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BEFORE THE
UNITED STATES SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 36873

UNION PACIFIC CORPORATION AND
UNION PACIFIC RAILROAD COMPANY

—CONTROL—

NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY

COMMENTS FROM BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN -NORFOLK SOUTHERN, SOUTHERN LINES GENERAL COMMITTEE OF ADJUSTMENT

The Brotherhood of Locomotive Engineers and Trainmen ("BLET"), a Division of the Rail Conference of the International Brotherhood of Teamsters, hereby files the attached revised Comment of the BLET-Norfolk Southern, Southern Lines General Committee of Adjustment, with Certificate of Service, in opposition to the merger.

Respectfully submitted,

Date: November 23, 2026

s/ *Joshua D. McInerney*
Joshua D. McInerney
General Counsel for BLET

CERTIFICATE OF SERVICE

I hereby certify that I have caused copies of the foregoing document and following attachment to be served to representatives of all Parties of Record as of the date of this filing by email using the addresses on the service list for this proceeding.

Date: November 23, 2026

/s/ *Joshua D. McInerney*

Brotherhood of Locomotive Engineers and Trainmen

A Division of the Rail Conference - International Brotherhood of Teamsters

GENERAL COMMITTEE OF ADJUSTMENT • Norfolk Southern Railway Systems Lines (former Southern)

J. G. Sturdivant
General Chairman

S. Hubbard
1st Vice-Chairman

J. E. Briles III
2nd Vice-Chairman

P.O. Box 38
Independence, KY 41051

P: 859.356.BLET (2538)

F: 859.356.1100

COMMENTS IN OPPOSITION TO THE PROPOSED UNION PACIFIC–NORFOLK SOUTHERN MERGER

Surface Transportation Board | Finance Docket No. 36873

November 17, 2026

Chairman and Members of the Board:

I serve as General Chairman of the Brotherhood of Locomotive Engineers and Trainmen (BLET) Norfolk Southern, Southern Lines General Committee of Adjustment #810 representing approximately 2,500 locomotive engineers and trainmen employed by Norfolk Southern across 16 states, including Alabama, Delaware, Georgia, Indiana, Illinois, Kentucky, Louisiana, Maryland, Mississippi, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee and Virginia. Our General Committee negotiates, administers, and enforces collective bargaining agreements governing wages, seniority, assignments, and working conditions.

I submit these comments in opposition to the proposed Union Pacific Railroad (UP)–Norfolk Southern Railway (NS) merger because of its serious implications for railroad employment, collective bargaining rights, workforce stability, and safe operations.

Workforce Reductions and Employment Commitments

Union Pacific has promoted a "Jobs for Life" commitment and projected 1,200 net new union jobs by Year 3. Yet STB Form 1246 employment data show that the two carriers' combined union workforce fell from 73,128 in June 2016 to 50,153 in June 2026—a decline of 22,975 positions, or 31.4 percent. The promised 1,200 positions equal only about 5.2 percent of that ten-year reduction. Those projections are not binding: nothing requires UP to create the 1,200 jobs unless the Board imposes them as enforceable conditions.

History also shows that merger employment projections understate the losses. In the Union Pacific–Southern Pacific merger, UP told the Board to expect a net loss of 3,387 jobs, plus 2,132 jobs transferred to new locations. STB data show the combined workforce actually fell by 6,491 between January 1997 and December 2001, nearly twice the projection, even with New York Dock protections and five years of formal Board oversight.

Attrition is another critical issue. A promise not to furlough current employees does not maintain workforce levels if vacancies are left unfilled. Union Pacific has refused to commit to backfilling

vacancies, and its proposal allows positions vacated through retirement, death, transfer, or disability to go unfilled. At the 8 percent annual attrition rate cited by Norfolk Southern's own CEO, UP and NS would lose about 1,760 train crew positions every year, more than the 1,200 jobs UP has promised over three years. In practice, the "guarantee" allows the combined railroad to shrink its workforce steadily through attrition, while the employees who remain are forced to relocate to keep their jobs. The Board should not equate an employment assurance with an enforceable commitment to maintain sufficient qualified crews across the system.

Limitations of "Jobs for Life"

Union Pacific's "Jobs for Life" offer is, in substance, an involuntary furlough agreement, not an employee protective arrangement. The guarantee is conditioned on employees accepting available work opportunities in accordance with applicable collective bargaining agreements and implementing agreements. That qualifier matters to every General Committee, because merger implementing agreements can override provisions of the collective bargaining agreements now in effect on the pre-merger properties. The value of UP's "guarantee" therefore depends on implementing agreements that have not yet been negotiated and that could rewrite the very terms our members rely on.

The Applicants' employee-impact exhibits contemplate both the creation and the transfer or abolition of jobs. The train crew exhibits identify 324 positions transferred or abolished and 1,648 created. An offer of a position at a distant location is not equivalent to preserving an engineer's current terminal, home, or livelihood. Under UP's offer, an employee whose position is transferred or abolished must relocate, potentially hundreds or thousands of miles across a 43-state system, or accept a different position to remain employed. An employee who cannot uproot a family must take a voluntary furlough and forfeit the guarantee altogether. The Board should examine how many employees would be required to relocate, what happens if they cannot move, and whether the stated assurances are enforceable.

The offer also leaves UP free to revisit its own promise. It includes a clause allowing UP to change the guarantee based on post-merger traffic or performance, so the protection could weaken precisely when a disrupted integration puts employees at greatest risk. And where UP leases portions of the network to other operators, as it has indicated it will, the offer would allow UP to require employees to accept reduced earnings and benefits for the same work on the leased-off lines.

Attrition-based job security arrangements are not new to this industry. Earlier agreements covering locomotive firemen, including the 1972 national firemen's settlement and Article XIII of the 1985 national agreement, steadily reduced the workforce over time, yet even they contained provisions on training, promotion, and rehiring. UP's proposal omits even those basic terms. Projections and conditional promises are not protections. Only employee protective conditions imposed by the Board are enforceable and beyond the carrier's power to revise.

Collective Bargaining Agreements and Seniority

Our collective bargaining agreements govern seniority districts, assignments, terminal rights, crew districts, compensation, and working conditions. Integrating two Class I railroads may prompt disputes over seniority rosters, terminal consolidations, crew operations, and the distribution of work. These are substantive contractual issues, not mere administrative details. Traditional employee protections may provide compensation for certain transaction-related harms, but they do not necessarily preserve every assignment or contractual arrangement. The Board should scrutinize the Applicants' specific integration plans and their effects on existing agreements.

Line Sales and Smaller-Railroad Transfers

Since the Washington Job Protection Agreement of 1936, railroads and their unions have protected or compensated employees affected by transactions between carriers, and the Board has historically imposed the New York Dock conditions in Class I mergers. The ICC Termination Act of 1995, however, created an exception for smaller carriers. Under 49 U.S.C. § 10902, employees affected by a line sale to a Class II carrier receive at most one year of severance pay, and those affected by a sale to a Class III carrier receive no statutory protection at all. The combined railroad is likely to use that exception. UP CEO Jim Vena told short-line operators in 2025 that UP's lease of an Oregon line to a Class III railroad was "just the start," and FreightWaves reported in 2026 that NS CEO Mark George expected potential line sales of up to 15,000 miles, roughly 25 percent of the combined network. The buyers are typically subsidiaries of large holding companies such as Genesee & Wyoming, Watco, OmniTRAX, and Patriot Rail, which use their Class III subsidiaries to acquire lines free of labor protections and full Board review.

For our members, these transactions go to the heart of collective bargaining. Most Class III railroad employees are not represented, and Class III holding companies have resisted organizing at every step; on one Genesee & Wyoming property, nearly half the workforce was fired after a successful organizing campaign. Employees whose work moves to a Class III carrier face job loss and relocation without compensation, wage cuts of tens of thousands of dollars, higher health and welfare contributions, and the loss of health coverage and retirement benefits. Union Pacific has declined to commit to protecting employees from these effects. If the Board does not deny the application, it should at a minimum condition any approval on full Board review of every future sale or lease of lines by the combined carrier to a Class II or Class III railroad, with New York Dock–equivalent protections for affected employees.

Staffing, Experience, and Safe Operations

Qualified locomotive engineers and trainmen are essential to safe and reliable freight service. Workforce reductions, terminal changes, extended absences from home, and disrupted assignments can undermine retention and operational continuity. The Applicants should demonstrate how they will maintain adequate qualified crews throughout the combined network while delivering their projected traffic growth.

The Applicants also plan to run fewer crews on longer trains. Union Pacific already routinely operates trains of 15,000 feet or more, some over three miles long, well beyond typical passing sidings of 10,000 to 12,000 feet. The National Academies of Sciences, Engineering, and Medicine found that derailments related to train makeup and handling increase as train length grows. The Applicants' operating plan states that "UP/NS will increase train lengths of legacy NS trains," a change they estimate would reduce annual first crew starts by about 7.2 percent (Amended Application, Vol. 2, Operating Plan ¶¶ 420–421). For engineers and trainmen on the legacy NS network, that means fewer assignments and longer trains that are harder to handle safely.

The Union Pacific–Southern Pacific merger shows how quickly an integration can overwhelm crews and service. Beginning in 1997, mile-long trains sat on sidings with no crew aboard after crews ran out of hours under federal limits, and one engineer near Houston waited four hours at a single red signal. Shipments that normally took three to four days took 30 to 45 days, and the Railroad Commission of Texas estimated about $1.1 billion in lost sales and added freight costs to the Texas economy alone. Service did not return to normal until August 1998. The Board should not approve an integration of far greater scale without a credible, enforceable plan to staff it.

Market Power and the Public Interest

The merger's effects would also reach the shippers and consumers our members serve. The industry is already highly concentrated: in 1980, there were 33 Class I railroads, and today there are six, operating as a duopoly in most of the country. The combined UP–NS would hold approximately 50 percent of the freight rail market for most of the commodities it hauls, making it a de facto monopoly in many areas and giving it enormous leverage over customers in setting rates and service. Freight rail rates have already risen 44 percent over 20 years after adjusting for inflation, far outpacing trucking. With less competition, the combined railroad would face little pressure to restrain rates or to invest in reliable service and the crews needed to provide it.

General Committee and Territorial Impacts

Our General Committee represents approximately 2,500 locomotive engineers and trainmen that operate locomotives and trains across 16 states, including Alabama, Delaware, Georgia, Indiana, Illinois, Kentucky, Louisiana, Maryland, Mississippi, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee and Virginia, and include major rail hubs and ports such as Atlanta, Baltimore, Birmingham, Charlotte, Chattanooga, Conway (Pittsburg), Croxton, East St. Louis, Louisville, Memphis, New Orleans, Norfolk, Savannah, and Sheffield. Our agreements address every aspect of employment and working conditions including seniority rights and which craft employees will operate locomotive consists on yard movements and both short haul and long-haul trains. Locomotive engineers are federally certified, highly skilled and operate long, heavy trains and often times, trains loaded with dangerous hazardous materials. Our locomotive engineers operate trains over a variety of terrain, including hills, mountains, tunnels, and within extremely dense urban areas that are highly populated. Our agreements ensure that the highly trained, most skilled federally certified employee, the Locomotive Engineer, operates these trains under all conditions, including when and where the greatest risk to the public exist.

In example after example, the certified Locomotive Engineer has prevented a bad situation from becoming much worse. Taking immediate and thoughtful action is instinctual to the craft Locomotive Engineer when a threat to the equipment, to the general public or the surrounding areas presents itself. Whether it is a failure of an onboard system such as Positive Train Control (PTC) or an energy management system (LEADER, Trip Optimizer, etc.), a failure of a railcar in the train (as the well documented East Palestine, OH wheel bearing failure and subsequent derailment showed) or an imminent threat on the railroad right-of-way such as washouts and rockslides, the certified Locomotive Engineer's actions have minimized the severity of the damage or derailment. The proposed acquisition of Norfolk Southern by Union Pacific endangers the agreements that ensure that a Locomotive Engineer will operate these short-haul and long-haul trains in the future, placing railroad employees, railway equipment, or the general public at risk.

Due to the vagueness of the merger application, it is difficult to assess the true effects of the acquisition in both the short and long term. While it is clear that the merged railroad will focus on the coast-to-coast traffic at the expense of the north-south traffic, shorter haul traffic and shedding of local customers. The rail lines covered by our agreements are primarily north-south based, covering typical traffic patterns from New Orleans to Birmingham, Birmingham to Chattanooga, and Atlanta to terminals north, such as Charlotte, Knoxville, Roanoke, Baltimore, Cincinnati, Louisville, and Harrisburg. Line segments and terminals that are less lucrative or less attractive to operate or manage, such as short-haul and local service like Enola Yard east to Baltimore and the Charlotte Intermodal yard or the servicing of smaller customers similar to Arrowwood Industrial Park may be

be sold off to Class II or Class III carriers. The proposed closing of St. Louis's Luther Yard for example, will directly impact employee's employment and the customers served not just out of that yard, but the rail line segments that originate and terminate there, which include Kansas City, Moberly, Decatur, and Princeton. Union Pacific's plan to service the same local customers from either the Alton Southern yard in East St. Louis or Dupo yard south of St. Louis for example will add additional delays to customer freight, as well as increased exposure to dangers and violence in and around Coapman yard. The shedding of terminals, yards, and line segments will result in fewer employees and substandard compensation while at the same time reduce customer service and increase shipping costs due to less competition. The same applies to the proposed consolidation around both New Orleans and Memphis.

History has proven that following each major rail merger, the new entities have disrupted the nations supply chain and created chaos and mismanagement of employees and customer's freight. Immediately following the Union Pacific acquisition of Southern Pacific railway in the late 1990's, Union pacific was unable to even handle their own rail traffic and was forced to reroute trains onto Norfolk Southern at New Orleans. Norfolk Southern operated those train more efficiently across its system and delivered those trains to Union Pacific in Chicago. Rerouting the trains greatly increased transit time, fuel consumption, and strained manpower on Norfolk Southern's lines. The next approved merger fared even worse. Immediately following the takeover and split of Conrail by CSX and Norfolk Southern, Norfolk Southern also fell into a chaotic and turbulent downward spiral for employees, customers and the general public. Entire trains sat for up to a week without moving. Crews would be sent to relieve the same crews that they themselves had relieved the previous shift, many without the train ever moving an inch. Some grade crossings were blocked for days and even weeks at some locations. The fairground crossing in Louisville, KY was blocked for days at a time by standing cars unable to be moved in or out of Louisville or Shelbyville yard, which was over capacity for railcars. Public automobile traffic was also disrupted in many locations and emergency vehicle response times were greatly increased across the system. Trains were tied down over a hundred miles from the next yard at times due to rail yards being well over capacity because the next terminal was also in a state of chaos. Certain costumers didn't receive their freight for weeks. In more than one instance, train crews would be called out of a terminal to move a train that was unswitched or unclassed, just to clear space and run to the next terminal in another division, just to be turned around and sent back to the initial yard due to lack of space. Norfolk Southern was using their main lines as rolling storage space on multiple divisions in our area. This burned unnecessary fuel which increased costs passed on to the customers, wasted crew hours, added increased frustration among management and employees, and added days and weeks to customers freight delivery times. At multiple terminals, freight cars were stashed in locomotive shops and stored on uninspected tracks that hadn't previously been used in years. Recovery from the service meltdown took months. The safety programs suffered immediately and took even longer to recover, and never did at certain locations. Inadequate infrastructure and equipment and increased traffic contributed to congestion, overworked supervisors and train crews, greater exposure to injuries and incidents, and an increase in accidents and incidents. FRA attributed that increase to management decisions emphasizing labor consolidation, operating efficiencies, and productivity goals.

If the proposed acquisition of Norfolk Southern by Union Pacific does happen, the disruption and service interruptions of the supply chain would be on a full nationwide scale, not just a regional scale as with the Conrail takeover. It is highly likely that the impact to the nations supply chain would rival or exceed the impact that COVID placed on this country.

Union Pacific and Norfolk Southern have the ability to immediately integrate improved train routes, create more efficient freight car movements, and lower dwell times today as a joint venture. There are a multitude of improvements and efficiencies that both railroads could utilize and integrate today without the need to create a single coast-to-coast carrier. The planned changes as outlined in the application regarding Memphis and Little Rock, for example, could be readjusted today to create an improved blocking of freight without closing yards and needing to disrupt the employees and the communities they live and work in.

Union Pacific is currently the least safe railroad as measured by FRA standards, and Norfolk Southern is only slightly better overall. Combining the two railroads with the two worst safety records will not improve the overall safety performance of the new combined railroad, it will only get worse. The new combined railroad will continue to emphasize a high level of productivity and profit over safety.

Conclusion

Under 49 U.S.C. §§ 11324 and 11326, the Board must consider railroad employees' interests and applicable labor protections. The availability of traditional protective conditions does not itself establish that this merger serves the public interest. The Applicants have not supplied adequate enforceable assurances concerning staffing, attrition, relocation, contractual rights, or potential line transfers. I respectfully urge the Board to deny the proposed Union Pacific–Norfolk Southern merger.

Respectfully submitted,

Jerry Sturdivant
General Chairman, General Committee of Adjustment #810 Norfolk Southern – Southern Lines
Brotherhood of Locomotive Engineers and Trainmen
PO Box 38
Independence, KY 41051
(859) 356-2538
jerrysturdivant@gmail.com