

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

311836

ENTERED

Office of Chief Counsel

July 24, 2026 July 24, 2026

Part of
Public Record

By E-Filing

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

Peter W. Denton
Steptoe LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
pdenton@steptoe.com

Abram J. Ellis
Simpson Thacher & Bartlett LLP
900 G Street, NW
Washington, DC 20001
aellis@stblaw.com

Dylan M. Aluise
Sullivan & Cromwell LLP
1700 New York Avenue, NW, Suite 700
Washington, D.C. 20006
aluised@sullcrom.com

Eric P. Enson
Crowell & Moring LLP
515 South Flower Street, 41st Floor
Los Angeles, CA 90071
eenson@crowell.com

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

Dear Administrative Law Judge Soulikias and Counsel:

Pursuant to Decision No. 25, Applicants write to provide an update on their progress toward substantial completion of non-custodial document productions to all currently pending discovery requests.

As of the date of this letter, Applicants have received 353 discovery requests (not including hundreds of subparts) from interested parties to this proceeding. The scope of documents, communications, information, and data sought by these discovery requests is unprecedented and far exceeds the needs of this proceeding. Nevertheless, Applicants have been working diligently to identify and produce materials responsive to these requests and to work collaboratively with the non-Applicant Class I railroads to resolve disputes over relevance, scope, and burden on a request-by-request basis.

COVINGTON

July 24, 2026

Page 2

By end of day, Applicants will have produced more than 175,000 pages of documents and more than 1,600 GB of data in response to discovery requests. Nearly all of the materials in Applicants' productions to date have been identified through targeted collections, including from non-custodial locations. These rolling productions have been made on top of the detailed Amended Application and supporting workpapers filed on April 30, Applicants' first submission in response to Decision No. 21 filed on July 7, and various other data and documents submitted in response to the Board's requests, all of which the non-Applicant Class I railroads also received. Furthermore, depositions of Applicants' personnel are beginning next week, with two Union Pacific employees scheduled for Wednesday and Thursday.

Union Pacific and Norfolk Southern provide the following updates on their respective efforts to produce non-custodial material in this proceeding.

Union Pacific's Update On Non-Custodial Productions

Union Pacific continues to search for, collect, and review documents stored in non-custodial locations that may be responsive to discovery requests in this proceeding. Union Pacific has made two productions since Applicants' last update (UP 011 and UP 012). Union Pacific is on track to substantially complete production of documents stored in non-custodial locations in response to BNSF's second motion to compel by July 31, 2026.

The chart below summarizes the non-custodial material that Union Pacific has produced to date.

Production	Date	Description
UP 001	10/31/2025	• Merger Agreement Schedules • Reciprocal Switching Data (2019-2024) • Interchange and Haulage Data (2019-2024) • Interchange Commitment Agreements • Waivers of Interchange Commitments
UP 002	12/24/2025	• Car and Container Event Data (2019-2024) • Train Event Data (2019-2024) • Intermodal Train Schedules (2019-2024) • Employee Discipline Standards and Practices • Non-Merger Cooperative Program Materials
UP 003	12/24/2025	• Interchange Commitment Agreements • Waivers of Interchange Commitments • Trackage and Haulage Agreements

COVINGTON

July 24, 2026

Page 3

Production	Date	Description
UP 004	1/9/2026	• Trackage and Haulage Agreements
UP 005	1/27/2026	• Merger Agreement Schedules
UP 006	1/29/2026	• Agreements Facilitating Service • Stakeholder Communication Materials • Non-Merger Cooperative Program Materials • Trackage and Haulage Agreements • Density Charts & Maps
UP 007	4/3/2026	• Agreements Facilitating Service • Stakeholder Communication Materials • Blocking Plan Compliance Materials • Train Schedules • Train Operations and Scheduling Adherence Materials • Interchange Performance Metrics • Trackage and Haulage Agreements
UP 008	5/15/2026	• Traffic Tapes (2025) • Reciprocal Switching Data (2025) • Interchange and Haulage Data (2025) • Organizational Charts • I-5 Rate Materials • Capacity Charts and Maps • Interchange Investment Materials • Interline Initiative Materials • Shipper Contracts w/ Volume Incentives Data • Train Performance Data (2023-2025) • Trip Plan Compliance Data (2023-2024) • Buffer Capacity Data (2019-2025) • Lease and Terminal Agreements • Labor Union Letters of Understanding

COVINGTON

July 24, 2026

Page 4

Production	Date	Description
UP 009	6/8/2026	• Car and Container Event Data (2025) • Train Event Data (2025) • Organizational Charts • Labor Union Letter of Understanding • Board Materials • Pre-Merger Capital Improvement Project Materials • Materials regarding Growth, Revenue, and Pricing Strategies; Volume and Revenue Forecasts; and Customer Wins and Losses • Integration Materials • Government Agency Submission • SIT Location Information • Dispatch Control Agreements
UP 010	7/10/2026	• Due Diligence Materials • TRRA Materials • Synergies & Financial Model Materials • Proposed Transaction Materials • Interline Initiative Materials • Merger Analysis Materials • Integration Materials • I-5 Rate Materials • Materials regarding Growth, Revenue, and Pricing Strategies, Volume and Revenue Forecasts; and Customer Wins and Losses
UP 011	7/17/2026	• Merger Analysis Materials • Synergies & Financial Model Materials • I-5 Rate Materials • TRRA Materials • Custodial Files
UP 012	7/23/2026	• Integration Materials • Synergies Materials • Capital Budgets • Merger Analysis Materials • Materials regarding Pricing • Committed Gateway Pricing Materials

Norfolk Southern's Update On Non-Custodial Productions

Norfolk Southern continues to search for, collect, and review non-custodial material that may be responsive to outstanding discovery requests in this proceeding. Norfolk Southern made a production since Applicants' last update (NS PRODO11) and another production of non-custodial material (NS PRODO12) will be served today. Norfolk Southern is on track to substantially complete non-custodial document productions in response to BNSF's second motion to compel by July 31, 2026.

The chart below summarizes the non-custodial material that Norfolk Southern has produced to date.

Production	Date	Description
NS PRODO01	10/24/2025	Agreements containing interchange commitments
NS PRODO02	11/12/2025	Agreements containing interchange commitments
NS PRODO03	11/17/2025	Reciprocal switching data (2019–2024); trackage and haulage rights agreements in certain states; employee discipline standards and policies; capital budgets and forecasts
NS PRODO04	12/3/2025	Density files and maps (2019–2024); agreement containing interchange commitment
NS PRODO05	12/19/2025	System-wide car, container, and movement data and system-wide train event data (2019–2024)
NS PRODO05B	12/19/2025	Agreements facilitating service between the existing networks of UP and NS; agreements related to entities, facilities, or equipment pools for which UP and NS both have governance rights or equity interests
NS PRODO06	3/13/2026	Board materials related to the proposed transaction; template support letters and website screenshots; intermodal train schedules (2001 to present)
NS PRODO07	5/15/2026	Material related to potential joint alliances with other railroads; data on blocking plan adherence (2023–2024); system-wide train plans and train schedules (2023–2024); planned and actual train operations (2023–2025); interchange performance metrics (2023–2024); buffer capacity (2023–2024); approved materials for third party outreach regarding the proposed transaction; documents

COVINGTON

July 24, 2026

Page 6

Production	Date	Description
		related to lane rationalization initiative; documents related to Louisville interline initiative; materials related to interchange modifications or improvements; materials related to STB-ordered deal conditions; 2025 traffic tapes and reciprocal switching data
NS PRODo08	5/22/2026	Contracts containing volume commitment incentives; joint facility agreement
NS PRODo09	6/11/2026	Car event data (2019–2025)
NS PRODo09A	6/11/2026	Contracts containing volume commitment incentives; custodial org charts; materials related to interchange modifications or improvements; material related to market share with other modes; material depicting business gained and lost (2019–2025); material depicting investments for customers to locate on the NS network (2019–2025); presentations related to strategies for growing rail traffic
NS PRODo10	6/25/2026	Material related to marketing Norfolk Intermodal Terminal and intermodal services; materials related to pre-merger projects referenced in amended application; documents related to Louisville interline initiative; materials for third party outreach regarding the proposed transaction; customer outreach trackers; contents of pre-merger due diligence site; materials related to growing intermodal traffic
NS PRODo10A	6/25/2026	Train event data (2025)
NS PRODo11	7/10/2026	Traffic forecasts (2019–2026); TRRA board materials; actual transit time, original trip plan, and on-time performance metrics (2023–2024); blocking plan data (2023–2024); pre-merger due diligence trackers; BNSF agreements for traffic moving through Des Moines; density data (2025); data on T&E train starts (2023–2025); customer outreach tracker; custodial org charts; pricing and revenue presentations; GVP P&L reports

COVINGTON

July 24, 2026

Page 7

Production	Date	Description
NS PROD012	7/24/2026	Line and yard capacity materials; GVP P&L reports; presentations concerning growth, pricing, revenue, forecasts, and business and market updates; list of sole-served customers; agreements related to Conrail Shared Assets Operations; documents related to lane rationalization initiative

* * *

Respectfully submitted,

/s/ Matthew J. Warren

Matthew J. Warren

/s/ Laura Flahive Wu

Laura Flahive Wu

/s/ William J. Mullins

William J. Mullins

*Attorneys for Union Pacific Corporation
and Union Pacific Railroad Company*

*Attorneys for Norfolk Southern
Corporation and Norfolk Southern
Railway Company*

CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of July, 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