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May 20, 2026

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Public Record

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

**Re: Docket No. FD 36873, *Union Pacific Corp., et al. -
Control - Norfolk Southern Corp., et al.***

Dear Judge Soulikias:

BNSF's Second Motion to Compel (BNSF-28) should be denied because Applicants had already agreed to produce the documents sought by the Motion. More than a week before BNSF filed its Motion, Union Pacific and Norfolk Southern sent to BNSF—and the other Class I railroads—comprehensive custodial search proposals that addressed broad swaths of the more than 250 discovery requests issued in this proceeding, and specifically offered to search for the very categories of documents that BNSF claims Applicants have “declined to produce.” BNSF's effort to manufacture a dispute where none exists should be rejected.

Applicants have offered to review hundreds of thousands of potentially responsive documents. The scope of those custodial searches is more than proportionate to the interested parties' needs and goes well beyond the discovery conducted in any prior merger proceedings before the Board. The offered searches also supplement the productions that Applicants have already made in this proceeding, including more than 1,300 gigabytes of data, documents, and workpapers. Tellingly, those prior productions include a document that completely resolves one of the requests specifically highlighted by BNSF in its Motion.

Granting BNSF's Motion also would encourage parties to inundate the Board with piecemeal motions to compel discovery, instead of moving the discovery process forward in an efficient and timely manner. BNSF should be focused on addressing the comprehensive framework for collections and searches that is necessary for discovery to proceed in an efficient and orderly manner, not on moving to compel materials that Union Pacific has already agreed to produce.

For these reasons, as further addressed below, the Board should deny BNSF's Motion.

1. Applicants Have Already Offered to Produce Documents Responsive to the Requests at Issue.

Applicants have proposed a comprehensive framework for conducting custodial searches to identify and produce the types of documents that BNSF seeks in its Motion. UP and NS circulated their comprehensive custodial search proposals on May 7 and May 8, respectively (collectively, “Custodial Proposals”).¹ Applicants’ Custodial Proposals addressed production of responsive documents based on custodians, search terms, and responsiveness criteria that would cover each of the categories highlighted by BNSF in its motion.² The parties continue to negotiate the precise contours of the Custodial Proposals, but once those negotiations are concluded, Applicants will run the agreed searches, review the resulting documents, and produce non-privileged, responsive materials accordingly. The details of those searches are critical to ensuring a reasonable and proportional process, and are properly the subject of ongoing party negotiations rather than motion practice.

BNSF’s Motion seeks to disrupt the current negotiations for no good reason. Applicants have already agreed to search for the very categories of material that BNSF now seeks to compel, as demonstrated by a comparison of those categories to Applicants’ proposals:

- **Committed Gateway Pricing Program.** BNSF demands documents “concerning the Committed Gateway Pricing Program (‘CGP’).” Applicants offered to conduct custodial searches for “Studies, analyses, and reports regarding the Committed Gateway Pricing Program.”³
- **Integration Planning and Risks.** BNSF demands documents concerning “integration planning and risks to the integration.” Applicants offered to conduct custodial searches for “Studies, analyses, and reports regarding integration planning, including risks to integration,” “Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in the request,” and “Studies, analyses, and reports regarding risks of the Proposed Transaction of the types described in this request.”⁴
- **Pricing Strategy.** BNSF demands documents concerning “pricing strategy pre- and post-merger.” Applicants offered to conduct custodial searches for “Studies, analyses, and reports regarding pricing, quality, and cost efficiencies related to interline arrangements,” “Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request,” “Studies, analyses, and

¹ Apps. A (UP Proposal) & B (NS Proposal).

² Applicants provided specific proposals addressing 10 of the 12 requests specifically referenced in BNSF’s Motion. However, the scope of searches that Applicants have offered to undertake in response to the full set of requests for production covers each of the four categories highlighted by BNSF in its Motion.

³ Apps. A (UP Proposal) & B (NS Proposal) at BNSF 2nd Set, Request 8.

⁴ Apps. A (UP Proposal) & B (NS Proposal) at BNSF 2nd Set, Requests 34, 36.

reports regarding UP's railroad-wide or commodity-wide pricing strategies,” and “Studies, analyses, and reports regarding UP's offers to customers opening new facilities.”⁵

- **Synergies and Efficiencies.** BNSF demands documents concerning “internal modeling of synergies and efficiencies.” Applicants offered to conduct custodial searches for “Studies, analyses, and reports regarding the projected synergies resulting from the Proposed Transaction,” “Studies, analyses, and reports regarding benefits of the Proposed Transaction of the types described in this request,” and “Studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.”⁶

Contrary to BNSF's arguments, the discovery record demonstrates Applicants' good-faith efforts to move discovery forward in a coordinated and efficient manner, including with respect to the specific categories of documents highlighted in BNSF's Motion. Those efforts also include Applicants' request to implement Discovery Guidelines, and their amendment to those Guidelines in response to early informal feedback.

2. Applicants Are Producing Materials Sufficient to Satisfy BNSF Set 2, Request No. 28.

On May 15, 2026, Union Pacific produced a spreadsheet in response to BNSF Set 2, Request No. 28.⁷ This spreadsheet provides unique identifiers for the contracts from 2023 and 2024 that contain bulk discount terms. By cross-referencing the spreadsheet with Union Pacific's traffic tapes, BNSF and other parties can identify specific shipments that moved under a bulk discount. This production entirely resolves this request with respect to Union Pacific. Norfolk Southern's business records kept in the ordinary course will not facilitate cross-referencing unique contract identifiers with its traffic tapes. Therefore, Norfolk Southern is collecting and will produce contracts with volume incentive provisions that can be located through a reasonable search to resolve this request shortly.

* * *

For the foregoing reasons, Applicants respectfully request that the Board deny BNSF's Motion to Compel. In the alternative, Applicants request that the Board hold the Motion in abeyance while the parties continue their ongoing good-faith negotiations regarding the appropriate scope and methodology for responsive searches and productions.

⁵ Apps. A (UP Proposal) & B (NS Proposal) at BNSF 2nd Set, Requests 55, 59; CPKC 1st Set, Request 20; CSX 2nd Set, Request 9.

⁶ Apps. A (UP Proposal) & B (NS Proposal) at BNSF 2nd Set, Requests 5, 6, 35.

⁷ See UP-002266 (“MVR Document Data, 2023 & 2024 HIGHLY CONFIDENTIAL.xlsx”) (available upon request to individuals who have executed the appropriate undertakings to the Protective Order in this proceeding).

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Sincerely,

/s/ Michael L. Rosenthal

Michael L. Rosenthal
*Attorney for Union Pacific
Corporation and Union Pacific
Railroad Company*

cc: All Parties of Record

APPENDIX A

From: Kelly, Kevin
Sent: Thursday, May 7, 2026 9:19 PM
To: Golden, Nathan H.; Thompson, McClain; Matelis, Joseph J.; Judge, Kiera S.; David Meyer; Donovan, Daniel T.; McCarrick, T.J.; zzExt-aellis; Razi, Sara Y.; Bohl, Lindsey C.; *pdenton@steptoe.com; *tstrafford@steptoe.com; Reilly, Matt; Cunningham, Rich; Scheib, John M.; Fanchiang, Eric; Gardiner, Kent; Aluise, Dylan M.; van Houwelingen, Luke; *Avia.Gridi@stblaw.com
Cc: Rosenthal, Michael; Ludwin, Derek; Flahive Wu, Laura; Damitio, Daniel; Brown, Molly; Harrison, Caroline; Warren, Matthew J.; Laudone, Stephen S.; Korman, Marc; ratkins; William Mullins; Spencer Naake
Subject: STB FD 36873 - Custodial Email Searches
Attachments: UP Custodial Email Search Proposal (5.7.2026).xlsx

Counsel,

Applicants have prepared proposals regarding the parameters for custodial email searches that each Applicant will conduct to resolve various document requests issued by the other Class I railroads. I am attaching Union Pacific's proposal here. Norfolk Southern will send its proposal separately.

UP's attached proposal identifies the relevant requests for production, the scope of responsive material that Union Pacific is agreeing to search for in response to the request, the time period and search terms that will be used to identify documents for review, the custodians whose documents will be searched, and the hit count for each search (reflecting the total number of document families containing the search terms during the time period).

As you will see, Applicants proposed searches for merger-related terms (as well as other terms) for time periods that extend beyond the announcement of the merger and overlap with the period when Applicants were working under the direction of counsel to prepare their Application. Given the extraordinary volume of documents both pre- and post-merger announcement that will be reviewed pursuant to Applicants' proposals, Applicants do not intend to individually log privileged responsive documents identified through their searches. Instead, Applicants will provide a categorical log for pre-merger announcement documents that are responsive and privileged. Requiring Applicants to log post-merger announcement communications responsive to the incredibly broad topics identified in the document requests is unduly burdensome and disproportional to the needs of this proceeding.

If you have suggestions for modifications to the search terms that Applicants are employing, we are happy to consider those.

Best,

Kevin

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	A	B	C	D	E	F	G	H
	Requestor	Set	Request No.	Request Text	UP will conduct reasonable search for:	Time Period	UP Search Terms	Hits
1	BNSF	1st Discovery Request	15	Produce all Communications between UP and NS since the merger announcement regarding (a) the quoting of interline UP-NS rates, (b) operational integration, and (c) the operation of jointly-owned companies.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
2	BNSF	1st Discovery Request	17	Produce all Documents and Communications relating to potential joint ventures, marketing alliances, or other forms of cooperative agreements between UP and NS other than a merger, whether or not such agreements were implemented. The time period for this request is January 1, 2015 to present.	Studies, analyses, and reports regarding potential joint ventures, alliances, or other cooperative agreements between UP and BNSF, CN, CPKC, CSX, or NS.	1/1/2019 to 2/17/2026	(BNSF or CSX* or "Norfolk Southern" or NS or CPKC or CP or "Canadian Pacific" or KCS or CN or "Canadian National") /10 ("cooperative agreement" or "joint venture" or alliance)	1216
3	BNSF	1st Discovery Request	20	Produce all studies and analyses of the impact of the Proposed Transaction on potential future mergers involving any Class I carrier (including Applicants).	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
4	BNSF	1st Discovery Request	21	Produce all Documents in Applicants' possession, custody, or control (including any strategy plans or competitive assessments) that show or concern the impact of the Proposed Transaction on: a.Applicants' current and future debt and debt service obligations. b.Applicants' financial metrics including revenue, earnings, EBITDA, leverage, and operating ratio; c.Applicants' costs and potential opportunities to reduce costs (synergies); d.Railroad intramodal, intermodal, product, and geographic competition; e.Potential traffic diversions from truck transportation to rail transportation; f.Rail service, including rail service provided by other rail carriers; g.Rail safety, including the safety of rail service provided by other rail carriers; h.Rail labor and employment, including labor forces at railroads other than Applicants; i.Passenger or commuter service; j.Rates for rail transportation; k.Competition, including corridor competition, source competition, and intermodal competition; and l.Applicants' proposed gateway commitment on Applicants' existing traffic and the revenues and profitability of that traffic.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
5	BNSF	1st Discovery Request	22	Produce all studies, analyses, and reports that UP relied upon in making a merger proposal to NS and in assessing whether to execute the Merger Agreement.	Final studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
6	BNSF	1st Discovery Request	26	Produce all Documents related to UP and NS's planned capital budgets and forecasts for the next five years (as prepared in the 2024 and 2025 period prior to the announcement of the Proposed Transaction).	Studies, analyses, and reports regarding UP's planned capital budgets and capital budget forecasts for the next five years (as prepared between 1/1/2024 and 7/29/2025).	1/1/2024 to 7/29/2025	"capital budget" or "capital spending" or "capital program" or "annual operating plan" or "long range plan"	6662
7	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
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1	Requestor	Set	Request No.	Request Text	UP will conduct reasonable search for:	Time Period	UP Search Terms	Hits
9	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
10	BNSF	2nd Discovery Request	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."	Studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
11	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding the projected synergies resulting from the Proposed Transaction.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
12	BNSF	2nd Discovery Request	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."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
13	BNSF	2nd Discovery Request	8	All Documents and Communications concerning the Committed Gateway Pricing program as defined and discussed in the Application.	Studies, analyses, and reports regarding the Committed Gateway Pricing Program.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
14	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
15	BNSF	2nd Discovery Request	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").	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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1	Requestor	Set	Request No.	Request Text	UP will conduct reasonable search for:	Time Period	UP Search Terms	Hits
16	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request. Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
17	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding benefits of the Proposed Transaction of the types described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
18	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding risks of the Proposed Transaction of the types described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
19	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
20	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
21	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
22	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
23	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
24	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that UP relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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1	Requestor	Set	Request No.	Request Text	UP will conduct reasonable search for:	Time Period	UP Search Terms	Hits
25	BNSF	2nd Discovery Request	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."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
26	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding investments the merged carrier will undertake as a result of the Proposed Transaction that would not have occurred absent the Proposed Transaction.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
27	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
28	BNSF	2nd Discovery Request	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.	Complaints that UP has made or received regarding failure of other carriers to interline with them, including pursuant to stipulated remedies from prior rail transactions.	1/1/2019 to 2/17/2026	(fail* W/5 interline)	48
29	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding facilities closed by UP, including analyses of the effect of these closures on prices and costs.	1/1/2019 to 2/17/2026	((yard* or shop* or facilit*) W/3 (closing* or closure* or rationalize)) AND (price* or cost*)	3184
30	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding pricing, quality, and cost efficiencies related to interline arrangements. Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	1/1/2019 to 2/17/2026	interline w/5 (pric* OR quality OR efficien*)	2011
31	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP's offers to customers opening new facilities.	1/1/2019 to 2/17/2026	(facilit* W/3 new) W/20 (offer OR bid)	415
32	BNSF	3rd Discovery Request	4	Documents and Communications concerning UP and NS's buffer capacity with respect to employees and equipment from 2019 to present. This request seeks, among other things, information regarding UP's contention that it has "built buffer capacity into [its] locomotive and equipment fleet." App. Vol. 1 p. 230 ¶ 23.	Studies, analyses, and reports regarding UP's buffer capacity with respect to employees, locomotives, and equipment.	1/1/2019 to 2/17/2026	(Buffer w/3 (capacity OR employee OR crew OR equipment OR locomotive))	1272
33	BNSF	3rd Discovery Request	6	Documents and Communications concerning how UP and NS strategic fueling will change after the Proposed Transaction is completed.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
34	BNSF	3rd Discovery Request	7	Documents and Communications concerning plans for mechanical inspections after the Proposed Transaction is completed, including where mechanical inspections will occur and details regarding how they will be performed.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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35	BNSF	3rd Discovery Request	9	Documents and Communications concerning UP and NS's plans to integrate: a. NS's yard control systems with UP's Mobile NX yard-control system. b. NS's train building systems with UP's Precision Train Builder. c. NS's transportation management systems with UP's NetControl transportation management system.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
36	BNSF	3rd Discovery Request	11	Documents and Communications that support or concern each of the following contentions of Jim Vena during the December 19, 2025, analyst call: a. The combined railroad will "strengthen America's competitiveness, deliver exceptional service for our customers, enhance the safety of freight transportation and safeguard jobs." b. The combined railroad will "accelerate freight movement, reach underserved markets with new rail solutions, and strengthen the U.S. supply chain." c. The Proposed Transaction will "facilitate[] volume growth" that will lead to "approximately 900 new net union jobs by the end of the third year." d. The Proposed Transaction will "not only enhance competition within the US supply chain, but also enable American businesses to compete globally and grow." e. "[T]his will be the most carefully planned and executed merger in our industry's history, and we will invest what it takes to ensure a clean outcome that avoids disruption to our customers and overall supply chain."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
37	BNSF	3rd Discovery Request	13	Documents and Communications that support or concern the contentions of Kenny Rocker during the December 19, 2025, analyst call that: a. The Proposed Transaction will change "10,000 existing lanes from [indiscernible] to single-line service." b. The Proposed Transaction will "eliminate 350 cross town moves per day" in Chicago. c. "By integrating dat, end to end, customers will see instant savings along with greater access and control."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
38	BNSF	3rd Discovery Request	15	Documents and Communications that support or concern the contentions of Eric Gehringer during the December 19, 2025, analyst call that: a. "[T]he UP-NS merger is designed to make our network more resilient and protect against disruptions." b. "[A] larger unified system gives us more flexibility and capacity to manage challenges." c. "[O]ver the last 5 years, both companies have completed successful seamless technology cutovers." d. "[O]ur technology cutovers did not impact customers or their railroads."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
39	BNSF	3rd Discovery Request	16	Documents and Communications that support or concern the contentions of Jennifer Hamann during the December 19, 2025, analyst call that: a. "[T]he rails have upheld their merger commitments. Union Pacific absolutely has done that. And we will—are rapidly committed to do that."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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40	BNSF	3rd Discovery Request	17	Documents and Communications that support or concern the contentions made in the White Paper that: a. "A transcontinental American railroad will enhance competition with Canada to win back U.S. freight volume and good-paying union railroad jobs." p. 5. b. "A seamless transcontinental railroad will provide stronger competition for long-haul trucking, which dominates the market." p. 7. c. "Without structural reform and bold leadership, rail's position in the U.S. freight market will continue to erode – no matter how well individual railroads perform." p. 7. d. "A route-by-route analysis of projected post-merger growth verified there is sufficient capacity to continue fulfilling all service commitments to all passenger services, including Amtrak and commuter agencies." p. 14. e. "A transcontinental operating plan will provide service improvements for customers without overhauling existing networks." p. 18. f. "[T]he combined railroad's plans do not include any operational changes to connections with Union Pacific's and Norfolk Southern's many current short line partners." p. 20. g. "The combined company's operating plan does not change principal routes, nor does it include line divestitures or discontinued services." p. 21. h. "The end-to-end nature of the Union Pacific and Norfolk Southern combination reduces the risk of service disruptions." p. 26. i. "Most traffic moving on the two networks will not be affected [by the Proposed Transaction], and most yards and terminals will not experience any significant merger-related increase in activity levels." p. 26. j. "The combined company will be more resilient due to the greater availability of resources, such as the main line track, terminals, crews, locomotives and rail cars required to keep traffic flowing." p. 26. k. UP and NS's "recent experience with successful system and technology integrations," as referred to in the White Paper at page 27, including but not limited to:	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
41	BNSF	3rd Discovery Request	19	Documents and Communications that support or concern UP and NS's contentions in the Application that: a. "[S]hippers repeatedly say they want . . . seamless, efficient, end-to-end rail service with a single carrier accountable for the full move." App. Vol. 1, p. 12. b. "This end-to-end merger does not eliminate parallel routes or diminish competitive alternatives." App. Vol. 1, p. 13. c. The Proposed Transaction will "strengthen the national defense." App. Vol. 1, p. 24. d. "[T]he proposed transaction will not cause the loss of any essential rail service, and inclusion of other rail carriers would interfere with achievement of the benefits of the proposed transaction." App. Vol. 1, p. 35. e. "Applicants' gateway commitment will ensure that BNSF and CSX, as well as CN and CPKC, could continue competing effectively with UP/NS if they remain as independent companies." App. Vol. 1, p. 50.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
42	BNSF	3rd Discovery Request	20	Documents and Communications related to UP and NS's downstream effects analysis. See 49 C.F.R. § 1180.6(b)(12). For the avoidance of doubt, this request seeks Documents and Communications that support or concern Applicants' contentions that (i) "Applicants believe that even if there were a responsive merger, it would not diminish the substantial public benefits of the proposed transaction," App. Vol. 1, p. 50, and (ii) "if other railroads respond to the competitive pressures generated by this merger by forming a second, more efficient transcontinental railroad that also offers broader single-line service, unlocking even more growth in watershed markets, the result would simply be an American network with two stronger, more efficient transcontinental carriers." App. Vol. 1, p. 51.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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43	BNSF	3rd Discovery Request	22	Documents and Communications that support or concern Jim Vena's contentions that: a. UP/NS "will have procedures in place to promptly address any unexpected issues and to ensure that we are delivering the services that we promise." App. Vol. 1, p. 160 ¶ 5. b. "We also anticipate achieving significant efficiencies driven by improved asset utilization for UP and our customers, implementation of best operating practices and technologies, and streamlined administrative costs." App. Vol. 1, p. 168 ¶ 24. c. "The transaction will also benefit Amtrak." App. Vol. 1, p. 170 ¶ 29. d. "The benefits of the UP/NS merger cannot be achieved through mere partnership agreements between UP and NS." App. Vol. 1, p. 178 ¶ 49. e. "The Union Pacific Transcontinental Railroad Will Deliver Improved Service with No Transitional Service Disruptions." App. Vol. 1, p. 183.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
44	BNSF	3rd Discovery Request	25	Documents and Communications that support or concern Kenny Rocker and Ed Elkins' contentions that: a. "[C]ustomers overwhelmingly and consistently choose single-line options." App. Vol. 1, p. 224 ¶ 11. b. "[C]ustomers will be able to plan their freight moves with rail as easily as they do with trucking." App. Vol. 1, p. 226 ¶ 13. c. "We believe that customers in the watershed markets want to move by rail." App. Vol. 1, p. 253 ¶ 78. d. "We strongly believe that the true growth potential here goes well beyond what can be modeled on paper." App. Vol. 1, p. 277 ¶ 134. e. "[W]e see big potential around the ports and in global trade." App. Vol. 1, p. 278 ¶ 135.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
45	BNSF	3rd Discovery Request	26	Documents and Communications that support or concern Katherine Novak's contentions that: a. "Committed Gateway Pricing will further enhance competition by extending the competitive benefits of this merger to certain customers who would not otherwise benefit from the merger's new single-line route." App. Vol. 1, p. 316 ¶ 9. b. "UP has used the I-5 Agreement to successfully increase competition with BNSF for traffic moving on the I-5 Corridor." App. Vol. 1, p. 318 ¶ 13. c. "Committed Gateway Pricing is more likely to have cells populated with rates reflecting current market conditions." App. Vol. 1, p. 319 ¶ 14. d. "Committed Gateway Pricing is purely additive." App. Vol. 1, p. 320 ¶ 15. e. "Committed Gateway Pricing will provide eligible customers both rate and service benefits." App. Vol. 1, p. 320 ¶ 16. f. "Use of the 70th percentile rate provides meaningful competitive benefits and appropriately reflects the competition-enhancing goals of the program." App. Vol. 1, p. 328 ¶ 35. g. "Applicants therefore commit to nondiscriminatory treatment of traffic moving under Committed Gateway Pricing." App. Vol. 1, p. 330 ¶ 43. h. "[I]n the unlikely event that [service disruptions] do occur, they will be temporary in nature." App. Vol. 1, p. 331 ¶ 46. i. "[T]here are no grounds for a permanent special program." App. Vol. 1, p. 331 ¶ 47.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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46	BNSF	3rd Discovery Request	27	Documents and Communications that support or concern Gaurav Dua's contentions that: a. The "Service Assurance Plan, developed by UP, in this Application, is a product of this thoughtful integration planning effort." App. Vol. 1, p. 527 ¶ 14. b. "UP and NS are following an integration process that is informed by industry leading practices, and their integration planning to date has the level of detail that I would expect to see given the months long regulatory approval process." App. Vol. 1, p. 527 ¶ 15. c. "[T]he approach towards integration planning for the UP-NS combination is both disciplined and robust, with an emphasis on anticipating and mitigating any potential impacts on service." App. Vol. 1, p. 527 ¶ 16.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
47	BNSF	3rd Discovery Request	29	Documents and Communications related to UP and NS's decisions before the Proposed Transaction to invest in infrastructure needed to accommodate additional interline traffic. App. Vol. 2, p. 42 ¶ 60.	Studies, analyses, and reports regarding UP's decisions before the Proposed Transaction to accommodate additional interline traffic.	1/1/2019 to 7/29/2025	(invest* w/5 (interline or interchange))	505
48	BNSF	3rd Discovery Request	30	Documents and Communications that support or concern the contentions of Mark Israel that: a. "[T]he combined vertical effects of the proposed merger of UP and NS are procompetitive, meaning that they will enhance competition in the rail industry, create downward pressure on price relative to the state of the world that would exist absent the merger, and benefit shippers in the form of greater investment, higher quality service, and a more efficient rail network." App. Vol. 2, p. 141 ¶ 13. b. "[A] merger between complementary railroads in settings where individual shippers negotiate sophisticated (non-linear) contracts is either benign or efficiency-enhancing and shipper-welfare enhancing." App. Vol. 2, p. 150 ¶ 24 (italics omitted). c. "UP/NS's incentive to compete less aggressively tends to result in rate increases that are much smaller in magnitude compared to the direct benefits that shippers are likely to receive on interline shipments to which CGP is applicable." App. Vol. 2, p. 213 ¶ 166.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
49	BNSF	3rd Discovery Request	31	Documents and Communications that support or concern Eric Gehringer's and John F. Orr's contentions at that: a. "UP/NS will also implement new train and blocking plans that allow manifest traffic, including traffic moving to and from watershed areas, to move faster and more reliably with fewer handlings." App. Vol. 2, p. 503 ¶ 8. b. "[T]he benefits of this transaction cannot be achieved without a merger." App. Vol. 2, p. 504 ¶ 10. c. "Accommodating projected growth will not fundamentally alter the principal routes currently operated by UP or NS." App. Vol. 2, p. 604 ¶ 238. d. "[T]he merger will allow UP/NS to handle the same traffic levels as the two railroads handled before using fewer, more efficient trains than UP and NS use today." App. Vol. 2, p. 621 ¶ 265. e. "The UP/NS merger will not result in any adverse impact to passenger operations." p. Vol. 2, p. 637 ¶ 307.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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50	BNSF	3rd Discovery Request	32	Documents and Communications that support or concern David T. Hunt's and Matthew Schabas' contentions that: a. "Multiple shipper segments would realize substantial benefits from improved single-line service." App. Vol. 2, p. 317 ¶ 6. b. "Shippers . . . consistently report three factors as particularly important: price, reliability, and transit time." App. Vol. 2, p. 320. c. "Shippers do not expect railroads to be faster than truck but are more likely to switch from truck to rail if railroads can narrow the gap, while improving reliability and remaining below the cost of truck. And interchanges between railroads in interline service add significant transit time." App. Vol. 2, p. 325. d. "[S]hippers will make their mode choice consistently across the United States." App. Vol. 2, p. 349. e. "There will be a meaningful improvement in the existing interline intermodal lanes offered today, and these lanes will behave like the existing single-line service lanes offered by Class I railroads." App. Vol. 2, p. 350.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
51	BNSF	3rd Discovery Request	34	Documents and Communications that support or concern the contentions of Josh Turner that: a. "Applicants have established guiding principles and implementation practices to ensure successful integration of their IT systems." App. Vol. 2, p. 814 ¶ 132. b. "Applicants will invest approximately \$798 million over this period to fully integrate their technology portfolios." App. Vol. 2, p. 815 ¶ 136. c. "The existing customer service frameworks of both railroads are being meticulously evaluated, and Applicants are planning to deliver customer care benefits soon after the close of the transaction, along with longer-term improvements." App. Vol. 2, p. 838 ¶ 218. d. "Applicants engaged in a risk assessment process that identified three broad areas that create risks of merger-related service disruptions: changes in traffic levels and patterns, changes in procedures and processes, and changes in IT systems." App. Vol. 2, p. 913-14 ¶ 418. e. "Applicants concluded that the risk of merger-related service disruptions would be highest at the classification yards and intermodal terminals with the most merger-related operational changes. Those classification yards and intermodal terminals are: Chicago, St. Louis, Kansas City, Memphis, and New Orleans." App. Vol. 2, p. 914 ¶ 418.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
52	CPKC	1st Discovery Request	10	Produce all UP Executive Level Documents since January 1, 2000 studying, analyzing, or discussing potential railroad combinations involving UP, BNSF, CSX, or NS, or discussing Transcontinental Rail Mergers generally.	Studies, analyses, and reports regarding potential railroad combinations between UP, BNSF, CSX, or NS, or discussing Transcontinental Rail Mergers.	1/1/2019 to 2/17/2026	((BNSF or Basalt or CSX or Cobalt or "Norfolk Southern" or NS) w/20 (merg* or transaction or combination or acqui* or control)) or "transcontinental rail*"	45589
53	CPKC	1st Discovery Request	13	Produce all UP Executive Level Documents relating to the initiative described in the UP Press Release dated September 12, 2023, entitled "Union Pacific's Newest Offering Removes Full Day of Transit Between the U.S., Mexico and Canada, Creating Unmatched Service for Customers."	Studies, analyses, and reports regarding the Falcon Premium interline initiative UP announced on September 12, 2023.	3/12/2023 to 2/17/2026	falcon w/2 premium	3237
54	CPKC	1st Discovery Request	14	Produce all UP Executive Level Documents relating to the initiative described in the UP Press Release dated September 15, 2025, entitled "New Union Pacific and Norfolk Southern Intermodal Gateway Expands Market Access."	Studies, analyses, and reports regarding the Louisville interline initiative between UP and NS announced on September 15, 2025.	3/15/2025 to 2/17/2026	louisville and "norfolk southern" and "interline service"	165
55	CPKC	1st Discovery Request	16	Produce all UP Executive Level Documents relating to strategies for growing UP's rail traffic.	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide strategies for growing rail traffic.	1/1/2019 to 2/17/2026	((plan OR strateg*) W/20 (grow* OR increas* OR retain) W/5 (Volume or Rail or Traffic))	21964
56	CPKC	1st Discovery Request	18	Produce all UP Executive Level Documents relating to forecasts prepared in the ordinary course of future traffic levels on the UP rail network.	Studies, analyses, and reports regarding UP's forecasts of future traffic levels on the UP rail network.	1/1/2019 to 2/17/2026	traffic W/5 forecast	4174

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57	CPKC	1st Discovery Request	20	Produce all UP Executive Level Documents relating to policies or strategies for the pricing or UP's rail transportation services, including without limitation the level of returns that UP requires when pricing rail traffic, including but not limited to the approaches referenced by UP's then CFO Rob Knight in 2018 ("As you know, and you followed us for many years, for many years we've been willing to walk away from business if it doesn't have the right returning characteristics") (Remarks at Credit Suisse Industrials Conference (Nov. 19, 2018)); and UP's current CPO Jennifer Hamann in 2019 ("We have done I would say a very good job over the last several years of really focusing on that profitability of each piece of our business and where it didn't make sense for us to move it, we had moved away from some of this.") (Remarks at Stephens Nashville Investment Conference (Nov. 15, 2019)).	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide pricing strategies.	1/1/2019 to 2/17/2026	(pricing W/3 (formula OR model OR polic* OR strateg* OR system))	13389
58	CPKC	1st Discovery Request	22	Produce all UP Executive Level Documents relating to UP's changes (including without limitation reductions) in service or service frequency occasioned by implementation of Precision Scheduled Railroad.	Studies, analyses, and reports regarding the impact of Precision Scheduled Railroad on rail service.	1/1/2019 to 2/17/2026	(PSR OR "Precision Scheduled Railroad") w/10 service	9340
59	CPKC	1st Discovery Request	24	Produce all UP Executive Level Documents discussing, analyzing, studying, or referring to UP's ability or potential ability to negotiate, insist upon, or obtain more favorable terms for UP transportation services, or obtain additional business, by linking, bundling, tying, or otherwise including in a negotiation or offer other rail transportation service that UP is uniquely or advantageously situated to perform (including without limitation where UP is the sole rail carrier serving a particular shipper facility or providing an efficient rail route).	Studies, analyses, and reports regarding UP's ability to obtain more favorable terms for transportation services by linking, bundling, or tying multiple services.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) W/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	22930
60	CPKC	1st Discovery Request	26	Produce all Documents prepared by personnel in the marketing department and presented to managers recommending, reviewing, or discussing strategies for contracting with customers that have multiple facilities served by UP, including without limitations documents in the form of emails, strategy decks, playbooks, or any other form.	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide strategies for contracting with customers for multiple facilities.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) W/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	22930
61	CPKC	1st Discovery Request	28	Produce all Documents prepared on a weekly, monthly, quarterly, annual, or other regular basis that discuss UP's plans or strategies for retaining or increasing the revenues obtained by UP from rail customers (whether by growing traffic, increasing prices, or otherwise).	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide strategies for retaining or increasing revenues obtained from rail customers.	1/1/2019 to 2/17/2026	((plan OR strateg*) W/20 (retain OR increas*) W/5 revenue))	2496
62	CSX	1st Discovery Request	3	Produce all Documents studying, analyzing, discussing or otherwise Relating to the impacts of the Proposed Transaction on rail service offered, or that may be offered, by any Person, Including: a. Impacts of the Proposed Transaction on single-line rail service offered by any Person; b. Impacts of the Proposed Transaction on traffic that is or may be interchanged through and between any Persons; c. Impacts of the Proposed Transaction on market shares; d. Impacts of the Proposed Transaction on interline connections; e. Impacts of the Proposed Transaction on pricing and service; f. Impacts of the Proposed Transaction on Intramodal Competition; g. Impacts of the Proposed Transaction on Intermodal Competition; h. Impacts of the Proposed Transaction on Product Competition; and i. Impacts of the Proposed Transaction on Geographic Competition.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115

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63	CSX	1st Discovery Request	4	Produce documents sufficient to show the Applicants' Plans Relating to rail service through and between the following locations, including investments in infrastructure and capacity, traffic forecasts, density charts, capacity studies or reports, changes expected to result from the Proposed Transaction that would impact any Person's costs to provide rail service through and between the locations, and all studies, analyses, and reports regarding expected or potential impacts of the Proposed Transaction on rates and service for traffic moving through and between the locations: a. Meridian Speedway; b. Dallas, Texas and the Meridian Speedway; and c. Dallas, Texas and Shreveport, Louisiana.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
64	CSX	1st Discovery Request	5	Produce documents sufficient to show the Applicants' Plans Relating to their operations of or operations near interchange facilities or locations in or near to the following geographic areas, including either Applicant's investments in infrastructure and capacity, traffic forecasts, density charts, capacity studies or reports, changes expected to result from the Proposed Transaction that would impact any Person's costs to provide rail service through interchange facilities or locations in the following geographic areas, and all studies, analyses, and reports regarding expected or potential impacts of the Proposed Transaction on rates and service for traffic moving through the interchange facilities or locations in the following geographic areas: a. Chicago, Illinois; b. Memphis, Tennessee; c. St. Louis, Missouri; d. New Orleans, Louisiana; and e. Kansas City, Missouri	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
65	CSX	1st Discovery Request	6	Produce all studies, analyses, or presentations Relating to the impacts of the Proposed Transaction on the following entities and any future Plans Relating to the Applicants' ownership stake of, control of, or involvement or relationship with the following entities: a. Terminal Railroad Association of St. Louis; b. TTX Company; c. Ferrocarril Mexicano, S.A. de C.V. (a/ka "Ferromex"); d. Rail Pulse; e. PTC-220, LLC; and f. Meteorcomm, LLC g. CSXT.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
66	CSX	1st Discovery Request	13	All documents relating to the creation or development of the "Committed Gateway Pricing" mechanism discussed in the Application.	Studies, analyses, and reports regarding the Committed Gateway Pricing Program.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
67	CSX	1st Discovery Request	14	All documents studying, analyzing, discussing, or otherwise Relating to the impacts of the Proposed Transaction on traffic that is currently, or may in the future be, interchanged through and between CSXT and the Applicants, including documents sufficient to show all current and future traffic that the Applicants have or may interchange with CSXT.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	((Opal OR "Norfolk Southern" OR "NS" OR Nickel OR Ruby) AND (merg* OR transaction OR combination OR acqui* OR control))	40115
68	CSX	1st Discovery Request	23	Produce all Management Level Documents concerning strategy or Planning relating to fee discounts, refunds, incentives or other means of reducing a customer's total payments associated with bundling or otherwise providing service to multiple customer locations for all business line and commodity sectors.	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide strategies for contracting with customers for multiple facilities.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) W/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	22930
69	CSX	1st Discovery Request	27	Produce all Management Level Documents that show the Applicants' analyses of the competitiveness of single line movements vs. interline movements in all commodity sectors, including but not limited to cost-differences such as line haul, train blocking, storage, or other interchange-related costs, service quality differences, or any other differences between single line vs. interline movements.	Studies, analyses, and reports regarding relative competitiveness of single line movements vs. interline movements.	1/1/2020 to 2/17/2026	("single line" AND interline AND compet*)	2154

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1	Requestor	Set	Request No.	Request Text	UP will conduct reasonable search for:	Time Period	UP Search Terms	Hits
70	CSX	1st Discovery Request	28	Produce documents sufficient to show the Applicants' analyses of interchange alternatives in all commodity sectors, including but not limited to run through trains, steel wheel, only crew changes, trackage rights, haulage, including cost and operational impacts.	Studies, analyses, and reports regarding interchange alternatives in all commodity sectors.	1/1/2020 to 2/17/2026	interchange W/5 (alternat* OR compet*)	1883
71	CSX	1st Discovery Request	29	Produce all Management Level Documents discussing existing or potential alliances with other railroads for coordinating rail service of all commodities, including any analysis of costs or benefits from each alliance.	Studies, analyses, and reports regarding potential joint ventures, alliances, or other cooperative agreements between UP and BNSF, CN, CPKC, CSX, or NS.	1/1/2019 to 2/17/2026	(BNSF or CSX* or "Norfolk Southern" or NS or CPKC or CP or "Canadian Pacific" or KCS or CN or "Canadian National") /10 ("cooperative agreement" or "joint venture" or alliance)	1216
72	CSX	2nd Discovery Request	9	Documents sufficient to show from January 1, 2020 to the present how Applicants' pricing decisions, practices, strategies, or Plans have been or are affected by traffic flow, profitability levels, the characteristics of a particular movement such as length, commodity, or tonnage, the availability of competing railroads, or the availability of other modes of transportation such as trucking or water shipping.	Studies, analyses, and reports regarding UP's railroad-wide or commodity-wide pricing strategies.	1/1/2019 to 2/17/2026	(pricing W/3 (formula OR model OR polic* OR strateg* OR system))	13389
73	CSX	2nd Discovery Request	21	Produce communications between Applicants and Amtrak sufficient to show any complaints by Amtrak or any disputes between Amtrak and Applicants regarding Applicants' ownership or operation of any facilities or routes near the following locations: a.Sedalia, Missouri b.Jefferson City, Missouri c.River Subdivision, Missouri d.Chicago, Illinois	Communications between Applicants and Amtrak sufficient to show complaints by Amtrak or disputes between Amtrak and UP regarding UP's ownership or operation of facilities or routes near: Sedalia, Missouri; Jefferson City, Missouri; River Subdivision, Missouri; and Chicago, Illinois.	1/1/2020 to 2/17/2026	(((*@amtrak.com) AND (sedalia OR "jefferson city" OR "river subdivision" OR chicago)) AND complain*)	253

	A	B	C
1	First Name	Last Name	Title
2	Eric	Gehringer	EVP - Operations
3	Matthew	Graham	General Director - Environmental Management
4	Grant	Janke	AVP - Capital Planning & Finance
5	Katherine	Novak	General Director - Interline Operations
6	Marqui	Parkerson	VP - Labor Relations
7	Joshua	Perkes	SVP, Chief Human Resources Officer
8	Carrie	Powers	VP, Controller & Chief Accounting Officer
9	Kenny	Rocker	EVP - Marketing & Sales
10	John	Turner	SVP - Operations - Northern Region
11	Jim	Vena	Chief Executive Officer

APPENDIX B

From: Laudone, Stephen S. <slaudone@sidley.com>
Sent: Friday, May 8, 2026 12:58 PM
To: Kelly, Kevin; Golden, Nathan H.; Thompson, McClain; Matelis, Joseph (NON-SIDLEY @SULLCROM.COM); Judge, Kiera S.; David Meyer; Donovan, Daniel T.; McCarrick, T.J.; zzExt-aellis; Razi, Sara Y.; Bohl, Lindsey C.; *pdenton@steptoe.com; *tstrafford@steptoe.com; Reilly, Matt; Cunningham, Rich; Scheib, John M.; Fanchiang, Eric; Gardiner, Kent; Aluise, Dylan M.; van Houwelingen, Luke; *Avia.Gridi@stblaw.com
Cc: Rosenthal, Michael; Ludwin, Derek; Flahive Wu, Laura; Damitio, Daniel; Brown, Molly; Harrison, Caroline; Warren, Matthew J.; Korman, Marc; ratkins; William Mullins; Spencer Naake
Subject: RE: STB FD 36873 - Custodial Email Searches
Attachments: NS Custodial Email Search Proposal (5.8.2026).xlsx

[EXTERNAL]
Counsel,

Please find attached Norfolk Southern's proposal regarding the parameters for custodial email searches to resolve a number of document requests issued by the other Class I railroads. The parameters outlined in Kevin's email below apply equally to Norfolk Southern's proposal. The Norfolk Southern custodians to be searched are those individuals who submitted verified statements as part of the Amended Application filed on April 30, 2026.

We are happy to consider any suggestions you may have for modifications to the search terms that Applicants are employing.

Best,
Stephen

STEPHEN S. LAUDONE
Senior Managing Associate

SIDLEY AUSTIN LLP
+1 202 736 8384
slaudone@sidley.com

This e-mail is sent by a law firm and may contain information that is privileged or confidential.
If you are not the intended recipient, please delete the e-mail and any attachments and notify us immediately.

From: Kelly, Kevin <Kkelly@cov.com>
Sent: Thursday, May 7, 2026 9:19 PM
To: Golden, Nathan H. <goldenn@sullcrom.com>; Thompson, McClain <mcclain.thompson@kirkland.com>; Matelis, Joseph (NON-SIDLEY @SULLCROM.COM) <Matelisj@sullcrom.com>; Judge, Kiera S. <judgeks@sullcrom.com>; David Meyer <david@meyerlawdc.com>; Donovan, Daniel T. <ddonovan@kirkland.com>; McCarrick, T.J. <tj.mccarrick@kirkland.com>; zzExt-aellis <aellis@stblaw.com>;

Razi, Sara Y. <Sara.Razi@stblaw.com>; Bohl, Lindsey C. <Lindsey.Bohl@stblaw.com>; *pdenton@steptoe.com <pdenton@steptoe.com>; *tstrafford@steptoe.com <tstrafford@steptoe.com>; Reilly, Matt <matt.reilly@kirkland.com>; Cunningham, Rich <rich.cunningham@kirkland.com>; Scheib, John M. <scheib@gentrylocke.com>; Fanchiang, Eric <EFanchiang@crowell.com>; Gardiner, Kent <KGardiner@crowell.com>; Aluise, Dylan M. <aluised@sullcrom.com>; van Houwelingen, Luke <LVanHouwelingen@crowell.com>; *Avia.Gridi@stblaw.com <Avia.Gridi@stblaw.com>
Cc: Rosenthal, Michael <mrosenthal@cov.com>; Ludwin, Derek <dludwin@cov.com>; Flahive Wu, Laura <lflahivewu@cov.com>; Damitio, Daniel <DDamitio@cov.com>; Brown, Molly <MBrown@cov.com>; Harrison, Caroline <CHarrison@cov.com>; Warren, Matthew J. <mjwarren@sidley.com>; Laudone, Stephen S. <slaudone@sidley.com>; Korman, Marc <mkorman@sidley.com>; Atkins, Raymond <ratkins@sidley.com>; William Mullins <wmullins@mullinslawgroup.net>; Spencer Naake <snaake@mullinslawgroup.net>
Subject: STB FD 36873 - Custodial Email Searches

Counsel,

Applicants have prepared proposals regarding the parameters for custodial email searches that each Applicant will conduct to resolve various document requests issued by the other Class I railroads. I am attaching Union Pacific's proposal here. Norfolk Southern will send its proposal separately.

UP's attached proposal identifies the relevant requests for production, the scope of responsive material that Union Pacific is agreeing to search for in response to the request, the time period and search terms that will be used to identify documents for review, the custodians whose documents will be searched, and the hit count for each search (reflecting the total number of document families containing the search terms during the time period).

As you will see, Applicants proposed searches for merger-related terms (as well as other terms) for time periods that extend beyond the announcement of the merger and overlap with the period when Applicants were working under the direction of counsel to prepare their Application. Given the extraordinary volume of documents both pre- and post-merger announcement that will be reviewed pursuant to Applicants' proposals, Applicants do not intend to individually log privileged responsive documents identified through their searches. Instead, Applicants will provide a categorical log for pre-merger announcement documents that are responsive and privileged. Requiring Applicants to log post-merger announcement communications responsive to the incredibly broad topics identified in the document requests is unduly burdensome and disproportional to the needs of this proceeding.

If you have suggestions for modifications to the search terms that Applicants are employing, we are happy to consider those.

Best,

Kevin

Kevin Kelly

Covington & Burling LLP
One CityCenter, 850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 5613 | kkelly@cov.com
www.cov.com

COVINGTON

This message is from a law firm and may contain information that is confidential or legally privileged. If you are not the intended recipient, please immediately advise the sender by reply e-mail that this message has been inadvertently transmitted to you and delete this e-mail from your system. Thank you for your cooperation.

	A	B	C	D	E	F	G	H
	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
1	BNSF	1st Discovery Request	15	Produce all Communications between UP and NS since the merger announcement regarding (a) the quoting of interline UP-NS rates, (b) operational integration, and (c) the operation of jointly-owned companies.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
2	BNSF	1st Discovery Request	17	Produce all Documents and Communications relating to potential joint ventures, marketing alliances, or other forms of cooperative agreements between UP and NS other than a merger, whether or not such agreements were implemented. The time period for this request is January 1, 2015 to present.	Studies, analyses, and reports regarding potential joint ventures, alliances, or other cooperative agreements between NS and BNSF, CN, CPKC, CSX, or UP.	1/1/2019 to 2/17/2026	(BNSF or CSX* or "Union Pacific" or UP or CPKC or CP or "Canadian Pacific" or KCS or CN or "Canadian National") w/10 ("cooperative agreement" or "joint venture" or alliance)	3,160
3	BNSF	1st Discovery Request	20	Produce all studies and analyses of the impact of the Proposed Transaction on potential future mergers involving any Class I carrier (including Applicants).	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
4	BNSF	1st Discovery Request	21	Produce all Documents in Applicants' possession, custody, or control (including any strategy plans or competitive assessments) that show or concern the impact of the Proposed Transaction on: a.Applicants' current and future debt and debt service obligations. b.Applicants' financial metrics including revenue, earnings, EBITDA, leverage, and operating ratio; c.Applicants' costs and potential opportunities to reduce costs (synergies); d.Railroad intramodal, intermodal, product, and geographic competition; e.Potential traffic diversions from truck transportation to rail transportation; f.Rail service, including rail service provided by other rail carriers; g.Rail safety, including the safety of rail service provided by other rail carriers; h.Rail labor and employment, including labor forces at railroads other than Applicants; i.Passenger or commuter service; j.Rates for rail transportation; k.Competition, including corridor competition, source competition, and intermodal competition; and l.Applicants' proposed gateway commitment on Applicants' existing traffic and the revenues and profitability of that traffic.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
5	BNSF	1st Discovery Request	23	Produce all studies, analyses, and reports that NS relied upon in evaluating UP's merger proposal and in assessing whether to execute the Merger Agreement.	Final studies, analyses, and reports that NS relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
6	BNSF	1st Discovery Request	26	Produce all Documents related to UP and NS's planned capital budgets and forecasts for the next five years (as prepared in the 2024 and 2025 period prior to the announcement of the Proposed Transaction).	Studies, analyses, and reports regarding NS's planned capital budgets and capital budget forecasts for the next five years (as prepared between 1/1/2024 and 7/29/2025).	1/1/2024 to 7/29/2025	"capital budget" or "capital spending" or "capital program" or "annual operating plan" or "long range plan"	2,374
7	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that NS relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
8								

	A	B	C	D	E	F	G	H
1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
9	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that NS relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
10	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding the projected synergies resulting from the Proposed Transaction.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
11	BNSF	2nd Discovery Request	8	All Documents and Communications concerning the Committed Gateway Pricing program as defined and discussed in the Application.	Studies, analyses, and reports regarding the Committed Gateway Pricing Program.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
12	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
13	BNSF	2nd Discovery Request	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").	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
14	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding NS's operating capacity in eastern Pennsylvania.	1/1/2019 to 2/17/2026	(eastern w/3 (Pennsylvania OR "PA")) AND (capacity OR carloads OR tonnage OR operation*)	3,454
15	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request. Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
16	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding benefits of the Proposed Transaction of the types described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
17	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding risks of the Proposed Transaction of the types described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
18	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237

	A	B	C	D	E	F	G	H
1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
19	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
20	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding UP and NS's commitment to divest portions of their shares in PPU, TRRA, and TTX as part of the Proposed Transaction or the impact of the Proposed Transaction on PPU, TRRA, and TTX.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
21	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports that NS relied upon in evaluating whether to propose or enter into the Merger Agreement.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
22	BNSF	2nd Discovery Request	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."	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
23	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding investments the merged carrier will undertake as a result of the Proposed Transaction that would not have occurred absent the Proposed Transaction.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
24	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
25	BNSF	2nd Discovery Request	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.	Complaints that NS has made or received regarding failure of other carriers to interline with them, including pursuant to stipulated remedies from prior rail transactions.	1/1/2019 to 2/17/2026	(fail* w/5 interline)	36
26	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding facilities closed by NS, including analyses of the effect of these closures on prices and costs.	1/1/2019 to 2/17/2026	((yard* or shop* or facilit*) w/3 (closing* or closure* or rationalize)) AND (price* or cost*)	3,946

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
27	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding pricing, quality, and cost efficiencies related to interline arrangements. Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	1/1/2019 to 2/17/2026	interline w/5 (pric* OR quality OR efficien*)	1,086
28	BNSF	2nd Discovery Request	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.	Studies, analyses, and reports regarding NS's offers to customers opening new facilities.	1/1/2019 to 2/17/2026	(facilit* w/3 new) w/20 (offer OR bid)	133
29	BNSF	3rd Discovery Request	4	Documents and Communications concerning UP and NS's buffer capacity with respect to employees and equipment from 2019 to present. This request seeks, among other things, information regarding UP's contention that it has "built buffer capacity into [its] locomotive and equipment fleet." App. Vol. 1 p. 230 ¶ 23.	Studies, analyses, and reports regarding NS's buffer capacity with respect to employees, locomotives, and equipment.	1/1/2019 to 2/17/2026	(buffer w/3 (capacity OR employee OR crew OR equipment OR locomotive))	273
30	BNSF	3rd Discovery Request	6	Documents and Communications concerning how UP and NS strategic fueling will change after the Proposed Transaction is completed.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
31	BNSF	3rd Discovery Request	7	Documents and Communications concerning plans for mechanical inspections after the Proposed Transaction is completed, including where mechanical inspections will occur and details regarding how they will be performed.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
32	BNSF	3rd Discovery Request	9	Documents and Communications concerning UP and NS's plans to integrate: a. NS's yard control systems with UP's Mobile NX yard-control system. b. NS's train building systems with UP's Precision Train Builder. c. NS's transportation management systems with UP's NetControl transportation management system.	Studies, analyses, and reports regarding integration planning, including risks to integration.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
33	BNSF	3rd Discovery Request	14	Documents and Communications that support or concern the contentions of Claude Elkins during the December 19, 2025 analyst call that (a) Our merger will streamline rail connections between major manufacturing and population centers. . . [and] will enable more efficient, lower-cost supply chains, (b) Our combined intermodal business will grow by more than 1.4 million annual loads as we offer 6 new premium intermodal lanes operating 7 days a week, (c) Benefits from the merger will also reshape the playing field for carload customers across the US and in industries like agriculture, food, chemicals, forest products, coal, and metals, (d) By transforming the watershed markets from interline to single-line service we expect to convert 105,000 carloads annually from truck to rail	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
34	BNSF	3rd Discovery Request	17	Documents and Communications that support or concern the contentions made in the White Paper that: a. "A transcontinental American railroad will enhance competition with Canada to win back U.S. freight volume and good-paying union railroad jobs." p. 5. b. "A seamless transcontinental railroad will provide stronger competition for long-haul trucking, which dominates the market." p. 7. c. "Without structural reform and bold leadership, rail's position in the U.S. freight market will continue to erode – no matter how well individual railroads perform." p. 7. d. "A route-by-route analysis of projected post-merger growth verified there is sufficient capacity to continue fulfilling all service commitments to all passenger services, including Amtrak and commuter agencies." p. 14. e. "A transcontinental operating plan will provide service improvements for customers without overhauling existing networks." p. 18. f. "[T]he combined railroad's plans do not include any operational changes to connections with Union Pacific's and Norfolk Southern's many current short line partners." p. 20. g. "The combined company's operating plan does not change principal routes, nor does it include line divestitures or discontinued services." p. 21. h. "The end-to-end nature of the Union Pacific and Norfolk Southern combination reduces the risk of service disruptions." p. 26. i. "Most traffic moving on the two networks will not be affected [by the Proposed Transaction], and most yards and terminals will not experience any significant merger-related increase in activity levels." p. 26. j. "The combined company will be more resilient due to the greater availability of resources, such as the main line track, terminals, crews, locomotives and rail cars required to keep traffic flowing." p. 26. k. UP and NS's "recent experience with successful system and technology integrations," as referred to in the White Paper at page 27, including but not limited to:	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
35	BNSF	3rd Discovery Request	19	Documents and Communications that support or concern UP and NS's contentions in the Application that: a. "[S]hippers repeatedly say they want . . . seamless, efficient, end-to-end rail service with a single carrier accountable for the full move." App. Vol. 1, p. 12. b. "This end-to-end merger does not eliminate parallel routes or diminish competitive alternatives." App. Vol 1., p. 13. c. The Proposed Transaction will "strengthen the national defense." App. Vol. 1, p. 24. d. "[T]he proposed transaction will not cause the loss of any essential rail service, and inclusion of other rail carriers would interfere with achievement of the benefits of the proposed transaction." App. Vol 1, p. 35. e. "Applicants' gateway commitment will ensure that BNSF and CSX, as well as CN and CPKC, could continue competing effectively with UP/NS if they remain as independent companies." App. Vol. 1, p. 50.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
36	BNSF	3rd Discovery Request	20	Documents and Communications related to UP and NS's downstream effects analysis. See 49 C.F.R. § 1180.6(b)(12). For the avoidance of doubt, this request seeks Documents and Communications that support or concern Applicants' contentions that (i) "Applicants believe that even if there were a responsive merger, it would not diminish the substantial public benefits of the proposed transaction," App. Vol. 1, p. 50, and (ii) "if other railroads respond to the competitive pressures generated by this merger by forming a second, more efficient transcontinental railroad that also offers broader single-line service, unlocking even more growth in watershed markets, the result would simply be an American network with two stronger, more efficient transcontinental carriers." App. Vol. 1, p. 51.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
37	BNSF	3rd Discovery Request	22	Documents and Communications that support or concern Jim Vena's contentions that: a. UP/NS "will have procedures in place to promptly address any unexpected issues and to ensure that we are delivering the services that we promise." App. Vol. 1, p. 160 ¶ 5. b. "We also anticipate achieving significant efficiencies driven by improved asset utilization for UP and our customers, implementation of best operating practices and technologies, and streamlined administrative costs." App. Vol. 1, p. 168 ¶ 24. c. "The transaction will also benefit Amtrak." App. Vol. 1, p. 170 ¶ 29. d. "The benefits of the UP/NS merger cannot be achieved through mere partnership agreements between UP and NS." App. Vol. 1, p. 178 ¶ 49. e. "The Union Pacific Transcontinental Railroad Will Deliver Improved Service with No Transitional Service Disruptions." App. Vol. 1, p. 183.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
38	BNSF	3rd Discovery Request	24	Documents and Communications that support or concern Mark George's contention that (a) Railroad cannot contract their way to a seamless network through alliances and marketing agreements." App. Vol. 1, p. 211 ¶ 58.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
39	BNSF	3rd Discovery Request	25	Documents and Communications that support or concern Kenny Rocker and Ed Elkins' contentions that: a. "[C]ustomers overwhelmingly and consistently choose single-line options." App. Vol. 1, p. 224 ¶ 11. b. "[C]ustomers will be able to plan their freight moves with rail as easily as they do with trucking." App. Vol. 1, p. 226 ¶ 13. c. "We believe that customers in the watershed markets want to move by rail." App. Vol. 1, p. 253 ¶ 78. d. "We strongly believe that the true growth potential here goes well beyond what can be modeled on paper." App. Vol. 1, p. 277 ¶ 134. e. "[W]e see big potential around the ports and in global trade." App. Vol. 1, p. 278 ¶ 135.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
40	BNSF	3rd Discovery Request	29	Documents and Communications related to UP and NS's decisions before the Proposed Transaction to invest in infrastructure needed to accommodate additional interline traffic. App. Vol. 2, p. 42 ¶ 60.	Studies, analyses, and reports regarding NS's decisions before the Proposed Transaction to accommodate additional interline traffic.	1/1/2019 to 7/29/2025	(invest* w/5 (interline or interchange))	124
41	BNSF	3rd Discovery Request	30	Documents and Communications that support or concern the contentions of Mark Israel that: a. "[T]he combined vertical effects of the proposed merger of UP and NS are procompetitive, meaning that they will enhance competition in the rail industry, create downward pressure on price relative to the state of the world that would exist absent the merger, and benefit shippers in the form of greater investment, higher quality service, and a more efficient rail network." App. Vol. 2, p. 141 ¶ 13. b. "[A] merger between complementary railroads in settings where individual shippers negotiate sophisticated (non-linear) contracts is either benign or efficiency-enhancing and shipper-welfare enhancing." App. Vol. 2, p. 150 ¶ 24 (italics omitted). c. "UP/NS's incentive to compete less aggressively tends to result in rate increases that are much smaller in magnitude compared to the direct benefits that shippers are likely to receive on interline shipments to which CGP is applicable." App. Vol. 2, p. 213 ¶ 166.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
42	BNSF	3rd Discovery Request	31	Documents and Communications that support or concern Eric Gehringer's and John F. Orr's contentions at that: a. "UP/NS will also implement new train and blocking plans that allow manifest traffic, including traffic moving to and from watershed areas, to move faster and more reliably with fewer handlings." App. Vol. 2, p. 503 ¶ 8. b. "[T]he benefits of this transaction cannot be achieved without a merger." App. Vol. 2, p. 504 ¶ 10. c. "Accommodating projected growth will not fundamentally alter the principal routes currently operated by UP or NS." App. Vol. 2, p. 604 ¶ 238. d. "[T]he merger will allow UP/NS to handle the same traffic levels as the two railroads handled before using fewer, more efficient trains than UP and NS use today." App. Vol. 2, p. 621 ¶ 265. e. "The UP/NS merger will not result in any adverse impact to passenger operations." p. Vol. 2, p. 637 ¶ 307.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
43	BNSF	3rd Discovery Request	32	Documents and Communications that support or concern David T. Hunt's and Matthew Schabas' contentions that: a. "Multiple shipper segments would realize substantial benefits from improved single-line service." App. Vol. 2, p. 317 ¶ 6. b. "Shippers . . . consistently report three factors as particularly important: price, reliability, and transit time." App. Vol. 2, p. 320. c. "Shippers do not expect railroads to be faster than truck but are more likely to switch from truck to rail if railroads can narrow the gap, while improving reliability and remaining below the cost of truck. And interchanges between railroads in interline service add significant transit time." App. Vol. 2, p. 325. d. "[S]hippers will make their mode choice consistently across the United States." App. Vol. 2, p. 349. e. "There will be a meaningful improvement in the existing interline intermodal lanes offered today, and these lanes will behave like the existing single-line service lanes offered by Class I railroads." App. Vol. 2, p. 350.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
44	CPKC	1st Discovery Request	11	Produce all NS Executive Level Documents since January 1, 2000 studying, analyzing, or discussing potential railroad combinations involving UP, BNSF, CSX, or NS, or discussing Transcontinental Rail Mergers generally.	Studies, analyses, and reports regarding potential railroad combinations between UP, BNSF, CSX, or NS, or discussing Transcontinental Rail Mergers.	1/1/2019 to 2/17/2026	((BNSF or Basalt or CSX or Cobalt or "Norfolk Southern" or NS) w/20 (merg* or transaction or combination or acqui* or control)) or "transcontinental rail*"	48,176
45	CPKC	1st Discovery Request	12	Produce all NS Executive Level Documents relating to the land rationalization referenced in the NS Press Release dated April 4, 2024, entitled Norfolk Southern Announces new initiatives to drive further productivity and accountability."	Studies, analyses, and reports regarding the lane rationalization initiatives.	1/1/2024 to 5/31/2024	"lane rationalization" OR (lane w/5 ration*)	1,186
46	CPKC	1st Discovery Request	15	Produce all NS Executive Level Documents relating to the initiative described in the UP Press Release dated September 15, 2025, entitled New Union Pacific and Norfolk Southern Intermodal Gateway Expands Market Access.	Studies, analyses, and reports regarding the Louisville interline initiative between UP and NS announced on September 15, 2025.	3/12/2023 to 2/17/2026	louisville and "norfolk southern" and "interline service"	132
47	CPKC	1st Discovery Request	17	Produce all NS Executive Level Documents relating to strategies for growing UP's rail traffic.	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide strategies for growing rail traffic.	1/1/2019 to 2/17/2026	((plan OR strateg*) w/20 (grow* OR increas* OR retain) W/5 (volume or rail or traffic))	3,535
48	CPKC	1st Discovery Request	19	Produce all NS Executive Level Documents relating to forecasts prepared in the ordinary course of future traffic levels on the NS rail network.	Studies, analyses, and reports regarding NS's forecasts of future traffic levels on the NS rail network.	1/1/2019 to 2/17/2026	traffic W/5 forecast	532
49	CPKC	1st Discovery Request	21	Produce all NS Executive Level Documents relating to policies or strategies for the pricing of NS's rail transportation services, including without limitation the level of returns that NS requires when pricing rail traffic.	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide pricing strategies.	1/1/2019 to 2/17/2026	(pricing w/3 (formula OR model OR polic* OR strateg* OR system))	5,443
50	CPKC	1st Discovery Request	22	Produce all NS Executive Level Documents relating to NS's changes (including without limitations reductions) in service or service frequency occasioned by implementation of Precision Scheduled Railroading.	Studies, analyses, and reports regarding the impact of Precision Scheduled Railroading on rail service.	1/1/2019 to 2/17/2026	(PSR OR "Precision Scheduled Railroading") w/10 service	8,211

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
51	CPKC	1st Discovery Request	25	Produce all NS Executive Level Documents discussing, analyzing, studying or referring to NS's ability or potential ability to negotiate, insist upon, or obtain more favorable terms for NS transportation services, or obtain additional business, by linking, bundling, tying, or otherwise including in a negotiation or offer other rail transportation service that NS is uniquely or advantageously situated to perform (including without limitation where NS is the sole rail carrier serving a particular shipper facility or providing an efficient rail route).	Studies, analyses, and reports regarding NS's ability to obtain more favorable terms for transportation services by linking, bundling, or tying multiple services.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) w/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	13,748
52	CPKC	1st Discovery Request	27	Produce all Documents prepared by personnel in the marketing department and presented to managers recommending, reviewing, or discussing strategies for contracting with customers that have multiple facilities served by NS, including without limitations documents in the form of emails, strategy decks, playbooks, or any other form.	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide strategies for contracting with customers for multiple facilities.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) w/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	13,748
53	CPKC	1st Discovery Request	29	Produce all Documents prepared on a weekly, monthly, quarterly, annual, or other regular basis that discuss NS's plans or strategies for retaining or increasing the revenues obtained by NS from rail customers (whether by growing traffic, increasing prices, or otherwise).	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide strategies for retaining or increasing revenues obtained from rail customers.	1/1/2019 to 2/17/2026	((plan OR strateg*) w/20 (retain OR increas*) w/5 revenue)	584
54	CSX	1st Discovery Request	3	Produce all Documents studying, analyzing, discussing or otherwise Relating to the impacts of the Proposed Transaction on rail service offered, or that may be offered, by any Person, Including: a. Impacts of the Proposed Transaction on single-line rail service offered by any Person; b. Impacts of the Proposed Transaction on traffic that is or may be interchanged through and between any Persons; c. Impacts of the Proposed Transaction on market shares; d. Impacts of the Proposed Transaction on interline connections; e. Impacts of the Proposed Transaction on pricing and service; f. Impacts of the Proposed Transaction on Intramodal Competition; g. Impacts of the Proposed Transaction on Intermodal Competition; h. Impacts of the Proposed Transaction on Product Competition; and i. Impacts of the Proposed Transaction on Geographic Competition.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
55	CSX	1st Discovery Request	4	Produce documents sufficient to show the Applicants' Plans Relating to rail service through and between the following locations, including investments in infrastructure and capacity, traffic forecasts, density charts, capacity studies or reports, changes expected to result from the Proposed Transaction that would impact any Person's costs to provide rail service through and between the locations, and all studies, analyses, and reports regarding expected or potential impacts of the Proposed Transaction on rates and service for traffic moving through and between the locations: a. Meridian Speedway; b. Dallas, Texas and the Meridian Speedway; and c. Dallas, Texas and Shreveport, Louisiana.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237

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56	CSX	1st Discovery Request	5	Produce documents sufficient to show the Applicants' Plans Relating to their operations of or operations near interchange facilities or locations in or near to the following geographic areas, including either Applicant's investments in infrastructure and capacity, traffic forecasts, density charts, capacity studies or reports, changes expected to result from the Proposed Transaction that would impact any Person's costs to provide rail service through interchange facilities or locations in the following geographic areas, and all studies, analyses, and reports regarding expected or potential impacts of the Proposed Transaction on rates and service for traffic moving through the interchange facilities or locations in the following geographic areas: a. Chicago, Illinois; b. Memphis, Tennessee; c. St. Louis, Missouri; d. New Orleans, Louisiana; and e. Kansas City, Missouri	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
57	CSX	1st Discovery Request	6	Produce all studies, analyses, or presentations Relating to the impacts of the Proposed Transaction on the following entities and any future Plans Relating to the Applicants' ownership stake of, control of, or involvement or relationship with the following entities: a. Terminal Railroad Association of St. Louis; b. TTX Company; c. Ferrocarril Mexicano, S.A. de C.V. (a/ka "Ferromex"); d. Rail Pulse; e. PTC-220, LLC; and f. Meteorcomm, LLC g. CSXT.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
58	CSX	1st Discovery Request	13	All documents relating to the creation or development of the "Committed Gateway Pricing" mechanism discussed in the Application.	Studies, analyses, and reports regarding the Committed Gateway Pricing Program.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
59	CSX	1st Discovery Request	14	All documents studying, analyzing, discussing, or otherwise Relating to the impacts of the Proposed Transaction on traffic that is currently, or may in the future be, interchanged through and between CSXT and the Applicants, including documents sufficient to show all current and future traffic that the Applicants have or may interchange with CSXT.	Studies, analyses, and reports regarding impacts of the Proposed Transaction as described in this request.	7/30/2024 to 2/17/2026	(Opal OR "Union Pacific" OR "UP" OR Nickel OR Ruby OR Pegasus) AND (merg* OR transaction OR combination OR acqui* OR control)	33,237
60	CSX	1st Discovery Request	20	Produce, with respect to service and operations in and through Rockport, Indiana; Middletown, Ohio; Enon, Pennsylvania; Waynesburg, Pennsylvania; Brownsville, Pennsylvania; New Orleans, Louisiana; and Columbus, Ohio: a. all communications with shippers and other railroads regarding operations, dispatch, assignment of traffic to fulfill shipper requests, availability of equipment and crews, and potential infrastructure or other improvements or investments; b. all documents reflecting or analyzing Norfolk Southern and CSXT movements of traffic or levels or service metrics thereof; c. all documents reflecting or analyzing capacity, capacity utilization, effects of capacity and capacity utilization on Norfolk Southern and CSXT movements of traffic or competitiveness, and effects of potential capacity improvements on Norfolk Southern and CSXT movements of traffic or competitiveness; d. documents sufficient to show the effect or value of Norfolk Southern dispatch or other operational control with respect to business and competitiveness.	Studies, analyses, and reports regarding NS operations, dispatching, traffic assignment, crew and equipment availability, traffic movements, service metrics, and capacity in any of the listed municipalities.	1/1/2019 to 2/17/2026	(Rockport OR Middletown OR Enon OR Waynesburg OR Brownsville OR New Orleans OR Columbus) AND (operation* OR dispatch* OR assignment OR (availab* w/3 (equipment OR crews)) OR infrastructure OR improv* OR invest* OR movement* OR metric* OR capacity)	54,767
61	CSX	1st Discovery Request	23	Produce all Management Level Documents concerning strategy or Planning relating to fee discounts, refunds, incentives or other means of reducing a customer's total payments associated with bundling or otherwise providing service to multiple customer locations for all business line and commodity sectors.	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide strategies for contracting with customers for multiple facilities.	1/1/2019 to 2/17/2026	(negotiat* or strateg*) w/10 (bundl* OR tying OR tie OR link* OR leverag* OR "multiple facilit*")	13,748

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1	Requestor	Set	Request No.	Request Text	NS will conduct reasonable search for:	Time Period	NS Search Terms	Hits
62	CSX	1st Discovery Request	27	Produce all Management Level Documents that show the Applicants' analyses of the competitiveness of single line movements vs. interline movements in all commodity sectors, including but not limited to cost-differences such as line haul, train blocking, storage, or other interchange-related costs, service quality differences, or any other differences between single line vs. interline movements.	Studies, analyses, and reports regarding relative competitiveness of single line movements vs. interline movements.	1/1/2020 to 2/17/2026	("single line" AND interline AND compet*)	1,998
63	CSX	1st Discovery Request	28	Produce documents sufficient to show the Applicants' analyses of interchange alternatives in all commodity sectors, including but not limited to run through trains, steel wheel, only crew changes, trackage rights, haulage, including cost and operational impacts.	Studies, analyses, and reports regarding interchange alternatives in all commodity sectors.	1/1/2020 to 2/17/2026	interchange w/5 (alternat* OR compet*)	436
64	CSX	1st Discovery Request	29	Produce all Management Level Documents discussing existing or potential alliances with other railroads for coordinating rail service of all commodities, including any analysis of costs or benefits from each alliance.	Studies, analyses, and reports regarding potential joint ventures, alliances, or other cooperative agreements between NS and BNSF, CN, CPKC, CSX, or NS.	1/1/2019 to 2/17/2026	(BNSF or CSX* or "Norfolk Southern" or NS or CPKC or CP or "Canadian Pacific" or KCS or CN or "Canadian National") w/10 ("cooperative agreement" or "joint venture" or alliance)	4,848
65	CSX	2nd Discovery Request	9	Documents sufficient to show from January 1, 2020 to the present how Applicants' pricing decisions, practices, strategies, or Plans have been or are affected by traffic flow, profitability levels, the characteristics of a particular movement such as length, commodity, or tonnage, the availability of competing railroads, or the availability of other modes of transportation such as trucking or water shipping.	Studies, analyses, and reports regarding NS's railroad-wide or commodity-wide pricing strategies.	1/1/2019 to 2/17/2026	(pricing W/3 (formula OR model OR polic* OR strateg* OR system))	5,443
66	CSX	2nd Discovery Request	21	Produce communications between Applicants and Amtrak sufficient to show any complaints by Amtrak or any disputes between Amtrak and Applicants regarding Applicants' ownership or operation of any facilities or routes near the following locations: a.Sedalia, Missouri b.Jefferson City, Missouri c.River Subdivision, Missouri d.Chicago, Illinois	Communications between Applicants and Amtrak sufficient to show complaints by Amtrak or disputes between Amtrak and NS regarding NS's ownership or operation of facilities or routes near: Sedalia, Missouri; Jefferson City, Missouri; River Subdivision, Missouri; and Chicago, Illinois.	1/1/2020 to 2/17/2026	(((*@amtrak.com) AND (sedalia OR "jefferson city" OR "river subdivision" OR chicago)) AND complain*)	8

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1	First Name	Last Name	Title	Party
2	Mark	George	President and Chief Executive Officer	Norfolk Southern
3	Claude	Elkins	Executive Vice President and Chief Commercial Officer	Norfolk Southern
4	John	Orr	Executive Vice President and Chief Operating Officer	Norfolk Southern

CERTIFICATE OF SERVICE

I hereby certify that, on this 20th day of May, 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/ Daniel Damitio