



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35147

**NORFOLK SOUTHERN RAILWAY COMPANY, PAN AM RAILWAYS, INC , ET AL.
—JOINT CONTROL AND OPERATING/ POOLING AGREEMENTS—
PAN AM SOUTHERN LLC**

MOTION OF APPLICANTS TO ESTABLISH A PROCEDURAL SCHEDULE

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May 30, 2008

**ENTERED
Office of Proceedings**

MAY 30 2008

**Part of
Public Record**

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Norfolk Southern Railway Company ("Norfolk Southern"), Pan Am Railways, Inc. ("Pan Am"), Boston and Maine Corporation ("B&M") and Springfield Terminal Railway Company ("Springfield Terminal") (collectively "Applicants") hereby petition the Surface Transportation Board ("STB" or "Board") to establish a procedural schedule in the above-referenced proceeding.

Applicants have today submitted for approval an application ("Application") together with related notices of exemption seeking Board approval of, or exemption from formal approval requirements to authorize, (1) the acquisition by Norfolk Southern and B&M of joint control and ownership of Pan Am Southern ("PAS"), an entity to be formed, and its railroad lines; (2) operating and pooling agreements by which Springfield Terminal will operate the lines of PAS and establish rates for PAS; (3) the acquisition and operation by PAS of certain railroad lines, and (4) the acquisition by Norfolk Southern and Springfield Terminal of trackage rights over certain PAS lines (collectively, the "Transaction")

For the reasons set forth in the Application, Applicants submit that the proposed Transaction is a “minor” transactions under the Board’s regulations at 49 C.F.R. § 1180.2(c). The Transaction is expected to bring substantial public benefits and to have no adverse effects on competition, employees or service. In cases involving a minor transaction, the Board is required to issue a final decision within 180 days from the filing date of the application. 49 U.S.C. § 11325(d)(2)

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

May 30, 2008	Application, related Notices of Exemption and Motion to Establish Procedural Schedule filed
June 30, 2008	Notice of acceptance of Application and Notices of Exemption to be published in Federal Register
July 14, 2008	Notices of intent to participate in the proceeding due
July 30, 2008	Comments, protests, requests for conditions and supporting evidence, including filings by government agencies, due
August 25, 2008	Responses to comments, protests and requests for conditions, and rebuttal in support of Application due.
October 8, 2008	Service of final decision
October 22, 2008	Final decision effective

The proposed schedule will permit the Board to issue its final decision before November 26, 2008, the deadline mandated by 49 U.S.C. § 11325(d)(2) for minor transactions. The proposed schedule would provide the Board the full 30 days to decide whether to accept the application and 45 days after the close of evidence to serve its decision

The schedule would also give interested parties 61 days after the filing of the Application to obtain discovery, participate and file evidence.

While the schedule is more expedited than the statute requires, the Board has frequently established more expedited schedules in control proceedings than those mandated by statute in appropriate cases. For example, the Board established a slightly shorter schedule in what Applicants submit was a transaction of comparable scope but which had some impact of the applicants' employees, in contrast to what Applicants expect from this Transaction, in STB Finance Docket No. 34783, *The Indiana Rail Road Company—Acquisition—Soo Line Railroad Company*, decision served Jan 13, 2006). The schedule adopted in that case called for a final decision within 130 days of the filing of the application, and the Board in fact issued its final decision 117 days after the filing of the application. STB Finance Docket No. 34783, *The Indiana Rail Road Company—Acquisition—Soo Line Railroad Company*, decision served April 11, 2006.

The proposed schedule is warranted in this case because, as explained more fully in the Application, the Transaction will have substantial public benefits without any anticompetitive effects, adverse effects on employees or adverse effects on service. The principal purpose of the Transaction is to make substantial improvements in the rail facilities to be acquired and operated by PAS, which will be operated for the foreseeable future pursuant to an operating agreement by the same railroad, Springfield Terminal, and the same employees currently operating the facilities. Applicants also anticipate no significant changes in operations or traffic patterns.

Applicants wish to commence the substantial infrastructure improvements detailed in the Application as soon as possible, and they submit that the proposed schedule is warranted

to permit them to do so. For the same reason, they request that, if the final decision approves the Application, it be made effective 14 days after its service, rather than the more customary 30 days.

The proposed schedule provides sufficient time for interested parties to file comments and evidence and for the Board to meet its responsibilities in a timely fashion. Applicants therefore respectfully ask the Board to adopt the proposed schedule.

Respectfully submitted,



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*Attorneys for Norfolk Southern
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May 30, 2008

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of May, 2008, a true copy of the foregoing Motion of Applicants to Establish a Procedural Schedule was served by first-class mail or other authorized means upon the parties indicated below:

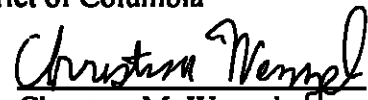
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The Governors (or Executive Officer), the Public Service Commissions and Departments of Transportation for Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Vermont, Virginia, West Virginia and the District of Columbia


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