SIDLEY

SIDLEY AUSTIN LLP
1501 K STREET, N.W.
WASHINGTON, DISTRICT OF COLUMBIA 20005
+1 202 736 8000
+1 202 736 8711 FAX

+1 202 736 8996
MJWARREN@SIDLEY.COM

NS-125

312831

November 10, 2026

ENTERED
Office of Chief Counsel
November 10, 2026
Part of
Public Record

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

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

Dear Judge Soulikias:

NS opposes the November 5, 2026 letter motion from Brian S. Smith to compel production of four categories of discovery requests. The motion should be rejected because the information requested is generally not relevant to the proceeding, the requests are unduly burdensome, and, in any event, Mr. Smith has not signed the undertakings to the Protective Order entered in this case and would be unable to access any potentially responsive material.

The four categories of discovery material sought by Mr. Smith in his motion to compel are:

(1) Structural analyses of Communications Structures—which support Communications Equipment—built before 2000 (Request for Production No. 2);
(2) Recorded replacement costs for Communications Structures or Communications Shelters since 2013 (Interrogatory No. 18 and Request for Production No. 14);
(3) Integration plans and costs related to Communications Structures (Interrogatories Nos. 6 and 7 and Request for Production No. 4); and
(4) Compliance costs reflected in any valuation, due-diligence, purchase-price or synergy analysis for the Proposed Transaction (Interrogatory No. 17 and Request for Production No. 13).

It should be noted that Mr. Smith—a former NS employee with no apparent connection to this proceeding—has served more discovery requests on NS than any other party except BNSF. On October 22, 2026, Mr. Smith served 21

Sidley Austin (DC) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.

Interrogatories, 14 Requests for Production, and 15 Requests for Admission.[1] On November 2, 2026, Mr. Smith served 40 additional Requests for Admission. On November 3, 2026, Mr. Smith served an additional Interrogatory and 26 additional Requests for Admission.[2] Despite this torrent of last-minute discovery requests from a private citizen whose interest in this proceeding is difficult to fathom, NS is responding to Mr. Smith's requests, participated in a meet-and-confer with Mr. Smith on November 4th, and corresponded with him via numerous emails.

As NS has explained to Mr. Smith, the information sought by his motion to compel is irrelevant to this proceeding; would be extremely burdensome to collect; and indeed cannot be provided to an individual like Mr. Smith who has not signed the Protective Order and could not receive Highly Confidential information in any circumstance.

Discovery in a proceeding is not limitless. Mr. Smith quotes the Board's rules for the proposition that "[d]iscovery reaches any matter, not privileged, 'relevant to the subject matter involved in a proceeding,' 49 C.F.R. § 1114.21(a)(1)." Mot. at 1. But he fails to explain how his actual requests are "relevant to the subject matter involved." *Del Grosso v. STB*, 804 F.3d 110, 121 (1st Cir. 2015) (citing 49 C.F.R. § 1114.21(a)(1)). Mr. Smith has, therefore, failed to meet the relevancy requirement for three of the categories requested.

Category one ("structural analyses of structures built before 2000") is not relevant to the proposed transaction. Mot. at 2. Nothing about the proposed transaction implicates all NS Communications Structures built prior to the year 2000. These structures are not even within the Board's jurisdiction,[3] and nothing

---

[1] *See* Ex. 1 (Brian S. Smith's First Set of Discovery Requests to Norfolk Southern).

[2] Mr. Smith also served Union Pacific with eight Interrogatories, one Request for Production, and 20 Requests for Admission on October 30, 2026, thus far.

[3] The Federal Communications Commission regulates the radio frequencies used by NS and, by extension, the radio equipment and structures such equipment is housed on, not the Surface Transportation Board. *See, e.g.,* 47 U.S.C. § 332 (providing for FCC jurisdiction over wireless service facilities). Because some radio equipment is used for safety purposes such as Positive Train Control, the safety regulator of the railroads, the Federal Railroad Administration, also has jurisdiction. *See* 49 U.S.C. § 20157 (granting FRA safety jurisdiction over

about the transaction implicates them. Category two ("recorded replacement costs") is also irrelevant to the proposed transaction. There is no nexus between the proposed transaction and Communications Structures and Shelters replacement costs NS may have paid for communications structures since 2013. And as to both categories of discovery, the vast majority of NS's Communications Structures are unaffected by the transaction because of the extremely limited overlap of the UP and NS networks.[4]

Category four ("compliance cost") is also not relevant to the proceeding. Mot. at 4. Mr. Smith is seeking information about costs regarding bringing structures into structural, environmental, historic-preservation, asbestos, security or FCC compliance. Were NS to have such compliance costs—and NS does not concede that to be the case—then those costs would be present regardless of the transaction. There is no transaction-specific compliance cost on the topics Mr. Smith has raised for NS to produce information about.

There is also a substantial burden involved in the collection of the information Mr. Smith is seeking. Category one ("structural analyses of structures built before 2000") requests information regarding all Communications Structures constructed prior to 2000 that NS uses, whether it owns them or not.[5] There could be thousands of such structures and the information regarding any third party structures would not even be in NS's possession. Category two ("recorded replacement costs") requests 13 years of Communications Structures and Shelters replacement cost data for what could be, once again, thousands of structures. The burden of these requests is particularly noteworthy given their lack of relevance to the proceeding. *See Application of the Nat'l R.R. Passenger Corp. Under 49 U.S.C. § 24308—CSX Transp., Inc. & Norfolk Southern Ry.*, Docket No. FD 36495, at 3 (STB served July 22, 2022) ("Under 49 C.F.R. § 1114.21(c), however, discovery may be denied if it would be unduly burdensome in relation to the likely value of the

---

implementation of Positive Train Control including the signal systems, radios, and communication towers and poles necessary to support that technology).

[4] Mr. Smith's own work demonstrates this. In his First Set of Discovery Requests to Union Pacific, he identifies just 13 NS licensed microwave sites within 100 meters of a UP site, out of 431 NS licensed microwave sites in total. NS has not verified Mr. Smith's calculations.

[5] Mr. Smith's definition of "Communications Structures" specifically includes structures "owned by NS or by a third party."

information sought."). Mr. Smith says he will accept counts and yes-or-no answers to these requests to minimize the burden. Mot. at 2. But as NS explained to Mr. Smith during the November 4th meet and confer, the Board's discovery regulations do not compel parties to perform a "special study" to identify or derive the requested information or to "recreate information that was not kept in the ordinary course of business." *See*, *e.g.*, *Entergy Ark., Inc. v. Union Pac. R.R.*, Docket No. NOR 42104, at 6 (STB served May 19, 2008). That is exactly what NS would have to do to respond to Mr. Smith's requests.

Mr. Smith's most relevant category of discovery is category three ("integration plans and cost"), related to integration, a topic that is implicated in the proceeding.[6] Mot. at 3. But the fact that integration is generally relevant cannot save this category of discovery requests. For one thing, the requests seek integration documents that largely do not exist. As part of the parties' Application, they prepared and submitted to the Federal Railroad Administration a Safety Integration Plan which is available on the Board's website. In that filing, the Applicants explained their deliberate approach to integrating Signal and Train Control and described the long-term process for doing so, including meeting with the safety regulator (the FRA) during the transition period.[7] *See* Ex. 2 (Excerpt from Safety Integration Plan). Most of that work is still ahead. Thus far, the parties have exchanged some information related to integration, but not at the level of detail that the requests seek.

Moreover, integration information that is produced is Confidential or Highly Confidential pursuant to the Protective Order entered in this proceeding. Mr. Smith has communicated in his discovery requests that he has not signed the undertakings pursuant to the Protective Order.[8] NS cannot possibly share information about its operations, especially operations impacting safety, without ensuring the information is used appropriately and the Board's Protective Order serves that purpose. As the Board explained when it issued the Protective Order,

---

[6] *See* 49 C.F.R. §§ 1106.2–3 (requiring the preparation of a Safety Integration Plan); *id.* § 1180.10 (requiring a Service Assurance Plan to reduce integration challenges).

[7] *Union Pac. Corp., et al.—Control—Norfolk S. Corp., et al.*, Docket No. FD 36873, *Safety Integration Plan*, at 105–06 (STB filed April 30, 2026).

[8] *See Union Pac. Corp., et al.—Control—Norfolk S. Corp., et al.*, Docket No. FD 36873, Brian S. Smith's First Set of Discovery Requests to Norfolk Southern, at 4 (served Oct. 22, 2026).

"[u]nrestricted disclosure of confidential, proprietary, or commercially sensitive information and data could cause serious competitive injury to the parties. Issuance of a protective order ensures that such information and data produced by any party in response to a discovery request or otherwise will be used solely for purposes of this proceeding and not for any other business or commercial purpose." Decision No. 1, Protective Order at 2 (STB served Aug. 5, 2025).

Indeed, at the November 4th meet-and-confer, NS offered to produce information related to the discovery requests provided by NS to UP during the due diligence phase of the transaction and certain information shared with UP as part of integration discussions. *See* Mot. at 2. But as NS explained and Mr. Smith dutifully recorded in his motion, the materials would generally be designated Highly Confidential. *See id.* That is because this information is "competitively sensitive or proprietary information." *See* Decision No. 1, Protective Order at ¶ 8. It would not be appropriate for the public or NS's competitors to have unfettered access to information about its radio network that is not available in the public record.[9] Even if Mr. Smith were to sign the Protective Order, his access would still be limited because "Highly Confidential" information is only available to outside counsel and outside consultants. A request that NS produce a category of information to Mr. Smith that he is barred by the Protective Order from reviewing is plainly pointless. The motion should be denied.

NS requests that Your Honor deny the motion to compel.

Respectfully submitted,

/s/ Matthew J. Warren
Matthew J. Warren

Counsel for Norfolk Southern Corporation and Norfolk Southern Railway Company

cc: Parties of Record

---

[9] A good deal of information is publicly available to Mr. Smith via the FCC's public databases. The Universal Licensing System tracks what radio licenses NS uses and where. *See* https://www.fcc.gov/wireless/universal-licensing-system. The Antenna System Registration database tracks information about certain structures with radio equipment using FCC licensed spectrum. *See* https://www.fcc.gov/wireless/systems-utilities/antenna-structure-registration.

EXHIBIT 1

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 36873

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

BRIAN S. SMITH'S FIRST SET OF DISCOVERY REQUESTS TO NORFOLK SOUTHERN

Pursuant to 49 C.F.R. §§ 1114.26 (interrogatories), 1114.27 (requests for admission) and 1114.30 (production of documents) and the Order Setting Discovery Guidelines in this proceeding (Decision No. 24, served June 18, 2026) (the "Discovery Guidelines"), Brian S. Smith, a party of record, requests that Norfolk Southern Corporation and Norfolk Southern Railway Company respond to the following interrogatories, requests for production and requests for admission in accordance with the Board's rules and the definitions and instructions below.

Under Section E of the Discovery Guidelines, objections to any of these requests are due within five business days of service, responses to the interrogatories are due within ten business days of service, and documents are to be produced within 21 days of the date of service of the discovery response. Under 49 C.F.R. § 1114.27(a), each matter in the requests for admission below is admitted unless, within 15 days after service of these requests, Norfolk Southern serves a written answer or objection addressed to that matter; under Section E.1 of the Discovery Guidelines, any objection is due within five business days of service. Please contact the undersigned promptly about any objection or question of interpretation so that it can be resolved informally and quickly.

PRELIMINARY STATEMENT

These requests concern the communications structures, shelters and networks on which Norfolk Southern's train control, dispatch and operating communications depend, and the structural capacity of those structures and the work and cost their modification would involve to integrate Norfolk Southern's and Union Pacific's systems. These requests bear on the cost of the Proposed Transaction: integrating the two networks will require modifying existing structures, and modifying a structure can bring it under the federal requirements identified below, whatever

standard it was originally built to. Where a request refers to a public record, it does so to identify the subject precisely. The requests seek information and documents that already exist; they do not ask Norfolk Southern to create a new study. No new field inspection, engineering analysis or cost estimate is requested. The interrogatories should be answered from the information available to Norfolk Southern; where a record that a request describes is not located after reasonable inquiry, a statement to that effect is a complete response to that part of the request.

Many of the records requested reflect registrations, reviews, evaluations and inspections that federal law requires, or during the period covered by these requests required, Norfolk Southern, where applicable, to perform or keep for the structures and facilities those provisions cover, including antenna structure registration and notice of construction and dismantlement (47 C.F.R. §§ 17.4, 17.7 and 17.57); notice to the Federal Aviation Administration of proposed construction or alteration (14 C.F.R. Part 77, including FAA Form 7460-1); the pre-construction environmental and historic-preservation determination for licensed facilities (47 C.F.R. §§ 1.1307 and 1.1312); evaluation of radio-frequency exposure (47 C.F.R. §§ 1.1307(b) and 1.1310); the compliance plan and reports under any Memorandum of Understanding with the FCC described in Interrogatory No. 12; building-owner identification of asbestos-containing material (29 C.F.R. § 1926.1101(k)(2)) and inspection for asbestos before renovation or demolition (40 C.F.R. § 61.145(a)); and the communications and security requirements for positive train control systems (49 C.F.R. § 236.1033). Where a record that one of these provisions calls for does not exist, a statement to that effect is a complete response.

DEFINITIONS

1. **"Norfolk Southern" or "NS"** means Norfolk Southern Corporation and Norfolk Southern Railway Company.

2. **"Union Pacific" or "UP"** means Union Pacific Corporation and Union Pacific Railroad Company.

3. **"Proposed Transaction"** means the proposed acquisition of control of NS by UP for which approval is sought in Finance Docket No. 36873.

4. **"Document"** has the meaning given in 49 C.F.R. § 1114.30 and includes electronically stored information, databases and data compilations.

5. **"Communications Equipment"** means any radio, antenna, transmission line, router or associated equipment used for NS communications or for communications serving NS operations, in any frequency band, whether licensed by the FCC in any radio service or licensed by rule —

including, without limitation, VHF and UHF land mobile radio (including train, yard, maintenance-of-way and police radio), end-of-train and head-of-train telemetry, 900 MHz Advanced Train Control System and other data radio, 220 MHz positive train control, fixed point-to-point microwave in any band (including the 6, 11, 18 and 23 GHz bands and 70/80 GHz links), cellular or LTE, Citizens Broadband Radio Service, and satellite services — or operated without a license under Part 15 of the FCC's rules (including spread-spectrum, point-to-point and point-to-multipoint radios and Wi-Fi equipment in the 900 MHz, 2.4 GHz, 5 GHz, 6 GHz, 60 GHz and any other unlicensed band), and whether operated by NS or by a contractor on NS property or structures. It excludes equipment used solely for general office or business networks (such as office Wi-Fi access points, desktop switches and office routers) that carries no PTC, train-control, dispatch, signal, train-crew or other operational traffic.

6. **"Communications Structure"** means any tower, monopole, guyed tower, pole, building-mounted or rooftop support, passive reflector or other structure that supports Communications Equipment, whether the structure is owned by NS or by a third party.

7. **"Communications Site"** means each location at which Communications Equipment is installed, whether or not the location appears on any FCC license, including each fixed location and passive repeater listed on any FCC license held by NS.

8. **"Microwave Site"** means each Communications Site at which fixed point-to-point microwave equipment, licensed or unlicensed, is installed.

9. **"Host Building"** means any building that supports Communications Equipment on its roof or exterior, or that contains a room or space housing Communications Equipment.

10. **"Communications Shelter"** means any equipment shelter, hut, cabinet building, or room or space within a Host Building, that houses Communications Equipment.

11. **"PTC Site"** means each wayside, base station or other fixed location used to transmit or receive positive train control ("PTC") communications for operations on NS lines.

12. **"Backhaul Path"** means every segment, of any length and over any medium (licensed or unlicensed radio, fiber, leased circuit, cellular, satellite or other), over which data to or from a PTC Site may travel to reach any back-office, dispatch or network operations facility. It includes primary, secondary, failover and dynamically routed segments, and any segment carried over another party's facilities.

13. **"Network Integration"** means any planned, proposed or contemplated combination, interconnection, migration, replacement or modification of NS and UP communications systems

— including microwave, IP/MPLS routing, land mobile radio, PTC communications, dispatch communications and unlicensed radio systems — in connection with the Proposed Transaction.

14. **"FCC Records"** means the records maintained by the Federal Communications Commission in its Antenna Structure Registration ("ASR") system and Universal Licensing System ("ULS") for structures, licenses and locations held or used by NS, in any radio service.

15. **"Identify"** means, for a person, to state the person's name and affiliation; for a Document, to state its title, date, author and a description sufficient to request it, or to produce it; for a structure, building or site, to state its FCC ASR number or call sign and location number where one exists, or its location.

16. **"State whether"** calls for an answer of yes or no, followed by the information the request asks for.

INSTRUCTIONS

1. Requests concerning the existence, characteristics or condition of Communications Structures, Communications Sites, Host Buildings, Communications Shelters or Communications Equipment are not limited by date. They cover each item now in service or housing Communications Equipment, whenever it was constructed or installed. Requests concerning events, decisions, policies or changes cover the period from May 19, 2013 to the present unless a request states otherwise.

2. Each request seeks information and Documents that exist in NS's possession, custody or control. Where a request asks for a count, a count taken from an existing inventory, asset register or database is sufficient; identify the source. Where NS does not maintain the record a request describes, state that no such record exists.

3. The requesting party has not executed the undertaking under the Protective Order (Decision No. 1, served August 5, 2025) and will receive only public material. Please designate material as Confidential or Highly Confidential consistent with the designation provisions of the Protective Order, provide public versions of designated responses, and where a response is withheld or redacted on that basis, state the number of items or pages withheld and the request to which they respond.

4. If any information or Document is withheld as privileged, as Sensitive Security Information or as otherwise not discoverable, identify the type of Document, its date, author and recipients, and state the basis for the claim.

5. If NS objects to part of a request, answer the remainder.

6. Supplement responses as required by 49 C.F.R. § 1114.29.

INTERROGATORIES

INTERROGATORY NO. 1 (Accuracy of FCC Records)

This Interrogatory applies to every Communications Structure and Communications Site that appears in FCC Records, including each location on any FCC license held by NS in any radio service. State whether NS contends that any such FCC Record is inaccurate or incomplete in any respect, including as to the structure's location, height, structure type, owner, construction or dismantlement date, or the environmental (NEPA) response recorded for a location. If so, Identify each such record and state the correct information.

INTERROGATORY NO. 2 (Inventory of Communications Structures)

State the number of Communications Structures, as reflected in NS's existing inventory or asset records, and for that number state:

(a) the number by structure type (self-supporting tower, guyed tower, monopole, pole, building-mounted or rooftop support, passive reflector, other);

(b) the number whose overall height above ground level, including any antenna, obstruction lighting or lightning rod, is more than 200 feet, and the number whose overall height is 200 feet or less;

(c) the number registered in the FCC ASR system;

(d) the number constructed before 1981, from 1981 through 1999, from 2000 through May 2014, and after May 2014;

(e) the number owned by NS and the number owned by third parties; and

(f) the number that support only unlicensed Communications Equipment, and the number that support both licensed and unlicensed Communications Equipment.

INTERROGATORY NO. 3 (Structural standard)

For each Communications Structure, Identify the revision of ANSI/TIA-222 (or its predecessor EIA/TIA-222 standard) to which the structure was designed, and the revision under which its most recent structural analysis was performed, as reflected in existing records. If NS does not maintain this information for some or all structures, state the number of structures for which it is not maintained.

INTERROGATORY NO. 4 (Structural inspection)

State whether NS has a written policy setting the interval for structural inspection of Communications Structures. If so, Identify it. For each Communications Structure, state the date of its most recent structural inspection as reflected in existing records, or state the number of structures for which no inspection date is recorded.

INTERROGATORY NO. 5 (Host Buildings)

State the number of Host Buildings, and for each Host Building state, as reflected in existing records:

(a) its location and year of construction;

(b) the date and result of its most recent structural or building-condition assessment, or that none is recorded;

(c) whether it is occupied, vacant, or out of service for purposes other than housing Communications Equipment;

(d) whether it carries any unsafe, restricted-access or do-not-enter designation, or has been recommended for repair or demolition; and

(e) whether Communications Equipment in it is planned for relocation, and if so, when.

INTERROGATORY NO. 6 (Integration analyses and cost estimates)

State whether, since January 1, 2025, NS, UP or anyone acting for either has performed, commissioned or received any structural analysis, loading study, mapping, engineering estimate or cost estimate concerning the modification, reinforcement or replacement of Communications Structures, Host Buildings or Communications Shelters in connection with Network Integration. If so, Identify each, state its date and the number of structures or buildings it covers, and state any total cost it estimates. If none exists, so state.

INTERROGATORY NO. 7 (Network Integration plans)

State whether, since January 1, 2025, NS has received, prepared or participated in preparing any plan, proposal or assessment for Network Integration. If none exists, so state. If any exists, describe it, including: (a) any change to NS radios, routers, antennas or transmission lines; (b) any interconnection of NS and UP microwave (licensed or unlicensed) or IP/MPLS networks; (c) any change to land mobile radio, PTC communications, dispatch communications or unlicensed radio systems; and (d) the number of Communications Structures expected to receive additional or replacement Communications Equipment, and the anticipated schedule.

INTERROGATORY NO. 8 (PTC backhaul)

For each PTC Site, Identify each Backhaul Path over every medium (NS licensed microwave, unlicensed radio, other licensed radio, fiber, leased circuit, cellular or LTE, and satellite) and the Communications Sites each path passes through, as reflected in existing network records, diagrams or databases. If NS maintains this information only in summary form, state, for each medium, the number of PTC Sites whose Backhaul Path uses it, and the number of PTC Sites whose Backhaul Path passes through at least one Communications Site other than the PTC Site itself. If any part of this information is withheld as Sensitive Security Information, provide the summary counts called for, which do not identify locations or paths.

INTERROGATORY NO. 9 (Network routing and failover)

FCC Records for NS microwave licenses (for example, call sign WRMX414) list Alcatel-Lucent 95MPR-series radio equipment (for WRMX414, transmitter models 95MPR61-L1024A30-227 and 95MPR67-L1024A30-227). Nokia's published documentation for its 7705 Service Aggregation Router states that "[a] microwave link connection is made from ports 1 through 4 on a Packet Microwave Adapter card to an MPR-e radio." With respect to the NS communications network (if any part is withheld as Sensitive Security Information, answer the remaining parts and give counts in place of site identifications):

(a) state whether the 95MPR-series radios listed in NS's FCC Records operate with Nokia or Alcatel-Lucent 7705 SAR routers, and Identify any other router platform used at NS Microwave Sites, including Microwave Sites using unlicensed radios, and at other Communications Sites;

(b) state whether the network uses dynamic routing or automatic rerouting (including IS-IS, OSPF, MPLS fast reroute or equivalent) such that traffic, including PTC traffic, may traverse Communications Sites other than those on its normal path;

(c) Identify any PTC traffic that is restricted to fixed paths with no alternate route, and the Communications Sites on those paths; and

(d) describe how traffic, including PTC traffic, is rerouted during unplanned outages, including weather events, equipment failures and fiber cuts, and Identify any outage or reroute logs or reports covering the last five years.

INTERROGATORY NO. 10 (Dispatch consolidation)

Public reports in January 2018 stated that NS would consolidate eight regional train-dispatching offices into a single location in Atlanta (WSLS-TV, Jan. 26, 2018; Atlanta Journal-

Constitution, Jan. 29, 2018). State the dates on which that consolidation took place, Identify each dispatch office closed or consolidated in that process, and state whether PTC and train communications reach the Atlanta facilities over the NS communications network — including licensed microwave, unlicensed radio, other licensed radio, fiber, leased circuits and cellular or LTE — and over which of those, in whole or in part.

INTERROGATORY NO. 11 (Environmental and historic-preservation review)

For Communications Structures other than PTC wayside poles covered by the PTC Program Comment, state, separately for structures constructed before 1981, from 1981 through 1999, from 2000 through May 2014, and after May 2014:

(a) the number for which NS has a NEPA checklist, categorical-exclusion record or Environmental Assessment;

(b) the number for which NS has a Section 106 record (Tower Construction Notification System notice, FCC Form 620 or 621, or Program Comment certification);

(c) the number for which an Environmental Assessment was filed with the FCC, and Identify each; and

(d) the number for which neither a record described in (a) nor a record described in (b) exists.

INTERROGATORY NO. 12 (2014 FCC Memorandum of Understanding)

On May 19, 2014, the FCC announced that it had entered into Memoranda of Understanding with the seven Class I freight railroads concerning PTC facilities constructed before May 31, 2013 that may not have undergone environmental and historic-preservation review, including the establishment of a Cultural Resource Fund (FCC News Release, May 19, 2014). State whether NS is a party to such a Memorandum of Understanding. If so: (a) Identify it and state its effective date; (b) Identify the list of previously constructed facilities NS provided to the FCC in connection with it; (c) Identify NS's designated compliance officer, its compliance plan and the training provided under that plan; (d) Identify each periodic report NS submitted to the FCC under it and each report of later noncompliance; (e) state the amount and dates of NS's payments to the Cultural Resource Fund; and (f) state whether NS fulfilled each obligation under it, and whether NS continued the compliance plan and training after the obligations under the Memorandum of Understanding ended.

INTERROGATORY NO. 13 (Deferred or declined compliance work)

Identify each recommendation or request by an NS employee, contractor or consultant for an FCC or FAA filing, an environmental or historic-preservation review, a structural analysis or inspection, or the repair, reinforcement, modification or replacement of a Communications Structure, Host Building or Communications Equipment that NS deferred, declined or did not complete, and that (a) remains unresolved, whenever it was made, or (b) was made since May 19, 2013 and has since been resolved. For each, state the date, the structure, building or site, the reason given and the current status.

INTERROGATORY NO. 14 (Changes to compliance review)

Describe NS's process for reviewing new or modified Communications Structures (including structures that support only unlicensed Communications Equipment) for FCC, FAA, environmental, historic-preservation or structural compliance before construction, as in effect on May 19, 2013 and as in effect today, and Identify each change to that process between those dates, including any compliance plan or training adopted under a Memorandum of Understanding identified in response to Interrogatory No. 12, any change made after the obligations under that Memorandum of Understanding ended, and any elimination or reassignment of a pre-construction review step, and state the date of and reason for each change.

INTERROGATORY NO. 15 (Wireless link security)

(a) Identify the standards, policies and security directives NS applies to the security of radio links, licensed or unlicensed, that carry PTC, dispatch or other operational traffic, including 49 C.F.R. § 236.1033 and TSA Security Directive 1580/82-2022-01 and its successors. (b) State the number of such radio links, separately for licensed and unlicensed links, and the number of each that do not use link-layer encryption, without identifying their locations, and state whether PTC messages carried over links that do not use link-layer encryption are protected by the cryptographic message integrity and authentication required by 49 C.F.R. § 236.1033(a). (c) State whether replacing or upgrading any such links has been proposed and deferred, and the estimated cost of bringing all such links to a single security standard as part of Network Integration.

INTERROGATORY NO. 16 (Asbestos in Communications Shelters)

State the number of Communications Shelters constructed before 1981, or located in Host Buildings constructed before 1981, and for those, state: (a) the number that have been inspected or surveyed for asbestos-containing material, including any inspection under 40 C.F.R. § 61.145; (b) the number in which asbestos-containing or presumed asbestos-containing material was identified;

and (c) whether Network Integration is expected to involve renovation or demolition at any of them.

INTERROGATORY NO. 17 (Compliance costs in the transaction)

State whether any cost of bringing Communications Structures, Host Buildings, Communications Shelters or the NS communications network into structural, environmental, historic-preservation, asbestos, security or FCC compliance was identified, estimated or reflected in any valuation, due diligence, purchase-price or synergy analysis for the Proposed Transaction. If so, Identify each Document in which it appears and state the amount.

INTERROGATORY NO. 18 (Structure and shelter replacement programs)

Identify each program, budget line or capital project in effect at any time since May 19, 2013 for the inspection, replacement, rebuilding or structural remediation of Communications Structures or Communications Shelters. For each, state:

(a) the department or group that held it;

(b) the amount budgeted and the amount spent in each year;

(c) the number of Communications Structures and the number of Communications Shelters inspected, replaced or remediated under it in each year;

(d) whether and when it was reduced, transferred or discontinued, and the reason; and

(e) whether, before any reduction, transfer or discontinuance, NS assessed its effect on regulatory compliance, and if so, Identify the assessment.

INTERROGATORY NO. 19 (Structure risk category)

For each Communications Structure, state the Risk Category (or, for structures designed to an earlier revision, the structure classification) assigned to it under ANSI/TIA-222, as reflected in existing records. If NS does not maintain this information for some or all structures, state the number of structures for which it is not maintained.

INTERROGATORY NO. 20 (FCC approvals for the Proposed Transaction)

State whether Applicants have filed, or intend to file, applications on FCC Form 603 for consent to the assignment or transfer of control of FCC licenses held by NS, including any interest in or spectrum lease from PTC-220, LLC, in connection with the Proposed Transaction. For each application filed, Identify it by ULS file number. For each not yet filed, state the expected filing date. State also whether Applicants expect to modify, consolidate or cancel any NS license or Antenna Structure Registration in connection with Network Integration.

INTERROGATORY NO. 21 (Third-party installations)

State the number of Communications Structures on which NS leases, licenses or otherwise provides space to any third party, including wireless carriers and broadcast stations, whether under a written or oral agreement or without any agreement, and including arrangements that began before May 19, 2013. For those structures state:

(a) the number of arrangements for which no written agreement exists, and the total annual revenue NS receives from all such arrangements, if any;

(b) whether NS has a structural analysis that accounts for the third-party equipment currently installed, and the date of the most recent such analysis;

(c) whether NS has records of environmental and historic-preservation review for the structure; and

(d) whether Applicants plan to relocate, modify or terminate any third-party installation in connection with Network Integration.

REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1. Documents sufficient to show, for each Communications Structure, its location, structure type, height, owner, construction date, FCC ASR number (if any), FAA aeronautical study number (if any), associated call signs, the licensed and unlicensed Communications Equipment it supports, TIA-222 design revision and most recent inspection date, such as an extract of NS's existing inventory or asset database.

REQUEST FOR PRODUCTION NO. 2. The most recent structural analysis and the most recent inspection report for each Communications Structure constructed before 2000, or, if production of all is unduly burdensome, Documents sufficient to show each such structure's most recent analysis date, the standard revision used, and whether the structure passed.

REQUEST FOR PRODUCTION NO. 3. The most recent structural or building-condition assessment for each Host Building, and Documents sufficient to show the information requested in Interrogatory No. 5.

REQUEST FOR PRODUCTION NO. 4. All Documents identified in response to Interrogatory Nos. 6 and 7, and all other Documents concerning Network Integration of communications systems, including plans, schedules, engineering estimates and cost estimates.

REQUEST FOR PRODUCTION NO. 5. Network diagrams or other Documents sufficient to show the Backhaul Paths for PTC Sites over every medium, including unlicensed

radio links, the routing design of the NS communications network, any designation of fixed or protected paths for PTC traffic, and how traffic is rerouted during unplanned outages.

REQUEST FOR PRODUCTION NO. 6. Documents sufficient to show the NEPA, Environmental Assessment and Section 106 records described in Interrogatory No. 11, and every Environmental Assessment NS filed with the FCC for a Communications Structure.

REQUEST FOR PRODUCTION NO. 7. Any Memorandum of Understanding identified in response to Interrogatory No. 12, with the list of previously constructed facilities, compliance plan, training materials, periodic reports and noncompliance reports submitted under it, and NS's communications with the FCC concerning it.

REQUEST FOR PRODUCTION NO. 8. All Documents concerning the recommendations, requests, deferrals and decisions identified in response to Interrogatory No. 13.

REQUEST FOR PRODUCTION NO. 9. NS's written policies, procedures and standards in effect at any time since May 19, 2013 for FCC and FAA compliance, structural design and inspection, and environmental and historic-preservation review of Communications Structures, and Documents sufficient to show each change identified in response to Interrogatory No. 14.

REQUEST FOR PRODUCTION NO. 10. Documents sufficient to show the standards and policies identified in response to Interrogatory No. 15(a), and any proposal or decision identified in response to Interrogatory No. 15(c).

REQUEST FOR PRODUCTION NO. 11. Asbestos inspection, survey and abatement records for the Communications Shelters described in Interrogatory No. 16.

REQUEST FOR PRODUCTION NO. 12. Radio-frequency exposure evaluations performed under 47 C.F.R. §§ 1.1307(b) and 1.1310 for NS Communications Sites, including Communications Sites with third-party transmitters, or Documents sufficient to show the number of sites evaluated and the date of each evaluation.

REQUEST FOR PRODUCTION NO. 13. All Documents identified in response to Interrogatory No. 17.

REQUEST FOR PRODUCTION NO. 14. Documents sufficient to show the annual budgets and spending identified in response to Interrogatory No. 18, and each assessment identified in response to Interrogatory No. 18(e).

REQUESTS FOR ADMISSION

REQUEST FOR ADMISSION NO. 1. Admit that the FCC Records for NS Communications Structures and Communications Sites are accurate as to each structure's or site's location.

REQUEST FOR ADMISSION NO. 2. Admit that the FCC Records for NS Communications Structures are accurate as to each structure's height.

REQUEST FOR ADMISSION NO. 3. Admit that the FCC Records for NS Communications Structures are accurate as to each structure's structure type.

REQUEST FOR ADMISSION NO. 4. Admit that at least some data to and from NS PTC Sites reaches NS dispatch facilities in Atlanta over the NS communications network.

REQUEST FOR ADMISSION NO. 5. Admit that at least some data to and from NS PTC Sites reaches NS dispatch facilities in Atlanta through NS Communications Sites other than the PTC Sites themselves.

REQUEST FOR ADMISSION NO. 6. Admit that communications originating on train-crew radios reach NS dispatchers in Atlanta through Communications Sites that support land mobile radio equipment.

REQUEST FOR ADMISSION NO. 7. Admit that communications originating on train-crew radios reach NS dispatchers in Atlanta through at least one Communications Site that supports land mobile radio equipment and no microwave equipment.

REQUEST FOR ADMISSION NO. 8. Admit that NS relies, in whole or in part, on Communications Sites at which the only Communications Equipment is land mobile radio equipment to carry train control or dispatch communications.

REQUEST FOR ADMISSION NO. 9. Admit that NS relies, in whole or in part, on Communications Sites at which the only Communications Equipment is unlicensed Communications Equipment to carry train control, dispatch or other operational communications.

REQUEST FOR ADMISSION NO. 10. Admit that the NS communications network uses dynamic routing or automatic rerouting.

REQUEST FOR ADMISSION NO. 11. Admit that the NS communications network is configured to permit at least some PTC traffic to pass through an alternate intermediate Communications Site when its primary path fails.

REQUEST FOR ADMISSION NO. 12. Admit that NS's current Network Integration planning contemplates the installation of additional or replacement Communications Equipment on existing NS Communications Structures.

REQUEST FOR ADMISSION NO. 13. Admit that NS does not maintain a record of the TIA-222 revision for every Communications Structure.

REQUEST FOR ADMISSION NO. 14. Admit that since May 19, 2013, NS has discontinued, transferred or defunded at least one program for inspecting, replacing or remediating Communications Structures or Communications Shelters without first preparing a written assessment of the effect of that action on regulatory compliance.

REQUEST FOR ADMISSION NO. 15. Admit that the Proposed Transaction requires the FCC's prior consent under 47 U.S.C. § 310(d) to the transfer of control of FCC licenses held by NS.

Respectfully submitted,

/s/ Brian S. Smith
Brian S. Smith
Party of Record
8014 Cumming Hwy, Suite 403-169
Canton, GA 30115
smithbss.sti@gmail.com

Dated: October 22, 2026

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of October, 2026, I served the foregoing document by email on Administrative Law Judge Jenifer J. Soulikias and on each party of record in Finance Docket No. 36873 that has an email address on the Board's service list, and that on October 23, 2026, I will serve it by first-class mail on each party of record that has no email address on that list, including the Secretary of Transportation and the Attorney General of the United States.

/s/ Brian S. Smith
Brian S. Smith

EXHIBIT 2

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36873

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

SAFETY INTEGRATION PLAN

RAYMOND A. ATKINS
CARRIE C. MAHAN
MATTHEW J. WARREN
ALLISON C. DAVIS
MARC A. KORMAN
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005
(202) 736-8000

JASON M. MORRIS
JOSEPH H. CARPENTER IV
THOMAS E. ZOELLER
HANNA M. CHOUEST
T. MATTHEW LOCKHART
Norfolk Southern Railway Company
650 W. Peachtree Street NW
Atlanta, GA 30308

Attorneys for Norfolk Southern Corporation and Norfolk Southern Railway Company

MICHAEL L. ROSENTHAL
DEREK LUDWIN
SARAH L. WILSON
AUSTIN SCHLICK
MATTHEW J. GLOVER
JOSHUA GONZÁLEZ
MOLLY BROWN
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001
(202) 662-6000

CHRISTINA B. CONLIN
JAMES B. BOLES
TONYA W. CONLEY
TANYA L. SPRATT
Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

Attorneys for Union Pacific Corporation and Union Pacific Railroad Company

April 30, 2026

programs. The timelines associated with the adoption of UP's practices will depend on other integration timelines, including those relating to training and operating practices (Section V), as well as other integration work that might be prioritized based on anticipated safety impact.

VII. Signal and Train Control Systems

A. Signal and Train Control at UP

UP employs more than 27,438 miles of signalized track, including 23,268 total miles with CTC and 4,171 miles with Automatic Block Signals (ABS).

UP's signal system meets, and in some cases exceeds, all FRA, vendor, and industry best practices and requirements. UP's signal system includes wayside signals, train detection equipment, switch machines, electric locks, relay-based interlocking, vital microprocessors, interlocking, and wayside detectors. Signal equipment is generally compliant with American Railway Engineering and Maintenance-of-Way Association (AREMA) standards and recommendations. All signal systems are designed, installed, commissioned, and maintained in a manner that ensures compliance with UP's Yellow Book on signal maintenance and inspection, UP's Wayside Cutover Procedures Manual, and FRA regulations. The wiring of new signal equipment is completed by qualified staff internally and by third-party vendors. In addition, UP has a Signal Lab in Omaha, Nebraska, where the railroad tests and qualifies new signal equipment and technologies.

All signal engineering is performed by qualified individuals using industry best practices. UP leverages its in-house regulatory testing compliance tool, Signal Maintenance Planner, to ensure equipment is maintained at applicable standards

and intervals. Signal system reliability issues are managed by the Signal Maintenance Team. The Signal Maintenance Team tracks all system issues, and dispatches appropriate personnel to ensure all system failures are repaired. UP performs operational testing with signal employees focused on knowledge of and compliance with Yellow Book instructions via its COMMIT model. Training of signal and communications employees is described in Section IV (Training).

Wayside Detectors. To detect potential equipment defects on its locomotives and rolling stock UP utilizes wayside detectors throughout its network. UP's robust network of more than 7,000 wayside detection devices monitors the condition of rolling stock (freight cars and locomotives) in real time. These wayside detectors are electronic sensors installed along the tracks that measure strain, temperature, acoustic signature, and dimensions of various components such as bearings, wheels, trucks, and braking systems.

The various wayside detectors and their approximate quantity are identified in Table 5.

Table 5
UP Wayside Detectors

Detector Type	Quantity	Measure
Hot Box Detector (HBD)	1,730	Measures bearing temperature.
Hot Wheel Detector (HWD)	1,013	Measures wheel temperature.
Dragging Equipment Detectors (DED)	4,199	Identifies low hanging or dragging components/material as a train passes.
Wheel Impact Load Detector (WILD)	18	Measures vertical and lateral forces as equipment passes over.
Acoustic Bearing Detector (ABD)	7	Analyzes the acoustic signature of a wheel bearing that passes.
Wheel Profile Detector (WPD)	3	Measures the profile of each wheel as the train passes.
High/Wide Detectors	11	Monitors oversized or shifted loads.
Wheel Down Indicator	161	Monitors for derailed wheels.

UP conducts routine detector inspections, as well as monitors equipment performance via reporting available via UP's back-office systems.

Collectively, the wayside detection system generates more than 16 million data points daily, which UP uses to assess the condition of each locomotive and car, and to prioritize inspections, maintenance, and repairs. Based on the severity of the locomotive or car's condition, UP undertakes one of four responses (from most to least severe):

- Stop train (inspect, repair)
- Repair at next location
- Repair at planned maintenance event
- Monitor and track for trending

Timely and optimal responses to equipment conditions help address risk with minimal interruption to customer shipments. The equipment condition data is also

saved in UP's electronic systems, allowing for a coordinated response to necessary inspection and repair work. For example, repair and inspection information appears in work order systems so that certain conditions are addressed at maintenance events. Certain priority information is also sent to handheld mobile devices carried by rapid responders and train yard employees. The information also appears in UP's mechanical help desk systems for conditions requiring immediate train action. Finally, alerts and health summaries are shared with other railroads, railcar owners, and the AAR.

UP ensures that all FCC requirements for radio licensing are followed. UP uses its FCC-licensed frequencies for a variety of purposes, including voice communications and signal technology.

PTC. PTC is a system of technologies that continuously relays critical information such as speed limits, train movement authorization, switch positions, work zone locations, and other operational data. PTC reduces the risk of human error-caused incidents by warning the train crew first and then, if they do not respond, taking control to halt the train before an incident can occur.

UP has implemented Interoperable Electronic Train Management System (I-ETMS) for its PTC system. Since operating the first section of PTC on December 28, 2015, UP has invested approximately $2.9 billion to install this new technology on more than 17,000 route miles (90 percent of train miles) across 189 track segments. UP has equipped approximately 5,964 (~87 percent) of its locomotives with PTC. UP utilizes approximately 1116 servers, appliances, and databases to operate its PTC

system. UP also works to ensure that its tenant railroads are PTC-enabled and interoperable. UP's PTC Implementation Plan has been filed with and approved by the FRA.

PTC utilization is reported to the AAR and to the FRA. UP's PTC utilization rate in August 2025 was 99.1 percent. UP conducts ongoing monitoring and maintenance of its PTC system to ensure maximum reliability and availability. Maintenance includes replacing hardware (onboard computers, antennae, radios), upgrading software, and updating the PTC database with new track equipment (signals, switches). PTC repair can be completed at UP's shop locations.

B. Signal and Train Control at NS

NS dispatches over 14,500 signalized track miles, 12,500 track miles with CTC, the vast majority of which is controlled wirelessly through NS's Interoperable Train Control Messaging communications network and associated infrastructure. 2,000 track miles of signalized track utilize ABS technology. Additionally, NS has approximately 586 track miles utilizing Cab Signal Systems.

NS's signal system meets and often exceeds FRA, vendor, and industry best practices and requirements. NS's signal system includes wayside signals, train detection equipment, power switch machines, electric locks, relay-based interlockings, vital microprocessor interlockings, and detector technologies of multiple types. All vital signal equipment is compliant with AREMA standards. The Training section above describes the training and qualifications of NS's signals and communications employees, each of which follow FRA rules and industry best

practices. NS performs routine inspection of its signal system equipment per FRA standards as well as NS internal maintenance practices and procedures.

Wayside Detectors. NS's network of wayside detectors is extremely valuable in detecting and preventing conditions that can lead to derailments and other safety incidents. Table 6 identifies the type of wayside detector NS has deployed, the approximate volume deployed, and the information each detector provides to enhance safety.

Table 6
NS Wayside Detectors

Detector Type	Quantity	Information Provided
Hot Box Detector (HBD)	1,184	Measures bearing temperature.
Hot Wheel Detector (HWD)	208	Measures wheel temperature.
Dragging Equipment Detector (DED)	1,229	Identifies low hanging or dragging components/material as a train passes.
Wheel Impact Load Detector (WILD)	25	Measure vertical and lateral forces as equipment passes over.
Acoustic Bearing Detector (ABD)	22	Analyzes the acoustic signature of a wheel bearing that passes.
Wheel Profile Detector (WPD)	19	Measures the profile of each wheel as the train passes.
Truck Geometry Detector (TGD)	20	Measures how a freight car truck and individual wheel sets are negotiating the track.
Clearance Detectors	56	Identifies passing equipment outside allowable thresholds for a route.

Wayside detectors are inspected on a routine basis, meeting or exceeding industry and vendor recommendations. That includes inspecting HBDs, HWDs, and DEDs every 30 days and clearance detectors every 90 days. NS's work with wayside detectors means it is sampling more rail cars to identify issues than ever before and

is identifying issues before they develop into more significant problems. Since early 2023, NS has significantly increased the number of HBDs across its system, reducing average spacing on core routes to approximately 11 miles, and absolute spacing to no more than 15.05 miles between detector sites or between a yard entry/exit point and a detector. NS also significantly increased the number of ABDs deployed across its network, all while pioneering the deployment of the industry-leading digital train inspection technology discussed above.

NS also has FCC-licensed radios. The communications team, reporting to the C&S group in the Engineering Department, maintains compliance with all FCC rules and regulations to ensure its ability to safely communicate across the network. The FCC-licensed frequencies are used for voice communication, remote locomotive operations where permitted in yards,[7] and data communication.

PTC. Like UP, NS has deployed the I-ETMS for its PTC system. NS maintains nine PTC back-office servers. It has 805 PTC-equipped locomotives in its yard and local fleet and 2,090 PTC-equipped locomotives in its road fleet. NS has also worked with tenant partners, where necessary, to ensure their locomotives are PTC-enabled and interoperable. NS has over 8,000 route miles in PTC operation across 142 line segments, as identified in NS's PTC Implementation Plan filed with and approved by the FRA.

[7] RCL operations are active at 22 locations across NS's network, including all six of its hump yards. In 2025, two summits were held across NS to standardize RCL operations.

NS's PTC protection rate is submitted to the AAR and is made available to the FRA on a quarterly basis through industry reporting. The PTC protection rate for August 2025 was 99.89 percent. To maintain high reliability and availability of its PTC system, NS conducts continuous monitoring and scheduled maintenance. These efforts include replacing and upgrading hardware components—such as onboard computers, antennas, and radios—implementing software updates, and revising the PTC track database to reflect infrastructure changes like new signals and switches. NS personnel proactively monitor operations and promptly address any issues when they arise. Reported incidents are managed through established incident management protocols, which include resolving enroute system failures when possible. Necessary repairs are carried out at any of the company's repair facilities.

C. Integration Plan

Applicants anticipate that, following the combination, UP/NS will continue operating with the signal and train control systems currently in place. Applicants expect that UP/NS will maintain this approach until the combined railroad completes a comprehensive review of assets and programs. In that review, members of UP's and NS's signal and operations teams will determine which processes, standards, and systems are most appropriate for the combined UP and NS. Once the most suitable systems, processes, and standards are identified, Applicants will develop a plan for the safe integration of these systems. Applicants anticipate that this plan will include milestones or checkpoints to determine progress and maintain a focus on safety during integration. Applicants also anticipate that the plan will include considerations for testing prior to implementation and back-up procedures to ensure

a safe and seamless operation. The plan will maintain compliance with all federal regulations.

Applicants also anticipate that the legacy UP and NS PTC back offices and systems will maintain their separate operations for a period following the combination, pending integration into a single PTC back-office system under a unified safety plan. The integration of PTC back offices will be conducted as part of UP/NS's overall IT systems integration plan. Additionally, Applicants will analyze whether any route changes require adjustments to PTC, and will install and implement PTC on additional track as necessary according to regulatory requirements.

During the transition period, UP/NS will meet with the FRA to help demonstrate that its plan complies with regulatory requirements. Relevant employees within the combined UP and NS will have access to all relevant regulatory compliance systems and safety systems, such as the HOS system, PTC, and Signal Maintenance Planner. In addition, the team will have access to applications that provide the health status of signals and communications systems, ensuring regulatory compliance and safe operations.

VIII. Track Safety Standards and Bridge Structures

A. Track Safety Standards and Bridge Structures at UP

1. Bridges and Structures

UP maintains policies and processes governing the inspection, maintenance, and construction of bridges, tunnels, and culverts. These are contained within UP's