

# FLETCHER & SIPPET 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

August 31, 2015

239115

## VIA ELECTRONIC FILING

ENTERED  
Office of Proceedings  
August 31, 2015  
Part of  
Public Record

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*

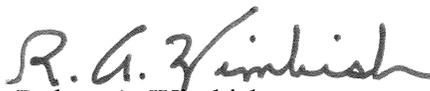
## SUPPLEMENT

Dear Ms. Brown:

Massachusetts Department of Transportation (“MassDOT”) hereby tenders as supplements to the record in the above-captioned proceeding letters from the following entities, all of which support the railroad assets transaction that is the subject of this proceeding, and all of which urge expeditious Board approval of the same: Town of Adams, Massachusetts; City of North Adams, Massachusetts; and Berkshire Scenic Railway Museum, Inc. The attached support letters reinforce MassDOT’s request for expeditious handling of its Motion to Dismiss the Notice of Exemption filed in connection with this transaction.

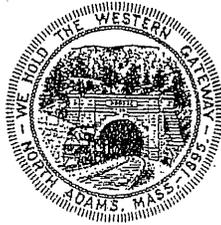
If you have any questions concerning this supplemental filing, please contact me directly, either by telephone: (312) 252-1504 or by email: [rwimbish@fletcher-sippel.com](mailto:rwimbish@fletcher-sippel.com).

Respectfully submitted,



Robert A. Wimbish  
Attorney for Massachusetts Department of Transportation

Enclosures  
cc: all parties of record



CITY OF NORTH ADAMS, MASSACHUSETTS

Office of the Mayor  
Richard J. Alcombright

August 25, 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:

The City of North Adams supports MassDOT's acquisition of the Adams Branch. A major 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, in addition to Berkshire County, considers the excursion operation to be an important cultural and recreational resource, and believes that passenger excursion trains attract tourism and tourist revenue. This is especially important to Berkshire County, where the regional economy is tourism centric. BSRM's excursion operations will substantially contribute to the economic impact of tourism within Western Massachusetts, attracting guests from all parts of the globe who will patronize local restaurants, lodging establishments and other cultural attractions in the region.

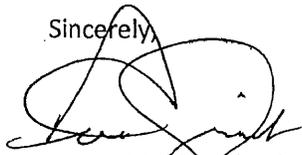
This transaction will not only contribute to the economic development of Western Massachusetts by creating an attractive passenger excursion operation, but also by promoting the Adams Branch as a Commonwealth-supported transportation resource. MassDOT's investment in rehabilitating the rail infrastructure will sustain and grow competitive rail freight service along the corridor. This would occur through ensuring to existing and prospective freight customers that the Adams Branch will remain a viable freight transportation resource well into the future by virtue of state ownership.

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.

The City of North Adams respectfully requests that this transaction be approved as expeditiously as possible to permit BSRM to begin passenger excursion operations as soon as possible for the remainder of the Summer and Fall tourism season. Please do not hesitate to contact me if I can be of further assistance to the Board.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard J. Atcombright", written over a circular scribble.

Richard J. Atcombright  
Mayor.



# Town of Adams • Massachusetts 01220-2087

TONY MAZZUCCO  
TOWN ADMINISTRATOR

TOWN HALL  
8 Park Street  
Tel. (413) 743-8300  
Fax (413) 743-8316  
e-mail: tmazzucco@town.adams.ma.us

August 25, 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 (MassDOT) Acquisition Exemption – Certain Assets of Pan Am Southern, LLC**

Dear Ms. Brown:

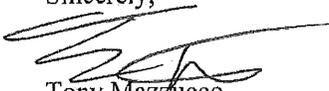
The Town of Adams strongly supports MassDOT's acquisition of the Adams Branch. A driving force behind the transaction is MassDOT's desire to allow the Berkshire Scenic Railway Museum (BSRM) to host passenger excursion operations over the Adams Branch. MassDOT and Berkshire municipalities and organizations 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 Berkshire County where the regional economy is largely tourism-based. BSRM's excursion operations will substantially contribute to the local and regional economy, attracting guests worldwide who will patronize restaurants, lodging establishments, and other cultural and recreational attractions within the region.

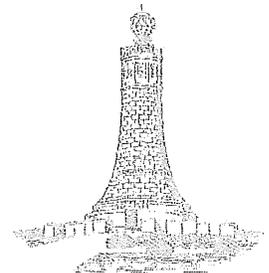
A detailed and thoroughly crafted Operating Agreement (2015 Operating Agreement) is in place to ensure balanced competitive freight operations and attractive passenger excursion service. Pan Am Southern (PAS) will retain an exclusive freight easement allowing it to serve current and future customers 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.

This transaction will not only contribute to economic development in western Massachusetts by creating an attractive passenger excursion operation, but also by promoting the Adams Branch as a Commonwealth-supported transportation resource. MassDOT's investment in rehabilitating the rail infrastructure will sustain and grow competitive rail freight service along the corridor. The Town is especially excited about the potential to enhance and sustain freight transportation for the benefit of key local businesses like Specialty Minerals and Holland Chemical.

The Town respectfully requests that this transaction be approved as expeditiously as possible to permit BSRM to begin passenger excursion operations as soon as possible for the remainder of the summer and fall tourism season. Please feel free to contact me if at 413-743-8300 if the Town of Adams can be of further assistance to the Board.

Sincerely,

  
Tony Mazzucco  
Town Administrator



*"Home of Mt. Greylock"*



Berkshire Scenic Railway Museum, Inc.  
10 Willow Creek Road, P.O. Box 2195  
Lenox, Massachusetts 01240  
(413) 637-2210  
Fax: (413) 637-4965  
[www.berkshirescenicrailroad.org](http://www.berkshirescenicrailroad.org)  
[www.hoosacvalleytrainride.com](http://www.hoosacvalleytrainride.com)

August 25, 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:

The Berkshire Scenic Railway Museum, Inc. (BSRM) supports MassDOT's acquisition of the Adams Branch. A major driving force behind the transaction is MassDOT's desire to allow BSRM to host passenger excursion operations over the Adams Branch. MassDOT, in addition to Berkshire County, considers the excursion operation to be an important cultural and recreational resource, and believes that passenger excursion trains attract tourism and tourist revenue. This is especially important to Berkshire County, where the regional economy is tourism centric. BSRM's excursion operations will substantially contribute to the economic impact of tourism within Western Massachusetts, attracting guests from all parts of the globe who will patronize local restaurants, lodging establishments and other cultural attractions in the region.

This transaction will not only contribute to the economic development of Western Massachusetts by creating an attractive passenger excursion operation, but also by promoting the Adams Branch as a Commonwealth-supported transportation resource. MassDOT's investment in rehabilitating the rail infrastructure will sustain and grow competitive rail freight service along the corridor. This would occur through ensuring to existing and prospective freight customers that the Adams Branch will remain a viable freight transportation resource well into the future by virtue of state ownership.

A detailed and thoroughly crafted Operating Agreement (2015 Operating Agreement) is in place to ensure balanced competitive freight operations and attractive passenger excursion service. BSRM understands that 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.

BSRM respectfully requests that this transaction be approved as expeditiously as possible to permit BSRM to begin passenger excursion operations as soon as possible for the remainder of the Summer and Fall tourism season. BSRM is proud to be a partner with MassDOT. Please do not hesitate to contact me if BSRM can be of further assistance to the Board.

Sincerely,

A handwritten signature in black ink, appearing to read "Jay R. Green".

Jay R. Green, J.D.  
President & General Superintendent