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October 10, 2014

236813

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

ENTERED
Office of Proceedings
October 10, 2014
Part of
Public Record

Re: ***Massachusetts Department of Transportation – Acquisition Exemption –
Certain Assets of Pan Am Southern LLC,
STB Docket No. FD 35863***

Dear Ms. Brown:

Today, the Massachusetts Department of Transportation (“MassDOT”) tendered under separate cover the following 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 Pan Am Southern LLC (“PAS”); 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, MassDOT has taken the added step of notifying the freight customers located along the line in question of the proposed railroad assets transaction and corresponding Board proceeding by mailing today to each customer (identified in the enclosed list that PAS has supplied) a copy of the Notice and Motion via USPS first class service, postage prepaid. An example of the cover letter included in the package to each customer is also enclosed herewith.

If there are any questions about this matter, please contact me directly, either by telephone: (312) 252-1504 or by email: rwimbish@fletcher-sippel.com.

Respectfully submitted,



Robert A. Wimbish
Attorney for Massachusetts
Department of Transportation

Enclosures

SERVICE LIST

All States Asphalt Inc.
Attn: Dave Bonnett
P.O. Box 91
Sunderland, MA 01375

Barker Steel Co., Inc.
Attn: Brian Luippold
73 Old State Road
South Deerfield, MA 01373

C&S Wholesale
Attn: Michael Cohen
95 North Hatfield Road
Hatfield, MA 01038

Carolina Eastern Vail a/k/a Carovail
Attn: Carl Hoynoski
472 Northfield Road
Bernardston, MA 01337

Crop Production Services
Attn: Mike Berlow
25 Elm Street
South Deerfield, MA 01373

Feed Commodities Int'l.
Attn: Donna West
488 Northfield Rd.
Bernardston, MA 01337

Hercules Inc.
Attn: Christine Edwards
1111 Grattan Street
Chicopee, MA 01013

Packaging Corp. of America
Attn: Chuck Hatch
525 Mount Tom Road
Northampton, MA 01060

Turfcare
Attn: Chris Richards
59 Dwight Street
Hatfield, MA 01038

WF Sullivan
Attn: Brian Powell
107 Appleton Street
Holyoke, MA 01040

WTE Recycling
Attn: Brad
75 Southern Avenue
Greenfield, MA 01301

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October 10, 2014

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Attn: Brad
75 Southern Avenue
Greenfield, MA 01301

**Re: *Massachusetts Department of Transportation – Acquisition Exemption –
Certain Assets of Pan Am Southern LLC, STB Docket No. FD 35863***

Dear Brad:

Today, 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 Pan Am Southern LLC (“PAS”). The railroad assets consist of a part of a rail route commonly referred to as the Connecticut River Main Line extending from Springfield, MA, to East Northfield, MA. The transaction parties to hope to consummate the asset transaction by or before December 29, 2014.

Of note, the subject railroad asset sale will not involve a transfer of freight operating rights over the line – PAS will retain its existing freight carrier rights and obligations. Accordingly, MassDOT does not foresee a change in service arrangements for PAS customers (which are served by Springfield Terminal Railway Company under a contractual arrangement with PAS) as a result of the proposed transaction.

The enclosed materials, provided as information and as a courtesy, are the regulatory filings submitted to the STB today 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 the undersigned counsel for MassDOT, or you may direct inquiries directly to PAS. Should you decide to contact PAS, direct your inquiries to Robert B. Culliford, 1700 Iron Horse Park, North Billerica, MA 01862, (978) 663-1126, rculliford@panam.com.

Sincerely,



Robert A. Wimbish
Attorney for Massachusetts
Department of Transportation

Enclosures