

Subject, except as otherwise provided herein, to "Application of Selective Increases" as provided for in Item 115-series.

FT UMP 8500-D
(Cancels FT UMP 8500-C)

**UPPER MERION AND PLYMOUTH RAILROAD
COMPANY**

FREIGHT TARIFF UMP 8500-D
(Cancels Freight Tariff UMP 8500-C)

SWITCHING
AND
MISCELLANEOUS
CHARGES
APPLYING
AT
STATIONS ON
UPPER MERION AND PLYMOUTH RAILROAD COMPANY

This tariff is also applicable on intrastate traffic, except where expressly provided to the contrary in connection with particular items.

SWITCHING AND MISCELLANEOUS TARIFF

Governed, except as otherwise provided herein, by Uniform Freight Classification shown in Item 5-series.

ISSUED: December 5, 2003

EFFECTIVE: January 1, 2004

ISSUED BY

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(The provisions published herein, if effective, will not result in an effect on the quality of the human environment.)

FREIGHT TARIFF UMP 8500-D

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| RULES AND OTHER GOVERNING PROVISIONS GENERAL RULES AND REGULATIONS | |
| ITEM 5 | |
| DESCRIPTION OF GOVERNING CLASSIFICATION | |
| The term "Uniform Classification" when used herein means the Uniform Freight Classification UFC 6000-series issued by the National Railroad Freight Committee, Agent. | |
| Exception: Rules 13, 24 and 29 of UFC 6000-series do not apply. | |
| ITEM 10 | |
| STATION LIST AND CONDITIONS | |
| This tariff is governed by the Official Railroad Station List, OPPL 6000-series, Railinc, Agent to the extent shown below: | |
| PREPAY REQUIREMENTS AND STATION CONDITIONS | |
| For additions and abandonments of stations, and except as otherwise shown herein, for prepay requirements, changes in names of stations, restrictions as to acceptance or delivery of freight and changes in station facilities. | |
| ITEM 15 | |
| EXPLOSIVES, DANGEROUS ARTICLES | |
| For rules and regulations governing the transportation of explosives and other dangerous articles by freight, also specifications for shipping containers and restrictions governing the acceptance and transportation of explosives and other dangerous articles, see Bureau of Explosives Tariff BOE 6000-series issued by Charles L. Keller, Agent. | |
| ITEM 20 | |
| REFERENCE TO TARIFFS, ITEMS, NOTES, RULES, ETC. | |
| Where reference is made in this tariff to tariffs, items, notes, rules, etc., such references are continuous and include supplements to and successive issues of such tariffs and revisions of such items, notes, rules, etc. | |
| ITEM 25 | |
| METHOD OF CANCELLING ITEMS | |
| As this tariff is supplemented, numbered items with letter suffixes cancel correspondingly numbered items in the original tariff, or in a prior supplement. Letter suffixes will be used in alphabetical sequence starting with A. Example: Item 100-A cancels Item 100 and Item 300-B cancels Item 300-A in a prior supplement which, in turn, cancelled Item 300. | |
| ITEM 40 | |
| CONSECUTIVE NUMBERS | |
| Where consecutive numbers are represented in this tariff by the first and last numbers connected by the word "to" or a hyphen, they will be understood to include both of the numbers shown. If the first number only bears a reference mark, such reference mark also applies to the last number shown and to all numbers between the first and last numbers. | |
| ITEM 45 | |
| CAPACITIES AND DIMENSIONS OF CARS AND CONNECTING RAILROADS AND JUNCTION POINTS | |
| See Official Railway Equipment Register, RER 6411-series, issued by R.E.R. Publishing Corporation, Agent. | |
| ITEM 60 | |
| NATIONAL SERVICE ORDER TARIFF | |
| This tariff is subject to provisions of various service orders and general permits as shown in National Service Order Tariff, NSO 6100-series issued by RPS, Agent. | |
| For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff. | |

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| <p align="center">RULES AND OTHER GOVERNING PROVISIONS GENERAL RULES AND REGULATIONS</p> | <p align="center">RULES AND OTHER GOVERNING PROVISIONS SPECIAL RULES AND REGULATIONS - UNLIMITED</p> |
|--|--|
| <p>ITEM 115 APPLICATION OF SELECTIVE INCREASES</p> <p>A selective increase of zero (0) percent is applicable to rates and charges contained in this tariff, except where otherwise provided in specific items of this tariff. All rates, treated under the provisions of this item, will be rounded to the next highest whole dollar amount.</p> | <p>ITEM 220 [I] TURNING CARS</p> <p>The charge for turning cars to facilitate unloading or any other purpose will be \$238.00 per car.</p> |
| <p>ITEM 125 STANDARD TRANSPORTATION COMMODITY CODE NUMBERS</p> <p>Reference to commodities transported under the terms of this tariff shall be made by STCC number, as set forth in the Standard Transportation Commodity Code Tariff STCC 6001-series.</p> <p>When shipments contain explosives or other dangerous commodities (See Item 15), the seven digit 49-series STCC number must be shown on the shipping document by the shipper.</p> | <p>ITEM 225 [I] ORDINARY EQUIPMENT - OTHER THAN ORDINARY EQUIPMENT</p> <p>Except as otherwise provided, rates or charges published herein for application on intra-plant, intra-terminal or inter-terminal switching service apply to shipments which are both loaded and unloaded within the same switching district, only when loaded in or on ordinary equipment. Ordinary equipment means:</p> <ol style="list-style-type: none"> 1. Flat cars not exceeding 54 feet in length and having marked capacity not greater than 180,000 pounds, not including flat cars of any length, equipment with racks, frames, bulkheads, tie down devices, hoods or other appurtenances extending above the deck of the car or on special type flat cars with mechanical designations "FD", "FG", "FW", "FM", as listed under the heading of Heavy Capacity and Special Type Flat Cars in the Official Railway Equipment Register. 2. Gondola cars having marked capacity not greater than 180,000 pounds, but not including gondola cars of any length equipped with covers, hoods, containers or cradle floors. 3. Cars other than described as ordinary equipment in Paragraphs 1 to 4, owned or leased by shipper or consignee. <p>Except as otherwise provided, when shipments that are both loaded and unloaded within the same switching district are loaded in cars that are other than ordinary equipment the rate of charge to apply will be the rate or charge published herein for application to shipments loaded in ordinary equipment as described in Paragraphs 1 to 3 above plus charge of \$151.00 per car for use of other than ordinary equipment.</p> <p>EXCEPTION - These charges will not apply on shipments of ferrous scrap when in gondola cars having a marked capacity greater than 180,000 pounds, including gondola cars of any length with covers, hoods, containers, or cradle floors when such cars are furnished at carrier's convenience in lieu of ordinary gondola cars ordered by shipper, provided that the following certification is made on the shipment document by the shipper:</p> <ol style="list-style-type: none"> (a) Ordinary gondola cars of 180,000 pounds capacity or less ordered by shipper and car of over 180,000 pounds capacity furnished by carrier. (b) Shipment could have been loaded in size of car ordered. |
| <p align="center">RULES AND OTHER GOVERNING PROVISIONS SPECIAL RULES AND REGULATIONS - UNLIMITED</p> | <p>ITEM 200 DEMURRAGE CHARGES</p> <p>The car service rules and regulations, as provided in Freight Tariff ASLG 6004-series, issued by American Short Line Railroad Association, Agent, will govern all cars handled under the provisions of this tariff.</p> <p>All demurrage records will be maintained on a monthly calendar basis and billing, where applicable, will be presented by this railroad within 15 days after the monthly period ends.</p> |
| <p>ITEM 205 [I] INTERCHANGE ERROR MOVEMENT</p> <p>Cars received by the UMP in error or without forwarding instructions from the delivering carrier will be handled in accordance with AAR Car Service Rule 7, subject to a switching charge of \$182.00 per car for returning car to delivering carrier or forwarding car to proper carrier within the same switching district. Charge for this service will be assessed against the delivering carrier.</p> | <p>Item 230 [I] CARS ORDERED BUT NOT LOADED</p> <p>When order for cars for loading is canceled or car is returned empty, the following charge of \$160.00 per car will be assessed person, firm or corporation ordering such car.</p> <p>(Charges will not apply on cars refused or rejected account defective or unfit for loading - see Item 240.)</p> |
| <p>ITEM 210 [I] HOLDING CARS</p> <p>When loaded cars are consigned in care of UMP's agent or ordered from loading point, and either designated by shipper to "hold", or held by UMP account of insufficient billing instructions to move cars to destination or to point of interchange with connecting railroads, a charge will be assessed for such holding.....\$50.00</p> | <p>ITEM 215 [I] OVERLOAD CHARGES</p> <ol style="list-style-type: none"> 1. Cars interchanged from UMP to another carrier which are returned to UMP because such cars are overloaded will be subject to demurrage rules and charges as shown in Item 200, and will be subject to an additional charge of \$341.00 per car. 2. Cars found to be overloaded while on the tracks of the UMP and returned to the shipper will be subject to demurrage rules and charges as shown in Item 200, and will be subject to an additional charge of \$228.00 per car. |
| <p>For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff.</p> | |

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| <p align="center">RULES AND OTHER GOVERNING PROVISIONS SPECIAL RULES AND REGULATIONS - UNLIMITED</p> | <p align="center">SECTION 1</p> |
| <p>ITEM 240 [I] CARS NOT SUITABLE FOR LOADING</p> <p>When cars ordered for loading are refused or rejected on account not being in proper condition to load, a charge of \$171.00 per car will be assessed carrier furnishing such car.</p> | <p align="center">LOCAL SWITCHING AND MISCELLANEOUS SERVICES (Rates and Charges in dollars and cents per car, except as noted)</p> |
| <p>ITEM 245</p> <p align="center">SECURITY DEPOSITS [NS]</p> <p>A security deposit to insure payment of any demurrage, storage and other charges that may accrue will be required from every customer who:</p> <ol style="list-style-type: none"> 1. Is not on the railroad's credit list or 2. Fails to pay demurrage, storage and other charges after specific written demand referring to this tariff provision. <p>The deposit must be paid in cash, certified check, cashier's check or money order before any freight car is delivered to such customer for loading or unloading. A deposit on one unit of equipment will not be transferrable to another.</p> <p>The deposit for each car shall be in the minimum amount of \$200.00 or up to the maximum amount of demurrage, storage and other charges that accrued on any one car during the preceding 12 months.</p> <p>However, in the case of a customer receiving multiple carloads for loading or unloading, the total amount required to be deposited shall not exceed the higher of the following two numbers: (a) \$2,000.00; or (b) the amount of existing past due demurrage, storage and other charges accrued by the customer, plus \$500.00.</p> <p>The deposit will be refunded after payment has been received for demurrage, storage and other charges on the corresponding equipment, should such charges have been incurred. The customer's request for such refund must be made in writing to the office of the superintendent of the railroad. If no refund request is received by that designated office within thirty (30) days after the equipment is released, the railroad will refund the remainder of the deposit to the customer after deducting any unpaid demurrage, storage and other charges on that shipment.</p> <p>Deposits will no longer be required after the customer either:</p> <ol style="list-style-type: none"> 1. Is placed on the railroad's credit list, or 2. Has paid all outstanding charges, and has given assurance to the satisfaction of the railroad's credit officer that future charges will be paid within credit period of 15 consecutive days from the date on the bill. | <p>ITEM 300</p> <p align="center">APPLICATION</p> <p>Rates and charges apply on local switching and miscellaneous services for intraplant (Item 305) and intraterminal (Item 310) activities described in this Section.</p> |
| <p align="center">RULES AND OTHER GOVERNING PROVISIONS SPECIAL RULES AND REGULATIONS - LIMITED</p> | <p>ITEM 305</p> <p align="center">INTRAPLANT SWITCHING DEFINED</p> <p>Intraplant switching means a switching movement from one track to another, or between two locations on the same track within the confines of the same (single) plant or industry.</p> |
| <p>ITEM 265</p> <p align="center">PER TON 2,000 OR 2,240 POUNDS</p> <p>Where reference is made to this Item, 2,000 or 2,240 pounds (ton) basis is to be determined by the tariffs of connecting lines for the same shipments to or from junction points.</p> | <p>ITEM 310</p> <p align="center">INTRATERMINAL SWITCHING DEFINED</p> <p>Intraterminal switching is means a switching movement (other than intra-plant) originating at one point and destined to another point on this railroad within the switching limits of one station or industrial switching district.</p> |
| <p>ITEM 270</p> <p align="center">ABSORPTION OF CHARGES BY CONNECTING LINES</p> <p>Where reference is made to this item, the connecting line receiving the line haul will absorb UMP's charges as per line haul carrier's individual publications.</p> | |
| <p>For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff.</p> | |

FREIGHT TARIFF UMP 8500-D

| SECTION 1 | SECTION 1 |
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| LOCAL SWITCHING AND MISCELLANEOUS SERVICES (Rates and Charges in dollars and cents per car, except as noted) | LOCAL SWITCHING AND MISCELLANEOUS SERVICES (Rates and Charges in dollars and cents per car, except as noted) |
| <p>ITEM 315 [I] INTRATERMINAL SWITCHING CHARGE (ITEM 310)</p> <p>All traffic: Between all points and all industries within the switching limits:</p> <p>(a) When moved in cars of private ownership.....\$161.00 (b) When moved in cars of railroad ownership.....\$210.00</p> | <p>ITEM 340 [I] LOCOMOTIVES (NOTE 1), LOCOMOTIVE TENDERS, LOCOMOTIVES AND TENDERS, LOCOMOTIVE CRANES, POWER SHOVELS AND POWER DERRICKS</p> <p>(a) Locomotives, Locomotive Tenders, Locomotives And Tenders, Locomotive Cranes, Power Shovels And Power Derricks, Material Transfer Cars, Electric Pushers, On Their Own Wheels, Dead..... \$374.00 Per Unit</p> <p>(b) Locomotives, Locomotives And Tenders, On Their Own Wheels, Under Their Own Power..... \$239.00 Per Unit</p> <p>Note 1: A locomotive is considered to be a single unit or a combination of units operated under a single control.</p> |
| <p>ITEM 320 [I] INTRAPLANT SWITCHING CHARGE (ITEM 305)</p> <p>All traffic: Between all tracks within the yards or plants of industries located on the tracks of carrier within its switching limits:</p> <p>(a) When moved in cars of private ownership.....\$137.00 (b) When moved in cars of railroad ownership.....\$175.00</p> | <p>ITEM 365 [I] LOAD ADJUSTMENTS AND RETURN SHIPMENTS</p> <p>Cars ordered back to industries from junction with connections for load adjustment, or cancellatoin of shipment.....\$210.00</p> |
| <p>ITEM 325 [I] RESWITCH OR REPLACEMENT OF EMPTY CARS AFTER FIRST PLACEMENT</p> <p>Empty cars moved at request of industries for which a switch charge has been paid for the previous move, teh charge per movement will be:</p> <p>(a) When moved in cars of private ownership.....\$54.00 (b) When moved in cars of railroad ownership.....\$107.00</p> | <p>ITEM 375 [I] USE OF RAILROAD-OWNED TRACKS</p> <p>For use of tracks of carrier by locomotive cranes, power shovels, and power derricks, under their own power (which use will be permitted only when such equipment is in the charge of competent crews, and on permission granted and arrangements made with the superintendent as to the time and place of use)..... \$99.00 per day</p> |
| <p>ITEM 335 [I] LOCOMOTIVE RENTAL OR SPECIAL SERVICE</p> <p>For rental of locomotives, including crew, upon definite prearrangement with superintendent as to time, place and service to be performed or prior request to carrier for locomotive services not required in connection with performing services under items named elsewhere in this tariff, such as stand-by (with or without supplying air for dumping), rerailling of cars, or other equipment and other services not specifically covered herein..... \$250.00 per hour.</p> | |
| <p>For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff.</p> | |

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| SECTION 2 | | | |
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| RECIPROCAL SWITCHING (Rates and Charges in dollars and cents per 2,000 or 2,240 lbs., except as noted) (See Items 265 and 270) | | | |
| ITEM 400 MINIMUM WEIGHT Minimum Weight to be applied in Item 425-series, 430-series and 435-series will be the same minimum weight applied by the inbound or outbound line-haul carrier. | | | |
| | BETWEEN | AND | CHARGE [I] |
| ITEM 425 Freight, all kinds, except as named in Items 430 thru 450 | All Industries and sidings | Junction with NS | \$2.50, minimum \$150.00 per car (See Item 400) |
| ITEM 430 Steel plates or slabs | All Industries and sidings | Junction with NS | \$2.23, minimum \$135.00 per car (See Item 400) |
| ITEM 435 Paper or news-print | All Industries and sidings | Junction with NS | \$2.66, minimum \$146.00 per car (See Item 400) |
| ITEM 440 Transformers and /or parts | All Industries and sidings | Junction with NS | \$723.00 per car |
| | | | |
| For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff. | | | |

FREIGHT TARIFF UMP 8500-D

| SECTION 3 | SECTION 3 |
|---|---|
| PROVISIONS GOVERNING RECEIPT AND DELIVERY OF CARS OF FREIGHT | PROVISIONS GOVERNING RECEIPT AND DELIVERY OF CARS OF FREIGHT |
| <p>ITEM 500</p> <p align="center">APPLICATION</p> <p>Rules and charges applicable on receipt and delivery of cars of freight under conditions described in this tariff.</p> | <p>ITEM 530</p> <p>[I]</p> <p align="center">CHARGES FOR DELAY IN ACCEPTING SERVICE</p> <p>When receipt or delivery of a car or cars as provided in Items 510 and 520 cannot be accomplished in continuous movement (Notes 2 and 3, Item 540), at the carrier's ordinary operating convenience (Notes 1 and 3, Item 540), because of interruption, interference or any other condition caused by the shipper or consignee, the carrier will arrange for receipt or delivery under the following provisions:</p> <p>A. If it appears that the delay will be temporary in nature, the locomotive will be held at the nearest available location and the service completed when conditions permit. Fifteen (15) minutes free time will be allowed for such temporary delay. Following such free time, a charge of \$84.00 [NS] for each fifteen (15) minutes, or fraction thereof, for which the locomotive is delayed will be assessed in addition to all other rates and charges. Charges will be assessed in accordance with Paragraph (B) when delays encountered during a locomotive trick or shift, aggregate more than fifteen (15) minutes.</p> <p>B. If, after a reasonable period of delay, the obstruction or condition preventing completion of service has not been removed or eliminated, the carrier may, at its option, withdraw its locomotive and place the car or cars on a hold or other available track or tracks within or without the industry plant site. Charges for the delay encountered shall be computed in accordance with Paragraph (A). Subsequent movement by carrier's locomotive of the car or cars from the hold or other track or tracks to actual point of delivery will be subject to switching charge of \$160.00 per car.</p> <p>C. For the purpose of applying the provisions of Paragraph and (B), time shall commence to run from the minute the conductor determines that the shipper or consignee is unable to accept service.</p> <p>D. On cars under special detention rules and charges, the same detention rules and charges will be applied as govern in connection with the line-haul rates.</p> |
| <p>ITEM 510</p> <p align="center">RECEIPT AND DELIVERY AT PRIVATELY-OWNED SIDETRACKS OR INDUSTRIAL TRACKS</p> <p>Except as otherwise provided in Item 530, cars of freight moving at carload switching rates published in tariffs or other instruments will be delivered on and removed from privately-owned side tracks or industrial tracks near and connecting with the carrier's tracks without additional charge, provided there are no conditions which make it unsafe for the carrier's locomotive to operate over such tracks, or that prevent the carrier from receiving or delivering cars at its ordinary operating convenience (See Notes 1 and 3, Item 540).</p> | |
| <p>ITEM 520</p> <p align="center">RECEIPT AND DELIVERY AT LOADING AND UNLOADING LOCATIONS</p> <p>Except as otherwise provided in Item 530, cars covered by Item 510 will be received and delivered at loading and unloading locations on tracks designated by the industry within the industrial plant site without any additional charge when such service can be ordinarily performed in continuous movement (Notes 2 and 3, Item 540), at the carrier's ordinary operating convenience (Notes 1 and 3, Item 540), provided the locomotives in general use for switching in the vicinity of the plant site can do so safely.</p> | |
| <p>For explanation of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff.</p> | |

FREIGHT TARIFF UMP 8500-D

| SECTION 3 | EXPLANATIONS OF ABBREVIATIONS AND REFERENCE MARKS |
|--|--|
| <p align="center">PROVISIONS GOVERNING RECEIPT AND DELIVERY OF CARS OF FREIGHT</p> | <p>ITEM 1000</p> |
| <p>ITEM 540</p> <p align="center">EXPLANATION OF NOTES</p> <p>Note 1 - The term "ordinary operating convenience" means the time selected by the carrier when it is most advantageous to the carrier, in relation to its coordinated and harmonious switching activities in a particular switching zone. Ordinarily it contemplates only one switch a day except when additional switches are made by the carrier in its own or the public interest as distinguished from the industry's interest. To secure the prompt release of equipment or facilities, or when necessitated by the volume of traffic. Movements to, from or within the plant site at other times at the request of the industry or to meet the requirements of industrial operations are not at the carrier's ordinary operating convenience.</p> <p>Note 2 - The term "continuous movement" means a movement between the carrier's tracks and the loading or unloading locations, a hold track or tracks, or other place where cars are received or delivered without any delay or any suspension or break in time, or continuity of the movement, due to any circumstances or condition for which the industry is directly responsible.</p> <p>Note 3 - The operations named below, where performed by the carrier as necessary incidents to the placement and removal of cars moving at published carload rates, shall not be deemed: (1) to break the "continuous movements"; (2) to be in excess of the "ordinary operating convenience" of the carrier; (3) to be an "interruption, interference or any other condition caused by the shipper or consignee"; nor (4) to be a "circumstance or condition for which the industry is directly responsible" as those terms are used in this Section if:</p> <p>(a) The removal and replacement of cars empty, partly loaded, partly unloaded or fully loaded when incidental to the placement or removal of other cars.</p> <p>(b) Operations performed in providing a service for which a separate charge is authorized in this tariff.</p> | <p>ABBR/ REF EXPLANATION</p> <p>ABBR - Abbreviation ASLG - American Short Line and Regional Railroad Association AAR - Association of American Railroads BOE - Bureau of Explosives FT - Freight Tariff NS - Norfolk Southern Railway Company NSO - National Service Order Tariff OPSL - Open Railroad Station List REF - Reference RER - Railway Equipment Register RPS - Railroad Publication Services, Agent STCC - Standard Transportation Commodity Codes Tariff UFC - Uniform Freight Classification [A] - Denotes Addition [C] - Denotes no change in rates [D] - Cancellation [I] - Denotes Increase [N] - Denotes change in wording which results in neither an increase nor decrease [NS] - Denotes rate not subject to Item 115 of this tariff [R] - Denotes reduction -X- - The STCC number making reference hereto falling into one of the following categories: 2 - Digit level (major industry group) 3 - Digit level (minor industry group) 4 - Digit level (industries) 5 - Digit level (product classes) shall also embrace all articles assigned additional digits listed thereunder in Tariff STCC 6001-series</p> |
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For explanations of abbreviations and reference marks not explained herein, see Item 1000-series, this tariff.