

BEFORE THE
SURFACE TRANSPORTATION BOARD

205042

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
MAR 26 2002
Part of
Public Record

**UNION PACIFIC'S REQUESTS FOR PRODUCTION OF DOCUMENTS
TO THE AMERICAN CHEMISTRY COUNCIL**

Pursuant to 49 C.F.R. § 1114.30, Union Pacific Railroad Company ("UP") directs the following document requests to The American Chemistry Council ("ACC").

Responses should be served as soon as possible, and in no event later than 15 days from the date of service hereof, unless specifically indicated. UP will pay all reasonable costs for duplication and expedited delivery of documents to its attorneys. "Document" are writings or compilations of information in any form, including electronic messages. ACC should contact the undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously.

DOCUMENT REQUESTS

1. Produce all documents created prior to 1997 supporting ACC's assertion that it "was certainly not in CMA's (now the Council's) contemplation that the 3.1 mills per

gross ton mile would be adjusted upward to reflect UP's writing up of assets owing to its purchase of SP at a price above book value." (See CMA-15 at 2.)

2. Produce all documents created prior to 1997 reflecting communications, discussions, or agreements between the Chemical Manufacturers Association ("CMA") and UP, or among CMA, UP, and any third parties, regarding whether one or both of "the disputed items (i.e., costs related to the acquisition premium and costs related to Section 9(c)(i) and (iii) capacity improvements) should be excluded (in the years in which they would otherwise be included) from the URCS calculations required to create the Section 12 adjustment factor." (See Union Pacific Corp. – Control & Merger – Southern Pacific Corp., STB Finance Docket 32760, Decision No. 96 (STB served Mar. 19, 2002), slip op. at 6.)

3. Produce all documents created prior to 1997 regarding whether one or both of "the disputed items (i.e., costs related to the acquisition premium and costs related to Section 9(c)(i) and (iii) capacity improvements) should be excluded (in the years in which they would otherwise be included) from the URCS calculations required to create the Section 12 adjustment factor." (See Union Pacific Corp. – Control & Merger – Southern Pacific Corp., STB Finance Docket 32760, Decision No. 96 (STB served Mar. 19, 2002), slip op. at 6.)

4. If ACC files a pleading in response to the Surface Transportation Board's order to show cause why the Board should not dismiss the BNSF-98 clarification petition for failure to state a claim, produce when it serves its pleading all documents supporting any calculations and assertions about the intent of any party to any agreement that ACC includes in its pleading. (See Union Pacific Corp. – Control & Merger – Southern Pacific Corp., STB Finance Docket 32760, Decision No. 96 (STB served Mar. 19, 2002), Ordering ¶ 1, slip op. at 7.)

Respectfully submitted,

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Southern Pacific Rail Corporation*

March 25, 2002

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of March, 2002, I caused a copy of the foregoing "Union Pacific's Request for the Production of Documents to The American Chemistry Council" to be served by hand on:

Scott N. Stone
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Patton Boggs, LLP
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Washington, DC 20037

David F. Zoll
Thomas E. Schick
American Chemistry Council
Commonwealth Tower
1300 Wilson Boulevard
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and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all other parties of record in Finance Docket No. 32760 (Sub-No. 21).



Michael L. Rosenthal