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January 3, 2022

VIA ELECTRONIC FILINGMs. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001Re: **FD 36472, et al.**
CSX Corporation and CSX Transportation, Inc. et al — Control and
Merger— Pan Am Systems Inc. et al.***Notice of Settlement and Withdrawal of Comments and Hearing Participation***

Dear Ms. Brown:

On December 31, 2021, counsel for CSX Corporation and CSX Transportation, Inc. (“CSXT” – collectively with CSX Corporation, “CSX”) advised the Surface Transportation Board (the “Board”) that they, along with Norfolk Southern Railway Company (“NSR”) and Genesee & Wyoming Inc. (“GWI”), had reached terms of settlement (the “Settlement”) with Vermont Rail System (“VRS”)¹ and the State of Vermont, acting through its Agency of Transportation, pursuant to which, among other things, VRS has agreed to withdraw its substantive filings in opposition to the transactions that are the subject of the above-referenced proceedings – specifically, VRS’s comments filed in the FD 36472 and FD 36472 (Sub-No. 5) dockets on March 16, 2021 (“Comments”), and its Opposition filed in the FD 36472 (Sub-No. 5) docket on August 27, 2021 (“Opposition”).

Accordingly, and in keeping with its settlement commitments, VRS hereby requests leave to withdraw the aforementioned Comments and Opposition, and endorses CSX’s request that the Board impose the terms and conditions of that Settlement as a condition of approval of the subject Application and the Amended Petition for Exemption filed in the FD

¹ As relevant here, VRS consists of Vermont Railway, Inc., Washington County Railroad Co., and Green Mountain Railroad Corporation.

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36472 (Sub-No. 5) sub-docket. Similarly, VRS hereby advises the Board that it is withdrawing its notice of intent to participate in next week's hearing, as it no longer wishes to take part in that phase of these proceedings. VRS has always supported the potential acquisition of PAR by CSX, but, in view of the terms and conditions of the Settlement, VRS now can support the transactions that are the subject of these proceedings in their entirety. For these reasons, VRS looks forward to working with NSR, CSXT, and GWI to provide competitive transportation options to rail users in New England.

VRS wishes to remain a party in these proceedings.

Respectfully submitted,

/s/ *R. A. Wimbish*

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**COUNSEL FOR VERMONT RAIL SYSTEM
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CC: Parties of Record