



Surface Transportation Board
Washington, D.C. 20423-0001

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The Honorable Nanette Diaz Barragán
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Dear Representative Hoyle, Representative Norton, Representative Johnson, Representative Garamendi, Representative Subramanyam, Representative Elfreth, Representative Thanedar, Representative Thompson, Representative Deluzio, Representative McIver, Representative Garcia, Representative Watson Coleman, Representative Brownley, Representative García, Representative Kaptur, Representative Titus, Representative Foushee, Representative Bynum, Representative Mejia, Representative Carson, Representative McBath, Representative Wilson, Representative Scanlon, Representative Simon, Representative Khanna, Representative Gomez, Representative Huffman, Representative McGarvey, Representative Tlaib, Representative Ryan, Representative Dingell, Representative Doggett, Representative Norcross, Representative Salinas, Representative Menendez, Representative Cohen, Representative Boyle, Representative Sykes, Representative Landsman, Representative Tonko, Representative Foster, Representative Sorensen, Representative Schakowsky, Representative Jackson, Representative Latimer, Representative Stansbury, Representative Schneider, Representative Evans, Representative Vasquez, Representative Omar, Representative DeSaulnier, Representative Grijalva, Representative Scholten, Representative Pocan, Representative Bonamici, Representative Lee, Representative Moore, Representative Frost, Representative Kennedy, Representative Riley, Representative Castro, Representative Dexter, Representative Crockett, Representative Jacobs, Representative Ansari, Representative Pappas, Representative Soto, Representative Pelosi, Representative Houlahan, Representative Horsford, Representative Dean, Representative Nadler, Representative Chu, Representative Ivey, Representative Pallone, Representative McCollum, Representative Ross, Representative Sewell, Representative Morrison, Representative Brown, Representative McDonald Rivet, Representative Pingree, Representative Casar, Representative DelBene, Representative Wasserman Schultz, Representative Ramirez, Representative Leger Fernández, Representative Stevens, Representative Krishnamoorthi, Representative Jayapal, Representative Frankel, Representative Sánchez, Representative Budzinski, Representative Davis, Representative Bell, Representative Kelly, Representative Cleaver, Representative Lee, Representative McBride, and Representative Barragán:

Thank you for your recent letter regarding the proposed merger of Union Pacific (UP) and Norfolk Southern (NS) (together, Applicants). We appreciate hearing your views regarding the potential effects of the proposed transaction on the affected workforce, the railroad industry, and

rail customers. Please be assured that the Surface Transportation Board (STB or Board) will continue to conduct a rigorous and comprehensive evaluation of the proposed transaction as required by law.

As you know, on May 28, 2026, the Board accepted the Applicants' revised major merger application for consideration, held the proceeding in abeyance, and ordered Applicants to submit supplemental information by July 27, 2026. The Applicants provided supplemental information on July 7 and July 27. On August 18, 2026, the Board removed the proceedings from abeyance and adopted a procedural schedule to begin evaluating the merits of the proposed transaction. Subsequently, on August 31, 2026, the Board extended the deadline for the filing of Notices of Intent to Participate to September 30, 2026.

The Board evaluates major merger proposals based on public interest criteria prescribed in 49 U.S.C. § 11324¹ and the rail transportation policy set forth in 49 U.S.C. § 10101. In determining whether a major merger serves the public interest, the Board considers several key goals, including promoting effective competition, ensuring carrier safety and efficiency, providing adequate service for shippers, safeguarding the environment, and maintaining fair working conditions for employees. 49 C.F.R. § 1180.1(b).

When evaluating a proposed merger, the Board must ensure that any approved transaction would promote a competitive, efficient, and reliable national rail system. 49 C.F.R. § 1180.1(b). The Board's regulations require Applicants to provide detailed public interest justifications, including information on how the transaction would affect competition and employees, as well as a calculation of public benefits. 49 C.F.R. § 1180.6. Applicants are expected to propose measures that not only mitigate merger-related harms but also enhance competition. 49 C.F.R. § 1180.6(b)(10). Additionally, Applicants must submit "full system" competitive analyses and operating plans, including any operations in Canada and Mexico, so the Board can assess the competitive, service, employee, safety, and environmental impacts of the proposed operations within the United States. 49 C.F.R. § 1180.1(k).

Workforce Impacts. Applicants are required to submit an employee impact exhibit that explains how the proposed transaction will affect employees, organized by class or craft. This exhibit must specify the locations where impacts will occur, outline the expected timeline for at least three years following consolidation, and indicate whether any employee protection agreements have been reached. 49 C.F.R. § 1180.6(a)(2)(v), (b)(9).

In addition, Applicants must provide a Service Assurance Plan (SAP) that describes, among other things, their strategy for reaching necessary labor implementing agreements and details plans for training employees in areas such as operations, safety, hazardous materials compliance, and other functions affected by the acquisition. 49 C.F.R. § 1180.10(g), (h).

The Board will carefully review labor-related issues raised in your letter, consistent with its responsibilities under 49 U.S.C. §§ 11324 and 11326, as well as the regulations governing major

¹ In accordance with 49 U.S.C. § 11324(b), the Board's assessment of a major merger must consider at least five nonexclusive factors: (1) the effect of the proposed transaction on the adequacy of transportation to the public; (2) the effect on the public interest of including, or failing to include, other rail carriers in the area involved in the proposed transaction; (3) the total fixed charges that result from the proposed transaction; (4) the interest of rail carrier employees affected by the proposed transaction; and (5) whether the proposed transaction would have an adverse effect on competition among rail carriers in the affected region or in the national rail system.

rail mergers in 49 C.F.R. part 1180. To ensure a complete and transparent evidentiary record, the Board has required Applicants to submit workforce-related information and has issued procedural orders accordingly. For example, in a decision issued on July 22, the Board directed Applicants to make public the employee impact exhibits submitted with their revised application. These exhibits detail how the proposed merger would affect certain employees of UP and NS, including the number of positions that would be abolished, created, or designated as transferred, and the locations where job transfers would occur. Applicants submitted the redesignated public versions of this information on July 27, 2026, as directed.

Applicants are also required to submit a Safety Integration Plan (SIP) as part of the environmental review process. This plan, developed in consultation with the Federal Railroad Administration, is intended to ensure that safe operations are maintained throughout the merger's implementation process. 49 C.F.R. § 1180.8(a). The SIP is made available for public review and comment during the environmental review process, and the Board carefully evaluates the Applicants' plan to ensure that safety standards would be upheld.

In the event the Board ultimately approves a proposed transaction, it would determine which employee protective conditions are required by law and apply them accordingly.² These protections are designed to safeguard the interests of affected employees throughout the merger process, ensuring compliance with all applicable legal requirements.

Consolidation. Applicants are required to submit a discussion to the Board addressing potential downstream merger applications that could arise from the proposed transaction. 49 C.F.R. § 1180.6(b)(12). In accordance with the Board's May 28 decision, Applicants have provided additional information related to downstream merger impacts. The Board will carefully review this issue, along with all information submitted by Applicants and other commenters, to ensure compliance with its statutory and regulatory responsibilities.

Service. Regarding a proposed merger's impacts on service, Applicants' SAP, mentioned above, must identify the steps Applicants will take to achieve the service levels they project and demonstrate how their operating plan will improve service. The SAP is required to explain how operating plan efficiencies will translate into benefits for the shipping public and describe how any service degradation that might result from operational changes will be mitigated. 49 C.F.R. § 1180.10. It must also include contingency plans for managing merger-related service disruptions. 49 C.F.R. § 1180.10(i).

The Board's May 28 decision required Applicants to submit additional information on several issues related to the impacts of the transaction on shippers and consumers, including Applicants' enhanced competition claims; shipper facilities that may see a reduction in the number of railroads serving them from three to two or from two to one; and Applicants' analysis of the public benefits of the expected diversion of truck traffic to rail resulting from the transaction. This information is intended to help the Board and commenters assess how the proposed transaction will impact the public, including consumers and businesses that depend on rail.

² See, e.g., Canadian Pac. Ry.—Control—Kan. City S., FD 36500 et al., slip op. at 147 (STB served March 15, 2023) (“The basic framework for mitigating the labor impacts of major rail consolidations is embodied in the [New York Dock Railway—Control—Brooklyn Eastern District Terminal, 360 I.C.C. 60 (1979)] conditions, which provide both substantive benefits for affected employees (up to six years of full wages, moving allowances, preferential hiring, and other benefits) and procedures (negotiation or, if necessary, arbitration) for resolving disputes regarding implementation of particular transactions.”).

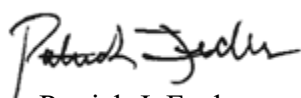
If the Board approves a proposed transaction, it would establish a formal oversight process that lasts for at least five years following approval of a transaction. During this period, Applicants must present evidence to the Board at least annually to show that any conditions imposed by the Board are working as intended, that Applicants are adhering to the representations they made on the record during the merger proceeding, that no unforeseen harms have arisen that would require the Board to alter or impose additional merger conditions, and that the merger benefits projections accepted by the Board are being realized in a timely fashion. Throughout this oversight period, the Board retains jurisdiction to impose additional conditions it determines are necessary. 49 C.F.R. § 1180.1(g).

Because this is a pending matter, we cannot comment further; however, please be assured that the Board will conduct a thorough and fair review of the evidence and argument and consider whether the transaction serves the public interest, consistent with applicable law. The Board's review will include a rigorous examination of potential competitive effects, economic efficiencies, service effects, environmental impacts, and other critical considerations, including the impact on Applicants' employees and on rail customers.

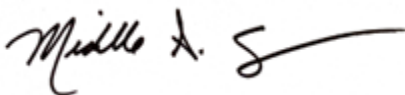
Under the procedural schedule set in the Board's August 18, 2026, decision, comments on the revised application, including protests, requests for conditions, and any other evidence and argument in opposition, are due November 18, 2026. Responses to comments on the revised application, including protests, requests for conditions, and other opposition, are due February 16, 2027. The Board encourages input from all interested parties, including as it pertains to the merger's impact on labor issues, rail customers, and consumers. 49 C.F.R. § 1180.1(m). The Board's final decision in this proceeding will be based on a comprehensive review of the entire administrative record, including all filings and comments submitted. This approach ensures a thorough and robust evaluation of the proposed transaction.

A copy of your letter and this reply have been placed in the public docket. If you or your staff have any questions, please contact Ms. Janie Sheng, Director of the Board's Office of Public Assistance, Governmental Affairs, and Compliance, at 202-245-0238.

Sincerely,



Patrick J. Fuchs
Chairman



Michelle A. Schultz
Vice Chairman



Karen J. Hedlund
Member



Richard J. Kloster
Member