

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

311915

ENTERED
Office of Chief Counsel

By E-Filing

August 10, 2026 August 10, 2026

Part of
Public Record

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

Parties of Record
Docket No. 36873

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

Dear Judge Soulikias and Counsel:

Applicants write to provide an update regarding their production of non-custodial and custodial documents in response to discovery requests in this proceeding and the current status of deposition scheduling.

As of the date of this letter, Applicants have received **413 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.

By end of day, Applicants will have produced more than **580,000 pages of documents** and more than **1,800 GB of data** in response to discovery requests. These rolling productions have been made on top of the detailed Amended Application and supporting workpapers filed on April 30, Applicants' submissions in response to Decision No. 21 filed on July 7 and July 27, and various other data and documents submitted in response to the Board's requests, all of which the non-Applicant Class I railroads and other interested parties also received. Applicants are also continuing to work with participants to schedule depositions of Applicants' personnel and experts.

COVINGTON

August 10, 2026

Page 2

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

Union Pacific's Update On Productions

Union Pacific continues to search for, collect, and review material stored in non-custodial and custodial locations that may be responsive to discovery requests in this proceeding. Union Pacific has made two productions (UP 015 and UP 016) since Applicants' last update on July 31.

The chart below summarizes the non-custodial and 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
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

COVINGTON

August 10, 2026

Page 3

Production	Date	Description
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
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

COVINGTON

August 10, 2026

Page 4

Production	Date	Description
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
UP 013	7/29/2026	• Integration Materials • Synergies Materials • Merger Analysis Materials • I-5 Rate Materials • Committed Gateway Pricing Materials • Board Materials • Materials regarding Growth, Revenue, and Pricing Strategies; Volume and Revenue Forecasts; and Customer Wins and Losses • New Facility Offers • Customer Wins and Losses Tracker

COVINGTON

August 10, 2026

Page 5

Production	Date	Description
UP 014	7/31/2026	• Integration Materials • Synergies Materials • Merger Analysis Materials • Interline Materials • Materials regarding Growth, Revenue, and Pricing Strategies; Volume and Revenue Forecasts; and Customer Wins and Losses
UP 015	8/7/2026	• Custodial files of Maqui Parkerson
UP 016	8/10/2026	• Custodial files of Maqui Parkerson • Custodial files of Matthew Graham • Custodial files of Katie Novak • Materials regarding Growth, Revenue, and Pricing Strategies; Volume and Revenue Forecasts; and Customer Wins and Losses

Norfolk Southern's Update On Productions

Norfolk Southern continues to search for, collect, and review material stored in non-custodial and custodial locations that may be responsive to outstanding discovery requests in this proceeding. Norfolk Southern has made another production (NS PRODO14) since Applicants' last update on July 31.

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)

COVINGTON

August 10, 2026

Page 6

Production	Date	Description
NS PROD005B	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 PROD006	3/13/2026	Board materials related to the proposed transaction; template support letters and website screenshots; intermodal train schedules (2001 to present)
NS PROD007	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 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 PROD008	5/22/2026	Contracts containing volume commitment incentives; joint facility agreement
NS PROD009	6/11/2026	Car event data (2019–2025)
NS PROD009A	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

COVINGTON

August 10, 2026

Page 7

Production	Date	Description
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
NS PRODo12	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
NS PRODo13	7/31/2026	Materials related to forecasting, pricing, committed gateway pricing, integration, and synergies; interchange and train schedule data; documents related to Precision Scheduled Railroading; documents related to lane rationalization initiative; documents related to Louisville interline initiative; custodial files of Ed Elkins and Jason Zampi; approved materials for third party outreach regarding the proposed transaction
NS PRODo14	8/7/2026	Custodial files of Jeremy Ballard, Michael Barr, Anil Bhatt, Ed Boyles, Jacob Elium, John Fleps, Stefan Loeb, Michael McClellan, Felismina De Oliveira, John Orr, Kathleen Smith, Dewayne Swindall, Yannik Thomas, Shawn Tureman, and Jason Zampi

COVINGTON

August 10, 2026

Page 8

* * *

Respectfully submitted,

/s/ Matthew J. Warren
Matthew J. Warren

/s/ William A. Mullins
William A. Mullins

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

/s/ Laura Flahive Wu
Laura Flahive Wu

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

CERTIFICATE OF SERVICE

I hereby certify that on this 10th day of August, 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