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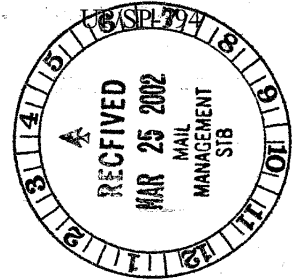
MAR 26 2002

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

205041

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

**UNION PACIFIC'S REQUESTS FOR PRODUCTION OF DOCUMENTS
TO THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

Pursuant to 49 C.F.R. § 1114.30, Union Pacific Railroad Company ("UP") directs the following document requests to The Burlington Northern and Santa Fe Railway Company ("BNSF").

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. BNSF 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 BNSF's assertion that "when UP and BNSF agreed to the negotiated level of BNSF's mills per ton-mile charges in

1995, they were fully aware of the purchase premium, and the premium was to be part of the all-inclusive GTM mill rate.” (See BNSF-98 at 14.)

2. Produce all documents created prior to 1997 reflecting communications, discussions, or agreements between BNSF and UP, or among BNSF, 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. Produce all documents, regardless of date, supporting BNSF’s assertion that “the inclusion of the purchase premium and the capital expenditures UP was solely to fund” would increase the trackage rights fees that BNSF pays UP under the BNSF Settlement Agreement “in the range of approximately 0.2 mills.” (See BNSF-99 at 13 n.11.)

5. If BNSF 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 BNSF 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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*Attorneys for Union Pacific Corporation,
Union Pacific Railroad Company and
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 Burlington Northern and Santa Fe Railway Company" to be served by hand on:

Erika Z. Jones
Adrian L. Steel, Jr.
Adam C. Slone
Mayer, Brown, Rowe & Maw
1909 K Street, NW
Washington, DC 20006

and by overnight delivery on:

Jeffrey R. Moreland
Richard E. Weicher
Sidney L. Strickland, Jr.
Michael E. Roper
The Burlington Northern
and Santa Fe Railway Company
2500 Lou Menk Drive, Third Floor
Ft. Worth, TX 76131-0039

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