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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

Comments of Public Rail Now in Opposition to the Proposed Control

of Norfolk Southern by Union Pacific and Request for Conditions.

By E-Filing

November 18, 2026

Public Rail Now (PRN) is a nonprofit organization advocating for a democratic, equitable freight rail system that serves the public good. PRN is a party of record in this proceeding. These comments address the merits of the application and supplement PRN's September 21, 2026, comments on the scope of the environmental impact statement, which PRN incorporates by reference. PRN asks the Board to deny the application because, as proposed, it is not consistent with the public interest under 49 U.S.C. § 11324(c) and the Board's regulations at 49 C.F.R. Part 1180. In the alternative, if the Board moves to approve the transaction, PRN asks that it do so only with the enforceable conditions described in Part 7.

Under 49 U.S.C. § 11324, the Board must weigh the effect of the transaction on the adequacy of transportation to the public, on competition, and on the interests of carrier employees, among

other factors. The Board's rules name carrier safety and fair working conditions for employees among the goals it must serve, and they provide that a merger serves the public interest only when substantial and demonstrable gains outweigh anticompetitive effects, service disruptions, and other merger-related harms.[1] A promise of future growth does not meet that standard.

1. The integration would put railroad workers at risk, and the Safety Integration Plan does not answer that risk

Railroad workers would carry the first and heaviest burden of this integration. Applicants anticipate an approximately three-year integration period during which the two railroads will run separate dispatching centers, train-control systems, and hazardous-materials reporting systems, and they acknowledge that integration planning is still underway.[2] During that period, employees would work under changed rules, on unfamiliar territory, and alongside crews trained under different practices. PRN's September 21 comments identify the questions Applicants have not answered: when and how operating rules will be harmonized, how employees will be trained and qualified before they work under changed rules, and what verification applies at each transition.[3]

Union Pacific's own history shows why this matters. After the 1996 Union Pacific–Southern Pacific merger, a series of serious accidents in 1997 resulted in eleven employee fatalities, according to Union Pacific's own response to the Federal Railroad Administration. FRA's systemwide audit found a "fundamental breakdown" in some basic operating procedures and

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[1] 49 U.S.C. §§ 10101, 11324; 49 C.F.R. § 1180.1(b)–(d).

[2] Union Pacific & Norfolk Southern, Safety Integration Plan, Response to Information Request No. 3, Docket No. FD 36873 (Apr. 30, 2026), at 9, 13–15, 135–36 & App. 1.

[3] PRN, Preliminary Consultation Comments on the Scope of the Environmental Impact Statement, Docket No. FD 36873 (Sept. 21, 2026), item 5; see also Safety Integration Plan, supra note 2, at 13, 141–42; 49 C.F.R. § 244.13 (requiring a Safety Integration Plan to address operating practices, differing rules or instructions, training, and employee qualification).

identified problems with the integration of differing corporate cultures, shortages of qualified personnel, crew fatigue, training, supervision, and dispatching.[4] In the 1997 Devine, Texas head-on collision, the NTSB found that the probable cause included Union Pacific management's failure to establish adequate workload policies and operating procedures for safe dispatching. The Board imposed its current merger standards because past mergers disrupted service and compromised safety.

The condition of the infrastructure compounds that risk. Railroads keep bridge and track inspection records private, so neither the Board nor the public can verify the condition of the lines that this transaction would put under heavier use. A December 2024 visual inspection of 20 Norfolk Southern and feeder-line bridges in the Pittsburgh area, led by a certified bridge inspector, rated 11 of the 20 in poor or serious condition.[5] Norfolk Southern disputes those findings and says a bridge's appearance seldom correlates with its structural integrity. PRN does not ask the Board to resolve that dispute on this record. The dispute shows the problem: no one outside the railroads can evaluate either claim. A transaction projected to change traffic volumes, train lengths, and hazardous-materials movements on this infrastructure should not be approved without that information.

Applicants' Safety Integration Plan is a plan to plan. It should not be approved as a general assurance. The Board should make it an enforceable condition, with milestones, independent

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[4] PRN Sept. 21, 2026, comments, at 5–6 and n.10–11, citing Union Pacific's response to FRA, FRA's audit findings, and the NTSB's findings on the 1997 Devine, Texas collision.

[5] Rail Pollution Protection Pittsburgh, *Inspection Report of NS and Feeder Rail Bridges in Metro Pittsburgh* (Dec. 2024), https://railpollutionprotectionpittsburgh.com/wp-content/uploads/2024/12/Inspection-Rpt-of-NS-and-Feeder-Rail-Bridges-in-Metro-Pittsburgh.pdf (visual, ground-based inspection commissioned by a community group); see also Inside Climate News (Feb. 3, 2025), https://insideclimatenews.org/news/03022025/western-pennsylvania-norfolk-southern-rail-bridges-disrepair/; Union Progress (Dec. 31, 2024), https://www.unionprogress.com/2024/12/31/private-visual-exam-of-20-railroad-bridges-in-pittsburgh-area-claims-11-are-in-poor-condition-need-major-repairs/.

monitoring, and a requirement that no integration step proceed until the preceding step is verified and the affected employees are trained and qualified for it.[6]

2. The transaction would reduce jobs and weaken labor's bargaining position

Applicants promise that every union employee at the time of the merger will have a job. That promise is narrower than it sounds. It protects people already employed on the Control Date, and Applicants acknowledge that the workforce can still shrink through attrition.[7] The Board has also found that Applicants' own employee impact exhibits, which show the positions to be abolished, created, and transferred, had to be made public over Applicants' objection.[8] Public reporting on those exhibits indicates 1,138 positions abolished and 546 transferred.[9]

A few labor organizations have endorsed the transaction after negotiating for protections. The majority, including organizations representing locomotive engineers and maintenance-of-way workers, have opposed it and rejected Applicants' protection plan as inadequate.[10] PRN does not dismiss the support of any union. But a job guarantee that Applicants wrote and that rests on Applicants' continued goodwill is not an enforceable condition. It does not protect collective bargaining agreements, seniority, craft jurisdiction, or work rules, and it does nothing about the loss of leverage that comes when workers face five Class I employers instead of six. The Board's

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[6] 49 C.F.R. § 244.13; PRN Sept. 21, 2026 comments, item 6 (requesting specific, measurable, and enforceable mitigation with monitoring and independent oversight).

[7] AP, "Union Pacific argues for its $85B acquisition of Norfolk Southern in new railroad merger application" (Apr. 30, 2026) (job-for-life promise; workforce could still shrink through attrition).

[8] STB, News Release No. 26-18 (July 22, 2026), https://www.stb.gov/news-communications/latest-news/pr-26-18/.

[9] Axios Pro, "Union Pacific and Norfolk Southern expect 1,000+ job cuts and 500+ transfers in deal" (July 28, 2026); Applicants' Employee Impact Exhibits, https://dcms-external.s3.amazonaws.com/DCMS_External_PROD/1785188319314/311854.pdf.

[10] Teamsters Rail Conference (BMWED/BLET) statements, e.g. https://www.bmwe.org/rejectmerger; Railway Age, "SMART-TD Supports Proposed UP-NS Merger."

rules recognize the "sanctity of collective bargaining agreements" and require it to ensure fair and equitable treatment of affected employees.[11] Any employee protection the Board relies on must be imposed as a condition, with the Board's oversight, and not accepted as a private promise.

3. The transaction would concentrate market power in a five-carrier industry

The transaction would reduce the number of Class I railroads from six to five and create the first transcontinental carrier. Applicants say the combined railroad would carry 40 percent of the nation's freight, and they argue this is acceptable because BNSF already carries a similar share.[12] That argument concedes the problem. Two carriers would each control two-fifths of the market, and the remaining three would be left to follow.

Railroads do not compete only on price. They compete on service, on access, and on who is willing to serve a shipper at all. Shippers with a single rail option have no recourse when a dominant carrier raises rates, cuts service or reroutes traffic. BNSF and CPKC have vehemently opposed the transaction, and a coalition that includes agricultural and chemical shipper groups and rail labor organizations has raised competitive concerns.[13] Applicants' proposed Open Gateway and gateway pricing commitments are voluntary undertakings by the party that benefits from the transaction. The Board should not treat them as a substitute for competition.

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[11] 49 C.F.R. § 1180.1(e).

[12] AP, "Union Pacific argues for its $85B acquisition of Norfolk Southern in new railroad merger application" (Apr. 30, 2026).

[13] AP, "Union Pacific argues for its $85B acquisition of Norfolk Southern in new railroad merger application" (Apr. 30, 2026) (BNSF and CPKC coalition; shipper trade groups and unions representing engineers and track maintenance workers).

4. Consolidation threatens shippers and the lines that serve them

A railroad built around long-haul, high-density traffic has little reason to keep serving low-density lines, small shippers, and rural communities. After consolidation, the combined carrier can shift traffic to its preferred routes, raise minimum service requirements, and let marginal lines decline until abandonment or sale follows. Communities that lose rail service rarely get it back.

Applicants have not identified which lines, yards, and shippers they consider unprofitable under the combined network. The Board should require that disclosure now, before it rules. It should also require that Applicants not abandon, discontinue, or sell any line for 7 years after the Control Date without the Board's prior approval.

5. Applicants' capital allocation does not show a commitment to the network

In 2025, Union Pacific returned $5.9 billion to shareholders through dividends and share repurchases, a 25 percent increase over 2024. In the same period, its capital spending was approximately $3.8 billion, and its 2026 capital plan is roughly $3.3 billion to $3.5 billion, depending on the report.[14] Union Pacific has paused share repurchases while the merger is pending, but it has told investors that excess cash will be returned to shareholders through dividends and repurchases after necessary capital investments.[15] The pause is tied to this transaction. It is not evidence that the company's priorities have changed.

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[14] Union Pacific Q4 2025 results (Jan. 27, 2026); Union Pacific 2026 Form 10-Q filings.

[15] Union Pacific investor remarks (Feb. 18, 2026) (excess cash to be returned through dividends and repurchases after necessary capital investments).

Applicants have pledged an estimated $2.1 billion in incremental capital to support integration.[16] Against an $85 billion transaction, and against the shareholder payouts of recent years, which is a small commitment for what the application describes as the transformation of the nation's rail network.

PRN acknowledges that Union Pacific has announced a $1.2 billion locomotive modernization program with Wabtec.[17] That program upgrades existing diesel-electric locomotives. Wabtec says the upgraded locomotives "are expected to deliver over 5% reduction in fuel consumption," and its announcement mentions no electrification, battery, or zero-emission technology. A fuel saving of about 5 percent is an efficiency gain on a diesel fleet. It is not a transition to cleaner motive power. The public is being asked to approve a transaction that will lock in the market position of two carriers for decades, and the application gives it no enforceable investment commitments in return. The Board should require binding, reported capital commitments for track, bridges and other structures, signals, and locomotive replacement, and it should consider limiting shareholder distributions during the integration period if service or safety metrics decline.

6. The Board's decision must rest on the record, and must appear to

The Board decides this case as an independent adjudicator. Public reporting identifies Union Pacific as a donor to the privately funded White House ballroom project and reports an amount

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[16] Union Pacific and Norfolk Southern merger announcement (estimated $2.1 billion of incremental capital).

[17] Wabtec, "Union Pacific and Wabtec Sign $1.2B Deal to Modernize Locomotives" (Feb. 4, 2026), https://www.wabteccorp.com/newsroom/press-releases/union-pacific-and-wabtec-sign-12b-deal-to-modernize-locomotives.

of $2.5 million.[18] PRN makes no allegation of unlawful conduct. The concern is the appearance of influence while an application worth $85 billion is pending before the Board. Public confidence in the Board's decision, whichever way it comes out, depends on the Board's making clear that its decision rests solely on the evidentiary record.

PRN therefore asks the Board to (a) confirm that its decision will rest exclusively on the record in this proceeding, and (b) require Applicants to file a public statement identifying every contribution made since July 29, 2025 to any entity connected with the White House or its construction projects, and any communication by Applicants with officials of the executive branch concerning this transaction outside the record.

7. Relief requested

PRN respectfully requests that the Board deny the application because Applicants have not shown that the transaction enhances competition and serves the public interest. If the Board nonetheless approves the transaction, PRN asks that approval be conditioned on, at a minimum:

1. An enforceable Safety Integration Plan with milestones, independent monitoring, and no integration step until the preceding step is verified and affected employees are trained and qualified, together with the conditions requested in PRN's September 21 environmental comments, including a verified AskRail and train-consist transition timeline.

2. Public disclosure, before any approval takes effect, of Applicants' bridge and track inspection and maintenance records and condition data for each line projected to carry

[18] White House donor list, as reported by NBC News (Oct. 2025); amount as reported by The New Republic, "We Now Have a List of Trump's Ballroom Donors—and It Reeks," https://newrepublic.com/post/216672/list-white-house-ballroom-donors-trump-corruption.

increased traffic, longer trains, or greater hazardous-materials volumes, with an enforceable repair schedule for any structure found deficient.

3. Employee protections imposed as conditions under 49 U.S.C. § 11326, including preservation of collective bargaining agreements, seniority, and craft jurisdiction, with Board oversight.

4. Enforceable competitive remedies, including gateway access and reciprocal switching, which do not depend on Applicants' continued voluntary compliance.

5. A prohibition on abandonment, discontinuance, or sale of lines for 7 years without Board approval, and a public list of lines and shippers at risk.

6. Binding, reported capital commitments for track, bridges and other structures, signals, and locomotive replacement, and limits on shareholder distributions if service or safety metrics decline during integration.

7. A public statement by Applicants, filed before any approval takes effect, identifying every contribution made since July 29, 2025, to any entity connected with the White House or its construction projects, and any communication by Applicants with officials of the executive branch concerning this transaction outside the record.

8. At least 7 years of Board oversight, with authority to modify conditions if actual impacts exceed projections, as the Board imposed in the Canadian Pacific–Kansas City Southern proceeding.[19]

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[19] STB, News Release No. 23-07 (Mar. 15, 2023) (seven-year oversight in CP–KCS), https://www.stb.gov/news-communications/latest-news/pr-23-07/.

PRN envisions a rail system that is worker controlled, efficiently managed, and accountable to the people. A rail system that puts safety, workers, communities, and the environment first. This record shows why the transaction, as proposed, does not serve that vision.

The Board has the authority to refuse to let two private carriers consolidate their control of 40% the nation's freight rail system on the strength of promises they have no obligation to keep.

Thank you for your consideration.

Sincerely,

Tabitha Tripp

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CERTIFICATE OF SERVICE

I hereby certify that on this 18th day of November 18, 2026, that I have this day served copies of this document upon all parties of record in this proceeding, by method of service consistent with 49 C.F.R. § 1104.12(a) in Docket No. FD 36873.



Tabitha Tripp
11/18/26

cc: Parties of Record