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Office of Proceedings
October 20, 2014
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Public Record

October 20, 2014

VIA E-FILING

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: *Massachusetts Department of Transportation – Acquisition Exemption –
Certain Assets of Housatonic Railroad Company, Inc.,
STB Docket No. FD 35866*

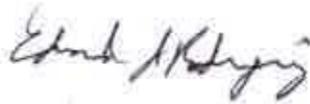
Dear Ms. Brown:

On October 16, 2014, the Massachusetts Department of Transportation (“MassDOT”) submitted two filings in the above-referenced proceeding: (1) a verified notice of exemption (the “Notice”) encompassing MassDOT’s acquisition of certain railroad assets in the Commonwealth of Massachusetts owned by Housatonic Railroad Company, Inc., and (2) MassDOT’s motion (the “Motion”) to dismiss the concurrently-filed Notice as involving a transaction that does not require Board authorization.

In connection with those filings, Housatonic Railroad has notified the freight customers located along the line in question of the proposed railroad assets transaction and corresponding Board proceeding by today mailing to each customer on the line a copy of the Notice and Motion via USPS priority mail, postage prepaid. The voluminous exhibits to the Motion were not mailed but made available to the customers upon request. An example of the cover letter included in the package to each customer is enclosed herewith.

If there are any questions about this matter, please contact me directly, either by telephone: (860) 434-4303 or by email: e.rodriguez@hrrc.com.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Edward J. Rodriguez". The signature is written in a cursive style with a prominent initial "E".

Edward J. Rodriguez
General Counsel
Housatonic Railroad Company, Inc.

Enclosure



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October 20, 2014

[Addressee]

**Re: *Massachusetts Department of Transportation – Acquisition Exemption –
Certain Assets of Housatonic Railroad Company, Inc.,
STB Docket No. FD 35866***

Dear _____:

On October 16, 2014, the Massachusetts Department of Transportation (“MassDOT”) submitted filings to the U.S. Surface Transportation Board (“STB”) in connection with MassDOT’s proposed acquisition of certain railroad assets in Massachusetts owned by Housatonic Railroad Company, Inc. (“Housatonic”) and Maybrook Railroad Company. The railroad assets consist of that part of a rail route commonly referred to as the Berkshire Line extending from the state line at Sheffield, MA, to Pittsfield, MA. The parties hope to consummate the asset transaction during the month of December.

The subject railroad asset sale will not involve a transfer of freight operating rights over the line – Housatonic will retain its existing freight carrier rights and obligations. Accordingly, the parties to the transaction do not foresee a change in service arrangements for Housatonic customers as a result of the proposed asset sale. However, infra-structure investment by Mass DOT scheduled to begin in 2015 is expected to enhance freight service.

The enclosed materials, provided as information and as a courtesy, are regulatory filings submitted to the STB in connection with this transaction. *You are not expected or obligated to participate in the STB proceeding, but you are entitled to do so if you wish.*

If you have any questions, you are welcome to contact me at 860-434-4303 or by email at e.rodriguez@hrrc.com. A complete record of the filing, including lengthy exhibits that have been omitted from the enclosed material, are available from my office upon request and are available at the agency website www.stb.dot.gov.

Sincerely,

Edward J. Rodriguez
General Counsel

Encls: Notice of Exemption
Motion to Dismiss