

# FLETCHER & SIPPEL LLC

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June 12, 2026

311621

## VIA ELECTRONIC FILING

Chief of Case Administration  
Office of Chief Counsel  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

ENTERED  
Office of Chief Counsel  
June 12, 2026  
Part of  
Public Record

Re: **Docket No. FD 36918**  
**900 Conshohocken Rail LLC – Acquisition and Operation**  
**Exemption – Rail Line of Cleveland-Cliffs Railways Inc.**  
**d/b/a Upper Merion & Plymouth Railroad**

Dear Case Administration Chief:

Attached for filing in the above-captioned proceeding is the **Verified Notice of Exemption of 900 Conshohocken Rail LLC Pursuant to 49 C.F.R. § 1150.32**, dated June 12, 2026. The sum of \$2,500, representing the appropriate fee for this filing, has been tendered electronically via Pay.gov.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

*/s/ Thomas J. Litwiler*

Thomas J. Litwiler  
Attorney for 900 Conshohocken Rail LLC

TJL:tl

Attachment

FILED  
June 12, 2026  
SURFACE TRANSPORTATION BOARD

FEE RECEIVED  
June 12, 2026  
SURFACE  
TRANSPORTATION BOARD

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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DOCKET NO. FD 36918

900 CONSHOHOCKEN RAIL LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
RAIL LINE OF CLEVELAND-CLIFFS RAILWAYS INC.  
D/B/A UPPER MERION & PLYMOUTH RAILROAD

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**VERIFIED NOTICE OF EXEMPTION  
OF  
900 CONSHOHOCKEN RAIL LLC  
PURSUANT TO 49 C.F.R. § 1150.32**

Thomas J. Litwiler  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500

**ATTORNEY FOR  
900 CONSHOHOCKEN RAIL LLC**

Dated: June 12, 2026

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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DOCKET NO. FD 36918

900 CONSHOHOCKEN RAIL LLC  
-- ACQUISITION AND OPERATION EXEMPTION --  
RAIL LINE OF CLEVELAND-CLIFFS RAILWAYS INC.  
D/B/A UPPER MERION & PLYMOUTH RAILROAD

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**VERIFIED NOTICE OF EXEMPTION  
OF  
900 CONSHOHOCKEN RAIL LLC  
PURSUANT TO 49 C.F.R. § 1150.32**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, 900 Conshohocken Rail LLC (“Conshohocken Rail”), a non-carrier, hereby files this Verified Notice of Exemption to acquire an approximately 11-mile rail line in Conshohocken, Pennsylvania (the “UMP Line”) owned by Cleveland-Cliffs Railways Inc. d/b/a Upper Merion & Plymouth Railroad (“CCRI”). Based on projected revenues for the UMP Line, Conshohocken Rail expects to become a Class III rail carrier after consummation of the transaction proposed herein.

In accordance with the requirements of 49 C.F.R. § 1150.33, Conshohocken Rail submits the following information:

**Name and Address of Applicant: 49 C.F.R. § 1150.33(a)**

The full name and address of the rail carrier applicant herein is as follows:

900 Conshohocken Rail LLC  
2201 Renaissance Drive  
Suite 410  
King of Prussia, PA 19406  
(445) 232-1405

**Applicant's Representative: 49 C.F.R. § 1150.33(b)**

Conshohocken Rail's representative to whom correspondence regarding this transaction should be sent is as follows:

Thomas J. Litwiler  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 800  
Chicago, IL 60606-3208  
(312) 252-1500

**Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)**

Conshohocken Rail and CCRI have executed an Agreement of Purchase and Sale dated January 7, 2026, as amended February 20, 2026, February 27, 2026 and March 9, 2026, providing for Conshohocken Rail's acquisition of the UMP Line.

**Operation of the Property: 49 C.F.R. § 1150.33(d)**

Conshohocken Rail will provide rail service as needed on the UMP Line, either itself or through a contract service provider.

**Summary of the Transaction: 49 C.F.R. § 1150.33(e)**

Conshohocken Rail is a new, non-carrier subsidiary of MLP Ventures, LLC ("MLP") that was formed for the purpose of acquiring the UMP Line. That transaction will be undertaken in connection with MLP's acquisition of the property of an idled steel plate finishing facility in Conshohocken, Pennsylvania owned by Cleveland-Cliffs Plate LLC ("Cliffs"), an affiliate of CCRI.

CCRI is a Class III rail carrier which owns and operates rail lines at various locations associated with the steel manufacturing operations of Cleveland-Cliffs Inc. CCRI was previously known as Mittal Steel USA-Railways Inc. and, prior to that, as ISG Railways Inc.

(“ISGR”).<sup>1</sup> ISGR acquired the UMP Line in 2003.<sup>2</sup> The UMP Line had previously been owned and operated by standalone entities under the Upper Merion and Plymouth Railroad Company name.<sup>3</sup> Cleveland-Cliffs Inc. has been an affiliate of the entity now named CCRI since 2020.<sup>4</sup>

The UMP Line is an approximately 11-mile rail line in Conshohocken, Pennsylvania that consists of yard and switching tracks without assigned mileposts.<sup>5</sup>

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<sup>1</sup> See, e.g. *Mittal Steel Company N.V. – Acquisition of Control Exemption – ISG Railways Inc., ISG South Chicago & Indiana Harbor Railway Co., and ISG Cleveland Works Railway Co.*, Docket No. FD 34650 (STB served May 3, 2005).

<sup>2</sup> See *ISG Railways, Inc. – Acquisition of Control Exemption – Assets of Keystone Railroad LLC d/b/a Philadelphia, Bethlehem and New England Railroad Company, Conemaugh & Black Lick Railroad Company LLC, Steelton & Highspire Railroad Company LLC, Lake Michigan & Indiana Railroad Company LLC, Brandywine Valley Railroad Company LLC, Upper Merion & Plymouth Railroad Company LLC, Patapsco & Back Rivers Railroad Company LLC, and Cambria and Indiana Railroad, Inc.*, Docket No. FD 34344 (STB served May 22, 2003).

<sup>3</sup> See *Upper Merion and Plymouth Railroad Company LLC – Acquisition and Operation Exemption – Upper Merion and Plymouth Railroad Company*, Docket No. FD 34155 (STB served Jan. 10, 2002).

<sup>4</sup> See *Cleveland-Cliffs Inc. – Acquisition of Control Exemption – Brandywine Valley Railroad Company, Steelton & Highspire Railroad Company, Lake Michigan & Indiana Railroad Company, Upper Merion & Plymouth Railroad Company, Cleveland Works Railway Inc., and South Chicago & Indiana Harbor Railway Company*, Docket No. FD 36449 (STB served Nov. 6, 2020). The verified notice of exemption in Docket No. FD 36449 mistakenly indicated that Cleveland-Cliffs Inc. was acquiring control of several railroad companies (including the “Upper Merion & Plymouth Railroad Company”) that were actually operating divisions of Mittal Steel USA-Railways Inc. and were doing business under their historical railroad names.

<sup>5</sup> Conshohocken Rail is using the same description of the UMP Line that has been used in prior transactions involving the line. See notes 2-3, *supra*. As noted in those filings, the description encompasses certain yard or switching tracks for which Board acquisition approval may not be required. See Docket No. FD 34344, Verified Notice of Exemption filed April 22, 2003, at 3, n.1.

Pursuant to the agreement between Conshohocken Rail and CCRI, Conshohocken Rail will acquire the UMP Line concurrently with MLP's acquisition of the steel plant property in Conshohocken from Cliffs.

The complete name and address of the current owner of the UMP Line is as follows:

Cleveland-Cliffs Railways Inc.  
200 Public Square, Suite 3300  
Cleveland, OH 44114-2315

Conshohocken Rail intends to consummate the acquisition of the UMP Line on the date when MLP acquires the steel plant property in Conshohocken, which will be after the date when this exemption becomes effective.

**Map: 49 C.F.R. § 1150.33(f)**

A map showing the UMP Line and the surrounding area is attached as Exhibit A to this Notice.

**Certificate of Compliance: 49 C.F.R. § 1150.33(g)**

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) stating that Conshohocken Rail's projected annual revenues will not result in the creation of a Class I or II rail carrier is attached as Exhibit B to this Notice.

**Interchange Commitments: 49 C.F.R. § 1150.33(h)**

The proposed acquisition of the UMP Line by Conshohocken Rail does not involve any provision or agreement that would limit future interchange with a third-party connecting carrier. The UMP Line connects solely with Norfolk Southern Railway Company.

**Advance Notice: 49 C.F.R. § 1150.32(e)**

The projected annual operating revenue of Conshohocken Rail does not exceed \$5 million, and accordingly the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. *See* Exhibit B hereto.

**Environmental and Historic Preservation Data: 49 C.F.R. § 1105**

Under 49 C.F.R. § 1105.6(c)(2), Conshohocken Rail's proposed acquisition of the UMP Line is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, *i.e.*, changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), Conshohocken Rail's acquisition of the UMP Line also is exempt from historic preservation reporting requirements. Further Surface Transportation Board approval is required to abandon any service and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

**Caption Summary: 49 C.F.R. § 1150.34**

A caption summary in appropriate form is attached as Exhibit C to this Notice.

Respectfully submitted,

*/s/ Thomas J. Litwiler*

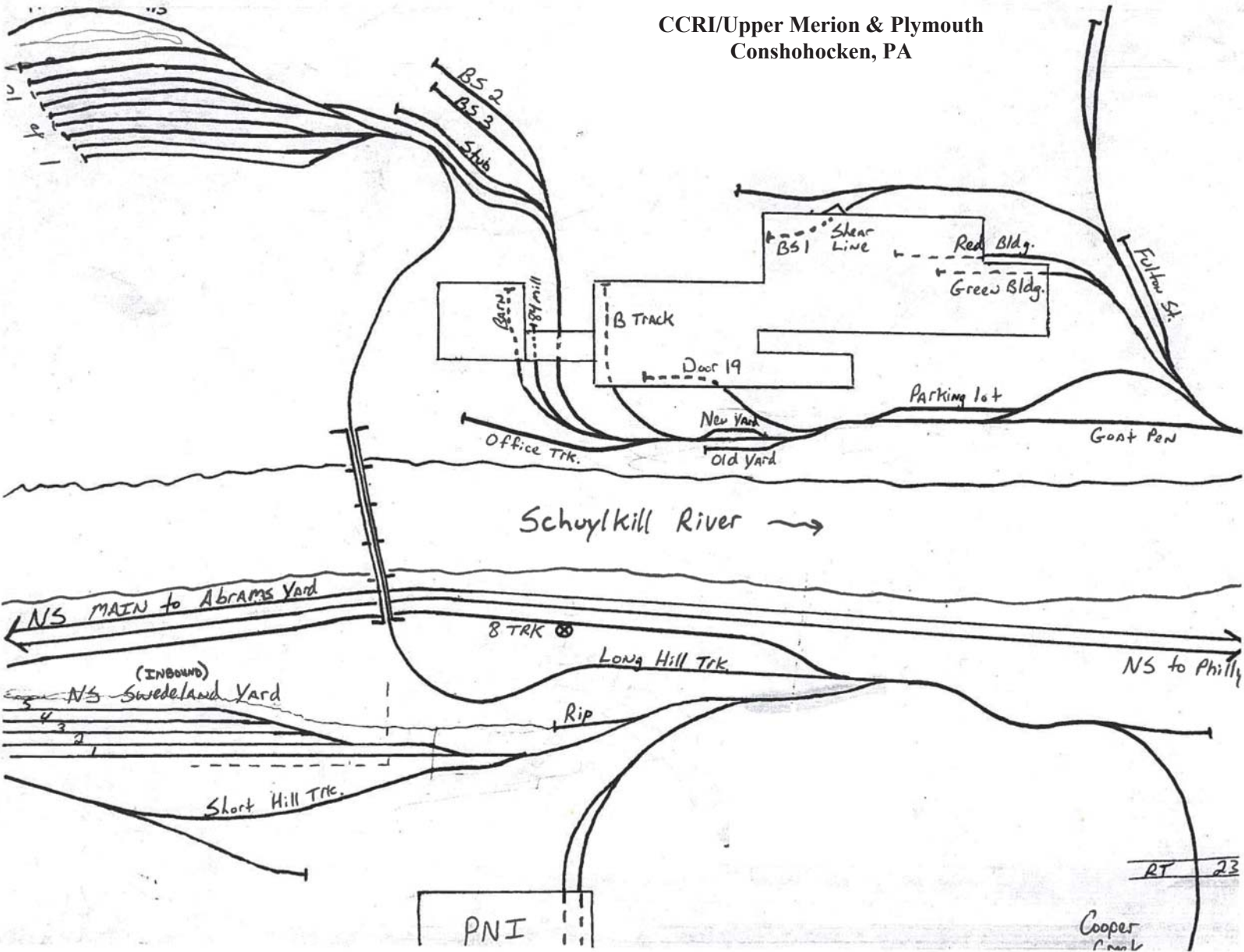
By: \_\_\_\_\_

Thomas J. Litwiler  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 800  
Chicago, Illinois 60606-3208  
(312) 252-1500

**ATTORNEY FOR  
900 CONSHOHOCKEN RAIL LLC**

Dated: June 12, 2026

CCRI/Upper Merion & Plymouth  
Conshohocken, PA



**CERTIFICATION**

Richard F. Heany, under penalty of perjury, hereby certifies that the projected annual rail revenues of 900 Conshohocken Rail LLC as a result of the transaction proposed herein will not exceed five million dollars (\$5,000,000.00) and will not result in the creation of a Class II or Class I rail carrier under the provisions of 49 C.F.R. § 1201 (1-1).

*Richard F. Heany*

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Richard F. Heany  
President

Dated: June 11, 2026

**EXHIBIT C**  
**CAPTION SUMMARY**

OCC

FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36918]

900 Conshohocken Rail LLC – Acquisition and Operation Exemption – Rail Line of Cleveland-Cliffs Railways Inc. d/b/a Upper Merion & Plymouth Railroad

900 Conshohocken Rail LLC (“Conshohocken Rail”), a non-carrier, has filed a verified notice of exemption under 49 C.F.R. part 1150, subpart D to acquire an approximately 11-mile rail line in Conshohocken, Pennsylvania (the “UMP Line”) owned by Cleveland-Cliffs Railways Inc. d/b/a Upper Merion & Plymouth Railroad (“CCRI”). The UMP Line does not have assigned mileposts.

Conshohocken Rail certifies that the proposed acquisition of the UMP Line does not involve an interchange commitment. Conshohocken Rail further certifies that its projected annual revenues as a result of this transaction will not result in the creation of a Class I or Class II rail carrier and will not exceed \$5 million.

The transaction may be consummated no earlier than the effective date of the exemption (30 days after the verified notice was filed).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time.

The filing of a petition to revoke will not automatically stay the effectiveness of the exemption.

Petitions for stay must be filed no later than July \_\_, 2026 (at least seven days before the exemption becomes effective).

All pleadings, referring to Docket No. FD 36918, must be filed with the Surface Transportation Board either via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Conshohocken Rail's representative, Thomas J. Litwiler, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 800, Chicago, IL 60606-3208.

According to Conshohocken Rail, this action is categorically excluded from environmental review under 49 CFR 1105.6(c) and from historic preservation reporting requirements under 49 CFR 1105.8(b).

Board decisions and notices are available at [www.stb.gov](http://www.stb.gov).

Decided: June \_\_, 2026.

By the Board, Anika S. Cooper, Chief Counsel, Office of Chief Counsel.

**VERIFICATION**

Richard F. Heany, under penalty of perjury, declares and verifies that he is President of 900 Conshohocken Rail LLC, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

*Richard F. Heany*

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Richard F. Heany

Dated: June 11, 2026