

**Before the
SURFACE TRANSPORTATION BOARD**

STB Docket No. FD 36873

ENTERED
Office of Chief Counsel
November 20, 2025
Part of
Public Record

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

COMMENTS ON PROPOSED PROCEDURAL SCHEDULE

Reading Blue Mountain & Northern Railroad Company ("RBMN") hereby provides its comments in response to the Notice of Proposed Procedural Schedule and Request for Comments served by the Board in this Docket on September 26, 2025 (Decision No. 5).¹

RBMN Interest in the Proceeding.

RBMN is a privately held Class II railroad serving over 80 customers in nine eastern Pennsylvania counties (Berks, Bradford, Carbon, Columbia, Lackawanna, Luzerne, Northumberland, Schuylkill, and Wyoming). It has expanded its operations over the last 40 years; and now transports nearly 35,000 carloads of freight, while its Passenger Department welcomes nearly 340,000 riders annually. RBMN operates its freight trains and steam- and diesel-powered passenger excursions over 400 miles of track, owns almost 2,000 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.

Until June 1, 1999, RBMN's primary interchange partner was Consolidated Rail Corporation (Conrail). With the split of Conrail between Norfolk Southern Railway Company

¹ The time period for filing comments to the procedural schedule was extended by the Board to November 20, 2025, in Decision No. 6 (served November 14, 2025).

(“NS”) and CSX Transportation, Inc. (“CSXT”), RBMN’s primary interchange partner is now NS.²

RBMN and several of its customers and communities were severely impacted by the Conrail split proceeding and the transition to NS – effects that were felt for over 15 years. Given its past experience with a control proceeding involving its primary interchange partner, RBMN has concerns about the proposed Union Pacific Corporation and Union Pacific Railroad Company (collectively “UP”) control of NS and intends to vigorously participate in the proceeding to ensure that history does not repeat itself and to ensure that any potential adverse effects are ameliorated or conditioned.

Comments on Proposed Procedural Schedule

The magnitude of this proceeding and the proposed control transaction cannot be overstated. Given that the proposed transaction would result in the first transcontinental railroad, and given that this will be the first proceeding conducted under the “new” merger guidelines, RBMN believes that the Board should adopt a schedule, subject to the guidelines established in 49 U.S.C. §11325(b)(3) that gives potentially affected parties the maximum amount of time to examine the application and other materials to be provided by the Applicants and to seek protection through responsive applications, comments or request for conditions.

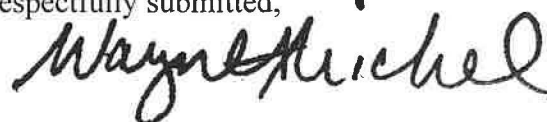
Under 49 U.S.C. §11325(b)(3), the Board must conclude the evidentiary proceedings within one year of when the notice of acceptance of the application is published and then must issue its final decision within 90 days after evidentiary proceedings are closed. The Board’s proposed schedule has final briefs due only 270 days after the filing is accepted, leaving a full 90 days for the Board to hold a hearing and close the evidentiary proceedings. Parties participating

² RBMN has limited access to Canadian Pacific Railway (Delaware & Hudson).

in the proceeding will no doubt have to wade through and digest massive amounts of material presented in the application, the proposed safety integration plan as well as the environmental information provided by the applicants to determine what if any discovery is necessary and to formulate what relief may be necessary. RBMN respectfully suggests that the deadlines for filings by participating parties (including descriptions of anticipated response applications, and comments, protests and requests for conditions) be extended by 30 days to F+105 and F+150, with the balance of the schedule being extended accordingly. These adjustments would result in final rebuttals being filed by day 270, and final briefs being due by day 300, which would still leave the Board a full 60 days to schedule any necessary hearings and close the evidentiary proceedings.

No justification is provided by either the Applicants or the Board for not allowing the maximum amount of time permitted under the statute for the creation of the most fulsome record possible. RBMN respectfully requests that the Board extend the evidentiary phase of the procedural schedule to the maximum time permitted by statute.

Respectfully submitted,

A handwritten signature in black ink, reading "Wayne A. Michel". The signature is fluid and cursive, with a large initial "W" and a distinct "M".

Wayne A. Michel
President
Reading Blue Mountain & Northern Railroad
Company
P.O. Box 218
Port Clinton, PA 19589
UPNSmerger@readingnorthern.com

Dated: November 20, 2025

CERTIFICATE OF SERVICE

I hereby certify that on this 20th day of November, 2025, I have caused the foregoing to be served electronically or by first-class mail, postage pre-paid, on the following:

(1) Secretary of Transportation, 1200 New Jersey Avenue, S.E., Washington, DC 20590; (2) Attorney General of the United States, c/o Assistant Attorney General, Antitrust Division, Room 3109, Department of Justice, Washington, DC 20530; (3) UP's representative, Michael L. Rosenthal, Covington & Burling LLP, One CityCenter, 850 Tenth Street, N.W., Washington, DC 20001; (4) NS's representative, Raymond A. Atkins, Sidley Austin LLP, 1501 K Street, N.W., Washington, DC 20005; (5) any other person designated as a Party of Record on the service list; and (6) the administrative law judge assigned in this proceeding, the Hon. Jenifer Soulikias, at alj.soulikias.inbox@stb.gov.



Wayne A. Michel,
President