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ENTERED
Office of Chief Counsel
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Part of
Public Record

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May 15, 2026

Hon. Jenifer J. Soulikias
Administrative Law Judge
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

BNSF-28

Re: STB Docket No. FD 36873 – BNSF’s Second Motion to Compel

Dear Judge Soulikias:

UP and NS have declined to produce key categories of documents that are relevant to the Board’s public interest analysis, particularly on competition, pricing, and service issues. UP and NS want to focus on crafted advocacy—statements they carefully vetted in the amended application and their securities filings—rather than turn over the internal documents that show their candid, real-time assessments and unvarnished views. The Board, however, has already rejected the Applicants’ approach. The Board recognized these “ordinary course” documents “may be more probative than party advocacy, expert analysis, and self-serving statements provided to support a merger application.” Decision No. 13 at 6 (internal quotation omitted). And as Your Honor noted this week, “the standard of ‘reasonably calculated to lead to the discoverable evidence’ does not look only at Applicants’ filing.” Decision No. 20 at 3. Accordingly, UP and NS should be ordered to produce the requested ordinary course materials that BNSF seeks below.¹

BNSF focuses here on four categories of materials that are among the most critical and time sensitive to developing a full record. BNSF has been asking for these materials since December. BNSF seeks documents and communications concerning the Committed Gateway Pricing program (“CGP”) (BNSF Set 2 at Nos. 1, 2, 8); integration planning and risks to the integration (BNSF Set 2 at Nos. 34 and 36); pricing strategy pre- and post-merger (BNSF Set 2 at Nos. 28, 55, 56, and 59); and internal modeling of synergies and efficiencies (BNSF Set 2 at Nos.

¹ The parties have proposed expedited letter briefing for discovery disputes. See UP-48/NS-46 at App. A. § F.1.a-c.; see also BNSF-25 at 7. Under that proposal, UP and NS would have three business days to respond to this letter brief. UP and NS proposed three pages for letter briefs; BNSF and others proposed five pages. BNSF has no objection to UP and NS using five pages to respond to this letter brief.

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5, 6, and 35).² These materials will aid the development of a full record and assist the Board in its merits evaluation.

LEGAL STANDARD

STB “regulations provide for broad discovery.” *See* Decision No. 20 (STB served May 12, 2026) at 3. Parties may obtain discovery “regarding any matter, not privileged, which is relevant to the subject matter involved in a proceeding.” 49 C.F.R. § 1114.21(a)(1). “[T]he scope of discoverable evidence in a major merger includes the potential benefits and harms of the proposed transaction.” *See* Decision No. 20 at 4. “[T]he Major Merger Rules require a fully developed record for the Board’s consideration.” *Id.* at 5. When assessing the proposed transaction, the Board will determine whether “the transaction is consistent with the public interest.” *See* 49 U.S.C. § 11324(c). A Class I merger “serve[s] the public interest only when substantial and demonstrable gains in important public benefits ... outweigh anticompetitive effects, service disruptions, or other merger-related harms.” 49 C.F.R. § 1180.1(c). The Board specifically considers, among other things, whether the transaction will cause “reduction of competition,” “harm to essential services,” “transitional service problems,” and whether it will “enhance competition.” *Id.* § 1180.1(c)(2)(i)-(iv).

ARGUMENT

I. BNSF’s requests are relevant to Board’s assessment under the Major Merger Rules.

BNSF’s four requests tie directly to key claims that UP and NS make in their application and the questions the Board must ask under the Major Merger Rules.

First, BNSF seeks documents concerning CGP because UP and NS frame this program as their main “pro-competitive” offering. *See* Am. App. Vol. 1 at 231 ¶ 48. Understanding how Applicants developed and landed on CGP in its proposed form—and what alternatives were considered and why UP and NS rejected those alternatives—is relevant to assessing whether the program is actually “pro-competitive” or enhances competition. These documents bear directly on the Board’s analysis of the competitive effects of the transaction and the effectiveness of Applicants’ proposed conditions. *See* 49 C.F.R. § 1180.1(c)(1); *id.* § 1180.1(c)(2)(iv).

Second, UP and NS claim their combination “will be the most thoroughly planned and carefully executed railroad merger in history,” Am. App. Vol. 1 at 237 ¶ 65, that there will be “no

² The parties met and conferred about these requests and others, including on March 4 and/or March 11. On April 10, BNSF sent an email to Applicants that raised these categories and asked whether this information would be produced. Ex. 1 (April 10, 2026 Email from M. Thompson to K. Kelly). UP and NS did not respond. Applicants’ written objections to the cited requests are attached as Ex. 2 and Ex. 3, respectively.

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transitional service disruptions,” Am. App. Vol. 1 at 237, and that they “meet[] weekly to progress . . . integration planning.” Am. App. Vol. 1 at 616 ¶ 15. Given the history of service issues in rail mergers, these claims must be tested. BNSF expects there will be meeting minutes and materials—including risk assessments—generated for the weekly meetings. This information will help everyone understand the integration risks that UP and NS have identified (for example: where, when, and why service issues will arise) and how UP and NS propose to mitigate them. All these documents bear directly on the Board’s evaluation of transitional service problems. *See* 49 C.F.R. § 1180.1(c)(2)(iii).

Third, a core thesis of the merger is that a combined UP and NS will purportedly realize synergies and efficiencies. BNSF seeks information about UP’s and NS’s strategies and modeling regarding synergies and efficiencies—to understand, for example, how UP and NS have assessed the risks to realizing those synergies and whether and to what extent they intend to pass through any such savings to customers. Internal modeling of synergies and efficiencies bears directly on the Board’s competition and service analysis. In addition, UP and NS claim their synergies projections are based on the merger’s benefits and the enhancements they are offering. Union Pac. Corp., Current Report (Form 8-K) Ex. 99.2 at 8 (Dec. 19, 2025) (“[W]e now do not believe significant concessions are needed, given . . . the enhancements that we are offering.”). These are relevant to the Board’s analysis under 49 C.F.R. § 1180.1(c)(2)(iv) (“[A]pplicants should explain how . . . conditions they propose would enhance competition.”).³

Fourth, BNSF seeks information about contracts with volume-based pricing, use of any bundling practices, internal pricing formulas, and interline arrangements. This is relevant to, among other things, evaluate Dr. Mark Israel’s claims that a “large fraction” of rail shipments move under “non-linear contracts,” with terms conditioned on volume and which, in his view, insulate shippers from harm or deliver the merger’s benefits. Am. App. Vol. 2 at 193 ¶¶ 20-21. Documents concerning interline arrangements will test Dr. Israel’s claims that interline inefficiencies cannot be contracted away without a merger. *Id.* at 226-27 ¶¶ 95, 97. The requested documents show how UP will (or not) extract more concessions from customers shipping to both facilities closed on NS and facilities closed on UP; show how pricing arrangements preserve competition (or not); whether the claimed benefits can be achieved without a merger (or not); and how UP will (or not) favor shipments within its expanded system and how that will affect existing interline services and geographic competition. The Board will also need to understand what pricing strategies UP and NS anticipate implementing post-merger—a critical issue for the shipper community. These materials are relevant. *See* 49 C.F.R. §§ 1180.1(a); 1180.1(c)(1).

³ Also relevant would be internal UP discussions about their projected truck-to-intermodal diversions; that is one of their main claims about merger benefits. Ordinary course documents will show, for example, whether UP personnel have expressed any concerns or doubts about the reported truck-to-intermodal diversions.

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II. BNSF's requests are proportional to the needs of this proceeding.

This discovery is proportional. The information will help the Board answer key questions under the Major Merger Rules, and the materiality of this information greatly outweighs any purported burden concerns from UP and NS. *See, e.g.,* Decision No. 20 at 4 (rejecting burden concerns from UP and NS about the production of an entire year's worth of traffic data).

The Board's rules balance the burden against the likely value of the information sought. 49 C.F.R. 1114.21(c); *see Omaha Public Power District v. Union Pac. R.R.*, NOR 42173 (STB served Oct. 3, 2022). Likewise, courts weigh six factors in assessing proportionality: "(1) the importance of the issues at stake in this action; (2) the amount in controversy; (3) the parties' relative access to relevant information; (4) the parties' resources; (5) the importance of the discovery in resolving the issues; and (6) whether the burden or expense of the proposed discovery outweighs its likely benefit." *See Oxbow Carbon & Mins. LLC v. Union Pac. R.R. Co.*, 322 F.R.D. 1, 6 (D.D.C. 2017). Each factor weighs in favor of BNSF:

1. BNSF is seeking information about the transaction's competitive effects and the effectiveness of the conditions that Applicants propose. *Supra* at 2-3. The requested documents go to the heart of this proceeding: competition, pricing, and the quality of service that rail provides to shippers. *See* 49 C.F.R. § 1180.1(c)(1) (competitive improvements "will be given substantial weight" in Board's public interest analysis).
2. The amount in controversy is material. UP and NS are proposing a transaction valued at \$85 billion. And when they signed the merger agreement in July 2025, it was the largest merger in the world regardless of industry in the prior three years. *See also* Decision No. 13 at 5 (noting merger's "size and significance for the rail [] system").
3. The information sought is not contained in the amended application, or any of the supporting papers. The materials that BNSF seeks are internal to UP and NS, and Applicants are the only parties able to provide them.
4. There is no question that UP and NS have the resources available to search for the requested information.
5. The discovery is important to a merits assessment of the application. Recent Board decisions have rejected UP's and NS's "application-centric" approach to discovery. The Board recognized these "ordinary course" documents "may be more probative than party advocacy, expert analysis, and self-serving statements provided to support a merger application." Decision No. 13 at 6 (internal quotation omitted).

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6. Finally, Your Honor should reject UP's and NS's boilerplate burden objections. The party opposing discovery on burden grounds must specifically identify that burden. *See, e.g., Peskoff v. Faber*, 2006 WL 1933483, at *2 (D.D.C. July 11, 2006) (“[T]he party opposing discovery based on burden must ‘make a specific showing . . . as to why the production sought would be unreasonably burdensome.’”). Neither UP nor NS has identified any specific burden associated with any of the at-issue requests. And even if there were a burden, it is outweighed by the benefit of the information sought. The Major Merger Rules contemplated that gathering this information *would* involve burden; that is a reality of the Major Merger Rules’ “more skeptical, ‘show me’ attitude toward claims of merger benefits and towards claims that no transitional service problems would occur.” *See Major Rail Consol. Procedures*, 5 S.T.B. 539, 2001 WL 648944, at *5.

CONCLUSION AND REQUESTS FOR RELIEF

BNSF's requests are relevant and proportional to the review of a transaction that UP and NS say will “shape the next hundred years of American railroading.” Am. App. Vol. 1 at 369 ¶ 207. The Board should order the prompt production of:

- Documents and communications concerning CGP and any alternatives considered.
- Internal documents and communications regarding integration planning and the risks that UP and NS have identified to the integration.
- Documents and communications concerning UP's and NS' pricing strategies pre- and post-merger, including the use of any bundling practices (such as negotiations involving more than one route, location, or service), volume-based pricing practices, and any internal pricing formulas, modeling, and projections.
- Internal modeling of projected merger synergies and efficiencies.

/s/ Daniel T. Donovan

Daniel T. Donovan, P.C.

cc: Counsel of Record

EXHIBIT 1

From: [Thompson, McClain](#)
To: [Kelly, Kevin](#); [Rosenthal, Michael](#); [Atkins, Raymond](#); [Mahan, Carrie](#); [Warren, Matthew J.](#); [Laudone, Stephen S.](#); ddamitio@cov.com
Cc: [Donovan, Daniel T.](#); [McCarrick, T.J.](#); [Cunningham, Rich](#); *pdenton@steptoe.com; *tstrafford@steptoe.com
Subject: STB Docket No. FD 36873
Date: Friday, April 10, 2026 4:29:00 PM

Kevin, Matt –

We write for BNSF regarding certain of our discovery requests. The requests below have been pending for months, and there has been no meaningful movement from UP and NS on them. Unless we find an agreeable path forward, BNSF is prepared to seek orders compelling searches and productions for each. We prefer to resolve these issues consensually, so please let us know what UP and NS are willing to search and produce with respect to each of the following categories.

- 1. Summaries or Compilations or Survey Results of Customer Feedback about Merger** (BNSF Set 1 No. 7; Set 2 No. 34, 42). These materials are relevant to UP's primary deal thesis: that customers want this merger. We are entitled to test that by identifying what UP / NS leadership understand about customer feedback and preferences. (In addition, we have requested Applicants' communications with customers, which are the subject of our pending motion to compel email searches, which we will renew consistent with the ALJ's decision.)
- 2. Documents re Development of CGP and Alternatives Considered** (BNSF Set 2 Nos. 1, 2, 8). UP/NS frame CGP as their main "pro-competitive" offering. Understanding how Applicants assessed and then settled on CGP in its proposed final form (and what alternatives were considered and rejected) will allow stakeholders to assess whether and to what extent UP/NS believe that CGP will enhance competition.
- 3. Integration Planning / Risks to Integration** (BNSF Set 1 No. 15; Set 2 No. 34, 36). UP and NS claim their combination "will be the most thoroughly planned, carefully executed railroad merger in history." App. Vol. 1 at 159. Integration documents (including audits and risk assessments) and communications are relevant to identifying and assessing the integration risks that UP/NS have identified; how UP/NS propose to mitigate those risks; and where (and when) UP/NS have determined that integration problems will arise and who will be impacted by them.
- 4. UP and NS Pricing Strategy Both Pre- and Post-Merger** (BNSF Set 1 No. 21; Set 2 Nos. 28, 47, 55, 56) including **Bundling Practices** (BNSF Set 2 No. 56, 59). A key consideration for the Board is how the merger would impact the rates that shippers will pay. The requested documents are relevant to assess changes in pricing strategies and how customers will be impacted. Further, bundling provisions, as well as strategy assessments / decks on bundling practices / strategies, are relevant to Dr. Israel's claims about non-linear contracts, among other things.
- 5. Internal Modeling of Synergies and Efficiencies Projected Post-Merger** (BNSF Set 1 No. 21; Set 2 Nos. 5, 6 and 35). This modeling and analysis is not only responsive under Decision No. 13, but it is also relevant to the test some of the core contentions in the application. It will

allow stakeholders and the Board to test whether UP/NS are overselling the purported benefits.

6. **Internal Documents re TTX and TRRA** (BNSF Set 2 No. 10, 40, 41). The initial application proposed divesting interests in these companies. The requested documents are relevant to understand how and why UP/NS believed their shareholdings of TTX and TRRA would affect competition.

Thanks,

McClain

McClain Thompson

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EXHIBIT 2

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 36873

UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
—CONTROL—
NORFOLK SOUTHERN CORPORATION AND NORFOLK SOUTHERN
RAILWAY COMPANY

**UNION PACIFIC'S RESPONSES AND OBJECTIONS
TO BNSF RAILWAY COMPANY'S
SECOND SET OF DISCOVERY REQUESTS**

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*Attorneys for Union Pacific
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January 2, 2026

Union Pacific Railroad Company and Union Pacific Corporation (collectively, “Union Pacific”) respond to the second set of discovery requests of BNSF Railway Company (“BNSF”) served on December 22, 2025 (“BNSF’s Requests” or “Discovery Requests” or “Requests”), 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 BNSF’s Requests. Where Union Pacific states that it will produce documents, Union Pacific will conduct a reasonable search for responsive, non-privileged documents, subject to the specific and general objections stated below.

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 of the general or specific objections stated below.

3. Union Pacific’s responses and objections to these Requests are based on Union Pacific’s present knowledge, information, and belief. 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.

GENERAL OBJECTIONS

Union Pacific’s General Objections, as set forth herein, are to be considered objections to each of the specific Discovery Requests (including subparts) that follow. These general objections are not exhaustive and, where appropriate, Union Pacific

will also state specific objections. Union Pacific's objections shall not waive, limit, or prejudice any objections that it may later assert.

1. In providing these responses, Union Pacific reserves all objections as to competency, relevancy, materiality, authenticity, and admissibility of the use of any information requested in the BNSF's Requests and in any responses or productions Union Pacific may provide thereto, in any subsequent proceeding, or further proceedings in this matter. To the extent that Union Pacific provides responsive information or documents, Union Pacific does not concede that such information is relevant, material, or admissible into evidence, and any such production is not intended to waive any of Union Pacific's objections to any of BNSF's Requests.

2. Union Pacific objects to each and every Discovery Request as unduly burdensome, to the extent it seeks discovery of information, documents, or communications that are available or accessible to BNSF as an interested party through the application and accompanying workpapers submitted in this proceeding.

3. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein to the extent they purport to impose upon Union Pacific 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 rules or precedents or are not proportional to the needs of the above-captioned proceeding and impose an undue burden on Union Pacific.

4. Union Pacific objects to each and every Discovery Request requesting

that Union Pacific produce “all” responsive documents, communications, or information as unduly burdensome to the extent it requests that Union Pacific engage in an unreasonably broad collection and review in order to identify each and every document that may possibly be responsive. For those Requests to which it is obliged to respond, Union Pacific will produce such responsive documents or information as it is able to locate or identify in a reasonable search and which are not otherwise subject to an applicable privilege or other protection.

5. Union Pacific objects to the Discovery Requests and to each Definition, Instruction, and Request contained therein to the extent they seek the production of documents prepared in connection with, or information relating to, possible settlement or mediation of this or any other proceeding, in whole or in part.

6. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein that request information, documents, or communications that are: (a) already in the possession of BNSF; (b) publicly available or otherwise readily available or accessible to BNSF from other sources; (c) unreasonably cumulative or duplicative of documents already in BNSF’s possession, custody, or control; or (d) otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific.

7. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein as unduly burdensome to the extent they seek production from the files of all current and former Union Pacific employees, including those who are not reasonably likely to possess non-duplicative

relevant documents. Unless specifically stated otherwise, by stating that it will produce documents responsive to these Requests, Union Pacific represents that it will produce documents from files most likely to contain materials responsive to the Request without undue burden.

8. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein as unduly burdensome to the extent they purport to require Union Pacific to conduct a special study or to undertake anything more than a reasonable search for responsive information. In responding to BNSF's Requests, Union Pacific will conduct a reasonable search of those accessible files in its possession in which information responsive to BNSF's Requests, as limited by Union Pacific's Objections, is likely to be located.

9. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein to the extent they purport to prohibit Union Pacific from redacting information that might reveal Union Pacific's commercially sensitive or long-term corporate strategies and is not relevant to this proceeding. Union Pacific will redact any such information, and reserves the right to redact any non-responsive information, from otherwise responsive documents produced to BNSF.

10. Union Pacific objects to the production of, and is not producing, documents or information subject to any attorney-client privilege, work-product doctrine, or other applicable privilege or protection. Union Pacific reserves the right to redact privileged information from materials that it produces in response to the

Requests. Any production of privileged documents or information is inadvertent and should not be deemed as a waiver of any privilege. Union Pacific reserves all rights under applicable law, including the Protective Order to be entered 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.

11. Union Pacific objects to the production of documents that constitute or disclose confidential, proprietary, or commercially or competitively sensitive information. Union Pacific will produce such information, if not otherwise objectionable, designated “Confidential” or “Highly Confidential,” subject to the terms of the Protective Order entered in this case. Union Pacific reserves the right to seek additional protections as needed.

12. Union Pacific objects to each and every Discovery Request and to each Definition, Instruction, and Request contained therein to the extent they seek or may result in the use, disclosure, or dissemination of any confidential, proprietary, or commercially or competitively sensitive information produced in response to the Discovery Requests for the purpose of training, fine-tuning, evaluating, or otherwise interacting with artificial intelligence (AI) models or systems in a manner that violates the terms of the Protective Order entered in this case. This objection includes, but is not limited to, any use of such materials in connection with large language models (LLMs), machine learning algorithms, or generative AI tools, regardless of whether such use is direct or indirect, manual or automated, or anonymized or de-identified. Union Pacific does not consent to the use of any of its

discovery materials for purposes unrelated to this proceeding, including but not limited to AI training.

13. Unless otherwise stated, Union Pacific incorporates by reference its objections to the Definitions and Instructions contained in Union Pacific's Responses and Objections to BNSF Railway Company's First Set of Discovery Requests, dated October 16, 2025.

14. 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 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.

DISCOVERY REQUESTS AND RESPONSES

REQUEST NO. 1

Documents and Communications received from any banker, economist, or financial advisor that relate to the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction. For the avoidance of doubt, this request seeks, among other things, all studies, surveys, analyses, and reports prepared by investment bankers, consultants, economists, or other third-party advisors in connection with the Proposed Transaction for any officer or director of UP or NS for the purpose of evaluating or analyzing market shares, competition, markets, potential sales growth or expansion into product or geographic markets.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the

discovery of admissible evidence. Union Pacific further objects to the undefined phrases “competition in the rail industry,” “consolidation in the rail industry,” “position in the rail industry,” “UP’s growth,” “NS’s growth” and “alternatives to the Proposed Transaction” as vague and ambiguous. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce final studies, surveys, analyses, and reports prepared by investment bankers, consultants, economists, or other third-party advisors in connection with the Proposed Transaction for any officer or director of UP or NS for the purpose of evaluating or analyzing market shares, competition, markets, potential sales growth or expansion into product or geographic markets, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 2

All Documents and Communications (including agendas, minutes, presentations, reports, memoranda, recommendations, actions, or pre-read materials) concerning UP and NS’s Board of Director Meetings, including all committees and subcommittees, concerning the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP’s position in the rail industry, NS’s position in the rail industry, UP’s growth, NS’s growth, and/or alternatives to the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent that it requests production of *all* “Documents and Communications ... concerning UP and NS’s Board of Director Meetings” for an undefined time period. Union Pacific further objects to the undefined phrases “competition in the rail industry,” “consolidation in the rail industry,” “position in the rail industry,” “UP’s growth,” “NS’s growth” and “alternatives to the Proposed Transaction” as vague and ambiguous. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/100885/000119312525224307/d908896ds4a.htm> and <https://www.sec.gov/Archives/edgar/data/100885/000119312525226560/d908896d424b3.htm>.

REQUEST NO. 3

All pages and entries (e.g., notes, lists, etc.) in Jim Vena’s black notebook, as discussed by Jim Vena in his interview with Bill Stephens of Trains Magazine (<https://www.trains.com/pro/freight/class-i/inside-the-merger-mind-of-union-pacific-ceo-jim-vena/>), that relate to the Proposed Transaction, competition in the rail

industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking to annoy or harass Union Pacific's employees, rather than discover relevant material facts. Union Pacific further objects to the undefined phrases "competition in the rail industry," "consolidation in the rail industry," "position in the rail industry," "UP's growth," "NS's growth" and "alternatives to the Proposed Transaction" as vague and ambiguous.

REQUEST NO. 4

All pages and entries (e.g., notes, lists, etc.) in Jennifer Hamann's black folder, as discussed by Jennifer Hamann during the Q2 2025 NS earnings call on July 29, 2025, that relate to the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this request as unintelligible because it references a statement by Jennifer Hamann that did not occur on the July 29, 2025, call. Union Pacific further objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking to annoy or harass Union Pacific's employees, rather than discover

relevant material facts. Union Pacific further objects to the undefined phrases “competition in the rail industry,” “consolidation in the rail industry,” “position in the rail industry,” “UP’s growth,” “NS’s growth” and “alternatives to the Proposed Transaction” as vague and ambiguous.

REQUEST NO. 5

All Documents and Communications that concern, discuss, or support any aspect of UP’s claim, as stated in its July 29, 2025 press release (<https://www.up.com/press-releases/growth/norfolk-southern-transcontinental-nr-250729>), that “[UP] and [NS] shareholders are expected to realize significant value from the transaction, including more than \$30 billion in potential value creation through the expected achievement of approximately \$2.75 billion in annualized synergy opportunity.”

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent that it requests production of *all* “Documents and Communications that concern, discuss, or support” for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including materials filed with the Surface Transportation Board and the Securities and Exchange Commission. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the attorney work-product

doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/100885/000119312525224307/d908896ds4a.htm> and <https://www.sec.gov/Archives/edgar/data/100885/000119312525226560/d908896d424b3.htm>.

REQUEST NO. 6

All Documents and Communications, including business plans, market studies, operational analyses, forecasts, modeling outputs, and internal reports related to or supporting UP and NS's statements during the December 19, 2025 analyst call that UP and NS expect up to \$2 billion in net revenue EBITDA synergies and "no longer expect significant concessions due to competition enhancements." For the avoidance of doubt, this request seeks, among other things, information regarding the approximately \$750 million in concessions that UP and NS no longer intend to offer.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the

attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 7

All Documents and Communications, including business plans, market studies, operational analyses, forecasts, modeling outputs, and internal reports related to or supporting Jim Vena's statements during UP's earnings call on October 24, 2025 that:

- a. The Proposed Transaction will "remove 1,000 trucks of rail-to-rail or our portion of it in Chicago and other places that today runs on the highway instead of going rail to rail."
- b. UP is "absolutely sure we can grow the business because of the watershed area of the United States that's underserved and a railroad that is seamless."
- c. UP will provide 2-to-1 customers access "to another railroad to give them the optionality that they had before so that nobody in this merger loses anything."
- d. The Proposed Transaction will not "remove 300 lanes of traffic."
- e. The Proposed Transaction will "have more options for our customers, not less."

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, and disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request *all* "Documents and Communications ... related to or supporting" for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in

a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 8

All Documents and Communications concerning the Committed Gateway Pricing program as defined and discussed in the Application.

Union Pacific Response

Union Pacific objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request *all* “Documents and Communications concerning” for an undefined time period.

Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 9

All Documents and Communications concerning UP and NS's commitment to keeping all existing gateways open for eligible traffic on commercially reasonable terms, as discussed in the Application.

Union Pacific Response

Union Pacific objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request as overly broad, to the extent it purports to request *all* "Documents and Communication concerning" for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union

Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 10

All Documents and Communications concerning UP and NS's commitment to divest portions of their shares in the Peoria & Pekin Union Railway Company ("PPU"), Terminal Railroad Association of St. Louis ("TRRA"), and TTX Company ("TTX").

Union Pacific Response

Union Pacific objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request as overly broad, to the extent it purports to request *all* "Documents and Communication concerning" for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 11

System-wide manifest, intermodal, and first mile/last mile performance data, as referenced in Table 2 of the Verified Statement of Jim Vena in the Application, from 2019 to present at the most disaggregated level maintained, at least sufficient to separately identify interline and single service and at least on a quarterly basis.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request train data for a seven-year period. Union Pacific further objects to this Request as unduly burdensome, to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the public rail service data that is available on the Surface Transportation Board's website and to Union Pacific's

filings with the Securities and Exchange Commission, including its quarterly and annual reports. Union Pacific's most recent quarterly report is available at <https://www.sec.gov/Archives/edgar/data/100885/000010088525000321/unp-20250930.htm>.

REQUEST NO. 12

All Documents and Communications sufficient to show the practical operating capacity (defined as average daily carloads/tonnage) of all NS facilities located within eastern Pennsylvania from 2019 to present.

Union Pacific Response

Union Pacific objects to this Request as seeking materials not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request as overly broad and unduly burdensome to the extent it purports to request *all* "Documents and Communications sufficient to show ... operating capacity" for nearly seven years. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information regarding the operating capacity of Norfolk Southern facilities provided in the application

and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 13

Documents sufficient to show the volume, origin, and destination of all UP owned or managed containerized intermodal traffic that uses NS or CSX trackage or facilities within 200 miles of Harrisburg, Pennsylvania from 2019 to present. This request includes Documents concerning interchange, routing, rail ramp, location at origin and destination, beneficial cargo owner and commodity, and throughput for the specified traffic type.

Union Pacific Response

Union Pacific objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business, including to identify a subset of information which BNSF could ascertain by reviewing the data or documents that are readily available or accessible to BNSF through Union Pacific's submissions in this proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to Union Pacific's traffic tapes from 2019 to Present, which have already been provided to BNSF in this proceeding.

REQUEST NO. 14

Documents sufficient to show the volume, origin, and destination of all containerized intermodal traffic that was interchanged between UP and CSX within 20 miles of

Chambersburg, Pennsylvania from 2019 to present. This request includes Documents concerning interchange agreements, routing protocols, and throughput data for the specified traffic type.

Union Pacific Response

Union Pacific objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business, including to identify a subset of information which BNSF could ascertain by reviewing the data or documents that are readily available or accessible to BNSF through Union Pacific's submissions in this proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to Union Pacific's traffic tapes from 2019 to 2024, which have already been provided to BNSF in this proceeding.

REQUEST NO. 15

For each shipment handled by UP or NS in 2023 or 2024, data sufficient to identify actual transit time, original trip plan, and on-time performance (i.e., trip plan or OETA compliance) for all shipments.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the

discovery of admissible evidence. Union Pacific further objects to this Request as seeking materials not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to the undefined phrases "actual transit time," "original trip plan," "on-time performance," "trip plan," and "OETA compliance" as vague and ambiguous. Union Pacific further objects to this Request because it seeks information that is irrelevant, to the extent it asks Union Pacific to information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the public rail service data that is available on the Surface Transportation Board's website and the train and car event data that Union Pacific produced in response to Requests 9 and 10 from BNSF's First Set of Discovery Requests.

REQUEST NO. 16

Documents showing the blocking plan for each shipment handled by UP or NS in 2023 or 2024.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking materials not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to the undefined phrase "blocking plan" as vague and ambiguous. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide blocking plan information for years other than 2023.

REQUEST NO. 17

Documents and Communication concerning adherence to the blocking plan provided in response to the immediately preceding Request No. 16 for 2023 through 2024 on at least a monthly basis, disaggregated by yard location and switch type (e.g., interchange, block swap, etc.).

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking materials not in Union Pacific’s possession, custody or control. Union Pacific further objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to the undefined phrase “blocking plan” as vague and ambiguous. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide blocking plan adherence information for years other than 2023.

REQUEST NO. 18

For each track segment on the UP and NS systems, at a subdivision or smaller level, all Documents sufficient to identify current track capacity, including maximum train per day track capacity.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks

information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information regarding line capacity contained within the workpapers filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 19

For each segment on the UP and NS systems, at a subdivision or smaller level, Documents sufficient to identify track utilization, including but not limited to average and peak trains per day on at least a monthly basis from 2023 through 2024.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in

a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide track utilization information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the workpapers filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 20

For each yard on the UP and NS systems, Documents sufficient to identify current yard capacity, including but not limited to the number and length of yard tracks by type, maximum fluid car capacity, and maximum switch capacity per day by type (e.g., classification, block swaps, etc.).

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from

Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide yard capacity information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the workpapers filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 21

For each yard on the UP and NS systems, Documents sufficient to identify yard utilization, including but not limited to daily average and peak cars in yard per day, and daily average and peak switches by type (e.g., block swaps, industry, etc.) on at least a monthly basis from 2023 through 2024.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific objects to this Request as unduly burdensome to the extent it purports to require Union Pacific to provide a subset of information which could be ascertained by BNSF's review of the data or documents that are readily available or accessible to BNSF through Union Pacific's submissions in this proceeding. Union Pacific further objects to

this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide yard utilization information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the workpapers filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 22

For each intermodal terminal on the UP and NS systems, Documents sufficient to identify current terminal capacity, including maximum lifts per day.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General

Objections, Union Pacific directs BNSF to the information provided in its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 23

For each intermodal terminal on the UP and NS systems, Documents sufficient to identify terminal utilization, including average lift per day on at least a monthly basis from 2023 through 2024.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide terminal utilization information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its

application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 24

UP and NS system-wide train plans and train schedules on at least a monthly basis for 2023 through 2024, including Documents sufficient to identify service design analysis supporting the creation of these schedules, including but not limited to input and output of MultiRail modeling runs.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it requests production of system-wide train plans and train schedules for an entire year. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide schedule information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the intermodal train schedule information that Union Pacific produced in response to Request 11 from BNSF's First Set of Discovery Requests.

REQUEST NO. 25

Documents and Communications showing UP and NS planned and actual train operations, including but not limited to schedule adherence for planned train starts on at least a monthly basis.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it requests production of “Documents and Communications” showing UP and NS train operations for an undefined period of time. Union Pacific further objects to this Request because it seeks information not in Union Pacific’s possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce nonprivileged documents sufficient to show adherence to train schedules on a monthly basis, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 26

Documents concerning UP and NS interchange performance metrics, including by interchange location and partner carrier, total loaded and total empty interchanged cars placed and received, and the percentage of car interchanges performed according to plan/schedule on at least a monthly basis for 2023 through 2024.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific objects to this Request to the extent it seeks materials that are publicly available or otherwise readily

available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide interchange metrics information for years other than 2023.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to Union Pacific's traffic tapes from 2019 to 2024, which have already been provided to BNSF in this proceeding, and Union Pacific's production of interchange data in response to Request No. 5 from CN's First Set of Discovery Requests. Union Pacific will also produce nonprivileged documents sufficient to show the percentage of interchanges performed according to plan/schedule on a monthly basis, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 27

Documents and internal analyses from 2019 through 2024 concerning UP's or NS's potential or planned changes or improvements to existing interchange operations and/or potential or planned capital investment related to expanding interchange capacity or improving interchange operations.

Union Pacific Response

Union Pacific objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific objects to this Request as overly broad and unduly burdensome in that it requests production of documents and analyses of “potential” “changes or improvements” for time periods not relevant to the current subject matter of the proceeding. Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request because it seeks information not in Union Pacific’s possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce final studies, analyses, or reports regarding planned increases to existing interchange capacity or planned improvements to existing interchange operations between Union Pacific and Norfolk Southern for the years 2023 and 2024, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 28

Documents sufficient to identify all UP or NS shipments from 2023 through 2024 moving under contracts or pricing authorities with volume incentives, including

minimum volume commitments or more variable pricing tiers that depend in any way on the level or share of traffic transported under the contract.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to require Union Pacific to produce Documents sufficient to identify *all* “shipments ... moving under contracts or pricing authorities with volume incentives” for a two-year period. Union Pacific further objects to this request to the extent it asks Union Pacific to conduct a special study or otherwise organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to this Request because it seeks information not in Union Pacific’s possession, custody or control. Union Pacific further objects to this Request because it seeks information that is irrelevant to the extent it asks Union Pacific to provide shipment information for years other than 2023.

REQUEST NO. 29

Documents sufficient to show all transitional service agreements or comparable arrangements that Applicants will or may provide to any stakeholder, the reason or need for any such service, who among Applicants will provide such service, and the duration of any such arrangement.

Union Pacific Response

Union Pacific objects to this Request as vague and ambiguous such that Union Pacific cannot reasonably determine what documents are sought.

Specifically, Union Pacific objects to the undefined terms “transitional service agreements,” “comparable arrangement,” “stakeholder,” and “service” as vague, overly broad, and ambiguous when read together.

REQUEST NO. 30

A personnel-level organizational chart or comparable document showing functionally equivalent positions, departments, and other organizational units at UP and NS before and after the Proposed Transaction is completed.

Union Pacific Response

Union Pacific objects to this Request as vague and ambiguous, including its use of the terms, “comparable document,” “functionally equivalent positions,” and “organizational units.” Union Pacific further objects to this Request as unduly burdensome to the extent it requires Union Pacific provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce a personnel-level organization chart showing functionally equivalent positions, departments, and other

organizational units at Union Pacific and Norfolk Southern before and after the Proposed Transaction is completed, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search. For information regarding the impacts of the Proposed Transaction on employees, Union Pacific directs BNSF to the application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 31

An entity-level organizational chart or comparable document showing the structure of UP and NS entities before and after the Proposed Transaction is completed.

Union Pacific Response

Union Pacific objects to this Request as vague and ambiguous, including its use of the terms “comparable document” and “structure.” Union Pacific further objects to this Request as unduly burdensome to the extent it requires Union Pacific provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce an entity-level organizational chart showing the structure of Union Pacific and Norfolk Southern entities before

and after the Proposed Transaction is completed, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search. For charts describing the Proposed Transaction, Union Pacific directs BNSF to the application filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 32

Documents and Communications sufficient to identify and explain any formal or informal terms or conditions of the Proposed Transaction that are not reflected in the Merger Agreement or schedules or exhibits thereto.

Union Pacific Response

Union Pacific further objects to the terms “Documents” and “Communications” for the reasons set forth in its General Objection.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific has not identified documents responsive to this Request.

REQUEST NO. 33

All proposed and executed modifications, addendums, or amendments to the Merger Agreement.

Union Pacific Response

Subject to and without waiving its General Objections, Union Pacific has not identified documents responsive to this Request.

REQUEST NO. 34

Communications between UP and NS concerning the Proposed Transaction before and after the execution of the Merger Agreement related to integration planning, the Proposed Transaction’s effect on competition in the rail industry, the downstream

effects of the Proposed Transaction, shipper / customer reactions and feedback to the Proposed Transaction, and/or potential alternatives to the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request to the extent it seeks materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application, including the Service Assurance Plan, and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 35

Documents and Communications concerning any benefits that may result from the Proposed Transaction—including cost savings, economies of scale, new services, rail service improvements, software improvements, data collection improvements, and/or other efficiencies or synergies.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request “Documents and Communication concerning any benefits that may result from the Proposed Transaction” for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 36

Documents or Communications concerning any risk that may result from the Proposed Transaction—including risks related to costs, services, interchanges,

competition, or personnel. This request includes any audit committee or auditor materials summarizing, evaluating, categorizing, or quantifying such risks.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request “Documents and Communication concerning any risk that may result from the Proposed Transaction” for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application and accompanying workpapers, filed with the Surface Transportation Board on December 19, 2025, and to its filings with the Securities and Exchange Commission, available at

<https://www.sec.gov/Archives/edgar/data/100885/000119312525224307/d908896ds4a.htm> and <https://www.sec.gov/Archives/edgar/data/100885/000119312525226560/d908896d424b3.htm>.

REQUEST NO. 37

Documents and Communications concerning the Proposed Transaction's impact on UP's ability to provide adequate and efficient rail services to shippers and the public, including plans to eliminate or reduce any existing services by UP or NS.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request "Documents and Communications concerning the Proposed Transaction's impact..." for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 38

Documents and Communications concerning the impact of the Proposed Transaction on UP's ability to enter transportation contracts with any shipper, including shippers that would be considered captive shippers following the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it purports to request "Documents and Communications concerning the impact of the Proposed Transaction..." for an undefined time period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 39

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on PPU (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of PPU.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. This Request is unnecessary given that Union Pacific and Norfolk Southern have committed to divest portions of their shares in PPU. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union

Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 40

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on TRRA (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of TRRA.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. This Request is unnecessary given that Union Pacific and Norfolk Southern have committed to divest portions of their shares in TRRA. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials

protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 41

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on TTX (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of TTX.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. This Request is unnecessary given that Union Pacific and Norfolk Southern have committed to divest portions of their shares in TTX. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface

Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 42

Documents that discuss quality surveys or satisfaction surveys, including interviews and focus groups, taken or conducted by UP or NS customers concerning the Proposed Transaction, along with any studies performed or summaries prepared by UP or NS that are based on such surveys.

Union Pacific Response

Union Pacific objects to this request as vague and ambiguous, including its reference to "surveys ... conducted by ... customers." Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce final studies, analyses, or reports regarding quality surveys or satisfaction surveys taken of Union Pacific customers concerning the Proposed Transaction, to the extent such materials

can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 43

All studies, surveys, analyses, confidential information memoranda, and reports prepared by or for any officers, directors, or management for the purpose of evaluating or analyzing the Proposed Transaction with respect to market shares, competition, competitors, markets, potential for sales growth, or expansion into product or geographic markets.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 44

Documents and Communications that concern any talking points and prepared messaging used for outreach to customers, labor organizations, labor officials, government agencies or officials, and other stakeholders.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce the form letters it used for outreach to customers, labor organizations, labor officials, government agencies or officials, and other stakeholders about the benefits of the Proposed Transaction, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search. Union Pacific directs BNSF to information available to the public at <https://www.up-nstranscontinental.com>.

REQUEST NO. 45

Documents and Communications from customers, labor organizations, labor officials, government agencies or officials, and other stakeholders that have expressed or

communicated concern to UP or NS (or voiced objection to UP or NS) about the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including its use of the term “concern.” Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific’s possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific responds that information regarding individuals or entities that submit comments, protests, requests for conditions, or any other evidence and argument in opposition to the Proposed Transaction will be accessible to BNSF through the proceeding.

REQUEST NO. 46

Any joint-defense and/or common interest agreements between UP and NS that relate to the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

REQUEST NO. 47

All internal analyses and internal communications, as well as communications between UP and NS, regarding the claims and contentions in at pages 2-3 of the Notice of Intent that:

- a. The Proposed Transaction will “transform the U.S. supply chain.”
- b. The Proposed Transaction will “unleash the industrial strength of American manufacturing.”
- c. The Proposed Transaction will “create new sources of economic growth and workforce opportunity.”
- d. The Proposed Transaction will create “more accessible, sustainable, and lower-cost supply chain for manufacturers and consumers.”
- e. The Proposed Transaction will “drive additional employment opportunities in towns and cities across the combined rail network.”
- f. The Proposed Transaction will “generate economic growth in communities across the United States.”
- g. “[T]he combined company will compete more effectively with Canadian railroads to win back U.S. freight volume and American jobs.”

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily

available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 48

Documents, Communications, and internal analyses concerning the investments that the merged carrier will undertake as a result of the Proposed Transaction and that would not have occurred absent the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in

a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information provided in its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 49

Documents, Communications, and internal analyses concerning the investments UP and NS separately planned to make before discussions of the Proposed Transaction but will not undertake because of the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request to the extent it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce final studies, analyses, or reports concerning investments Union Pacific planned to make before discussions of the Proposed Transaction but will not undertake because of the Proposed Transaction, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 50

Documents, Communications, and internal analyses showing the set of all tracks that will be abandoned or added as a result of the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the information about planned investments provided in its application, filed with the Surface Transportation Board on December 19, 2025. Union Pacific further responds that no Union Pacific or Norfolk Southern tracks are proposed for abandonment as a result of the Proposed Transaction.

REQUEST NO. 51

Documents, internal analyses, and datasets that include descriptions and analyses of the truck and barge alternatives currently available to each commodity shipped on UP or NS, by route or corridor from 2019 to present.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the

discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 52

Documents listing all complaints that UP or NS have made or received regarding failure of other rail carriers to interline with them from 2019 to present, including pursuant to stipulated remedies from prior rail transactions.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to the undefined phrases "complaints," "regarding failure," and "to interline" as

vague and ambiguous. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board. Union Pacific further objects to this Request as unduly burdensome to the extent it requires Union Pacific provide information in a form not kept in the regular course of business or to conduct a special study or to undertake anything more than a reasonable search for responsive information. Union Pacific further objects to this request to the extent it asks Union Pacific to organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific objects to this Request to the extent it seeks information not in Union Pacific's possession, custody or control.

REQUEST NO. 53

Documents and Communications concerning any business plans, agreements, or internal discussions by UP concerning the effect of the Proposed Transaction on the UMAX Domestic Container Program. This includes studies, analyses, reports, data, ownership shares, governance structure, or valuations of the UMAX Domestic Container Program.

Union Pacific Response

Union Pacific further objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent it seeks “studies, analyses, reports, data, ownership shares, governance structure, or valuations of the UMAX Domestic Container Program.” Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will produce final studies, analyses, or reports by Union Pacific concerning the effect of the Proposed Transaction on the UMAX Domestic Container Program, to the extent such materials can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 54

Documents and internal analyses on all facilities closed by UP or NS from 2019 to present, including internal analyses on how the closure of these facilities affect prices and costs.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it requests

“Documents and internal analyses on all facilities closed” over a seven-year period. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific’s possession, custody or control.

REQUEST NO. 55

Documents and internal analyses concerning UP or NS information on pricing, quality, and cost efficiencies related to interline arrangements from 2019 to present, as well as Documents and Communications sufficient to show how the Proposed Transaction would affect these interline arrangements.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request as vague and ambiguous, including its use of the terms “pricing,” “quality,” and “cost efficiencies,” which do not identify the requested documents with

sufficient clarity. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request as seeking materials protected from disclosure by the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges or immunities. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to its application, filed with the Surface Transportation Board on December 19, 2025, and its response to Request 26 regarding interchanges performed according to plan/schedule.

REQUEST NO. 56

Documents and internal analyses sufficient to show how UP and NS determine prices for each route and customer, to include any pricing models, pricing systems, and internal pricing formulas from 2019 to present.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it seeks production

of information that is irrelevant to this proceeding, but of the utmost competitive sensitivity. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

REQUEST NO. 57

Documents and internal analyses concerning UP and NS internal cost calculations, including detailed breakdowns of cost (such as by route, commodity, car, and customer) in documents and/or a computer-readable database or electronic spreadsheet from 2019 to present.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, including to the extent it seeks production of information that is irrelevant to this proceeding, but of the utmost competitive sensitivity. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

REQUEST NO. 58

Documents and internal analyses sufficient to show UP and NS customer "wins" and "losses," including information on shippers as well as the carriers to whom UP and NS have lost or won business to/from—in a computer readable database or electronic spreadsheet—from 2019 to present.

Union Pacific Response

Union Pacific objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Union Pacific further objects to this Request to the extent it seeks materials that are publicly available or otherwise readily

available or accessible to BNSF from other sources or otherwise obtainable in a more convenient, less burdensome, or less expensive manner than from Union Pacific, including by accessing the materials filed with the Surface Transportation Board and which are accessible to BNSF through the proceeding. Union Pacific further objects to this Request because it seeks information not in Union Pacific's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to the workpaper entitled, "HC-Major Traffic Wins and Losses Since 2023," accompanying the application, filed with the Surface Transportation Board on December 19, 2025.

REQUEST NO. 59

Documents and internal analyses related to instances in which UP or NS made offers (such as bids on Request for Proposals) to customers opening new facilities that could be served by a rail carrier.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 60

Identify all consultants and advisors UP has engaged, retained, and/or received services from in connection with (i) the Proposed Transaction, (ii) evaluation of alternatives to the Proposed Transaction, and/or (iii) the implementation of the Proposed Transaction. Please also provide a short description of the general role for each (e.g., investment banking services).

Union Pacific Response

Union Pacific objects to this Request because it is vague and ambiguous, including its use of the terms “consultants,” “advisors,” and “in connection with.” Union Pacific further objects to this Request because it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific will identify the outside legal counsel, bankers, and economists who Union Pacific engaged in connection with its consideration of the Proposed Transaction to the extent such information can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 61

Identify the top ten (10) UP customers with the greatest tonnage of freight that originated, terminated, or passed through a location within a 20-mile radius of Harrisburg, Pennsylvania via NS routes, from 2019 to present. For each customer, please state the specific tonnage and the general commodity type.

Union Pacific Response

Union Pacific objects to this Request to the extent it asks Union Pacific to conduct a special study or otherwise organize, manipulate, or modify data or documents in a manner that does not reflect how they are kept or were created in the ordinary course of business. Union Pacific further objects to this Request as unduly burdensome, to the extent it purports to require Union Pacific to provide a subset of information which could be ascertained by BNSF’s review of the data or documents that are readily available or

accessible to BNSF through Union Pacific's submissions in this proceeding.

Subject to and without waiving the foregoing objections and its General Objections, Union Pacific directs BNSF to Union Pacific's traffic tapes from 2019 to Present, which have already been provided to BNSF in this proceeding, and the train and car event data that Union Pacific produced in response to Requests No. 9 and 10 from BNSF's First Set of Discovery Requests.

REQUEST NO. 62

Identify all UP and NS personnel and advisors with responsibility for evaluating, analyzing, and developing the Proposed Transaction. Please also provide a short description of the general role for each (e.g., managed due diligence related to Chicago interchanges).

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 63

Identify all UP and NS personnel and advisors with responsibility for negotiating the Proposed Transaction.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 64

Identify all UP and NS personnel and advisors with responsibility for post-signing shipper or stakeholder outreach. Please also provide a short description of the general role for each (e.g., responsible for outreach to shippers in chemical sector).

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 65

Identify all UP and NS personnel and advisors with responsibility for integration planning and implementation for the Proposed Transaction. Please also provide a short description of the general role for each.

Union Pacific Response

Union Pacific objects to this Request because it is overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

/s/ Michael L. Rosenthal
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January 6, 2026

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of January, 2026, the foregoing document was served by first-class mail or email on all parties of record in this proceeding, the Secretary of Transportation, the Attorney General of the United States, and Administrative Law Judge Jenifer Soulikias.

/s/ Kevin M. Kelly

EXHIBIT 3

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB FINANCE DOCKET NO. 36873

**UNION PACIFIC CORPORATION, ET AL.
—CONTROL—
NORFOLK SOUTHERN CORPORATION, ET AL.**

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

Pursuant to 49 C.F.R. Part 1114 and other applicable rules and authority, Norfolk Southern and its U.S. rail operating subsidiaries (collectively, "NS"), through undersigned counsel, responds as follows to BNSF Railway Company's Second Set of Discovery Requests ("Requests"). NS's responses and objections to these Requests are based on NS's present knowledge, information, and belief. NS reserves the right to supplement or amend these Responses and Objections at any time as circumstances may require.

GENERAL OBJECTIONS

NS incorporates by reference the General Objections contained in NS's Responses and Objections to BNSF Railway Company's First Set of Discovery Requests General Objections, dated October 16, 2025. Those General Objections are to be considered objections to each of the specific discovery requests (including subparts) that follow herein. NS's objections shall not waive or prejudice any objections that it may later assert.

SPECIFIC RESPONSES AND OBJECTIONS

In addition to its General Objections (which apply in full to each and every Request without further enumeration), NS sets forth Specific Objections and Responses to each Request

below. NS preserves all of its General Objections set forth above, and none of the following Specific Objections shall waive its General Objections. Nor shall any of NS's Specific Objections limit the scope, breadth, generality, or applicability of those General Objections.

REQUEST NO. 1

Documents and Communications received from any banker, economist, or financial advisor that relate to the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction. For the avoidance of doubt, this request seeks, among other things, all studies, surveys, analyses, and reports prepared by investment bankers, consultants, economists, or other third-party advisors in connection with the Proposed Transaction for any officer or director of UP or NS for the purpose of evaluating or analyzing market shares, competition, markets, potential sales growth or expansion into product or geographic markets.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to Request's use of the terms "competition in the rail industry," "consolidation in the rail industry," "position in the rail industry," "UP's growth," "NS's growth," "alternatives to the Proposed Transaction," "officer," "director," "market shares," "competition," "markets," "potential for sales growth," and "expansion into product and geographic markets" as vague and ambiguous. This request is unnecessary in a regulatory process where NS has already provided detailed information on the impacts of the Proposed Transaction in the Control Application, including expert analyses and verified statements. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS

also objects to this Request as overly broad and unduly burdensome to the extent it seeks information provided to Union Pacific that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS will produce final studies, surveys, analyses, and reports prepared by investment bankers, consultants, economists, or other third-party advisors in connection with the Proposed Transaction for any officer or director of NS for the purpose of evaluating or analyzing market shares, competition, markets, potential sales growth or expansion into product or geographic markets, to the extent that such documents exist, can be located after a reasonable search, and can be collected and produced without undue burden.

REQUEST NO. 2

All Documents and Communications (including agendas, minutes, presentations, reports, memoranda, recommendations, actions, or pre-read materials) concerning UP and NS's Board of Director Meetings, including all committees and subcommittees, concerning the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it purports to request production of *all* Documents and Communications "concerning NS's Board of Director Meetings" and "concerning the Proposed Transaction." NS objects to Request's use of the terms "competition in the rail industry," "consolidation in the rail industry," "position in the rail industry," "UP's growth," "NS's growth" and "alternatives to the Proposed Transaction" as vague and ambiguous. NS objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product

doctrine, or other applicable privilege, including material related to settlement discussions. NS objects to this Request as overly broad and unduly burdensome to the extent it seeks information provided to Union Pacific that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to its filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/702165/000119312525226601/d64358ddefm14a.htm>, and Union Pacific's filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/100885/000119312525224307/d908896ds4a.htm> and <https://www.sec.gov/Archives/edgar/data/100885/000119312525226560/d908896d424b3.htm>.

REQUEST NO. 3

All pages and entries (e.g., notes, lists, etc.) in Jim Vena's black notebook, as discussed by Jim Vena in his interview with Bill Stephens of Trains Magazine (<https://www.trains.com/pro/freight/class-i/inside-the-merger-mind-of-union-pacific-ceo-jim-vena/>), that relate to the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 4

All pages and entries (e.g., notes, lists, etc.) in Jennifer Hamann's black folder, as discussed by Jennifer Hamann during the Q2 2025 NS earnings call on July 29, 2025, that relate to the Proposed Transaction, competition in the rail industry, consolidation in the rail industry, UP's

position in the rail industry, NS's position in the rail industry, UP's growth, NS's growth, and/or alternatives to the Proposed Transaction.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 5

All Documents and Communications that concern, discuss, or support any aspect of UP's claim, as stated in its July 29, 2025 press release (<https://www.up.com/press-releases/growth/norfolk-southern-transcontinental-nr-250729>), that "[UP] and [NS] shareholders are expected to realize significant value from the transaction, including more than \$30 billion in potential value creation through the expected achievement of approximately \$2.75 billion in annualized synergy opportunity."

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 6

All Documents and Communications, including business plans, market studies, operational analyses, forecasts, modeling outputs, and internal reports related to or supporting UP and NS's statements during the December 19, 2025 analyst call that UP and NS expect up to \$2 billion in net revenue EBITDA synergies and "no longer expect significant concessions due to competition

enhancements.” For the avoidance of doubt, this request seeks, among other things, information regarding the approximately \$750 million in concessions that UP and NS no longer intend to offer.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to this Request to the extent it seeks production of publicly available information that BNSF could obtain through less intrusive means, including by reviewing documents that are publicly available on the STB’s docket and/or with which BNSF has been served. NS also objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application and accompanying workpapers filed with the Surface Transportation Board in this proceeding.

REQUEST NO. 7

All Documents and Communications, including business plans, market studies, operational analyses, forecasts, modeling outputs, and internal reports related to or supporting Jim Vena's statements during UP's earnings call on October 24, 2025 that:

- a. The Proposed Transaction will "remove 1,000 trucks of rail-to-rail or our portion of it in Chicago and other places that today runs on the highway instead of going rail to rail."
- b. UP is "absolutely sure we can grow the business because of the watershed area of the United States that's underserved and a railroad that is seamless."
- c. UP will provide 2-to-1 customers access "to another railroad to give them the optionality that they had before so that nobody in this merger loses anything."
- d. The Proposed Transaction will not "remove 300 lanes of traffic."
- e. The Proposed Transaction will "have more options for our customers, not less."

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 8

All Documents and Communications concerning the Committed Gateway Pricing program as defined and discussed in the Application.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it purports to request production of *all* Documents and Communications "concerning the Committed Gateway Pricing program" for an undefined time period. NS further objects to this Request to the extent it seeks production of publicly available information that BNSF could obtain through less intrusive means, including by reviewing documents that are

publicly available on the STB's docket and/or with which BNSF has been served. NS also objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the Control Application and accompanying workpapers filed with the Surface Transportation Board in this proceeding.

REQUEST NO. 9

All Documents and Communications concerning UP and NS's commitment to keeping all existing gateways open for eligible traffic on commercially reasonable terms, as discussed in the Application.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it purports to request production of *all* Documents and Communications concerning the gateway commitment for an undefined time period. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS also objects to this Request to the extent it seeks information concerning a common merger condition that is well defined in longstanding STB precedent.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the discussion of the gateway commitment in the Control Application.

REQUEST NO. 10

All Documents and Communications concerning UP and NS's commitment to divest portions of their shares in the Peoria & Pekin Union Railway Company ("PPU"), Terminal Railroad Association of St. Louis ("TRRA"), and TTX Company ("TTX").

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it purports to request production of *all* Documents and Communications concerning divestment of shares in PPU, TRRA, and TTX for an undefined time period. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. Subject to and without waiving these objections or the General Objections, NS directs BNSF to the discussion of UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX in the Control Application.

REQUEST NO. 11

System-wide manifest, intermodal, and first mile/last mile performance data, as referenced in Table 2 of the Verified Statement of Jim Vena in the Application, from 2019 to present at the most disaggregated level maintained, at least sufficient to separately identify interline and single service and at least on a quarterly basis.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 12

All Documents and Communications sufficient to show the practical operating capacity (defined as average daily carloads/tonnage) of all NS facilities located within eastern Pennsylvania from 2019 to present.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for seven years of Documents and Communications concerning the practical operating capacity of all NS facilities located within Eastern Pennsylvania is extraordinarily broad, and this request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the information concerning the operational capacity of NS's facilities in the Control Application and related workpapers.

REQUEST NO. 13

Documents sufficient to show the volume, origin, and destination of all UP owned or managed containerized intermodal traffic that uses NS or CSX trackage or facilities within 200 miles of Harrisburg, Pennsylvania from 2019 to present. This request includes Documents concerning interchange, routing, rail ramp, location at origin and destination, beneficial cargo owner and commodity, and throughput for the specified traffic type.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in

NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 14

Documents sufficient to show the volume, origin, and destination of all containerized intermodal traffic that was interchanged between UP and CSX within 20 miles of Chambersburg, Pennsylvania from 2019 to present. This request includes Documents concerning interchange agreements, routing protocols, and throughput data for the specified traffic type.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 15

For each shipment handled by UP or NS in 2023 or 2024, data sufficient to identify actual transit time, original trip plan, and on-time performance (i.e., trip plan or OETA compliance) for all shipments.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS further objects to this Request because it seeks information that is irrelevant to the extent it asks NS to produce information for years other than the base year of 2023. NS further objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. NS further objects to the

undefined phrases “actual transit time,” “original trip plan,” “on-time performance,” “trip plan,” and “OETA compliance” as vague and ambiguous.

Subject to and without waiving the foregoing objections and its General Objections, NS directs BNSF to the public rail service data that is available on the Surface Transportation Board’s website and the train and car event data that NS previously produced to BNSF.

REQUEST NO. 16

Documents showing the blocking plan for each shipment handled by UP or NS in 2023 or 2024.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS further objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control. NS also objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide a blocking plan for years other than the base year of 2023.

REQUEST NO. 17

Documents and Communication concerning adherence to the blocking plan provided in response to the immediately preceding Request No. 16 for 2023 through 2024 on at least a monthly basis, disaggregated by yard location and switch type (e.g., interchange, block swap, etc.).

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant,

admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for Documents and Communications concerning adherence to the blocking plan across NS's entire network is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide information on blocking plan adherence for years other than 2023.

REQUEST NO. 18

Describe in detail how Applicants would cooperate with other carriers in addressing or resolving service disruptions on their lines during the transitional period and afterwards.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding line capacity in the Control Application and related workpapers as well as the Service Assurance Plan submitted in connection with the Control Application.

REQUEST NO. 19

For each segment on the UP and NS systems, at a subdivision or smaller level, Documents sufficient to identify track utilization, including but not limited to average and peak trains per day on at least a monthly basis from 2023 through 2024.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide track utilization information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding line capacity contained in the Control Application and related workpapers filed in this proceeding.

REQUEST NO. 20

For each yard on the UP and NS systems, Documents sufficient to identify current yard capacity, including but not limited to the number and length of yard tracks by type, maximum fluid car capacity, and maximum switch capacity per day by type (e.g., classification, block swaps, etc.).

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide current yard capacity information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding yard capacity information contained in the Control Application and related workpapers filed in this proceeding.

REQUEST NO. 21

For each yard on the UP and NS systems, Documents sufficient to identify yard utilization, including but not limited to daily average and peak cars in yard per day, and daily average and peak switches by type (e.g., block swaps, industry, etc.) on at least a monthly basis from 2023 through 2024.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This

request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide yard utilization information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding yard utilization information contained in the Control Application and related workpapers filed in this proceeding.

REQUEST NO. 22

For each intermodal terminal on the UP and NS systems, Documents sufficient to identify current terminal capacity, including maximum lifts per day.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this

Request because it seeks information that is irrelevant to the extent it asks NS to provide intermodal terminal capacity information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding intermodal terminal capacity information contained in the Control Application and related workpapers filed in this proceeding.

REQUEST NO. 23

For each intermodal terminal on the UP and NS systems, Documents sufficient to identify terminal utilization, including average lift per day on at least a monthly basis from 2023 through 2024.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to the Request as vague and ambiguous to the extent it seeks the “average lift per day.” NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide intermodal terminal utilization information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding intermodal terminal utilization contained in the Control Application and related workpapers filed in this proceeding.

REQUEST NO. 24

UP and NS system-wide train plans and train schedules on at least a monthly basis for 2023 through 2024, including Documents sufficient to identify service design analysis supporting the creation of these schedules, including but not limited to input and output of MultiRail modeling runs.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide schedule information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information regarding intermodal train schedule information produced by NS in response to Request No. 11 from BNSF's First Set of Discovery Requests.

REQUEST NO. 25

Documents and Communications showing UP and NS planned and actual train operations, including but not limited to schedule adherence for planned train starts on at least a monthly basis.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS specifically objects to the Request as extraordinarily broad to the extent it purports to request production of Documents and Communications for an undefined time period, and this request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS will produce nonprivileged documents sufficient to show adherence to train schedules on a monthly basis, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 26

Documents concerning UP and NS interchange performance metrics, including by interchange location and partner carrier, total loaded and total empty interchanged cars placed and received,

and the percentage of car interchanges performed according to plan/schedule on at least a monthly basis for 2023 through 2024.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on current operations in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide interchange performance metrics information for years other than 2023.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to NS's traffic tapes from 2019 to 2024, which have already been provided to BNSF in this proceeding, and NS's production of interchange data in response to Request No. 5 from CN's First Set of Discovery Requests. NS will also produce nonprivileged documents sufficient to show the percentage of interchanges performed according to plan/schedule on a monthly basis, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 27

Documents and internal analyses from 2019 through 2024 concerning UP's or NS's potential or planned changes or improvements to existing interchange operations and/or potential or planned

capital investment related to expanding interchange capacity or improving interchange operations.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for six years of documents and information concerning “potential or planned changes or improvements to existing interchange operations and/or potential or planned capital investment related to expanding interchange capacity or improving interchange operations” is extraordinarily broad, and this request is unnecessary in a regulatory process where NS has already provided detailed information on current and planned interchange operations and capital investment in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, Union Pacific will produce final studies, analyses, or reports regarding planned increases to existing interchange capacity or planned improvements to existing interchange operations between Union Pacific and NS for the years 2023 and 2024, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 28

Documents sufficient to identify all UP or NS shipments from 2023 through 2024 moving under contracts or pricing authorities with volume incentives, including minimum volume

commitments or more variable pricing tiers that depend in any way on the level or share of traffic transported under the contract.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it purports to request production of *all* “shipments . . . moving under contracts or pricing authorities with volume incentives” for a two year period. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS objects to the Request’s use of the terms “volume incentives,” “volume commitments,” and “more variable pricing tiers” as vague and ambiguous. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control. And NS objects to this Request because it seeks information that is irrelevant to the extent it asks NS to provide shipment information for years other than 2023.

REQUEST NO. 29

Documents sufficient to show all transitional service agreements or comparable arrangements that Applicants will or may provide to any stakeholder, the reason or need for any such service, who among Applicants will provide such service, and the duration of any such arrangement.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for agreements “to any stakeholder” without time period limitation is extraordinarily broad, especially to the extent it calls for hypothetical agreements or arrangements that NS “may

provide” to any stakeholder. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to the Request’s use of the terms “transitional service agreements,” “comparable arrangement,” “stakeholder,” and “service” as vague and ambiguous such that NS cannot reasonably determine what documents are sought.

REQUEST NO. 30

A personnel-level organizational chart or comparable document showing functionally equivalent positions, departments, and other organizational units at UP and NS before and after the Proposed Transaction is completed.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on the Proposed Transaction’s impact on labor in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control. And NS objects to the Request’s use of the terms “comparable document,” “functionally equivalent positions,” and “organizational units” as vague and ambiguous.

REQUEST NO. 31

An entity-level organizational chart or comparable document showing the structure of UP and NS entities before and after the Proposed Transaction is completed.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on the Proposed Transaction's impact on the structure of NS entities in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to the Request's use of the terms "comparable document" and "structure" as vague and ambiguous.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application for corporate charts and a description of the Proposed Transaction.

REQUEST NO. 32

Documents and Communications sufficient to identify and explain any formal or informal terms or conditions of the Proposed Transaction that are not reflected in the Merger Agreement or schedules or exhibits thereto.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant,

admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to the Request's use of "formal" and "informal" as vague and ambiguous. This request is unnecessary in a regulatory process where NS has already provided detailed information on the terms of the Proposed Transaction in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

REQUEST NO. 33

All proposed and executed modifications, addendums, or amendments to the Merger Agreement.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on the terms of the Proposed Transaction in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

REQUEST NO. 34

Communications between UP and NS concerning the Proposed Transaction before and after the execution of the Merger Agreement related to integration planning, the Proposed Transaction's effect on competition in the rail industry, the downstream effects of the Proposed Transaction,

shipper / customer reactions and feedback to the Proposed Transaction, and/or potential alternatives to the Proposed Transaction.

Response:

NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS further objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on integration planning, the Proposed Transaction's impact on competition in the rail industry, downstream effects, shipper and customer interactions, and potential alternatives to the Proposed Transaction in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application and accompanying workpapers, including the Service Assurance Plan.

REQUEST NO. 35

Documents and Communications concerning any benefits that may result from the Proposed Transaction—including cost savings, economies of scale, new services, rail service

improvements, software improvements, data collection improvements, and/or other efficiencies or synergies.

Response:

NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS further objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent it seeks Documents and Communications “concerning any benefits that may result from the Proposed Transaction” for an undefined time period. This request is unnecessary in a regulatory process where NS has already provided detailed information on the benefits and synergies of the Proposed Transaction in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application and accompanying workpapers.

REQUEST NO. 36

Documents or Communications concerning any risk that may result from the Proposed Transaction—including risks related to costs, services, interchanges, competition, or personnel. This request includes any audit committee or auditor materials summarizing, evaluating, categorizing, or quantifying such risks.

Response:

NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest

privilege, or information contained in workpapers. NS further objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including Documents and Communications “concerning any risk that may result from the Proposed Transaction” for an undefined time period. This request is unnecessary in a regulatory process where NS has already provided detailed information on any potential costs or risks of the Proposed Transaction in the Control Application, including but not limited to a Service Assurance Plan. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application and accompanying workpapers, and to its filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/702165/000119312525226601/d64358ddefm14a.htm>, and Union Pacific’s filings with the Securities and Exchange Commission, available at <https://www.sec.gov/Archives/edgar/data/100885/000119312525224307/d908896ds4a.htm> and <https://www.sec.gov/Archives/edgar/data/100885/000119312525226560/d908896d424b3.htm>.

REQUEST NO. 37

Documents and Communications concerning the Proposed Transaction's impact on UP's ability to provide adequate and efficient rail services to shippers and the public, including plans to eliminate or reduce any existing services by UP or NS.

Response:

NS further objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 38

Documents and Communications concerning the impact of the Proposed Transaction on UP's ability to enter transportation contracts with any shipper, including shippers that would be considered captive shippers following the Proposed Transaction.

Response:

NS further objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 39

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on PPU (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of PPU.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This

Request is unnecessary given that UP and NS have committed to divest portions of their shares in PPU. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the PPU related application and the discussion of UP and NS's commitment to divest portions of their shares in PPU in the Control Application.

REQUEST NO. 40

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on TRRA (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of TRRA.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This Request is unnecessary given that UP and NS have committed to divest portions of their shares in TRRA. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the TRRA related application and the discussion of UP and NS's commitment to divest portions of their shares in TRRA in the Control Application.

REQUEST NO. 41

Documents and Communications concerning any business plans, agreements, or internal discussions by UP or NS concerning the effect of the Proposed Transaction, consolidation in the rail industry, or rail industry competition on TTX (as defined in the Application). This includes, but is not limited to, studies, analyses, reports, or valuations of TTX.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This Request is unnecessary given that UP and NS have committed to divest portions of their shares in TTX. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS directs BNSF to the discussion of UP and NS's commitment to divest portions of their shares in TTX in the Control Application.

REQUEST NO. 42

Documents that discuss quality surveys or satisfaction surveys, including interviews and focus groups, taken or conducted by UP or NS customers concerning the Proposed Transaction, along with any studies performed or summaries prepared by UP or NS that are based on such surveys.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to this Request's use of the terms "quality surveys" and "satisfaction surveys" as vague and ambiguous as well as its reference to "surveys . . . conducted by . . . customers." NS also objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, NS will produce final studies, analyses, or reports regarding quality surveys or satisfaction surveys taken of NS customers concerning the Proposed Transaction, to the extent such materials that can be collected and produced without undue burden and can be located after a reasonable search.

REQUEST NO. 43

All studies, surveys, analyses, confidential information memoranda, and reports prepared by or for any officers, directors, or management for the purpose of evaluating or analyzing the

Proposed Transaction with respect to market shares, competition, competitors, markets, potential for sales growth, or expansion into product or geographic markets.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS also objects to this request as overly broad, vague, ambiguous, and unlikely to lead to the discovery of relevant or admissible evidence, to the extent it purports to request *all* “studies surveys, analyses, confidential information memoranda, and reports . . . evaluating or analyzing the Proposed Transaction” for an undefined time period. NS also objects to Request’s use of the terms “officers,” “directors,” “management,” “market shares,” “competition,” “competitors,” “markets,” “potential for sales growth,” and “expansion into product and geographic markets” as vague, overly broad, and unduly burdensome. The request is unnecessary in a regulatory process where NS has already provided detailed information on impact of the Proposed Transaction on the rail and truck industries in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information contained in the Control Application.

REQUEST NO. 44

Documents and Communications that concern any talking points and prepared messaging used for outreach to customers, labor organizations, labor officials, government agencies or officials, and other stakeholders.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS objects to the Request's use of vague and ambiguous terms "talking points," "prepared messaging," and "stakeholders." This Request seeks materials that are publicly available to BNSF from other sources, including material previously filed with the Board. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections and the General Objections, NS will produce the general form letters it used for outreach to customers, labor unions, labor officials, government agencies or officials, and other stakeholders about the benefits of the Proposed Transaction, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search. NS also directs BNSF to information available to the public at <https://www.up-nstranscontinental.com/>.

REQUEST NO. 45

Documents and Communications from customers, labor organizations, labor officials, government agencies or officials, and other stakeholders that have expressed or communicated concern to UP or NS (or voiced objection to UP or NS) about the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including its use of the term “concern.” NS further objects to the Request as unduly burdensome and as seeking information not proportional to the probative value the information sought may have in this proceeding to the extent that it seeks production of information on “voiced objection[s]” and to the extent that it would require production of material that was not reduced to writing. NS also objects to the Request’s use of vague and ambiguous term “stakeholders.” This Request seeks materials that are publicly available to BNSF from other sources, including material previously filed with the Board. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving this objection or the General Objections, NS responds that comments, protests, requests for conditions, or any other evidence and argument in opposition to the Proposed Transaction submitted by individuals or entities will be accessible to BNSF through public filings in this proceeding.

REQUEST NO. 46

Any joint-defense and/or common interest agreements between UP and NS that relate to the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS further objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers.

REQUEST NO. 47

All internal analyses and internal communications, as well as communications between UP and NS, regarding the claims and contentions in at pages 2-3 of the Notice of Intent that:

- a. The Proposed Transaction will “transform the U.S. supply chain.”
- b. The Proposed Transaction will “unleash the industrial strength of American manufacturing.”
- c. The Proposed Transaction will “create new sources of economic growth and workforce opportunity.”
- d. The Proposed Transaction will create “more accessible, sustainable, and lower-cost supply chain for manufacturers and consumers.”
- e. The Proposed Transaction will “drive additional employment opportunities in towns and cities across the combined rail network.”
- f. The Proposed Transaction will “generate economic growth in communities across the United States.”
- g. “[T]he combined company will compete more effectively with Canadian railroads to win back U.S. freight volume and American jobs.”

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS also objects to this request as overly broad, vague, ambiguous, and unlikely to lead to the discovery

of relevant or admissible evidence, to the extent it purports to request *all* information for an unspecified time period concerning how the Proposed Transaction will “transform the U.S. supply chain,” “unleash the industrial strength of American manufacturing,” “create new sources of economic growth and workforce opportunity,” create “more accessible, sustainable, and lower-cost supply chain for manufacturers and consumers,” “drive additional employment opportunities in towns and cities across the combined rail network,” “generate economic growth in communities across the United States,” and how the combined company will “compete more effectively with Canadian railroads to win back U.S. freight volume and American jobs.” This request is unnecessary in a regulatory process where NS has already provided detailed information on the benefits of the Proposed Transaction in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the information contained in the Control Application and corresponding workpapers.

REQUEST NO. 48

Documents, Communications, and internal analyses concerning the investments that the merged carrier will undertake as a result of the Proposed Transaction and that would not have occurred absent the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed

information on planned investments in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application.

REQUEST NO. 49

Documents, Communications, and internal analyses concerning the investments UP and NS separately planned to make before discussions of the Proposed Transaction but will not undertake because of the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS will conduct a reasonable search for nonprivileged documents responsive to this request that can be collected and produced without undue burden and will produce such documents, to the extent they exist.

REQUEST NO. 50

Documents, Communications, and internal analyses showing the set of all tracks that will be abandoned or added as a result of the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. This request is unnecessary in a regulatory process where NS has already provided detailed information on changes to rail lines in the Control Application. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Operating Plan in the Control Application and responds that no NS tracks are proposed to be abandoned as a result of the Proposed Transaction.

REQUEST NO. 51

Documents, internal analyses, and datasets that include descriptions and analyses of the truck and barge alternatives currently available to each commodity shipped on UP or NS, by route or corridor from 2019 to present.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for seven years of data and analyses concerning "truck and barge alternatives currently available to each commodity shipped on" NS regardless of the relevance to the Proposed Transaction is extraordinarily broad, and this request is unnecessary in a regulatory process

where NS has already provided detailed information on competition with other modes in the Control Application and associated with workpapers. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application.

REQUEST NO. 52

Documents listing all complaints that UP or NS have made or received regarding failure of other rail carriers to interline with them from 2019 to present, including pursuant to stipulated remedies from prior rail transactions.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for seven years of *all* "complaints . . . regarding failure of other rail carriers to interline with" NS is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS objects to the Request's use of the term "complaints" as vague and ambiguous. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

Subject to and without waiving the foregoing objections and its General Objections, NS will produce documents listing all complaints that NS made to other rail carriers or other rail carriers made to NS regarding failure to interline with the other rail carriers, to the extent such materials can be collected and produced without undue burden, and can be located after a reasonable search.

REQUEST NO. 53

Documents and Communications concerning any business plans, agreements, or internal discussions by UP concerning the effect of the Proposed Transaction on the UMAX Domestic Container Program. This includes studies, analyses, reports, data, ownership shares, governance structure, or valuations of the UMAX Domestic Container Program.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 54

Documents and internal analyses on all facilities closed by UP or NS from 2019 to present, including internal analyses on how the closure of these facilities affect prices and costs.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding, including to the extent the Request seeks documents and information "on all facilities closed" over a seven-year period. NS also objects to the Request's use of the vague term "facilities." NS further objects to the extent that the Request calls for a special study by producing information in

a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request to the extent it seeks documents protected from discovery by the attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers.

REQUEST NO. 55

Documents and internal analyses concerning UP or NS information on pricing, quality, and cost efficiencies related to interline arrangements from 2019 to present, as well as Documents and Communications sufficient to show how the Proposed Transaction would affect these interline arrangements.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS objects to the Request's use of the terms "pricing," "quality," and "cost efficiencies" as vague and unduly burdensome. The request for seven years of documents and information concerning interline pricing, quality, and cost efficiencies is extraordinarily broad, and this request is unnecessary in a regulatory process where NS has already provided detailed information on the benefits and synergies that will flow from the Proposed Transaction in the Control Application. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control. And NS objects to this Request to the extent it seeks documents protected from discovery by the

attorney-client privilege, attorney work product doctrine, common interest privilege, or information contained in workpapers.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the Control Application as well as its response to Request No. 26 regarding interchanges performed according to plan/schedule.

REQUEST NO. 56

Documents and internal analyses sufficient to show how UP and NS determine prices for each route and customer, to include any pricing models, pricing systems, and internal pricing formulas from 2019 to present.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS objects to the Request's use of the terms "pricing models," "pricing systems," and "internal pricing formulas" as vague and unduly burdensome. The request for seven years of customer and route pricing is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

REQUEST NO. 57

Documents and internal analyses concerning UP and NS internal cost calculations, including detailed breakdowns of cost (such as by route, commodity, car, and customer) in documents and/or a computer-readable database or electronic spreadsheet from 2019 to present.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for seven years of “internal cost calculations” is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS also objects to the Request’s use of the term “internal cost calculations” as vague and unduly burdensome. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

REQUEST NO. 58

Documents and internal analyses sufficient to show UP and NS customer “wins” and “losses,” including information on shippers as well as the carriers to whom UP and NS have lost or won business to/from—in a computer readable database or electronic spreadsheet—from 2019 to present.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS objects to the Request’s use of the terms “wins” and “losses” as vague and unduly burdensome.

The request for seven years of documents and information concerning business “lost or won” from shippers and other carriers is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

Subject to and without waiving these objections or the General Objections, NS refers BNSF to the workpaper entitled “HC-Major Traffic Wins and Losses Since 2023” accompanying the Control Application.

REQUEST NO. 59

Documents and internal analyses related to instances in which UP or NS made offers (such as bids on Request for Proposals) to customers opening new facilities that could be served by a rail carrier.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. The request for seven years of documents and information related to “customers opening new facilities that could be served by a rail carrier” is extraordinarily broad and not proportional to the probative value the information sought may have in this proceeding. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly

burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS's possession, custody or control.

REQUEST NO. 60

Identify all consultants and advisors UP has engaged, retained, and/or received services from in connection with (i) the Proposed Transaction, (ii) evaluation of alternatives to the Proposed Transaction, and/or (iii) the implementation of the Proposed Transaction. Please also provide a short description of the general role for each (e.g., investment banking services).

Response:

NS further objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 61

Identify the top ten (10) UP customers with the greatest tonnage of freight that originated, terminated, or passed through a location within a 20-mile radius of Harrisburg, Pennsylvania via NS routes, from 2019 to present. For each customer, please state the specific tonnage and the general commodity type.

Response:

NS objects to this Request as overly broad and unduly burdensome because it asks NS to respond to a request that is plainly aimed at Union Pacific and requests information that is not in NS's possession, custody or control. Subject to and without waiving this objection or the General Objections, NS refers BNSF to Union Pacific's response to this Request.

REQUEST NO. 62

Identify all UP and NS personnel and advisors with responsibility for evaluating, analyzing, and developing the Proposed Transaction. Please also provide a short description of the general role for each (e.g., managed due diligence related to Chicago interchanges).

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS specifically objects to this Request as extraordinarily overbroad, unduly burdensome, vague, and ambiguous, to the extent it purports to request the identity and role description of *all* “NS personnel and advisors with responsibility for evaluating, analyzing, and developing the Proposed Transaction.” NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

REQUEST NO. 63

Identify all UP and NS personnel and advisors with responsibility for negotiating the Proposed Transaction.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS specifically objects to this Request as extraordinarily overbroad, unduly burdensome, vague, and ambiguous, to the extent it purports to request the identity of *all* “NS personnel and advisors with

responsibility for negotiating the Proposed Transaction.” NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

REQUEST NO. 64

Identify all UP and NS personnel and advisors with responsibility for post-signing shipper or stakeholder outreach. Please also provide a short description of the general role for each (e.g., responsible for outreach to shippers in chemical sector).

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS specifically objects to this Request as extraordinarily overbroad, unduly burdensome, vague, and ambiguous, to the extent it purports to request the identity and role description of *all* “NS personnel and advisors with responsibility for post-signing shipper or stakeholder outreach.” NS also objects to the Request’s uses of the term “outreach” as vague, burdensome, and not proportional to the probative value the information sought may have in this proceeding, especially to the extent it encompasses all communications with shippers and stakeholders regardless of the whether the communications concerned the Proposed Transaction. NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

REQUEST NO. 65

Identify all UP and NS personnel and advisors with responsibility for integration planning and implementation for the Proposed Transaction. Please also provide a short description of the general role for each.

Response:

NS objects to this Request as overly broad, unduly burdensome, disproportionate to the needs of this proceeding, and not reasonably calculated to lead to the discovery of relevant, admissible evidence that could aid BNSF in preparation of its filings in this proceeding. NS specifically objects to this Request as extraordinarily overbroad, unduly burdensome, vague, and ambiguous, to the extent it purports to request the identity and role description of *all* “NS personnel and advisors with responsibility for integration planning and implementation for the Proposed Transaction.” NS further objects to the extent that the Request calls for a special study by producing information in a form not kept in the ordinary course of business. NS also objects to this Request as overly broad and unduly burdensome to the extent it asks NS to respond to a request on behalf of Union Pacific and requests information that is not in NS’s possession, custody or control.

/s/ Matthew J. Warren

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Date: January 6, 2026

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of January, 2026, a copy of the foregoing “NS’s Responses and Objections to BNSF Railway Company’s Second Set of Discovery Requests” was served by email or first class mail on the service list for Finance Docket No. 36873.

/s/ Matthew J. Warren
Matthew J. Warren

CERTIFICATE OF SERVICE

I certify that I caused the foregoing to be served electronically or by first-class mail, postage pre-paid, on the Secretary of Transportation, the Attorney General of the United States, Applicants' representatives, Administrative Law Judge Jenifer Soulikias, and all parties of record in this proceeding.

/s/ Onika K. Williams

Attorney for BNSF Railway Company

May 15, 2026