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ENTERED
Office of Proceedings
April 1, 2021
Part of
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CSXT/PAR-7

April 1, 2021

VIA E-FILING

Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423

Re: **STB Docket No. FD 36472, CSX Corporation and CSX Transportation, Inc., et al.—
Control and Merger—Pan Am Systems, Inc., Pan Am Railways, Inc., Boston and
Maine Corporation, Maine Central Railroad Company, Northern Railroad, Pan Am
Southern LLC, Portland Terminal Company, Springfield Terminal Railway
Company, Stony Brook Railroad Company, and Vermont & Massachusetts
Railroad Company**

Dear Ms. Brown:

Enclosed for e-filing in the above-referenced proceeding is the Motion of Applicants to
Establish Procedural Schedule.

Please contact me with any questions.

Respectfully submitted,

/s/ Anthony J. LaRocca

Anthony J. LaRocca
Peter W. Denton
Sally Mordi
*Attorneys for CSX Corporation and
CSX Transportation, Inc.*

Enclosures

cc: Louis E. Gitomer; All parties of record

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36472

CSX CORPORATION AND CSX TRANSPORTATION, INC., ET AL.
—CONTROL AND MERGER—
PAN AM SYSTEMS, INC., PAN AM RAILWAYS, INC., BOSTON AND MAINE
CORPORATION, MAINE CENTRAL RAILROAD COMPANY, NORTHERN RAILROAD,
PAN AM SOUTHERN LLC, PORTLAND TERMINAL COMPANY, SPRINGFIELD
TERMINAL RAILWAY COMPANY, STONY BROOK RAILROAD COMPANY, AND
VERMONT & MASSACHUSETTS RAILROAD COMPANY

MOTION OF APPLICANTS TO ESTABLISH PROCEDURAL SCHEDULE

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Railroad Company, Northern
Railroad, Portland Terminal
Company, Springfield Terminal
Railway Company, Stony Brook
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CSX Transportation, Inc.*

Dated: April 1, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36472

CSX CORPORATION AND CSX TRANSPORTATION, INC., ET AL.
—CONTROL AND MERGER—
PAN AM SYSTEMS, INC., PAN AM RAILWAYS, INC., BOSTON AND MAINE
CORPORATION, MAINE CENTRAL RAILROAD COMPANY, NORTHERN RAILROAD,
PAN AM SOUTHERN LLC, PORTLAND TERMINAL COMPANY, SPRINGFIELD
TERMINAL RAILWAY COMPANY, STONY BROOK RAILROAD COMPANY, AND
VERMONT & MASSACHUSETTS RAILROAD COMPANY

MOTION OF APPLICANTS TO ESTABLISH PROCEDURAL SCHEDULE

Pursuant to the Decision served in the above-captioned proceeding on March 25, 2021 (the “March 25 Decision”), CSX Corporation (“CSXC”), CSX Transportation, Inc. (“CSXT”), 747 Merger Sub 2, Inc. (“747 Merger Sub 2”), Pan Am Systems, Inc. (“Systems”), Pan Am Railways, Inc. (“PAR”), Boston and Maine Corporation, Maine Central Railroad Company, Northern Railroad, Portland Terminal Company, Springfield Terminal Railway Company, Stony Brook Railroad Company, and Vermont & Massachusetts Railroad Company (collectively, “Applicants”), hereby move for the issuance of an order establishing a procedural schedule in this proceeding.

On February 25, 2021, Applicants filed an application pursuant to 49 U.S.C. §§ 11323(a)(1), (3), (4), and (5) and 49 C.F.R. Part 1180 seeking approval from the Surface Transportation Board (“STB” or the “Board”) for: (1) CSXC, CSXT, and 747 Merger Sub 2 to control the railroads controlled by Systems, a non-carrier, and PAR, a direct subsidiary of Systems and a non-carrier, and (2) CSXT to merge certain PAR subsidiaries into CSXT. In the March 25 Decision, the Board classified the proposed transaction as a “significant” transaction

under its regulations at 49 C.F.R. § 1180.2, ruled that Applicants’ February 25 submission would be treated as the prefiling notification required in connection with a “significant” transaction, and instructed Applicants to submit a procedural schedule reflecting the Board’s determination that the proposed transaction is “significant.”

Applicants request that the Board establish the following schedule to govern this proceeding:

PROPOSED PROCEDURAL SCHEDULE

February 25, 2021	Prefiling Notification and Motion for Protective Order filed.
March 3, 2021	Protective Order issued.
March 25, 2021	Notice of receipt of Prefiling Notification published in the <i>Federal Register</i> .
April 1, 2021	Motion to Establish Revised Procedural Schedule filed.
April 26, 2021	Application filing.
May 26, 2021	Notice of acceptance of Application to be published in the <i>Federal Register</i> .
June 10, 2021	Safety Integration Plan to be filed with the Board’s Office of Environmental Analysis and the Federal Railroad Administration. Notices of intent to participate in this proceeding due.
June 25, 2021	Description of anticipated responsive (including inconsistent) applications due. Petitions for waiver or clarification due with respect to such applications.
July 9, 2021	Comments on the Application and Related Transactions are due, including protests, requests for conditions, evidence and argument in opposition. Filings of the U.S. Department of Justice and the U.S. Department of Transportation are due.
July 9, 2021	Responsive (including inconsistent) applications due.
August 20, 2021	Response to comments, protests, requested conditions, and other opposition due. Response to comments of DOJ and DOT due. Rebuttal in support of Application and Related Transactions due. Response to responsive (including inconsistent) applications due.

September 10, 2021 Rebuttal in support of responsive (including inconsistent) applications due.

September 30, 2021 Final briefs due (not to exceed 50 pages for applicants and not to exceed 25 pages for all other parties). Close of record.

December 29, 2021 Board serves final decision.

January 28, 2022 Board decision becomes effective.

The foregoing schedule will permit the Board to serve a final decision within the 300-day period under the statute. 49 U.S.C. §§ 11325(a) and (c). It also expands the statutory time period from 30 to 45 days to provide interested parties with additional time to submit comments on the Application. 49 U.S.C. § 11325(c)(1). In addition to extending the comment period, the proposed schedule seeks to streamline and consolidate filings by having responsive (including inconsistent) applications filed on the same date as comments are filed. Responses to opening comments are due on August 20, and rebuttal in support of inconsistent application is due September 10. Finally, the proposed schedule calls for final briefs to close the record on September 30, 2021, and then provides the full 90 days under the statute for the Board to reach a final decision. 49 U.S.C. § 11325(c)(3).

Applicants respectfully request that the Board adopt the proposed schedule.

Respectfully submitted,

/s/ Anthony J. LaRocca

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*Attorneys for CSX Corporation and
CSX Transportation, Inc.*

Dated: April 1, 2021

CERTIFICATE OF SERVICE

I hereby certify that I have caused this Motion of Applicants to Establish a Procedural Schedule in Docket No. FD-36472, *CSX Corporation and CSX Transportation, Inc.—Control and Merger—Pan Am Systems, Inc., Pan Am Railways, Inc., Boston and Maine Corporation, Maine Central Railroad Company, Northern Railroad, Pan Am Southern LLC, Portland Terminal Company, Springfield Terminal Railway Company, Stony Brook Railroad Company, and Vermont & Massachusetts Railroad Company*, to be served electronically or by first class mail, postage pre-paid, on all parties of record in this proceeding.

/s/ Sally Mordi

Sally Mordi
*Attorney for CSX Corporation and
CSX Transportation, Inc.*

April 1, 2021