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**Before the
SURFACE TRANSPORTATION BOARD**

STB Docket No. FD 36873

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**UNION PACIFIC CORPORATION AND UNION PACIFIC RAILROAD COMPANY
- CONTROL -
NORFOLK SOUTHERN CORPORATION AND
NORFOLK SOUTHERN RAILWAY COMPANY**

**DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION BY
READING BLUE MOUNTAIN & NORTHERN RAILROAD COMPANY**

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Northern Railroad Company*

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In accordance with the Board’s Decision No. 30 served in this proceeding on August 18, 2026, Reading Blue Mountain & Northern Railroad Company (“RBMN”) submits this Description of Anticipated Responsive Application.

Background

RBMN is a family-owned Class II railroad serving over 80 customers in nine eastern Pennsylvania counties (Berks, Bradford, Carbon, Columbia, Lackawanna, Luzerne, Northumberland, Schuylkill, and Wyoming). It is the largest privately-owned railroad in Pennsylvania.

RBMN has expanded its operations over the last 40 years and now transports over 35,000 carloads of freight, while its Passenger Department welcomes over 400,000 riders annually. RBMN operates its freight trains and steam- and diesel-powered passenger excursions over 400 miles of track, owns over 2100 freight cars, and employs over 350 dedicated people. RBMN has been repeatedly honored as one of the premier railroads in the nation, including being named Regional Railroad of the Year in 2020 by *Railway Age* magazine.

In addition to serving dozens of merchandise customers who receive a wide range of commodities, RBMN proudly supports the American anthracite coal industry.

Crucially, anthracite coal is mined in only one location in the United States, northeastern Pennsylvania. Further, rail service is essential for the delivery of anthracite. Today, Pennsylvania anthracite has significant national security importance due to its crucial role in supporting domestic steelmaking. The Pennsylvania anthracite industry is concerned about the impact of this potential transaction on its rail service, especially given their negative experience with Norfolk Southern Railway Company (“NS”) service following NS’s acquisition of its portion of Consolidated Rail Corporation (“Conrail”).

Until June 1, 1999, RBMN’s primary interchange partner was Conrail. With the split of Conrail between NS and CSX Transportation, Inc. (“CSXT”), RBMN’s primary interchange partner is now NS.¹

Like the anthracite industry, RBMN and several of its customers and communities were severely impacted by the Conrail transaction and the transition of Conrail’s operations to NS – effects that were felt for over 15 years. Although the application for Union Pacific Corporation and Union Pacific Railroad Company (collectively “UP”) to control NS (“the Transaction”) raises potential concerns, RBMN is not – currently – expressing a position on the merits of the proceeding.

If the Board does approve the Transaction, RBMN anticipates that it will be seeking as conditions to the Board’s approval of the Transaction, the acquisition of the following described rights that potentially would require responsive application(s), to insulate RBMN and its customers and communities, especially the anthracite coal industry from any potential negative impacts of the Transaction.

¹ RBMN has limited access to Canadian Pacific Railway (Delaware & Hudson).

1. Description of Anticipated RBMN Trackage Rights Requests

a. New Trackage Rights Requests

RBMN anticipates that it may file a responsive application seeking trackage rights over three NS lines. These lines – as described below – are important for RBMN’s anthracite customers to connect to domestic and global markets. These proposed trackage rights would also benefit RBMN’s non-anthracite customers and would facilitate local industrial development. At present, NS operates effectively as a large regional railroad in terms of traffic moving north and west. Due to this fact, NS adequately serves RBMN’s non-anthracite shippers. This service is at risk if NS becomes part of UP’s cross continent single-line network. The trackage rights that RBMN anticipates that it may request will benefit local industry and industrial development by replacing NS as the local serving carrier.

i. Reading, PA to Hagerstown, MD providing access to CSX.

RBMN anticipates that it may seek trackage rights over approximately 128 miles of NS line from Reading, PA to Hagerstown, MD including the right to access and interchange with CSX.

ii. Reading, PA to CSX in Philadelphia, PA.

RBMN anticipates that it may seek trackage rights over approximately 54 miles of NS double track line from Reading, PA to Philadelphia, including the right to access and interchange with CSX.

iii. Reading, PA to Fairless Hills, PA.

RBMN anticipates that it may seek limited trackage rights over 75 miles of the NS line extending from Reading to Port of Fairless Hills for export coal business. Port of Fairless Hills handles almost all export traffic originated by the Pennsylvania anthracite industry, amounting to over 3000 carloads a year. RBMN access to this facility is critical for the anthracite industry.

b. Request to Convert Current Haulage to Trackage Rights

i. Scranton, PA to Schenectady, NY.

RBMN anticipates that it may seek to convert its haulage rights that extend from Taylor Yard in Scranton, PA to the connection with CPKC in Schenectady, NY over 188 miles of NS track. RBMN's current haulage rights are as a result of conditions agreed to between NS and Canadian Pacific as part of the NS/Delaware & Hudson acquisition. RBMN does not have a role in negotiating the haulage terms or the length of the agreement. This haulage route is important to RBMN's merchandise customers equating to over ten percent of RBMN's total merchandise traffic. Replacing RBMN's haulage rights with trackage rights, including the right to interchange with CPKC in Schenectady, would protect these merchandise customers.

2. Description of Anticipated RBMN Purchases of NS Rail Lines

a. Request to Convert Trackage Rights to Purchase

RBMN currently has overhead trackage rights on two separate NS tracks that RBMN may file a responsive application to acquire. Considering UP's proposed acquisition of control of NS, ownership and management of these lines would be better served by a local owner/operator.

i. Hazleton, PA

RBMN anticipates that it may seek to purchase 8 miles of an NS rail line over which RBMN has overhead trackage rights. The existing trackage rights enable RBMN to serve the Humboldt Industrial Park as well as two anthracite coal customer origins. The traffic generated from those locations exceeds 7,000 cars a year. By contrast, NS only generates approximately 1,100 cars per year over small branch lines that connect with the overhead trackage rights route that RBMN seeks to acquire. RBMN's ability to own these tracks in Hazleton, including the maintenance of the tracks, is necessary to serve the many customers in Hazleton that rely upon RBMN.

ii. Mehoopany, PA

RBMN anticipates that it may seek to acquire 1.55 miles of an NS rail line in Mehoopany. NS has not used the line for over 25 years because RBMN has the exclusive right to serve the customer at the end of the line. That customer receives over 5,000 carloads of freight a year and is dependent on RBMN's seven day a week freight service. RBMN ownership of this track will allow the customer to continue its long-term exclusive relationship with RBMN.

b. Request to Acquire NS Line

i. Lehigh Line.

RBMN anticipates that it may seek to acquire 58 miles of NS track from Allentown north to Hazleton, known as the Lehigh Line South.

RBMN has long been the best option to own the Lehigh Line South because business growth along this line that serves the northern Lehigh Valley has stagnated and its prospects for growth will not improve when NS is subsumed into UP's cross continent service.

In 1996, Conrail recognized that RBMN was uniquely positioned to grow traffic on this line, which is why Conrail planned to sell the line to RBMN once RBMN had integrated the Lehigh Middle portion into its network. Unfortunately, before that sale could occur, Conrail was involved in proceedings that ultimately led to its split between NS and CSX.

Since NS acquired the Lehigh Line South, traffic growth on the Lehigh Line has remained flat. In addition, NS has eliminated the trackage rights trains that used this track through much of the last two decades, two a day by both NS and CP. As a result, Allentown Yard has lost much of its use in the rail network.

Due to this pattern of NS disinterest, and fears that the disinterest will be heightened if NS were controlled by UP as proposed, RBMN has been approached by economic development minded community leaders interested in seeing more traffic on the Lehigh Line to grow jobs in

the region. This sale would have minimal impact on the combined UP /NS transcontinental system.

3. Additional Conditions and Relief

The above description of the anticipated responsive application is presented in response to the abbreviated schedule provided by the Board. As the record in this proceeding develops, RBMN may elect not to seek all of the responsive applications, and may seek as relief additional conditions, whether or not requiring a responsive application, in its comments and requests for conditions scheduled to be filed November 18, 2026 in accordance with the procedural schedule, or as the Board may modify the procedural schedule in the future.

Respectfully submitted,

/s/ Eric M. Hocky

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Counsel for Reading Blue Mountain & Northern Railroad Company

Dated: September 9, 2026

CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of September 2026, the foregoing document was served by first-class mail or email upon all parties of record on the service list and the administrative law judge in this proceeding.

/s/ Eric M. Hocky

Eric M. Hocky