

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 22218

ENTERED
Office of Proceedings
June 26, 2024
Part of
Public Record

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

**BNSF RAILWAY COMPANY’S FIRST MOTION TO COMPEL
AND REQUEST FOR EXPEDITED RELIEF**

INTRODUCTION

BNSF Railway Company (“BNSF”) respectfully petitions the Surface Transportation Board (“STB” or “Board”) for an order compelling Union Pacific Railroad Company (“UP”) to timely produce documents in response to BNSF’s Third Set of Discovery Requests, served on May 23, 2024. UP has failed to produce: (A) trackage rights agreements currently in effect with other Class I railroads and their corresponding rates; (B) traffic forecast data for the Line for the period from 2013 to 2018; and (C) UP’s appraisals or valuations of intangible assets since 2019.¹ Each of these Requests seek information that is relevant to a fact that UP has put at issue in this proceeding. BNSF requests that this motion be addressed on an expedited

¹ Counsel for BNSF certifies that it conferred in good faith with counsel for UP in an attempt to obtain the discovery at issue without Board intervention. Counsel for the parties met and conferred via video conference on June 14 and June 21, 2024, to attempt to narrow their discovery disputes. Nonetheless, the parties were unable to resolve their differences regarding UP’s objections to BNSF’s document requests.

basis, such that granting this motion does not disrupt the July 17, 2024 deadline for the parties' submission of reply statements and evidence.

I. Background

This dispute relates to the compensation terms for BNSF's continued trackage rights use of a rail line owned by UP that extends between Kern Junction and Mojave, California (the "Kern-Mojave Line," also referred to as the "Tehachapis Line" or "Line"). The Kern-Mojave Line, built by a predecessor of UP in 1876 and owned by UP today, runs approximately 67.8 miles through the Tehachapi Mountains. In the late 1800s, UP's predecessor invited BNSF's predecessor to use the Line, rather than build a parallel line in the same area. For 125 years, the Line has served as a critical link in the rail network of BNSF and its predecessors. Today, the Line forms the spine of BNSF's north-south route through the state of California and the Pacific Northwest.

In January 2023, UP filed a petition to reopen the Kern Mojave proceeding and revise the conditions to be applied to BNSF's trackage rights use of the Line. On May 15, 2023, the Board granted UP's unopposed petition to reopen the Kern Mojave proceeding, provided a period for discovery, assigned and authorized an administrative law judge to address any discovery disputes, directed the parties to participate in Board-sponsored mediation, and directed the parties to propose a procedural schedule if mediation was unsuccessful.

After conducting discovery in the summer of 2023, the parties entered a Board-sponsored mediation period in the fall of 2023, which was unsuccessful at

resolving the parties' dispute. Thereafter, on December 5, 2023, the Board entered the Procedural Schedule proposed by the parties. *See* Ex. A, *Atchison, T. & S.F. Ry.—Operating Rts.—S. Pac.*, FD 22218 (STB served Dec. 4, 2023) (*Procedural Schedule*).

On May 3, 2024, the parties filed their opening statements and evidence. UP submitted the Verified Statement of Dr. Divya Mathur in support of its Opening Statement. Dr. Mathur opined on the “economically appropriate interest rental payments” which she contends BNSF should make to UP for use of the Mojave-Kern Line, using a Capitalized Earnings (“CE”) method. (UP Opening Statement & Evidence (UP Opening), Mathur V.S., ¶ 6 (May 3, 2024).)

Following submission of their opening statements and evidence, the parties each served discovery requests pursuant to the Procedural Schedule which provides that May 23, 2024, would be the “[l]ast day for submission of written discovery on opening statements and evidence.” *See* Ex. A, *Procedural Schedule*, slip op. at 2; (*see also* Ex. B, BNSF Third Set of Discovery Requests to UP (May 23, 2024) (BNSF May 23, 2024 Requests).) On June 7, 2024, UP served its Responses and Objections to BNSF's Third Set of Discovery Requests. (Ex. C, UP Responses and Objections to BNSF's Third Set of Discovery Requests (June 7, 2024) (UP June 7, 2024 Responses).) On June 14 and June 21, 2024, counsel for BNSF conferred in good faith with counsel for UP in an attempt to obtain the discovery at issue in this motion without Board intervention. The parties' reply statements and evidence are

due on July 17, 2024, and final briefs are due on August 16, 2024. *See* Ex. A, *Procedural Schedule*, slip op. at 2.

II. BNSF Seeks Production of Discoverable Information that will Allow it to Assess the Trackage Right Agreement Rates that UP has Proposed to the Board

BNSF seeks an order compelling UP to produce documents that are relevant to this dispute and of significant probative value in terms of evaluating UP's position and that of its expert witness Dr. Mathur. BNSF seeks production of (A) UP's trackage rights agreements currently in effect with other Class I railroads and their corresponding rates; (B) traffic forecast data for the Line for the period from 2013 to 2018; and (C) UP's appraisals or valuations of intangible assets since 2019. Each of these Requests seeks information about a relevant fact that UP has put at issue in this proceeding.

A. UP Trackage Rights Agreements and Their Corresponding Rates (BNSF Request Nos. 63 and 64)

BNSF requested the production of UP's trackage rights agreements with other Class I railroads² that are currently in effect (Request No. 63) and the corresponding compensation rates under those agreements (Request No. 64).³ In this proceeding, UP has asked the STB to set a new interest rental rate for BNSF's use of the Kern-Mojave Line pursuant to a trackage rights agreement. Thus, on a general level, what UP charges other Class I railroads—what rates the market

² There are four other Class I freight railroads, besides BNSF and UP.

³ The full text of BNSF's requests for production of documents and UP's objections for each contested request is attached at **Appendix A**.

sets—is relevant and probative of an appropriate rate for this Line, and BNSF explored that issue through its initial discovery requests in 2023. However, following UP’s opening statement and evidence, the details of the rental rates of those other trackage rights agreements—and how those rates can be used to analyze the positions of UP and Dr. Mathur—have taken on increased importance, and UP should be compelled to produce documents responsive to Request Nos. 63 and 64.

UP’s first objection to Request Nos. 63 and 64 is that the information sought is beyond the scope of permissible discovery at this point in the Procedural Schedule. The underlying premise of UP’s objections to these requests (and to the others raised in this motion) is that its opening statement did not directly address the topics on which BNSF now seeks discovery. UP seeks to thereby artificially narrow the topics upon which discovery is appropriate.

Contrary to UP’s position, the *Procedural Schedule* does not require that a party’s opening statement and evidence “address” a topic in order for discovery on the topic to be appropriate. The *Procedural Schedule* provides that the “[l]ast day for submission of written discovery on opening statements and evidence” is May 23, 2024. Ex. A, *Procedural Schedule*, slip op. at 2. The standard of relevance in the Board’s regulations provides a reasonable interpretation of what “on” means in this context. As set forth in 49 C.F.R. § 1114.21(a)(1), parties may obtain discovery regarding “any matter, not privileged, which is relevant to the subject matter involved in a proceeding.” The regulation goes on to clarify that the information

sought in discovery need not be admissible as evidence “if the information sought appears reasonably calculated to lead to the discovery of admissible evidence.” 49 C.F.R. § 1114.21(a)(2).

When evaluated based on the appropriate standard—relevance, it is clear that Requests Nos. 63 and 64 seek discoverable information. BNSF previously sought trackage rights agreements that UP has entered into since 2018. (*See* Ex. D, UP Responses and Objections to BNSF’s Second Set of Discovery Requests, Request No. 59 (July 13, 2023).) Despite initially raising a relevance objection, UP produced documents responsive to the earlier BNSF request, confirming the discoverability of these trackage rights agreements both in terms of relevance and burden.

Even if UP is correct that a narrower scope of discovery applies at this stage in the proceeding, BNSF’s requests satisfy that standard. Request Nos. 63 and 64 seek information that BNSF will use to respond to and rebut UP’s opening statement and evidence. UP’s opening statement and evidence puts at issue whether the compensation provided to UP for BNSF’s access to the Kern-Mojave Line is fair and equitable. (*See, e.g.*, UP Opening at 6.) Dr. Mathur further asserts that her “CE method results in interest rental payments that are reasonable relative to BNSF’s Mojave-Kern traversing traffic.” (UP Opening, Mathur V.S., Sec. VII.A.) BNSF is entitled to take discovery that allows it to rebut those propositions. At bottom, the rates that UP has agreed to under other trackage rights agreements with other Class I railroads are probative of the reasonableness of a rate for the Kern-Mojave line—a point UP and Dr. Mathur have put at issue. UP may disagree

with that position, but it cannot be permitted to preclude BNSF from fully exploring the issue through discovery requests.

UP has posited that BNSF is improperly seeking to expand on its discovery requests from earlier in the case and that this type of information, if included in BNSF's reply, would not allow UP the opportunity to reply. However, there is a third round of briefing in this matter—the submission of final briefs due August 16, 2024—and the parties will have the opportunity to reply to anything the other party submits in its reply statement and evidence. The discovery materials BNSF seeks will allow it to rebut UP's opening statement, as UP opened the door to this discovery when its expert opined on the reasonability of the rate UP seeks. Resolving this discovery dispute in favor of BNSF does not require the premature adjudication of what evidence is admissible on reply, as UP posits. At present, BNSF has satisfied the standard that the discovery materials it seeks appear “reasonably calculated to lead to the discovery of admissible evidence.” *See* 49 C.F.R. § 1114.21(a)(2).

Union Pacific has also objected to Request Nos. 63 and 64 on the basis of undue burden, without offering any specific information about why collecting and producing its current trackage rights agreements and information regarding rates under those agreements would be unduly burdensome. BNSF's understanding is that railroads typically maintain easily identifiable files on trackage rights agreements in effect. If that is the case, UP would simply need to identify those

agreements where a Class I railroad (other than BNSF) is the counterparty.⁴ BNSF, as it explained during its meet and confer sessions with UP, is willing to work with UP to address any specific undue burden concerns that UP may have.⁵

B. Traffic Forecast Data for 2013-2018 (BNSF Request No. 65)

BNSF has requested that UP produce traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line. (Ex. B, BNSF May 23, 2024 Requests, Request No. 65). UP previously produced this type of traffic forecast data for the 2019 to 2026 period. UP now refuses to produce this data for the earlier period,⁶ despite the fact that its expert expressly put UP’s system-wide growth for the period starting in 2013 at issue. *See* UP Opening, Mather V.S., ¶ 100 (“UP’s and BNSF’s system-wide profits grew by compound annual rates of 3.2 and 2.9 percent per year respectively in the decade between **2013 and 2022.**” (emphasis added)). Dr. Mathur opines that “market-based [growth] multipliers are based on observable market data and therefore reflect the market’s expectations of future growth, risk, the macro environment, competition, and other factors.” *Id.* at ¶ 101. Dr. Mathur goes on to explain that she looks at the multiplier for the whole UP system as a proxy for the specific line. *Id.* at ¶ 102.

⁴ Further belying UP’s claim of undue burden, it did not object to BNSF’s earlier Request No. 59—which sought trackage rights agreements UP has entered since 2018—on the basis of undue burden.

⁵ BNSF is amenable to reducing any burden imposed on UP in responding to these requests. To satisfy these requests, BNSF would accept a summary chart prepared by UP that includes: the trackage rights agreement name, the date the agreement was entered, the counterparty, the line, the rate, and how the rate is determined (e.g., GTM, car mile).

⁶ UP again objects on the basis that BNSF is trying to expand the scope of discovery. BNSF responded to that objection in Section II.A. above, and incorporates that response here.

The forecast data BNSF has requested will allow it to assess the validity of Dr. Mathur’s assumptions regarding whether the “market’s expectations for future growth” are consistent with UP’s own forecasts for growth in traffic over the Kern-Mojave Line. BNSF is entitled to test the appropriateness of Dr. Mathur’s decision to use a system-wide multiplier as a proxy for the Kern-Mojave line. To undertake that assessment, BNSF seeks to analyze UP’s traffic forecast for the Line and whether they are consistent with earnings growth assumptions in Dr. Mathur’s system-wide multiplier.

UP’s claim that Request No. 65 imposes an undue burden because it would require UP “to identify and then produce old forecast data” is belied by UP’s previous production of forecast data. UP produced monthly forecast data for 2019-2026 (UP-MK-001911-HC.xlsx), demonstrating the feasibility of such a production. That prior request also sought “old forecast data”—dating back to 2019—and UP was able to collect and produce that information in a timely manner. UP should be able to readily produce this information for the six years from 2013 to 2018, particularly in light of the fact that its expert chose to put this period at issue.

C. Valuations of Intangible Assets (BNSF Request No. 66)

Next, UP has refused to produce documents related to its appraisals or valuations of intangible assets that it has conducted or commissioned from 2019 to present. (Ex. C, UP June 7, 2024 Responses, Objection to Request No. 66.) UP

objects to this request, claiming that its opening statement and evidence did not address intangible assets and relevance⁷. (*Id.*).

UP's failure to address in its opening statement the value UP ascribes to intangible assets is precisely why the documents responsive to Request No. 66 are relevant to the dispute and should be produced. Dr. Mathur calculates an interest rental base using a market-based earnings multiplier. (UP Opening, Mathur V.S. ¶ 102). As discussed above, Dr. Mathur uses a system-wide earnings multiplier for her analysis. *Id.* Then, she scales that number using a "roadway apportionment factor" to "reflect only the value derived from road assets (but not equipment)." *Id.* at ¶ 103. To do that apportionment analysis, Dr. Mathur attributes all of UP's earnings to either valuation of road assets or valuation of equipment. *Id.* at ¶ 103 n.156.

Dr. Mathur's analysis is premised on the concept that UP's valuation of the Line is comprised of a valuation of road assets and a valuation of equipment. But that analysis assumes there are no other classes of assets—such as intangible assets—contributing to UP's market-based valuation. Intangible assets typically include intellectual property, computer software, brand, patent trademark, and copyright. BNSF is entitled to understand how UP has appraised and valued intangible assets in order to evaluate and rebut Dr. Mathur's analysis. As such, UP should be compelled to produce documents responsive to Request No. 66.

⁷ UP again objects on the basis that BNSF is trying to expand the scope of discovery. BNSF responded to that objection in Section II.A. above, and incorporates that response here.

III. Expedited Resolution of Discovery Dispute

In order to adhere to the Procedural Schedule set by the Board, BNSF requests expedited resolution of this motion. The parties' reply statements and evidence are due on July 17, 2024. In order to have sufficient time for BNSF to incorporate into its Reply any materials provided by UP, BNSF requests that UP be directed to respond to this motion within five days⁸ and the matter be resolved promptly thereafter, requiring UP to produce responsive documents no later than July 9, 2024.

CONCLUSION

For the foregoing reasons, BNSF requests that the Board grant this Motion to Compel and direct UP to produce documents responsive to the discovery requests discussed herein by July 9, 2024.

⁸ Five days is a reasonable time period for UP to respond to this motion. UP has been aware of each issue raised in this motion since June 14, 2024. In order to minimize any disruption to the Procedural Schedule, BNSF filed this Motion the same day UP confirmed that it would stand on its objections.

Respectfully submitted,

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Dated: June 26, 2024

APPENDIX A

BNSF's Requests for Production of Documents and UP's Objections for Each Contested Request

Document Request No. 63

Produce all trackage rights agreements and amendments, renewals, restatements, supplements, thereto that UP has entered into with any Class I railroad, other than BNSF, that are currently in effect.

UP Response

Union Pacific objects to this Request as impermissible under the Board's Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this phase of the case, each party may submit additional written discovery only in regard to the other party's opening statement and evidence. Union Pacific's opening statement and evidence did not address "trackage rights agreements and amendments, renewals, restatements, supplements, thereto that UP has entered into with any Class I railroad, other than BNSF." BNSF is improperly seeking to expand on a prior request from the general discovery phase of this case, in which it asked Union Pacific to "Produce all Trackage Rights Agreements and amendments, renewals, restatements, supplements, etc. thereto that UP has entered into since January 1, 2018." *See* BNSF's Second Set of Discovery Requests to Union Pacific, Request No. 59 (June 28, 2023). Union Pacific further objects to this Request as unduly burdensome, in that it would require Union Pacific to identify and then produce "all" trackage rights agreements with Class I railroads other than BNSF that are currently in effect, and as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 64

Produce Documents sufficient to show the current compensation rate for any trackage rights agreements, and amendments, renewals, produced in response to Request 63.

UP Response

See Union Pacific's response to Request No. 63.

Document Request No. 65

Produce traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line in an equivalent format to the traffic forecast data for the 2019 to 2026 period contained in UP-MK-001911-HC.xlsx.

UP Response

Union Pacific objects to this Request as impermissible under the Board's Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this phase of the case, each party may submit additional written discovery only in regard to the other party's opening statement and evidence. Union Pacific's opening statement and evidence did not address "traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line." BNSF is improperly seeking to expand on a prior request from the general discovery phase of this case, in which it asked Union Pacific to "Produce all forecasts and projections and all Documents related to such forecasts or projections prepared by or for UP from 2019 through the present, or in UP's possession, of future traffic volumes and/or revenues for freight traffic by traffic group (including any breakdowns of any such forecasts or projections, whether by commodity classification, geographic region, line segment, or any other category) related in any way to traffic traversing all or part of the Tehachapis Line." See BNSF's First Set of Discovery Requests to Union Pacific, Request No. 32 (May 24, 2023). Union Pacific further objects to this Request as unduly burdensome, in that it would require Union Pacific to identify and then produce old forecast data, and as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, especially because Union Pacific has already produced more recent forecasts.

Document Request No. 66

Produce Documents and Communications related to any appraisals or valuations of intangible assets that UP has conducted or commissioned from 2019 to present.

UP Response

Union Pacific objects to this Request as impermissible under the Board's Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this phase of the case, each party may submit additional written discovery only in regard to the other party's opening statement and evidence. Union Pacific's opening statement and evidence did not address appraisals or valuations of intangible assets." Union Pacific further objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

EXHIBIT A

Procedural Schedule



Office of
Proceedings



DECISION ID NO.: 51970
DECIDED DATE: 12/5/2023
SERVED DATE: 12/5/2023
APPROVED: MacNeil

Director

BEFORE THE
SURFACE TRANSPORTATION BOARD

307581

ENTERED
Office of Proceedings
December 4, 2023
Part of
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FINANCE DOCKET NO. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

JOINT MOTION TO ADOPT PROPOSED PROCEDURAL SCHEDULE

BNSF Railway Company (“BNSF”) and Union Pacific Railroad Company (“Union Pacific”) (collectively, the “Parties”) hereby propose a procedural schedule to govern resolution of this proceeding.

On May 15, 2023, the Surface Transportation Board (“STB” or “Board”) ordered the Parties to engage in 30 days of Board-sponsored mediation following the close of the discovery period. *See Atchison, T. & S.F. Ry.—Operating Rts.—S. Pac. Transp. Co.*, FD 22218, slip op. at 4 (STB served May 15, 2023). If the Parties were unable to resolve the matter in its entirety through mediation, the Board ordered the Parties to meet and confer, and to jointly submit to the Board, seven days following the last day of the mediation period, a proposed procedural schedule for the resolution of any remaining issues. *Id.*

The parties held two mediation sessions and a number of conferences with the mediators. Additionally, the Board granted the Parties’ joint request to briefly continue mediation efforts to November 27, 2023. *See Atchison, T. & S.F. Ry.—Operating Rts.—S. Pac. Transp. Co.*, FD 22218 (STB served Nov. 14, 2023). Despite

best efforts, the Parties have not yet been able to reach an agreement on the matters pending in this proceeding. In accordance with the Board's May 15, 2023 order, the Parties jointly propose the following procedural schedule:

Event	Due Date
Simultaneous filing of opening statements and evidence (including expert reports)	May 3, 2024
Last day for submission of written discovery on opening statements and evidence	May 23, 2024
Last day for depositions of experts	June 17, 2024
Simultaneous filing of reply statements and evidence	July 17, 2024
Simultaneous filing of final briefs (no new evidence, 30-page limit inclusive of exhibits)	August 16, 2024

The Parties respectfully request that the Board adopt the jointly proposed procedural schedule.

Respectfully submitted,

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*Counsel for BNSF Railway
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Dated: December 4, 2023

CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of December, 2023, I have caused the foregoing Joint Motion to Adopt Proposed Procedural Schedule to be served electronically or by first-class mail, postage pre-paid, on all parties of record in this proceeding.

/s/ Onika K. Williams

Onika K. Williams

Attorney for BNSF Railway Company

EXHIBIT B

BNSF Third Set of Discovery Requests to UP (May 23, 2024)

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION COMPANY

**BNSF RAILWAY COMPANY'S
THIRD SET OF DISCOVERY REQUESTS TO UNION PACIFIC**

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, BNSF Railway Company (“BNSF”) hereby requests that Union Pacific Railroad Company (“UP”) respond to and produce documents responsive to the following discovery requests to the offices of Steptoe LLP, 1330 Connecticut Avenue NW, Washington, DC 20036, no later than June 7, 2024.

DEFINITIONS

1. The words “and” and “or” shall be construed conjunctively or disjunctively as necessary to make the request inclusive rather than exclusive.
2. “Any” shall be construed as “all” and vice versa, as necessary to bring within the scope of the Request all information that might otherwise be construed to be outside of its scope.
3. “BNSF Railway Company” or “BNSF” means BNSF Railway Company, and its predecessors and successors in interest, as well as the present and former directors, officers, employees, agents, managing agents, representatives, attorneys, predecessors, successors, parents, subsidiaries, affiliates, divisions, area offices, and regional offices of the foregoing companies; and all persons acting or purporting to act on their behalf.
4. “Communication” means any transmission or receipt of information by one or more persons or between two or more persons by means including but not limited to telephone conversations, letters, telegrams, teletypes, telexes, telecopies, electronic mail, text messages, instant messages, other computer linkups, written memoranda, and in-person conversations.

5. “Concerning” means relating to, referring to, describing, reflecting, evidencing, constituting, or comprising.

6. “Class I Railroad” means a carrier designated by the Surface Transportation Board as having an annual operating revenue of \$900 million or more after applying the railroad revenue deflator formula shown in Note A of 49 C.F.R. Part 1201. *See* 49 C.F.R. Part 1201; *see also Mont. Rail Link, Inc.—Pet. for Rulemaking—Classification of Carriers*, EP 763 (STB served Apr. 5, 2021).

7. “Document” has the broadest meaning permissible under 49 C.F.R. § 1114.30, including but not limited to electronically stored information and any writing, drawing, graph, chart, photograph, sound recording, image, and other data or data compilation stored in any medium from which information can be obtained, translated, if necessary, through detection devices into reasonably usable form.

8. “Including” means including without limitation.

9. “Interstate Commerce Commission” or “ICC” mean the predecessor agency for the Surface Transportation Board.

10. “Relating to” means mentioning, discussing, reflecting, containing, concerning, embodying, stating, dealing with, or making reference to or relating to in any way.

11. “STB” or “Board” mean the Surface Transportation Board.

12. “SSW Compensation” means the framework used by the Board and the ICC in prior trackage rights compensation cases, as first set forth in *St. Louis Sw. Ry.—Trackage Rts. Over Mo. Pac. R.R.—Kan. City to St. Louis*, 1 I.C.C.2d 776 (1984) and *St. Louis Sw. Ry.—Trackage Rts. Over Mo. Pac. R.R.—Kan. City to St. Louis*, 4 I.C.C.2d 668 (1987) (collectively, *SSW Compensation*).

13. “Tehachapis Line,” also referred to as “Kern Mojave Line” or “Line,” mean the 67.8-mile railroad line and all associated appurtenances between Kern Junction and Mojave, California owned by Union Pacific Railroad Company.

14. “Union Pacific Railroad Company” or “UP” means Union Pacific Railroad Company, and its predecessors and successors in interest, as well as the present and former directors, officers, employees, agents, managing agents, representatives, attorneys, predecessors, successors, parents, subsidiaries, affiliates, divisions, area offices, and regional offices of the foregoing companies; and all persons acting or purporting to act on their behalf.

15. The use of the singular shall be deemed to include the plural, as appropriate in context.

INSTRUCTIONS

1. If UP objects to any portion of any Discovery Request, they should identify the portion to which they object, state the basis for the objection, and respond to the remainder. If UP has objections, UP's counsel are requested to promptly confer with undersigned counsel for BNSF so that UP's objections can be promptly addressed and resolved.

2. If UP asserts a claim of privilege as to Documents sought in these Requests, UP should list, for each such Document, the Document's date, signatory or signatories, author(s), addressee(s), each other person who received a copy, the subject matter of the Document, its location and custodian, and the basis for the claim of privilege. Such information should be supplied in sufficient detail to permit BNSF to assess the applicability of the privilege claimed.

3. If any of the requested Documents was but is no longer in UP's possession or subject to their control, state what disposition was made of it and when, and explain the reasons for such disposition.

4. If a Document is provided in response to a Request, identify which Document(s) is (are) being provided to answer that Request, including any Bates numbers; if UP is asked to identify Documents, provide a brief description of the Documents, including any Bates numbers. If UP refers BNSF to the workpapers that they have already provided to respond to a Request, please identify the Bates number(s) of the workpaper(s) responsive to the Request.

5. Each Discovery Request should be responded to upon UP's entire knowledge from all sources and all information and Documents in UP's possession or otherwise available to UP, including information from agents, representatives, consultants, or attorneys, and information that is known to each of them.

6. Where a Discovery Request calls for information with respect to "each" one of a particular type of matter, event, Person, or entity, of which there is more than one, separately list, set forth or identify for each thereof all of the information called for in the Request.

7. The term "Identify":

- a. When used in reference to an individual shall require a statement of the individual's full name; present and/or last known position, employment, job title and/or business affiliation;

present and/or last known business address and telephone number; and present and/or last known residential address and telephone number.

- b. When used in reference to businesses or corporations shall mean to state the business or corporation's legal name, the names under which it does business, its form (proprietorship, corporation, partnership, association or business trust, etc.), the date and place of its inception and/or incorporation, identification of its principal proprietors, partners and/or officers, its present and/or last known address, its principal place of business and its relationship, in any, to each of you.
- c. When used with references to Documents shall require a statement of the date thereof, the type of Document, the author or speaker, and if different, the signer or signers, the addressee, the substance thereof, their present or last known location or custodian, and all other means of identifying them. If any such Document was, but is no longer in your possession or subject to your control, state the deposition that was made of it, the reason for such deposition, and your corporation policy, practice or procedure of Document destruction or retention.
- d. When used with reference to any communication, meeting, act, occurrence, statement or conduct (hereinafter collectively "act") requires you to:
 - i. Describe the substance of the event or events constituting such an act;
 - ii. Identify each and every person participating in such act;
 - iii. Identify all other persons present when such act occurred;
 - iv. State whether any minutes, notes, memoranda, accounts, statement, agreements, Documents or any other record relating to the act was made;
 - v. State whether such record now exists; and
 - vi. Identify the person presently having possession, custody or control of such record.

8. In no event should UP fail to respond to a Request, or leave a response blank. If the answer to the Request is, for example, "none," "unknown," or "not applicable," such statement should be made as the answer.

9. These Requests are deemed continuing, and it is requested that supplemental responses and production be provided as additional information or Documents become available.

10. Unless otherwise provided, there is no time period limitation on these Discovery Requests.

INTERROGATORIES

60. Identify any trackage rights agreements in effect between January 1, 2010 and the present between UP and any other carrier where UP proposed that the parties to such trackage rights agreements determine compensation by using the “Capitalized Earnings” methodology (or any aspect of such methodology) that UP has proposed the Board use in this proceeding. *See* UP Opening Statement & Evidence, Mathur V.S. at Sec. V. (May 3, 2024). Identify and describe each proposal, including the party to which UP made the proposal, the UP personnel involved in or with knowledge of such proposal, and whether such proposal resulted in an executed trackage rights agreement.

61. Describe how to interpret the meaning of each unique value in the field “VNTG_ID” in UP-MK-001911-HC.xlsx.

REQUESTS FOR PRODUCTION

62. Produce all Documents and Communications relating to any proposal identified in Request No. 60, including any trackage rights agreements, amendments, renewals, restatements, and supplements.

63. Produce all trackage rights agreements and amendments, renewals, restatements, supplements, thereto that UP has entered into with any Class I railroad, other than BNSF, that are currently in effect.

64. Produce Documents sufficient to show the current compensation rate for any trackage rights agreements, and amendments, renewals, produced in response to Request 63.

65. Produce traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line in an equivalent format to the traffic forecast data for the 2019 to 2026 period contained in UP-MK-001911-HC.xlsx.

66. Produce Documents and Communications related to any appraisals or valuations of intangible assets that UP has conducted or commissioned from 2019 to present.

67. Produce all documents UP relied on in preparing answers to Interrogatories 60-61.

Respectfully submitted,

/s/ Peter W. Denton

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Counsel for BNSF Railway Company

Dated: May 23, 2024

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of May, 2024, I have caused the foregoing *BNSF Railway Company's Third Set of Discovery Requests to Union Pacific* to be served electronically or by first-class mail, postage pre-paid, on all parties of record in this proceeding.

/s/ Onika K. Williams

Onika K. Williams

Attorney for BNSF Railway Company

EXHIBIT C

**UP Responses and Objections to BNSF's Third Set of Discovery Requests
(June 7, 2024)**

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

**RESPONSES AND OBJECTIONS
TO BNSF'S THIRD SET OF DISCOVERY REQUESTS**

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June 7, 2024

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

**RESPONSES AND OBJECTIONS
TO BNSF'S THIRD SET OF DISCOVERY REQUESTS**

Union Pacific Railroad Company responds to the Third Set of Discovery Requests to Union Pacific of BNSF Railway Company (BNSF) served on May 23, 2024, as follows:

GENERAL RESPONSES

The following General Responses apply to each of BNSF's requests:

1. Union Pacific is conducting a reasonable search for information and documents responsive to requests. Subject to the specific and general objections that follow, responsive documents will be produced on a rolling basis.
2. Production of information or documents does not necessarily imply that the information or documents are relevant to or admissible in this proceeding and is not to be construed as waiving any objection stated herein.
3. Union Pacific's responses and productions of documents and information will be limited to information and data regarding lines that it owns and trains that it operates, unless specifically stated otherwise.

GENERAL OBJECTIONS

The following General Objections are made with respect to all of the discovery requests. Any additional specific objections are stated at the beginning of the response to each request for admission, interrogatory, or document request.

1. Union Pacific objects to the production of, and is not producing, documents or information subject to the attorney-client privilege, work-product doctrine, joint defense privilege, or any other applicable privilege or protection. Any production or disclosure of such information is inadvertent and should not be construed as a waiver. Union Pacific reserves all rights under applicable law, including the Protective Order in this case, to demand or require the return of all copies thereof and non-use by BNSF or by any other person or entity in this or any other proceeding.

2. Union Pacific objects to the production of, and is not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

3. Union Pacific objects to the production of documents that constitute or disclose confidential or proprietary or sensitive nonpublic information. Subject to and without waiving this objection, Union Pacific will produce such information, if not otherwise objectionable, designated “Confidential” or “Highly Confidential,” subject to the terms of the Protective Order in this case. Union Pacific reserves the right to seek additional protection as needed.

4. Union Pacific objects to the production of documents that is sensitive security information (SSI), classified or otherwise prohibited from disclosure, or documents whose public release could jeopardize the safety of the public and/or Union

Pacific employees. Subject to and without waiving this objection, Union Pacific will only produce SSI information to the extent authorized by law and in the manner authorized by law, including the procedures set forth in FRA SSI Order 2011-06-FRA-01 (July 29, 2011) and the terms of the Protective Order in this case.

5. Union Pacific objects to the production of, and in general is not producing, public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board (the Board), the Securities and Exchange Commission (SEC), or in the Interstate Commerce Commission Archives, or clippings from newspapers or other public media. Any production by Union Pacific of documents in this category shall not be considered a waiver of this objection.

6. Union Pacific objects to the production of, and in general is not producing, information or documents that are readily obtainable by BNSF from its own files or publicly available sources. Any production by Union Pacific of information or documents in this category shall not be considered a waiver of this objection.

7. Union Pacific objects to BNSF's demand that copies of any responsive documents be delivered to the offices of BNSF's counsel. Union Pacific reserves its right to designate requests for which it will make documents available for inspection rather than delivering copies.

8. Union Pacific objects on grounds of burden to the production of, and in general is not producing, documents or information created after May 24, 2023. Where Union Pacific agrees to produce documents or information "to present," Union Pacific will produce documents or information created before May 24, 2023. Any production

by Union Pacific of documents or information created after May 24, 2023, shall not be considered a waiver of this objection.

9. Union Pacific objects to BNSF's discovery requests to the extent they call for the preparation of compilations, documents, summaries, analyses, or other special studies of any sort not already in existence, and Union Pacific by its responses does not, unless otherwise noted, undertake to prepare or produce any special studies. Any production by Union Pacific of information or documents in this category shall not be considered a waiver of this objection.

10 Union Pacific objects to Instruction Nos. 2, 3, 4, 5, and 9 as unduly burdensome and to the extent they seek to impose obligations on Union Pacific beyond, in addition to, or inconsistent with Union Pacific's discovery obligations under 49 C.F.R. Part 1114.12.

11. Union Pacific objects to Instruction No. 7 regarding the term "Identify," to the extent it seeks to impose obligations or requirements beyond, in addition to, or inconsistent with Union Pacific's discovery obligations under 49 C.F.R. Part 1114.

12. Union Pacific's responses and objections are based upon information presently known to it. Union Pacific reserves the right to rely upon facts, documents, or other evidence that it may develop or that may subsequently come to its attention; to assert additional objections; and to supplement or amend these responses at any time as this proceeding continues.

RESPONSES

Request No. 60

Identify any trackage rights agreements in effect between January 1, 2010 and the present between UP and any other carrier where UP proposed that the parties to such

trackage rights agreements determine compensation by using the “Capitalized Earnings” methodology (or any aspect of such methodology) that UP has proposed the Board use in this proceeding. *See* UP Opening Statement & Evidence, Mathur V.S. at Sec. V. (May 3, 2024). Identify and describe each proposal, including the party to which UP made the proposal, the UP personnel involved in or with knowledge of such proposal, and whether such proposal resulted in an executed trackage rights agreement.

Union Pacific Response:

No such agreements are in effect.

Request No. 61

Describe how to interpret the meaning of each unique value in the field “VNTG_ID” in UP-MK-001911-HC.xlsx.

Union Pacific Response:

Union Pacific will produce documents sufficient to describe how to interpret the meaning of each unique value in the field “VNTG_ID” in UP-MK-001911-HC.xlsx.

Request No. 62

Produce all Documents and Communications relating to any proposal identified in Request No. 60, including any trackage rights agreements, amendments, renewals, restatements, and supplements.

Union Pacific Response:

See Union Pacific’s response to Request No. 60.

Request No. 63

Produce all trackage rights agreements and amendments, renewals, restatements, supplements, thereto that UP has entered into with any Class I railroad, other than BNSF, that are currently in effect.

Union Pacific Response:

Union Pacific objects to this Request as impermissible under the Board’s Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this phase of the case, each party may submit additional written discovery only in regard to the other party’s opening statement and evidence. Union Pacific’s opening statement

and evidence did not address “trackage rights agreements and amendments, renewals, restatements, supplements, thereto that UP has entered into with any Class I railroad, other than BNSF.” BNSF is improperly seeking to expand on a prior request from the general discovery phase of this case, in which it asked Union Pacific to “Produce all Trackage Rights Agreements and amendments, renewals, restatements, supplements, etc. thereto that UP has entered into since January 1, 2018.” *See* BNSF’s Second Set of Discovery Requests to Union Pacific, Request No. 59 (June 28, 2023). Union Pacific further objects to this Request as unduly burdensome, in that it would require Union Pacific to identify and then produce “all” trackage rights agreements with Class I railroads other than BNSF that are currently in effect, and as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Request No. 64

Produce Documents sufficient to show the current compensation rate for any trackage rights agreements, and amendments, renewals, produced in response to Request 63.

Union Pacific Response:

See Union Pacific’s response to Request No. 63.

Request No. 65

Produce traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line in an equivalent format to the traffic forecast data for the 2019 to 2026 period contained in UP-MK-001911-HC.xlsx.

Union Pacific Response:

Union Pacific objects to this Request as impermissible under the Board’s Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this

phase of the case, each party may submit additional written discovery only in regard to the other party's opening statement and evidence. Union Pacific's opening statement and evidence did not address "traffic forecast data for the period between 2013 to 2018 for the Tehachapis Line." BNSF is improperly seeking to expand on a prior request from the general discovery phase of this case, in which it asked Union Pacific to "Produce all forecasts and projections and all Documents related to such forecasts or projections prepared by or for UP from 2019 through the present, or in UP's possession, of future traffic volumes and/or revenues for freight traffic by traffic group (including any breakdowns of any such forecasts or projections, whether by commodity classification, geographic region, line segment, or any other category) related in any way to traffic traversing all or part of the Tehachapis Line." *See* BNSF's First Set of Discovery Requests to Union Pacific, Request No. 32 (May 24, 2023). Union Pacific further objects to this Request as unduly burdensome, in that it would require Union Pacific to identify and then produce old forecast data, and as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, especially because Union Pacific has already produced more recent forecasts.

Request No. 66

Produce Documents and Communications related to any appraisals or valuations of intangible assets that UP has conducted or commissioned from 2019 to present.

Union Pacific Response:

Union Pacific objects to this Request as impermissible under the Board's Procedural Schedule, served December 5, 2023. Under the Procedural Schedule, at this phase of the case, each party may submit additional written discovery only in regard to the other party's opening statement and evidence. Union Pacific's opening statement

and evidence did not address appraisals or valuations of intangible assets.” Union Pacific further objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Request No. 67

Produce all documents UP relied on in preparing answers to Interrogatories 60-61.

Union Pacific Response:

See Union Pacific’s responses to Request Nos. 60-61.

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Attorneys for Union Pacific Railroad Company

June 7, 2024

CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of June, 2024, I caused a copy of the foregoing document to be served by email counsel for BNSF Railway Company and on Administrative Law Judge Thomas McCarthy.

/s/ Michael L. Rosenthal

EXHIBIT D

**UP Responses and Objections to BNSF's Second Set of Discovery Requests,
Request No. 59 (July 13, 2023)**

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

**RESPONSES AND OBJECTIONS
TO BNSF'S SECOND SET OF DISCOVERY REQUESTS**

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July 13, 2023

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 22218

ATCHISON, TOPEKA & SANTA FE RAILWAY COMPANY
—OPERATING RIGHTS—
SOUTHERN PACIFIC TRANSPORTATION CO.

**RESPONSES AND OBJECTIONS
TO BNSF'S FIRST SET OF DISCOVERY REQUESTS**

Union Pacific Railroad Company responds to the Second Set of Discovery Requests to Union Pacific of BNSF Railway Company (BNSF) served on June 28, 2023, as follows:

GENERAL RESPONSES

The following General Responses apply to each of BNSF's requests:

1. Union Pacific is conducting a reasonable search for information and documents responsive to requests. Subject to the specific and general objections that follow, responsive documents will be produced on a rolling basis.
2. Production of information or documents does not necessarily imply that the information or documents are relevant to or admissible in this proceeding and is not to be construed as waiving any objection stated herein.
3. Union Pacific's responses and productions of documents and information will be limited to information and data regarding lines that it owns and trains that it operates, unless specifically stated otherwise.

GENERAL OBJECTIONS

The following General Objections are made with respect to all of the discovery requests. Any additional specific objections are stated at the beginning of the response to each request for admission, interrogatory, or document request.

1. Union Pacific objects to the production of, and is not producing, documents or information subject to the attorney-client privilege, work-product doctrine, joint defense privilege, or any other applicable privilege or protection. Any production or disclosure of such information is inadvertent and should not be construed as a waiver. Union Pacific reserves all rights under applicable law, including the Protective Order in this case, to demand or require the return of all copies thereof and non-use by BNSF or by any other person or entity in this or any other proceeding.

2. Union Pacific objects to the production of, and is not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

3. Union Pacific objects to the production of documents that constitute or disclose confidential or proprietary or sensitive nonpublic information. Subject to and without waiving this objection, Union Pacific will produce such information, if not otherwise objectionable, designated “Confidential” or “Highly Confidential,” subject to the terms of the Protective Order in this case. Union Pacific reserves the right to seek additional protection as needed.

4. Union Pacific objects to the production of documents that is sensitive security information (SSI), classified or otherwise prohibited from disclosure, or documents whose public release could jeopardize the safety of the public and/or Union

Pacific employees. Subject to and without waiving this objection, Union Pacific will only produce SSI information to the extent authorized by law and in the manner authorized by law, including the procedures set forth in FRA SSI Order 2011-06-FRA-01 (July 29, 2011) and the terms of the Protective Order in this case.

5. Union Pacific objects to the production of, and in general is not producing, public documents that are readily available, including but not limited to documents on public file at the Surface Transportation Board (the Board), the Securities and Exchange Commission (SEC), or in the Interstate Commerce Commission Archives, or clippings from newspapers or other public media. Any production by Union Pacific of documents in this category shall not be considered a waiver of this objection.

6. Union Pacific objects to the production of, and in general is not producing, information or documents that are readily obtainable by BNSF from its own files or publicly available sources. Any production by Union Pacific of information or documents in this category shall not be considered a waiver of this objection.

7. Union Pacific objects to BNSF's demand that copies of any responsive documents be delivered to the offices of BNSF's counsel. Union Pacific reserves its right to designate requests for which it will make documents available for inspection rather than delivering copies.

8. Union Pacific objects on grounds of burden to the production of, and in general is not producing, documents or information created after May 24, 2023. Where Union Pacific agrees to produce documents or information "to present," Union Pacific will produce documents or information created before May 24, 2023. Any production

by Union Pacific of documents or information created after May 24, 2023, shall not be considered a waiver of this objection.

9. Union Pacific objects to BNSF's discovery requests to the extent they call for the preparation of compilations, documents, summaries, analyses, or other special studies of any sort not already in existence, and Union Pacific by its responses does not, unless otherwise noted, undertake to prepare or produce any special studies. Any production by Union Pacific of information or documents in this category shall not be considered a waiver of this objection.

10 Union Pacific objects to Instruction Nos. 2, 3, 4, 5, and 9 as unduly burdensome and to the extent they seek to impose obligations on Union Pacific beyond, in addition to, or inconsistent with Union Pacific's discovery obligations under 49 C.F.R. Part 1114.12.

11. Union Pacific objects to Instruction No. 7 regarding the term "Identify," to the extent it seeks to impose obligations or requirements beyond, in addition to, or inconsistent with Union Pacific's discovery obligations under 49 C.F.R. Part 1114.

12. Union Pacific's responses and objections are based upon information presently known to it. Union Pacific reserves the right to rely upon facts, documents, or other evidence that it may develop or that may subsequently come to its attention; to assert additional objections; and to supplement or amend these responses at any time as this proceeding continues.

RESPONSES

Request No. 54

Admit that, but for the tunnel clearance improvement projects that occurred at or around 1994 as referenced in the parties' Joint Stipulation Agreement, double-stack intermodal service would not be possible on the Tehachapis Line.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Union Pacific admits that certain tunnel clearance improvements that occurred at or around 1994 were required at that time to accommodate double-stack intermodal service on the Tehachapis Line.

Request No. 55

Describe any and all alternative routes for double-stack intermodal traffic that traverses the Tehachapis Line that UP has used or may consider using in the future. State the basis for UP's description and identify all Documents and Communications relating to that description.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Union Pacific also objects to this Request as vague insofar as it seeks information regarding routes "UP has used or may consider using in the future."

Subject to and without waiving its objections, Union Pacific will produce documents sufficient to show alternative Union Pacific routes for double-stack intermodal traffic that traverses the Tehachapis Line.

Request No. 56

To the extent not covered in Discovery Request No. 50, please produce documents sufficient to show how interest rental payments under the 1967 ICC Order were calculated, including, but not limited to, information on the usage share, the valuation base, and the interest rental rate, from 1993 to present.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence and as requesting information that would require preparation of a special study.

Subject to and without waiving its objections, Union Pacific states that it has performed a reasonable search and has not identified any documents responsive to this Request.

Request No. 57

Produce all Documents and Communications related to UP's decision to terminate the Joint Stipulation Agreement.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Union Pacific states that it has performed a reasonable search and has not identified any non-privileged documents responsive to this Request.

Request No. 58

Produce Documents sufficient to show operating timetables and track charts for all tracks on the Tehachapis Line in effect as of December 31, 1994.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Union Pacific states that it has performed a reasonable search and has not located any documents responsive to this Request.

Request No. 59

Produce all Trackage Rights Agreements and amendments, renewals, restatements, supplements, etc. thereto that UP has entered into since January 1, 2018.

Union Pacific Response:

Union Pacific objects to this Request as requesting information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

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Attorneys for Union Pacific Railroad Company

July 13, 2023

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of July, 2023, I caused a copy of the foregoing document to be served by email counsel for BNSF Railway Company and on Administrative Law Judge Thomas McCarthy.

/s/ Michael L. Rosenthal

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of June, 2024, I have caused the foregoing BNSF Railway Company's First Motion to Compel to be served electronically or by first-class mail, postage pre-paid, on all parties of record in this proceeding.

/s/ Onika K. Williams

Onika K. Williams
Attorney for BNSF Railway Company