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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

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

SUPPLEMENT

Dear Ms. Brown:

Massachusetts Department of Transportation (“MassDOT”) hereby tenders as an additional supplement to the record in the above-captioned proceeding a letter from Massachusetts State Senator Benjamin B. Downing. Senator Downing’s letter supports the railroad assets transaction that is the subject of this proceeding, and urges expeditious Board handling of MassDOT’s Motion to Dismiss.

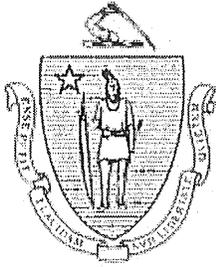
If you have any questions concerning this supplemental filing, please contact me directly, either by telephone: (312) 252-1504 or by email: rwimbish@fletcher-sippel.com.

Respectfully submitted,



Robert A. Wimbish
Attorney for Massachusetts Department of Transportation

Enclosures
cc: all parties of record



The Commonwealth of Massachusetts
MASSACHUSETTS SENATE

SENATOR BENJAMIN B. DOWNING

Berkshire, Hampshire, Franklin and Hampden District

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September 1, 2015

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

Re: Docket No. FD 35943 Massachusetts Department Of Transportation Acquisition Exemption – Certain Assets Of Pan Am Southern LLC.

Dear Ms. Brown:

Please accept this letter as record of my support for the acquisition of the Adams Branch by the Massachusetts Department of Transportation (MassDOT). This acquisition would allow the Berkshire Scenic Railway Museum (BSRM) to host passenger excursion operations over the Adams Branch, a significant draw for tourism in the region that would greatly benefit the local businesses and cultural attractions of Berkshire County.

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 PAS to serve current and future customers located 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.

I requests that MassDOT's securing of the title to the Railroad Assets out of escrow be considered for approval as expeditiously as possible to permit BSRM to begin passenger excursion operations in the remaining months of the 2015 summer and fall tourism season. Thank you in advance for your time and consideration of this matter and please do not hesitate to contact my office should you require additional information.

Sincerely,

BENJAMIN B. DOWNING, State Senator
Berkshire, Hampshire, Hampden and Franklin District

BBD/cd