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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

COMMENTS AND REQUEST FOR CONDITIONS OF THE AMERICAN TRAIN DISPATCHERS ASSOCIATION

Pursuant to 49 U.S.C. §§ 11323 *et seq.*, 49 C.F.R. Part 1180, and the procedural decisions entered in this docket, the American Train Dispatchers Association ("ATDA" or "the Organization") submits these comments and requests for conditions concerning the application of Union Pacific Corporation and Union Pacific Railroad Company ("UP") to acquire control of Norfolk Southern Corporation and Norfolk Southern Railway Company ("NS") (collectively, "Applicants") pursuant to Finance Docket Number 36873 ("FD No. 36873" or "Transaction").

ATDA supports the proposed Transaction based upon the commitments received from UP regarding ATDA represented Norfolk Southern train dispatchers in the March 26, 2026 Merger-Protection Agreement (March 26 Agreement). Consistent with its position in prior proceedings, ATDA also asks the Board to impose the Applicants' merger-related labor commitments as enforceable conditions and to prescribe the additional, transaction-specific protections described herein.

BACKGROUND

ATDA is the certified representative of the craft or class of Dispatchers employed by NS. As of the date of these comments, ATDA is also seeking to become the certified representative of the craft or class of Dispatchers employed by UP in a proceeding before the National Mediation Board ("NMB") in Case No. R-7694.[1] ATDA therefore approaches this transaction on behalf of

[1] The NMB has authorized an election in that proceeding and results should be known on or about January 12, 2027.

its current members at NS, those employees at UP who may elect ATDA representation, and the broader public whose safety and commerce depend upon competent, adequately staffed, and reliable railroad dispatching operations.

Due to the extent of ATDA's interest in the proposed transaction, it filed a Notice of Intent to Participate in these proceedings on August 8, 2025. ATDA's position, as described herein, is informed by its extensive experience representing train dispatchers through decades of major Class I railroad mergers. That experience encompasses the Burlington Northern–Atchison, Topeka & Santa Fe consolidation (FD No. 32549), the Union Pacific/Southern Pacific merger (FD No. 32760), the division of Conrail's operations between Norfolk Southern and CSXT (FD No. 33388), and, most recently, the Canadian Pacific/Kansas City Southern merger that created CPKC (FD No. 36500). Although each transaction presented different circumstances, collectively, they demonstrate the significant challenges that can accompany the integration of railroad networks, particularly with respect to coordinating dispatching functions, integrating technology and operating rules, preserving qualified staffing, maintaining territorial expertise, and protecting the continuity of service.

These lessons are not theoretical. The well-documented service disruptions following the UP/SP merger and the division of Conrail underscore how failures of integration and operational planning can cascade through an interconnected rail network. Moreover, these impacts are not limited to those changes implemented on or immediately following control date. As ATDA has experienced, the practical effects of dispatcher relocations, including attrition among experienced employees, consolidation of territories and dispatching desks, and increased workload may not be realized for decades after Board approval, when the consolidation and integration of train dispatching offices truly take place. As a case in point, nearly all of the most recent (since 2016) challenges resulting from the coordination of dispatching operations stem from the last round of Class I mergers which were approved over 25 years ago. The Organization draws upon this experience not to oppose consolidation as such, but to emphasize the importance that merger approval includes enforceable safeguards against foreseeable disruptions.

The responsibilities of a train dispatcher extend well beyond the rights and interests of any one group of employees. Dispatchers are a critical link in the safe and efficient movement of freight and passenger trains, the coordination of emergency responses, and the recovery of service when ordinary operations are interrupted. A loss of experienced dispatching personnel, an inadequately tested technological transition, or a poorly planned consolidation of control territories can affect

the movement of goods and passengers across the national rail network. On a system of the size proposed here, the consequences could extend to national supply-chain continuity, the transportation of essential commodities, and rail services important to national security and defense readiness. These public interests require careful evaluation of dispatcher staffing, system resilience, backup capabilities, training, and the sequencing of merger-related changes, not merely projections of cost savings.

ATDA'S POSITION

Notwithstanding the challenges associated with prior Class I mergers, ATDA supports the proposed Transaction in light of the significant commitments UP has made to protect ATDA-represented NS train dispatchers. Although ATDA initially opposed the Transaction due to significant concerns regarding its impact on NS Train Dispatchers, it believes that the majority of those trepidations were addressed by the commitments UP made in the parties' agreement dated March 26, 2026, ("March 26 Agreement"). Specifically, UP has agreed that NS employees represented by the ATDA and employed in train dispatching service as of the control date will be not only be a guaranteed a "job for life," but guaranteed employment as train dispatchers under the applicable Collective Bargaining Agreement. Moreover, ATDA members have been assured that their jobs will remain in Atlanta, Georgia for a minimum of five (5) years following control date and will be provided at least 270 days' notice prior to any proposed relocation. These assurances have helped to ease our members' concerns about the impact of the Transaction on them and their families by providing a level of guaranteed stability and valuable assurances concerning the longevity of their careers that very few other railroad employees have. These and other commitments provided by UP have allowed them to remain focused on their safety-sensitive professions.

ATDA believes that, with the appropriate enforceable safeguards in place to ensure employee protection and preserve continuity of service, the proposed Transaction has the potential to increase traffic volume on the resulting UP/NS System, as well as other rail carriers, while simultaneously removing shipments from the nation's heavily congested, taxpayer funded highway-system. The result would yield expanded job opportunities for our members, increased supply-chain efficiency, and positive economic growth for our nation.

ATDA REQUEST FOR CONDITIONS

ATDA's requested conditions arise from its institutional experience with prior mergers, the specific risks disclosed in Applicants' current operating and employee-impact projections, and the statutory obligation to consider both the interests of affected railroad employees and the impact of the Transaction on public interests. They are designed to secure necessary protections for ATDA's members, prospective members, and other railroad labor; to preserve the independent representational process and meaningful collective bargaining afforded to rail workers under the Railway Labor Act; and to safeguard the national rail system, its supply chains, and national security interests from potential service interruptions or disruptions. ATDA offers these conditions in support of a merger that is implemented safely, responsibly, and consistent with public interest.

A. Employee Protections.

In the Applicants' April 30, 2026 filing, the Verified Statement of Union Pacific Vice President of Labor Relations Maqui Parkerson states that, "Applicants anticipate that the Board will impose the *New York Dock* labor protective conditions on its approval of the transaction," in accordance with *New York Dock Ry.—Control—Brooklyn Eastern Dist. Terminal*, 360 I.C.C. 60 (1979), *aff'd sub nom*. *New York Dock Ry. v. United States*, 609 F.2d 83 (2d Cir. 1979). ATDA respectfully requests that the Board impose *New York Dock* as well as all other applicable protective conditions resulting from this transaction as appropriate, including but not limited to *Oregon Short Line* (*Oregon Short Line R.R. and the Union Pacific R. R. Co. – Abandonment - Goshen*, 360 I.C.C. 91 (1979)), *Mendocino Coast* (*Mendocino Coast Railway, Inc – Lease and Operate-California Western R.R.*, 360 I.C.C. 653 (1980) , *aff'd sub. nom. RLEA v. U.S.,* 675 F.2d 1248 (D.C. Cir. 1982)), and *Norfolk & Western* (*Norfolk & Western Railway Company – Trackage Rights – Burlington Northern, Inc.*, 354 I.C.C. 653 (1980), *aff'd sub. nom. RLEA v. U.S.,* 675 F.2d 1248 (D.C. Cir. 1982)).

ATDA further requests that the Board incorporate the March 26 Agreement in its entirety as an express condition of merger approval, enforceable according to its actual language, eligibility criteria, and duration, as well as the provisions of other merger-related written agreements between Applicants and affected labor organizations, as express approval conditions. The Board's decisions in recent past approvals furnish examples of making relevant commitments enforceable in merger approval orders. See *Canadian Pacific Ry.—Control—Kansas City Southern*, FD 36500, Decision No. 35, at 146–47 (STB served Mar. 15, 2023); *CSX Corp.—*

Control & Merger—Pan Am Systems, Inc., FD 36472, Decision No. 9, at 29–30, 55–56 (STB served Apr. 14, 2022).

Additionally, ATDA respectfully submits that the Board should further impose a condition requiring Applicants, when seeking merger-related changes to a collective bargaining agreement or seniority arrangement of any covered craft, to afford all affected craft employees safeguards substantively equivalent to the negotiated 2000–2001 "Cramdown Agreements," referenced in Ms. Parkerson's verified statement. The extension of such benefits would safeguard the collectively bargained benefits of all crafts and ensure the fair and equitable treatment of all affected employees, regardless of organizational affiliation, by providing the same meaningful protections, including union choice among existing applicable agreements when multiple agreements govern the work in question. ATDA believes the Board will find that that scale and unprecedented magnitude of the proposed Transaction necessitates such conditions and affirm its General policy statement for merger or control of at least two Class I railroads (49 C.F.R §1180.1).

B. Preservation of Employee Rights Under the Railway Labor Act

Based on the unique and unusual circumstances associated with the craft or class of Dispatchers employed by UP in this Transaction, ATDA requests that the Board impose additional employee protections for UP train dispatchers who are presently non-agreement employees. Specifically, the Board should provide for the preservation of collective bargaining rights for those employees who, at the time of this filing, are in the process of conducting a representational election in accordance with the Railway Labor Act (RLA).[2] If ATDA or another labor organization is certified to represent UP train dispatchers, Applicants should be prohibited from using the approval of the Transaction and the related implementation process to preempt the requirements under the RLA, thereby depriving the employees the right to negotiate a fair and equitable collective bargaining agreement, or impose an agreement upon them.

In accordance with 49 CFR § 1180.1(e), the Board should exercise its authority to impose more stringent employee protections by barring the Applicants from commencing any merger-related physical or functional integration of UP and NS dispatching offices or territories until UP and the duly certified representative have negotiated and adopted a first UP dispatcher collective bargaining agreement and that agreement has become effective. The protection should

[2] See National Mediation Board Case R-7694

encompass the coordination or consolidation of train dispatching offices and associated duties, material work transfers between UP and NS train dispatching offices, and inter-office consolidation of desks or territories.

C. Incomplete account of UP dispatching at Omaha and Spring, Texas warrants additional disclosure.

While Union Pacific has provided some information concerning its primary train dispatching center in Omaha, Nebraska (known as the Harriman Dispatching Center or "HDC"), ATDA can find no reference to its satellite dispatching center located within the Joint Dispatching Facility in Spring, Texas. The Joint Dispatching Facility, established in the wake of the severe service disruptions stemming from the UP/SP and BNSF mergers in the late 1990s, is where UP dispatchers work with BNSF and CPKC dispatchers and coordinate train movements affecting cross-border movements and operations stretching into Texas and Louisiana. ATDA estimates that approximately 44 UP train dispatchers are employed at Spring.

ATDA has located no disclosure in the supplied amended application volumes or July 7, 2026 supplemental filing stating whether UP intends to retain, relocate, combine, or change the UP work at Spring, nor an adequate facility-specific explanation for Omaha and Spring dispatchers.

Accordingly, the Board should require a location-specific report identifying the impact of the Transaction on all UP dispatchers in Omaha, and at the Spring, Texas joint facility. Applicants should verify the impact on employees at these locations, including any presently contemplated closure, abolishment, relocation, desk combination, work transfer, or staffing change. This request arises from the application's obligation to disclose the merger's impact on craft employees and service consequences and Part 244 safety requirements.

D. Express anti-evasion and no-shifting rule.

The Board should impose, pursuant to § 11324(c), a condition modeled on the anti-evasion principle of § 11324(e): Applicants may not use the transaction, an implementing agreement, a corporate reorganization, or an office relocation for the purpose or practical effect of circumventing an applicable bargaining relationship or diverting represented dispatcher work to unrepresented employees. This is requested as a merger condition, based on the unique circumstances surrounding the fact that, while train dispatchers on NS are represented by ATDA, the train dispatchers on UP are not party to a collective bargaining agreement; a highly unusual situation involving Class I railroad workers.

E. No dispatcher staffing or territory reductions absent validated workload analysis and Board oversight.

The present application proposes operational and technological changes leading to increased train and business volumes, even as the Applicants' employee-impact exhibits project dispatching job reductions. ATDA submits that the Board consider the effects of those changes on train dispatcher staffing, workload, fatigue, continuity of service, and the resilience of an integrated railroad network. Those issues have implications beyond labor relations, including the movement of critical commodities, passenger rail reliability, emergency response, and transportation supporting national defense.

ATDA requests that a tiered, safety-based procedure regarding the abolishment or combination of any train dispatching territory be imposed to ensure continued safety and operational fluidity of the proposed network. Such procedure should establish that, at least 90 days before implementing a merger-related dispatcher position abolishment or position consolidation, a reduction in minimum desk coverage, or material enlargement or combination of dispatching territory, Applicants must file with the Board and serve upon FRA and affected bargaining representatives a dispatcher-specific workload and service-risk assessment. This assessment should identify baseline and projected traffic, passenger-train obligations, dispatching complexity, relief coverage availability, training and qualification requirements, emergency operating capacity, safety events, and the actual effectiveness of any new software. Parties should have at least 30 days to respond.

Second, routine attrition-based reductions below the criteria set out below may only proceed 1) after the 90-day notice period; 2) only if the required showing has been made; and 3) no unresolved, substantiated safety or service objection has been raised. However, in the event an objection has been raised, it should trigger an expedited Board review and a temporary stay of the disputed reduction.

Third, affirmative STB authorization after consultation with FRA should be required for material reductions or desk changes; elimination of a continuously staffed dispatching desk; expansion or combination of dispatching territories materially increasing an individual dispatcher's workload; or a cumulative reduction exceeding five percent of a dispatching office's positions in any rolling twelve-month period. Applicants should report quarterly on baseline-versus-actual staffing and service metrics during implementation for a minimum of five (5) years following control date.

This approach provides meaningful independent scrutiny of the 33 projected reductions in light of the Applicants anticipated business growth and requires a quantitative analysis before reductions in highly safety-sensitive positions.

F. Binding five-year separate-center commitment and a dispatching-safety gate.

Applicants' commitment to maintain separate legacy UP and NS dispatching centers for at least five years should be incorporated into the approval order. Independently, if ATDA is certified as the designated representative of UP train dispatchers, no merger-related functional or physical dispatching integration affecting those centers should occur before the first negotiated and adopted UP collective bargaining agreement becomes effective, even if five years have elapsed. Thereafter, no merger-related physical consolidation, systemwide cutover, material desk combination between centers, relocation, or material change in dispatching control architecture should occur without a dispatcher-specific amended Safety Integration Plan (SIP), FRA review consistent with 49 C.F.R. Part 244, and an STB finding after notice and comment that safety and service reliability will not be materially impaired. The SIP should address independent redundancy and failover, concentration of dispatching operations in a single location, cyber and communications resilience, simultaneous outage scenarios, employee retention and territorial familiarization, passenger and hazardous-material operations, coordination with connecting and jointly dispatched carriers, and restoration performance following potential computer aided dispatching system partial or total failure. ATDA finds such requirements necessary given the potential concentration of train dispatching functionality of nearly 50% of the nation's rail network.

CONCLUSION

ATDA supports the merger in reliance upon the assurances the Carrier made in its March 26, 2026 agreement with the Organization. The lessons ATDA has learned from past Class I mergers make clear that the benefits of Class I railroad integrations must be accompanied by credible measures to preserve dispatcher staffing, workforce experience, bargaining, and the ability to recover from service disruption. The safeguards requested herein seek to protect current and prospective members, other rail employees, the national supply chain, and security-sensitive rail transportation without seeking to prevent the transaction itself.

Respectfully submitted,



L. Ed Dowell, President

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing ATDA's comments and request has been electronically filed with the Surface Transportation Board this 18th day of November, 2026, and served via email or regular mail upon all parties of record.

/s/ Erika A. Diehl-Gibbons
Erika A. Diehl-Gibbons