

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 36500

CANADIAN PACIFIC RAILWAY LIMITED, *ET AL.*
– CONTROL –
KANSAS CITY SOUTHERN, *ET AL.*

**KANSAS CITY SOUTHERN AND CANADIAN PACIFIC’S JOINT RESPONSES AND OBJECTIONS
TO CSX TRANSPORTATION’S SECOND SET OF DISCOVERY REQUESTS**

Pursuant to 49 C.F.R. Part 1114, Subpart B, Canadian Pacific Railway Limited, Canadian Pacific Railway Company, Soo Line Railroad Company, Central Maine & Quebec Railway US Inc., Dakota, Minnesota & Eastern Railroad Corporation, and Delaware and Hudson Railway Company, Inc. (collectively, “Canadian Pacific” or “CP”) and Kansas City Southern, The Kansas City Southern Railway Company, Gateway Eastern Railway Company, and The Texas Mexican Railway Company (collectively, “KCS”; together with CP, the “Applicants”) hereby respond and object as follows to CSX Transportation (“CSXT”)’s Second Set of Discovery Requests to Applicants (“Second CSXT Requests”) served on December 24, 2021 in connection with the above-captioned proceeding.

GENERAL OBJECTIONS

The following General Objections apply to each of the Second CSXT Requests and shall have the same force and effect as if set forth in full in response to each individually numbered Second CSXT Request.

1. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they purport to impose upon the

Applicants burdens or duties that are greater than, or otherwise conflict with, the requirements or the permissible scope of discovery under 49 C.F.R. Part 1114, Subpart B, or under other Surface Transportation Board (the “Board”) rules or precedents.

2. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they purport to seek information and/or documents that are not relevant to the issues raised in the above-captioned proceeding.

3. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent that they seek information protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest, or any other applicable privilege, protection, immunity, doctrine, statute, regulation, agreement, or protective order. Any disclosure of such information is inadvertent and should not be construed as a waiver. Applicants reserve all rights under applicable law to demand and/or require the return of all copies thereof and non-use by CSXT, or by any other person or entity in this or any other proceeding.

4. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent that they seek the production or identification of documents prepared in connection with, or information relating to, possible settlement or mediation of this or any other proceeding.

5. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they call for information or documents that are confidential, proprietary, or commercially or competitively sensitive. Applicants will make available information and documents subject to the Board’s Protective Order issued in this

proceeding on April 2, 2021, and all responses and documents should be treated in accordance with that Order.

6. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent that they purport to seek documents or information not in the Applicants' possession, custody or control.

7. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent that they are not proportional to the needs of the above-captioned proceeding and impose an undue burden on the Applicants.

8. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they purport to seek the production or identification of documents that are unreasonably cumulative or duplicative of documents already in CSXT's possession, custody or control, or that are publicly available, or that are otherwise obtainable in a more convenient, less burdensome or less expensive manner than from the Applicants.

9. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they purport to seek the production or identification of documents that are unreasonably cumulative or duplicative of documents or information encompassed by (i) the Railroad Control Application that CP and KCS filed on October 29, 2021 in this proceeding (the "Application"), and/or by (ii) the accompanying workpapers that CP and KCS submitted to the Board in connection with their Application (the "Workpapers").

10. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request¹ contained therein to the extent they purport to seek the identification of “Analyses and other Documents” that Applicants produce in response to the document requests of CSXT or other parties herein, and Applicants further object on grounds of unreasonable burden to any potential interpretation of “Analyses” other than as a form of “Document.”

11. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they misstate or misconstrue the Application or accompanying Workpapers or any other facts or law.

12. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent they put forward arguments. The absence of a rejoinder to any argument put forward by CSXT in the Second CSXT Requests should not be taken as a suggestion that Applicants agree with such argument or as a waiver of any of Applicants’ rights.

13. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein as unduly burdensome and oppressive to the extent that they purport to require the Applicants to conduct a special study or to undertake anything more than a reasonable search for responsive information. In responding to the Second CSXT Requests, the Applicants will conduct a reasonable search of those accessible files in their possession in which information responsive to the Second CSXT Requests, as limited by the Applicants’ Objections, is likely to be located.

¹ For purposes of Applicants’ responses and objections to the Second CSXT Requests, “Request” encompasses discovery requests that CSXT refers to as Interrogatories as well as Requests for Production.

14. Applicants object to the Second CSXT Requests and to each Definition, Instruction and Request contained therein to the extent that they are unduly burdensome in failing to allow for a reasonable time for compliance.

15. Applicants reserve the right to redact non-responsive material from any document provided in response to the Second CSXT Requests.

16. Applicants reserve the right to provide responsive materials on a rolling basis.

17. Applicants reserve the right to challenge the competency, relevance, materiality, or admissibility of, or to object on any ground to, the use of information requested in the Second CSXT Requests and in any responses the Applicants may provide thereto, in any subsequent proceeding, or further proceedings in this matter. To the extent that the Applicants provide responsive information or documents, the Applicants do not concede that such information is relevant, material, or admissible into evidence, and any such production or identification is not intended to waive any of the Applicants' objections to any of the Second CSXT Requests.

18. Applicants' Responses and Objections are based upon information presently known to them. Applicants reserve the right to rely upon facts, documents, or other evidence that they may develop or that may subsequently come to their attention; to assert additional objections; and to supplement or amend these responses at any time as this proceeding continues.

RESPONSES AND OBJECTIONS TO SPECIFIC REQUESTS

Interrogatory No. 1:

Identify all Analyses and other Documents Concerning (a) all hardcoded values for carloads/units and average revenue per unit for each line of business and origin area /destination area presented in the Growth Initiative Summary Table, (b) Applicants' definition of the origin and destination "area" information for all traffic reported in the Growth Initiative Summary Table, and (c) any rate reduction You assume will be made as part of the Growth Initiative.

Response to Interrogatory No. 1:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of "all" documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants refer CSXT to their response to Union Pacific First Request Nos. 137 and 138 and to the Workpaper "URCS Phase III Calculation For Growth Traffic Input.xlsx."

Interrogatory No. 2:

For all traffic that is a subject of the Growth Initiative, (i) Identify the origin station and destination station pre- and post- Transaction; and (ii) describe with specificity the

pre- and post-Transaction transportation Movements of that traffic. *See CSX Corp. – Control – Pan Am Systems, Inc.*, FD 36472, Decision No. 3 (May 26, 2021) (slip op. at 6-13) (distinguishing information sufficient and insufficient to permit the reader to assess the impacts of a transaction with respect to freight surface transportation and on the provision of essential service by Applicants and other carriers).

Response to Interrogatory No. 2:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the citation to *CSX/Pan Am* as inapposite.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 3:

Identify all Analyses or other Documents created by or for either Applicant between January 1, 2018, and September 15, 2021, Concerning the types of traffic that are the subjects of the Growth Initiative.

Response to Interrogatory No. 3:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it seeks to compel the identification of documents that may contain confidential and/or proprietary information.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that they are available to meet and confer regarding this Request.

Interrogatory No. 4:

For “Intermodal” traffic identified in the Growth Initiative Summary Table, Identify all Analyses or other Documents Concerning or supporting the traffic increases listed under “*Lazaro Intermodal*” in the Growth Initiative Summary Table, Including all Analyses or other Documents Concerning:

- a. Any increase in Lazaro/Mexican Port traffic above any volumes forecast in the Analyses or other Documents identified pursuant to Interrogatory 3, Including any basis for claiming any of the {{ }} carloads/units of “*Lazaro Intermodal*” in the Growth Initiative Summary Table are incremental carloads/units Applicants can Displace only as a result of the Transaction.
- b. The specific Movements to or from North American ports other than Mexican ports the Application claims or assumes Applicants will Displace with intermodal Movements to, from, or through the Lázaro Cárdenas Port and the amount of traffic to be Displaced.
- c. Any Movement of traffic by any mode of transportation that the Application claims or assumes will be Displaced by the traffic identified as “*Lazaro Intermodal*” in the Growth Initiative Summary Table, Including the amount of traffic Displaced.
- d. Waterborne container or other freight transportation to or from Pacific Coast ports in North America.

- e. The technical or operational capabilities and limitations of the Lázaro Cárdenas Port, Including the number of piers with on-site rail service, berth depths, and other specifications that could limit the size of container ships or other waterborne vessels that can dock at the port.
- f. Potential security or other operational concerns, Including organized crime activities, that may affect the Lázaro Cárdenas port or other Mexican ports served by KCSM.
- g. Potential changes in the Mexico laws and regulatory regime pertaining to rail transportation in Mexico, and other factors that may affect the future of KCSM and its concession in Mexico.
- h. The potential for confiscation of assets owned by KCSM or non-Mexican companies in Mexico and the consequences of any such confiscation.

Response to Interrogatory No. 4:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is overly broad, unduly burdensome, ambiguous, vague, lacking in any appropriate scope, and not proportional to the needs of the proceeding. The Request seeks “all” documents on eight subparts that relate to freight transportation from the Pacific Coast without any limitation that such analyses relate to or were conducted in light of the Transaction. For example, the Request appears to seek all documents concerning any freight transportation that originate or terminates on the entire Pacific Coast for all of North America for a period of four years. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT or are publicly available. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent that it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, or any other applicable privilege, protection, immunity, law, or rule.

Subject to and without waiving the General Objections and specific objections as set forth above, Applicants respond that they have conducted a reasonable search for the topics

sought for above. For subparts (b) and (c), information responsive to this Request is found in the Application and Workpapers. After a reasonable search, Applicants do not have non-duplicative and non-privileged responsive documents with respect to subparts (a), (f), (g), and (h).

Applicants further respond that Applicants will produce non-privileged, non-duplicative documents containing analyses responsive to subparts (d) and (e) that they are able to locate after a reasonable search (to the extent any such documents exist and are not already available to CSXT).

Interrogatory No. 5:

Identify all Analyses or other Documents Concerning or supporting the traffic increases listed as “Crude” in the Growth Initiative Summary Table, Including all Analyses or other Documents Concerning:

- a. All increases in CPKC Crude by Rail Movements from Alberta above any volumes forecast in the Analyses or other Documents identified pursuant to Interrogatory 3, Including any basis for claiming any of the {{ }} carloads/units of “Crude” in the Growth Initiative Summary Table are incremental carloads/units Applicants can transport only as a result of the Transaction.
- b. The specific railroad Movements from Alberta to the U.S. Gulf Coast that the Application claims or assumes the traffic identified as “Crude” in the Growth Initiative Summary Table will Displace, and the amount of traffic Displaced.
- c. Any traffic by any other mode of transportation (e.g., pipeline transportation) that the Application claims or assumes the traffic identified as “Crude” in the Growth Initiative Summary Table will Displace, Including Identifying the mode, origin, destination, routes, and carriers for such Movements and the amount of traffic Displaced.
- d. Crude by Rail from Alberta involving any existing Gibson Energy Inc. Crude by Rail loading facility, as described in the Wahaba and Naatz Verified Statement ¶ 91.
- e. Crude by Rail from Alberta involving any potential or planned expansion of the Gibson Energy Inc. facility near Hardisty, as described in the Wahaba and Naatz Verified Statement ¶ 91.

- f. Environmental assessments and safety issues Concerning Crude by Rail.

Response to Interrogatory No. 5:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers. Nonetheless, Applicants will provide documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist that are not already included in the Application and accompanying Workpapers).

Interrogatory No. 6:

Identify all Analyses or other Documents supporting the traffic increases claimed in the Growth Initiative Summary Table other than those listed under “*Lazaro Intermodal*” and as “Crude,” Including:

- a. Any increase in traffic above any volumes forecast in the Analyses or other Documents identified pursuant to Interrogatory 3, Including any basis for claiming any of the {{ }} carloads/units of grain, LPG, “Automotives,” “Domestic Perishables,” and unspecified “International” intermodal cargo through Canadian ports in the Growth Initiative Summary Table are incremental carloads/units Applicants can only Displace as a result of the Transaction.

- b. Analyses or other Documents detailing the Movements Displaced by those increases.

Response to Interrogatory No. 6:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 7:

Identify all Analyses or other Documents created by or for an Applicant in the ordinary course of business since January 1, 2020, that estimated growth of carloads, revenues, or profits for incremental traffic expected as a result of the Transaction.

Response to Interrogatory No. 7:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the

identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants refer CSXT to the Application and accompanying Workpapers and documents produced in response to previous discovery requests, including to documents they will soon produce in response to Union Pacific First Requests No. 115.

Interrogatory No. 8:

For all Growth Initiative volumes that originate or terminate in Kansas City, Identify all Analyses or other Documents Concerning the origin station and destination station from and to which those volumes would move on CPKC and how the Transaction is necessary for CP or KCS to achieve that traffic growth.

Response to Interrogatory No. 8:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers, including without limitation the testimony of Messrs. Wahba and Naatz (at Paragraphs 39 through 46 and 68 through 70) that the Transaction

would give CP access to an intermodal facility and automotive compound near Kansas City, and would also support for the first time efficient train service for international intermodal containers moving between the Port of Lazaro Cardenas and the U.S. Midwest via Kansas City.

Replacement for Interrogatory No. 9:²

State whether Exhibit 2 of the Majure V.S. (reproduced above),³ which summarizes rail traffic at the Laredo, Texas interchange, is supported by Analyses of the segments of the Movement of that traffic within Mexico that have been provided in the Application or related workpapers filed with the Board. To the extent Your answer is “yes,” Identify any such Analyses.

Response to Replacement for Interrogatory No. 9:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Exhibit 2 of the Majure Verified Statement is predicated

² Applicants have not included a response to the original Interrogatory No. 9 here because CSXT withdrew Interrogatory No. 9 and replaced it with Replacement for Interrogatory 9, which was served on Applicants on January 4, 2022.

³ Exhibit 2 of the Majure V.S. is not reproduced in this replacement. It is reproduced on page 6 of CSXT’s Second Discovery Request.

on the application of economic theory to the data underlying the Exhibit and the discussion surrounding the Exhibit (paragraphs 22-35). Further, Dr. Majure does not understand what CSXT means by its reference to analysis of “the segments of the Movement of th[e] traffic within Mexico.”

Interrogatory No. 10:

Identify all requests for Analyses, data, or other Documents that Dr. Majure made to either Applicant regarding markets in Mexico or factors affecting markets in Mexico (Including traffic types, origin stations, destination stations, and route of Movement, revenues, costs, profits etc.) for the transportation of goods to, from, or through the United States.

Response to Interrogatory No. 10:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all requests” without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers.

Interrogatory No. 11:

Identify all Analyses, data, or other Documents either Applicant provided to Dr. Majure regarding markets in Mexico or factors affecting markets in Mexico (Including traffic,

Movements, origin stations, and destination stations) for the transportation of goods to, from, or through the United States.

Response to Interrogatory No. 11:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers.

Interrogatory No. 12:

Regarding customers served by KCSM or KCS, Identify all Analyses or other Documents You contend support the claim that “A combined CP/KCS would not be expected to have any incentive to affect the competitive terms available to a Solely-served shipper because KCS would already be collecting the full measure of returns associated with its existing market power,” as stated in the Majure V.S. ¶ 24.

Response to Interrogatory No. 12:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a

reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers. In particular, the referenced statement of Dr. Majure was not based on any specific documentary evidence in the possession of Applicants.

Interrogatory No. 13:

Identify each origin station, each destination station, and each shipper that KCSM serves in Mexico for which You contend that FXE is a “ready alternative” to KCSM as stated in the Majure Verified Statement ¶ 25.

Response to Interrogatory No. 13:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Paragraph 25 of the Majure Verified Statement reflects the application of economic theory to a range of potentially applicable facts and does not make contentions of fact regarding specific individual stations and shippers.

Interrogatory No. 14:

Identify all Analyses or other Documents You contend support the claim that FXE is a “ready alternative” to KCSM for each origin station, each destination station, and each shipper Identified in response to Interrogatory 13.

Response to Interrogatory No. 14:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants refer CSXT to their responses and objections to Interrogatory No. 13.

Interrogatory No. 15:

Identify each origin station, each destination station, and each shipper that KCSM serves directly or indirectly in Mexico for which You contend that FXE is price-competitive and service-competitive to KCSM.

Response to Interrogatory No. 15:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that the “conten[tion]” this Interrogatory purports to refer to reflects the application of economic theory to a range of potentially applicable facts and not contentions of fact by Applicants regarding specific individual stations and shippers.

Interrogatory No. 16:

Identify all Analyses or other Documents You contend support the claim that FXE is price- competitive and service-competitive to KCSM for each origin station, each destination station, and each shipper identified in response to Interrogatory 15.

Response to Interrogatory No. 16:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent

this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants refer CSXT to their responses and objections to Interrogatory No. 15.

Interrogatory No. 17:

Identify all Analyses or other Documents Concerning the “ready alternatives” KCSM customers have in Mexico as stated in Majure V.S. ¶ 25 (“...For the shipper with ready alternatives, there would be no ability for a combined KCS/CP to force inferior terms on the shipper...”).

Response to Interrogatory No. 17:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Paragraph 25 of the Majure Verified Statement reflects the application of economic theory to a range of potentially applicable facts and does not make contentions of fact regarding specific individual stations and shippers.

Interrogatory No. 18:

Identify (a) each origin station, each destination station, and each shipper in Mexico that is Solely-Served by KCSM and (b) all Analyses or other Documents created by or for an Applicant since January 1, 2018 Concerning each such origin, destination, and shipper.

Response to Interrogatory No. 18:

In addition to the General Objections set forth above, Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. The Request seeks all documents concerning stations and shippers without any basic connection to the Transaction or even rail freight service. Because the Request lacks any reasonable limitations, Applicants cannot respond to part (b) of the Request. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and specific objections as set forth above, Applicants respond they will produce non-duplicative and non-privileged documents responsive to part (a) of this Request that they are able to locate after a reasonable search.

Interrogatory No. 19:

Identify (a) each origin station, each destination station, and each shipper in Mexico that is served by both FXE and KCSM and (b) all Analyses or other Documents created by or for an Applicant since January 1, 2018 Concerning each such origin, destination, and shipper.

Response to Interrogatory No. 19:

In addition to the General Objections set forth above, Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. The Request seeks all documents concerning stations and shippers without any basic connection to the Transaction or even rail freight service. Because the Request lacks any reasonable limitations, Applicants cannot respond to part (b) of the Request. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and specific objections as set forth above, Applicants respond they will produce non-duplicative and non-privileged documents responsive to part (a) of this Request that they are able to locate after a reasonable search.

Interrogatory No. 20:

Identify all Analyses or other Documents You contend support Majure’s claim that rate increases by KCSM would “lead to a loss of the traffic volumes or failure to attract new traffic” Majure Verified Statement ¶ 25.

Response to Interrogatory No. 20:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a

reasonable scope limitation. Applicants further object to this Request as vague and ambiguous. The Request seeks documents supporting a general economic concept. To the extent this Request seeks all documents that may support the general proposition that increasing rates may lose business or fail to attract new business, encompassing nearly all of KCS's day-to-day business documents, the Request is overbroad, unduly burdensome, and not proportional to the needs of the proceeding. To the extent the Request seeks studies or analyses on general economic concepts, Applicants do not conduct analysis of general economic statements as part of their normal course of business. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and specific objections as set forth above, Applicants respond that Paragraph 25 of the Majure Verified Statement reflects the application of economic theory to a range of potentially applicable facts and does not make contentions of fact regarding specific individual shippers, and Applicants therefore do not have responsive documents.

Interrogatory No. 21:

Identify all Analyses or other Documents You contend support Majure's conclusion that the Transaction will enhance competition through vertical effects, see Majure V.S. ¶¶ 15-19, Concerning traffic that KCSM brings to Laredo, see Majure V.S. Exhibit 2, Including all Analyses or other Documents Concerning traffic between Laredo and points in the U.S. and Canada:

- a. KCS market shares compared to other carriers' shares.
- b. Post-Transaction CPKC market shares compared to other carriers' shares.

- c. The competitively significant elements of KCS service quality compared to those of other carriers, Including route miles and cycle times.
- d. The competitively significant elements of CPKC post-Transaction service quality compared to those of other carriers, Including route miles and cycle times.
- e. The shipper's total costs for using KCS compared to the shipper's total costs for using other carriers, Including KCS rates and any additional amounts shippers would pay for services provided KCS by other carriers, Including any haulage, trackage rights, terminal service, or switching fees.
- f. The shipper's post-Transaction total costs for using CPKC compared to the shipper's total costs for using other carriers, Including post-Transaction CPKC rates and any additional amounts shippers would pay for services provided CPKC by other carriers, Including any haulage, trackage rights, terminal service, or switching fees.
- g. Any Analyses or other Documents Concerning the Applicants' expected Diversions as a result of the "Growth Initiative" of traffic from other carriers using any mode.

Response to Interrogatory No. 21:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is overly broad, unduly burdensome, ambiguous, vague, lacking in any appropriate scope, and not proportional to the needs of the proceeding. The Request seeks "all" documents concerning KCS's competitive analysis of itself, all other carriers, shippers, customers, the market, and rates and costs, for a period of four years, for traffic moving from Laredo to any point in the US and Canada. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT or are publicly available. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent that it seeks competitively sensitive information of third parties. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and specific objections as set forth above, Applicants respond that information responsive to this Request, supporting the cited conclusion in the Request, is found in the Application and Workpapers, in particular Majure Verified Statement, Exhibit 2. The surrounding paragraphs in Dr. Majure's Verified Statement includes empirical analysis and related theory discussions to further support this conclusion. Applicants have conducted a reasonable search and respond that KCS does not have analysis related to market shares as compared with other carriers or analysis of KCS's competitively significant elements of KCS's service quality as sought above, and does not have responsive documents to subparts (a) and (c). Applicants further respond that with respect to subparts (b), (d) and (g), outside the Application and Workpapers, Applicants do not have additional non-privileged responsive documents and refer CSXT to the Application and Workpapers. Applicants further respond that with respect to subparts (e) and (f) and the Request as a whole, Applicants understand that shippers will make these kinds of decisions when assessing improved shipping options resulting from the Transaction.

Interrogatory No. 22:

Identify an updated Exhibit 2 to of the Majure V.S. that Includes KCSM Laredo gateway traffic to and from Mexico.

Response to Interrogatory No. 22:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is unintelligible. Applicants further object to this Request on that grounds that it asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it is vague and ambiguous, overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the

extent it seeks documents or information already available to CSXT including that was provided in response to other parties' discovery requests.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants are available to meet and confer regarding this Request.

Interrogatory No. 23:

Identify an updated Exhibit 2 to of the Majure V.S. that Includes post-Transaction CPKC Laredo gateway traffic *to and* from Mexico.

Response to Interrogatory No. 23:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is unintelligible. Applicants further object to this Request on that grounds that it asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it is vague and ambiguous, overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks documents or information already available to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants are available to meet and confer regarding this Request.

Interrogatory No. 24:

Identify all Analyses or other Documents You contend justify the omission of geographic locations in Mexico from the single corridor analyses presented in Majure V.S. Exhibits 3-10 (which excludes all origins and destinations in Mexico).

Response to Interrogatory No. 24:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request

on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Majure Verified Statement.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that this Interrogatory is founded upon an incorrect premise; Dr. Majure's analysis of potential reductions in the number of independent routes did not exclude any corridors from consideration.

Interrogatory No. 25:

Identify all Analyses or other Documents You contend support the claim that the transportation alternatives to CPKC presented in Majure V.S. Exhibits 3-10 are "viable independent routes," Including, for each traffic type analyzed by Majure, all Analyses or other Documents Concerning:

- a. The competitively significant elements of CPKC post-Transaction service quality compared to those of other carriers, Including route miles and cycle times.
- b. The shipper's post-Transaction total costs for using CPKC compared to the shipper's total costs for using other carriers, Including post-Transaction CPKC rates and any additional amounts shippers would pay for services provided CPKC by other carriers, Including any haulage, trackage rights, terminal service, or switching fees.

Response to Interrogatory No. 25:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers, including in Paragraphs 59 through 71 of the Majure Verified Statement.

Interrogatory No. 26:

Identify all Analyses or other Documents Concerning each Applicants’ pre-Transaction participation in Movements of traffic between Mexico and the U.S. or Canada.

Response to Interrogatory No. 26:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that they are available to meet and confer regarding this Request.

Interrogatory No. 27:

Identify all Analyses or other Documents You contend support the claim that competitors “would not likely be foreclosed,” see *Majure V.S.* ¶ 34, on routes originating or terminating in Mexico, Including all Analyses or other Documents Concerning, as regards Movements to, from, or through Mexico via Laredo or other U.S./Mexico border locations:

- a. KCSM market shares of those compared to those of other carriers competing for those Movements.
- b. CPKC market shares compared to those of other carriers competing for those Movements
- c. The competitively significant elements of KCSM service quality compared to those of other carriers competing for those Movements, Including route miles and cycle times.
- d. The competitively significant elements of CPKC service quality compared to those of other carriers competing for those Movements, Including route miles and cycle times.
- e. The shipper’s total costs for using KCSM compared to the shipper’s total costs for using other carriers competing for those Movements, Including KCSM rates and any costs shippers would to pay for services provided KCSM by other carriers, Including any haulage, trackage rights, terminal service, or switching fees.
- f. The shipper’s total costs for using CPKC compared to the shipper’s total costs for using other carriers competing for those Movements, Including CPKC rates and any costs shippers would to pay for services provided CPKC by other carriers, Including any haulage, trackage rights, terminal service, or switching fees.
- g. CPKC’s ability to raise KCSM’s rates or reduce KCSM’s service quality Concerning Movements to or from stations in Mexico via Laredo to stations in the US. or Canada that can be served by CPKC or another carrier.
- h. The economic impact on CPKC from raising KCSM’s rates or reducing KCSM’s service quality Concerning Movements to or from stations in Mexico via Laredo to stations in the US. or Canada that can be served by CPKC or another carrier.

- i. Analyses of any conditions CPKC anticipates using to keep Laredo and other gateways open to interchange.
- j. Any foreclosure Analyses Concerning KCSM.
- k. Any Analysis of railroad rate regulation in Mexico.

Response to Interrogatory No. 27:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers.

Interrogatory No. 28:

Identify all Analyses or other Documents You contend support the claim that “a combined CP/KCS will have incentives and ability to compete more effectively, rather than an incentive to impair competitors” on routes originating or terminating in Mexico. See *Majure V.S.* ¶ 35.

Response to Interrogatory No. 28:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that documents responsive to this Request are contained in the Application and accompanying Workpapers.

Interrogatory No. 29:

Identify, for all traffic the Application claims or assumes will be Diverted to CPKC as a result of the Transaction, but which would have a longer route via CPKC than via the route from which the traffic will be Diverted:

- a. All Analyses or other Documents supporting the forecast that the traffic is likely to be Diverted to the longer CPKC route.
- b. All Analyses or other Documents Concerning cycle times of the CPKC route or routes as compared to those of the current carrier of the traffic.
- c. All Analyses or other Documents Concerning additional fuel costs and emissions of carbon dioxide (CO₂) or any other EPA regulated substance resulting from the longer CPKC Movement.
- d. All Analyses or other Documents Concerning any service that CPKC will provide that a carrier offering a shorter route does not offer, or that is superior to that of a carrier offering a shorter route, Including the “seamless, origin-to-destination management of all facets of the service” and the “very-reliable third-morning availability to/from our strategically located Bensenville Terminal” referred to in the Wahba and Naatz V.S. ¶¶ 48, 52.

Response to Interrogatory No. 29:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, information responsive to this Request is contained in the Application and accompanying Workpapers, including Appendix B to the Brown and Zebrowski Verified Statement and Workpaper “8 - Diversion Identification.xlsx.”

Interrogatory No. 30:

Identify, regarding the expected Movement of all Diverted carloads/units You claim as support for the benefits analyses in the Application, all Analyses or documents Concerning the incremental costs that Applicants or a shipper would be expected to pay as a result of charges or fees imposed by another carrier or party for reciprocal or other switching, haulage services or trackage rights, demurrage, drayage, detention, or storage.

Response to Interrogatory No. 30:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers, including Workpapers “8 - Diversion Identification.xlsx,” “URCS Phase III Calculation For Growth Traffic.xlsm,” “URCS Diversion Costing Metrics.xlsx,” “2019 URCS Phase II Model for Combined CP and KCS.xlsx,” and “URCS Phase III Calculation For Growth Traffic Input.xlsx.”

Interrogatory No. 31:

Identify all Analyses or other Documents Concerning fees or costs not identified in response to Interrogatory 30 that Applicants expect CPKC or a shipper to pay as a cost of the Movements that You claim will Divert traffic to CPKC.

Response to Interrogatory No. 31:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers as explained in Applicants’ response to Interrogatory No. 30.

Interrogatory No. 32:

Identify all Analyses or other Documents Concerning KCS's haulage agreements between Kansas City and Omaha NE, Including:

- a. KCS haulage from Lincoln to Omaha, Nebraska to Council Bluffs, Iowa, to the Iowa/Missouri state line near Hamburg, Iowa to Kansas City, Kansas. See IOWA DEP'T OF TRANSP., IOWA STATE RAIL PLAN 232 (Feb. 2021) ("KCS has haulage rights over the following railroad segments in Iowa: • Union Pacific Railroad (UP) Omaha Subdivision between the Iowa/Nebraska state line at Council Bluffs, Iowa, and Council Bluffs, Iowa; approximately 4.0 miles. • BNSF Railway (BNSF) Council Bluffs Subdivision between BN Junction (Council Bluffs), Iowa, and Pacific Junction, Iowa; approximately 18.4 miles. • BNSF Railway (BNSF) Napier Subdivision between Pacific Junction, Iowa, and the Iowa/Missouri state line near Hamburg, Iowa; approximately 33.0 miles."), available at https://iowadot.gov/iowainmotion/railplan/2017/IowaSRP2017_Complete.pdf.
- b. KCS haulage rights between Kansas City and each of Council Bluffs, IA and Omaha and Lincoln, NE. See KANSAS CITY SOUTHERN, 2003 ANNUAL REPORT 24 ("As a result of the 1988 acquisition of the Missouri-Kansas-Texas Railroad by UP, KCSR was granted (1) haulage rights between Kansas City and each of Council Bluffs, Iowa, Omaha and Lincoln, Nebraska."), available at <https://investors.kcsouthern.com/~media/Files/K/KC-Southern-IR-V2/annual-reports/annualreport2003.pdf>.

Response to Interrogatory No. 32:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is overly broad, unduly burdensome, ambiguous, vague, lacking in any appropriate scope, and not proportional to the needs of the proceeding. The Request seeks "all" documents concerning haulage rights between Kansas City, MO and Omaha, NE, for a period of four years, without any reasonable scope. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and specific objections set forth above, Applicants will produce non-duplicative and non-privileged haulage agreements identified in the Request.

Interrogatory No. 33:

Identify all analyses or other Documents Concerning CP's haulage and trackage rights agreements between Chicago, Illinois and locations in Ohio, Pennsylvania, and New York, Including "A haulage agreement with Genesee & Wyoming Inc., Identify all Analyses or other Documents Concerning CP's haulage and trackage rights agreements between Chicago, Illinois and locations in Ohio, Pennsylvania, and New York, Including "A haulage agreement with Genesee & Wyoming Inc., provides intermodal service to Jeffersonville, OH" See CANADIAN PACIFIC, CP RAIL 2020 ANNUAL REPORT 51, available at [https://s21.q4cdn.com/736796105/files/doc_financials/2020/ar/CP AnnualReport2020 SECURED.pdf](https://s21.q4cdn.com/736796105/files/doc_financials/2020/ar/CP%20AnnualReport2020%20SECURED.pdf).

Response to Interrogatory No. 33:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it Requests the identification of "all" documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will provide non-privileged and non-duplicative haulage and trackage rights agreements responsive to this Request that they are able

to locate after a reasonable search (to the extent any such documents exist and are not already in the possession of CSXT).

Interrogatory No. 34:

Identify all Analyses or other Documents created in the ordinary course of business by or for an Applicant Concerning incremental costs or profits for incremental traffic expected as a result of the Transaction, Including Documents created before March 2021.

Response to Interrogatory No. 34:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that, to the extent not already produced in response to other document requests, they will provide non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist).

Interrogatory No. 35:

Identify all Analyses or other Documents Concerning the following Applicant estimates appearing in in the Summary of Benefits Exhibit (Appendix B):

- a. \$62.5 million of annual “transportation” cost savings benefits.

- b. \$57.1 million of annual “Support Functions (G&A)” cost savings benefits.
- c. \$20.5 million of annual “Purchasing” cost savings benefits (also appearing at Baranowski V.S. Table 8).
- d. \$19.9 million of annual “Mechanical” cost savings benefits.
- e. \$12.8 million of annual “Equipment Requirements & Utilization” cost savings benefits.
- f. “Engineering- maintenance of way” one-time costs from the Transaction of over \$125 million over three years.

Response to Interrogatory No. 35:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 36:

Identify all Analyses or other Documents not identified in response to Interrogatory 35 Concerning the costs CPKC will incur to serve the traffic it expects to Divert as a result of the Transaction.

Response to Interrogatory No. 36:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants refer CSXT to their response to Request No. 31 above, and to documents produced in response to other parties’ discovery requests to which CSXT has access.

Interrogatory No. 37:

Identify all Analyses or other Documents You contend support or explain the difference between (i) the \$306.3 million Total Incremental Cost from increased traffic estimated in Baranowski V.S. Table 16 and the Summary of Benefits Exhibit (Appendix B) based on URCS unit costs and (ii) the \$422 million incremental costs based on Applicant’s historical unit costs as implied by the 2019 R1s. Baranowski V.S. Table 9.

Response to Interrogatory No. 37:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents

without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, information responsive to this Request is contained in the Application and accompanying Workpapers, including Tables 9 and 16 of the Baranowski Verified Statement.

Interrogatory No. 38:

Identify all Analyses or other Documents Concerning the following estimates that significantly reduced the estimated cost of handling additional traffic:

- a. \$29.79 million of Total Annualized Fuel Savings appearing in Baranowski V.S. Table 4, Including all Analyses or other Documents Concerning the fuel price per gallon described in Baranowski V.S. ¶ 10.
- b. \$10.15 million in Total Operating Metric Savings from needing fewer locomotives appearing in Baranowski V.S. Table 5, Including all Analyses or other Documents You contend support Your locomotive unit mile reduction estimates and foregone depreciation and lease estimates therein.

Response to Interrogatory No. 38:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, information responsive to this Request is contained in the Application and accompanying Workpapers, including “Base to Optimized Fuel Savings Summary.xlsx,” “CP Operating Plan Output Cost Metrics Model.xlsx,” and “Base to Optimized Operating Plan Savings.xlsx.”

Interrogatory No. 39:

Identify all Analyses or other Documents Concerning Applicants’ plans to sell locomotives.

Response to Interrogatory No. 39:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation and seeks the identification of documents that are not relevant to this proceeding. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants have no Transaction-related plans to sell locomotives.

Interrogatory No. 40:

Identify all Analyses or other Documents You contend support the “circuitry factor” values listed in Cells F24, G24, and H24 of Tab “Phase III calculations” of Baranowski workpaper “HC- URCS Phase II Calculations for Growth traffic.xlsx.”

Response to Interrogatory No. 40:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that all of the referenced circuitry factors were set to one.

Interrogatory No. 41:

Identify all Analyses or other Documents You contend support the weight per car reported in Column R of Tab “Truck to Rail Diversions” of Baranowski workpaper “HC- URCS Phase II Calculations for Growth traffic Input.xlsm.”

Response to Interrogatory No. 41:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants

further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, information responsive to this Request is contained in the Application and accompanying Workpapers, including “FD 36500 – Work Paper – HC – 1.Proposed Final FTI Rail to Rail Diversion Results for Merger Application_ matching Finance with Truck to Rail.xlsx.”

Interrogatory No. 42:

Identify all “Information on Distance, Freight Car Type, Shipment Size, Car Ownership, Commodity, and Tonnage provided by CP Operating Team” described in Tab “CP Growth initiatives” of Baranowski work paper “HC- URCS Phase II Calculations for Growth traffic Input.xlsm.”

Response to Interrogatory No. 42:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, information responsive to this Request is contained in the Application and

accompanying Workpapers, including “HC- URCS Phase II Calculations for Growth traffic Input.xlsm.”

Interrogatory No. 43:

Identify all Analyses or other Documents You contend support the claim that, “[Though] Texas-Minneapolis lanes are . . . served today by BNSF and UP, there was only minimal intermodal traffic in 2019, and CP/KCS would offer a more direct route and dedicated intermodal service.” Mutén V.S. ¶ 48, Including all Analyses or other Documents Concerning:

- a. The competitively significant elements of CPKC service on Texas-Minneapolis lanes compared to those of other rail and truck carriers, Including any comparison of route miles, cycle times, rates, services, and network.
- b. All trackage right fees, haulage fees, reciprocal or other switching fees, or other accessorial fee payments that Applicants expect or may be required to make on Texas- Minneapolis and Mexico-Minneapolis lanes, by each customer, origin station and destination station and route, using company-specific estimates.
- c. Any estimated increase in traffic in Texas-Minneapolis and Mexico-Minneapolis lanes, above any volumes forecast by either Applicant prior to January 1, 2021.

Response to Interrogatory No. 43:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers. In addition, Applicants will provide non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 44:

Identify all Analyses or other Documents You contend support the estimated truck to rail Diversions between points in Mexico and the Columbus, Ohio BEA, Mutén V.S. Appendix A, Including all Analyses or other Documents Concerning:

- a. The competitively significant elements of CPKC service between Mexico and Columbus BEA Areas compared to those of other rail and truck carriers, Including any comparison of route miles, cycle times, rates, services, and network.
- b. All trackage right fees, haulage fee, reciprocal or other switching fees or other accessorial fee payments that Applicants expect or may be required to make on Mexico-Columbus BEA lanes by each customer, origin station and destination station and route, using company-specific estimates.
- c. Any estimated increase in traffic between Mexico and Ohio above any volumes forecast by either Applicant prior to January 1, 2021.

Response to Interrogatory No. 44:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further

object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will provide non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 45:

Identify all Analyses or other Documents You contend support the estimated truck to rail Diversions between (i) points in Mexico and (ii) Detroit MI or Chicago IL, Including the {{ }} carloads/units between points in Mexico and Detroit, MI and the {{ }} carloads/units between points in Mexico and Chicago, IL identified in Mutén V.S. Appendix A, Including all Analyses or other Documents Concerning:

- a. The competitively significant elements of CPKC service on the Mexico-Detroit or Mexico-Chicago lanes compared to those of other rail and truck carriers, Including any comparison of route miles, cycle times, rates, services, and network.
- b. All trackage rights fees, haulage fees, reciprocal or other switching fees or other accessorial fee payments that Applicants may be required to make on the Mexico- Detroit and Mexico-Chicago lanes by each customer, origin and destination and route, using company-specific estimates.
- c. Any increase in traffic in Mexico and Detroit, MI and Chicago, IL, above volumes forecast by either Applicant prior to January 1, 2021.

Response to Interrogatory No. 45:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will provide non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 46:

Identify all Analyses or other Documents Concerning truck to rail Diversions and rate setting (e.g. benchmarking, evaluations, negotiations, traffic volume, reductions or increases and impact of alternative carriers or other aspects).

Response to Interrogatory No. 46:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants are available to meet and confer regarding this Request.

Interrogatory No. 47:

For all truck to rail Diversions that originate or terminate in Kansas City, Identify all Analyses or other Documents Concerning:

- a. The specific origin station or destination station and customer.
- b. How the Transaction is necessary for CP or KCS to achieve the Diversion.

Response to Interrogatory No. 47:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers. Applicants also refer CSXT to their response to Interrogatory No. 8 set forth above.

Interrogatory No. 48:

Identify all Analyses or other Documents produced by or for Applicants regarding autonomous vehicles, Including all Analyses or other Documents Concerning competition between transportation by rail and transportation by autonomous trucks and the effect of that competition on Applicants’ future traffic.

Response to Interrogatory No. 48:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request to the extent it seeks the identification of documents irrelevant to this proceeding.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will provide non-duplicative and non-privileged board presentations responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist).

Interrogatory No. 49:

Identify all Analyses or other Documents supporting the Diversion percentages in the Brown & Zebrowski V.S. Table 7.

Response to Interrogatory No. 49:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the

identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers, including Appendix B and the Workpaper “Traffic Distribution Analysis.xlsx.”

Interrogatory No. 50:

With respect to the traffic that the Application claims or assumes will be Diverted to CPKC single-line service as a result of a 5% rate reduction:

- a. Confirm that the 5% rate reduction is applied to {{ }} out of the {{ }} carloads/units the Application claims or assumes will be Diverted from existing rail traffic, as appears from the work paper *Brown and Zebrowski V.S. HC – 8 Diversion Identification.xlsx*, at tabs “Results” and “Calculations.”
- b. Confirm that intermodal Movements between Dallas and Chicago comprise {{ }} of all Diversions the Application claims or assumes will result from of a 5% rate reduction, as calculated from the Brown & Zebrowski V.S. ¶ 95 and work papers *Brown and Zebrowski V.S. HC – 8 Diversion Identification.xlsx*, at tabs “Results” and “Calculations.”
- c. Identify all Analyses or other Documents You contend support the claim that CPKC will Divert intermodal Movements between Dallas and Chicago as a result of only a 5% rate reduction.

Response to Interrogatory No. 50:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent

this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants confirm that the “5% rate reduction is applied to {{ }} out of the {{ }} carloads/units the Application claims or assumes will result from [] a 5% rate reduction” and “intermodal Movements between Dallas and Chicago comprise {{ }} of all Diversions the Application claims or assumes will result from [] a 5% rate reduction” as referenced above. The documents sought by part (c) of this Request are the Brown and Zebrowski Verified Statement and supporting Workpapers.

Interrogatory No. 51:

Identify all Analyses or other Documents produced by or for an Applicant since January 1, 2018 Concerning rail Diversions and rate setting (e.g., benchmarking, evaluations, negotiations, reductions or increases, and impact of alternative carriers) for service or traffic between points on which single line service is or will be offered by (i) either Applicant or CPKC and (ii) another carrier.

Response to Interrogatory No. 51:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that they are available to meet and confer regarding this Request.

Interrogatory No. 52:

Identify all calculations related to the values of changing traffic patterns displayed in “Brown/Zebrowski HC WP Work Paper – HC – 8 - Diversion Identification.xlsx” at tab “Results” in Column E “diverted units” for rows 24 to 93 labeled “Forest Products”.

Response to Interrogatory No. 52:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is unintelligible. Applicants further object to this Request on the grounds that it is vague, ambiguous, overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 53:

Identify all Analyses or other Documents created in the normal course of business by or for an Applicant estimating incremental revenues or projected profit (or contribution) from incremental traffic expected as a result of the Transaction, Including Documents created before March 2021.

Response to Interrogatory No. 53:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that after performing a reasonable search, they have no non-duplicative and non-privileged responsive documents other than those prepared in connection with the Transaction, which have been produced (or will be produced) in response to other requests.

Interrogatory No. 54:

For all Diversions that originate or terminate in Kansas City, Identify all Analyses or other Documents Concerning:

- a. The specific origin station or destination station and customer.
- b. How the Transaction is necessary for CP or KCS to achieve the Diversion. See Brown & Zebrowski V.S. ¶ 66.

Response to Interrogatory No. 54:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents

without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers. Applicants also refer CSXT to their responses to Interrogatory Nos. 8 and 47 set forth above.

Interrogatory No. 55:

Identify the origin station, destination station, and all interchanges for the claimed traffic Diversions appearing:

- a. In the “Diversion Carloads” column of Brown & Zebrowski Table 11.
- b. As “Effect of Increasing CP’s Share From {{{ }}}} to Supply Lumber to Dallas” and “Total by 2021 After Accounting for 15% Growth from 2019 to 2021” in Brown & Zebrowski Table 23.
- c. In the “Total Diverted Carloads” column of Brown & Zebrowski Table 24.

Response to Interrogatory No. 55:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in

the Application and accompanying Workpapers, including the Workpapers “10b - Grain Diversion Worksheet.xlsx,” “10a - Lumber Diversion Worksheet.xlsx,” and “8 - Diversion Identification.xlsx.”

Interrogatory No. 56:

Identify all Analyses of changing traffic patterns or other Documents You contend support the claimed traffic Diversions identified in Interrogatory 55.

Response to Interrogatory No. 56:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will provide non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 57:

State all calculations related to the changing traffic patterns displayed in “Brown/Zebrowski HC WP Work Paper – HC – 8 - Diversion Identification.xlsx” at tab “Results” in Column E “diverted units” for rows 24 to 93 labeled:

- a. “Grain.”
- b. “Forest Products.”

Response to Interrogatory No. 57:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers, including the Workpapers “10b - Grain Diversion Worksheet.xlsx,” and “10a - Lumber Diversion Worksheet.xlsx.”

Interrogatory No. 58:

Identify all Analyses or other Documents Concerning investments needed to achieve the results forecast in the Application, Including all Analyses or other Documents Concerning the costs of those investments. “We anticipate that this improved competitive posture will support additional investments by CPKC in rail capacity on our North-South main line, while also justifying investments by us and our prospective shippers in new facilities (like intermodal terminals, auto compounds, transloads, and others) that realize the full potential of the CP/KCS network.” See Wahba and Naatz V.S. ¶ 7.

Response to Interrogatory No. 58:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 59:

Identify all Analyses or other Documents Concerning additional investment necessary to generate additional business to, from, or through Mexico, Including the following:

- a. Purchases of CPKC-owned containers, rail cars, locomotives, or facilities used or useful in rail service.
- b. Infrastructure improvements at the border crossings in Laredo, TX and Brownsville, TX.
- c. Infrastructure improvements at the port of Lazaro Cardenas.

Response to Interrogatory No. 59:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants will produce non-duplicative and non-privileged documents containing analyses responsive to this Request that they are able to locate after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 60:

Describe, with specificity at least equal to that provided for the “Planned Infrastructure Investments” in Paragraphs 239-55, Tables 8-9, and Appendix R of the Operating Plan (Exhibit 13), the estimated costs of, and Identify all Analyses or other Documents Concerning, each of the following the investments described in the Application:

- a. “CP/KCS offerings will support investment in efficient new rail served grain elevators in the growing region of Southeastern Iowa.” See Creel V.S. ¶ 25.
- b. “CP and KCS were simply unable individually to financially justify certain infrastructure investments that were needed to unlock commercial opportunities to move more freight on intermodal trains.” See Ottensmeyer V.S. 12.
- c. “CP anticipates that new investments in grain-loading capacity on CP’s lines in the United States could begin as soon as the first year following control approval, taking advantage of the improved market access we will offer and our improved incentives to support those investments with attractive transportation services.” See Wahba and Naatz V.S. ¶ 26.
- d. “CP anticipates that demand for fertilizers from Canada moving via efficient CPKC single-line routes to growers in Southwestern Missouri could support future investment in a potash shed on KCS’s lines south of Kansas City. Such an investment could enable the rail Movement of potash originating on CP in Fort Saskatchewan, AB.” See Wahba and Naatz V.S. ¶ 33.
- e. “The broader reach of the combined CP/KCS network will open up opportunities for investment in intermodal network expansion that would not have made sense for CP or KCS standing alone.” See Wahba and Naatz V.S. ¶ 54.

- f. “CP’s access to substantial originations of automotive traffic, will open up opportunities for the investment in traffic growth that would not have made sense for KCS standing alone.” See Wahba and Naatz V.S. ¶ 77.
- g. “With the CP/KCS combination, the combined company would explore investing in a new auto compound adjacent to KCS’s lines in the Beaumont/Port Arthur area (where UP’s restrictions would not apply) that could allow CP/KCS to offer single-line Movement of finished autos from assembly plants in Ontario and imported autos from the Canadian ports served by CP to all of Eastern and Central Texas.” See Wahba and Naatz V.S. ¶ 78.
- h. “CP/KCS Transaction will support the investments needed to accelerate the transition away from traditional crude-by-rail and towards the Movement of Alberta crude in private cars in non-hazardous DRUbit form.” See Wahba and Naatz V.S. ¶ 92.
- i. “Transition to DRUbit from investments prompted by CP/KCS Transaction displaces traditional (flammable/hazardous) crude-by-rail volumes.” See Wahba and Naatz V.S. Figure 11.
- j. “CP and KCS have been at the forefront of a transition toward a safer and more efficient way to move Alberta Crude by Rail. Through investments at origin and destination, the hazardous dilbit can be converted to non-hazardous “DRUbit” that can be more safely moved by rail.” See Wahba and Naatz V.S. ¶ 90.
- k. “The benefits of a new, strong, competitor against other railroads and trucks that will possess new single-line services and routes will accrue to customers, employees, shareholders, and stakeholders. It will unleash new infrastructure investment that CP and KCS standing alone could not justify.” See Ottensmeyer V.S. 2-3.
- l. “CP and KCS have already determined that there are several opportunities to route freight in more efficient ways, Including by routing certain freight away from Chicago. These new routings will require new infrastructure investment, investment that could not be justified if the parties were to remain separate entities.” See Ottensmeyer V.S. 7.

Response to Interrogatory No. 60:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding. Applicants further object to this Request to the extent it seeks documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Regarding Request Nos. 60(a) and (c), the referenced investments are not ones that would be made by Applicants. Rather, they are investments that would be made by shippers and/or third parties in response to the improved availability of efficient rail access to grain markets that would be afforded by the Transaction. In Applicants' experience, the grain loading facilities of the sort Applicants' anticipate would be constructed could cost in the range of \$35 Million to \$45 Million and take 18 to 24 months to complete. Applicants have no knowledge of the precise locations of such facilities beyond that presented in the Application.

Regarding Request Nos. 60(b), (e), (k) and (l), the referenced investments are those already addressed in detail in the information responsive to this Request that is included in the Application and accompanying Workpapers.

Regarding Request No. 60(d), the referenced investments are not ones that would be made by Applicants. Rather, they are investments that would be made by shippers and/or third parties in response to the improved availability of efficient rail access for shipments of potash to end destinations in Missouri and Arkansas. In Applicants' experience, a facility of the sort Applicants' anticipate would be constructed could cost in the range of \$5 million to \$15 million and take 12 to 18 months to complete. Applicants have no knowledge of the precise locations of such a facility beyond that presented in the Application.

Regarding Request Nos. 60(f) and (g), Applicants have no present plans to make such an investment, the viability of which would depend on market demand and the inability of

CPKC to make use of KCS's facility in Kendleton, TX for the contemplated automotive traffic. In Applicants' experience, a facility of the sort Applicants' anticipate could be constructed could cost in the range of \$5 Million to \$20 Million and take six to 12 months to complete. Applicants have no knowledge of the precise locations of such a facility beyond that presented in the Application.

Regarding Request Nos. 60(h)-(j), Applicants will provide non-duplicative and non-privileged documents containing analyses sufficient to describe the referenced investments to the extent they are able to locate such documents after a reasonable search (to the extent any such documents exist and are not contained in the Application and accompanying Workpapers).

Interrogatory No. 61:

State whether Applicants contend that the Cognizable Public Benefits of the Transaction Include or should reflect:

- a. Benefits other than, and in addition to, rate reductions, cost reductions, cost savings, and service quality improvements.
- b. Benefits not arising within the federal jurisdiction of the U.S. (i.e., U.S. localities and customers).
- c. Reductions in benefits to public or public interests in the U.S. resulting from increased benefits to the public or private interests outside the U.S.
- d. Additional risks associated with doing business in foreign countries.
- e. Benefits that could be achieved without the Transaction.
- f. Any financial impact associated with changes in the Applicants' cost of capital as result of the Transaction.

Response to Interrogatory No. 61:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of

this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond as follows:

Regarding Request No. 61(a), yes, Applicants do contend that cognizable public benefits include “[b]enefits other than, and in addition to, rate reductions, cost reductions, cost savings, and service quality improvements.”

Regarding Request No. 61(b), yes, Applicants do contend that cognizable public benefits include or reflect “[b]enefits not arising within the federal jurisdiction of the U.S. (i.e., U.S. localities and customers),” to the extent benefits outside the United States yield benefits for the U.S. public interest, including the interests of U.S. rail labor, U.S. rail customers, and the U.S. economy. One example of such a benefit to the U.S. public interest is the economic value created by improved connectivity between the United States and its Canadian and Mexican trading partners.

Regarding Request No. 61(c), no, Applicants do not contend that the U.S. public interest would be harmed by benefits of the Transaction that may be realized outside the United States.

Regarding Request No. 61(d), no, Applicants do not contend that the U.S. public interest would be harmed were it the case—as posited in CSXT’s framing of this Interrogatory, to which Applicants object—that businesses choosing to do business in foreign countries might

face greater risks than those choosing not to do business in foreign countries. Improved transportation options for all such businesses is an unambiguous benefit.

Regarding Request No. 61(e), yes, Applicants do contend that cognizable public benefits can include “[b]enefits that could be achieved without the Transaction” if there is uncertainty whether such benefits would actually be achieved absent the Transaction.

Regarding Request No. 61(f), Applicants object to the premise of this Interrogatory, given the lack of any impact of the Transaction on Applicants’ cost of capital. See response to Interrogatory No. 67.

Interrogatory No. 62:

Identify all Analyses or other Documents, Including regulatory decisions and academic work, that You contend support the definition of the term “public benefits” as used in the Application, Including all Analyses or other Documents, Including regulatory decisions and academic work, which You contend support Your responses to Interrogatory 61.

Response to Interrogatory No. 62:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants did not define the term “public benefits” in the Application; rather the definition comes from STB precedent to which CSXT has access.

Interrogatory No. 63:

Identify all Analyses or other Documents Concerning Applicant’s determination of what effects of the Transaction constitute or generate Cognizable Public Benefits.

Response to Interrogatory No. 63:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 64:

Identify all Analyses or other Documents Concerning any capital investments necessary to create the incremental revenues the Application claims or assumes will result from the Transaction, Including Identifying where in the Application Applicants contend any such investments are accounted for or otherwise addressed.

Response to Interrogatory No. 64:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application and accompanying Workpapers.

Interrogatory No. 65:

Identify all Analyses or other Documents Concerning:

- a. Applicants’ assumed 2.3% for long-term debt and 1.0% for debt maturing within one year (“STB Rail Road Control Application Model – Final” at worksheet “Input – Assumptions” at rows 11-12.)
- b. Applicants’ actual base year debt rate, which can be calculated as 5.12% for CP and 3.57% for KCS using the pro forma income statement and balance sheet statement. (“STB Rail Road Control Application Model – Final” worksheets “Pro Forma Income Statement CP-K” And “Pro Forma Balance Sheet Cp-KCS”).
- c. The current Baa2 corporate Bond Yield. (De Bruyn V.S., page 7 at para. 15 (App. Vol. 1, page 443), Exhibit 4 to De Bruyn V.S. (App. Vol. 1, pages 507-512)).
- d. Forecasts or actions concerning any planned upcoming financing, Including the amount, rate, repayment period etc. associated with the debt refinancing that CP/KCS indicate will be needed after the bridge loan of up to \$8.5 billion matures (e.g., the total amount to be refinanced, borrowing rate, and repayment period, etc.). (App. Vol. 1, pages 17-18).

Response to Interrogatory No. 65:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that Applicants will produce non-duplicative and non-privileged final term sheets, credit facility schedules, and trade tickets responsive to this Request they are able to locate after a reasonable search (to the extent any such documents exist and were not already provided).

Regarding Request No. 65(a), the long-term debt assumption of 2.30% was arrived at based on discussions with financial advisors Bank of Montreal and Goldman Sachs as well as other banks in CP’s credit facility which provide periodic indicative new debt issuance pricing. On November 17th, CP priced \$6.7 billion in new debt across five tranches with a weighted average coupon of 2.36%. That same day CP priced \$2.2 billion CAD in new debt across two tranches with a weighted average coupon of 2.11%. The weighted average coupon across the seven tranches of debt issued in the two markets was 2.29%.

The 1.0% assumption for debt maturing within one year incorporates the estimated short term borrowing cost using CP's cost to issue commercial paper or borrow on the \$1.3 billion credit facility in order.

Regarding Request No. 65(b), Applicants refer CSXT to CP and KCS's 2019 Annual Reports, which were included as part of Exhibit 9 to the Application.

Regarding Request No. 61(c), Debt issuances to fund the transaction have closed.

Regarding Request No. 61(d), to fund the cash consideration of the merger, CP's wholly-owned subsidiary, Canadian Pacific Railway Company, sold new debt of CAD \$2.2 billion and USD \$6.7 billion, both of which are guaranteed by CP. The debt transactions closed on Nov. 24, 2021 and Dec. 2, 2021, following which the bridge loan \$8.5 billion was terminated.

Interrogatory No. 66:

Identify all Analyses and Documents Concerning the payments that would be required assuming Goldman Sachs' floating interest rate of 4.5% on \$8.5 billion worth of unsecured debt and compare those payments to the payments assumed in the Application. Application Volume 4 at 882.

Response to Interrogatory No. 66:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional the needs of this proceeding, including because it requests the identification of "all" documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are irrelevant to this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are

accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants state that, as reflected in documents that Applicants will provide, CP's variable-rate bridge financing has been replaced by fixed-rate debt.

Interrogatory No. 67:

The Federal Reserve has said it will increase interest rates three times in the next year. Identify all Analyses and Documents Concerning the effect of the potential increases in interest rates on Applicants' payments for both secured and unsecured debt incurred for the purpose of the Transaction.

Response to Interrogatory No. 67:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests the identification of "all" documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents that are irrelevant to this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants state that, as reflected in documents that Applicants will provide in

response to 67, CP's variable-rate bridge financing has been replaced by fixed-rate debt, such that interest rate increases will have no effect on Transaction-related debt.

Interrogatory No. 68:

Identify all Analyses and Documents describing the methodologies and assumptions used by Applicants to conduct pro forma analyses of business opportunities or projects considered by each Applicant in the ordinary course of business and requiring approval by the Board of Directors and state (separately for each Applicant):

- a. Whether the Applicant's ordinary course pro forma analyses Include all costs associated with capital investments necessary for the project or opportunity. To the extent the answer is "yes" for either Applicant, explain with specificity why the Applicants have not Included all such costs in the Transaction Pro Forma Analyses.
- b. The after-tax weighted average cost of capital (WACC) the Applicant uses in ordinary course pro forma analyses, Including each component (cost of debt, cost of equity, and debt/equity percentages) thereof.
- c. The time horizon (e.g., ten years) and any terminal value the Applicant uses in ordinary course pro forma analyses.

Response to Interrogatory No. 68:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of "all" documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks documents or information already available to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond as follows: KCS does not normally prepare pro forma in the ordinary course of business, and thus does not have responsive documents. KCS refers CSXT to

the Application, particularly Exhibits E and F. CP is available to meet and confer regarding this Request.

Interrogatory No. 69:

To the extent any of either Applicant's ordinary course practices identified in Applicants' responses to Interrogatory 68 differs from the practices regarding the same subjects Included or used in the Transaction Pro Forma Analyses, explain with specificity why, and Identify any Analyses or other Documents supporting that explanation.

Response to Interrogatory No. 69:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it would require Applicants to perform a special study.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that KCS's response to Request No. 68 responds to this Request, and CP responds that there are no material differences between the CP's ordinary course practices and practices used to assess the Transaction.

Interrogatory No. 70:

Explain how the statistical analysis that "has poor predictive power and there are high levels of variance." supports the sufficiency of a 5% reduction to displace intermodal traffic. (Brown and Zebrowski V.S. at Table 7 (p. 22) and at page 66, paragraph 7; Appendix B).

Response to Interrogatory No. 70:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is unintelligible, vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to this Request on the grounds that it misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants are available to meet and confer regarding this Request.

Interrogatory No. 71:

Applicants present a regression to determine intermodal market share (Mutén V.S.

1). Identify all Analyses or other Documents:

- a. You contend support Mutén's assumption that intermodal market shares do not have a relationship to trucking and rail costs.
- b. Concerning the "curiously high lane share" referred to by Mutén in the following: "In a few cases my analysis produced expected lane shares for rail intermodal that were curiously high" (Mutén V.S. 19).
- c. Concerning how why curiously high lane support a reliable regression analysis suitable for Diversion analyses.
- d. Concerning the 70.9% ceiling assumed by Mutén for CPKC's rail intermodal market share for each lane analyzed. (Mutén V.S. 19).
- e. Concerning Mutén's statement that his market share estimates are potentially overestimated. (Mutén V.S. 19).

Response to Interrogatory No. 71:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to

the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond by stating that Mr. Mutén did not make the referenced assumptions, and that information responsive to this Request is included in the Application and accompanying Workpapers.

Interrogatory No. 72:

Applicants present a regression to determine the revenue that CP-KCS will receive from Displaced truck to rail traffic (Mutén V.S. 20-21). Identify all Analyses or other Documents Concerning:

- a. CPKC’s forecasted railroad rates for each lane reported by Mutén.
- b. Mutén’s claim that the revenue from Diverted units in the lanes he analyzes is significantly influenced only by the factors included in the Intermodal Diversion Revenue Regression Equation, Including all Analyses or other Documents Concerning his claim that such revenue is not significantly influenced by existing truck and rail rates, or the type of commodity shipped.
- c. The statement “Importantly, this formula should not be used to predict the specific market rates that would be charged for any given Movement or in any specific lane.”
- d. Mutén’s reliance on the regression coefficient rather than the Applicant’s pre-or post- Transaction rates for the calculation of the market rate as presented in Mutén V.S. Appendix A.

Response to Interrogatory No. 72:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome, cumulative and not proportional to the needs of this proceeding, including because it requests the identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to the extent this Request asks Applicants to perform a special study. Applicants further object to the extent this Request misconstrues the Application.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is included in the Application and accompanying Workpapers.

Interrogatory No. 73:

Identify all Analyses or Documents Concerning:

- a. The formation of Meridian Speedway, LLC.
- b. Communications between either Applicant and Norfolk Southern Railway Company regarding the operation or ownership of the Meridian Speedway during the period 1/1/2019-09/31/2021 and the period beginning 9/31/2021 until 12/31/2026.
- c. Applicants’ assessment of the potential environmental impacts, Including increased locomotive miles, of:
 - i. Rerouting traffic subject to Diversions or Growth as a result of the Transaction;
 - ii. Any investments Applicants expect to make as a result of the Transaction.
- d. All communications between Applicants or between either Applicant and any other person Concerning commercial arrangements related to the Transaction.

Response to Interrogatory No. 73:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to the extent this Request seeks documents or information irrelevant to this proceeding. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT. Applicants further object to this Request to the extent it seeks information or documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest, or any other applicable privilege, protection, immunity, doctrine, statute, regulation, agreement, or protective order. Applicants further object to this Request to the extent that it seeks identification of documents prepared in connection with, or information relating to, possible settlement or mediation of this or any other proceeding.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond as follows:

Documents responsive to Request No. 73(a) are available in Finance Docket No. 34821-23, to which CSXT has access. Responsive documents have also been produced in response to CN Request No. 139 to which CSXT has access.

Information responsive to Request No. 73(c) is contained in the Application and accompanying Workpapers and environmental materials filed with the STB’s Office of Environmental Analysis, which are available to CSXT.

Applicants are available to meet and confer regarding Request Nos. 73(b) and (d).

Interrogatory No. 74:

Identify all Analyses and other Documents supporting the claim (Application at 21) that CPKC will provide lower cost and more efficient service, enabling them to Displace traffic to and from Mexico over KCSM.

Response to Interrogatory No. 74:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding, including because it requests identification of “all” documents without a reasonable scope limitation. Applicants further object to this Request to the extent it seeks the identification of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that information responsive to this Request is contained in the Application.

Interrogatory No. 75:

Identify all Analyses and other Documents Applicant produce in response to discovery requests submitted by other Parties.

Response to Interrogatory No. 75:

Subject to and without waiving the General Objections set forth above, Applicants will make available on a rolling basis non-privileged documents responsive to this Request.

Request for Production No. 1:

Produce all Documents You Identify in response to Interrogatories 1 – 75 that are not Included in the Application or previously produced to CSXT in this proceeding.

Response to Request for Production No. 1:

See Responses and Objections to the foregoing Interrogatories.

Request for Production No. 2:

Applicants submitted previously unattached workpapers and attachments in “FD 36500 – Work Paper – Work Papers Summary.xlsx”. However, the updated list is still incomplete. Produce the following:

- a. KCSM English Converted Timetable 4
- b. Relating to traffic File – Methodology.doc
 - i. traffic file Script
- c. Relating to Cars per day by Yard.doc
 - i. “Yard Volumes Processed Car Change Base vs Opt”
 - ii. “Yard Volumes Processed Car Change Opt vs Growth”
- d. Relating to Methodology for Section 7.3 Maintenance of Way Practices & Equipment Update October 14 2021.doc
 - i. Engineering Fleet Support CarsEquipment.msg
 - ii. Track Systems testing fleet

Response to Request for Production No. 2:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous, and unduly burdensome. Applicants further object to this Request to the extent it seeks the identification or production of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, all of the aforementioned files have been provided to CSXT and are available in the Virtual Data Room Applicants are using to produce documents responsive to discovery requests to which CSXT has access.

Request for Production No. 3:

Brown and Zebrowski provide an explanation of the SQL process used to create their combined waybill file at the Document “Process Description.docx”. Produce the following Documents referenced in Parts 1A and 1C identified in “Process Description.docx” but not yet provided:

- e. “CSM_2019”, “CWS_2015_UNMASKED”,
“CWS_2016_UNMASKED”, “CWS_2017_UNMASKED”,
“CWS_2018_UNMASKED”, “CWS_2019_UNMASKED”.
- f. Please detail all steps necessary to alter CSM_2019 to a usable format.
- g. Please provide in readable data format (csv, excel, stata) all temporary SQL tables used to generate summaries/Analysis.
- i. Including, all programs used to generate “CSM_2019”,
“CWS_2015_UNMASKED”, “CWS_2016_UNMASKED”,
“CWS_2017_UNMASKED”, “CWS_2018_UNMASKED”,
“CWS_2019_UNMASKED”.

Response to Request for Production No. 3:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is overly broad, unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification or production of documents or information that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that this Request refers to Carload Waybill Data that CSXT must procure from the Board and 2019 Centralized Station Master data that CSXT must procure from the Association of American Railroads.

Request for Production No. 4:

Concerning the files produced in “MajureVS_20211029_workpapers”, the Carload Waybill Sample import program: File “01_waybill_build.R” contains a line of code that references multiple file names containing the term “...unmasked.rds”. However, no lines of code/additional program have been provided that generate the multiple files with file names containing the term “...unmasked.rds”. The final waybill build is impossible to construct without the code to generate “unmasked.rds” files. Produce the code, additional program, and files that with file names containing the term “...unmasked.rds”.

Response to Request for Production No. 4:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification or production of documents that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that the files CSXT seeks are available in the files CSXT refers to. Nonetheless, Applicants refer CSXT to the “README.txt” file and “waybill_data_read_me.txt” file Applicants have provided for instructions on how CSXT may properly run the code to generate the documents it seeks.

Request for Production No. 5:

In the Excel Output File to Exhibit 2 of the Majure V.S., the file “exhibit_02_wp_01.R” contains a line of code that generates an excel file, “exhibit_02_wp_01.xlsx”, that should contain four tabs: “results”, “car_counts”, “results_3_9”,

and “wp_01”. The “Exhibit 02.xlsx” file provided only contains one tab, “results”. The data contained in the missing tabs is not available in any location in the excel file which was produced. Produce the missing tabs.

Response to Request for Production No. 5:

In addition to the General Objections set forth above, Applicants object to this Request on the grounds that it is vague and ambiguous. Applicants further object to this Request on the grounds that it is unduly burdensome and not proportional to the needs of this proceeding. Applicants further object to this Request to the extent it seeks the identification or production of documents that are accessible to CSXT.

Subject to and without waiving the General Objections and the specific objections set forth above, Applicants respond that the files CSXT seeks are available in the files CSXT refers to. Nonetheless, Applicants refer CSXT to the “README.txt” file Applicants have provided for instructions on how CSXT may properly run the code to generate the documents it seeks.

Dated: January 10, 2022

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Joint Responses and Objections to CSXT's Second Set of Discovery Requests to Kansas City Southern and Canadian Pacific to be served electronically or by first-class mail, postage pre-paid, on all parties of record in these proceedings.

/s/ Sonia Gupta

Sonia Gupta

January 10, 2022