*

Keith G. O'Brien

John D. Heffner

Robert A. Wimbish

1920 N Street, N. W.

Washington, D. C. 20036

(202) 785-3700

Counsel for Brownsville and  
Rio Grande International  
Railroad

DATED: FEBRUARY 20, 1996



CERTIFICATE OF SERVICE

I hereby certify that I have this 20th day of February 1996, served the foregoing document on counsel for the Applicants and both the Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company (by hand) and on all other parties listed on the Restricted Service List (by first class mail or a more expeditious manner of delivery).

Robert A. Wimbish

Robert A. Wimbish

STB

FD

32760

2-23-96

I

61334

INTERMOUNTAIN CHAPTER

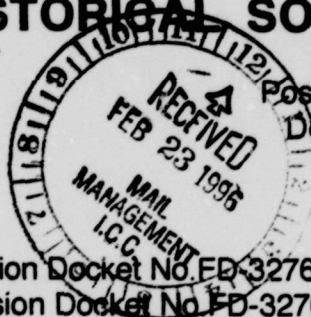
of the  
NATIONAL

Item No. \_\_\_\_\_

Page Count 3

FEB 19 1996

HISTORICAL SOCIETY



Post Office Box 480181 TA  
Denver, Colorado 80248  
February 17, 1996

Interstate Commerce Commission Docket No. FD-32760 (AB-3 Sub No. 130)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 38)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 36X)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 39)

## Notice of Intervention

The Intermountain Chapter of the National Railway Historical Society is interested in the above listed dockets which are before the Surface Transportation Board (Former Interstate Commerce Commission). The main reason for our interest in these dockets is that of historical preservation.

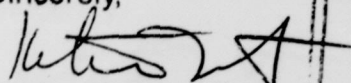
At this time, the society is intervening in these applications. We are against the applications on historical grounds pertaining to preservation of railroad structures and railroad right-of-way, if any, on the Union Pacific Railroad, Southern Pacific Lines and the Denver & Rio Grande Western Railroad. All of these dockets relate to the discontinuance or abandonment of rail lines.

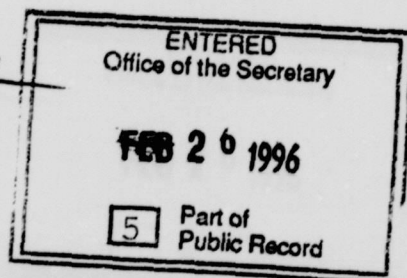
Therefore, please place our name on the list of intervening parties for the above mentioned ICC Docket. In the event of a hearing, we would appreciate knowing the date and time of the scheduled hearing. Also please send any documents that have been released and submitted on this docket.

Send all materials to -->> **Kenton Forrest**  
**Secretary**  
**Intermountain Chapter**  
**National Railway Historical Society**  
**Post Office Box 480181 Terminal Annex**  
**Denver, Colorado 80248**

If you have questions or concerns, please contact us at the above address. The societies telephone number is [303] 623-6747. My home phone and fax number is [303] 238-5614.

Sincerely,

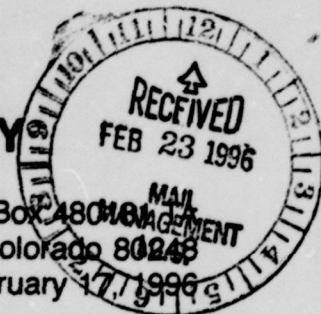
  
Kenton Forrest  
Secretary





**INTERMOUNTAIN CHAPTER  
of the  
NATIONAL RAILWAY HISTORICAL SOCIETY**

Post Office Box 480  
Denver, Colorado 80248  
February 17, 1996



Interstate Commerce Commission Docket No. FD-32760 (AB-3 Sub No. 130)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 38)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 36X)  
Interstate Commerce Commission Docket No. FD-32760 (AB-8 Sub No. 39)

I hereby certify that on February 18, 1996, a letter of intervention was sent by U.S. Mail to all parties involved in the above dockets.

The parties include (to the best of my knowledge):

The Surface Transportation Board  
Department of Transportation  
1201 Constitution Ave. NW  
Washington, DC 20423

The Colorado Public Utilities Commission  
Denver, Colorado

The Union Pacific Railroad  
Omaha, Nebraska

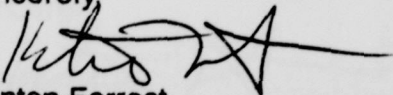
The Southern Pacific Lines  
San Francisco, Calif. and at Denver, Colorado

William A. Mullins  
Troutman, Sanders, LLP  
601 Pennsylvania Ave. NW  
Suite 640 North Building  
Washington, DC 20004-2608

Michael F. McBride  
LeBoeuf, Lamb, Greene & MacRae, LLP  
1875 Connecticut Avenue NW  
Washington, DC 20009-5728

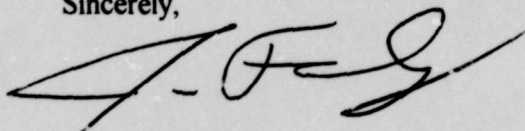
If any documents have been submitted recently, I would appreciate receiving a copy of the documents.

Sincerely,

  
Kenton Forrest  
Secretary

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

A handwritten signature in dark ink, appearing to read 'J. Foley', with a long horizontal stroke extending to the right.

James M. Foley  
State Representative  
District 81

STB

FD

32760

2-22-96

I

61328



61328

Item No. \_\_\_\_\_

Page Count 12

Feb 11/89

ILP-3

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

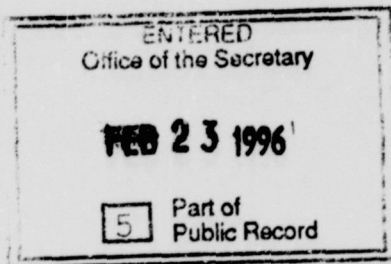
UNION PACIFIC CORPORATION, ET AL.  
-- CONTROL AND MERGER --  
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

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



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

February 22, 1996

Illinois Power Company ("Illinois Power"), by and through its attorneys, Pepper, Hamilton & Scheetz, hereby requests that the Burlington Northern Railroad Company and The Atchinson, Topeka and Sante Fe Railway Company respond to the following Interrogatories and Document Requests within 15 days after service, as provided in the Discovery Guidelines adopted by Judge Nelson in his decision served December 7, 1995.

DEFINITIONS AND INSTRUCTIONS

1. "Applicant" or "Applicants" means one or more of the parties to the Railroad Merger Application in Finance Docket No. 32760 filed at the Interstate Commerce Commission ("ICC") (now the Surface Transportation Board) on November 30, 1995.
2. "BN" means Burlington Northern Railroad Company.
3. "SF" means the Atchison, Topeka and Sante Fe Railway Company.
4. "BNSF" means BN and SF, collectively.
5. "SP" means Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, and the Denver and Rio Grande Western Railroad Company.
6. "UP" means the Union Pacific Railroad Company, the former Chicago and North Western Railway Company, Missouri Pacific Railroad Company, and the former Western Railroad Properties Incorporated.
7. "Havana Station" means Illinois Power's Havana power plant located near Havana, Illinois.

8. "Wood River Station" means Illinois Power's Wood River power plant located near Alton, Illinois.

9. "West Elk Mine" means the Mountain Coal Company/ARCO Coal Company's West Elk Coal Mine near Arco, Colorado

10. "Sanborn Creek/Bear #3 Mine" mean the Pacific Basin Resources' Sanborn Creek/Bear #3 Mine near Somerset, Colorado.

11. "Skyline Mine" means Coastal Coal's Skyline Mine located in Carbon County, Utah.

12. "Settlement Agreement" means the agreement between BNSF and UP/SP dated September 25, 1995, including all supplements and amendments thereto.

13. Coal Specifications for Wood River Station means ash (10 percent maximum, as received), moisture (12 percent maximum, as received), BTUs (minimum of 11,500) and sulfur (generating maximum sulfur dioxide emissions of 1.8 pounds per million BTUs).

14. Coal Specifications for Havana Station means ash (10 percent maximum, as received), moisture (20 percent maximum, as received), BTUs (minimum of 10,000) and sulfur (generating maximum sulfur dioxide emissions of 1.2 pounds per million BTUs).

15. The "information" sought in these interrogatories shall include all information in the knowledge or possession of the Applicants' agents, employees, attorneys, investigators, outside experts, consultants and any other person or firm



directly or indirectly subject to the Applicants' control in any way whatsoever.

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

17. If the "document" has been prepared in several copies, or additional copies have been made, and the copies are not identical, each non-identical copy is a separate "document."

18. The phrase "all documents" shall mean each and every document within a stated category, whether located on premises owned by the party responding to these Interrogatories and/or elsewhere or whether or not now in existence. Documents

located at premises other than the responding party's premises are specifically included.

19. "Identify" means:

(a) Wherever you are asked to "identify" a document, you shall specifically designate the type of document (e.g., letter, inter-office memorandum, report, etc.) and shall state:

(i) Information sufficient to enable the requesting party to identify the document, such as its date, the name of the addressee or addressees, the name of the signor or signors, the title or heading of the document, and its appropriate number of pages.

(ii) The identity and addresses of the person(s) to whom copies were sent.

(iii) The present or last known location of the possessor of the original of the document (or if that is unavailable, the most legible copy).

(iv) You may produce any document in lieu of providing the requested identification.

(b) Wherever you are asked to "identify" a person, you shall furnish information sufficient to enable the requesting party to identify and locate the person, including his name, his present whereabouts (home address, employment address, telephone number), his present position, prior relevant positions he had and similar identifying information.

(c) Wherever you are asked to "identify" a communication, you shall indicate the date thereof, whether the

communication was oral or written, identify the document if the communication was written (or if an oral communication, whether the communication was recorded in any manner in any document), and shall also identify the person or persons who sent, received or has knowledge of the communication and state the information communicated.

20. The conjunction "and/or" shall be interpreted in every instance both conjunctively and disjunctively so as to include any information within the scope of any of the specifications contained in the terms to which the conjunction "and/or" applies.

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

22. If you cannot answer any portion of any of the following interrogatories in full, after exercising due diligence to secure the information to do so, so state, and answer to the extent possible, specifying your inability to answer the remainder, and stating whatever information or knowledge you have concerning the unanswered portions.

23. If you claim an alleged "privilege" or objection as to any communication concerning which information is requested or concerning which any answer is requested (which you are not presently prepared to waive), and therefore you will not provide the information requested in the Interrogatory, identify each such communication in the following manner:



- (a) Give the date of each such communication;
- (b) Identify the type of the communication;
- (c) Identify each person who wrote, recorded or otherwise participated in the creation of any documentary communication;
- (d) Identify each person who has custody, control, or possession of such documentary communication;
- (e) Give a description of such document's contents; and
- (f) State the specific privilege raised or objection for non-production of any requested communication.

INTERROGATORIES

1. For each Interrogatory, state the full name, address and business title of the person or persons providing information relating to that Interrogatory.

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

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

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

5. Identify all mines BNSF will be able to serve under the BNSF Settlement agreement either directly or through

truck/rail or rail/rail connections with the Utah Railway.

Explain how BNSF will access each of these mines.

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

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

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

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



merger, that could serve (a) Wood River Station and/or (b) Havana Station.

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

Respectfully submitted,

*Michelle J. Morris*

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

STB

FD

32760

2-22-96

I

61327

Item No. \_\_\_\_\_

Page Count 13

Feb 11/88

## R. HAMILTON & SCHEETZ

ATTORNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA

DETROIT, MICHIGAN

NEW YORK, NEW YORK

PITTSBURGH, PENNSYLVANIA

HARRISBURG, PENNSYLVANIA

WRITER'S DIRECT NUMBER

(202) 828-1220

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

February 22, 1996



### VIA HAND DELIVERY

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

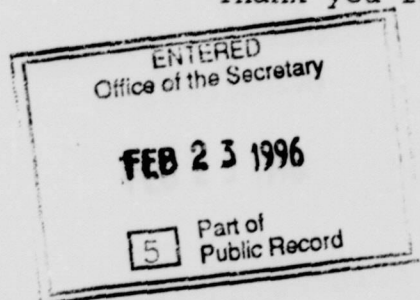
Re: Finance Docket No. 32760

Dear Mr. Williams:

Enclosed for filing in the above referenced proceeding are the original and 20 copies of (1) Illinois Power Company's First Set of Interrogatories and Document Production Requests To Applicants (ILP-2) and (2) Illinois Power Company's First Set of Interrogatories and Document Production Requests To Burlington Northern Railroad Company And The Atchison, Topeka And Sante Fe Railway Company (ILP-3). Also enclosed is a stamp and return copy of each document.

In accordance with Decision No. 15 in the above-referenced docket, each pleading has a certificate of service indicating that all parties of record [PORs] have been served by first class mail.

Thank you for your attention to this matter.



Sincerely,

*Michelle J. Morris*

Michelle J. Morris



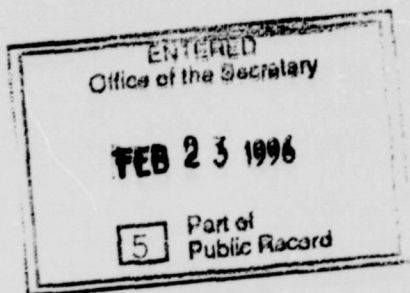
ILP-2

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  
FIRST SET OF INTERROGATORIES  
AND DOCUMENT PRODUCTION REQUESTS  
TO APPLICANTS



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

February 22, 1996

Illinois Power Company ("Illinois Power"), by and through its attorneys, Pepper, Hamilton & Scheetz, hereby requests that the Applicants respond to the following Interrogatories and Document Requests within 15 days after service as provided in the Discovery Guidelines adopted by Judge Nelson in his decision served December 7, 1995.

#### DEFINITIONS AND INSTRUCTIONS

1. "Applicant" or "Applicants" means one or more of the parties to the Railroad Merger Application in Finance Docket No. 32760 filed at the Interstate Commerce Commission ("ICC") (now the Surface Transportation Board) on November 30, 1995.
2. "BN" means the Burlington Northern Railroad Company.
3. "SF" means the Atchison, Topeka and Santa Fe Railway Company.
4. "BNSF" means BN and SF, collectively.
5. "SP" means Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, and the Denver and Rio Grande Western Railroad Company.
6. "UP" means the Union Pacific Railroad Company, the former Chicago and North Western Railway Company, the Missouri Pacific Railroad Company, and the former Western Railroad Properties Incorporated.
7. "Havana Station" means Illinois Power's Havana power plant located near Havana, Illinois.
8. "Wood River Station" means Illinois Power's Wood River power plant located near Alton, Illinois.

9. "West Elk Mine" means the Mountain Coal Company/ARCO Coal Company's West Elk Coal Mine near Arco, Colorado.

10. "Sanborn Creek/Bear #3 Mine" mean the Pacific Basin Resources' Sanborn Creek/Bear #3 Mine near Somerset, Colorado.

11. "Skyline Mine" means Coastal Coal's Skyline Mine located in Carbon County, Utah.

12. "Settlement Agreement" means the agreement between BNSF and UP/SP dated September 25, 1995, including all supplements and amendments thereto.

13. Coal Specifications for Wood River Station means ash (10 percent maximum, as received), moisture (12 percent maximum, as received), BTUs (minimum of 11,500) and sulfur (generating maximum sulfur dioxide emissions of 1.8 pounds per million BTUs).

14. Coal Specifications for Havana Station means ash (10 percent maximum, as received), moisture (20 percent maximum, as received), BTUs (minimum of 10,000) and sulfur (generating maximum sulfur dioxide emissions of 1.2 pounds per million BTUs).

15. The "information" sought in these interrogatories shall include all information in the knowledge or possession of the Applicants' agents, employees, attorneys, investigators, outside experts, consultants, and any other person or firm directly or indirectly subject to the Applicants' control in any way whatsoever.

16. "Document" or "documents" shall mean, unless otherwise indicated, any writings, transcriptions, pictures,



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

17. If the "document" has been prepared in several copies, or additional copies have been made, and the copies are not identical, each non-identical copy is a separate "document."

18. The phrase "all documents" shall mean each and every document within a stated category, whether located on premises owned by the party responding to these Interrogatories and/or elsewhere or whether or not now in existence. Documents located at premises other than the responding party's premises are specifically included.

19. "Identify" means:

(a) Wherever you are asked to "identify" a document, you shall specifically designate the type of document

(e.g., letter, inter-office memorandum, report, etc.) and shall state:

(i) Information sufficient to enable the requesting party to identify the document, such as its date, the name of the addressee or addressees, the name of the signor or signors, the title or heading of the document, and its appropriate number of pages.

(ii) The identity and addresses of the person(s) to whom copies were sent.

(iii) The present or last known location of the possessor of the original of the document (or if that is unavailable, the most legible copy).

(iv) You may produce any document in lieu of providing the requested identification.

(b) Wherever you are asked to "identify" a person, you shall furnish information sufficient to enable the requesting party to identify and locate the person, including his name, his present whereabouts (home address, employment address, telephone number), his present position, prior relevant positions he had and similar identifying information.

(c) Wherever you are asked to "identify" a communication, you shall indicate the date thereof, whether the communication was oral or written, identify the document if the communication was written (or if an oral communication, whether the communication was recorded in any manner in any document), and shall also identify the person or persons who sent, received or has knowledge of the communication and state the information communicated.

20. The conjunction "and/or" shall be interpreted in every instance both conjunctively and disjunctively so as to include any information within the scope of any of the specifications contained in the terms to which the conjunction "and/or" applies.

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

22. If you cannot answer any portion of any of the following interrogatories in full, after exercising due diligence to secure the information to do so, so state, and answer to the extent possible, specifying your inability to answer the remainder, and stating whatever information or knowledge you have concerning the unanswered portions.

23. If you claim an alleged "privilege" or objection as to any communication concerning which information is requested or concerning which any answer is requested (which you are not presently prepared to waive), and therefore you will not provide the information requested in the Interrogatory, identify each such communication in the following manner:

- (a) Give the date of each such communication;
- (b) Identify the type of the communication;
- (c) Identify each person who wrote, recorded or otherwise participated in the creation of any documentary communication;

- (d) Identify each person who has custody, control, or possession of such documentary communication;



(e) Give a description of such document's contents; and

(f) State the specific privilege raised or objection for non-production of any requested communication.

### INTERROGATORIES

1. For each Interrogatory, state the full name, address and business title of the person or persons providing information relating to that Interrogatory.
2. Identify all of the individuals at UP and SP who have had any responsibilities relating to bidding for the transportation of coal to the Wood River Station and Havana Station in the last ten years, and describe the nature of such responsibilities for each such individual.
3. Identify all potential rail routings on UP/SP, after the consummation of the merger, from the (a) West Elk Mine, (b) Sanborn Creek/Bear #3 Mine, and (c) Skyline Mine to the Cahokia Marine Terminal located near Sauget, Illinois; and specify the mileage and average transit times of each routing. Specify the route(s) most likely to be utilized under the Applicants' operating plan.
4. Identify all potential rail routings on SP, prior to the consummation of the merger, from the (a) West Elk Mine, (b) Sanborn Creek/Bear #3 Mine, and (c) Skyline Mine to the Cahokia Marine Terminal located near Sauget, Illinois; and specify the mileage and average transit times for each routing. Indicate which route(s) have been used most frequently over the last five years.
5. Identify all coal mines in Colorado, Utah and Wyoming either directly served by UP or served indirectly through truck/rail or rail/rail connections that can meet the coal

specifications (as set forth in the Definitions and Instructions section of these Interrogatories) for Illinois Power's (a) Wood River Station and/or (b) Havana Station.

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

7. Do the Applicants contend that post-merger, there will be competition restraining transportation rates on high-BTU, low sulfur coal (or on coal meeting the specifications for the Wood River Station or Havana Station) being transported to Wood River Station and Havana Station. If so, identify the coal mine origins and the transporters that will provide that competition, and describe in detail the facts and circumstances upon which you rely in support of your position.

8. Specify whether BNSF will be able to serve the (a) West Elk Mine, (b) Sanborn Creek/Bear # 3 mine, and/or the (c) Skyline Mine under the BNSF Settlement Agreement. If so, explain how BNSF will access these mines.

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



Corridor. Explain how these projections were derived and identify any work papers that support these projections.

10. For western coal moving in unit trains to electric utilities in the Midwest and the South, specify the average and the current range for tariff rates and contract rates in mills per net ton mile on (a) UP and (b) SP.

11. Identify all the truck coal loading and unloading facilities served by (a) SP and (b) UP in Colorado, Utah and Southern Wyoming during the last three years.

#### DOCUMENT PRODUCTION REQUESTS

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

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

3. Produce all documents, studies, analyses, reports, correspondence and memoranda that provide analysis of the coal mines on UP and SP that could serve (a) Wood River Station and (b) Havana Station.

4. Produce all work papers identified in your answer  
to Interrogatory No. 9.

Respectfully submitted,

*Michelle J. Morris*

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

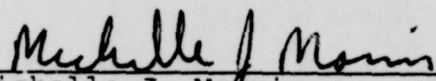
I certify that a copy of the foregoing Illinois Power Company's First Set Of Interrogatories And Document Production Requests To Applicants was served on the following persons via telecopier and first class mail:

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

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

A copy of the foregoing Interrogatories and Document Production Requests was also sent by first class mail to all parties of record and telecopied to Lou Anne Rinn of UP and Carol Harris of SP.

  
Michelle J. Morris

February 22, 1996



STB

FD

32760

2-20-96

I

61299

STB FD 32760 2-20-96 I 61299

Item No. \_\_\_\_\_

Page Count: 5

Feb 156

PHIL  
NATI  
ROBI

JOHN W. BUTLER  
CINDY G. BUYS  
MARCO J. FINK  
R. FREDERIC FISHER\*  
JEFFREY F. LAWRENCE  
ANNE E. MICKEY  
STEVEN Y. QUAN  
WAYNE R. ROHDE  
STANLEY O. SHER  
TORBJORN B. SJOGREN  
DAVID F. SMITH

\*ADMITTED IN CA ONLY  
\*ADMITTED IN MD ONLY

ER & BLACKWELL  
- ATTORNEYS AT LAW  
SUITE 612  
2000 L STREET, N.W.  
WASHINGTON, D.C. 20036

TELEPHONE (202) 463-2500  
FACSIMILE (202) 463-4950/4840

WRITER'S DIRECT DIAL NO.

(202) 463-2510

February 16, 1996

**By Mail**

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

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 on behalf of The International Brotherhood of Teamsters ("IBT") are an original and five (5) copies each of the IBT's (1) Second Interrogatories and Requests for Production directed to the Applicants, (2) First Interrogatories and Requests for Production Directed Jointly to Overnite and the Applicants, (3) First Set of Interrogatories and Requests for Production Directed Jointly to PMT and Applicants, and (4) First Set of Interrogatories Directed to BN/SF. These documents are designated as IBT-7 -- IBT-10, respectively.

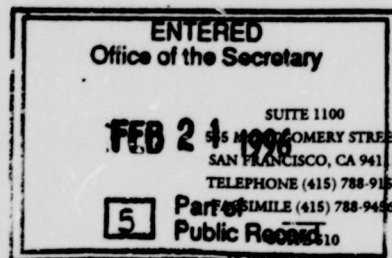
I also enclose a disk containing IBT-7 -- IBT-10 in WordPerfect 5.1 format. Finally, I enclose an extra copy of this filing, which I ask that you date-stamp as received and return to us in the stamped, self-addressed envelope provided.

Please do not hesitate to contact me should you have any questions regarding this filing.

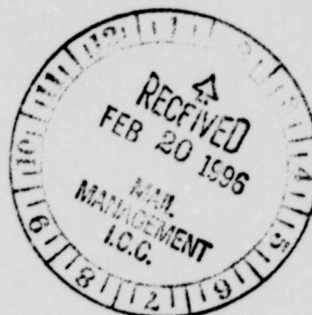
Sincerely,

*John W. Butler*  
John W. Butler

Enclosure



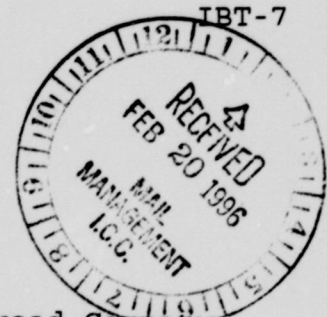
JERSEY CITY, NJ 07302  
TELEPHONE (201) 915-0100  
FACSIMILE (201) 915-0393



ORIGINAL

BEFORE THE  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.

Finance Docket No. 32760

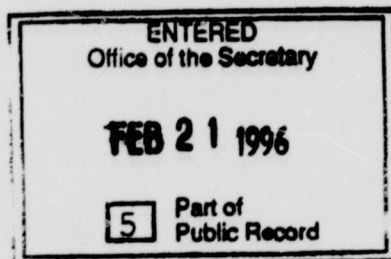


Union Pacific Corporation, Union Pacific Railroad Company  
and Missouri Pacific Railroad Company

-- 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 INTERNATIONAL BROTHERHOOD OF TEAMSTERS'  
SECOND SET OF INTERROGATORIES AND REQUESTS  
FOR PRODUCTION OF DOCUMENTS DIRECTED TO APPLICANTS



Marc J. Fink  
John W. Butler

SHER & BLACKWELL  
2000 L Street, N.W.  
Suite 612  
Washington, DC 20036  
(202) 463-2500

Attorneys for The  
International Brotherhood of  
Teamsters

February 16, 1996



**INSTRUCTIONS**

The International Brotherhood of Teamsters (IBT), pursuant to 49 C.F.R. Part 1114, Subpart B and the Order Adopting Discovery Guidelines served December 7, 1995, hereby serves its Second Set of Interrogatories and Requests for Production of Documents upon the Applicants. The definitions and instructions included with the IBT's First Set of Interrogatories and Requests for Production of Documents, served January 12, 1996, are incorporated herein as if set forth in full.

**INTERROGATORIES**

68. Identify all documents relating to the possibility that United Parcel Service will divert over the road truck traffic to intermodal rail service provided by a merged UP/SP.

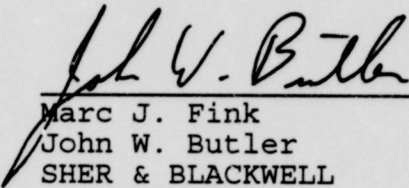
69. Identify all communications between UP or SP personnel and representatives of United Parcel Service concerning the increased use of rail intermodal service by United Parcel Service following approval of the UP/SP merger application. Identify all documents relating to such communications.

70. Identify all communications between UP or SP personnel and representatives of any motor carrier concerning the increased use of rail intermodal service by any motor carrier following approval of the UP/SP merger application. Identify all documents relating to such communications.

REQUESTS FOR PRODUCTION OF DOCUMENTS

15. Produce all documents identified in response to Interrogatory No. 68.
16. Produce all documents identified in response to Interrogatory No. 69.
17. Produce all documents identified in response to Interrogatory No. 70.

Respectfully submitted,

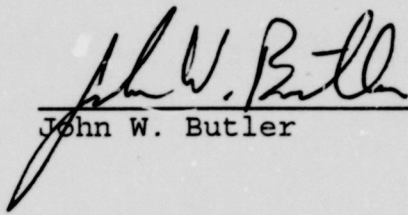
  
\_\_\_\_\_  
Marc J. Fink  
John W. Butler  
SHER & BLACKWELL  
2000 L Street, N.W.  
Suite 612  
Washington, DC 20036  
(202) 463-2500

Attorneys for The  
International Brotherhood of  
Teamsters

February 16, 1996

**CERTIFICATE OF SERVICE**

I hereby certify that I have this 16th day of February 1996, served the attached International Brotherhood of Teamsters' Second Set of Interrogatories and Requests for Production of Documents Directed to Applicants by first class mail, postage prepaid to the Restricted Service List and by facsimile on the Applicants.

  
\_\_\_\_\_  
John W. Butler



STB

FD

32760

2-20-96

I

61298

61298

Item No. \_\_\_\_\_  
Page Count 9  
Feb 2 159

CH, MORSE & GARFINKLE, P.C.  
TORNEYS AT LAW

ROBEI  
MORRIS R. GARFINKLE  
EDWARD D. GREENBERG  
MARK S. KAHAN  
SUSAN B. JOLLIE  
ANDREW B. SACKS  
DAVID K. MONROE  
DAVID P. STREET  
MARK W. ATWOOD  
ROBERT W. KNEISLEY  
STEVEN JOHN FELLMAN  
ROBERT D. ROSEMAN  
JEFFREY K. KOMINERS  
CHARLES H. WHITE, JR.  
KEITH G. SWIRSKY  
ANITA M. MOSNER  
MARTIN JACOBS  
IRA T. KASDAN  
JOSEPH B. HOFFMAN  
XIANPING WANG\*  
RICHARD BAR  
GEOFFREY P. GITNER  
SILVIA M. PARK  
ANDREW T. GOODSON  
ERIC N. MILLER  
PETER J. PETESCH  
GREGORY P. CIRILLO

M. ROY GOLDBERG  
DANIEL B. HASSETT  
GEORGE D. NOVAK, II\*  
MARTHA LEARY SOTELO  
KATHERINE M. ALDRICH  
JOHN P. YOUNG  
MICHAEL P. FLEMING\*  
HELLE R. WEEKE\*  
REBECCA LANDON TZOU  
ELI D. CLARK\*  
JENNIFER A. COHN  
ALEXANDER M.R. VAN DER BELLEN  
HOWARD E. KASS  
JOHN F.C. LUEDKE\*  
\*NOT ADMITTED IN D.C.

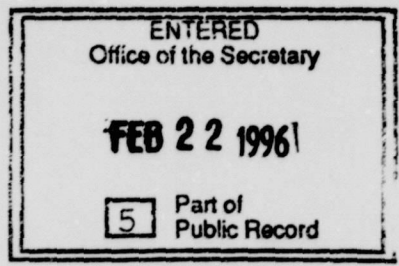
CANAL SQUARE  
1054 THIRTY-FIRST STREET, N.W.  
WASHINGTON, D.C. 20007-4492  
TELEPHONE: (202) 342-5200  
FACSIMILE: (202) 342-5219  
(202) 337-8787  
INTERNET: gkmg@capcon.net  
ROBERT N. KHARASCH  
OF COUNSEL  
GEORGE F. GALLAND (1910-1985)  
GKMG CONSULTING SERVICES, INC.  
SAMUEL W. FAIRCHILD†  
JAMES F. MILLER†  
AUDREY WRIGHT SPOLARICH†  
†NOT MEMBER OF THE BAR

February 20, 1996

WRITER'S DIRECT DIAL NUMBER

**VIA MESSENGER**

Mr. Vernon A. Williams  
Surface Transportation Board  
Case Control Branch  
Room 1324  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423



(202) 342-6750

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 one original and twenty copies of International Paper Company's Second Interrogatories and Request for Documents to Applicants, designated as document IP-4.

Also enclosed is a 3.5" WordPerfect 5.1 disk containing the text of IP-4.

Very truly yours,

Andrew T. Goodson  
Attorney for International Paper Company

Enclosures

cc: Arvid E. Roach II, Esq.  
Paul Cunningham, Esq.  
Restricted Service List

XINJIYUAN-GKMG LAW OFFICE  
AFFILIATED FIRM  
SUITE 415, YI ZI BUILDING, SICHUAN MANSION  
A-1 FU WAI AVENUE  
BEIJING 100037 PEOPLE'S REPUBLIC OF CHINA  
TEL: 011-86-10-836-6880 FAX: 011-86-10-836-6878

RECEIVED  
FEB 20 12 35 PM '96  
OFFICE OF SECRETARY

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

---

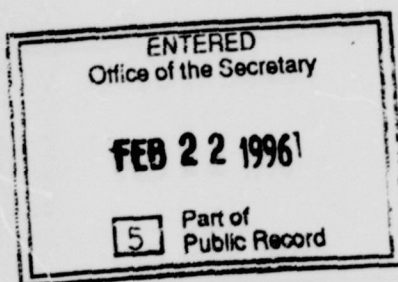
Finance Docket No. 32760

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

RECEIVED  
FEB 20 12 35 PM '96  
ICC  
OFFICE OF SECRETARY

---

INTERNATIONAL PAPER COMPANY'S  
SECOND INTERROGATORIES AND  
REQUEST FOR DOCUMENTS TO APPLICANTS



Edward D. Greenberg  
Andrew T. Goodson  
GALLAND, KHARASCH, MORSE &  
GARFINKLE, P.C.  
1054 Thirty- First Street, N.W.  
Second Floor  
Washington, D.C. 20007  
(202) 342-5200

Attorneys for International Paper Company



BEFORE THE  
INTERSTATE COMMERCE COMMISSION

---

Finance Docket No. 32760

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

---

INTERNATIONAL PAPER COMPANY'S  
SECOND INTERROGATORIES AND  
REQUEST FOR DOCUMENTS TO APPLICANTS

Pursuant to 49 C.F.R. §§ 1114.21-1114.31, International Paper Company, Inc. directs the following interrogatories to Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company, and to Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company.

DEFINITIONS

1. "Applicants" means Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company, and Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, individually and collectively, together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to UP Acquisition Corporation,

Union Pacific Holdings Corp., Chicago and North Western Railway Company, Philip F. Anschutz and The Anschutz Corporation.

2. "BN" means The Burlington Northern Railroad Company and its parent, subsidiary and related corporations.

3. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intracompany communications; electronic mail; correspondence; telegrams, memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes:

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

4. "Identify,"

a. when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

b. when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business;

c. when used in relation to a document, means to:

- (1) state the type of document (e.g., letter, memorandum, report, chart);
- (2) identify the author, each addressee, and each recipient; and
- (3) state the number of pages, title, and date of the document;

d. when used in relation to an oral communication or statement, means to:

- (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
- (2) state the date and place of the communication or statement;
- (3) describe in detail the contents of the communication or statement; and
- (4) identify all documents that refer to, relate to or evidence the communication or statement;

e. when used in any other context means to describe or explain.

5. "IP" means International Paper Company.

6. "Including" means including without limitation.

7. "Person" means an individual, company, partnership, or other entity of any kind.

8. "Proposed merger" means the transaction described in the Agreement and Plan of Merger,

including

- a. the acquisition of control of SPR by UP Acquisition;
- b. the merger of SPR into UPRC; and
- c. the resulting common control of UP and SP by UPC or any one of such actions or any combination of such actions, and any related transactions.

9. "Provide" (except where the word is used with respect to providing service or equipment)

or "describe" means to supply a complete narrative response.



10. "Relating to" a subject means making a statement about, referring to, or discussing the subject including, as to actions, any decision to take, not take, defer, or defer decision, and including, as to any condition or state of affairs (e.g., competition between carriers), its absence or potential existence.

11. "Settlement Agreement" means the agreement as supplemented between UP and SP and BN attached to the verified statements of John H. Rebensdorf, which is contained in Volume I of the Application filed in connection with the Proposed Merger.

### INSTRUCTIONS

1. Each interrogatory should be answered separately and fully in writing, unless it is objected to, in which event the reasons for objection should be stated in lieu of an answer. The answers are to be signed under oath by the person making them. Objections are to be signed by the representative or counsel making them. A copy of the answers and objections should be served upon the undersigned counsel for IP within fifteen (15) days after the date of service.

2. Applicants should contact the undersigned immediately to discuss any objections or questions with a view to resolving any dispute or issues of interpretation informally and expeditiously.

3. Unless otherwise specified, these discovery requests cover the period beginning January 1, 1993, and ending with the date of response.

4. If Applicants have information that would permit a partial answer to any interrogatory, but they would have to conduct a special study to obtain information necessary to provide a more complete response to that interrogatory, and if the burden of conducting such special study would be greater for Applicants than for IP, then:

- a. state that fact;
- b. provide the partial answer that may be made with information available to Applicant;
- c. identify such business records, or any compilation, abstract, or summary based thereon, as will permit IP to derive or ascertain a more complete answer; and

- d. as provided in 49 C.F.R. § 1114.26(b), produce such business records, of any compilation, abstract, or summary based thereon, as will permit IP to derive or ascertain a more complete answer.

5. If Applicants' reply to any interrogatory includes a reference to the Application filed in this proceeding, such response shall specify the volume(s) and exact page number(s) of the Application where the information is contained.

6. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable,

- a. identify the information or document (in the manner provided in Definition 8 *supra*); and
- b. state the basis for the claim that it is privileged or otherwise not discoverable.

7. Where any interrogatory or document request refers to "Applicants" or to any "Applicant," and the response for one applicant would be different from the response for other applicants, give separate responses for each applicant.

8. In responding to any request for data regarding intermodal traffic, indicate separately data for trailers and for containers.

9. If either Applicant knows or later learns that its response to any interrogatory is incorrect, it is under a duty seasonably to correct that response.

10. Pursuant to 49 C.F.R. § 1114.29, Applicants are under a duty seasonably to supplement their responses with respect to any questions directly addressed to the identity and locations of persons having knowledge of discoverable matters.

#### INTERROGATORIES

1. Provide the date of all meetings or conversations which, at his deposition in this proceeding, Bradley King testified he had with employees or agents of the BN following the execution of the Settlement

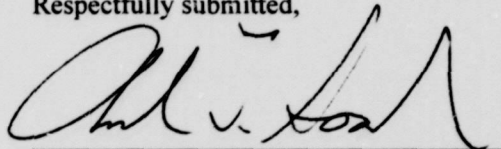
Agreement. Identify all documents relating to those meetings or conversations, including but not limited to notes generated by Mr. King or any other participant.

2. Identify all employees of Applicants who attended a meeting with employees or agents of the BN on or about December 20, 1995 in Omaha concerning service to IP mills in Camden and Pine Bluff, Arkansas. Identify all documents which relate to that meeting, including but not limited to any notes of those who attended, and any subsequent memoranda or correspondence discussing the meeting or an operating plan for servicing those mills.

#### DOCUMENT REQUESTS

1. All documents identified in response to Interrogatory No. 1.
2. All documents identified in response to Interrogatory No. 2.
3. The map which, during his deposition on February 14, 1996, Carl Ice testified he was given by John Rebensdorf during their negotiations leading to the Settlement Agreement.

Respectfully submitted,



Edward D. Greenberg  
Andrew T. Goodson  
GALLAND, KHARASCH, MORSE &  
GARFINKLE, P.C.  
1054 Thirty- First Street, N.W.  
Second Floor  
Washington, D.C. 20007  
(202) 342-5200

Attorneys for International Paper Company



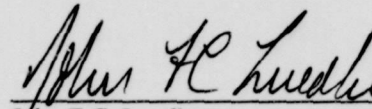
### CERTIFICATE OF SERVICE

I certify that on this 20th day of February, 1996, a copy of the foregoing International Paper Company's Second Interrogatories and Request for Documents to Applicants was served by first-class United States mail, postage prepaid, to:

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

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

and served via facsimile to all parties on the Restricted Service List.

  
John F.C. Luedke

STB

FD

32760

2-20-96

I

61297

Item No. \_\_\_\_\_

Page Count 3

Office of FEB 16

FEB 21 1996

5 Part of  
Public Record

BEFORE THE  
SURFACE TRANSPORTATION BOARD  
Washington, D.C.

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 INTERNATIONAL BROTHERHOOD OF TEAMSTERS'  
FIRST SET OF INTERROGATORIES DIRECTED TO  
BURLINGTON NORTHERN RAILROAD COMPANY AND THE ATCHISON,  
TOPEKA AND SANTA FE RAILWAY COMPANY

Marc J. Fink  
John W. Butler

SHER & BLACKWELL  
2000 L Street, N.W.  
Suite 612  
Washington, DC 20036  
(202) 463-2500

Attorneys for The  
International Brotherhood of  
Teamsters

February 16, 1996



The International Brotherhood of Teamsters, pursuant to 49 C.F.R. Part 1114, Subpart B and the Order Adopting Discovery Guidelines served December 7, 1995, hereby serves its First Set of Interrogatories upon Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company (together "BN/Santa Fe").

**DEFINITIONS AND INSTRUCTIONS**

1. As used herein, the terms listed below are defined as follows:

(a) "BN/Santa Fe" means Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company, all other entities under common ownership or control with those entities, and all officers, directors, principals, employees, and agents of any of them.

(b) "IBT" means The International Brotherhood of Teamsters, including all national, international, and local subdivisions and affiliates thereof.

(c) The term "document(s)" as used herein is synonymous with that term as it is used in Federal Rule of Civil Procedure 34(a), and includes without limitation all writings and other compilations of information made in any form or for any purpose, including without limitation computer disks, internal computer memory storage devices, computer back-up tapes or disks, electronic mail, photographs, photocopies, maps, pictures, books and every other method of physically or electronically recording information.

(d) "Identify," "identity" and "identification," when used to refer to any entity other than a natural person, mean to state its full name, the present or last known address of its principal office or place of doing business, and the type of entity (e.g., government agency, department, division, corporation, partnership, unincorporated association), and the person or persons who acted on behalf of such entity with respect to the subject matter of the discovery request.

(e) "Identify," "identity" and "identification," when used to refer to a natural person, mean to state the following:

(i) The person's full name and present or last known business address and business telephone number;

(ii) The person's present or last known title and employer or other business affiliation;

(f) "Person" means any natural person, government agency, department or division, firm, public or private corporation, partnership, proprietorship, joint venture, organization, group of natural persons, or other association separately identifiable, whether or not such association has a separate juristic existence in its own right.

(g) "Relating to," "relate to" and "concerning" mean supports, evidences, describes, discusses, mentions, refers to, contradicts and/or comprises.

2. When an interrogatory asks that a document be identified or described, it is the intention that the answer shall state the following information with respect to each such

document, unless the document is produced for inspection and copying:

(a) the title, heading, or caption of such document, if any, and a brief description of the contents of the document;

(b) the identifying number(s), letter(s), or combination thereof, if any, and the significance or meaning of such number(s), letter(s), or combination thereof;

(c) the inclusive dates of each such document;

(d) the general nature or description of such document (i.e., whether it is a letter, memorandum, minutes of a meeting, etc.), and the number of pages of which it consists;

(e) the identity of the person to whom such document was addressed and the identity of each person, other than such addressee, to whom such document or copy thereof, was sent or otherwise distributed; and

(f) the identity of the person who has custody of such document and each copy thereof.

The foregoing information shall be given in sufficient detail to enable a party or person to whom a subpoena is directed to identify fully the document to be produced, and to enable IBT to determine that such document when produced is in fact the document so described.

3. When an interrogatory asks that a meeting, conversation, consultation, or discussion be identified or described, it is the intention that the answer to such an



interrogatory shall state the following information with respect to each such meeting, conversation, consultation, or discussion:

- (a) the date or dates when it occurred;
- (b) the place it occurred;
- (c) the persons who attended;
- (d) what was said and by whom;
- (e) what decisions were reached; and
- (f) whether any notes, minutes, or other

memoranda were made to record the proceeding or such meeting, conversation, consultation, or discussion and, if so, who has custody thereof.

4. When the masculine pronoun is employed in these definitions or in an interrogatory, it is the intention that the masculine pronoun also includes the feminine pronoun unless the context otherwise requires.

5. Should BN/Santa Fe claim privilege for any documents about which information is requested by any of the following Interrogatories or Requests for Production, such documents shall be identified and described in the manner set forth above. In addition to supplying the above-noted information concerning such documents, you shall indicate that BN/Santa Fe claim privilege therefor and shall specify in detail all the grounds on which the claim of privilege rests.

6. These Interrogatories and Requests for Production are continuing in nature and require you to file supplementary answers if you obtain further or different information after your initial answers and before a final decision in this proceeding,

including in such supplemental answers the date upon which and the manner in which such further or different information came to your attention.

7. Each answer is to be given separately and independently and no answer to a question shall be given by reference to another answer or solely by reference to an exhibit.

8. If any document which is requested to be described or produced in the Interrogatories or Requests for Production was, but is no longer in your possession or subject to your custody or control, or was known to you, but is no longer in existence, state what disposition was made of it, identify who has it, or what became of it.

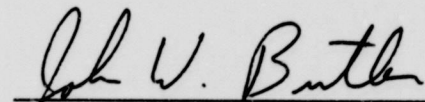
9. The IBT adopts the abbreviations set forth at pages xii-xiv of UP/SP-22 (Volume 1 of Application). Other abbreviations used herein are defined when first used.

10. The time period covered by these Interrogatories and Requests for Production shall commence five years prior to the date of their service unless otherwise explicitly stated or the context requires a different period.

INTERROGATORIES

1. What was the total volume of intermodal rail traffic carried by the Burlington Northern and Atchison Topeka and Santa Fe railroads combined for the twelve-month period immediately preceding the approval of the BN/Santa Fe merger?
2. What was the total volume of intermodal rail traffic carried by the Burlington Northern/Santa Fe railroad in the twelve-month period immediately following the approval of the BN/Santa Fe merger?
3. What was the total volume of intermodal rail traffic carried by the BN/Santa Fe in the most recent twelve-month period?

Respectfully submitted,



Marc J. Fink  
John W. Butler  
SHER & BLACKWELL  
2000 L Street, N.W.  
Suite 612  
Washington, DC 20036  
(202) 463-2500

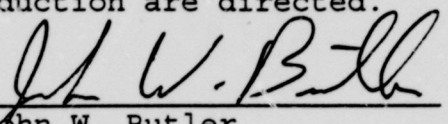
Attorneys for The  
International Brotherhood of  
Teamsters

February 16, 1996



**CERTIFICATE OF SERVICE**

I hereby certify that I have this 16th day of February 1996, served the attached International Brotherhood of Teamsters' First Set of Interrogatories Directed to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company by first class mail, postage prepaid to the Restricted Service List and by facsimile on the parties to which the Interrogatories and Requests for Production are directed.

  
John W. Butler

STB

FD

32760

1-16-96

I

60862



60862  
"K" LINE AMERICA, INC.

535 Mountain Avenue  
Murray Hill, New Jersey 07974  
TEL: (908) 582-9000 FAX: (908) 582-9001

January 9, 1996

via Certified Mail No. Z 087 415 266  
Return Receipt Requested

Mr. Vernon A. Williams  
Secretary - Case Control Branch  
Interstate Commerce Commission  
1201 Constitution Avenue, N.W.  
Washington, DC 20423



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

Dear Mr. Williams:

This letter is to correct an error in "K" Line America's December 27 submission. The letter incorrectly noted that copies would be sent to all parties of record. Rather, copies were sent only to:

- Hon. Jerome Nelson,
- Mr. Arvid E. Roach, Esq., and
- Mr. Paul A. Cunningham, Esq.

as required by ICC Decision No. 6 served October 19, 1995 and/or Decision No. 9 served December 27, 1995.

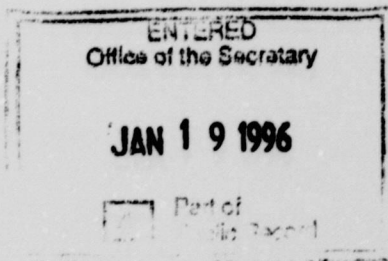
Twenty (20) copies of this letter and the aforementioned December 27 letter are enclosed.

Very truly yours,

TM

Tina Masington  
Planning Analyst

Enclosure



Item No. \_\_\_\_\_

Page Count 1

Jm # 139



Mr. Vernon A. Williams

January 9, 1996

Page 2

cc: Hon. J. Nelson  
Mr. A. Roach  
Mr. P. Cunningham



STB

FD

32760

1-16-96

I

60860

60860

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

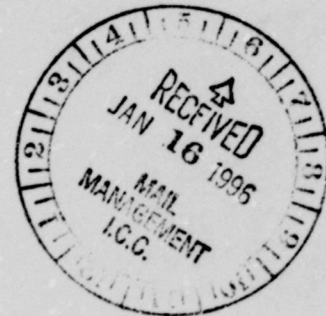
SUITE 750

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

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

January 16, 1996



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

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

Dear Mr. Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten (10) copies of the FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS OF KENNECOTT UTAH COOPER CORPORATION AND KENNECOTT ENERGY COMPANY, designated KENN-2. Also enclosed is a diskette formatted in WordPerfect 5.1 with a copy of the Interrogatories.

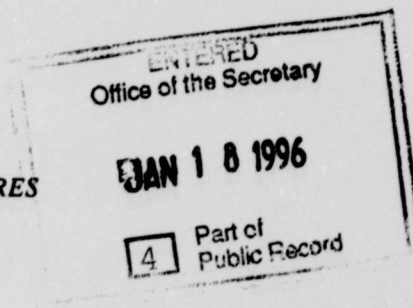
If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jeffrey O. Moreno".

Jeffrey O. Moreno

ENCLOSURES

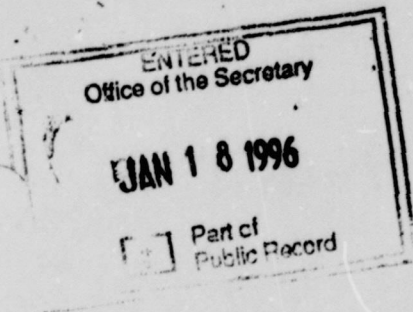


Item No. \_\_\_\_\_

Page Count 20

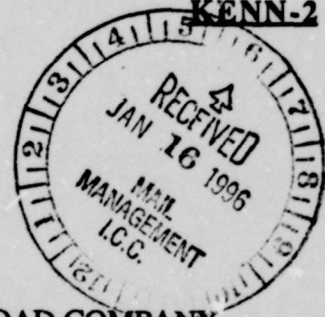
Jan 4 1997





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

FIRST SET OF INTERROGATORIES AND  
REQUESTS FOR PRODUCTION OF DOCUMENTS OF  
KENNECOTT UTAH COPPER CORPORATION  
AND KENNECOTT ENERGY COMPANY

John K. Maser III  
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 Kennecott Utah Copper  
Corporation and Kennecott Energy Company*

January 16, 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**

---

**FIRST SET OF INTERROGATORIES AND  
REQUESTS FOR PRODUCTION OF DOCUMENTS OF  
KENNECOTT UTAH COPPER CORPORATION  
AND KENNECOTT ENERGY COMPANY**

---

Pursuant to the Surface Transportation Board's ("STB" or "Board") General Rules of Practice, 49 C.F.R. §§1114.21 to 1114.31, and the discovery guidelines in the decision served on December 7, 1995, Kennecott Utah Copper Corporation and Kennecott Energy Company ("Kennecott") submit the following initial interrogatories and requests for production of documents to Applicants. Kennecott requests that Applicants comply with these discovery requests by January 31, 1996. Kennecott further requests that Applicants, in accordance with the Discovery Guidelines established in this proceeding, notify the undersigned of any objections they may have to these requests so that an attempt may be made to resolve such objections informally and expeditiously.

**DEFINITIONS**

A. "Applicants" or "Applicant" means 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

Corp. and The Denver and Rio Grande Western Railroad Company, individually and collectively, together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to, UP Acquisition Corporation, Union Pacific Holdings Corp., Chicago & North Western Railway Company, Phillip F. Anschutz and The Anschutz Corporation.

B. "BNSF" means BNSF Corporation or the entity resulting from the merger of BN with Santa Fe.

C. "BNSF Agreement" means the agreement between UP and SP and BNSF relating to the proposed UP/SP merger that was attached to the Verified Statement of John H. Rebensdorf in Vol. 1 of the Railroad Merger Application in this docket dated November 30, 1995.

D. "Board" or "STB" means the Surface Transportation Board.

E. "Colowyo Mine" means Kennecott Energy Company's coal mine located along the SP's rail line near Craig, Colorado.

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.

G. The term "identify," when used with reference to a document, means to state its title or other identifying data; the kind of document; its present location and custodian; its date or approximate date; the identity of the author, originator, sender, and each person who received the document; and the general subject matter.

H. "Kennecott" means Kennecott Utah Copper Corporation and/or Kennecott Energy Company.

I. "Magna, Utah facilities" means the facilities of Kennecott Utah Copper Corporation located in the vicinity of Magna, Utah and served by the UP at its Garfield rail yard and by the SP at its Magna rail yard.

J. "Official," "officer," "employee," "representative," or "agent" includes any natural or corporate person, including attorneys.

K. "Person," as used herein, refers to any natural person, any business entity (whether partnership, association, cooperative, joint venture, proprietorship, or corporation), and any governmental or other public entity, department, administration, agency, bureau or political subdivision thereof, or any other form of organization or legal entity, and all their officials, officers, employees, representatives and agents, including consultants. Furthermore, references to a company, a corporation, a partnership, or any form of business entity include officers, directors, employees, consultants to, and agents thereof, except where the context clearly requires otherwise.

L. The term "produce" means to make legible, complete and exact copies of the responsive documents, which are to be sent, via first class mail, to the undersigned. In the event that the administrative law judge in this proceeding adopts discovery guidelines which require the production of documents responsive to these requests into a document depository, "produce" also

means to supply the undersigned with a detailed index of the documents which are produced into the depository, and a catalogue of the precise location of the documents in the depository by bates number.

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.

N. "Shippers" means a user of rail services, including a consignor, consignee, or receiver.

O. "SP" means Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, individually and collectively, together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to, Philip F. Anschutz and The Anschutz Corporation.

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.

Q. "UP" means Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company, individually and collectively, together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to, UP Acquisition Corporation, Union Pacific Holdings Corp., and Chicago & North Western Railway Company.

#### 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.

B. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa. "Each" shall be construed to include "all," and the present tense shall include the past tense and vice versa.

C. If Applicants withhold any document or any part of a document on the claim that such document is privileged or confidential, Applicants are to:

- (1) Identify the nature of the document;
- (2) Identify the subject matter of the document, *i.e.*, briefly describe the contents of the document;
- (3) Identify the author and all addressees or recipients of the document;
- (4) Identify the date of the document; and
- (5) State the nature of the claim that the document is privileged or confidential.

D. If any document called for by these requests for production is not available or accessible, such request(s) for production shall be deemed to call for sufficient explanation of the reasons therefor, as well as an identification of the unavailable or inaccessible document(s).

E. If any document or information called for by these requests for production is available in computerized format, produce the document or information in that format, along with a description of the software utilized, instruction books, and all other material necessary to translate the documents or information from computerized to hard copy format.

F. Where any interrogatory or document request refers to "Applicants" or to any "Applicant," and the response for one applicant would be different from the response for other applicants, give separate responses for each applicant.

### INTERROGATORIES

#### Interrogatory No. 1

Identify each instance in which a shipper of bituminous coal originated by the SP at Kennecott Energy's Colowyo mine has requested SP to lower its rail transportation rates in order to render the purchase of such coal a competitive option to the purchase of coal originated by



another carrier at any other location and identify all documents that refer to, relate to or evidence the requests referred to in your response.

Interrogatory No. 2

Identify and describe all discussions relating to the possibility of constructing a new rail line in order to give UP access, in competition with SP, to Kennecott's Colowyo mine by identifying the dates, locations, and participants in such discussions and all documents that refer to, relate to or evidence such discussions.

Interrogatory No. 3

Describe Applicants' operating plan for handling shipments originating at or destined to Kennecott's Magna, Utah facilities 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. Identify all studies, analyses and reports or other documents, including work papers, relating to that plan.

Interrogatory No. 4

State (separately for UP and SP) the amount of traffic originating at or destined to Salt Lake City, Utah and surrounding areas in Utah served by both SP and UP (including Magna and Garfield, Utah) that Applicants expect to be diverted to BNSF as a result of the trackage rights granted to BNSF under the BNSF Agreement. Identify all studies, analyses and reports or other documents, including work papers, relating to the predicted traffic shifts.

Interrogatory No. 5

Describe in detail the operational control BNSF will have in determining the movement of traffic over the following line segments for which BNSF has been granted trackage rights under the BNSF Agreement and identify all studies, analyses and reports or other documents, including work papers, relating to operational control:

- a. Denver, CO-Salt Lake City, UT (SP line)

- b. Salt Lake City-Alazon, NV (UP line)
- c. Alazon-Weso, NV (SP and UP lines)
- d. Weso-Stockton, CA (UP line)
- e. Weso-Oakland, CA (SP line)

Interrogatory No. 6

Describe the facilities and equipment Applicants plan to make available to BNSF to enable it to operate over the line segments listed in Interrogatory No. 5 for which BNSF has been granted trackage rights under the BNSF Agreement.

Interrogatory No. 7

Identify each electric utility customer of any Applicant that has received or currently receives coal which originates at Kennecott Energy's Colowyo mine. For each such customer, provide the following information:

- a. Describe the origin, destination, interchanges, and routes used for shipments to each such customer;
- b. Identify and describe each rail transportation contract entered into in the past five years;
- c. State each rate for carrying coal since January 1, 1992 and the time period that each rate was in effect for each customer;
- d. Identify each competitive rail carrier with access to any such destination;
- e. State which Applicants are currently capable of serving each destination; and
- f. Identify all correspondence regarding rates and/or service for coal transportation for each origin and destination pair from January 1, 1992 through and including the date of your response.

Interrogatory No. 8

Identify each destination outside the states of Colorado, Nevada and Utah for bituminous coal that originates on the SP's line at Kennecott Energy's Colowyo mine. State the percentage of total bituminous coal shipments transported by SP accounted for by such shipments.

Interrogatory No. 9

Explain the phrase "intensified marketing efforts" in the following statement attributed to Mike Galardi, Vice-President of Sales and Marketing for SP's carload business, on page B2 of the Journal of Commerce, Thursday, December 14, 1995: "Coal business rose during the quarter due to intensified marketing efforts for Colorado coal."

Interrogatory No. 10

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.

Interrogatory No. 11

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.

DOCUMENT REQUESTS

Document Request No. 1

Produce all documents, including correspondence, agreements, arrangements, understandings, studies, analyses and reports, that discuss competition between or among any of the Applicants for traffic originating at or destined to Kennecott's Magna, Utah facilities.



Document Request No. 2

Produce all documents, including correspondence, agreements, arrangements, understandings, studies, analyses and reports, that discuss competition between or among the Applicants and BNSF for traffic originating at or destined to Kennecott's Magna, Utah facilities after the merger of the Applicants is completed.

Document Request No. 3

Produce all documents, including correspondence, memos (internal and external), notes of meetings or conversations or other documents, that refer to, relate to or evidence negotiations or other communications with shippers of bituminous coal originating at Kennecott Energy's Colowyo mine in which the shipper sought to obtain either (1) lower rates or other adjustments to a transportation contract or tariff, or (2) improved service, based on the fact that another mine provided an alternative source of coal and/or the UP or BN provided an alternative means of transportation.

Document Request No. 4

Produce all documents that refer to or relate to anticipated or potential rate changes for traffic originating at or destined to Kennecott's Magna, Utah facilities if the merger is completed.

Document Request No. 5

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

Document Request No. 6

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

Document Request No. 7

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

Document Request No. 8

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

Document Request No. 9

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

Document Request No. 10

Produce all documents identified in response to Interrogatory No. 7(b) and (f).

Document Request No. 11

Produce all documents identified in response to Interrogatory No. 11.

Document Request No. 12

Produce the operating timetables (including special instructions), station lists, and station books for 1994 to the present for all line segments over which the UP and SP operate in Colorado, Utah, Nevada and California.

Document Request No. 13

Produce all documents, in a computer-readable format to the extent available, which provide the following information for 1994 to the present for each line segment traversed by UP and SP for the routes identified on Appendix A (where a line segment is defined as a station pair between which density (gross tons) statistics are uniform):

- a. The "from" and "to" stations (by name and milepost);
- b. The mileage owned and operated, separated into:
  - 1) Miles of road;
  - 2) Miles of second main;
  - 3) Miles of all other mail tracks;
  - 4) Miles of passing tracks, crossovers and turnouts;
  - 5) Miles of main and branch line;
- c. The miles of road operated under trackage rights;
- d. Authorized speeds for unit coal and other unit trains and a general freight trains;
- e. The percent of track-miles in curves of two (2) degrees or more;
- f. The percent of track-miles of welded rail;
- g. FRA classes of track (e.g., 20 miles of Class IV track, 30 miles of Class III track, etc.);

- h. The train-miles, car-miles (loaded and empty), gross ton-miles of cars and contents, gross ton-miles of locomotives and cabooses, and gross ton-miles of locomotives, cars, contents and cabooses for:
- 1) Coal traffic;
  - 2) Other unit train traffic;
  - 3) General freight heavy wheel load traffic; and
  - 4) General freight traffic (excluding heavy wheel load traffic).

Document Request No. 14

Produce current track charts or track profiles for UP and SP routes identified on Appendix A. In addition, please produce the data contained on the track charts or track profiles in a machine-readable format to the extent available (including all necessary documentation).

Document Request No. 15

Produce UP and SP documents which contain operating statistics data (e.g., train miles, train hours, locomotive unit miles, loaded car miles, empty car miles, net tone miles, gross ton miles, number of trains, number of locomotives per train, etc.), in a computer readable format to the extent available (including all necessary documentation), for 1994 and 1995 year-to-date covering all UP and SP line segments for routes identified on Appendix A.

Document Request No. 16

Produce all documents, in a computer-readable format to the extent available (including all necessary documentation), containing:

- a. Line-specific or location-specific maintenance of way and structures expenditures for all UP and SP line segments for the routes identified on Appendix A and for UP's and SP's entire system, for 1994 and 1995 year-to-date; and,
- b. The gross ton-miles for 1994 and 1995 year-to-date for the line segments included in the response to (a) above.



Document Request No. 17

Produce all UP and SP documents related in any way to any road property valuation studies or analyses covering any or all of the line segments identified on Appendix A for 1994 to the present.

Document Request No. 18

Produce UP and SP documents, in a computer-readable format to the extent available (including all necessary documentation), which provide the following information for each valuation section identified on Appendix A for 1994 to the present:

- a. A description by milepost and station name of the properties encompassed by each valuation section (as of December 31st for each year);
- b. Gross values by STB (or ICC) property account included within each valuation section identified in response to (a) above on a Depreciation Accounting ("DA") basis (as of December 31st for each year);
- c. Annual depreciation by STB (or ICC) property account for all properties included within each valuation section identified in response to (a) above on a DA basis (as of December 31st for each year);
- d. Accumulated depreciation by STB (or ICC) property account for all properties included within each valuation section identified in response to (a) above on a DA basis (as of December 31st for each year);
- e. A description and definition of each STB (or ICC) property account included in the information provided in response to (b) through (d) above.
- f. The annual gross ton-miles of cars and contents and annual total gross ton miles of locomotives and cabooses for 1994 and 1995 for each valuation section identified in response to (a) above.

Document Request No. 19

Produce all joint facility, trackage rights and haulage agreements and supplements thereto related to the routes identified in Appendix A.

Document Request No. 20

Produce all UP and SP documents which provide the following information for each agreement produced in response to Document Request No.19 above:

- a. The facilities involved, by milepost, and ownership thereof;
- b. The party(ies) responsible for maintenance of way and structures expense, by milepost;
- c. All other expenses, by milepost;
- d. The party(ies) responsible for all other expenses, by milepost;
- e. The procedures followed to calculate maintenance and other expenses, and return on road investment, used to bill each party to the agreement;
- f. The method by which the rate used in billing each party to the agreement is calculated;
- g. The accounting procedure followed by each carrier party to the agreement, including identification of all debits and credits, by month, by STB (or ICC) account for 1994 and 1995; and,
- h. Each participating or using carrier's total car miles, train miles, gross ton miles and net ton miles over the facility and any other service units used in the development of joint facility costs or charges for 1994 and 1995.

Document Request No. 21

Produce all UP and SP documents (including bills) related to the development of costs and/or charges related to all agreements identified in response to Document Request No. 19 above for 1994 to the present.

Document Request No. 22

Produce all data related to the UP and SP current operations at Kennecott's Magna, Utah facilities, including:

- a. Frequency of service;
- b. Type of crew (i.e., yard, local, through);
- c. Origin location of crew;
- d. Number of locomotives;
- e. Number of cars in train originating/terminating at Kennecott's facility; and,
- f. Number of cars in the train not originating/terminating at Kennecott's Magna, Utah facilities.

Document Request No. 23

Provide all studies of the time and cost to perform the switching services at Kennecott's Magna, Utah facilities;

Document Request No. 24

Provide all marketing plans, budgets for forecasts related to inbound and outbound traffic to or from Kennecott's Magna, Utah facilities.

Document Request No. 25

Provide all marketing plans, budgets or forecasts related to the transportation of sulfuric acid, cooper concentrate, molybdenum concentrate and copper products (STCC 3331115).

Document Request No. 26

Provide all analyses of the impact of alternative modes of transportation for inbound or outbound traffic at Kennecott's Magna, Utah facilities;



Document Request No. 27

Provide all analyses of the impact to UP or SP from alternative modes of transportation related to the movement of sulfuric acid, copper concentrate, molybdenum and copper products (STCC 3331115).

Document Request No. 28

Provide all analyses of the extent to which traffic originating/terminating at Kennecott's Magna, Utah facilities will utilize BNSF service under the BNSF Agreement.

Document Request No. 29

Provide all documents and analyses related to BNSF's anticipated operations at Kennecott's Magna, Utah facilities.

Document Request No. 30

Provide all documents related to all UP and SP facilities to be utilized by BNSF in Colorado, Utah, Nevada and California.

Document Request No. 31

Provide all analyses of UP/SP costs and reasonable additives to provide haulage service to BNSF under Section 1(h) of the BNSF Agreement.

Document Request No. 32

Provide all contracts, amendments, allowances or tariffs related to UP and SP movement of copper ingots from ASARCO's El Paso facility (referenced on page 184 of witness Peterson).

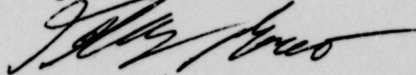
Document Request No. 33

For each car utilized originating or terminating at Kennecott's Magna, Utah facilities, provide the following information for 1994;

- a. Car initial and number;
- b. AAR car type;

- c. Tare weight;
- d. All compensation made to any company or other railroads related to the time and mileage in Kennecott service;
- e. The UP or SP station where the car entered Kennecott service;
- f. The UP or SP station where the car left Kennecott service;
- g. The date and time the car entered Kennecott service; and,
- h. The date and time the car left Kennecott service.

Respectfully submitted,



John K. Maser III  
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

January 16, 1996

*Attorneys for Kennecott Utah Copper  
Corporation and Kennecott Energy Company*

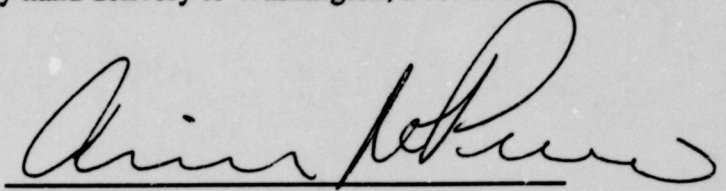
# **APPENDIX A**

Owning Railroad	From	To
(1)	(2)	(3)
SP	Ogden, UT	Little Mountain, UT
SP	Weso, NV	Oakland, CA (via "Cal-P" Line)
UP	Weso, NV	Stockton, CA
SP	Oakland, CA	San Jose, CA



### CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS OF KENNECOTT UTAH COPPER CORPORATION AND KENNECOTT ENERGY COMPANY has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 16th day of January, 1996, and by hand delivery to Washington, D.C. counsel for Applicants.

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

Aimee L. DePew

STB

FD

32760

1-16-96

I

60822

60822

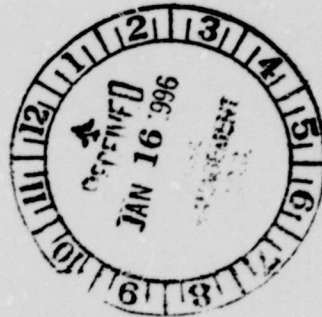
ENTERED  
Office of the Secretary  
**JAN 26 1996**  
CAPITOL OFFICE:  
P.O. BOX 2910  
AUSTIN, TX 78768-2910  
(512) 463-0592  
FAX: (512) 463-8792



**TODD STAPLES**  
STATE REPRESENTATIVE  
DISTRICT 11

DISTRICT OFFICE:  
P.O. BOX 257  
PALESTINE, TX 75802-0257  
(903) 729-7717  
FAX: (903) 729-8708

January 3, 1996



The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave. NW  
Room 2215  
Washington, D.C. 20423

**AMENDED POSITION ON**  
**Finance Docket No. 32760, Union Pacific Corporation, et al - Control & Merger -**  
**Southern Pacific Rail Corporation, et al**

Dear Mr. Williams:

This correspondence serves as notification to withdraw my letter of support for the proposed merger of the Union Pacific and Southern Pacific Railroads dated October 13, 1995. Subsequent to earlier information I was provided regarding the UP/SP merger and my letter of support, I have been provided conflicting information which would alter my position. Specifically, the UP/SP merger application (Volume 3) filed with the Texas Railroad Commission raised concerns regarding Texas House District 11 and I am requesting additional information at this time in order to clearly determine the impact this merger will have on Texas House District 11 and the State of Texas.

**ADVISE OF ALL**  
**PROCEEDINGS**

TS/pb

Respectfully submitted,

*Todd Staples*  
Todd Staples

xc: Jerry Martin, Texas Railroad Commission  
P.O. Box 12967  
Austin, TX 78711-2967

Item No. \_\_\_\_\_  
Page Count 1  
# 99





STB

FD

• 32760

1-16-96

I

60821 •

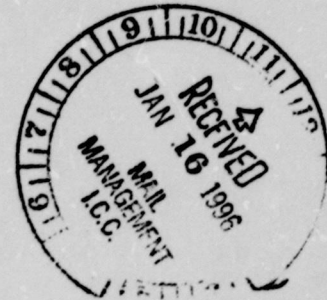
60821

OFFICE OF THE GOVERNOR  
STATE OF MONTANA



MARC RACICOT  
GOVERNOR

STATE CAPITOL  
HELENA, MONTANA 59620-0801



January 11, 1996

Office of the Secretary  
Case Control Branch  
Attn: Finance Docket No. 32760  
Interstate Commerce Commission  
1201 Constitution Avenue, N.W.  
Washington, D. C. 20423

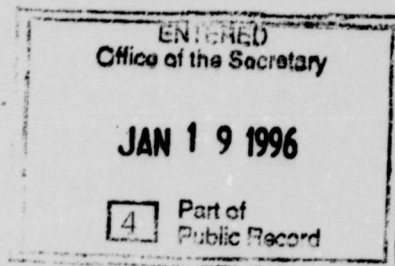
Dear Commissioners:

Enclosed is the State of Montana's Petition for Leave to Intervene as a party of interest in Finance Docket No. 32760.

Sincerely,

A handwritten signature of Marc Racicot in dark ink.

MARC RACICOT  
Governor



Enclosure

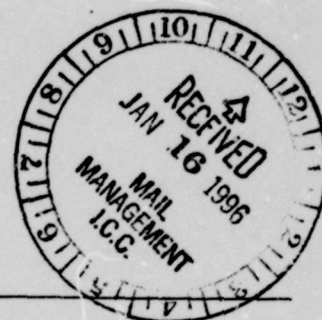
cc: Administrative Law Judge Jerome Nelson  
Arvid E. Roach II, Esq.  
Paul A. Cunningham, Esq.

Item No. \_\_\_\_\_  
Page Count 5  
✓ 498

**FINANCE DOCKET NO. 32760**



1 Before The  
2 INTERSTATE COMMERCE COMMISSION  
3 WASHINGTON, D. C. 20423  
4



5 UNION PACIFIC CORPORATION, UNION )  
6 )  
7 PACIFIC RAILROAD COMPANY AND MISSOURI )  
8 )  
9 PACIFIC RAILROAD COMPANY -- CONTROL )  
10 )  
11 MERGER - SOUTHERN PACIFIC RAIL )  
12 )  
13 CORPORATION, SOUTHERN PACIFIC )  
14 )  
15 TRANSPORTATION COMPANY, ST. LOUIS )  
16 )  
17 SOUTHWESTERN RAILWAY COMPANY, SPCSL )  
18 )  
19 CORP. AND THE DENVER AND RIO GRANDE )  
20 )  
21 WESTERN RAILROAD COMPANY, )

FINANCE DOCKET NO. 32760

22  
23  
24  
25  
26 PETITION FOR LEAVE TO INTERVENE  
27 AS PARTY OF INTEREST  
28

29 COMES NOW, The Honorable Marc Racicot, Governor, State of Montana and Attorney at  
30 Law, Petitioner in the above-styled proceeding, and herewith submits his Petition for Leave to  
31 Intervene As Party of Interest as his interest may appear.

1 Montana is a state whose economy is integrally tied to transportation. It is clear that the  
2 issues that will be raised in this proceeding may have the potential to adversely impact the  
3 transportation options available to the Montana transportation users.

4 Granting the herein requested Leave for Intervention will not unduly broaden the issues in  
5 this proceeding.

7 PRAYER

8 Your petitioner therefore prays that this Commission grant its petition for leave to intervene.

9 RESPECTFULLY SUBMITTED,

11 S/



MARC RACICOT

Governor of the State of Montana

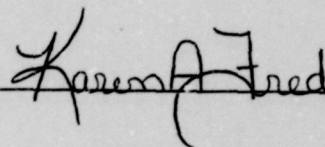
Attorney at Law

13 State of Montana

17 County of Lewis and Clark

19 This instrument was acknowledged before me on 11th day of January 1996 by Marc Racicot  
21 as Governor of the State of Montana.

23 S/



25 Seal

27 Notary Public

State of Montana

29 My Commission Expires 1-12-98

CERTIFICATE OF SERVICE

Copies of Petitioner's Petition for Leave to Intervene has been served this 11th day of  
January, 1996, by Federal Express, postage prepaid on:

Administrative Law Judge Jerome Nelson

**Federal Energy Regulatory Commission**

825 North Capitol Street, N.E.

Washington, D. C. 20426

Arvid E. Roach II, Esq.

**1201 Pennsylvania Avenue, N.W.**

**P. O. Box 7566**

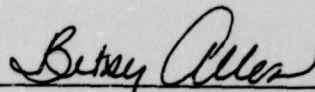
Washington, D. C. 20044

Paul A. Cunningham, Esq.

**Harkins Cunningham**

1300 Nineteenth Street, N.W.

Washington, D. C. 20036



---

Betsy Allen



STB FD

32760

1-2-96

I

60728

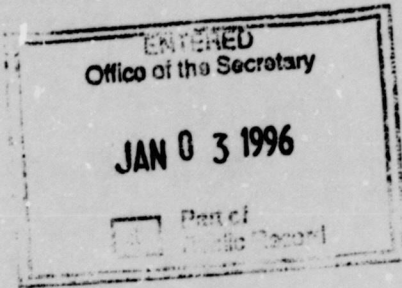
60728

LAW OFFICES  
**HIGHSAW, MAHONEY & CLARKE, P.C.**  
 SUITE 210

1050 SEVENTEENTH STREET, N.W.  
 WASHINGTON, D.C. 20036  
 202-296-8500  
 TELECOPIER (202) 296-7143

WILLIAM G. MAHONEY  
 JOHN O'B. CLARKE, JR.  
 RICHARD S. EDELMAN  
 L. PAT WYNNIS  
 DONALD F. GRIFFIN  
 MELISSA B. KIRGIS  
 FRANCISCO J. RUBEN

JAMES L. HIGHSAW  
 1970 - 1992



January 2, 1996

RECEIVED  
 JAN 2 5 25 PM '96  
 OFFICE OF SECRETARY  
 ICC

via messenger

Hon. Vernon A. Williams, Secretary  
 Interstate Commerce Commission  
 12th Street & Constitution Avenue, N.W.  
 Washington, DC 20423

Re: Finance Docket No. 32760 *Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control & 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 Mr. Williams:

Enclosed for filing with the Commission are the original and twenty copies of the First Set of Interrogatories of Railway Labor Executives' Association and United Transportation Union Directed to Applicants (RLEA/UTU -4)

Also enclosed is a 3.5 inch diskette containing the text of RLEA/UTU-4 formatted in Word Perfect 5.1.

Sincerely,

*Donald F. Griffin*  
 Donald F. Griffin

enclosure

RLEA/UTU-4

Office of the Secretary

JAN 03 1996

BEFORE THE  
INTERSTATE COMMERCE COMMISSION/  
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

FIRST SET OF INTERROGATORIES OF  
RAILWAY LABOR EXECUTIVES' ASSOCIATION AND  
UNITED TRANSPORTATION UNION DIRECTED TO APPLICANTS

William G. Mahoney  
Richard S. Edelman  
Donald F. Griffin  
HIGHS AW, MAHONEY & CLARKE, P.C.  
1050 17th Street, N.W. - Suite 210  
Washington, DC 20036  
(202) 296-8500

Attorneys for Railway Labor  
Executives' Association, its  
affiliated organizations and United  
Transportation Union

Dated: January 2, 1996

RECEIVED  
JAN 2 5 28 PM '96  
OFFICE OF SECRETARY



The Railway Labor Executives' Association, its affiliated organizations and the United Transportation Union ("RLEA") serve through counsel, pursuant to 49 C.F.R. §1114.26, the following interrogatories upon the Applicants. Answers to these interrogatories should be served upon counsel for RLEA: HIGHSAW, MAHONEY & CLARKE, P.C., 1050 17th Street, N.W., Suite 210; Washington, DC 20036; fifteen (15) days after service thereof.

DEFINITIONS AND INSTRUCTIONS

1.       **Communication**: The term "communication" means the transmittal of information (in the form of facts, ideas, inquiries or otherwise).
2.       **Document**: The term "document" is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a). A draft or non-identical copy is a separate document within the meaning of this term.
3.       **Identify (With Respect to Persons)**: When referring to a person, "to identify" means to give, to the extent known, the person's full name, title, present or last known address, and when referring to a natural person, additionally, the present or last known place of employment. Once a person has been identified in

accordance with the subparagraph, only the name of that person need be listed in response to subsequent discovery requesting the identification of that person.

4. **Identify (With Respect to Documents)**: When referring to documents, "to identify" means to give, to the extent known, the (i) type of document; (ii) general subject matter; (iii) date of the document; and (iv) author(s), addressee(s) and recipient(s).
5. **Identify (With Respect to Communications)**: When referring to communications, "to identify" means to give, to the extent known, the (i) type of communication; (ii) general subject matter; (iii) date of the communication; (iv) the person communicating and the person communicated to.
6. **Person**: The term "person" is defined as any natural person or any business, legal or governmental entity or association.
7. **Concerning**: The term "concerning" means relating to, referring to, describing, evidencing or constituting.
8. RLEA adopts the use of the abbreviations for various rail carriers contained in the "Table of Abbreviations" at pages xii-xiv of UP/SP-22 (Volume 1 of Application).



9. **Applicants:** The term "Applicants" is the same as that used at page 1 of UP/SP-22.
10. **ICC:** The term "ICC" means the Interstate Commerce Commission and such other successor agency or body as provided by statute.
11. **RLEA:** The term "RLEA" means, collectively, the Railway Labor Executives' Association; American Train Dispatchers (Department of International Brotherhood of Locomotive Engineers); Brotherhood of Locomotive Engineers; Brotherhood of Maintenance of Way Employees; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders; Blacksmiths; Forgers & Helpers; International Brotherhood of Electrical Workers; International Brotherhood of Firemen & Oilers; Sheet Metal Workers International Association and United Transportation Union.
12. **NEW YORK DOCK CONDITIONS:** The term "New York Dock conditions" means those employee protective conditions first set forth in New York Dock Ry.--Control--Brooklyn



Eastern Dist. Term., 360 I.C.C. 60, aff'd sub nom., New York Dock Ry. v. U.S., 609 F.2d 83 (2d Cir. 1979).

13. Rules of Construction: The following rules of construction apply to all discovery requests:

- (1) All/Each; the terms "all" and "each" shall be construed as all and each;
- (2) And/Or; the terms "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the interrogatory all responses that might otherwise be construed to be outside of its scope.
- (3) Number; the use of the singular form of any word includes the plural and vice versa.

14. If you maintain that any document or record which refers to or relates to anything about which these interrogatories ask has been destroyed, set forth the content of said document, the location of any copies of said document, the date of such destruction and the name of the person who ordered or authorized such destruction.

15. If you assert that an answer to an interrogatory need not be made on the basis that it seeks privileged information, state the nature of the privilege asserted and the reasons for its application to the interrogatory in question. If you assert that a document need not be provided on the basis that it seeks privileged information, please provide a separate index of such allegedly privileged documents that identify the author, recipient, date and general subject matter of each such document.

16. All answers to these interrogatories should be restricted in scope to RLEA unions and the United Transportation Union.

17. When an interrogatory refers to "primary" persons or individuals providing information or input to a decision maker, the intent of that qualification is to limit the scope of the interrogatory so that applicants need not specify every person who participated in any way in a decision or provided information cited in making a decision, but to insure identification of individuals who had a significant role in making the decision.



INTERROGATORIES

1. What is the dollar amount of the "Labor Savings" in the Summary of Benefits (UP/SP-22 at 93) that are derived from the modification, replacement or abrogation of collective bargaining agreements? Identify the amount of such savings by each such modification, replacement or abrogation.
2. Identify any rail line owned by the Applicants that any of Applicants have considered for sale or lease to a third party, or for sale/leaseback arrangement involving any party including any government agency or authority.
3. Identify any of the track upgrades or new construction set forth in Section 7.1 of the Operating Plan (UP/SP-24 at Exhibit 13) that will be performed exclusively by employees of the Applicants.
4. Identify any of the track upgrades or new construction set forth in Section 7.1 of the Operating Plan (UP/SP-24 at Exhibit 13) that will be performed in part by employees of the Applicants.
  - a. For each project identified, indicate what part of the project will be performed by employees of the Applicant and the approximate number and classification of those employees.



5. Identify, by name, employer, area of expertise and input and joint team to which assigned, the "[m]ore than 200 professionals" who were involved in developing the Operating Plan (UP/SP-24 at 16).
6. Identify those operational changes that, in the Applicants' opinion, are necessary to effect in order for the Applicants to carry out the merger of UP and SP. In doing so define what Applicants mean by carrying-out the merger.
7. For each operational change identified in response to Interrogatory Number 6, explain why that particular change, considered singly or in conjunction with other changes, is necessary for UP and SP to carry out their merger.
8. For each operational change identified in response to Interrogatory Number 6, identify any specific rule, section or provision of any collective bargaining agreement that must be abrogated, modified or otherwise changed in order effect the changes identified in response to interrogatory number 6 .
9. Identify those lines of railroad that Applicants have identified as possible candidates for sale, lease or sale/

leaseback during the six years following ICC approval of the merger application.

10. Identify those lines of railroad that Applicants have identified as possible candidates for abandonment during the six years following ICC approval of the merger application.
11. In the opinion of the Applicants, are any of the Net Revenue Gains identified in the "Summary of Benefits" (UP/SP-22 at 93) unattainable except by abrogating, modifying, replacing or otherwise changing collective bargaining agreements between UP and/or SP and its/their employees? If the answer is yes:
  - a. Identify those specific Net Revenue Savings that can only be attained by abrogating, modifying or otherwise changing the collective bargaining agreements between UP and/or SP and its/their employees.
  - b. Identify the specific rule, section or provision of the collective bargaining agreements that must be abrogated, modified or otherwise changed in order to attain the Net Revenue Savings in response to (a) above.
  - c. For each rule, section or provision identified in response to (b) above, explain what changes are



necessary in order to attain the Net Revenue Savings identified in response to (a) above.

- d. Explain why it is necessary that the specific rule, section or provision of the collective bargaining agreement(s) identified in response to (b) and (c) above, be abrogated, modified or otherwise changed in order to attain the Net Revenue Savings identified in (a) above.

12. In the opinion of the Applicants, are any of the Shipper Logistics Savings identified in the "Summary of Benefits" (UP/SP-22 at 93) unattainable except by abrogating, modifying or otherwise changing collective bargaining agreements between UP and/or SP and its/their employees? If the answer is yes:

- a. Identify those specific Shipper Logistics Savings that can only be attained by abrogating, modifying or otherwise changing the collective bargaining agreements between UP and/or SP and its/their employees.
- b. Identify the specific rule, section or provision of the collective bargaining agreements that must be abrogated, modified or otherwise changed in order to



attain the Shipper Logistics Savings in response to (a) above.

- c. For each rule, section or provision identified in response to (b) above, explain what changes are necessary in order to attain the Shipper Logistics Savings identified in response to (a) above.
  - d. Explain why it is necessary that the specific rule, section or provision of the collective bargaining agreement(s) identified in response to (b) and (c) above, be abrogated, modified or otherwise changed in order to attain the Shipper Logistics Savings identified in (a) above.
13. What part of the Labor Savings identified in the Summary of Benefits (UP/SP-22 at 93) are obtained by the modification or abrogation of existing collective bargaining agreements between UP and/or SP and its/their employees?
14. What procedures do the Applicants intend to use to effect the modifications in Maintenance of Way Districts set forth in Appendix A to the Operating Plan?
15. Who made the decision to propose the modifications in Maintenance of Way Districts set forth in Appendix A to the Operating Plan?

16. Identify the primary individuals who provided information to the individual identified in response to Interrogatory No.
15. For each individual identified, state the type of information provided.
17. What procedures do the Applicants intend to use to effect the creation of the System Track Gangs set forth in Appendix A to the Operating Plan?
18. Who made the decision to propose the creation of the System Track Gangs set forth in Appendix A to the Operating Plan?
19. Identify the primary individuals who provided information to the individual identified in response to Interrogatory No.
18. For each individual identified, state the type of information provided.
20. What procedures do the Applicants intend to use to effect the change in Work Equipment Mechanics classifications set forth in Appendix A to the Operating Plan?
21. Who made the decision to propose the change in Work Equipment Mechanics classifications set forth in Appendix A to the Operating Plan?
22. Identify the primary individuals who provided information to the individual identified in response to Interrogatory No.



21. For each individual identified, state the type of information provided.
23. What procedures do the Applicants intend to use to effect the consolidation of Bridge and Building forces set forth in Appendix A to the Operating Plan?
24. Who made the decision to propose the consolidation of Bridge and Building forces set forth in Appendix A to the Operating Plan?
25. Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 24. For each individual identified, state the type of information provided.
26. What procedures do the Applicants intend to use to effect the consolidation of Signal operations set forth in Appendix A to the Operating Plan?
27. Who made the decision to propose the consolidation of Signal operations set forth in Appendix A to the Operating Plan?
28. Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 27. For each individual identified, state the type of information provided.



29. Identify all work currently performed on any Applicant railroad which could be performed by union-represented employees, but which is being performed by contractors.
30. Identify all plans of the Applicants to contract out work which is currently being performed by union-represented employees of any Applicant railroad.
31. Identify all plans of the Applicants to contract out (or continue to contract out) work which is not currently being performed by union-represented employees of any Applicant railroad, but which could be performed by union-represented employees.
32. Identify all factors and/or events which Southern Pacific believes have contributed to its lack of adequate capital and inability to raise capital for necessary maintenance, upgrades, construction and other improvements which is repeatedly asserted by Southern Pacific and expert witnesses in the Application; the answer may be limited to factors and/or events occurring after 1983.
33. Identify how much money was invested by Philip Anschutz and/or The Anschutz Corporation in Southern Pacific at the time of the acquisition of control of Southern Pacific Transportation Corp. by Rio Grande Industries, Inc.

34. Identify all monies, capital contributions or other investments of Philip Anschutz and/or The Anschutz Corporation in Southern Pacific, or any Southern Pacific railroad subsidiary or affiliate since 1988.
35. Identify each planned use of 49 U.S.C. §11341(a) by the Applicants to modify, override, or replace any collective bargaining agreement after ICC approval of the common control and merger application and explain the basis for each such planned use of Section 11341(a).
36. Identify each planned use of Article I Section 4 of the New York Dock conditions by the Applicants to modify, override, or replace any collective bargaining agreement after approval of the common control and merger of the Applicants and explain the basis for each such planned use of Article I Section 4 of the New York Dock conditions.
37. Identify any corporate, operational or other plans developed by Southern Pacific to respond to the possibility of ICC denial of the common control and merger of the application.
38. Identify those factors supporting the statements in the Application (such as at volume 1 p. 35 and volume 3 p. 403 of the Application) that the common control and merger of



the Applicants would be in the best interest of the SP's employees.

39. State whether the Applicants consider themselves bound by the Operating Plan discussed in volume 3 of the Application if the ICC approves the common control and merger application. If they do not consider themselves to be so bound, explain the extent to which Applicants believe that they will be free to deviate from the proposed Operating Plan, and whether they contend that Section 11341(a) will be applicable to actions taken which are not disclosed in the proposed Operating Plan.
40. Identify each element Applicants believe contributes to SP's allegedly high operating costs (e.g. statements at Application volume 1 p. 256 et seq. and 442 et seq.).
41. Whose employees do Applicants believe will crew the BN/Santa Fe trains operating over the track of the proposed post-merger UP and SP? Whose employees do Applicants believe will maintain the track and maintain the signal systems on the right-of-way of the proposed post-merger UP and SP which is to be operated over by BN/Santa Fe?
42. Whose employees do Applicants believe will crew the proposed post-merger UP and SP trains operating over the track of the



BN/Santa Fe? Whose employees do Applicants believe will maintain the track and maintain the signal systems on the right-of-way of the BN/Santa Fe which is to be operated over by the proposed post-merger UP and SP?

43. With respect to the "best practices" approach (see e.g. Application volume 2 p. 71), planned to be utilized by the Applicants after ICC approval of the common control and merger application, explain how the "best practices" are determined, and identify any "best practices" from any Applicant which already have been identified.
44. Identify all changes in real wages, numbers of employees by crafts or classes identified in the Labor Impact Exhibit and fuels costs experienced by the Applicants since 1980 on an annual basis (all comparisons based on value of \$1.00).
45. Identify the person or persons who made the decisions as to which collective bargaining agreements would be applied on the merged carrier after an approval of the common control and merger as is set forth in Appendix A to the Operating Plan in volume 3 of the Application. Identify the primary persons who had input into such decisions.

46. Explain the basis for the statement by Michael A. Hartman (Application volume 3 p. 402) that impacts on employees of consolidations are "usually more modest than predicted".
47. Identify the person or persons who made the decisions regarding the closings, consolidations and the reductions or changes in the work to be performed in UP or SP maintenance of equipment shops, as well as the primary persons who had input into those decisions.
48. Explain the bases for the determinations that Applicants' maintenance of equipment work would be consolidated in Denver and North Little Rock, that SP's shops in Houston and Kansas City would be closed and that the Settegast and Pine Bluffs Yards would be unaffected.
49. To the extent that jobs are being abolished in the Boilermakers, Blacksmiths, Sheet Metal Workers and Yardmasters crafts, identify who Applicants plan to have perform the work previously performed by employees in the abolished jobs.
50. Identify the person or persons who decided to specialize the work of the Applicants' locomotive repair shops into GE and EMD specific shops, as well the primary persons who had



input into that decision; and explain the basis for that decision.

51. With respect to Applicants' plans regarding dispatching on the merged system:
  - a. Explain the basis for the Applicants' planned reduction in the number of train dispatchers to be used on the merged system;
  - b. Explain who will perform the dispatching work on the merged system after the dispatcher work force is reduced;
  - c. Identify the person or persons who were responsible for the decisions as to the assignment of dispatching work after the proposed merger, as well as the primary persons who had input into those decisions;
  - d. Identify the criteria Applicants intend to apply in determining where transferred dispatching work would be located.
52. Describe the bases for Applicants' conclusions that existing collective bargaining agreements would preclude the changes in operations planned by the Applicants as is described in Appendix A to the Operating Plan in Volume 3 of the Application (p.255-256). Identify each provision of any



agreement which is believed to have such a preclusive effect.

53. Explain why it is deemed by Applicants (see Application volume 3 p. 255) to be essential that operating employees in the same "hub" have common collective bargaining agreements and common seniority rosters.
54. Identify every instance in which Applicants anticipate that the elimination of an existing terminal and/or the creation of a new terminal would involve a change in the reporting points for any employees in excess of 50 miles; and identify the number of employees who Applicants believe likely to be in such situations.
55. For each consolidation and/or closing of a terminal or yard, identify who made the decision as to the closing and/or consolidation, the primary persons who had input into that decision and how the determination was made for each terminal?
56. Explain the bases for Applicants' calculation of the costs of employee protection/separation and relocation benefits (see Application volume 1 p. 93), identify the persons who made those calculations and identify the primary persons who had input into those calculations.

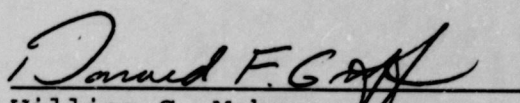
57. With respect to the employee impact charts in the labor impact exhibit to the Hartman statement:
- a. Explain what is meant by jobs transferred;
  - b. Explain what is meant by jobs abolished;
  - c. Explain what is meant by jobs created;
  - d. Do applicants assume that employees affected by the abolishments will be eligible to bid on the jobs created;
  - e. Do applicants assume that employees holding jobs that will be transferred will follow their jobs;
  - f. To the extent that Applicants have indicated places to which jobs will be transferred, identify where the jobs will be transferred from;
  - g. In the Applicants' view, is the net employee impact of the merger equal to the amount of jobs abolished minus the amount of jobs created, plus the jobs transferred.
58. Identify any plans that Applicants may have regarding acquisition through purchase, lease or purchase or lease of governmental concessions, either in whole or in part, of rail lines or other rail properties in Mexico.
59. Identify any plans that Applicants may have regarding the potential for assignment of work of the Applicant railroads



to Mexican railroad workers and/or to facilities located in Mexico.

60. As to each subject addressed by these interrogatories, identify any of the currently identified witnesses for depositions (see Arvid E. Roach, II letter of December 28, 1995) is competent to address the subject matter of the interrogatories by naming the witness who is competent to discuss the subject matter of each interrogatory; if no current witness is competent to discuss the subject matter of a particular interrogatory name the employee or expert witness of the Applicants who is competent to discuss the subject matter of that interrogatory.

Respectfully submitted,

  
William G. Mahoney  
Richard S. Edelman  
Donald F. Griffin

HIGHSAW, MAHONEY & CLARKE, P.C.  
1050 17th Street, N.W. - Suite 210  
Washington, DC 20036  
(202) 296-8500

Attorneys for RLEA/UTU

Dated: January 2, 1996



**CERTIFICATE OF SERVICE**

I hereby certify that today, I served a copy of the foregoing First Set of Interrogatories of Railway Labor Executives' Association and United Transportation Union Directed to Applicants upon the following by First Class Mail:

Paul A. Cunningham **Hand Delivery**  
James M. Guinivan  
HARKINS CUNNINGHAM  
1300 19th Street, N.W.  
Suite 600  
Washington, D.C. 20036

William P. Jackson, Jr.  
3426 North Washington Blvd.  
P. O. Box 1240  
Arlington, VA 22210-0540

Erika Z. Jones  
MAYER, BROWN & PLATT  
2000 Pennsylvania Ave., N.W.  
Suite 6500  
Washington, D.C. 20006

William A. Mullins  
Alan Lubel  
TROUTMAN SANDERS  
601 Pennsylvania Avenue, N.W.  
Suite 640 N. Building  
Washington, D.C. 20004

Larry R. Pruden  
Transportation Communications  
International Union  
3 Research Place  
Rockville, MD 20850

Arvid E. Roach, II **Hand Delivery**  
S. William Livingston, Jr.  
COVINGTON & BURLING  
1201 Pennsylvania Avenue, N.W.  
P. O. Box 7566  
Washington, D.C. 20044

Debra L. Willen  
GUERRIERI, EDMOND, et al.  
1331 F Street, N.W.  
Washington, D.C. 20004

Frederic L. Wood  
Thomas Wilcox  
John K. Maser, III  
DONELAN, CLEARY, WOOD  
1100 New York Avenue, N.W.  
Suite 750  
Washington, D.C. 20005-3934

Jerome Nelson  
Administrative Law Judge  
FERC  
825 North Capitol Street, NE  
Washington, D.C. 20426

Michael D. Billiel  
Joan S. Huggler  
Robert L. McGeorge  
Angela L. Hughes  
Antitrust Division  
U.S. Department of Justice  
555 4th Street, N.W.,  
Room 9104-TEA  
Washington, D.C. 20001

Marc J. Fink  
SHER & BLACKWELL  
2000 L Street, N.W., Ste. 612  
Washington, D.C. 20036

Richard P. Bruening  
The Kansas City Southern Ry.  
Co.  
114 West 11th Street  
Kansas City, MO 64105

Richard A. Allen  
ZUCKERT, SCOUTT ET AL.  
888 17th Street, N.W.  
Suite 600  
Washington, D.C. 20006-3939

Martin W. Bercovici  
KELLER AND HECKMAN  
1001 G Street, N.W.  
Suite 500W  
Washington, D.C. 20001-4545

Mitchell M. Kraus  
Larry R. Pruden  
Transportation Communications  
International Union  
3 Research Place  
Rockville, MD 20850

Terence M. Hynes  
Krista L. Edwards  
SIDLEY & AUSTIN  
1722 Eye Street, N.W.  
Washington, D.C. 20006

Constance L. Abrams  
Johathan M. Broder  
Edward B. Hymson  
Anne E. Treadway  
Consolidated Rail Corporation  
Two Commerce Square  
2001 Market Street, 16-A  
Philadelphia, PA 19101-1416

C. Michael Loftus  
John H. LeSeur  
Christopher A. Mills  
SLOVER & LOFTUS  
1224 17th Street, N.W.  
Washington, D.C. 20036

Richard E. Weicher  
The Atchison, Topeka and Santa  
Fe Railway Co.  
1700 East Golf Road  
Schaumburg, IL 60173

Janice G. Barber  
Burlington Northern Railroad  
3800 Continental Place  
777 Main Street  
Fort Worth, TX 76102

James V. Dolan  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Paul A Conley, Jr.  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Cannon Y. Harvey  
Carol A. Harris  
Louis P. Warchot  
Southern Pacific Trans.  
Company  
One Market Plaza  
San Francisco, CA 94105

Cannon Y. Harvey  
Southern Pacific Trans.  
Company  
1860 Lincoln Street, 14th  
Floor  
Denver, CO 80295

Carl W. Von Bernuth  
Union Pacific Corporation  
Martin Tower  
Eighth and Eaton Avenues  
Bethlehem, PA 18018

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

Scott N. Stone  
Patton Boggs, LLP  
2550 M Street, N.W.  
Washington, D.C. 20037-1350

Edward D. Greenberg  
Andrew T. Goodson  
John Luedke  
Galland, Kharasch, Morse &  
Garfinkle  
1054 - 31st Street, N.W.  
Washington, D.C. 20007-4492

Jeff Hill  
Director of Fuel Management  
Sierra Pacific Power Company  
6100 Neil Road  
Reno, Nevada 98520



Charle A. Spitulnik  
Alicia M. Serfaty  
Hopkins & Sutter  
888 Sixteenth Street, N.W.  
Washington, D.C. 20006

Robert M. Bruskin  
Mark Schechter  
Rosemary H. McEnery  
Mark L. Josephs  
Howery & Simon  
1299 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

Daniel K. Mayers  
William J. Kolasky, Jr.  
A. Stephen Hut, Jr.  
Ali M. Stoeppelwerth  
Steven P. Finizio  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, D.C. 20037-1420

John Will Ongman  
Pepper, Hamilton & Sheetz  
1300 Nineteenth Street, N.W.  
Washington, D.C. 20036

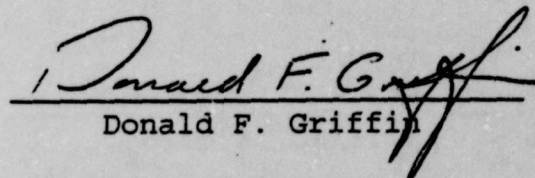
Robert H. Wheeler  
Oppenheimer Wolff & Donnelly  
Two Prudential Plaza, 45th  
Floor  
180 North Stetson Avenue  
Chicago, IL 60601

Thomas Lawrence, III  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, D.C. 20036

William C. Sippel  
Thomas J. Litwiler  
Oppenheimer Wolff & Donnelly  
Two Prudential Plaza, 45th  
Floor  
180 North Stetson Avenue  
Chicago, IL 6061

Kevin M. Sheys  
Oppenheimer Wolff & Donnelly  
1020 Nineteenth Street, N.W.  
Suite 400  
Washington, D.C. 20036-6105

Peter J. Shudtz  
CSX Corporation  
One James Center  
901 E. Cary Street  
Richmond, VA 23219

  
Donald F. Griffin



STB FD 32760

1-2-96

I 60726

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

WRITER'S DIRECT DIAL NUMBER

January 2, 1996

Item No. 400726

Page Count 17

Jan #2

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE: 071-495-5655

TELEFAX: 071-495-3101

Office of the Secretary

JAN 03 1996

BY HAND

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Twelfth Street and Constitution Avenue, N.W.  
Room 2215  
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 copies of Applicants' Objections to the First Interrogatories and First Request for Production of Documents From Sierra Pacific Power Company and Idaho Power Company (UP/SP-40). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 5.1 format.

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

Sincerely,

Michael A. Listgarten

Member of the Bar of New York  
State  
Not admitted to the Bar of the  
District of Columbia



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

APPLICANTS' OBJECTIONS TO THE FIRST INTERROGATORIES  
AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS  
FROM SIERRA PACIFIC POWER COMPANY AND IDAHO POWER COMPANY

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  
S. WILLIAM LIVINGSTON, JR.  
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

Office of the Secretary

JAN 03 1996

January 2, 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 FIRST INTERROGATORIES  
AND FIRST REQUEST FOR PRODUCTION OF DOCUMENTS  
FROM SIERRA PACIFIC POWER COMPANY AND IDAHO POWER COMPANY

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCL and  
DRGW submit the following objections to the discovery requests  
served by the Sierra Pacific Power Company ("SPP") and Idaho  
Power Company ("IP") on December 22, 1995. These objections  
are made pursuant to paragraph 1 of the Discovery Guidelines  
applicable to this proceeding, which provides that objections  
to discovery requests shall be made "by means of a written  
objection containing a general statement of the basis for the  
objection."

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

GENERAL OBJECTIONS

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

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

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

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

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Surface Transportation 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 SPP or IP from their own files.

7. Applicants object to the extent that the interrogatories and requests seek highly confidential or sensitive commercial information (including, inter alia, contracts containing confidentiality clauses prohibiting



disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

8. Applicants object to the definition of "identify" 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.

9. Applicants object to the definition of "relating to" as unduly vague.

10. Applicants object to the definition of "provide," to Document Request Instructions 1, 2, 3, 6 and 9, and to Interrogatory Instructions 2, 3, 4, 5, 10, 11, 13 and 14 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

11. Applicants objects to Document Request Instruction 7 and Interrogatory Instruction 6 as unduly vague and not susceptible of meaningful application.

12. Applicants object to Document Request Instructions 5 and 6 and Interrogatory Instruction 11 as unduly burdensome.

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

14. Applicants object to the interrogatories and requests as overbroad and unduly burdensome to the extent that



they seek information or documents for periods prior to January 1, 1993.

ADDITIONAL OBJECTIONS TO SPECIFIC  
INTERROGATORIES AND DOCUMENT REQUESTS

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

Interrogatory No. 1: "Identify every joint facility, trackage rights and haulage agreement, including any supplements to an agreement, related to the UP and SP routes identified in Appendix A."

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

Interrogatory No. 2: "With respect to each agreement identified in your response to Interrogatory No. 1, provide the following information:

- (a) the facilities involved, by milepost and ownership;
- (b) the person or persons responsible for maintenance of way and structure expense, by milepost;
- (c) all other expenses, by milepost;
- (d) the person or persons responsible for all other expenses, by milepost;
- (e) the procedures followed to calculate maintenance and other expenses, and return on road investment used to bill each party to the agreement;
- (f) the method by which the rate used in billing each party to the agreement is calculated;

- (g) the accounting procedure followed by each carrier party to the agreement, including identification of all monthly debits and credits by ICC account from January 1, 1994 to the present, and;
- (h) each participating or using carrier's total car miles, train miles, gross ton miles and net ton miles over the facility and any other service units used in the development of joint facility costs or charges from January 1, 1994 to the present."

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: "Identify every trackage rights agreement in effect after January 1, 1994 by which UP and SP has granted trackage rights to another railroad which requires the other railroad to pay more to UP and SP on a mills per ton mile basis than BNSF is required to pay under the BNSF Agreement."

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

Interrogatory No. 4: "With respect to each trackage rights agreement identified in response to Interrogatory No. 3, describe the compensation payable by the other railroad to UP and SP."

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



Document Request No. 1: "Produce every document prepared by UP relating to competition from one or more other railroads for the transportation of coal to the Valmy plant."

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

Document Request No. 2: "Produce every document prepared by SP relating to competition from one or more other railroads for the transportation of coal to the Valmy plant."

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

Document Request No. 3: "Produce every document relating to the establishment of tariff rates for the transportation of coal by UP to the Valmy Plant, including documents relating to negotiations between UP and Sierra Pacific regarding such tariff rates."

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

Document Request No. 4: "Produce every document relating to the establishment of tariff rates for the transportation of coal by SP to the Valmy Plant, including documents relating to negotiations between UP and Sierra Pacific regarding such tariff rates."

Additional Objections: Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it



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

Document Request No. 5: "Produce every document relating to the establishment of the terms of transportation contracts and any amendments and supplements to such contracts for the transportation of coal by UP to the Valmy Plant, including documents relating to negotiations between UP and Sierra Pacific regarding such contracts."

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

Document Request No. 6: "Produce every document relating to making of any proposals for transportation contracts for the transportation of coal by SP to the Valmy Plant, including documents relating to negotiations between SP and Sierra Pacific regarding any such proposals."

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

Document Request No. 7: "Produce every study, analysis, traffic projection, business plan and marketing plan relating to the transportation of coal by UP, SP or the Combined System destined to the Valmy Plant not previously produced in response to the foregoing requests."

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

Document Request No. 8: "Produce every operating timetable (including any special instructions), station list, and station book for 1994 and 1995 year-to-date to the present for the UP and SP routes identified in Appendix A."

Additional Objections: None.

Document Request No. 9: "From January 1, 1994 to the present, for the UP and SP routes specified in Appendix A, produce every document that provides the following information:

- (a) the 'from' and 'to' stations (by name and milepost);
- (b) the mileage owned and operated, separated into:
  - 1) miles of road
  - 2) miles of second main
  - 3) miles of all other main tracks
  - 4) miles of passing tracks, crossovers, and turnouts;
- (c) the miles of road operated under trackage rights;
- (d) authorized speeds for unit coal trains, general freight trains, and passenger trains;
- (e) the percent of track-miles in curves of two (2) degrees or more;
- (f) the percent of track-miles of welded rail;
- (g) FRA classes of track (e.g., 20 miles of Class IV track, 30 miles of Class III track, etc.);
- (h) the train-miles, car miles (loaded and empty), gross ton-miles of locomotives, cars, contents, and cabooses for:
  - 1) coal traffic
  - 2) other unit train traffic
  - 3) general freight heavy wheel load traffic
  - 4) general freight traffic (excluding heavy wheel load traffic), and
  - 5) passenger traffic."

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



Document Request No. 10: "Produce every current track chart or track profile for the UP and SP routes identified in Appendix A."

Additional Objections: None.

Document Request No. 11: "Produce every document that provides the following information relating to the UP's and SP's entire system for 1994 and 1995 year-to-date, subdivided into the categories of track described in Schedule 720 of the Annual Report Form R-1;

- (a) miles of track;
- (b) miles of road;
- (c) track miles of continuous welded rail;
- (d) percent of track-miles in curves of two (2) degrees of more;
- (e) total gross ton-miles, loaded car-miles, and empty car-miles generated by cars and contents for:
  - 1) coal traffic
  - 2) other unit train traffic
  - 3) general freight heavy wheel load traffic
  - 4) general freight traffic (excluding heavy wheel load traffic), and
  - 5) passenger traffic."

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

Document Request No. 12: "Produce every UP and SP system density chart and/or table for 1994 and 1995 year-to-date showing gross ton-miles by line segment and indicate whether or not gross-ton miles for locomotives are included."

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



Document Request No. 13: "Produce every document that provides the operating statistics data including, but not limited to, train miles, train hours, locomotive unit miles, loaded car miles, empty car miles, net ton miles, gross ton miles, number of trains, and number of locomotives per train for 1994 and 1995 year-to-date for the UP and SP routes identified in Appendix A."

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

Document Request No. 14: "Produce every document that provides the following information:

- (a) line-specific or location-specific maintenance of way and structures expenditures for all UP and SP routes identified in Appendix A and for UP's and SP's entire system for 1994 and 1995 year-to-date, and
- (b) gross ton-miles for 1994 and 1995 year-to-date for the UP and SP routes included in your response to Interrogatory No. 7(a)."

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

Document Request No. 15: "Produce every document relating to studies, analyses or reports of the road property values from January 1, 1992 to the present of the UP and SP line segments traversed by any unit coal train moving over the routes identified in Appendix A."

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

reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 16: "Produce every document that provides the following information for each valuation section traversed in whole or in part by any unit coal train moving over the routes identified in Appendix A for 1994 and 1995 year-to-date:

- (a) a description by milepost and station name of the properties encompassed by each valuation section (as of December 31st for each year);
- (b) a description by milepost and station name of the portion of the valuation section identified in your response to Interrogatory No. 9(a) traversed by any unit coal train (as of December 31st for each year);
- (c) gross values by ICC property account included within the valuation section identified in your response to Interrogatory No. 9(a) on a Depreciation Accounting ("DA") basis (as of December 31st for each year);
- (d) annual depreciation by ICC property account for all properties included within each valuation section identified in your response to Interrogatory No. 9(a) on a DA basis (as of December 31st for each year);
- (e) accumulated depreciation by ICC property account for all properties included within each valuation section identified in your response to Interrogatory No. 9(a) on DA basis (as of December 31st for each year);
- (f) gross values by ICC property account for all properties used by all unit coal trains for each valuation section identified in your response to Interrogatory No. 9(a) on a DA basis (as of December 31st for each year);
- (g) annual depreciation by ICC property account for all properties used by all unit coal trains for each valuation section identified in your response to Interrogatory No. 9(a) on a DA basis (as of December 31st for each year);
- (h) annual depreciation by ICC property account for all properties used by all unit coal trains for each valuation section identified in your



response to Interrogatory No. 9(a) on a DA basis (as of December 31st for each year);

- (i) a description and definition of each ICC property account included in the information provided in your response to Interrogatory Nos. 9(c) through 9(h).
- (j) the annual total gross ton-miles of cars and contents and the annual total gross ton-miles of locomotives and cabooses for 1994 and 1995 year-to-date traversing the entire valuation section for each valuation section identified in your response to Interrogatory No. 9(a) where the properties used by all unit coal trains are less than the total properties within the valuation section, and;
- (k) the annual gross ton-miles of cars and contents and annual total gross ton miles of locomotives and cabooses for 1994 and 1995 year-to-date for each valuation section identified in your response to Interrogatory No. 9(a)."

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

Document Request No. 17: "Produce every joint facility, trackage rights and haulage agreement in effect after January 1, 1994, including any supplements to an agreement, related to the UP and SP routes identified in Appendix A."

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

Document Request No. 18: "Produce every document relating to the negotiation and establishment of the compensation terms in the BNSF Agreement."



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

Document Request No. 19: "Produce every document relating to the possible granting of access to BNSF to serve coal mines in Colorado and Utah currently served exclusively by either UP or SP."

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

Document Request No. 20: "Produce every document relating to the possible granting of access to any railroad other than UP, SP or BNSF to serve coal mines in Colorado and Utah currently served exclusively by either UP or SP."

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

Respectfully submitted,

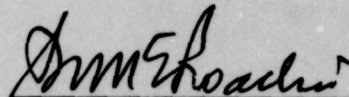
CANNON Y. HARVEY  
LOUIS P. WARCHOT  
CAROL A. HARRIS  
Southern Pacific  
Transportation Company  
One Market Plaza  
San Francisco, California 94105  
(415) 541-1000

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

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

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

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



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

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

January 2, 1996

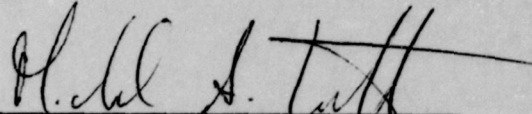


CERTIFICATE OF SERVICE

I, Michael A. Listgarten certify that, on this 2nd day of January 1996, I caused a copy of the foregoing document to be served by hand on Richard A. Allen, Esq., Counsel for Sierra Pacific Power Company and Idaho Power Company, at Zuckert, Scoutt & Rasenberger, L.L.P., 888 Seventeenth Street, N.W., Suite 600, Washington, D.C. 20006-3939, and by first-class mail, postage prepaid, on

Director of Operations  
Antitrust Division  
Room 9104-TEA  
Department of Justice  
Washington, D.C. 20530

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

  
\_\_\_\_\_  
Michael A. Listgarten



STB

FD

32760

12-28-95

I

60711

Item No. \_\_\_\_\_

Page Count 20

Dec 14 203

60711

WILMER, CUTLER & PICKERING

2445 M STREET, N.W.

WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000

FACSIMILE (202) 663-6363

A. STEPHEN HUT, JR.

DIRECT LINE (202)

663-6235

4 CARLTON GARDENS  
LONDON SW1Y 5AA  
TELEPHONE 011 (4471) 839-4466  
FACSIMILE 011 (4471) 839-3537

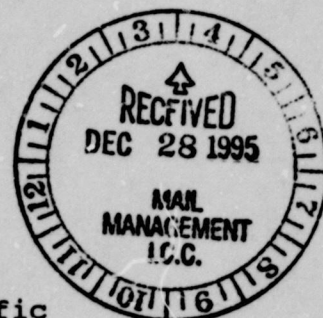
RUE DE LA LOI 15 WETSTRAAT  
B-1040 BRUSSELS  
TELEPHONE 011 (322) 231-0903  
FACSIMILE 011 (322) 230-4322

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

December 22, 1995

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 one original and twenty copies of Consolidated Rail Corporation's First Requests to BNSF Corporation for the Production of Documents, designated as document CR-5.

Also enclosed is a 3.5-inch WordPerfect 5.1 disk containing the text of CR-5.

Office of the Secretary

DEC 29 1995

Sincerely,

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

Attorney for Consolidated  
Rail Corporation

Enclosures

cc: Erika Z. Jones, Esq. (w/disk)  
Restricted Service List

Office of the Secretary

DEC 29 1995

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

-- CONTROL MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC  
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY  
COMPANY, SPCSL CORP. AND THE DENVER AND  
RIO GRANDE WESTERN RAILROAD COMPANYCONSOLIDATED RAIL CORPORATION'S  
FIRST REQUESTS TO BNSF CORPORATION  
FOR THE PRODUCTION OF DOCUMENTS

Pursuant to 49 C.F.R. §§ 1114.21 - 1114.31 and the  
Discovery Guidelines entered pursuant to order dated December 5,  
1995 ("Discovery Guidelines"), Consolidated Rail Corporation  
("Conrail") hereby submits its First Requests For Production of  
Documents to BNSF Corporation.

DEFINITIONS AND INSTRUCTIONS

The following definitions and instructions apply and  
are incorporated into each request for the production of



documents ("Request") and each Interrogatory as though fully set forth therein:

#### DEFINITIONS

1. "BN/Santa Fe" means BNSF Corporation or the entity resulting from the merger of Burlington Northern Inc. and Burlington Northern Railroad Company with Santa Fe Pacific Corporation and the Atchison, Topeka and Santa Fe Railway Company, and includes all parents, subsidiaries, or affiliated corporations of any of the foregoing entities.

2. "Applicants" means 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 Corp., and The Denver and Rio Grande Western Railroad Company, individually and collectively, and any division thereof (and includes present or former directors, officers, employees and agents) together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to, UP Acquisition Corporation, Union Pacific Holdings Corp., Chicago and North Western Railway Company, Philip F. Anschutz and The Anschutz Corporation.

3. "Application" means the Railroad Merger Application, Finance Docket No. 32760, filed November 30, 1995, by Applicants.

4. "UP" means all Union Pacific Corporation entities individually and collectively (i.e., Union Pacific Corporation,

Union Pacific Railroad Company, and Missouri Pacific Railroad Company) (and includes present or former directors, officers, employees and agents), together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to, UP Acquisition Corporation, Union Pacific Holdings, Corp., and Chicago and North Western Railway Company.

5. "SP" means all Southern Pacific Rail Corporation entities individually and collectively (i.e., Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company) (and includes present or former directors, officers, employees and agents), together with any parent, subsidiary or affiliated corporation, partnership or other person or local entity, including, but not limited to, Philip F. Anschutz and The Anschutz Corporation.

6. "BN/SF Agreement" refers to the agreement between UP and SP and BN/Santa Fe relating to the proposed UP/SP merger set forth in the Application beginning at page 318 of Volume 1.

7. "Commission" or "ICC" means the Interstate Commerce Commission.

8. "Conrail" means Consolidated Rail Corporation and any divisions, parents, or subsidiaries.

9. "Document" means any and all writings and recordings as defined in Rule 1001 of the Federal Rules of Evidence, including drafts, typings, printings, minutes or copies



or reproductions thereof in the possession, custody or control of BNSF Corporation.

10. "Gulf/Eastern Area" means "the web of routes connecting Chicago, St. Louis and Memphis at the north with Houston, San Antonio, Dallas/Ft. Worth and the Mexican border at the south," as described on page 41 of the Verified Statement of R. Bradley King and Michael D. Ongerth ("King/Ongerth V.S."), but also includes all rail routes in Texas west to El Paso and east (through Louisiana) to New Orleans and UP or SP routes from New Orleans to the north or northwest.

11. "Identify" or "identification" means:

a. With respect to a natural person, his or her name and current or last known home and business address (including street name and number, city or town, state, zip code, and telephone number), and his or her last known job title or position.

b. With respect to a person other than a natural person, its full name and type of organization, the address of its principal place of business (including street name and number, city or town, state, zip code, and telephone number), and the jurisdiction and place of its incorporation or organization.

c. With respect to a document, the type of document (e.g., letter, record, list, memorandum, report, deposition transcript), its date, title, and contents, the identification of the person who prepared the document, the identification of the person for whom the document was prepared or to whom it was



delivered, and the identification of the person who has possession, custody, or control over the document.

12. "Operating Plan" means the Operating Plan in Volume 3 of the Application, designated UP/SP-24.

13. "Proposed Transaction" means the proposed merger of UP and SP, under review by the ICC in Finance Docket No. 32760.

14. "Relating" or "related" to a given subject matter means constitutes, contains, comprises, consists of, embodies, reflects, identifies, states, refers to, deals with, sets forth, proposes, shows, evidences, discloses, describes, discusses, explains, summarizes, concerns, authorizes, contradicts or is any way pertinent to that subject, including, without limitation, documents concerning the presentation of other documents.

15. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

16. "Analyses or Analysis" include any analyses, studies, evaluations, discussions, or reports in whatever form, including letters, memoranda, tabulations, measurements, electronic mail, notes, diary notations, journals, and computer printouts of data selected from a database.

17. References to railroads, shippers, and other companies (including Applicants) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; and joint ventures.

### INSTRUCTIONS

1. Consistent with the Discovery Guidelines, these Requests and Interrogatories are intended to be non-duplicative of previous written discovery of which Conrail has been served copies. If you consider any Requests or Interrogatories to be duplicative, you should so state and refer Conrail to the specific documents or answers produced in response to such prior discovery.

2. If, in responding to any Request or Interrogatory, you consider any part of the Request or Interrogatory objectionable, you should respond to each part of the Request or Interrogatory not deemed objectionable and set forth separately the part deemed objectionable and the grounds for objection.

3. Unless otherwise specified, all Requests and Interrogatories cover the period from January 1, 1993, to the date of the response and are subject to revision as described in Paragraph 12 of these Instructions.

4. If a Request or Interrogatory refers to "Applicants" or to any "Applicant", and the response for one Applicant would be different from the response for other Applicants, give separate responses for each Applicant.

5. All documents that respond, in whole or part, to any paragraph of a Request shall be produced in their entirety. Documents that in their original condition were stapled, clipped, or otherwise fastened together, shall be produced in such form.



In addition, all documents are to be produced in the file folders or jackets in which they are maintained.

6. If any response to a Request or Interrogatory includes a reference to the Application, such response shall specify the responsive volume(s) and page number(s).

7. All documents should be grouped together according to the individual paragraphs and sub-paragraphs of the Request to which they are responsive.

8. If any of the requested documents cannot be produced in full, you are requested to produce them to the fullest extent possible, specifying clearly the reasons for your inability to produce the remainder and stating whatever information, knowledge or belief you have concerning the unproduced portion. If you cannot produce a responsive document because it is no longer is in your possession, custody, or control, state the date on which each such document ceased being in your possession, custody or control; describe the disposition of each such document and the reason for such disposition; and identify each person presently in possession, custody or control of the document or a copy thereof.

9. If any privilege or protection is claimed as to any information or document, state the nature of the privilege or protection claimed (e.g., attorney-client, work product, etc.) and state the basis for claiming the privilege or protection. For each such document, provide the following information:

A. the type of document;



- B. the title of the document;
- C. the name, address, and title of each author;
- D. the name, address, and title of each addressee;
- E. all persons to whom copies were sent or distributed and all other persons to whom the document or its contents were disclosed in whole or part;
- F. the date of the document;
- G. the subject matter of the document;
- H. the number of pages;
- I. an identification of any attachments or appendices;
- J. the current location of the document and the name of the current custodian; and
- K. a statement of the basis on which privilege is claimed.

If less than an entire document is claimed to be privileged, furnish a copy of those portions of the document that are not privileged.

10. Use of the singular shall be deemed to include the plural, and vice versa. The terms "and" and "or" should be interpreted as conjunctive, disjunctive, or both, depending on the context, so as to have their broadest meaning. Whenever necessary to bring within the scope of a Request or Interrogatory all information or documents that might otherwise be construed to be outside its scope, the use of a verb in any tense shall be

construed as the use of the verb in all other tenses. The term "all" includes "any," and vice versa.

11. If you want clarification concerning any Request or Interrogatory, you are instructed to contact Counsel for Conrail concerning such clarification reasonably in advance of the response date.

12. These Requests and Interrogatories are continuing in nature and you are under a duty to supplement or correct any responses that are incomplete or incorrect and otherwise supplement your responses in accordance with 49 C.F.R. § 1114.29.



## REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All documents, dating from January 1, 1992, to the present, comprising or relating to Analyses concerning trackage rights, including, but not limited to, the suitability of trackage rights as a remedy for anticompetitive effects asserted to result from a rail transaction including a merger or acquisition (including any comparison of a trackage-rights remedy to the sale of a line or lines for such remedial purpose).

2. All documents relating to the statements ascribed to Gerald Grinstein in the December 18, 1995, issue of Forbes, whether contained in direct quotations or otherwise.

3. All documents relating to the extent to which the BN/SF Agreement might (or might not) obviate imposition by the ICC of other conditions to the UP/SP merger (or reduce or change such other conditions).

4. All documents relating to any Analyses of any proposal by Conrail to purchase SP lines in the Gulf/Eastern Area, including, but not limited to, documents relating to the effect of any such possible purchase on competition in the Gulf/Eastern Area after consummation of the Proposed Transaction.



5. All documents relating to negotiations between BN/Santa Fe and Applicants concerning (a) the BN/SF Agreement, and (b) the BN/Santa Fe Merger or the Proposed Transaction.

6. All documents analyzing, discussing, or relating to any of the following specific provisions, aspects, or terms of the BN/SF Agreement:

(a) access to industries now served only by both UP and SP and no other railroad; (see, e.g., Sections 4(b), 5(b) and 6(c)).

(b) the type of rights obtained by BN/Santa Fe (see, e.g., Sections 4(b), 5(b) and 6(c) ("bridge rights for movement of overhead traffic only");

(c) geographic limitations on access by BN/Santa Fe to new business (see, e.g., Sections 4(c), 5(c) and 6(d) ("territory within which, prior to the merger of UP and SP, a new customer could have constructed a facility that would have been open to service by both UP and SP, either directly or through reciprocal switch");

(d) provision by Applicants pursuant to Section 8(j) of alternative routes or means of access of commercially equivalent utility at the same level of cost to BN/Santa Fe in the event any of the trackage rights under the BN/SF Agreement cannot be implemented because of the lack of sufficient legal authority;

(e) any capital expenditures on the lines over which BN/Santa Fe has been granted trackage rights pursuant to the BN/SF Agreement (see, e.g., Section 9(c));

(f) the "presumptive weight" to be given to the Operating Plan "in determining what capacity improvements are necessary" pursuant to Section 9(c)(i);

(g) the "shar[ing]" of capacity improvements between the parties to the BN/SF Agreement pursuant to Section 9(c)(ii);

(h) the unrestricted power of the owning carrier to change management and operations of joint trackage pursuant to Section 9(d);

(i) all documents relating to the pricing of the trackage rights under the BN/SF Agreement, including, but not limited to, whether the rates will permit the Applicants to earn a "reasonable return," as that phrase is used in the Verified Statement of John H. Rebensdorf ("Rebensdorf V.S.") (see, e.g., page 301), or a return that is only "marginally" sufficient, as asserted at page 307 of the Rebensdorf V.S.; and

(j) all documents relating to the obligations under Section 11 of the BN/SF Agreement if, in a Final Order, the Application has been denied or approved on terms "unacceptable to the applicants."

7. All documents relating to BN/Santa Fe's interline service with Conrail lines, including, but not limited to,



documents discussing BN/Santa Fe's interline service with Conrail lines pursuant to the BN/SF Agreement.

8. All documents relating to any decision by Applicants not to provide trackage rights to BN/Santa Fe on any particular line or routes pursuant to the BN/SF Agreement, where the provision of such trackage rights may have been sought by BN/Santa Fe, under consideration by Applicants, or the subject of discussion between Applicants and BN/Santa Fe.

9. All documents relating to the competition that will be provided by BN/Santa Fe in the Gulf/Eastern Area as a result of the BN/SF Agreement, including, but not limited to:

(a) Analyses of the traffic volume or associated revenue that may or could be diverted to BN/Santa Fe under trackage rights on Gulf/Eastern Area lines;

(b) Analyses or discussions of yard or terminal facilities available for use by BN/Santa Fe in providing service in the Gulf/Eastern Area under trackage rights or line sales provided in the BN/SF Agreement pursuant to Section 9(i) of the BN/SF Agreement or otherwise; and

(c) Analyses of the adequacy in "preserv[ing] rail competition" (see *Rebensdorf V.S.*, at page 297) of the BN/Santa Fe route structure (including, but not limited to, sidings, storage facilities, passing tracks, and similar facilities) in the Gulf/Eastern Area.



10. All documents relating to operating plans of BN/Santa Fe or UP/SP on lines in the Gulf/Eastern Area where BN/Santa Fe will have trackage rights or that will be purchased under the BN/SF Agreement, including, but not limited to, Analyses of or communications concerning:

(a) dispatching, scheduling, traffic priorities, terminal congestion, density, track capacity, or other matters that could affect or relate to operating efficiency;

(b) operation of BN/Santa Fe's trackage rights on lines in the Gulf/Eastern Area designated in the Operating Plan for primarily directional flows, including but not limited to density charts or other documents showing BN/Santa Fe volumes added for such lines; and

(c) the extent of operational control by BN/Santa Fe on such lines.

11. All documents, dating from January 1, 1990, to the present, relating to complaints or concerns about implementation of trackage rights by UP, including, but not limited to:

(a) complaints or concerns expressed by BN/Santa Fe (whether relating to trackage rights under the BN/SF Agreement or otherwise) or by other railroads possessing such rights over any segment of UP track;

(b) complaints or concerns by Shippers served by railroads having such rights;

(c) complaints or concerns about priorities given to UP and foreign trains on UP's computerized dispatching system.

12. All documents relating to communications with any Shipper concerning the directional traffic flows as described in the King/Ongerth V.S. and the Operating Plan.

13. All documents relating to any agreements with any labor organization required or anticipated in connection with BN/Santa Fe operations under trackage rights or line sales in the Gulf/Eastern Area, including the costs and timing of such agreements and any possible difficulties in reaching such agreement.

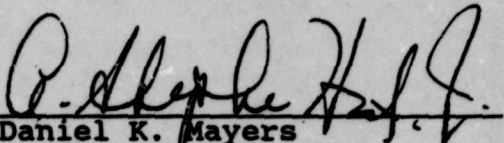
14. All documents relating to any Analyses of competition provided by SP on Gulf/Eastern Area routes, including, but not limited to, any Analyses of SP's service or performance in the Gulf/Eastern Area, and customer surveys, letters, comments, or complaints of or from Shippers in the Gulf/Eastern Area.

15. All documents relating to the effects of the Proposed Transaction on service to and from Mexican gateways, including, but not limited to, any interrelationship or connections between such effects and privatization of Mexican railroads.



16. All documents relating to any Analyses of possible effects on competition in the Gulf/Eastern Area as a result of the Proposed Transaction, including, but not limited to, documents that discuss possible remedies or solutions thereto.

Bruce B. Wilson  
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.  
Steven P. Finizio  
WILMER, CUTLER & PICKERING  
2445 M Street, N.W.  
Washington, D.C. 20037



**CERTIFICATE OF SERVICE**

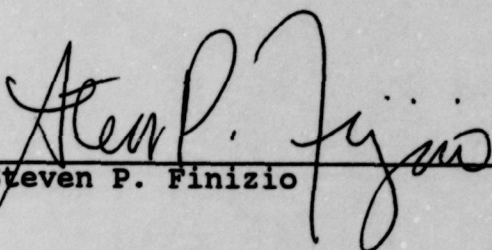
I certify that on this 28th day of December, 1995, a copy of the foregoing Consolidated Rail Corporation's First Requests to BNSF Corporation for the Production of Documents was served by hand delivery to:

Erika Z. Jones  
Mayer, Brown and Platt  
2000 Pennsylvania Avenue, N.W.  
Suite 6500  
Washington, D.C. 20006

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

Paul A. Cunningham  
Richard B. Herzog  
James M. Guinivan  
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.

  
\_\_\_\_\_  
Steven P. Finizio

STB

FD

32760

12-27-95

I

60701

Item No. \_\_\_\_\_

Page Count 9

Dec 4 1993

60701

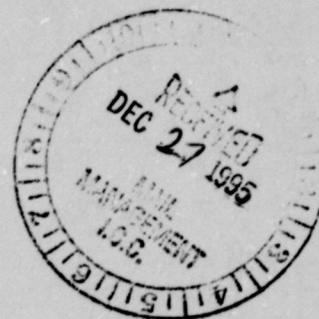
BEFORE THE  
INTERSTATE COMMERCE COMMISSION

Office of the Secretary

DEC 28 1995

4 Part of  
Public Record

Finance Docket No. 32760



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

-- CONTROL 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

INTERNATIONAL PAPER COMPANY'S FIRST  
INTERROGATORIES AND REQUEST FOR DOCUMENTS  
TO BURLINGTON NORTHERN RAILROAD COMPANY

Pursuant to 49 C.F.R. §§ 1114.21-1114.21, International Paper Company directs the following  
interrogatories and document requests to Burlington Northern Railroad Company and its parent, subsidiary and  
related corporations.

DEFINITIONS

1. "Applicants" means Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company, individually and collectively, together with any parent, subsidiary or affiliated corporation, partnership or other legal entity, including, but not limited to UP Acquisition Corporation, Union Pacific Holdings Corp., Chicago and North Western Railway Company, Philip F. Anschutz and The Anschutz Corporation.
2. "BN" means The Burlington Northern Railroad Company, and its parent subsidiary and related corporations.



3. The "Agreement and Plan of Merger" means the August 3, 1995 Agreement referred to on page 2 of the Applicants' Notice of Intent to File Application (UP/SP-1 at 2).

4. "Commission" or "ICC" means the Interstate Commerce Commission.

5. "Competition" includes both intramodal and intermodal competition and, where applicable, includes source competition.

6. "Consolidated System" means the integrated rail system after the Proposed Merger (as defined below).

7. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intracompany communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes:

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

8. "Identify,"

a. when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

b. when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business;

c. when used in relation to a document, means to:

- (1) state the type of document (e.g., letter, memorandum, report, chart);
- (2) identify the author, each addressee, and each recipient; and
- (3) state the number of pages, title, and date of the document;

d. when used in relation to an oral communication or statement, means to:

- (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
- (2) state the date and place of the communication or statement;
- (3) describe in detail the contents of the communication or statement; and
- (4) identify all documents that refer to, relate to or evidence the communication or statement;

e. when used in any other context means to describe or explain.

9. "IP" means International Paper Company.

10. "Including" means including without limitation.

11. "Person" means an individual, company, partnership, or other entity of any kind.

12. "Proposed merger" means the transaction described in the Agreement and Plan of Merger,

including

- a. the acquisition of control of SPR by UP Acquisition;
- b. the merger of SPR into UPRC; and
- c. the resulting common control of UP and SP by UPC or any one of such actions or any combination of such actions, and any related transactions.

13. "Provide" (except where the word is used with respect to providing service or equipment) or "describe" means to supply a complete narrative response.

14. "Rates" include contract rates and tariff rates.



15. "Relating to" a subject means making a statement about, referring to, or discussing the subject including, as to actions, any decision to take, not take, defer, or defer decision, and including, as to any condition or state of affairs (*e.g.*, competition between carriers), its absence or potential existence.

16. "Settlement Agreement" means the agreement as supplemented between UP and SP and BN attached to the verified statements of John H. Rebensdorf, which is contained in Volume I of the Application filed in connection with the Proposed Merger.

17. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

18. "STCC" means Standard Transportation Commodity Code.

19. "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.

20. "This proceeding" means Finance Docket No. 32760 and any sub-dockets that may be established.

#### INSTRUCTIONS

1. Each interrogatory should be answered separately and fully in writing, unless it is objected to, in which event the reasons for objection should be stated in lieu of an answer. The answers are to be signed under oath by the person making them. Objections are to be signed by the representative or counsel making them. A copy of the answers and objections should be served upon the undersigned counsel for IP within fifteen (15) days after the date of service.

2. BN should contact the undersigned immediately to discuss any objections or questions with a view to resolving any dispute or issues of interpretation informally and expeditiously.

3. Unless otherwise specified, these discovery requests cover the period beginning January 1, 1993, and ending with the date of response.



4. If BN has information that would permit a partial answer to any interrogatory, but it would have to conduct a special study to obtain information necessary to provide a more complete response to that interrogatory, and if the burden of conducting such special study would be greater for BN than for IP, then:

- a. state that fact;
- b. provide the partial answer that may be made with information available to BN;
- c. identify such business records, or any compilation, abstract, or summary based thereon, as will permit IP to derive or ascertain a more complete answer; and
- d. as provided in 49 C.F.R. § 1114.26(b), produce such business records, of any compilation, abstract, or summary based thereon, as will permit IP to derive or ascertain a more complete answer.

5. If BN's reply to any interrogatory includes a reference to the Application filed in this proceeding, such response shall specify the volume(s) and exact page number(s) of the Application where the information is contained.

6. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable,

- a. identify the information or document (in the manner provided in Definition 8 *supra*); and
- b. state the basis for the claim that it is privileged or otherwise not discoverable.

7. In responding to any request for data regarding intermodal traffic, indicate separately data for trailers and for containers.

8. If BN knows or later learns that its response to any interrogatory is incorrect, it is under a duty seasonably to correct that response.

9. Pursuant to 49 C.F.R. § 1114.29, BN is under a duty seasonably to supplement its responses with respect to any questions directly addressed to the identity and locations of persons having knowledge of discoverable matters.

## INTERROGATORIES

1. Identify all officers and managers employed by BN who have or will have upon consummation of the proposed merger marketing and operational responsibility for IP rail shipments originating or terminating in Pine Bluff and Camden AR.

2. Describe BN's operating plan for handling shipments originating or terminating in Pine Bluff and Camden AR if the proposed merger is consummated.. Identify all studies, analyses and reports or other documents, including work papers, relating to that plan.

3. Describe BN's operating plan for movements in the corridor between Memphis, TN and Houston, TX if the proposed merger is consummated. Identify all studies, analyses and reports or other documents, including work papers, relating to that plan.

4. Identify all BN employees who have communicated with employees of Applicants concerning the trackage rights between Houston, TX and Memphis, TN granted to BN under the Settlement Agreement. Identify all documents relating to any such communications.

5. Describe BN's operating plan for IP traffic to and from Pine Bluff and Camden, AR if the proposed merger is consummated. Identify all studies, analyses and reports or other documents, including work papers, relating to that plan. Also identify all persons participating in the creation of that plan.

6. Describe how BN determined the fees it will pay to Applicants for trackage rights under the Settlement Agreement. Identify all studies, analyses and reports or other documents, including work papers, relating to that determination. Also identify all persons participating in that determination.

7. State the average number of daily train movements BN projects it will have in each direction for the first and second full years of operation after consummation of the proposed merger for each of the following railroad line segments:

- (a) Pine Bluff, AR - Memphis, TN
- (b) Pine Bluff, AR - Shreveport, LA



(c) Shreveport, LA - Houston, TX

(d) Pine Bluff, AR - Little Rock, AR

Identify all documents consulted with in responding to this interrogatory.

8. State the amount of traffic originating or terminating at IP's facilities in Pine Bluff and Camden AR that BN expects to handle annually after consummation of the proposed merger. Identify all studies, analyses and reports or other documents, including work papers, relating to that predicted lost traffic. Also identify all persons who participated in that determination.

9. Describe in detail the operational control BN will have in determining the movement of traffic over the lines in the Houston-Memphis corridor for which BN has been granted trackage rights under the Settlement 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.

10. State what investment in facilities, equipment and labor BN plans to make in order to operate over the lines in the Houston, TX - Memphis, TN corridor for which BN has been granted trackage rights under the Settlement 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.

11. State the track capacities for all line segments for which BN has received trackage rights under the Settlement Agreement. Identify all documents consulted with in responding to this interrogatory.

12. State the track capacities for all line segments for which Applicants have been granted trackage rights by BN under the Settlement Agreement. Identify all documents consulted with in responding to this interrogatory.

13. State whether BN maintains documents relating to the reliability of its performance, as that term is used by, *inter alia*, Witness Peterson at page 62 of Volume 2 of the Application (UP/SP-23). If so, describe



how such information is developed, who are the responsible persons for recording that information, whether such information is developed on a shipper specific basis, and identify all such documents.

14. Identify all paper company facilities in California, Oregon and Washington that ship linerboard (STCC 26 311 17) via rail and state which rail carrier serves each facility. For each such company, state:

(a) Whether service is provided by other than direct access (e.g., via reciprocal switching, voluntary coordination agreement, etc.) and, if so, describe such arrangements including whether any switching charges are absorbed; and

(b) Whether any such facilities will have competitive rail service if the merger is consummated and, if so, describe the nature of the competitive service that would be provided.

15. State the number of "paper grade" boxcars in BN's carfleet, by size and type, that are available to service shipments tendered by paper companies in 1995.

16. State the number of "paper grade" boxcars BN intends to acquire if the Settlement Agreement is approved.

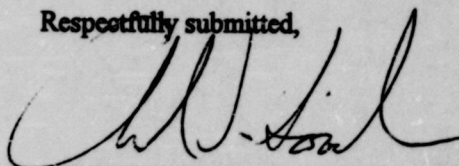
17. State BN's plan for obtaining access through the Shreveport yard for purposes of providing service between Houston, TX and Memphis TN on lines over which it has been provided trackage rights under the Settlement Agreement. Identify all documents relating to that plan.

#### DOCUMENT REQUESTS

1. All documents identified in response to Interrogatory No. 2.
2. All documents identified in response to Interrogatory No. 3.
3. All documents identified in response to Interrogatory No. 4.
4. All documents identified in response to Interrogatory No. 5.
5. All documents identified in response to Interrogatory No. 6.
6. All documents identified in response to Interrogatory No. 7.
7. All documents identified in response to Interrogatory No. 8.
8. All documents identified in response to Interrogatory No. 9.
9. All documents identified in response to Interrogatory No. 10.

10. All documents identified in response to Interrogatory No. 11.
11. All documents identified in response to Interrogatory No. 12.
12. All documents identified in response to Interrogatory No. 13 for the period of January 1, 1993 through the most current period for which such documents are available.
13. All documents identified in response to Interrogatory No. 17.
14. All traffic studies performed by BN relating to the proposed merger.
15. All documents referring or relating to complaints from paper company shippers concerning the quantity or quality of "paper grade" boxcars used by BN during the period of January 1, 1993 to the present.

Respectfully submitted,



Edward D. Greenberg  
Andrew T. Goodson  
GALLAND, KHARASCH, MORSE &  
GARFINKLE, P.C.  
1054 Thirty- First Street, N.W.  
Second Floor  
Washington, D.C. 20007  
(202) 342-5200

Attorneys for International Paper Company

STB

FD

32760

12-27-95

I

60700



Item No. \_\_\_\_\_

-Page Count 3

Doc #192

DEC 27 1995

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

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

JAN 03 1996

SCOTT MANATT, OBJECTING PETITIONER

OBJECTION TO DEPOSITION SCHEDULE

Comes now Scott Manatt individually, appearing pro se, and respectfully states:

That the Order of the Administrative Law Judge failed to address the pleadings filed by the said Scott Manatt, and further invites the ALJ's attention to the fact that the undersigned party was not a party to, in privy with, or otherwise involved with any negotiations by and between any of the parties as to any discovery guidelines as reflected in the Order and would respectfully dissent therefrom and would expressly reserve all rights under the Administrative Procedures Act to the extent that the undersigned's position and/or opportunities to be heard is jeopardized by said Order.

Petitioner would respectfully request that the ALJ enter an Amended Order that reflects the Discovery Order as entered, as being a negotiated order by and between the parties as named who negotiated the Order to fairly and accurately reflect the ruling of the ALJ and to avoid the appearance that Petitioner agreed or negotiated any part of said order.

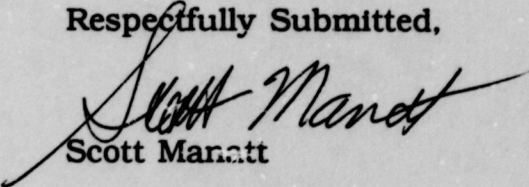
Further the Petitioner respectfully submits that the discovery schedule as filed by the Petitioner is inappropriate in that it requires almost two months in Washington, D. C. if anyone wants to participate in discovery. The

Petitioner would respectfully submit that the discovery and deposition should be kept open as provided in the Federal Rules of Civil Procedure whereby depositions can be taken upon written interrogatory question and that prior to the scheduled deposition, that all parties be given notice that written question may be submitted.

In addition, petitioner would respectfully submit that the petitioner Union Pacific should be required to state the sum and substance of the expected testimony of each of the parties scheduled for depositions in sufficient detail to enable all parties to participate in discovery where by written question or otherwise well prior to the scheduled depositions.

In short, the petitioner respectfully submits that Union Pacific should not be allowed to proceed with self serving discovery of their own employees, agents, and paid staff workers or experts on affidavits as taken without full, total and complete disclosure and an opportunity to submit further questions by written question to the deponent.

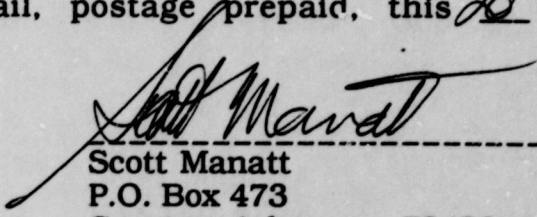
Respectfully Submitted,



Scott Manatt

CERTIFICATE OF SERVICE

I, Scott Manatt, certify that I have served a copy of the foregoing pleading upon attorneys for all parties to this action, by mailing a copy properly addressed by U.S. Mail, postage prepaid, this 20 day of Dec 1995.



Scott Manatt  
P.O. Box 473  
Corning, Arkansas 72422  
(501) 857-3163



SCOTT MANATT

Attorney at Law  
December 20, 1995

Box 473  
Corning Arkansas 72422  
Telephone: (501) 857-3163

Interstate Commerce Commission  
Office of the Secretary  
Case Control Branch  
1201 Constitution Avenue, N.W.  
Washington, D. C. 20423  
ATTN: Finance Docket #32760

Mr. Arvide Roach, II, Esquire  
Covington and Burlington  
1201 Pennsylvania Avenue  
N.W., P.O. Box 7566  
Washington, D. C. 20044

Paul A. Cunningham, Esquire  
Harkins and Cunningham  
1300 19th Street, N.W.  
Washington, D. C. 20036

Mike Billiel  
Attorney  
Anti-Trust Division  
Department of Justice  
555 4th Street NW, Room 9409  
Washington, D. C. 20001

Robert K. Dreiling  
Kansas City Southern Railway Co.  
114 West 11th Street  
Kansas City, MO 64105

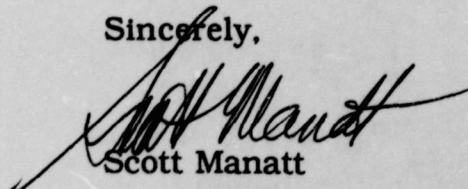
Edward K. Greenberg  
Galland, Kharasch, Morse & Garfinkle  
1054 Thirty-First Street, N.W.  
Washington, DC 20007

Gentlemen:

Please find enclosed Objection to Deposition Schedule in the matter of Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company, et al, merger.

Please file and return appropriate copies with file marks.

Sincerely,

  
Scott Manatt

SM/sg



STB

FD-32760

12-22-95

I

ID-60680

60680

LAW OFFICES

**ZUCKERT, 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

December 22, 1995

Via Hand-Delivery

Vernon A. Williams

Secretary

Interstate Commerce Commission

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

Dear Secretary Williams:

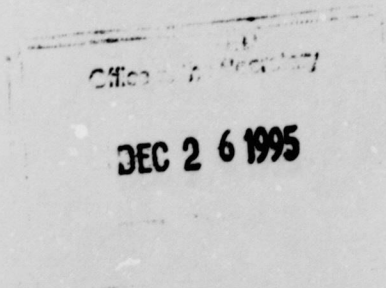
Enclosed are three copies of SPP-3, First Request of Sierra Pacific Power Company and Idaho Power Company to Applicants For Production of Documents, and of SPP-4, First Interrogatories of Sierra Pacific Power Company and Idaho Power Company to Applicants. Also enclosed is a 3.5" floppy computer disc containing a copy in Wordperfect 5.1 of the two filings.

Sincerely,

*Richard A. Allen*  
Richard A. Allen

cc: The Honorable Judge Nelson  
All Parties on the  
Restricted Service List

Item No. \_\_\_\_\_  
Page Count 15  
Dec # 172



BEFORE THE  
INTERSTATE COMMERCE COMMISSION



\_\_\_\_\_ )  
 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 Rv. Co., SPCSL Corp. )  
 and The Denver and Rio Grande )  
 Western Corp. )  
 \_\_\_\_\_ )

Finance Docket No. 32760

FIRST REQUEST OF SIERRA PACIFIC POWER COMPANY AND  
IDAHO POWER COMPANY TO APPLICANTS FOR PRODUCTION OF DOCUMENTS

Pursuant to 49 C.F.R. Part 1114.21 and 1114.30, Sierra Pacific Power Company and Idaho Power Company ( collectively referred to as "Sierra Pacific") serves the following request for production of documents on Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company and to Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company, collectively referred to as "Applicants."



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

8. "ICC" means the Interstate Commerce Commission.

9. "Identify,"

(a) when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

(b) when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business;

(c) when used in relation to a document, means to: (1) state the type of document (e.g., letter, memorandum, report, chart); (2) identify the author, each addressee, and each recipient; and (3) state the number of pages, title, and date of the document;

(d) when used in relation to an oral communication or statement, means to: (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made; (2) state the date and place of the communication or statement; (3) describe in detail the contents of the communication or statement; and (4) identify all documents that refer to, relate to or evidence the communication or statement;

(e) when used in any other context means to describe or explain.

10. "Including" means including without limitation.

11. "Person" means an individual, company, partnership, or other entity of any kind.

12. "Provide" (except where the word is used with respect to providing service or equipment) or "describe" means to supply a complete narrative response. If the information sought in a particular interrogatory is contained in existing documents, those documents may be specifically identified and produced as an



alternative to supplying a narrative response; however, the documents shall be produced within the time provided for responding to these interrogatories and shall be identified as being responsive to that particular interrogatory.

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

14. "SPRC" means Southern Pacific Rail Corporation.

15. "SPCSL" means SPCSL Corp.

16. "SP" means all SPRC entities individually and collectively, i.e., Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company.

17. "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.

18. "UPC" means Union Pacific Corporation.

19. "UPRC" means Union Pacific Railroad Company.

20. "UP" means all UPC entities individually and collectively, i.e., Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company.

21. "Valmy Plant" means the electric generating plant located at Valmy, Nevada.

#### INSTRUCTIONS

1. Applicants should produce the documents requested herein within 15 days of the receipt of these requests.



2. If objection to any specific request is made, the reasons therefore should be stated.

3. Applicants should contact the undersigned immediately to discuss any objections or questions with a view to resolving any dispute or issues of interpretation informally and expeditiously.

4. If no documents satisfy any specific request, Applicants should so state.

5. If documents that would have satisfied any specific request existed at any time, but no longer exist, Applicants should so state, state the nature and content of the documents, and the date and circumstances of the destruction of said documents.

6. If in response to a specific document request Applicants place any document requested into a document depository or refer to any document already located within a document depository, Applicants should specifically identify the document, its location within the document depository and the corresponding specific interrogatory to which it is responsive.

7. References to railroads, shippers, and other companies (including Applicants) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; joint ventures; and all present and former directors, officers, employees, agents, consultants, and other persons acting for or on behalf of any of them.

7. Unless otherwise specified, all uses of the conjunctive include the disjunctive and vice versa, and words in the singular include the plural and vice versa.

8. Unless otherwise specified, these document requests related to documents prepared after January 1, 1980.

9. Where a request contains subparts denominated by letters (e.g., (a), (b)), respond separately to each subpart.

#### REQUESTS

1. Produce every document prepared by UP relating to competition from one or more other railroads for the transportation of coal to the Valmy plant.

2. Produce every document prepared by SP relating to competition from one or more other railroads for the transportation of coal to the Valmy plant.

3. Produce every document relating to the establishment of tariff rates for the transportation of coal by UP to the Valmy Plant, including documents relating to negotiations between UP and Sierra Pacific regarding such tariff rates.

4. Produce every document relating to the establishment of tariff rates for the transportation of coal by SP to the Valmy Plant, including documents relating to negotiations between SP and Sierra Pacific regarding such tariff rates.

5. Produce every document relating to the establishment of the terms of transportation contracts and any amendments and supplements to such contracts for the transportation of coal by UP to the Valmy Plant, including documents relating to



negotiations between UP and Sierra Pacific regarding such contracts.

6. Produce every document relating to making of any proposals for transportation contracts for the transportation of coal by SP to the Valmy Plant, including documents relating to negotiations between SP and Sierra Pacific regarding any such proposals.

7. Produce every study, analysis, traffic projection, business plan and marketing plan relating to the transportation of coal by UP, SP or the Combined System destined to the Valmy Plant not previously produced in response to the foregoing requests.

8. Produce every operating timetable (including any special instructions), station list, and station book for 1994 and 1995 year-to-date to the present for the UP and SP routes identified in Appendix A.

9. From January 1, 1994 to the present, for the UP and SP routes specified in Appendix A, produce every document that provides the following information:

- (a) the "from" and "to" stations (by name and milepost);
- (b) the mileage owned and operated, separated into:
  - 1) miles of road
  - 2) miles of second main
  - 3) miles of all other main tracks
  - 4) miles of passing tracks, crossovers, and turnouts;
- (c) the miles of road operated under trackage rights;



- (d) authorized speeds for unit coal trains, general freight trains, and passenger trains;
- (e) the percent of track-miles in curves of two (2) degrees of more;
- (f) the percent of track-miles of welded rail;
- (g) FRA classes of track (e.g., 20 miles of Class IV track, 30 miles of Class III track, etc.);
- (h) the train-miles, car miles (loaded and empty), gross ton-miles of locomotives, cars, contents, and cabooses for:
  - 1) coal traffic
  - 2) other unit train traffic
  - 3) general freight heavy wheel load traffic
  - 4) general freight traffic (excluding heavy wheel load traffic), and
  - 5) passenger traffic.

10. Produce every current track chart or track profile for the UP and SP routes identified in Appendix A.

11. Produce every document that provides the following information relating to the UP's and SP's entire system for 1994 and 1995 year-to-date, subdivided into the categories of track described in Schedule 720 of the Annual Report Form R-1:

- (a) miles of track;
- (b) miles of road;
- (c) track miles of continuous welded rail;
- (d) percent of track-miles in curves of two (2) degrees of more;

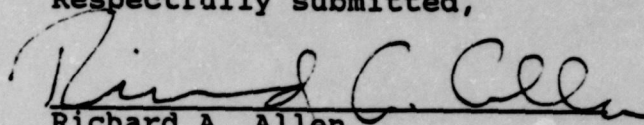
17. Produce every joint facility, trackage rights and haulage agreement in effect after January 1, 1994, including any supplements to an agreement, related to the UP and SP routes identified in Appendix A.

18. Produce every document relating to the negotiation and establishment of the compensation terms in the BNSF Agreement.

19. Produce every document relating to the possible granting of access to BNSF to serve coal mines in Colorado and Utah currently served exclusively by either UP or SP.

20. Produce every document relating to the possible granting of access to any railroad other than UP, SP or BNSF to serve coal mines in Colorado and Utah currently served exclusively by either UP or SP.

Respectfully submitted,



Richard A. Allen  
Jennifer P. Oakley  
ZUCKERT, SCOUTT & RASENBERGER,  
L.L.P.  
888 Seventeenth Street, N.W.  
Suite 600  
Washington, DC 20006-3939  
(202) 298-8660

Attorneys for Sierra Pacific Power  
Company and Idaho Power Company

Dated: December 22, 1995

STB

FD-32760

12-22-95

I

ID-60677



60677

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-583 (COVLING WSH)

CABLE: COVLING

WRITER'S DIRECT DIAL NUMBER

LECONFIELD HOUSE  
CURZON STREET  
LONDON W1Y 8AS  
ENGLAND  
TELEPHONE: 071-495-5655  
TELEFAX: 071-495-3101

BRUSSELS CORRESPONDENT OFFICE  
44 AVENUE DES ARTS  
BRUSSELS 1040 BELGIUM  
TELEPHONE: 32-2-512-9890  
TELEFAX: 32-2-502-1598

December 22, 1995

**BY HAND**

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Room 2215  
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:

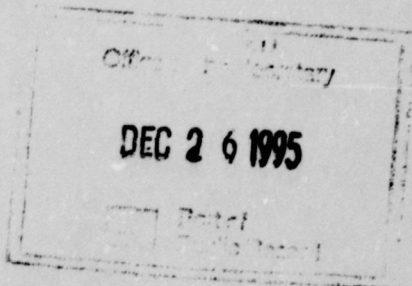
Enclosed for filing in the above-captioned docket are the original and twenty copies of Applicant's Responses to The Society of Plastics Institute, Inc.'s First Set of Interrogatories and Data Requests (UP/SP-37). Also enclosed is a 3.5 disk containing the text of this pleading in WordPerfect 5.1 format.

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

Sincerely,

*Michael A. Listgarten*  
Michael A. Listgarten

Member of the Bar of New York  
State  
Not admitted to the Bar of the  
District of Columbia



Item No. \_\_\_\_\_

Page Count 21

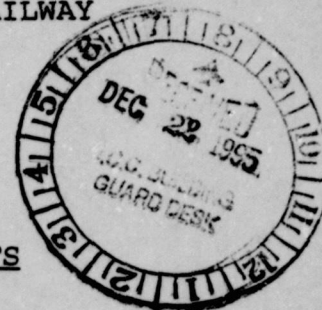
Dec 168

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

APPLICANTS' RESPONSES TO THE  
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S  
FIRST SET OF INTERROGATORIES AND DATA REQUESTS



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

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

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

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

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

ARVID E. ROACH II  
S. WILLIAM LIVINGSTON, JR.  
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

DEC 26 1995

December 22, 1995



BEFORE THE  
INTERSTATE COMMERCE COMMISSION

---

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

---

APPLICANTS' RESPONSES TO THE  
SOCIETY OF THE PLASTICS INDUSTRY, INC.'S  
FIRST SET OF INTERROGATORIES AND DATA REQUESTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,  
collectively, "Applicants," hereby respond to SPI's First Set  
of Interrogatories and Data Requests (SPI-2).<sup>1/</sup>

GENERAL RESPONSES

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

1. Applicants have conducted a reasonable search  
for documents responsive to the requests. Except as  
objections are noted herein,<sup>2/</sup> all responsive documents have

---

<sup>1/</sup> In these responses, Applicants use acronyms as they have  
defined them in the application. However, subject to General  
Objections Nos. 7 and 8 below, for purposes of interpreting  
the requests, Applicants will attempt to observe SPI's  
definitions where they differ from Applicants' (for example,  
SPI's definitions of "UP" and "SP," unlike Applicants',  
include UPC and SPR, respectively).

<sup>2/</sup> 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.



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 SPI 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 SPI if this is of concern with respect to any particular answer.

#### GENERAL OBJECTIONS

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

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 Commission or the SEC 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 SPI from SPI's members.

7. Applicants object to the inclusion of Philip F. Anschutz and The Anschutz Corporation in the definitions of "Applicants" and "SP" as overbroad and not susceptible of meaningful application in the context of many of the requests.



8. Applicants object to the inclusion of "any parent, subsidiary or affiliated corporation, partnership or other 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 requests.

9. Applicants object to the extent that the interrogatories 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.

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

11. Applicants object to the definitions of "relate to" and "relating to" as unduly vague.

12. Applicants object to Definition 22 as overbroad.

13. Applicants object to Instructions 2, 5, and 10 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

14. Applicants object to Instructions 4, 6 and 7 as unduly burdensome.



15. Applicants object to Instruction 5 insofar as it requests that responsive documents be sent to SPI's attorneys rather than put in the depository.

16. Applicants object to the requests as overbroad and unduly burdensome to the extent that they seek documents for periods prior to January 1, 1993.

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

#### SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

##### Request No. 1

"Identify each and every plant location of each and every customer of any Applicant, by Applicant, that ships plastics resins and for each such plant location provide the following information:

a. Identify and describe each contract entered into in the past five years;

b. State each rate for carrying plastics resins for the past three years and the time period that each rate was in effect;

c. Identify each competitive rail carrier with access to each such plant;

d. Describe the routes used for shipments from each such plant;

e. State which Applicants are currently capable of serving said plant;

f. Identify all correspondence regarding rates and/or service for plastics resins for each origin and destination pair from January 1, 1990 through and including the date of your response."

##### Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes

Request No. 3

"Identify, by shipper, origination and destination points, any plastics resins traffic as to which UP and SP have bid against any other Western Class I Railroad since January 1, 1990, including the dates of such bidding and the results thereof, and identify all documents related thereto."

Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Request No. 1.

Request No. 4

"Identify, by shipper, origination and destination points, any plastics resins traffic served by either Applicant for which the other Applicant carrier has studied or proposed a build-in (i.e., construction of track between the shipper's facilities or a connecting short line railroad and the carrier's track facility) since January 1, 1990, the rates and terms proposed by Applicant to said shipper and the disposition of the consideration of said build-in, and identify all documents related thereto."

Response

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



See Responses to KCS Interrogatories Nos. 27 and 28, and the ruling by Judge Nelson on this matter at the hearing held on December 20, 1995.

Request No. 5

"Identify, by shipper, any plastics resins facility served exclusively by either Applicant wherein Applicant since January 1, 1990, was advised by its customer or otherwise learned that another Western Class I Railroad was contemplating a build-in to said shipper, or that the shipper was contemplating a build-out to the carrier, and state what action/reaction the Applicant carrier took, including any proposed changes in rates and/or service. Identify all documents related thereto."

Response

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

See Responses to KCS Interrogatories Nos. 27 and 28, and the ruling by Judge Nelson on this matter at the hearing held on December 20, 1995.

Request No. 6

"Describe in detail and with particularity each and every discussion related to pricing of plastics resins from, to and within the state of Texas, and from, to and within the state of Louisiana, and identify all documents related thereto."

Response

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



reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Files for UP's 10 largest plastics shippers and SP's 10 largest plastics shippers are being produced. In addition, files of pertinent UP and SP executive officers are being searched for studies, reports or analyses concerning the handling of plastics originating or terminating in Texas and Louisiana, and any such documents have been or will be produced. SPI's members are aware of their discussions with UP and SP.

Request No. 7

"Identify each and every analysis, policy and/or comparative market analysis, including transportation pricing, relating to plastics resins, and/or plastics resins shipper(s) in the Texas and/or Louisiana regions, including analyses of rail-to-rail, rail-to-truck and rail-to-barge transportation competition, including traffic diversion resulting from the BN/SF Agreement."

Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See the Verified Statements of Richard B. Peterson, Richard D. Spero, and Richard J. Barber in Volume 2 of the

application, and the related workpapers. In addition, files of pertinent UP and SP executive officers are being searched for any studies, reports or analyses concerning pricing or competition for the transportation of plastics, and any such documents have been or will be produced. The only study of the diversion of plastics traffic as a result of the BN/Santa Fe settlement agreement is the Traffic Study discussed in Part II of the Verified Statement of Richard B. Peterson in Volume 2 of the application. Workpapers for that study are in the depository.

Request No. 8

"Describe in detail and with particularity all anticipated or potential changes in rates if the Transaction is implemented, including increases in contract or tariff rates for transportation or related services, increases in charges for equipment, reductions in shipper allowances or refunds, acceleration of increases under rate escalation clauses, and deferral or [sic] rate increases under rate escalation clauses for any shipper of plastics resins and identify any documents that refer to or relate to such anticipated or potential changes."

Response

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

See Response to KCS Interrogatory No. 31.

Request No. 9

"Describe in detail and with particularity all plans of Applicants relating to the extent of any pass throughs to shippers of plastics resins of any cost savings gained as a result of the Transaction, and identify all documents that refer to or relate to or evidence of the pass throughs of such savings to any shipper of plastics resins."



Response

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

See Response to KCS Interrogatory No. 33.

Request No. 10

"Describe in detail and with particularity each and every contact by any Applicant with any shipper of plastics resins relating to (a) the Transaction and/or (b) the BN/Santa Fe merger, including but not limited to describing the incentives offered or threats made to obtain support for the Transaction and identify every document related to each such contact."

Response

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

See Responses to KCS Interrogatories Nos. 4 and 23; additional information will be produced to the extent required by the ruling by Judge Nelson on this matter at the hearing held on December 20, 1995.

Request No. 11

"Identify each and every rail yard currently owned by any Applicant, by Applicant, that is used for the storage of rail cars transporting plastics resins. For each such yard, provide the following information:

- a. Total storage capacity;
- b. Actual storage of plastics resins by month for the past three years;



c. Each and every lease of track space, and for each such lease identify the lessee, the term, the price terms, and the amount of trackage leased;

d. Whether any other entity, including any other railroad or any shipper, has authority currently, or in the future, to use such yard and if so, describe in detail and with particularity the basis of that authority;

e. The charges, if any, made for use of each yard, broken down by shipper by plant per month for the past three years."

Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information, to the extent available without conducting an unduly burdensome special study, will be produced.

Request No. 12

"Identify each and every rail yard currently owned by any Applicant in the states of Texas and/or Louisiana that is capable of being used for the storage of cars transporting plastic resins. For each such yard, provide the following information:

a. Total storage capacity;

b. State whether any other entity, including any other railroad or any shipper, has authority, currently or in the future, to use such yard and if so, describe in detail and with particularity the basis of that authority."

Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

The Operating Plan describes Applicants' plans for storage-in-transit yards. Any yard is "capable of being used for the storage of cars transporting plastic resins."

Request No. 13

"Describe in detail and with particularity the reasons why UPC [sic] declined the SP's offer of reciprocal switching as an alternative to UP building a 10-mile branch line to several chemical plants in the Mont Belvieu area east of Houston, Texas, and identify any documents related to that decision."

Response

Applicants object to this request as overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

In UP's view, it never received a meaningful offer of reciprocal switching. UP's position is stated in the pleadings in Finance Docket No. 32571, which have been produced.



Request No. 14

"Describe in detail and with particularity any plans and/or analyses relating to other merger or acquisition candidate railroads and identify any related documents."

Response

Applicants object to this request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Neither Union Pacific nor Southern Pacific has any acquisition plans other than the Merger Agreement.

Request No. 15

"State the basis for the statement in 'An Open Letter About the Southern-Pacific-Union Pacific Merger' from Donald C. Orris to Edward M. Emmett, that appeared in the November 27, 1995 edition of The Journal of Commerce, that '[t]he recent UP-SP trackage rights agreement with BNSF, by contrast, will assure every shipper of service from two sharply competitive railroads' including but not limited to stating the basis for the assertion that no shipper will not have access to competitive service."

Response

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

The quoted language is a reference to the fact that the BN/Santa Fe settlement agreement ensures that every shipper that would otherwise have gone from two serving railroads to one as a result of the UP/SP merger will have a strong competitive alternative in the form of BN/Santa Fe.



See the Verified Statement of John H. Rebensdorf in Volume 1 of the application, the agreements attached thereto, and the Verified Statement of Richard B. Peterson in Volume 2 of the application.

Request No. 16

"State the basis for the statement in 'An Open Letter About the Southern-Pacific-Union Pacific Merger' from Donald C. Orris to Edward M. Emmett, that appeared in the November 27, 1995 edition of The Journal of Commerce, that 'Shippers' needs for single-line service and access to Mexico, Pacific Coast ports and key gateway points in Chicago, St. Louis and New Orleans will be best served by the BNSF trackage-rights agreement,' including but not limited to stating why the BNSF agreement is better than each possible alternative."

Response

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

See the Verified Statement of John H. Rebensdorf in Volume 1 of the application, the agreements attached thereto, and the Verified Statement of Richard B. Peterson in Volume 2 of the application.

Request No. 17

"Identify each and every productivity improvement you contend will occur from the Transaction and for each such improvement state the value to the resulting railroad and whether that value will be passed on to customers."

Response

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

The Operating Plan and the Verified Statement of R. Bradley King and Michael D. Ongerth, contained in Volume 3 of the application, the Verified Statement of Mark J. Draper and Dale W. Salzman, contained in Volume 1 of the application, and the workpapers related to the foregoing fully set forth Applicants' plans and quantifications of benefits in this regard. With regard to passthroughs, see Response to Request No. 9.

Request No. 18

"Identify each and every plant producing and shipping plastics resins that is served by any Applicant and for which shipping rates offered by the Applicant serving it has been influenced by the plant owner's ability to shift production from one plant to another or by concern that the plant may lose business to another plant. For each such plant, identify the railroad currently serving it, the sister or alternative plant, and the nature of rate or pricing action."

Response

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

Such influences pervasively affect pricing for plastics. Details as to the plastics plants served by UP and SP are contained in the traffic tapes and Peterson workpapers in the depository.

Request No. 19

"State the switching charges levied by either railroad for use of its track by another railroad in serving any shipper of plastics resins for each and every instance in which it has occurred in the past three years."



Response

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

UP and SP switching tariffs in effect since January 1, 1993, to the extent they can be located, are being produced.

Request No. 20

"Identify those employees of Applicant [sic] who are knowledgeable regarding the plastics resins transportation market and describe the basis of such knowledge as well as the current and past (within the last 5 years) responsibilities of each such employee."

Response

Applicants object to this interrogatory as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

A list of the most knowledgeable employees and their positions is being produced. The basis for their knowledge is their work in the area.

Request No. 21

"Produce all documents identified in response to any of the interrogatories set forth above."



Response

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

See the Responses to the foregoing Requests.

Respectfully submitted,

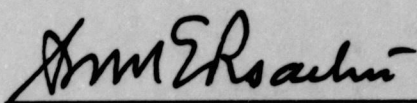
CANNON Y. HARVEY  
LOUIS P. WARCHOT  
CAROL A. HARRIS  
Southern Pacific  
Transportation Company  
One Market Plaza  
San Francisco, California 94105  
(415) 541-1000

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  
S. WILLIAM LIVINGSTON, JR.  
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

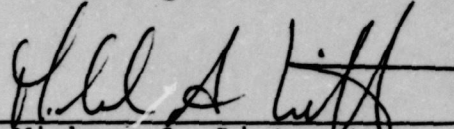
December 22, 1995

CERTIFICATE OF SERVICE

I, Michael A. Listgarten, certify that, on this 22nd day of December, 1995, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations  
Antitrust Division  
Room 9104-TEA  
Department of Justice  
Washington, D.C. 20530

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

  
\_\_\_\_\_  
Michael A. Listgarten

STB

FD-32760

12-21-95

I

ID-60661



**WEINER, BRODSKY, SIDMAN & KIDER**  
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800  
WASHINGTON, D.C. 20005-4797  
(202) 628-2000  
TELECOPIER (202) 628-2011

Item No. 60661

Page Count 1  
Dec 153

RICHARD J. ANDREANO, JR.  
JAMES A. BRODSKY  
JO A. DeROCHE  
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

\*NOT ADMITTED IN D.C.

December 19, 1995

**VIA COURIER**

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 2209  
12th St. & Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: F.D. 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 Mr. Williams:

This is to request that the following individual be added as a party of record in the above-referenced proceeding. We accordingly would appreciate your amending the official Service List in this proceeding at your earliest opportunity and distributing same to all other parties of record, so that we may receive copies of all pleadings and other filings:

Peter A. Gilbertson  
Anacostia & Pacific Company  
53 W. Jackson Boulevard  
Suite 350  
Chicago, IL 60604

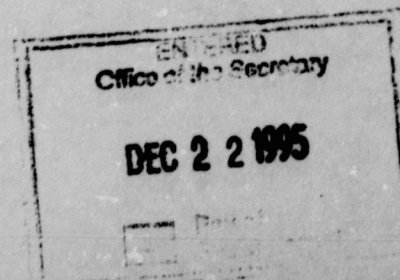
Thank you in advance for your corporation in this matter. Please contact me if you have any questions.

Very truly yours,

*Jo A. DeRoche*

Jo A. DeRoche

cc: Peter A. Gilbertson  
8790\1\tdt609.let



STB

FD

• 32760

12-14-95

i

• 60595

SCOTT MANATT

Attorney at Law  
December 12, 1995

60595

Item No. \_\_\_\_\_

Page Count 6

Dec # 87

Box 473  
Corning Arkansas 72422  
Telephone: (501) 857-3163

✓ Interstate Commerce Commission  
Office of the Secretary  
Case Control Branch  
1201 Constitution Avenue, N.W.  
Washington, D. C. 20423

ATTN: Finance Docket #32760

Mr. Arvide Roach, II, Esquire  
Covington and Burlington  
1201 Pennsylvania Avenue  
N.W., P.O. Box 7566  
Washington, D. C. 20044

Paul A. Cunningham, Esquire  
Harkins and Cunningham  
1300 19th Street, N.W.  
Washington, D. C. 20036

Mike Billiel  
Attorney  
Anti-Trust Division  
Department of Justice  
555 4th Street NW, Room 9409  
Washington, D. C. 20001



ENTERED  
Office of the Secretary

DEC 14 1995

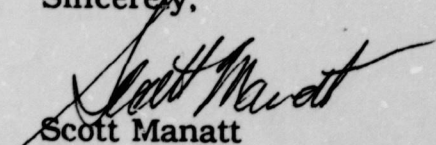
3 Part of  
Public Record

Gentlemen:

Please find enclosed my Response to Applicants Reply to Scott Manatt's Petition to Reopen/with Affidavit, AND ALSO, Objection to the Merger by the undersigned pro se.

Please file and return appropriate copies with file marks.

Sincerely,

  
Scott Manatt

SM/sg



BEFORE THE  
INTERSTATE COMMERCE COMMISSION



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

DEC 14 1995

3. Part of  
Public Record

SCOTT MANATT, OBJECTING PETITIONER

OBJECTION TO THE MERGER

Comes now Scott Manatt individually and for his objection to the merger of Union Pacific and Southern Pacific Rail in the above financed docket case number now pending before the Commission, believes and therefore alleges and states:

1. That the approval of said merger is not in the public interest and on the contrary is adverse to the public interest and does not further the provisions set forth in 49 U.S. Code 11344 (b). The objecting party further alleges and states that the rails of Union Pacific Railroad are unsafe, unsound, inadequate, and fail to adequately provide and safeguard the traveling public and the public that lives contiguous to or near the said rails. That Union Pacific's present operation is such that this Petitioner believes and therefore alleges that they fail to adequately supervise, maintain, safeguard, and construct in a safe and efficient manner the rails of the United States.

2. That this Petitioner and objector believes and therefore alleges that Union Pacific engages in a cover-up tactic to avoid disclosing to the American public the dangers of the rails of Union Pacific in the United States.

3. That this Petitioner believes and therefore alleges that the dangerous rails of the United States maintained in an unsafe and inadequate manner should not have added to their rails other rails by merger until such time as the applicants have complied and made all the rails in the United States safe, secure, and sound for the traveling public.

4. That this Petitioner knows of his own knowledge, same being personal knowledge, that since 1966 there has been one explosion North of Corning, Arkansas and three derailments of trains on Union Pacific Railways in the City of Corning, Arkansas. That these derailments occurred and the box cars came to rest as close as one block to this Petitioner's office.

5. The most recent derailment was 19 cars in 1995, same being on June 17, 1995, in which there was a train derailment, explosion, and fire in down town Corning. That up to 500 people were evacuated and that the derailment was a Union Pacific Train in down town Corning, Arkansas. That the approximate total distance of this town, along the rail, is one and one-half miles and that the June 17, 1995 derailment placed the entire populous, including this Petitioner, at risk.

6. That prior thereto, and on a separate occasion, Union Pacific Rail had a train derailment in down town Corning that blocked the main street of Corning, Arkansas, blocked the entire West Front Street and evacuated the businesses. That at the said time that the cars were derailed and off the track, they contained hazardous chemicals and the hazardous waste and disposal people and the health department required the said box car to be immediately watered down, safeguarded and moved out of the city. That in the event the car had exploded, it is very likely that many, many lives would have been lost and that this occurred in the down town city limits of the City of Corning, Arkansas over a one and one-half mile stretch.

7. That in addition to this, in front of the Baloate (sic) house, again on West Front Street, another derailment was had where six train cars were laid over



approximately two and one-half blocks from the main intersection of the City of Corning, Arkansas, again less than three blocks from the law office of this Petitioner.

8. That these derailments were inexcusable. They reflected inadequate supervision. They reflect inadequate control. They reflect inadequate and incomplete maintenance of the rails and they place the American traveling public and the people of this city at imminent risk and peril.

9. That in addition to these matters, there have been various vehicles caught, stopped, and otherwise entrapped on the rails in Clay County, Arkansas on a rail owned by Union Pacific Railroad, allegedly maintained by Union Pacific Railroad, but in truth and fact not adequately maintained at all, and were resultant death traps to the traveling public, a number of persons having been killed.

10. That in addition to this, the rural crossings in Clay County are such that people awaiting death traps and specifically the crossing two and one-half miles North of Corning, Arkansas, was constructed in such a way that it was a death trap to the 19 year old son of this Petitioner and objector. That the arrogance and ruthless nature of Union Pacific Railroad is such that, (1) they neither admitted nor acknowledged, nor notified the family, nor sent any semblance of apology, (2) their continually stonewalling, (3) they continually cover-up, (4) they claim their investigation is an absolute work product, (5) they continue to operate in concealment and stonewalling tactics realizing that the railroad is so big and ruthless and has such arrogance of power that they can do what they will.

11. That this matter should be brought out into the light and that before any merger should be approved between Southern Pacific and Union Pacific, Union Pacific should be required to ascertain, certify, and have verifiable proof that they have completed a complete study of all rails in the United States and



that all rails, crossings and other matters in this Country are safe to the public and any person who has a right to be there and use them.

12. That this objecting party desires to have a meaningful participation in this action and request that a copy of all communications, filings, and any matter to be considered by the Interstate Commerce Commission and this application be required to be furnished a copy to this objecting party to afford to this objecting party and party in interest, an opportunity to cross examine, complete meaningful discovery and to review and respond to any materials that the Commission may be considering prior to said consideration date by any party, applicant, or objector to the application.

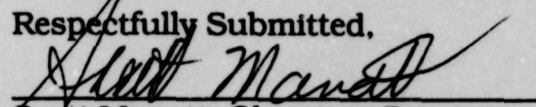
13. That the Commission previously entered a Protective Order, which Protective Order was without notice to this Petitioner. That this Petitioner is entitled to meaningful cross examine these applicants and that the Protective Order allows Union Pacific to continue their silence and arrogance of power to such extent that neither the press, the government, or any interested party can make the public aware of the defective and deficient condition of the rails of this Country.

14. That Union Pacific is a publicly traded company and their records are public records and should be public and they should not have the benefit of a Protective Order and that this Petitioner should not be required to sign away his rights to use the contents of this application by way of Protective Order in violation of the First Amendment of the Constitution of the United States and right of free speech and/or opinion pertaining to this proceeding or any information in this proceeding.

WHEREFORE, this Petitioner prays that the Petition to Merge with Southern Pacific and Union Pacific be denied as not being in the public interest; that this Petitioner have opportunity to supplement and produce evidence of the unsafe conditions and the history of the unsafe conditions of the Union Pacific

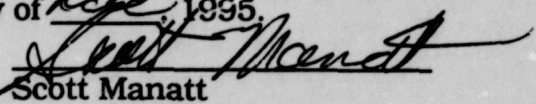
Rails and that Union Pacific be compelled and required to engage in meaningful discovery with this pro se defendant and that all copies of all documents be made available to this Petitioner at a location not a depository in Washington, D.C. as the said Depository only tends to exclude fair and due delivery considerations of the matters and excludes this Petitioner's right to have access to the documents to make informed and knowledgeable decisions. Petitioner further prays leave to amend, supplement and to make such other entries of appearance including the right to testify before the Commission, live and in person, prior to any determination. The Petitioner further prays that the Petition extend all schedules to provide adequate time for this Petitioner, acting pro se, to have meaningful dialogue in this action and that all parties to this action be notified and directed to forward copies of all pleadings with the Commission to the undersigned.

Respectfully Submitted,

  
Scott Manatt, Objecting Petitioner  
P.O. Box 473  
Corning, Arkansas 72422  
(501) 857-3163

CERTIFICATE OF SERVICE

I, Scott Manatt, certify that I have served a copy of the foregoing pleading upon attorneys for all parties to this action, by mailing a copy properly addressed by U.S. Mail, postage prepaid, this 12 day of June, 1995.

  
Scott Manatt  
P.O. Box 473  
512 West Second Street  
Corning, Arkansas 72422  
(501) 857-3163

STB

FD

• 32760

12-12-95

I

•

60581



DANIEL E. LUNGREN  
Attorney General

State of California  
DEPARTMENT OF JUSTICE



50 FREMONT STREET, SUITE 300  
SAN FRANCISCO, CA 94105  
(415) 356-6000

Item No. \_\_\_\_\_

Page Count 1

Dec 4 72

FACSIMILE: (415) 356-6370  
(415) 356-6377

December 7, 1995

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423



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

Dear Secretary Williams:

The Attorney General of the State of California hereby  
intervenes in these proceedings. Please place this office on the  
service list.

Sincerely,

DANIEL E. LUNGREN  
Attorney General

*Lindsay Bower*  
LINDSAY BOWER  
Deputy Attorney General

cc: Hon. Jerome Nelson

Office of the Secretary

DEC 12 1995

☐ Part of

STB

FD

• 32760

12-11-95

I

• 60580

Item No. \_\_\_\_\_

Page Count 3

60580

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000  
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602  
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201

ROBERT P. VOM EIGEN  
(202) 835-8269

December 11, 1995



## **BY HAND DELIVERY**

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 1324  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

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

Dear Mr. Williams:

Enclosed please find an original and 20 copies of Canadian National Railway Company's ("CN") Notice of Appearance (CN-1) for filing in the above-referenced action. Also enclosed is a 3.5 inch disk containing the text of this pleading in WordPerfect 5.1 format.

Please date-stamp the extra copy provided and return it with our messenger.  
Thank you.

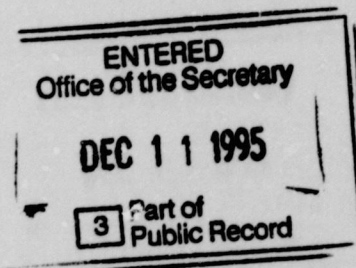
Sincerely,

A handwritten signature in cursive script, appearing to read "Robert P. vom Eigen".

Robert P. vom Eigen

RVE/dmo  
Enclosures  
cc: All parties of record

P45644-1





CN-1

BEFORE THE  
INTERSTATE COMMERCE COMMISSION

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

**NOTICE OF APPEARANCE**

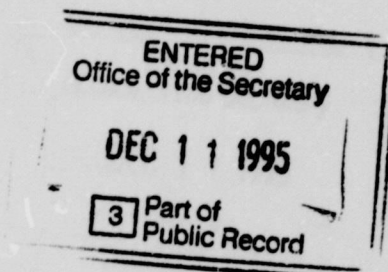
Please enter the appearance of the undersigned counsel on behalf of the  
Canadian National Railway Company ("CN"), which desires to become a party of  
record in this proceeding.

Dated: December 11, 1995

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Robert P. vom Eigen".

Robert P. vom Eigen  
Charles A. Spitulnik  
Alicia M. Serfaty

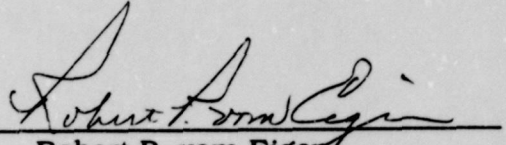


HOPKINS & SUTTER  
888 Sixteenth Street, NW  
Washington, D.C. 20006  
(202) 835-8000

Counsel for Canadian National  
Railway Company

**CERTIFICATE OF SERVICE**

I hereby certify that on December 11, 1995, a copy of the foregoing Canadian National Railway Company's Notice of Appearance was served by first-class U.S. mail, postage prepaid upon all parties of record in this proceeding.

  
Robert P. vom Eigen