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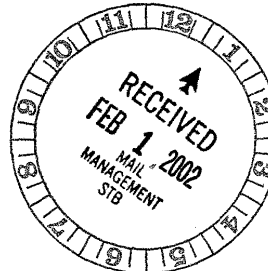
WRITER'S E-MAIL:

February 1, 2002

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204674
BY HAND

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Re: Docket No. 42058, Arizona Electric Power
Cooperative, Inc. v. The Burlington Northern
and Santa Fe Railway Company and Union Pacific
Railroad Company

Dear Secretary Williams:

Enclosed for filing are an original and ten copies of
the Reply of Arizona Electric Power Cooperative, Inc., to BNSF'S
Motion for a Protective Order to Extend the Time to Respond to
AEPCO's Third Supplement Discovery Requests.

If there are any questions concerning this matter,
please contact the undersigned.

Respectfully submitted,

ENTERED
Office of the Secretary
FEB 04 2002
Part of
Public Record

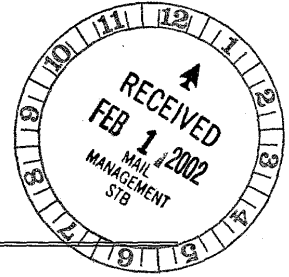
Robert D. Rosenberg

Robert D. Rosenberg
An Attorney for Arizona
Electric Power Cooperative,
Inc.

RDR:kaw
Enclosures

cc: Service List
Patricia E. Cooper, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD



ARIZONA ELECTRIC POWER)
COOPERATIVE, INC.)
Complainant,)

v.)

) Docket No. 42058

THE BURLINGTON NORTHERN AND)
SANTA FE RAILWAY COMPANY and)
UNION PACIFIC RAILROAD COMPANY)
Defendants.)

AEPCO'S REPLY TO BNSF'S MOTION FOR
A PROTECTIVE ORDER TO EXTEND THE TIME TO RESPOND
TO AEPCO'S THIRD SUPPLEMENTAL DISCOVERY REQUESTS

ARIZONA ELECTRIC POWER
COOPERATIVE INC.

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Dated: February 1, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

ARIZONA ELECTRIC POWER	)	
COOPERATIVE, INC.	)	
Complainant,	)	
v.	)	Docket No. 42058
THE BURLINGTON NORTHERN AND	)	
SANTA FE RAILWAY COMPANY and	)	
UNION PACIFIC RAILROAD COMPANY	)	
Defendants.	)	

AEPCO'S REPLY TO BNSF'S MOTION FOR
A PROTECTIVE ORDER TO EXTEND THE TIME TO RESPOND
TO AEPCO'S THIRD SUPPLEMENTAL DISCOVERY REQUESTS

Arizona Electric Power Cooperative, Inc. ("AEPCO"),
hereby replies to BNSF'S Motion for a Protective Order to Extend
the Time to Respond to AEPCO's Third Supplemental Discovery
Requests dated January 31, 2002.

BNSF's Motion is very similar in substance to UP's
Motion for Extension of Time dated January 30, 2002. AEPCO's
Reply to UP's Motion dated January 31, 2002, is thus highly
responsive to BNSF's Motion, and AEPCO hereby incorporates it by
reference. AEPCO will limit its additional comments to the key
differences and seek to minimize repetition.

First, AEPCO appreciates that BNSF does not suggest that
AEPCO has failed to act with professional courtesy.

Nonetheless, BNSF explicitly makes the argument that UP
avoided, namely, that AEPCO's discovery -- and even AEPCO's

complaint -- are somehow defective because they do not reference the specific PRB rates now at issue.

BNSF and UP know full well that AEPCO seeks to challenge the PRB rates to Apache. Such PRB rates were the focus of AEPCO's amended complaint and associated discovery dated March 9, 2001, AEPCO's Petition for Emergency Relief dated April 4, 2001, AEPCO's First Motion to Compel dated April 16, 2001, AEPCO's Reply in Opposition to Defendants' Motion for Partial Dismissal and Stay dated April 24, 2001, and AEPCO's Reply to Defendants' Notice of Compliance dated May 24, 2001. The Railroads cannot plausibly claim any ignorance as to the rates for which AEPCO seeks relief.

The fact that BNSF and UP waited until January 30, 2001, to establish a PRB rate does not entitle them to grant themselves an extension for responding to discovery. Under 49 C.F.R. § 1300.3, they should have established the rate by January 15, 2002, within ten business days of the Board's December 31, 2001 order. BNSF and UP cannot be allowed to rely on their own noncompliance with a Board order to justify further delay. Nor should AEPCO be placed at the Railroads' mercy by having to amend its complaint when the Railroads do, finally, comply with a Board order.

In any event, the particular rate that the Railroads choose to establish is irrelevant to the specifics of AEPCO's discovery. The same information is needed whether the rate is \$17.88 (original BNSF 90044), \$20.67 (BNSF 90052 rate of May 14, 2001), \$21.07 (the most recent BNSF 90049 rate), or \$100 per ton.

BNSF's claims as to the extent and complexity of AEPCO's requests are unfounded. The information requested here is fundamentally the same as that requested of BNSF in its other rate cases. BNSF is not required to produce the responsive information immediately (although it should do so promptly). Instead, BNSF is to identify what it will and will not produce, so that AEPCO can proceed to determine if a motion to compel is required. BNSF's counsel must, at this point, be extremely knowledgeable as to what information BNSF does and does not have, and what it will and will not produce. BNSF should have been able to answer AEPCO's requests promptly.

Accordingly, AEPCO opposes BNSF's Motion.

Respectfully submitted,

ARIZONA ELECTRIC POWER
COOPERATIVE INC.

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Dated: February 1, 2002

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CERTIFICATE OF SERVICE

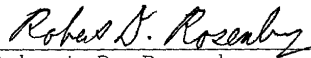
I hereby certify that I have today, February 1, 2002, served copies of the foregoing AEPCO'S Reply to BNSF'S Motion for a Protective Order to Extend the Time to Respond to AEPCO's Third Supplement Discovery Requests, as follows:

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