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Danielle Gosselin
Director
Office of Environmental Analysis
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Re: Docket No. FD 36873, Response to Information Request No. 2

Dear Ms. Gosselin:

I am writing on behalf of Union Pacific Railroad Company (UP) to further respond to the Office of Environmental Analysis's (OEA) Information Request No. 2. The substantive answers to OEA's requests are included in the accompanying Master Segment data tables for all segments assessed in response to this data request. The respondents are submitting both PDF and Excel versions of the Master Segment Tables (Master Segment Tables for Req2 Items (Amend1).xlsx). This letter supplements those tables by explaining how they were prepared.

UP developed this data package in cooperation with its co-applicant, Norfolk Southern Corporation and Norfolk Southern Railway Company (NS).

In order to isolate the impact of transaction-related growth as compared to organic growth over five years, the respondents are amending their Response to Information Request No. 2 for both Items A and B to include additional data columns and updated calculations. For clarity, the methodology for each data column, representing traffic volumes in the tables, is described below:

- **Baseline [Annual mGTMs or Trains per Day]**¹ – pre-merger operating traffic of a combined UP/NS network, which does not include any effects of a merger transaction.
- **5 Years Organic Growth [Annual mGTMs or Trains per Day]**¹ – projected organic growth compounded annually for five-years on the baseline traffic using organic growth rates based on long-term standalone revenue growth assumptions for volume by each railroad. Passenger train operations were excluded from organic

¹ For tables A3, A4, and F the applicable volume measures are Carloads per Day, Trucks per Day, and Carloads per day, respectively.

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growth calculations (see Note 6 in data tables). The only passenger train per day growth included relates to NS agreements that predate this transaction (see Note 4 in data tables).

- **Year 5 [Annual mGTMs or Trains per Day]¹ No Transaction** – projected traffic five years after baseline year assuming no transaction (Baseline Annual Traffic + 5 Years Organic Growth Traffic).
- **Transaction Growth [Annual mGTMs or Trains per Day]¹** – reflects incremental traffic increases respondents expect will occur as outlined in the application’s Operating Plan, post-transaction.
- **Year 5 [Annual mGTMs or Trains per Day]¹ with Transaction** – reflects fully integrated UP/NS network operations five-years post-transaction (Baseline Traffic + 5 Years Organic Growth Traffic + Transaction Growth Traffic).
- **% Transaction [Annual mGTMs or Trains per Day]¹ Change** (when applicable) – percentage of traffic change due to transaction as reflected in fully integrated UP/NS network (Transaction Growth Traffic / [Baseline Traffic + 5 Years Organic Growth Traffic]).

Map books for items submitted in response to A1, A2, A3, A4, F, G1 and G2 as part of Response to Requests for Information No. 1 and No. 2 will be submitted at a later date and will reflect any changes made in the data tables accompanying this submission.

A. REQUEST: Provide the increases in trains per day and annual gross ton miles from organic growth for each rail segment and rail yard submitted in Items A1, A2, and A3 as part of Response to Information Request No. 1.

A. RESPONSE: UP and NS are providing amended supplemental data in response to Requests for Information No. 1 and No. 2. While Request for Information No. 2 did not specifically ask for organic growth increases related to Item A4 (Intermodal and Auto Ramp Facilities) from Response to Information Request No. 1, the respondents have included the same updated data as is included for Items A1, A2, and A3. Changes to the data tables from previous submittals are described below.

Table “A1 & A2” Changes:

- Two segments within attainment areas no longer meet the A1 criteria for transaction-related traffic increases (see Note 7 in data tables).
- 11 segments no longer meet the A1 criteria for transaction-related traffic increases but are within or partially within nonattainment, maintenance, or Class 1 areas but still meet the A2 criteria (see Note 8 in data tables).
- 19 segments no longer meet the A2 criteria for transaction-related traffic increases (see Note 9 in data tables).
- 36 segments had milepost(s) (including prefix and suffix, if applicable) updated to more precisely reflect segment start and/or end point(s) (see Note 10 in data tables).
- Descriptions of passenger train operations for segments with a value of “YES” in the “Current Passenger TPD” column (see Notes 14 through 47 in data tables).

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Table “A3” Changes:

- Five manifest railyards no longer meet A3 criteria for nonattainment, maintenance, or Class 1 areas due to transaction-related traffic increases (see Note 11 in data tables).
- Two additional manifest railyards were identified as meeting OEA criteria for nonattainment, maintenance, or Class 1 areas (see Note 13 in data tables).

Table “A4” Changes:

- Two Auto Ramp facilities no longer meet OEA’s A4 criteria for transaction-related traffic increases (see Note 12 in data tables).

B. REQUEST: Provide the increases in hazardous material carloads for organic growth for each rail segment submitted in Item F as part of Response to Information Request No. 1.

B. RESPONSE: UP and NS are providing amended supplemental data to Requests for Information No. 1 and No. 2. There are no changes in the total count of segments which meet OEA’s criteria for transaction-related traffic increases.

Table “F” Changes:

- 18 segments no longer meeting A1 or A2 criteria also had Hazmat Carloads and the cross-reference value in column “Either A1 or A2 Flag” has been updated to NO (see Notes 7 and 9 in data tables).

Please do not hesitate to contact me if you have any questions.

Sincerely,



Thomas Brugato