312867

ENTERED
Office of Chief Counsel
November 13, 2026
Part of
Public Record

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

By E-Filing

November 13, 2026

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 nearly **700 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 parties to resolve disputes over relevance, scope, and burden on a request-by-request basis.

By the end of today, Applicants will have produced over **4.67 million pages of documents** and more than **4,073 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, and have completed **34 depositions** to date.

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 three productions (UP 050–UP 052) since Applicants' last update on October 30.

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
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

Production	Date	Description
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 Letters 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

Production	Date	Description
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
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
UP 017	8/12/2026	• Custodial files of Maqui Parkerson • Custodial files of Matthew Graham

Production	Date	Description
UP 018	8/17/2026	• Custodial files of Jim Vena, Katie Novak, Kenyatta Rocker, Grant Janke, Carrie Powers, Joshua Perkes, Maqui Parkerson, Matthew Graham, John Turner, Eric Gehringer, Todd Rynaski, Jennifer Hamann, Michael Miller, Rahul Jalali, Corrie Schumaker, Elizabeth Whited
UP 019	8/17/2026	• Custodial files of Jim Vena, Katie Novak, Kenyatta Rocker, Grant Janke, Carrie Powers, Joshua Perkes, Maqui Parkerson, Matthew Graham, John Turner, Eric Gehringer, Todd Rynaski, Jennifer Hamann, Michael Miller, Rahul Jalali, Corrie Schumaker, Elizabeth Whited
UP 020	8/17/2026	• Custodial files of Jim Vena, Katie Novak, Kenyatta Rocker, Grant Janke, Carrie Powers, Joshua Perkes, Maqui Parkerson, Matthew Graham, John Turner, Eric Gehringer, Todd Rynaski, Jennifer Hamann, Michael Miller, Rahul Jalali, Corrie Schumaker, Elizabeth Whited
UP 021	8/17/2026	• Custodial files of Jim Vena, Katie Novak, Kenyatta Rocker, Grant Janke, Carrie Powers, Joshua Perkes, Maqui Parkerson, Matthew Graham, John Turner, Eric Gehringer, Todd Rynaski, Jennifer Hamann, Michael Miller, Rahul Jalali, Corrie Schumaker, Elizabeth Whited
UP 022	8/17/2026	• Custodial files of Jim Vena, Katie Novak, Kenyatta Rocker, Grant Janke, Carrie Powers, Joshua Perkes, Maqui Parkerson, Matthew Graham, John Turner, Eric Gehringer, Todd Rynaski, Jennifer Hamann, Michael Miller, Rahul Jalali, Corrie Schumaker, Elizabeth Whited, Andrew Brady • Merger Analysis Materials • Competitive Assessments • Merger Integration Materials
UP 023	8/17/2026	• Custodial files of Corrie Schumaker and Carrie Powers
UP 024	8/18/2026	• Custodial files of Grant Janke
UP 025	8/20/2026	• Custodial files of John Turner
UP 026	8/21/2026	• Custodial files of Matthew Graham
UP 027	8/24/2026	• Custodial files of Carrie Powers

Production	Date	Description
UP 028	8/25/2026	• Custodial files of Grant Janke
UP 029	8/27/2026	• Custodial files of John Turner
UP 030	9/1/2026	• Custodial files of John Turner
UP 031	9/2/2026	• Custodial files of Todd Rynaski
UP 032	9/9/2026	• Custodial files of Joshua Perkes
UP 033	9/17/2026	• Custodial files of Brad Moore, Jennifer Bailey, Mike Santa Maria, Carl Garrison, Jamie Peters, David Hughes, Steven Bybee, Elise Gosch, Hunsdon Cary, IV, Jacque Bendon, Jason Hess, Kari Kirchhoefer, Ryan Steinbach, Laura Heisterkamp, Jason Steele, Jeff Pincock, Dan McLaughlin, Lance Fritz
UP 034	9/18/2026	• Custodial files of Katie Novak
UP 035	9/19/2026	• Custodial files of Brad Moore, Jennifer Bailey, Mike Santa Maria, Carl Garrison, Jamie Peters, David Hughes, Steven Bybee, Elise Gosch, Hunsdon Cary, IV, Jacque Bendon, Jason Hess, Kari Kirchhoefer, Ryan Steinbach, Laura Heisterkamp, Jason Steele, Jeff Pincock, Dan McLaughlin, Lance Fritz
UP 036	9/24/2026	• Custodial files of Dan McLaughlin
UP 037	9/24/2026	• Custodial files of Maqui Parkerson
UP 038	9/29/2026	• Custodial files of Rebecca Gregory • Labor Union Letters of Understanding
UP 039	10/1/2026	• Merger Analysis Materials • Materials regarding Growth Strategies • Schedule 5.8 Drafts • SWARS 2026 Video • NPS Survey Data • Intermodal and Manifest CSN Data • 2026 California Surcharge Materials
UP 040	10/3/2026	• Custodial files of Jeff Pincock
UP 041	10/7/2026	• This volume addressed a technical issue with the UP 035 production volume.
UP 042	10/7/2026	• Custodial files of Eric Gehringer
UP 043	10/8/2026	• Custodial files of Rebecca Gregory

Production	Date	Description
UP 044	10/8/2026	• Custodial files of Jennifer Hamann
UP 045	10/13/2026	• Custodial Files of Jim Vena • UP/CN Commercial Memorandum of Understanding
UP 046	10/13/2026	• Custodial files of Jim Vena • Orr resignation documents
UP 047	10/22/2026	• Custodial files of Kenyatta Rocker and Lance Fritz
UP 048	10/23/2026	• Custodial files of Kenyatta Rocker
UP 049	10/30/2026	• Materials regarding Interline Rail Services for Select Customers
UP 050	11/06/2026	• Merger analysis documents • Merger integration documents • Rail transportation service contracts with select customers
UP 051	11/13/2026	• Cleanup production
UP052	11/13/2026	• Rail transportation service contracts with select customers

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 three productions (NS PROD030–NS PROD032) since Applicants' last update on October 30.

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

Production	Date	Description
NS PROD001	10/24/2025	Agreements containing interchange commitments
NS PROD002	11/12/2025	Agreements containing interchange commitments
NS PROD003	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 PROD004	12/3/2025	Density files and maps (2019–2024); agreement containing interchange commitment

Production	Date	Description
NS PROD005	12/19/2025	System-wide car, container, and movement data and system-wide train event data (2019–2024)
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
NS PROD010	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 PROD010A	6/25/2026	Train event data (2025)

Production	Date	Description
NS PROD011	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 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
NS PROD013	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 PROD014	8/7/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Jacob Elium, John Fleps, Stefan Loeb, Michael McClellan, Felismina De Oliveira, John Orr, Kathleen Smith, Dewayne Swindall, Yannik Thomas, Shawn Tureman, and Jason Zampi
NS PROD015	8/17/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Jacob Elium, Ed Elkins, John Fleps, Mark George, Stefan Loeb, Michael McClellan, Felismina De Oliveira, John Orr, Kathleen Smith, Dewayne Swindall, Yannik Thomas, Shawn Tureman, and Jason Zampi
NS PROD016	8/19/2026	Operational data concerning NS service on NJ Transit lines; custodial files of Brian Barr, Michael Barr, Ed Boyle, Paul Duncan, Jacob Elium, Marybeth Flournoy, Mark George, Mike Grim, Michael McClellan, John Orr, Kathleen Smith, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, and Yannik Thomas

Production	Date	Description
NS PROD017	8/21/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi
NS PROD018	8/25/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents; and materials concerning trackage rights over Norfolk Southern's Kansas City-Decatur, Illinois line
NS PROD019	8/28/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Mark George, Mike Grim, Craig Hudson, Rob Jones, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents
NS PROD020	9/1/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents

Production	Date	Description
NS PROD021	9/9/2026	Custodial files of Brian Barr, Michael Barr, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi
NS PROD022	9/11/2026	Custodial files of Brian Barr, Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Mark George, Mike Grim, Craig Hudson, Rob Jones, Stefan Loeb, Michael McClellan, John Orr, Alan Shaw, Kathleen Smith, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern timetables and track charts
NS PROD023	9/14/2026	Custodial files of Brian Barr, Paul Duncan, Ed Elkins, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents
NS PROD024	9/18/2026	Custodial files of Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Marybeth Flournoy, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents
NS PROD025	10/5/2026	Documents related to lane rationalization initiative; rail transportation service agreements for select customers; documents from custodial files of Michael Barr, Jacob Elium, Ed Elkins, Mark George, Stefan Loeb, Michael McClellan, John Orr, Kathleen Smith, Dewayne Swindall, Yannik Thomas, Shawn Tureman and Jason Zampi

Production	Date	Description
NS PROD026	10/9/2026	Documents from custodial files of Brian Barr, Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Marybeth Flournoy, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; Norfolk Southern non-Custodial Teams documents
NS PROD027	10/12/2026	Documents related to Norfolk Southern's "B Line" in Virginia; rail transportation service agreements with select customers; documents related to efforts to convert truck traffic to rail; documents produced in response to CPKC's September 10, 2026 motion to compel
NS PROD028	10/16/2026	Documents from custodial files of Brian Barr, Michael Barr, Anil Bhatt, Ed Boyle, Felismina De Oliveira, Paul Duncan, Jacob Elium, Ed Elkins, John Fleps, Mark George, Mike Grim, Craig Hudson, Rob Jones, Tim Livingston, Stefan Loeb, Michael McClellan, John Orr, Cindy Sanborn, Alan Shaw, Kathleen Smith, James Squires, Randolph St. Claire, Dewayne Swindall, Betsy Talton-Buck, Yannik Thomas, Christine Traubel, Shawn Tureman, Frank Voyack and Jason Zampi; documents from Norfolk Southern non-custodial Teams channels; documents related to efforts to convert truck traffic to rail; marketing/sales synergies tracker; Norfolk Southern press releases concerning intermodal services
NS PROD029	10/23/2026	Documents related to Norfolk Southern's "B Line" in Virginia; documents related to Norfolk Southern's Lehigh Line; documents related to interline movements for specific customers
NS PROD030	10/30/2026	Documents related to Norfolk Southern's "B Line" in Virginia; documents related to interline movements for specific customers; documents produced in prior proceedings related to Norfolk and Portsmouth Belt Line Railroad; agreement pertaining to Norfolk Southern's Back Belt in New Orleans
PROD031	11/6/2026	Documents related to Norfolk Southern's "B Line" in Virginia; documents pertaining to Norfolk Southern's facility and operations in Decatur, Illinois; documents related to interline movements for specific customers

Production	Date	Description
PROD032	11/13/2026	Documents pertaining to Norfolk Southern's facility and operations in Decatur, Illinois; documents produced in prior proceedings related to Norfolk and Portsmouth Belt Line Railroad

* * *

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 13th day of November, 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/ Molly Brown