



BUILDING AMERICA®

March 26, 2026

Mr. Ed Dowell
President
American Train Dispatchers Association
4239 West 150th Street
Cleveland, OH 44135

Dear Mr. Dowell:

We appreciate your engagement on behalf of your members regarding the potential impacts of the proposed transaction between Union Pacific Railroad Company (“Union Pacific” or “Carrier”) and Norfolk Southern Railway Company (“Norfolk Southern” or “Carrier”). We propose to address your employment-related concerns as follows:

- 1) Job Commitments: Union Pacific expects that the anticipated growth resulting from the combined entity’s more competitive service offerings will provide job security for the employees of the combined entity. Accordingly, in the event of approval and implementation of the transaction, Union Pacific commits that employees represented by ATDA for the purpose of collective bargaining and employed in dispatcher service by Norfolk Southern immediately prior to the control date will be guaranteed a job under the applicable Collective Bargaining Agreement in the dispatcher craft for their working lifetime with the combined entity, if desired, and will not be subject to involuntary furlough. This commitment is conditioned upon the usual requirements for continued employment including remaining fit for duty (for their position held immediately prior to the control date), maintaining necessary qualifications, meeting performance and conduct standards applicable to all employees, and accepting all available work opportunities under their applicable Collective Bargaining Agreement. In the event of an unforeseen, extraordinary disruption in traffic volume, e.g., Covid, that the parties anticipate will last for 90 days or longer, the parties will work together to reach an equitable agreement to provide stability for employees and Union Pacific.

Union Pacific further commits that, for employees represented by ATDA for the purpose of collective bargaining and employed in dispatcher service by Norfolk Southern immediately prior to the control date, those employees will not be relocated from Atlanta, Georgia, for a period of five (5) years following control date. Further, for any relocation after said date, 270 days’ notice will be provided.

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- 2) Reaching Implementing Agreements: The Carriers acknowledge that the territories dispatched by ATDA-represented dispatchers on Norfolk Southern will continue to be dispatched pursuant to the existing collective bargaining agreement between ATDA and Norfolk Southern (as such may be amended pursuant to Section 6 of the Railway Labor Act) unless and until the collective bargaining agreement is modified through an implementing agreement. We intend to begin discussing necessary implementing agreements as soon as practicable. To the extent that we anticipate or identify changes beyond what is permitted by applicable collective bargaining agreements that are necessary to realize the benefits of the transaction, implementing agreements will be established under the normal regulatory procedures.

In addition to the above commitments, which the parties acknowledge are in addition to any labor protective conditions imposed by the Surface Transportation Board, Union Pacific is committed to engaging further with ATDA about potential impacts of the transaction and our plans to successfully transition the two separate systems into a combined system.

The Carriers' revised application will reflect the commitments described above. Such commitments above are contingent upon the receipt of all necessary regulatory and shareholder approvals and the implementation of the transaction.

In exchange for the commitments described above, ATDA agrees to publicly support the transaction that is the subject of STB Finance Docket No. 36873.

Sincerely,



Agreed:



Ed Dowell
President, ATDA