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ENTERED**Office of Chief Counsel****May 26, 2026****Part of
Public Record****By E-Filing****May 26, 2026**

Chief of Case Administration
 Office of Chief Counsel
 Surface Transportation Board
 395 E Street, SW
 Washington, DC 20423-0001

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

Dear Chief of Case Administration:

Applicants write in response to the letter submitted in the referenced docket by several state attorneys general on Friday, May 22, 2026. The letter echoes three criticisms put forward by Applicants' railroad competitors in their May 8 comments on completeness of the Amended Application. Applicants answered each of those criticisms in their May 12 reply; none has merit. Briefly:

- Applicants provided market shares incorporating projected traffic growth for the post-merger UP/NS as required by the Board in Decision No. 9. Applicants' witnesses also discussed the market share data, explaining that projected increases in market shares resulting from traffic diversions reflect merger-related competitive benefits, not potential competitive harm. *See* Amended Application, Vol. 2 at 38–42, Verified Statement of Dr. Elizabeth M. Bailey ¶¶ 78–87; *id.* at 240–46, Verified Statement of Dr. Mark A. Israel ¶¶ 126–42. The attempts in submissions by competitors and the state attorneys general to link the Applicants' post-merger shares to potential competitive harm suggest that they disagree with Dr. Bailey and Dr. Israel on that point, but that goes to the merits of their analysis, not the completeness of the Application.
- Applicants complied with their obligation to address downstream effects under 49 C.F.R. §§ 1180.6(b)(i) and (ii). *See* Amended Application, Vol. 1 at 94–97. In addition, Dr. Israel discussed how the procompetitive benefits of the proposed transaction are unlikely to be undermined by any subsequent transaction and how any future transaction would likely have similar procompetitive benefits but would have to be evaluated on its own merits based on the facts specific to any such transaction. *See* Amended Application, Vol. 2 at 66–67, Verified Statement of Dr. Mark A. Israel ¶¶ 143–45.
- Applicants have committed that they will not acquire control of the Terminal Railroad Association of St. Louis in the proposed transaction. *See* Amended Application, Vol. 1 at

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30–31; *id.* at 77–79. Applicants also will not acquire control of the Kansas City Terminal Railway Company, which, in any event, is governed by an agreement that ensures non-discrimination and impartiality among its owners. *See id.* at 81–86. Finally, Applicants do not need Board authority to increase their ownership of TTX Company, but, in any event, could not use their ownership of TTX shares to depart from the fundamentally procompetitive purposes of TTX’s Board-authorized pooling activities. *See id.* at 87–89.

In their letter, the attorneys general acknowledge that, due to resource constraints, their review of the Amended Application relied on submissions of other parties—that is, Applicants’ competitor railroads. *See* Letter at 1 n.1. Applicants trust that if the attorneys general independently review the merits, they will recognize this end-to-end transaction will produce substantial procompetitive benefits for shippers in the states they serve, and that Applicants’ railroad competitors are fighting the proposed transaction because they understand they will face much stronger competition from a merged UP/NS.

The attorneys general also refer to their objective of advancing President Trump’s policies. *See* Letter at 2. But rejecting the application as incomplete would not advance the administration’s policies. To the contrary, a substantive review of the Amended Application will permit the Board to evaluate Applicants’ evidence that the proposed transaction will directly advance the administration’s policies of reindustrialization and affordability. The Amended Application shows the UP/NS merger will transform the U.S. supply chain, enhance American competitiveness, and energize virtually every sector of the economy. American manufacturers and consumers will be the ultimate beneficiaries of the transaction, which will create a more accessible, more sustainable, and lower-cost supply chain option to promote economic growth all across the nation.

Sincerely,

/s/ Michael L. Rosenthal

Michael L. Rosenthal
*Attorney for Union Pacific
Corporation and Union
Pacific Railroad Company*

cc: All Parties of Record
ALJ Soulikias

CERTIFICATE OF SERVICE

I hereby certify that, on this 26th day of May, 2026, the foregoing document was served by first-class mail or email on all parties of record in this proceeding, the Secretary of Transportation, the Attorney General of the United States, and Administrative Law Judge Jenifer Soulikias.

/s/ Daniel Damitio