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April 9, 2002

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW Suite 700
Washington, DC 20423-0001



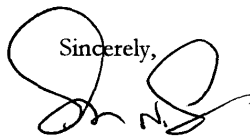
Re: Fin. Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company – Control and Merger – Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver and Rio Grande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

Dear Secretary Williams:

Enclosed are an original and 25 copies of CMA-16, the American Chemistry Council's Responses To Union Pacific's Requests for Production of Documents.

Also enclosed is a 3 1/2" diskette containing these filings in WordPerfect 5.x for Windows.

Please stamp the additional copy with the date of receipt and return with our messenger.

Sincerely,


Scott N. Stone

ENTERED
Office of the Secretary

APR 10 2002

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ORIGINAL

CMA-16

SURFACE _____ ARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY

AND MISSOURI PACIFIC RAILROAD COMPANY

-- CONTROL AND MERGER --

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

RIO GRANDE WESTERN RAILROAD COMPANY



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

The American Chemistry Council ("the Council") attaches documents responsive to document request number 1 of UP/SP-395, Union Pacific's request for production of documents on the subject of the escalator used for the trackage rights fees paid by the Burlington Northern Santa Fe under the BNSF Settlement Agreement.

The Council has not located any documents responsive to requests 2 and 3 of UP/SP-395, and it is premature to respond to request 4 of UP/SP-395.

In the event the Council locates further responsive documents, it reserves the right to object to their production on the basis of any applicable privileges. To date, the Council has not located responsive documents subject to a privilege.

Respectfully submitted,

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a smaller, more fluid signature, all written above a horizontal line.

David F. Zoll
Thomas E. Schick
American Chemistry Council
Commonwealth Tower
1300 Wilson Boulevard
Arlington, VA 22209

Scott N. Stone
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Counsel for the American
Chemistry Council

dated: April 9, 2002

CERTIFICATE OF SERVICE

This is to certify that I have, this 9th day of April, 2002, served copies of the foregoing filing by hand upon Washington counsel for the Burlington Northern Santa Fe and Union Pacific.

A handwritten signature in black ink, appearing to read 'S. Stone', is written over a horizontal line.

Scott N. Stone