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SERVICE DATE – OCTOBER 24, 2014

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35863]

Massachusetts Department of Transportation—Acquisition Exemption—Pan Am

Southern LLC

The Massachusetts Department of Transportation (MassDOT), a noncarrier, has filed a verified notice of exemption under 49 C.F.R. § 1150.31 to acquire from Pan Am Southern LLC (PAS) certain railroad assets and associated rail line right-of-way, known generally as a portion of the Connecticut River Main Line (also known as the “Knowledge Corridor”), approximately 49.67 route miles in length, from Station 2+25 in Springfield, Mass., to the Massachusetts-Vermont border at Station 2613+66.85 at East Northfield, Mass. (the Railroad Assets). As part of this transaction, MassDOT would also acquire any right, title, or interest that PAS may currently possess to operate passenger trains over a segment of Amtrak-owned line between Springfield and the Massachusetts-Connecticut border. According to MassDOT, it is not acquiring any freight operating rights, and PAS will retain a permanent, exclusive freight operating easement over the Railroad Assets.¹

¹ Concurrently with its verified notice of exemption, MassDOT filed a motion to dismiss it on the ground that the transaction does not require authorization from the Board. The motion to dismiss will be addressed in a subsequent Board decision.

MassDOT states that the proposed transaction has been agreed upon pursuant to a May 25, 2012 Purchase and Sale Contract, subsequently extended and modified by way of a Reinstatement and First Amendment to Purchase and Sale Contract. MassDOT also states that the agreement does not contain any provisions that would limit interchange with a third-party connecting carrier.

MassDOT certifies that it would not conduct freight operations over the Railroad Assets, and therefore, MassDOT's prospective annual common carrier revenues will not result in the creation of a Class I or Class II carrier.

MassDOT states that it anticipates consummating the transaction on or about December 29, 2014, subject to a Board decision on the concurrently filed motion to dismiss. The earliest this transaction may be consummated is November 9, 2014, the effective date of the exemption (30 days after the verified notice was filed).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than October 31, 2014 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35863, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on MassDOT's representative, Robert A. Wimbish, Fletcher & Sippel LLC, 29 North Wacker Drive, Suite 920, Chicago, IL 60606.

Board decisions and notices are available on our website at
“WWW.STB.DOT.GOV.”

Decided: October 21, 2014.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.