

# FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832

Phone: (312) 252-1500  
Fax: (312) 252-2400  
www.fletcher-sippel.com

ROBERT A. WIMBISH  
(312) 252-1504  
rwimbish@fletcher-sippel.com

October 26, 2015

239433

## VIA ELECTRONIC 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 26, 2015  
Part of  
Public Record

Re: ***Massachusetts Department of Transportation – Acquisition Exemption –  
Certain Assets of Pan Am Southern LLC, STB Docket No. FD 35943***

## SUPPLEMENT

Dear Ms. Brown:

On Friday, October 23, 2015, the undersigned counsel for Massachusetts Department of Transportation (“MassDOT”) received the attached letter to the Surface Transportation Board from the Mayor of the City of North Adams (“North Adams”) and the Administrator of the Town of Adams (“North Adams”). Although the letter has been sent to the Board as correspondence under separate cover, MassDOT has agreed to seek to add the letter to the record in the above-referenced proceeding. MassDOT’s counsel did not assist in the drafting of the letter, which urges the Board to approve expeditiously MassDOT’s acquisition exemption for the Adams Branch. MassDOT understands that, although articulated differently, the attached letter urges once again that the Board act expeditiously and favorably on MassDOT’s still-pending motion to dismiss the previously-issued exemption notice in this proceeding.

If you have any questions concerning this supplemental filing, please contact me directly, either by telephone: (312) 252-1504 or by email: [rwimbish@fletcher-sippel.com](mailto:rwimbish@fletcher-sippel.com).

Respectfully submitted,



Robert A. Wimbish  
Attorney for Massachusetts Department of Transportation

Enclosure  
cc: all parties of record



CITY OF NORTH ADAMS, MASSACHUSETTS

October 22, 2015

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20014

Office of the Mayor  
Richard J. Alcombright

**RE: Docket No. FD 35943 Massachusetts Department of Transportation (MassDOT) Acquisition Exemption – Certain Assets of Pan Am Southern, LLC**

Dear Ms. Brown:

The City of North Adams and the Town of Adams respectfully request that the acquisition exemption allowing Massachusetts Department of Transportation (MassDOT) to complete its acquisition of the Adams Branch be approved expeditiously. A driving force behind the transaction is MassDOT's desire to allow the Berkshire Scenic Railway Museum (BSRM) to host passenger excursion operations over the Adams Branch. MassDOT and our municipalities consider this excursion operation to be a critically important cultural and recreational resource, recognizing that passenger excursion trains can significantly attract tourism and tourist-derived revenue. This is especially important to northern Berkshire County where the regional economy is transitioning to one that is largely tourism-based. BSRM's excursion operations will substantially contribute to the local and regional economy, attracting visitors worldwide who will, in turn, patronize restaurants, lodging establishments, and other cultural and recreational attractions within the region.

A detailed and thoroughly crafted Operating Agreement (2015 Operating Agreement) is in place to ensure balanced competitive freight operations and attractive passenger excursion service. Pan Am Southern (PAS) will retain an exclusive freight easement allowing it to serve current and future customers along the Adams Branch. Freight and BSRM passenger excursion operations will take place in clearly defined operating windows, permitting maximum use and obtaining the highest value from the proposed transaction. BSRM operations will take place from Friday evenings throughout the weekend and on Federal holidays, taking full advantage of the summer and fall tourism season. However, passenger excursion operations cannot take place until MassDOT secures title to the Railroad Assets out of escrow.

Our communities respectfully request that this transaction be approved as soon as possible to permit BSRM to begin passenger excursion operations for the remainder of the fall tourism season. Please feel free to contact us at 413-662-3000 and 413-743-8300 if we can be of further assistance to the Board.

Sincerely,

Richard J. Alcombright  
Mayor

Tony Mazzucco  
Town Administrator