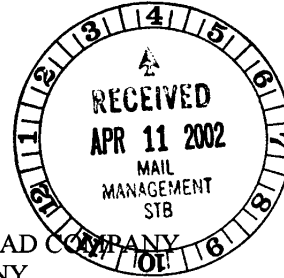


205162

UP/SP-396

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

ENTERED
Office of the Secretary

APR 11 2002

Part of
Public Record

**UP'S RESPONSES AND OBJECTIONS TO BNSF'S
REQUESTS FOR PRODUCTION OF DOCUMENTS TO UNION PACIFIC**

Union Pacific Railroad Company responds and objects to The Burlington
Northern and Santa Fe Railway Company's Requests for Production of Documents, served
March 27, 2002, as follows:

Subject to the objections set forth below, and pursuant to the Protective Order
entered in this proceeding, UP is producing non-privileged documents responsive to BNSF's
Document Requests contemporaneously with these written responses and objections. If
necessary, UP is prepared to meet with counsel for BNSF at a mutually convenient time and
place to discuss informally resolving its objections. UP has conducted a reasonable search for
responsive documents.

GENERAL OBJECTIONS

The following objections are made with respect to all of the Document Requests.
Any additional objections are stated at the beginning of the response to each document request.

1. UP objects to production of, and is not producing, documents subject to the attorney-client privilege or the work product doctrine.

2. UP objects to production of documents prepared in connection with possible settlements of this or any other proceeding. Notwithstanding this objection, as BNSF has requested documents relating to settlement agreements to which it is a party, UP will produce such documents based on its agreement with BNSF (i) that BNSF will not reveal any such documents or their contents to other persons unless BNSF is ordered to provide such information by the Surface Transportation Board and (ii) that if BNSF reveals any such documents or their contents in a submission to the Board, it will file its submission under seal along with a request for an appropriate protective order.

3. UP objects to the production of, and is not producing, documents that should be available to BNSF, including copies of publicly available documents and copies of pleadings, deposition transcripts, and material contained in document depositories established in this proceeding. Notwithstanding this objection, UP will produce any such documents specifically requested by BNSF.

SPECIFIC OBJECTIONS AND RESPONSES

Document Request No. 1:

Produce all documents reflecting communications, discussions or agreements between BNSF and UP, or among BNSF, UP and any third parties, regarding whether the costs related to the SP acquisition premium and/or costs related to section 9(c)(i) and (iii) capacity and capital improvements should be included in the URCS calculations required to create the adjustment factor pursuant to Section 12 of the BNSF Settlement Agreement.

Response:

Subject to and without waiving its objections, UP is producing responsive information to the extent reasonably available.

Document Request No. 2:

Produce all documents concerning or relating to whether UP and BNSF agreed to or intended that the negotiated level of BNSF's mills per ton mile charges would or would not include the costs related to the SP acquisition premium.

Response:

Subject to and without waiving its objections, UP is producing responsive information to the extent reasonably available.

Document Request No. 3:

Produce all documents concerning or relating to the intent of BNSF, UP or any third party that the costs related to the SP acquisition premium and/or costs related to Section 9(c)(i) and (iii) capacity and capital improvements should be included in the URCS calculations required to create the adjustment factor pursuant to Section 12 of the BNSF Settlement Agreement.

Response:

Subject to and without waiving its objections, UP is producing responsive information to the extent reasonably available.

Document Request No. 4:

Produce all documents concerning or relating to the intent of BNSF, UP or any third party in amending Section 12 of the BNSF Settlement Agreement in the Second Supplemental Agreement executed on June 27, 1996, and/or the purpose of such amendment.

Response

Subject to and without waiving its objections, UP is producing responsive information to the extent reasonably available.

Document Request No. 5:

Produce all documents relating to the effect of including the disputed costs (i.e., costs related to the SP acquisition premium and costs related to Section 9(c)(i) and (iii) capacity and capital improvements) in the Section 12 adjustment factor on BNSF's ability to provide competitive service pursuant to the BNSF Settlement Agreement.

Response

Subject to and without waiving its objections, UP is producing responsive information to the extent reasonably available.

Document Request No. 6:

Produce all documents relating to the impact of including the disputed costs (i.e., costs related to the SP acquisition premium and costs related to Section 9(c)(i) and (iii) capacity or capital improvements) in the Section 12 adjustment factor on the trackage rights fees to be paid by BNSF pursuant to the BNSF Settlement Agreement, including documents sufficient to identify the amount of the SP acquisition premium and all Section 9(c)(i) and (iii) capacity or capital improvements (by specific trackage rights line and specific improvement) which UP contends should be included in the Section 12 adjustment factor.

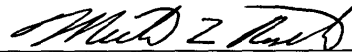
Response:

UP objects to this request as unduly burdensome. UP further objects to this request as calling for the preparation of a special study not already in existence. UP is producing information sufficient to identify the amount of the so-called "SP acquisition premium" by property account, but it does not have information that pushes down the purchase accounting adjustment to specific trackage rights lines. UP is also producing documents containing detailed summaries that reflect its merger-related capital expenditures. UP could not, without engaging in a burdensome special study, produce the extensive documentation that underlies the detailed summaries (e.g., work orders), which may be necessary in some instances to determine whether a particular project or portion of a project falls under the provisions of Section 9(c)(i) and (iii).

Respectfully submitted,

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*Attorneys for Union Pacific Corporation,
Union Pacific Railroad Company and
Southern Pacific Rail Corporation*

April 11, 2002

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of April, 2002, I caused a copy of "UP'S
Objections and Responses to BNSF's Requests for Production of Documents to Union Pacific"
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