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Office of Chief Counsel
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VIA ELECTRONIC FILING

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

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 Ms. Brown:

Pursuant to the Board's decision served October 8, 2026, 900 Conshohocken Rail LLC ("Conshohocken Rail") hereby responds to the comment of Mike Huhn filed on August 31, 2026 in the above-captioned proceeding.[1]

Conshohocken Rail previously filed a notice of pursuant to 49 C.F.R. § 1150.31 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. Notice of the filing was served and published on June 26, 2026, and Conshohocken Rail's exemption became effective on July 12, 2026. Conshohocken Rail currently anticipates closing the proposed transaction in November.

As noted in Conshohocken Rail's notice of exemption, the UMP Line was historically associated with a large steel mill operation in Conshohocken, which Cleveland-Cliffs has now closed. Both Conshohocken Rail in its notice of exemption and the Board in its published notice indicated that the UMP Line included various yard and switching tracks which were likely not subject to Board regulation, and had not been treated as such in prior agency proceedings involving acquisition of the UMP Line. Conshohocken Rail Notice of Exemption at 3, n.5; STB

[1] Mr. Huhn contemporaneously served his comment via electronic mail on counsel for Conshohocken Rail, who overlooked the service e-mail in the midst of a large volume of service e-mails in the pending Union Pacific-Norfolk Southern control proceeding. Counsel regrets the oversight.

June 26, 2026 Notice at 1, n.1. Many of those ancillary tracks served the former steel mill and are no longer needed now that the mill has permanently closed.

Concurrently with Conshohocken Rail's acquisition of the UMP Line, a related entity is acquiring the former steel mill site. Conshohocken Rail anticipates removal of certain unneeded ancillary tracks in connection with the redevelopment of the steel mill property by the related entity. Such activity will not sever or adversely affect the regulated trackage extending from the vicinity of the steel mill site across the Schuykill River to the connection with Norfolk Southern Railway Company. Conshohocken Rail or its contract service provider will not be precluded from providing rail service when needed.

As Mr. Huhn notes, Huhn Comment at 1, Conshohocken Rail does not have previous experience in rail operations. Conshohocken Rail expressly indicated, however, that rail operations as needed would be undertaken by a contract service provider if not performed by Conshohocken Rail itself. Conshohocken Rail Notice of Exemption at 3, n.5. The Board noted this arrangement in its published notice and again in the decision requesting that Conshohocken Rail respond to Mr. Huhn's comment. STB June 26, 2026 Notice at 1; STB October 8, 2026 Decision at 1 ("Conshohocken Rail would provide rail service over the [UMP] Line as needed, either itself or through a contact service provider."). Nothing indicates that common carrier service cannot be provided in such a manner.

Mr. Huhn's comment does not address the standard for revoking an effective exemption, and as discussed above there was nothing false or otherwise misleading in Conshohocken Rail's notice of exemption. There would be no basis to consider revocation of Conshohocken Rail's properly-invoked class exemption in this matter.

I certify that a copy of this letter has been served by electronic mail on parties of record in this proceeding.

Respectfully submitted,

/s/ *Thomas J. Litwiler*

Thomas J. Litwiler
Attorney for 900 Conshohocken Rail LLC

TJL:tl

cc: Mr. Mike Huhn
Karyn A. Booth, Esq.