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BEFORE THE  
SURFACE TRANSPORTATION BOARD

**FILED**  
MAY 30 2008  
SURFACE -  
TRANSPORTATION BOARD

STB Finance Docket No. 35147 (Sub-No. 3)

SPRINGFIELD TERMINAL RAILWAY COMPANY  
--TRACKAGE RIGHTS EXEMPTION--  
PAN AM SOUTHERN LLC.--  
BETWEEN CPF 312 NEAR WILLOWS, MA AND HARVARD STATION, MA

VERIFIED NOTICE OF EXEMPTION

ENTERED  
Office of Proceedings

MAY 30 2008

Part of  
Public Record

Robert B. Culliford  
Senior Vice President and General  
Counsel  
Pan American Railways, Inc.  
14 Aviation Avenue  
Portsmouth, NH 03801  
(603) 766-2002

*Attorney For Springfield Terminal Railway Company*

**FEE RECEIVED**

MAY 30 2008

SURFACE  
TRANSPORTATION BOARD

Dated: May 30, 2008

**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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**STB Finance Docket No. 35141 (Sub-No. 3)**

**SPRINGFIELD TERMINAL RAILWAY COMPANY  
--TRACKAGE RIGHTS EXEMPTION--  
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**VERIFIED NOTICE OF EXEMPTION**

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Pursuant to 49 C.F.R. Sections 1180.2(d)(7) and 1180.4(g), Springfield Terminal Railway Company ("Springfield Terminal") files this Verified Notice of Exemption (the "Notice") from prior approval requirements of 49 U.S.C. §§ 11323, et seq., to permit Springfield Terminal acquire and exercise overhead trackage rights over approximately 6.4 miles of track that will be owned by Pan Am Southern LLC ("PAS") between CPF 312 near Willows, MA and Harvard Station, MA. The trackage rights will be based upon a written agreement and are not filed or sought in a responsive application to a rail consolidation proceeding. Accordingly, they are exempt from the prior approval requirements of 49 U.S.C. § 11323.

Springfield Terminal files this Notice in furtherance of the transaction, and submits the following information in support thereof, in accordance with the Board's regulations set forth at 49 C.F.R. §§ 1180.4(g)(1) and 1180.6:

**Section 1180.6(a)(1)(i)**

**A brief summary of the proposed transaction, the name of the applicants, their business addresses, telephone numbers, and the name of the counsel to whom questions regarding the transaction can be addressed.**

Under the proposed transaction, PAS will grant overhead trackage rights to Springfield Terminal to transport traffic in the account of Springfield Terminal with its trains, locomotives, cars and equipment between CPF 312 near Willows, MA and Harvard, MA. The transaction is related to a transaction in which Pan Am Railways, Inc. ("PARI"), PARI's wholly-owned subsidiaries, B&M and Springfield Terminal (collectively, "the Pan Am Parties") and Norfolk Southern Railway Company ("Norfolk Southern") propose, with the approval of the Surface Transportation Board ("STB"), to form and jointly own and manage PAS pursuant to a Transaction Agreement and other related agreements executed on May 15, 2008, including a Springfield Terminal Joint Use Agreement whereby PAS will grant the trackage rights that are the subject of this Notice of Exemption as well as certain haulage rights to Springfield Terminal. Copies of the Transaction Agreement and other related agreements are included in Volume II of the Primary Application in Finance Docket No. 35147 to which this Notice of Exemption is related.

Pursuant to the Transaction Agreement, B&M will contribute to PAS certain of B&M's lines, including B&M's lines between Harvard Station, MA and Ayer, MA and between Willows, MA and CPF 312, and Springfield Terminal will assign to PAS freight trackage rights held by Springfield Terminal over, among other lines, the 2.3 miles of line owned by the Massachusetts Bay Transit Authority ("MBTA") between Willows and Ayer, MA. Pursuant to the Springfield Terminal Joint Use Agreement, PAS will grant Springfield Terminal trackage rights between Milepost 311.97 at CPF 312, MA and Milepost 25.7 at Harvard Station, MA, as

well as certain haulage rights.<sup>1</sup> The trackage rights that are the subject of this Notice of Exemption will enable Springfield Terminal to provide direct transportation of traffic in Springfield Terminal 's account between lines east of CPF 312, which are and will continue to be leased to and operated by Springfield Terminal , and the line south of Harvard Station, MA, which is and will continue to be operated by Springfield Terminal . These trackage rights will enable Springfield Terminal to continue to interchange traffic in Springfield Terminal 's account directly with CSX Transportation, Inc. and Providence and Worcester Railroad Company at points south of Harvard.

Springfield Terminal is a Class II rail carrier. Its principal office is at 1700 Iron Horse Park, Billerica, MA 01862 (Tel: 978-663-1029). Springfield Terminal is a wholly-owned subsidiary of PARI. Springfield Terminal leases and operates the rail lines of PARI and its affiliates in the States of Maine, New Hampshire, Massachusetts, Vermont, New York and Connecticut.

The rail carrier that will grant the trackage rights that are the subject of this Notice will be Pan Am Southern LLC, a Delaware limited liability company that will be formed pursuant to the above-referenced Transaction Agreement after any STB's approval of the Primary Application in Finance Docket No. 35147. Its business address will be:

Pan Am Southern LLC  
1700 Iron Horse Park  
Billerica, MA 01862

The person to whom correspondence with respect to this Notice should be sent is Robert B. Culliford, Senior Vice President and General Counsel, Pan Am Railways, Inc., 14 Aviation Avenue, Portsmouth, NH 03801 (Tel: 603-766-2002.)

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<sup>1</sup> PAS will grant Springfield Terminal trackage rights over the portion of this line between Willows, MA and Ayer, MA, which is owned by MBTA, with MBTA's concurrence.

**Section 1180.6(a)(1)(ii)**

**The proposed time schedule for consummation of the proposed transaction.**

STC will not exercise any rights under the Springfield Terminal Joint Use Agreement until the latest of the effective date of this Notice of Exemption (including compliance with any condition(s) imposed by the STB in connection with this Notice of Exemption) or the closing of the agreements for which the STB's approval is being sought by the Primary Application in F.D. No. 35147.

**Section 1180.6(a)(1)(iii)**

**The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving financial viability of the applicants.**

The purpose of the proposed trackage rights is to enable Springfield Terminal to continue to interchange traffic in Springfield Terminal's account directly with CSX Transportation, Inc. and Providence and Worcester Railroad Company at points south of Harvard MA and to continue to directly serve local Springfield Terminal customers between Harvard and Barbers, MA.

**Section 1180.6(a)(5)**

**A list of the State(s) in which any part of the property of each applicant carrier is situated.**

Springfield Terminal leases and operates rail lines in the states of Maine, New Hampshire, Massachusetts, Vermont, New York and Connecticut.

**Section 1180.6(a)(6)**

**Map (exhibit 1).** Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relation to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map should be filed with the Board.

A map depicting the trackage rights that are the subject of this Notice of Exemption is attached hereto as Exhibit 1.

**Section 1180.6(a)(7)(ii)**

**Agreement (exhibit 2).** Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements described at § 1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

A copy of the Springfield Terminal Joint Use Agreement will be filed within 10 days of the date it is executed.

**Section 1180.4(g)(i) – Labor Protection**

Any employees who are adversely affected by the acquisition of the trackage rights that are the subject of this Notice of Exemption will be entitled to protection under the conditions imposed in *Norfolk and Western Railway Co. –Trackage Rights—Burlington Northern, Inc.*, 354 I.C.C. 605 (1978), as modified by *Mendocino Coast Railway, Inc.—Lease and Operate—California Western Railroad*, 360 I.C.C. 653 (1980).

**A. Environmental and Historical Reports**

In accordance with 49 C.F.R. § 1105.6(c)(4), no environmental documentation is required in connection with the transaction that is the subject of this Notice of Exemption.

Likewise, in accordance with 49 C.F.R. § 1105.8(b)(3), no historical report is required in connection with the transaction that is the subject of this Notice.

**B. Caption Summary**

A caption summary suitable for publication in the Federal Register is attached hereto as Exhibit 2.

Respectfully submitted,



Robert B. Culliford  
Senior Vice President and General Counsel  
Pan American Railways, Inc.  
14 Aviation Avenue  
Portsmouth, NH 03801  
(603) 766-2002

*Attorney For Springfield Terminal Railway Company*

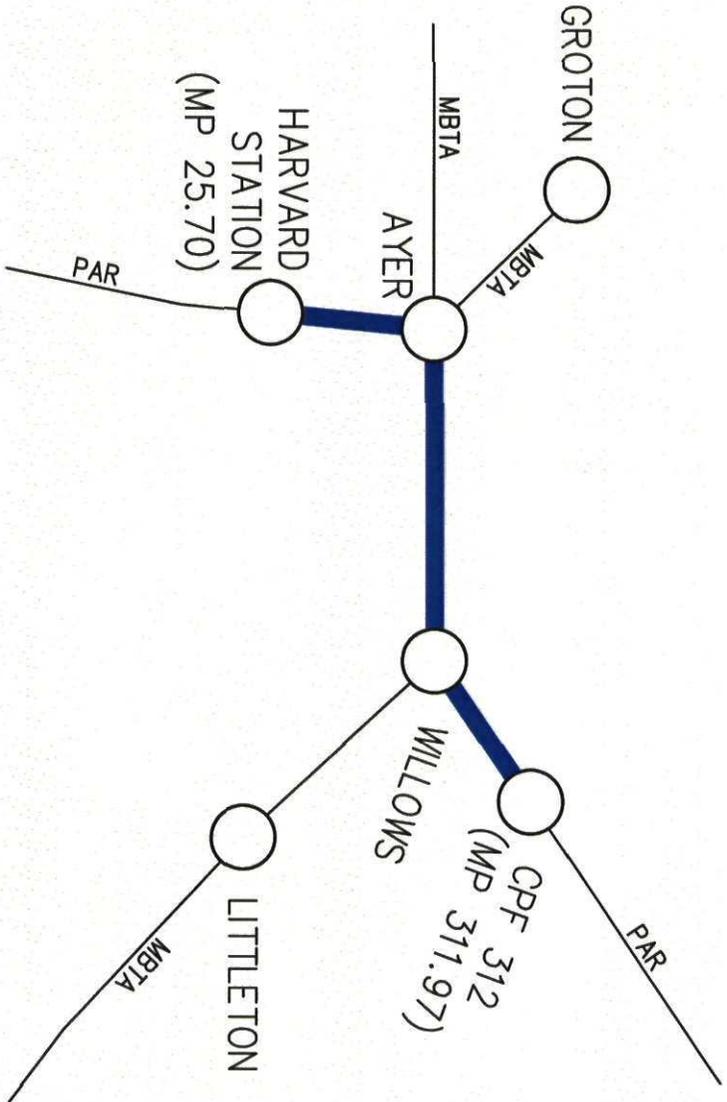
Dated: May 30, 2008

**VERIFICATION**

I, David Andrew Fink, hereby verify under penalty of perjury that I am the Chief Executive Officer of Springfield Terminal Railway Company, that I am qualified and authorized to execute this Verified Notice of Exemption and that the matters stated herein are true and correct to the best of my information and belief.

Executed on May 29, 2008.

A handwritten signature in cursive script, reading "David Andrew Fink", written over a horizontal line.



**LEGEND**

**—** PAN AM RAILWAYS TRACKAGE RIGHTS

**—** OTHER TRACK



OFFICE OF THE VICE PRESIDENT – ENGINEERING

PAN AM SOUTHERN, LLC (PAS) SYSTEM MAP

AYER, MA

PAN AM RAILWAYS TRACKAGE RIGHTS

REVISIONS	LINE	FREIGHT MAIN LINE	MILE POST	AS SHOWN
VS.	VAR.	MP:		
	SCALE:	NOT TO SCALE	DATE:	5/29/08
	DESIGNED BY:	M.S.	DRAWN BY:	M.S.
	CHECKED BY:	V.C.M.	APPROVED BY:	R.E.M.

**Exhibit 2**

**SURFACE TRANSPORTATION BOARD**

**Notice of Exemption**

**Finance Docket No.**

**Springfield Terminal Railway Company – Trackage Rights Exemption – Pan Am Southern LLC**

**Pan Am Southern LLC (“PAS”), an entity to be formed, will grant overhead trackage rights to Springfield Terminal Railway Company (“Springfield Terminal”) to permit Springfield Terminal to operate over the PAS line between Milepost 311.97 at CPF 312 near Willows, MA and Milepost 25.7 at Harvard Station, MA, a distance of approximately 6.4 miles.**

**The trackage rights will be effective upon the latest of the effective date of this Notice (including compliance with any condition(s) imposed by the Board in connection with this Notice) or the closing of the transactions for which approval of the Board is being sought by the Primary Application in Finance Docket No. 35147.**

**This notice is filed under 49 C.F.R. § 1180.2(d)(7). 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 stay the transaction.**

**Dated:**

**By the Board**

**Anne K. Quinlan**

**Acting Secretary**

## CERTIFICATE OF SERVICE

I certify that I have served a conformed copy of the foregoing Application in STB Finance Docket No. 35147, and conformed copies of verified statements, appendices, and exhibits in support of the Application, by first class mail, properly addressed with postage prepaid, or by a more expeditious manner of delivery, upon all persons required to be served as set forth in 49 C.F.R. § 1180.4(c)(5), namely.

(i) The Governor (or Executive Officer), Public Service Commission, and the Department of Transportation of each State in which any part of the properties of the applicant carriers involved in the proposed transaction is situated,

(ii) The Secretary of the United States Department of Transportation (Docket Clerk, Office of Chief Counsel, Federal Railroad Administration, Room 5101, 400 Seventh Street, SW , Washington, DC 20590),

(iii) The Attorney General of the United States,

(iv) The Federal Trade Commission, and

(v) All other persons who requested a copy

Dated at Washington, D.C. this 30 day of May, 2008.

  
Christina M. Wenzel