Union Pacific and Norfolk Southern Announce Intent to Create First Transcontinental Railroad

Key Notes:

- UP and NS intend to merge to create the first transcontinental railroad in the U.S.
- The STB will review this merger pursuant to a revised standard that requires enhancements to competition.
- Join Thompson Hine for a webinar on the STB review process.

On July 30, 2025, Union Pacific (UP) and Norfolk Southern (NS) filed a "Notice of Intent" with the Surface Transportation Board (STB or Board) for UP to acquire NS, aiming to create the first transcontinental railroad in the United States. The proposed transaction is subject to STB approval. To help shippers navigate the merger process, Thompson Hine will host a series of webinars. The first session, scheduled for August 8 from 2:00 to 2:45 p.m. ET, will provide an overview of the STB review process, including the topics outlined below. The webinar will include time for Q&A. Click here to register for the webinar.

STB Timeline

Railroads seeking to merge must obtain STB approval before proceeding. The regulatory process includes multiple phases that occur both before and after the formal application is filed. These phases allow stakeholders to request information from the railroads, submit comments in support of or opposition to the merger, and ask the STB to impose conditions aimed at protecting or enhancing rail competition. UP and NS estimate that the entire process will take approximately 22 months.

STB Standards for Approving Mergers

No major rail merger has been reviewed pursuant to the revised rules that the STB adopted in 2001, which significantly raised a railroad's burden for demonstrating that a proposed transaction serves the "public interest." The STB uses a balancing test to weigh the benefits and harms of a merger. Under these new rules, a merger involving Class I railroads must produce "substantial and demonstrable gains in important public benefits . . . outweigh any anticompetitive effects, potential service disruptions, or other merger-related harms." As stated by the STB in the 2001 rules, applicants must demonstrate that the merger will enhance, not just avoid harm to, competition, especially given the increasing difficulty of mitigating anticompetitive harms from additional consolidation.

Participating in the STB Proceedings

UP and NS plan to submit their application on or before January 29, 2026. However, under STB regulations, the earliest they may file is October 30, 2025. Once the application is filed and accepted as complete by the STB, the public will have an opportunity to submit comments and request conditions on the merger. UP and NS have asked the STB to adopt a procedural schedule that would set the deadline for comments 120 days after the application is filed. Shippers should begin evaluating how the proposed merger could impact their operations and consider whether, and how, they wish to participate in the STB process.

Join Thompson Hine for the STB Webinar Series

Click here to register for the first webinar in our series, taking place August 8 from 2:00 to 2:45 p.m. ET, which will introduce key aspects of the STB's merger review process and help shippers understand how to engage.

FOR MORE INFORMATION

If you have any questions regarding the merger, or require assistance in preparing and submitting comments, please contact:

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