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February 21, 2024

307995

By e-filing

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

ENTERED
Office of Proceedings
February 21, 2024
Part of
Public Record

Re: Pan Am Southern LLC
– Temporary Overhead Trackage Rights –
Boston and Maine Corporation and Springfield Terminal Railway Corporation
Docket No. FD 36726
Executed Amendment to the Temporary Trackage Rights Agreement

Dear Ms. Brown:

Enclosed for filing in the above reference proceeding is the executed amendment to the temporary trackage rights agreement between Pan Am Southern LLC ("PAS"), Boston and Maine Corporation and Springfield Terminal Railway Company.¹ In its February 2 extension request (authorized by the Board by decision served February 8), PAS stated that it would submit the agreement once executed. Therefore, PAS is submitting the executed amendment as a highly confidential version and a redacted version for the public docket.

Please let me know if you have any questions related to this filing.

Respectfully,



Justin J. Marks
Counsel to Pittsburg & Shawmut Railroad, LLC
d/b/a Berkshire & Eastern Railroad, contract
operator of Pan Am Southern LLC

cc: All Parties on the Board's Service List

¹ Pittsburg & Shawmut Railroad, LLC d/b/a Berkshire & Eastern Railroad ("B&E") currently serves as the contract operator of PAS. See *Pittsburg & Shawmut R.R.—Operation Exemption—Pan Am Southern LLC*, FD 36472 (Sub-No. 5) (STB served Apr. 14, 2022).

**SECOND AMENDMENT TO THE
TEMPORARY TRackage RIGHTS AGREEMENT
BETWEEN
BOSTON AND MAINE CORPORATION
SPRINGFIELD TERMINAL RAILWAY COMPANY
AND
PAN AM SOUTHERN LLC**

THIS SECOND AMENDMENT (this “Second Amendment”), made as of this 5th day of February, 2024 (the “Second Amendment Effective Date”), by and between **BOSTON AND MAINE CORPORATION**, (“BMC”), **SPRINGFIELD TERMINAL RAILWAY COMPANY** (“ST”), and **PAN AM SOUTHERN LLC** (“PAS”). BMC, ST, and PAS are sometimes referred to individually herein as a “Party” and, collectively, as the “Parties.”

WHEREAS, on September 21, 2023, the Parties entered into a Temporary Trackage Rights Agreement (the “Agreement”) establishing, among other things, the grant of approximately 1,000 feet of Trackage Rights to PAS between PAS’s connection to B&M’s tracks at Engineering Station 215+89 outside Ayer, Mass. to Engineering Station 225+00 outside Ayer, Mass.;

WHEREAS, on December 5, 2023, the Parties entered into a First Amendment to the Temporary Trackage Rights (the “First Amendment”) which extended the Term of the Agreement and adjusted the associated compensation due; and

WHEREAS, the current Term of the First Amendment will expire on February 5, 2023.

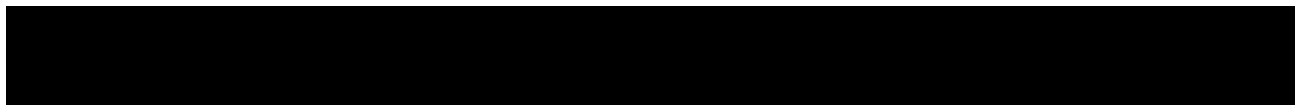
NOW THEREFORE, in consideration of the mutual covenants and agreements herein set forth, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is agreed among the Parties as follows:

SECTION 1 DESCRIPTION OF CHANGES

- (a) Section 6(a) (Term and Termination) of the Agreement shall be deleted in its entirety and replaced with the following:

“(a) This Agreement shall become effective as of the date first above written and will expire at 11:59 PM, September 1, 2024 (the “Term”).”

- (b) Section 4 (Compensation) of the Agreement shall be deleted in its entirety and replaced with the following:



SECTION 2 MISCELLANEOUS PROVISIONS

- (a) Unless specifically modified by this Second Amendment, all terms and conditions of the Agreement shall remain in full force and effect.
- (b) The recitals, including all defined terms therein, are hereby incorporated as terms of this Second Amendment.

IN WITNESS WHEREOF, the Parties have caused this Second Amendment to be executed by their duly authorized officers as of the Second Amendment Effective Date.

BOSTON & MAINE CORPORATION

By: 
Name: Michael S. Burns
Title: Corporate Secretary

SPRINGFIELD TERMINAL RAILWAY COMPANY

By: 
Name: Michael S. Burns
Title: Corporate Secretary

PITTSBURG & SHAWMUT RAILROAD, LLC D/B/A BERKSHIRE & EASTERN RAILROAD, ON BEHALF OF PAN AM SOUTHERN LLC, SOLELY IN ITS CAPACITY AS THE CONTRACT OPERATOR


By: JOHN CONNELLY - PRESIDENT - 2/21/2024 8:17:46 AM
Name: John Connelly
Title: President