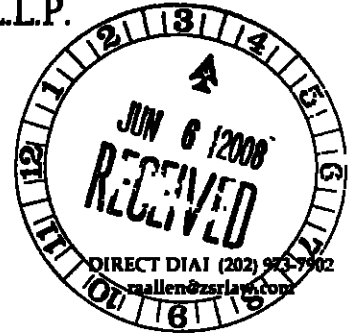


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RICHARD A. ALLEN

June 6, 2008

222548

BY HAND DELIVERY

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E St., S.W.
Washington, D C. 20024

ENTERED
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JUN - 6 2008
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Public Record

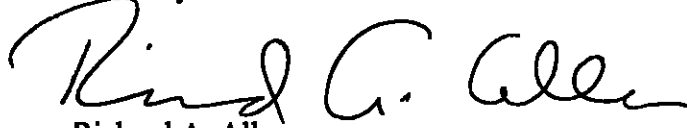
**Re: STB Finance Docket No. 35147, Norfolk Southern Railway Company,
Pan Am Railways, Inc. *et al.* – Joint Control and Operating/Pooling
Agreements–Pan Am Southern LLC**

Dear Secretary Quinlan

I enclose for filing in the above-referenced docket an original and 10 copies of an Environmental Appendix, together with a transmittal letter and a Certificate of Service listing the parties upon whom the Environmental Appendix was served by mail.

I also enclose a compact disc containing the text of the Environmental Appendix.

Sincerely,


Richard A. Allen

Enclosure

cc: Robert B. Culliford, Esq.
John V Edwards, Esq.

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June 6, 2008

**Re: STB Finance Docket No. 35147, Norfolk Southern Railway Company,
Pan Am Railways, Inc. *et al.* – Joint Control and Operating/Pooling
Agreements–Pan Am Southern LLC**

Dear Reader:

As explained below, Norfolk Southern Railway Company ("Norfolk Southern"), Pan Am Railways, Inc. ("PARI") and PARI's subsidiaries, Boston and Maine Corporation ("B&M") and Springfield Terminal Railway Company ("Springfield Terminal") (collectively, the "Applicants") are providing you with the enclosed Environmental Appendix for public review and comment.

On May 30, 2008, Applicants filed an application with the Surface Transportation Board (the "Board") for approval of a transaction in which Applicants propose to establish a new railroad, Pan Am Southern LLC ("PAS"), which will own and operate certain rail lines currently owned by B&M in Massachusetts, New York, and Vermont and will acquire trackage rights currently held by Springfield Terminal over other railroads in New York, New Hampshire, Massachusetts and Connecticut. PAS will be jointly owned and controlled by Norfolk Southern and B&M, and will be operated initially by Springfield Terminal. The Application can be viewed on the Board's website by going to <http://www.stb.dot.gov> and clicking on the box labeled "Filings." The Application is filed in Docket No. 35147, listed under May 30, 2008, and is identified by Filing I.D. No. 222478.

In that application and in the enclosed Environmental Appendix, Applicants explain why, in their view, the proposed transaction will result in no significant changes in railroad operations. No related rail line construction or abandonment projects requiring Board approval have been proposed. In Applicants' view, the potential operational changes anticipated as a result of the proposed transaction do not warrant further environmental review under the National Environmental Policy Act ("NEPA") and the Board's environmental rules at 49 C.F.R. Part 1150.

Prior to filing their application, Applicants met with the Board's environmental staff, the Section of Environmental Analysis ("SEA"), and explained why Applicants believe that the proposed transaction would not have significant environmental impacts or warrant further environmental review and that the Board should therefore exercise its authority under 49 C.F.R. § 1105.6(d) to determine that this transaction is one for which preparation of an Environmental Assessment ("EA") or an Environmental Impact Statement ("EIS") is not required. To afford the

public an opportunity to review and comment on Applicants' conclusion, Applicants have prepared the enclosed Environmental Appendix providing further information to support that conclusion.

As explained in the application, Applicants believe that the proposed transaction is not one for which the Board's regulations require preparation of a Safety Integration Plan.

At this time, SEA invites written comments on all aspects of the Environmental Appendix, including whether there is any reason to expect that the proposed transaction could result in potentially significant environmental impacts warranting the preparation of further environmental documentation. Based on SEA's consideration of all timely written comments on the Environmental Appendix and its own independent review of all available information, SEA will recommend to the Board whether there is a need for further environmental review in this case. If the Board determines that either an EA or an EIS should be prepared, Applicants will retain an independent third-part consultant, as provided in the Board's rules, to prepare such documentation, under SEA's exclusive direction and control.

If you wish to submit written comments on the Environmental Appendix, please provide SEA with a one signed original, and send one copy to the undersigned. Comments must be postmarked by **July 7, 2008**, and should be sent to the following address:

Office of the Secretary
Case Control Unit
STB Finance Docket No 35147
Surface Transportation Board
395 E St., S.W.
Washington, D C 20024

Please also write the following in the lower left-hand corner of the envelope:

Attention: Environmental Filing

Alternatively, comments may be submitted electronically at www.stb.dot.gov. The Board, however, cannot accept oral comments or comments submitted by e-mail at this time.

Please be as specific as possible in your comments. If you have questions or require additional information about the Board's environmental review process, please call Ken Blodgett of SEA at 202-245-0299.

Sincerely,

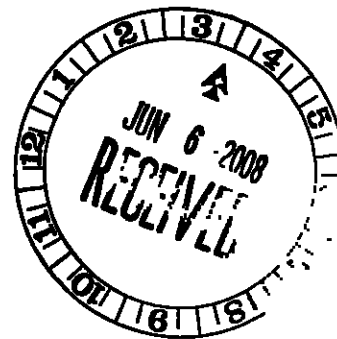
A handwritten signature in black ink, appearing to read "Richard A. Allen". The signature is fluid and cursive, with the first name "Richard" being more prominent and the last name "Allen" following in a similar style.

Richard A. Allen

Enclosure

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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

ENVIRONMENTAL APPENDIX

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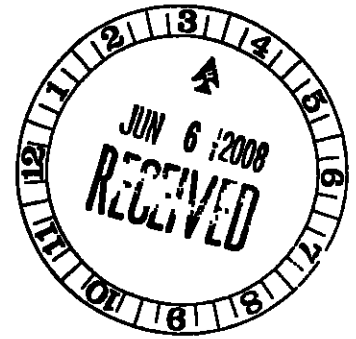
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*Attorneys for Norfolk Southern Railway
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Dated: June 6, 2008

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

ENVIRONMENTAL APPENDIX

I. Introduction

On May 30, 2008, Norfolk Southern Railway Company (“Norfolk Southern”), Pan Am Railways, Inc (“PARI”), Boston and Maine Corporation (“B&M”) and Springfield Terminal Railway Company (“Springfield Terminal”),¹ collectively “Applicants,” submitted an application (“Application”) and related notices of exemption in order to receive prior approval from the Surface Transportation Board (the “Board”), pursuant to 49 U.S.C. §§11322 and 11323 and 49 C.F.R. Part 1180, for a proposed transaction (the “Transaction”, which is more completely defined and described below and in the Application) that will result in a strengthened rail infrastructure between Mechanicville, NY and Ayer, MA, with the result that over the long term, competition throughout the New England transportation marketplace will be enhanced.

In its broadest terms and as explained in more detail in the Application, the Transaction involves the creation of a new rail carrier (a limited liability company) to operate the rail lines currently owned or operated by Springfield Terminal west of Boston (PARI and/or Springfield Terminal will retain and continue to operate the rail lines north of Boston, which are not part of

¹ B&M and Springfield Terminal are part of a corporate family of rail carriers operating under the trade name Pan Am Railways (“Pan Am”) Springfield Terminal, B&M and Maine Central Railroad, Inc (“MCR”) are wholly-owned subsidiaries of PARI, a non-carrier holding company, which in turn is wholly owned by non-carrier holding company Pan Am Systems, Inc. Unless otherwise indicated, a reference to a company includes its wholly-owned subsidiaries

this Transaction.) Norfolk Southern and B&M will be owner/members of the limited liability company, to be called Pan Am Southern LLC ("PAS"), and each will have equal ownership and management interests. PAS will be a new, independent railroad. Springfield Terminal will provide all railroad operating and administrative support functions for PAS as a contractor to PAS, including marketing and contracting for rail transportation services with customers.

The Transaction involves approximately 436.8 miles of rail line in New York, Massachusetts, Vermont, New Hampshire and Connecticut. Approximately 238.3 miles of rail line would be owned by PAS ("PAS-owned rail") and approximately 198.4 miles would consist of trackage rights over other rail carriers ("PAS trackage rights"). PARI would contribute the owned rail lines and related properties and would assign trackage rights held by PARI and Springfield Terminal to PAS. In addition, PAS will provide certain haulage service to Norfolk Southern, as detailed in the Application. Norfolk Southern will infuse substantial capital into PAS, \$87.5 million dollars of which will go into improving the infrastructure. PAS will use a portion of the capital contributed by Norfolk Southern to create an intermodal and automotive facility, proposed to be located on the site of two former rail yards at Mechanicville, NY (the "Mechanicville Facility"). The proposed Mechanicville Facility will, among other things, improve overhead rail operations for intermodal and automotive traffic destined for Ayer, MA. The existing intermodal facility at Ayer ("Ayer Intermodal") also will be improved with Norfolk Southern's capital contribution, and a new automotive facility will be constructed at San Vel near Ayer ("San Vel Automotive") as part of the Transaction.

PAS also will use part of Norfolk Southern's capital contribution to remove long term slow orders along the Patriot Corridor (defined below), and add capacity and clearances along that line for better traffic flow. Added vertical clearances would be provided at locations

between Mechanicville and Ayer in order to more efficiently accommodate multi-level rail cars. Track and bridge infrastructure would be rehabilitated to permit the handling of 286,000 pound rail cars, allowing each train to haul more tonnage (*i e* . more gross ton miles of freight moved) without the addition of more rail cars or trains

Applicants believe that the Transaction would have no significant environmental impacts. The focus of the Transaction is the main line between Mechanicville, NY and Ayer, MA, what will be referred to as the "Patriot Corridor." The Transaction will improve the Patriot Corridor through beneficial capital maintenance (including the removal of long term slow orders), clearance projects, yard construction and improvements and improved train operations. The focus is not on creating new avenues for rail traffic, but to improve and sustain existing avenues

As such, the Transaction is projected to result in minimal additional rail traffic. In fact, and as stated in the Application:

Unlike other proposed transactions presented to the Board for approval, this Transaction is not aimed at creating "synergies," cutting overhead or other costs, or significantly increasing traffic flows. This Transaction is aimed at improving the existing infrastructure so that the existing traffic can move faster, more safely and more reliably.

No new rail lines are proposed to be constructed and no abandonments will occur. Important benefits will result from the planned improvements to the PAS-owned rail lines, enabling Norfolk Southern and PAS to provide better and more efficient rail services to customers in eastern New York and New England and to compete more effectively with long-distance truck hauls as well as with other railroads. As a result of the Transaction, Applicants anticipate that by 2012, over 19,000 trucks per year will be removed from highways, without a significant increase in the volume of train traffic.

Applicants have discussed the Transaction with the Board's Section of Environmental Analysis ("SEA") and explained their position, discussed in more detail below, that preparation

by the Board of an Environmental Assessment (“EA”) or an Environmental Impact Statement (“EIS”) is not warranted to discharge the Board’s obligations under the National Environmental Policy Act of 1969 (“NEPA”) with respect to this proposed minor Transaction.²

Pursuant to their discussions with SEA, Applicants have prepared this Environmental Appendix describing reasonably foreseeable impacts of the Transaction. Norfolk Southern and PARI are making this Environmental Appendix available to the public and to various federal, state and local agencies to provide an opportunity for comments to SEA on the Transaction and, in particular, on Norfolk Southern and PARI’s conclusion that the Transaction would have no significant environmental impacts.

Parties wishing to submit comments should follow the directions set forth below under “Public Participation.” Comments should be submitted directly to SEA by July 7, 2008. Commenters are welcome to submit comments on all aspects of the Environmental Appendix and on whether the Transaction has the potential to cause significant environmental impacts that would warrant the preparation of further environmental documentation.

II. Description of the Proposed Transaction

Applicants submitted the Application pursuant to 49 U.S.C. §§11322 and 11323 and 49 C.F.R. Part 1180 seeking approval by the Board for (1) Norfolk Southern and B&M to acquire joint control and ownership of PAS, an entity to be formed, and its railroad lines, and (2) approval of operating and pooling agreements by which Springfield Terminal will operate the lines of PAS and establish rates for PAS. Related notices of exemption to authorize PAS to acquire and operate railroad lines and to authorize the acquisition of certain trackage rights over such lines by Springfield Terminal and Norfolk Southern have been filed with the Application.

² 42 U. S. C. §§ 4321, *et seq*

By the agreements for which approval and authorization are being sought by the Application and the related notices, Norfolk Southern and B&M will establish a new company, PAS, which they propose will own railroad lines and acquire certain trackage rights mainly in Massachusetts but also in New York, Vermont, New Hampshire and Connecticut (the "PAS Lines"), which are depicted in Exhibit A. B&M and other Pan Am subsidiaries will contribute the rail lines and assign the trackage rights to PAS. Norfolk Southern will contribute \$137.5 million in capital plus an option agreement, as discussed in the Application.

PAS will be jointly owned by Norfolk Southern and B&M, which will share equally in supervising its management and capital expenditures. Pursuant to an operating agreement, railroad operations (including maintenance, dispatching and train operations) and administrative services will continue to be provided for the foreseeable future by Springfield Terminal as contractor to, and subject to supervision by, PAS.

As previously discussed, the focus of the Transaction is the "Patriot Corridor," the 155.4 mile main line between Mechanicville, NY and Ayer, MA. The Applicants intend to expend \$87.5 million on capital maintenance, clearance projects, yard construction and improvements, and other improvements on the Patriot Corridor, which is the only competitive rail option to the single line reach of CSX Transportation, Inc. ("CSXT") into the Boston area. The Transaction will also give the Patriot Corridor new outlets for short lines and regional railroads, faster and more reliable transit times for traffic both from the west and the north, and more efficient operations. There will be no adverse impacts on any existing competitive options.

No construction of any new or additional lines is contemplated. The existing lines currently owned or operated by Springfield Terminal between Mechanicville and Ayer will be improved, the existing Ayer Intermodal yard will be upgraded, the new San Val Automotive

facility will be constructed on property in Ayer, and the new Mechanicville Facility is proposed to be constructed with an intermodal yard and automotive transload facility.³ These improvements will improve rail service to customers on the remaining Springfield Terminal system. They also will enhance Norfolk Southern's east-west intermodal and automotive capacity.

Applicants expect no significant change in railroad operations or rail traffic patterns. The railroad operating the PAS Lines will remain the same, Springfield Terminal. While the Applicants hope to grow traffic on the PAS Lines over the long term, they do not plan any substantial rerouting of existing traffic over different lines or, with one exception, to change existing interchanges with other railroads.⁴

III. Purpose and Need

The principal purpose of the Transaction is to enhance the existing rail infrastructure on the Patriot Corridor to allow existing traffic to move faster, more safely and more reliably. No new or additional rail lines are contemplated, but existing rail lines and several yards would be upgraded and a new intermodal and automotive transload facility in Mechanicville, NY and a new automotive transload facility at San Vel near Ayer, MA are proposed to be developed.

The Transaction will sustain and improve rail service in the New England region, thereby enhancing competition, reducing long-distance truck traffic and serving the public interest. Norfolk Southern's ability to provide single-system service to eastern New York and New England via its haulage agreements with Springfield Terminal and haulage and trackage rights

³ Construction of the proposed Mechanicville Facility would require a slight relocation of certain tracks of the Canadian Pacific Railway Company ("CP"). CP has consented to this relocation.

⁴ Pan Am currently connects with NECR at East Northfield, MA, Brattleboro, VT, and White River Junction, VT. Applicants will propose improving the connection with NECR by re-establishing a previously existing interchange with NECR at Millers Falls, MA.

agreements with CP, as well as Springfield Terminal's ability to compete with CSXT and other transportation providers, have been seriously constrained by the condition of Springfield Terminal's lines and the lack of needed yard facilities, particularly in Massachusetts and New York. Many sections of the lines to be acquired by PAS can only handle cars of no more than 263,000 pounds, and some sections of the lines to be acquired by PAS are subject to Federal Railroad Administration ("FRA") standards requiring Springfield Terminal to impose "slow orders" limiting train speeds to 10 mph instead of the timetable speed of up to 40 miles per hour. Springfield Terminal has been able to grow its traffic in recent years despite these conditions, but Springfield Terminal and Norfolk Southern agree that substantial improvements need to be made to sustain growth for the long term, particularly with respect to intermodal and automotive traffic.

Applicants plan to invest in the rehabilitation of the PAS-owned rail lines along the Patriot Corridor, the restoration and rehabilitation of a two-and-half mile siding in Pownal, VT and creation of a 19' 6" clearance at nine locations, which will enable the Patriot Corridor to handle multi-level railcars for the movement of automobiles much more efficiently.⁵ The rehabilitation work along the Patriot Corridor will permit the slow orders to be removed and will also increase the line's current load capacity to enable the movement of 286,000 pound cars. The ability to use larger cars to carry potential increases in rail volumes would mean that the daily tonnage of traffic over the line could increase without a proportionate increase in the number of railcars.

⁵ Currently, multi-level cars can move between Mechanicville and Ayer, but there are few places where two such cars can pass in opposite directions. The added clearances will enable trains with multilevel cars to operate without causing long delays to other trains.

Of equal importance, Applicants intend to build the Mechanicville Facility, a new intermodal and automotive facility proposed to be constructed on former rail yard property to be owned by PAS at Mechanicville, NY,⁶ and to improve the existing intermodal facility at Ayer, MA. A new automotive facility at nearby San Vel also will be constructed and contributed. The proposed Mechanicville Facility is particularly important because it will permit Norfolk Southern to assemble and disassemble double-stack intermodal trains far more efficiently than is now possible at CP's Mohawk Yard in Schenectady, NY. Double-stack transportation, the movement of one container on top of another, is the most efficient form of rail-based trailer/container transportation available. At present, although the CP and Norfolk Southern lines between western points and the Albany/Schenectady area are capable of handling double-stack trains, the lack of efficient intermodal facilities in the Albany area has prevented Norfolk Southern from moving substantial amounts of freight via double-stack over those lines, making Ayer primarily a single-stack option. Furthermore, while the Hoosac Tunnel in western Massachusetts allows for the movement of a "high-low" double stack configuration, it does not allow for the double-stack movement of a "high-high" configuration,⁷ and the costs to clear that tunnel for double-stack "high-high" would be prohibitive (Applicants have no intent to perform work to further clear the Hoosac Tunnel as part of this Transaction.)

⁶ The property at Mechanicville consists of property that will be owned by PAS plus a parcel that PAS will have an option to buy. The site contained two rail yards some years ago and is currently in an industrial zone. The New York State Department of Transportation ("NYSDOT") is upgrading the roads that will serve the site specifically to make them suitable for truck traffic. The NYSDOT's completion date is scheduled for 2009.

⁷ Domestic and international intermodal containers come in a "high cube" variation – 9'6" in height – or in a "low cube" variation – 8'6" in height. A so-called "high-low" double stack configuration is one that stacks one of each on top of one another, whereas a so-called "high-high" double stack configuration is one that stacks two of the high cube variation on top of one another.

The proposed Mechanicville Facility would permit Norfolk Southern for the first time to use its capacity to move double-stack intermodal trains between western points and points in the Albany area in two critical ways. First, while freight to Albany has always been a double-stack option, the fact that Ayer, MA was primarily a single-stack option limited the amount of stacking of high-cube containers that Norfolk Southern could do for either market. The proposed Mechanicville Facility will allow Norfolk Southern to “filet” (convert double-stack trains to single-stack trains for further eastern movement to Ayer) and “toupee” (convert single-stack trains to double-stack trains for further movement to points west of Albany). This filet and toupee operation will improve Norfolk Southern’s ability to double stack both Albany-area and Ayer freight to the proposed hub at Mechanicville. The second key component of the project will be to increase siding capacity or clearance on PAS so that when there are movements of dimensional trains (those with stacks or “multilevels” (railcars for automotive traffic) on them), these trains will be able to pass at multiple locations on the route (in contrast to only one location now), thus improving fluidity and capacity on the PAS Lines.

IV. The Board’s Regulatory Review Process

The Board is an independent federal regulatory agency with jurisdiction over certain surface transportation matters, including railroad line constructions, acquisitions and mergers. *See* 49 U.S.C. §§10901, 11323-11325. When the Board determines, based on a transaction’s economic and competitive merits, that it is consistent with the public interest, the Board is required by statute to approve and authorize the proposed construction, merger or acquisition. In determining the public interest, the Board’s well-established and court-approved practice is to weigh the gains in operating efficiency and marketing capability realized through a particular railroad consolidation against any consequent reduction in competition.

Norfolk Southern and PARI believe that the Transaction would clearly have no anticompetitive effects and would have positive public benefits, as described herein and in the Application. Accordingly, Applicants have requested that the Transaction be classified as a “minor” one under the Board’s rules.⁸ If the Board classifies the Transaction as “minor” under its rules, it will be required by statute to issue a final decision within 180 days of the filing of the Application.⁹ Applicants have requested that the Board establish a procedural schedule for its review of the Transaction that would provide for issuance of a final decision by October 8, 2008.

V. NEPA and Its Implementing Regulations

NEPA generally requires federal agencies to consider “to the fullest extent possible” environmental consequences “in every recommendation or report on major federal actions significantly affecting the quality of the human environment”¹⁰ Regulations governing implementation of NEPA have been promulgated by the Council on Environmental Quality (“CEQ”)¹¹ and by the Board.¹² SEA is responsible for conducting environmental review on behalf of the Board, evaluating potential environmental impacts, and recommending environmental mitigation conditions to the Board.¹³

Under the CEQ and Board regulations, actions are separated into three classes that prescribe the level of documentation required in the NEPA process. Actions that may

⁸ 49 C.F.R. §§1180.2(h), (c).

⁹ 49 U.S.C. §11325(d).

¹⁰ 42 U.S.C. §4332(2)(C).

¹¹ 40 C.F.R. Parts 1500-1508.

¹² 49 C.F.R. Part 1105.

¹³ In imposing environmental mitigation conditions, the Board has consistently focused on the potential environmental impacts that would result directly from Transaction-related changes in activity levels on existing rail lines and at rail facilities. The Board typically does not require mitigation for pre-existing environmental conditions, such as the effects of current railroad operations

significantly affect the environment generally require the agency to prepare a full environmental impact statement ("EIS").¹⁴ Actions that may or may not have a significant environmental impact ordinarily require the agency to prepare a more limited environmental assessment ("EA").¹⁵ An EA is a document containing environmental analysis sufficient for the Board to determine whether it should prepare an EIS or make a finding that the transaction will have no significant environmental impact.

Finally, actions whose environmental effects are ordinarily insignificant may normally be categorically excluded from NEPA review.¹⁶ Included in this category are trackage rights, as well as control transactions that would not result in operational changes that exceed certain rail activity thresholds established by the Board. *See* 49 C.F.R. 1105.7(e)(4), (5). Even where the Board's thresholds are met, the Board may reclassify a particular transaction or modify the requirement that an EA or an EIS be prepared, if the railroad demonstrates that the Transaction has no potential for significant environmental effects.¹⁷

VI. Applicability to This Case

Norfolk Southern and PARI assert that the Transaction will have insignificant environmental impacts and therefore no further formal environmental review is necessary under NEPA and the Board's environmental rules. The Transaction is expected to result in only modest incremental changes in carrier operations, as explained in more detail below. Moreover, the trackage rights to be acquired by PAS are a class of activity to which a general categorical

¹⁴ 40 C.F.R. §1501.4(a)(1); 49 C.F.R. 1105.4(l), 1105.6(a).

¹⁵ 40 C.F.R. §1501.4(c); 49 C.F.R. §§1105.4(d), 1105.6(b).

¹⁶ 40 C.F.R. §§1500.4(p), 1501.4(a)(2), 1508.4; 49 C.F.R. §1105.6(c), (d).

¹⁷ 49 C.F.R. §1105.6(d).

exemption from formal environmental review applies.¹⁸ To the extent that any of the Board's thresholds for further environmental review are projected to be met or exceeded, the relevant incremental operational changes are not expected to result in any significant environmental impacts.

To provide context for the projected operational changes in rail activity, relevant portions of the Board's environmental rules are summarized in the table below.

Board Thresholds for Environmental Analysis
49 C.F.R. §1105.7(e)(5)

System Component	Noise	Air Quality Attainment^a and Class I Areas	Air Quality Nonattainment^b Areas
Rail Line Segments	Increase of 8 trains per day, or 100% increase in annual gross ton-miles		Increase of 3 trains per day, or 50% increase in annual gross ton-miles
Rail Yards, Facilities	100% increase in carload activity per day		20% increase in carload activity per day
Truck Traffic	Increase of 50 trucks per day, or 10% increase in average daily traffic volumes on any affected road segment		

a Air quality attainment areas are those where ambient air pollution levels meet National Ambient Air Quality Standards ("NAAQS") established to protect human health

b Air quality nonattainment areas are those where ambient air pollution levels fail to meet NAAQS established to protect human health

Source 49 C.F.R. §1105.7(e)

Exhibit B summarizes the projected traffic changes related to the Transaction, as well as the changes in yard or other rail facility activity resulting from the Transaction.¹⁹ Norfolk Southern and PARI have carefully considered reasonably foreseeable changes in rail and truck traffic and yard activity projected to occur within five years of the date of the Application if the

¹⁸ 49 C.F.R. §1105.6(c)(4).

¹⁹ Each of the tables in Exhibit 5 includes each rail line segment's and each facility's organic growth, which is growth in traffic or activity that would be expected notwithstanding the Transaction and is not subject to Board jurisdiction. Organic growth is not included in Transaction-related growth.

Transaction is approved by the Board. Those projected changes are set forth in Exhibit B and their significance is explained in further detail herein. Where any of these projections meet or exceed the regulatory thresholds under 49 C.F.R. §1105.7(e)(5), Applicants have conducted further analysis regarding air effects and, as applicable under the Board's rules, noise effects of the Transaction, and demonstrate that there are no significant environmental impacts caused by the Transaction

VII. Evaluation of Potential for Environmental Impacts

The analyses of the potential environmental impacts of the Transaction undertaken by Applicants show that no significant adverse impacts are likely. As such, no further environmental study is warranted by the Board

A Rail Line Segments

The Transaction includes approximately 238.4 miles of PAS-owned rail line, divided into nine rail line segments. The Transaction also includes approximately 198.4 miles of trackage rights over six other railroads (Massachusetts Bay Transportation Authority ("MBTA"), Amtrak, NECR, CP, Metro North Commuter Railroad ("MNCR") and CSXT), divided into nine additional rail line segments. The Board has established a general categorical exclusion from environmental review for trackage rights.²⁰ The categorical exclusion for trackage rights, like the other classes of transactions which the Board's regulations categorically exclude from formal environmental review, stems from the Board's judgment that trackage rights are not generally types of actions which individually or cumulatively have sufficient potential for significant environmental impacts to merit formal environmental review.²¹ For informational purposes only.

²⁰ 49 C.F.R. §1105.6(c)(4)

²¹ The CEQ defines "categorical exclusion" to be "a category of actions which do not individually or cumulatively have a significant effect on the human environment and which have

therefore, Applicants have evaluated five-year projected traffic changes related to the Transaction on those portions of the rail over which PAS will operate via trackage rights and discuss those projected changes herein

All of the PAS-owned rail line segments are located in areas classified under the Clean Air Act as nonattainment for certain NAAQS criteria. Exhibit C lists the counties through which all of the PAS Lines traverse, including both the PAS-owned rail lines and the segments over which PAS will have trackage rights, and the attainment status for criteria pollutants for each relevant county.

Base case and five-year projected traffic are provided for all of the PAS-owned rail line segments at Exhibit B, Tables 1 and 2,²² to show the changes in rail traffic projected to occur as a result of the Transaction. None of the nine PAS-owned rail line segments is projected to experience Transaction-related rail traffic changes that would meet or exceed applicable Board thresholds for environmental review in nonattainment areas, based either on increases in trains per day (at least three additional trains a day) or increases in annual gross ton miles ("GTM") (at least 50% increase in annual GTM).²³

With respect to the nine segments over which PAS will have trackage rights (discussed herein for informational purposes since, as described above, the Board has established a categorical exemption from formal environmental review for trackage rights), eight are located

been found to have no such effect in procedures adopted by a Federal agency in implementation of [CEQ's] regulations ...and for which, therefore, neither an [EA] nor an [EIS] is required." The Board identifies several categories of transactions that are categorically excluded from environmental documentation. See 49 C.F.R. §1105.6(c)

²² Exhibit B, Table 1 reflects both Transaction-related traffic projections as well as unrelated traffic changes due to expected organic growth in Applicants' traffic unrelated to the Transaction and not subject to Board jurisdiction. Thus, the projected traffic changes described in this table provides a conservative estimation of the Transaction-related traffic changes.

²³ 49 C.F.R. §1105.7(e)(5)(ii)(A)

in areas classified under the Clean Air Act as nonattainment for certain NAAQS criteria, while the ninth rail line segment (White River Junction, VT to E. Northfield, MA, owned by NECR) is classified under the Clean Air Act as attainment for all NAAQS criteria. Base case and five-year traffic changes projected to occur as a result of the Transaction are provided at Exhibit B, Tables 3 and 4 for each of the nine segments over which PAS will have trackage rights.²⁴ Applicants do not have full information regarding traffic counts or GTM associated with the trackage segments since those rail line segments are owned and operated by other railroads.²⁵ None of the nine PAS trackage rights rail line segments is projected to experience an increase in Transaction-related rail traffic that would meet or exceed the Board's threshold for an increase in daily train traffic in a nonattainment area (at least three additional trains per day) or an attainment area (at least eight additional trains per day), as relevant to the location of the rail line segments,²⁶ even in the absence of the Board's general categorical exclusion from environmental review applied to trackage rights.²⁷

Only one of the PAS trackage rights rail line segments, Mohawk Yard, NY to Crescent, NY (CP-owned rail), is projected to experience an increase in annual GTM of traffic of 50% or more in 2012 when conservatively using only Applicants' annual GTM data. To project 2012 Transaction-related traffic changes on that trackage rights rail line segment (expressed in annual GTM), Applicants extrapolated from (1) publicly available information for 2007 base Amtrak

²⁴ Exhibit B, Table 3 reflects both Transaction-related traffic projections as well as unrelated traffic changes due to expected organic growth in Applicants' traffic unrelated to the Transaction and not subject to Board jurisdiction. Thus, the projected traffic changes described in this table provides a conservative estimation of the Transaction-related traffic changes.

²⁵ As such, Exhibit B, Tables 3 and 4, reflect only Applicant train traffic and GTM data, with the exception of the Mohawk Yard, NY to Crescent, NY segment discussed in the following paragraph

²⁶ 49 C.F.R. §1105.7(c)(5)(i)(A) and (ii)(A)

²⁷ 49 C.F.R. §1105.6(c)(4).

traffic (expressed in annual GTM), and (2) 2012 projected CP traffic (expressed in annual GTM) derived from confidential waybill information and publicly available information.²⁸ The result, as shown in Exhibit B, Table 4, is that the Transaction-related growth on this line segment would represent an approximate 58% overall increase.²⁹ That percentage only slightly exceeds the Board's 50% annual GTM threshold that would be applied to PAS-owned rail line segments in nonattainment areas. Moreover, the Mohawk Yard, NY to Crescent, NY rail line segment for which PAS will acquire trackage rights is expected to experience only 1.5 additional trains per day as a result of the Transaction, half of the Board's three additional trains per day threshold that would apply to PAS-owned rail line segments in nonattainment areas.

One of the nine PAS trackage rights rail line segments, White River Junction, VT to E. Northfield, MA, is located in an area classified under the Clean Air Act as attainment. It is projected to experience a decrease in annual GTM of traffic. For the seven remaining PAS trackage rights rail line segments, the projected increase in annual GTM related to the Transaction is below the Board's 50% annual increase in GTM threshold for environmental review in Clean Air Act nonattainment areas that would apply to PAS-owned rail, even without including the owning or other railroads' GTM over those segments.

²⁸ Publicly available information is not sufficiently detailed to permit Applicants to project five-year changes in Amtrak traffic, expressed in annual GTM, on this rail line segment. Therefore, Applicants did not project passenger rail growth on the Mohawk Yard, NY to Crescent, NY rail line segment for purposes of these calculations. The 2007 base Amtrak traffic was extrapolated from public train schedule data and stated in annual GTM.

²⁹ Except for the Mohawk Yard to Crescent segment, each of the other trackage rights segments in Table 4 uses only Applicant GTM data, and does not incorporate the owning railroad's or any other railroad's traffic, which is unknown to Applicants. As such, these are very conservative estimates of GTM percentage changes, as inclusion of other non-Applicant rail traffic would lead to lower percentage changes resulting from the Transaction.

B Rail Yards

As a component of the Transaction, PAS will acquire and operate 9 rail yards or rail facilities located or to be located at Mechanicville, NY, East Deerfield, MA, Gardner, MA, Fitchburg, MA, Waterbury, CT, Plainville, CT, and three facilities at or near Ayer, MA. All of the yards and facilities to be acquired by PAS as part of the Transaction are located in areas classified under the Clean Air Act as nonattainment for at least one criteria pollutant. Exhibit B, Table 5, reflects 2007 base yard activity as well as Transaction-related growth projected for 2012 at each rail yard or facility included in the Transaction. The East Deerfield, MA, Gardner, MA, Fitchburg, MA, Waterbury, CT and Plainville, CT facilities are typical rail yards, at which Springfield Terminal conducts switching operations on behalf of PARI, and, after approval of the Transaction, will perform such operations on behalf of PAS. The Transaction is not anticipated to result in any activity level changes at any of these rail yards.

As described above, the Transaction contemplates the proposed construction of an intermodal and automotive transload facility at Mechanicville, near Albany, NY.³⁰ The proposed facility will be constructed on a 64-acre site that will be owned by PAS.³¹ The intermodal yard will have facilities for “filting” incoming double-stack intermodal trains (converting double-stack trains to single-stack trains) and for “toupeeing” incoming single-stack trains (converting single-stack trains to double-stack trains). Such facilities are not available at CP’s Mohawk Yard, where Norfolk Southern and Springfield Terminal currently interchange traffic with each other and with CP. The automobile transload portion of the Mechanicville Facility is initially

³⁰ PAS will obtain applicable federal and, to the extent applicable, state environmental permits for construction of the new Mechanicville Facility and San Vel Automotive.

³¹ The property is located in three towns located in the Capital District of Saratoga County, NY, including the Towns of Halfmoon, Stillwater, and the City of Mechanicville. The majority of the parcel is located in Halfmoon.

planned to have 690 20-foot by 10.5-foot parking bays and tracks able to hold 15 94-foot auto racks (multilevels). The site contained two rail yards some years ago and is currently in an industrial area. The area is bounded on the north by Route 67, one of the major east-west routes through the area. The project will entail realigning certain CP tracks that traverse the area, to which CP has agreed in principal. The NYSDOT has plans, unrelated to this Transaction, to upgrade the roads in the area specifically to make them more suitable for truck traffic.³² Likewise, the San Vel Automotive facility will be a new automotive transload facility with 810 parking spots proposed to be constructed on vacant property currently owned by PARI (to be owned by PAS after the Transaction is approved) at San Vel near Ayer, MA. The property is zoned for industrial use, and the area is part of the now-closed Fort Devens military base near Ayer, MA

A PARI intermodal facility at Ayer (Ayer Intermodal), a portion of the facility commonly referred to as the Hill Yard, is included in the Transaction. PAS will continue existing operations at the facility with minor Transaction-related upgrades. A currently unused automotive transload facility at Ayer, MA (Ayer Automotive) also will be transferred to PAS upon approval of the Transaction. This property is leased to CSXT. The Ayer Automotive facility ceased operations in 2006 and would not be available for use by PAS until after termination of the lease in 2017, and thus a five-year traffic projection is not relevant for that locale.³³

³² See, e.g., <https://www.nysdot.gov/portal/page/portal/news/press-releases/2007/2007-10-221>.

³³ Unrelated to and independent of the Transaction, Norfolk Southern has in place separate plans to build a Thoroughbred Bulk Transfer ("TBT") facility on another piece of property at San Vel. The TBT facility, if built, will handle bulk transfers of corn syrup. Norfolk Southern plans to construct this TBT facility regardless of the disposition by the Board of the Application

As shown in Exhibit B, Table 4, none of the yards and facilities to be acquired by PAS is projected to experience an increase in Transaction-related activity, in rail carloads per day, that would meet or exceed the Board's 20% increase threshold for environmental review applicable to currently active rail yards and facilities.³⁴ The Board's 20% increase in daily carload activity threshold for environmental review is not applicable to the Mechanicville Facility or to San Vel Automotive, which are new facilities proposed to be built on currently vacant properties.³⁵

C Truck Activity

Applicants considered the volume of one-way truck trips at each of the intermodal and automotive facilities to be acquired by PAS.³⁶ The facilities included in the Transaction that would experience more than incidental truck traffic are or will be developed at the following three locations: Mechanicville, NY, where a new intermodal and automotive transload facility is proposed to be developed (Mechanicville Facility); Ayer, MA, where an existing intermodal facility will continue to operate (Ayer Intermodal); and San Vel, near Ayer, MA, where a new automotive transload facility is proposed to be developed (San Vel Automotive). Base case and five-year Transaction-related truck traffic projections for each of these intermodal and automotive facilities are provided in Exhibit B, Table 6.

³⁴ See 49 C.F.R. §1105.7(e)(5)(ii)(B)

³⁵ The Board ruled in *Missouri Central Railroad Co – Acquisition and Operation Exemption – Lines of Union Pacific Railroad Co*, STB Finance Docket No. 33537, decided September 9, 1999, *aff'd sub nom. Lee's Summit v. STB*, 231 F.3d 39 (D.C. Cir. 2000) that its thresholds pertaining to rail yard activity – at least a 100% increase, expressed in carload activity, at rail yards located in Clean Air Act attainment areas and at least a 20% increase in carload activity at rail yards located in nonattainment areas – are not applicable to new yards which have a base of zero. As such, these thresholds do not pertain to the proposed Mechanicville Facility and the San Vel Automotive facility, where the base for carload activity is necessarily zero.

³⁶ The other facilities to be acquired by PAS are primarily switching yards which do not and will not experience any significant volumes of truck traffic.

The Board's threshold for environmental analysis of truck activity is an average daily increase in Average Daily Traffic ("ADT") of 10% or 50 vehicles a day. In the data included in Exhibit B, Table 6, each round trip truck movement is counted as two trucks. The Ayer Automotive facility, as explained above, is not available for use before 2017 and as such is not projected to experience truck traffic within five years. Ayer Intermodal, which is currently active, is projected to experience an increase in Transaction-related truck activity from a 2007 level of 226 trucks per day (113 round trips), with a five-year projected organic growth of 26 trucks per day (13 round trips), to a combined Transaction-related volume of 310 trucks per day (155 round trips) for a projected additional 58 trucks per day (29 round trips) related to the Transaction. At the proposed Mechanicville Facility, the five-year projection for truck traffic is 334 trucks per day, or 162 round trips. At the proposed San Vel Automotive, the five-year projection for truck traffic is 82 trucks per day, or 41 round trips.³⁷

D. Air Quality Impacts

Applicants have conducted an analysis of air quality impacts caused by the Transaction-related changes in train traffic, yard activity and truck traffic where such changes are projected to exceed the Board's thresholds set out in 49 C.F.R. §1105.7(c)(5). The relevant changes and locations that require study of air quality impacts are the addition of 50 or more trucks per day at the existing Ayer Intermodal and the proposed Mechanicville Facility and San Vel Automotive. In addition, and for informational purposes only, Applicants evaluated the air quality impacts associated with changes in annual GTM on the Mohawk Yard, NY to Crescent, NY trackage

³⁷ Prior to its closure in March 2006, the Ayer Automotive facility, located across the road from the location of the proposed new San Vel Automotive, experienced approximately 64 trucks per day in its last full year of operation. Truck traffic is thus not new to the immediate area.

rights rail line segment, although trackage rights are categorically exempt from such analysis.³⁸ As demonstrated below, none of these activity changes has a significant impact on air quality and thus no further environmental analysis is warranted. No facilities are projected to meet or exceed the Board's applicable threshold for changes in yard activity, expressed in carloads per day. Further, on none of the rail line segments to be owned by PAS (or on any of the trackage rights segments, which are categorically exempt from such analysis under 49 C.F.R. §1105.6(c)(4)) is additional train traffic projected to meet or exceed the Board's threshold of at least 3 additional trains per day (or 8 trains per day for the trackage rights segment in an attainment area).

Applicants determined that the emissions of relevant criteria pollutants associated with (1) the increased truck traffic at Ayer Intermodal related to the Transaction, (2) the truck traffic at the new San Val Automotive, and (3) the combination of truck traffic at the new Mechanicville Facility and Transaction-related increase in rail traffic, expressed in annual GTM, on the Mohawk Yard, NY to Crescent, NY trackage rights rail line segment³⁹ are well within the *de minimis* levels of emissions established by EPA's General Conformity Rule for measuring air quality impacts in a given region.⁴⁰ If the net NAAQS criteria pollutant emissions increases

³⁸ 49 C.F.R. §1105.6(c)(4).

³⁹ Relevant NAAQS criteria pollutant emissions associated with the Transaction-related truck activity at each facility were calculated by multiplying the number of projected truck trips per day by the average estimated trip distance to determine vehicle-miles traveled ("VMT"). The VMT was multiplied by emissions factors (in grams per VMT) with EPA MOBILE6.2 model. Emissions from trucks idling at the facility were calculated in a similar way using average idling time (in hours per trip) and emissions factors (in grams per vehicle-hour). Emissions (in grams per day) were then converted to tons per year. Locomotive emissions on the Mohawk Yard, NY to Crescent, NY trackage rights rail line segment were calculated by dividing the Transaction-related traffic (in annual GTM) by the fuel efficiency factor (in GTM per gallon of fuel used) to determine total fuel usage (in gallons per year). Fuel usage was multiplied by EPA emission factors (in pounds of emissions per gallon of fuel) to determine total annual emissions from locomotives on that rail line segment.

⁴⁰ 40 C.F.R. Part 51, Subpart W. Although EPA's General Conformity Rule is not directly applicable to Board actions, it nevertheless provides useful thresholds for measuring the air

related to a project are less than the General Conformity Rule *de minimis* levels, then the project “conforms” and no further air quality impact evaluation is warranted. Exhibit D, Table 1 presents the emission increases associated with such projected Transaction-related activity at the three facilities and compares those emissions to the General Conformity Rule *de minimis* emissions levels for the nonattainment regions in which each facility is located.⁴¹ For informational purposes, Applicants also analyzed the projected Transaction-related annual GTM changes on the Mohawk Yard, NY to Crescent, NY rail line segment⁴² and compared those emissions to the General Conformity Rule *de minimis* emissions levels for the relevant

quality impacts of a proposed project before the Board. The General Conformity Rule defines a “conforming” project as one that: conforms to the approved State Implementation Plan’s (“SIP”) overall objective of eliminating or reducing the severity and number of air quality violations in a state, and achieving expeditious attainment of the NAAQS; does not cause or contribute to new NAAQS violations in the area; and does not increase the frequency or severity of existing NAAQS violations or impede required progress toward attainment. The General Conformity Rule establishes emissions thresholds, or *de minimis* levels, for use in evaluating the conformity of a project. If the net emission increases due to a project are less than these thresholds, the project is presumed to conform and no further conformity evaluation is warranted.

⁴¹ The existing Ayer Intermodal facility and the proposed San Vel Automotive facilities are both located in what is referred to as the Boston-Lawrence-Worcester (Eastern Massachusetts), MA Nonattainment Area. That region is in attainment for all NAAQS criteria pollutants except 8-hour ozone. As such, only the ozone precursors, VOCs and NOx, are relevant to this analysis. Conformity evaluation is not warranted for the other criteria pollutants since the region is in attainment for those pollutants. Because Ayer Intermodal and the proposed San Vel Automotive are located in the same nonattainment region, Applicants evaluated the sum of the Transaction-related truck emissions of VOCs and NOx associated with both facilities and compared that sum to the applicable General Conformity thresholds for VOCs and NOx in that nonattainment region. The proposed Mechanicville Facility is located in what is referred to as the Albany-Schenectady-Troy, NY Nonattainment Area, which is also nonattainment only for 8-hour ozone and thus Applicants evaluated the ozone precursors, VOCs and NOx.

⁴² As discussed above, the Mohawk Yard, NY to Crescent, NY rail line segment is included in the nine rail line segments for which PAS will operate via trackage rights. As such, the Board’s exemption from environmental review for trackage rights, 49 C.F.R. §1105.6(c)(4), is applicable. Applicants provide herein an air quality impact analysis for the projected GTM traffic changes on this line segment for informational purposes only.

nonattainment region.⁴³ As shown in Exhibit D, Table 1, all such Transaction-related air emissions are well within the acceptable *de minimis* levels for NAAQS emissions and thus would have no significant air quality impacts.

While some new or additional truck traffic is projected as a result of the Transaction at the three facilities as described above, other truck traffic – over 19,000 trucks per year by 2012, with close to 35,000 trucks per year diverted by 2015 – is projected to be removed from the highways by the end of 2012 as shippers choose to transport their goods via the more efficient rail service that will be available to them as a result of the Transaction. This diversion of over 19,000 trucks per year to more fuel efficient, less polluting and safer transport via rail is an important environmental and safety benefit of the Transaction.

E Noise Impacts

Applicants also considered noise impacts associated with the increases in Transaction-related five-year projected truck traffic associated with the Mechanicville Facility, Ayer Intermodal and San Val Automotive where the Board's threshold of more than an additional 50 trucks per day would be exceeded.⁴⁴ The Board considers noise impacts to be potentially significant only where noise levels would increase by at least 3 decibels ("dBA") and the resulting noise level experienced would be 65 dBA or greater. Applicants determined that the increase in projected truck traffic at the three facilities would result in a change of less than

⁴³ The Mohawk Yard, NY to Crescent, NY trackage rights rail line segment is also located in the Albany-Schenectady-Troy, NY Nonattainment Area. Accordingly, Applicants evaluated the sum of the VOC and NOx emissions for the Transaction-related rail traffic increases projected for that rail line segment and the Transaction-related truck emissions of VOCs and NOx associated with the proposed Mechanicville Facility and compared that sum to the applicable General Conformity thresholds for VOCs and NOx in that nonattainment region

⁴⁴ 49 C F R §1105.7(e)(5)(i)(C) and (6).

3 dBA on road segments where truck traffic is expected to be routed.⁴⁵ Exhibit D, Table 2 provides 2007 AADT and projected 2012 AADT volumes for the road segment with the lowest current traffic volume for each anticipated truck route to and from each of the facilities, based on available public information.⁴⁶ Because these road segments have the lowest current traffic volumes, the estimated increase in truck noise related to the Transaction would be larger than for other road segments that have higher traffic volumes. Thus Applicants' analysis of the noise impact of the truck traffic at the three facilities is conservative, *i e* , projects the noise impact related to the road segment on which Applicants would anticipate seeing the largest change in dBA attributed to the Transaction-related truck traffic

Since the projected truck traffic associated with the three facilities will not result in a 3 dBA or greater increase in noise, no significant noise impacts are expected and no further noise analysis is warranted.⁴⁷

⁴⁵ Applicants calculated noise related to the existing truck traffic near Ayer Intermodal and the proposed Mechanicville Facility and San Vel Automotive and to projected Transaction-related truck traffic associated with those facilities using projected 2012 average annual daily traffic ("AADT") volume and truck traffic percentages on roads near the facilities. AADT information, truck percentages and annual vehicle growth data were obtained through the Massachusetts Highway Department and the "Commonwealth of Massachusetts Long Range Transportation Plan – 2006" (for Ayer Intermodal and San Vel Automotive) and the NYSDOT internet "traffic data viewer," "2006 Traffic Data Report for New York State" and "New Visions for Capital District Transportation – New Visions 2025 Amendment" (for Mechanicville Facility). The increase in Day Night Average Noise Level ("DNL") was then calculated on the basis of the following equation:

$$\text{Change in DNL (dBA)} = 10\log (2012 \text{ truck volume} / \text{existing truck volume})$$

⁴⁶ The road segments used and for which AADT data is provided in the table are: for Ayer Intermodal, Routes 2A and 110 (west of Willow Road); for San Vel Automotive, Willow Road (north of Routes 2A and 110); and for Mechanicville Facility, Route 67 west of Mechanicville.

⁴⁷ None of the rail line segments included in the Transaction is projected to experience an increase in either the volume of Transaction-related train traffic or the annual GTM of Transaction-related traffic that comes close to the Board's threshold for noise analysis of at least 8 additional trains per day or at least a 100% increase in traffic expressed in annual GTM. See 49 C.F.R. §1105.7(e)(6). Similarly, none of the PAS rail yards or facilities is projected to meet

F. Other Environmental and Historic Issues

Applicants also considered the volume of hazardous materials currently moving and expected to move over the PAS Lines. They determined that no additional hazardous materials traffic was expected to move over the rail line segments as a result of the Transaction. Any increases or decreases in hazardous materials traffic over a five-year period would be the result of modest organic changes in traffic and would be unrelated to the Transaction. *Id.*, any changes in the volume of hazardous materials transported over the PAS Lines would occur without the existence of the Transaction. Moreover, none of the PAS-owned rail line segments currently qualifies as either a "Key Route" (*id.*, a route on which more than 10,000 carloads of hazardous materials would be carried per year) or a "Major Key Route" (*id.*, a route on which the number of hazardous materials carloads would double and would exceed 20,000 carloads per year), nor would the projected organic changes in the volume of hazardous materials traffic cause those rail line segments to become either Key Routes or Major Key Routes.

Applicants have no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.⁴⁸ Nor do Applicants have any plans to abandon any service. The Transaction is to be undertaken for the purpose of continuing rail operations, and further Board approval would in any case be required to abandon any service.⁴⁹ The Transaction also does not contemplate substantial changes to the level of maintenance of railroad property.⁵⁰ Nor will the modest Transaction-related changes contemplated on the lines over which PAS has

or exceed the Board's threshold for noise analysis of at least a 100% increase in yard activity. *Id.* Therefore, the Board's threshold for noise analysis of train traffic and yard activity is not met or exceeded and no noise impact analysis is warranted for train traffic or yard activity related to the Transaction

⁴⁸ 49 C.F.R. §1105.8(b)(1).

⁴⁹ *Id.*

⁵⁰ 49 C.F.R. §1105.8(b)(3).

trackage rights, and which will continue to be owned by other railroads, result in changes to the level of maintenance of railroad property on those rail line segments. Accordingly, Applicants conclude that the Transaction is exempt under the Board's rules from historic review under the National Historic Preservation Act of 1966.⁵¹

In sum, no significant adverse environmental impacts are expected to occur as the result of the Transaction that is before the Board, and no further environmental review is warranted.

VIII. Public Participation

To facilitate public review and comment on all aspects of this Environmental Appendix, Applicants are mailing copies of this Environmental Appendix to appropriate federal, state and local agencies and other interested parties, and placing notices in major newspapers delivered to potentially affected communities, to announce the availability of the Environmental Appendix and that the Board is providing a 30-day period for interested parties to submit comments to SEA by July 7, 2008

The purpose of distribution of this Environmental Appendix to the public is to encourage public and agency involvement and consultation to provide SEA with input on any potentially significant environmental impacts related to the Transaction so that the Board can assess public concerns and issues in determining whether further environmental analysis is necessary

SEA encourages the public to participate in the environmental review of the Transaction by commenting on the Environmental Appendix during the comment period, which ends on July 7, 2008. SEA invites written comments on all aspects of the Environmental Appendix and whether there is any reason that the Transaction could result in potentially significant

⁵¹ 16 U.S.C. §470-470a-2.

environmental impacts warrant preparation of further environmental documentation. Comments may be submitted to the address below.

The Board will post the entire text of this Environmental Appendix, including exhibits, on the Board's web site. The Appendix, as well as the full Application to which this Environmental Appendix pertains, may be viewed by going to <http://www.stb.dot.gov> and clicking on the box labeled "Filings." The Application is filed in Docket No. FD 35147, listed under May 30, 2008.

When submitting comments, please provide one signed original to:

Office of the Secretary
Case Control Branch
STB Finance Docket No 35147
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Include the following notation in the lower left-hand corner of the envelope:

Attention Environmental Filing

Alternatively, comments may be submitted electronically at www.stb.dot.gov. The Board cannot, however, accept oral comments or comments submitted electronically by e-mail at this time. If you have questions, please contact Mr. Ken Blodgett of the Board's Section of Environmental Analysis at (202) 245-0305.

EXHIBIT A TRANSACTION MAP

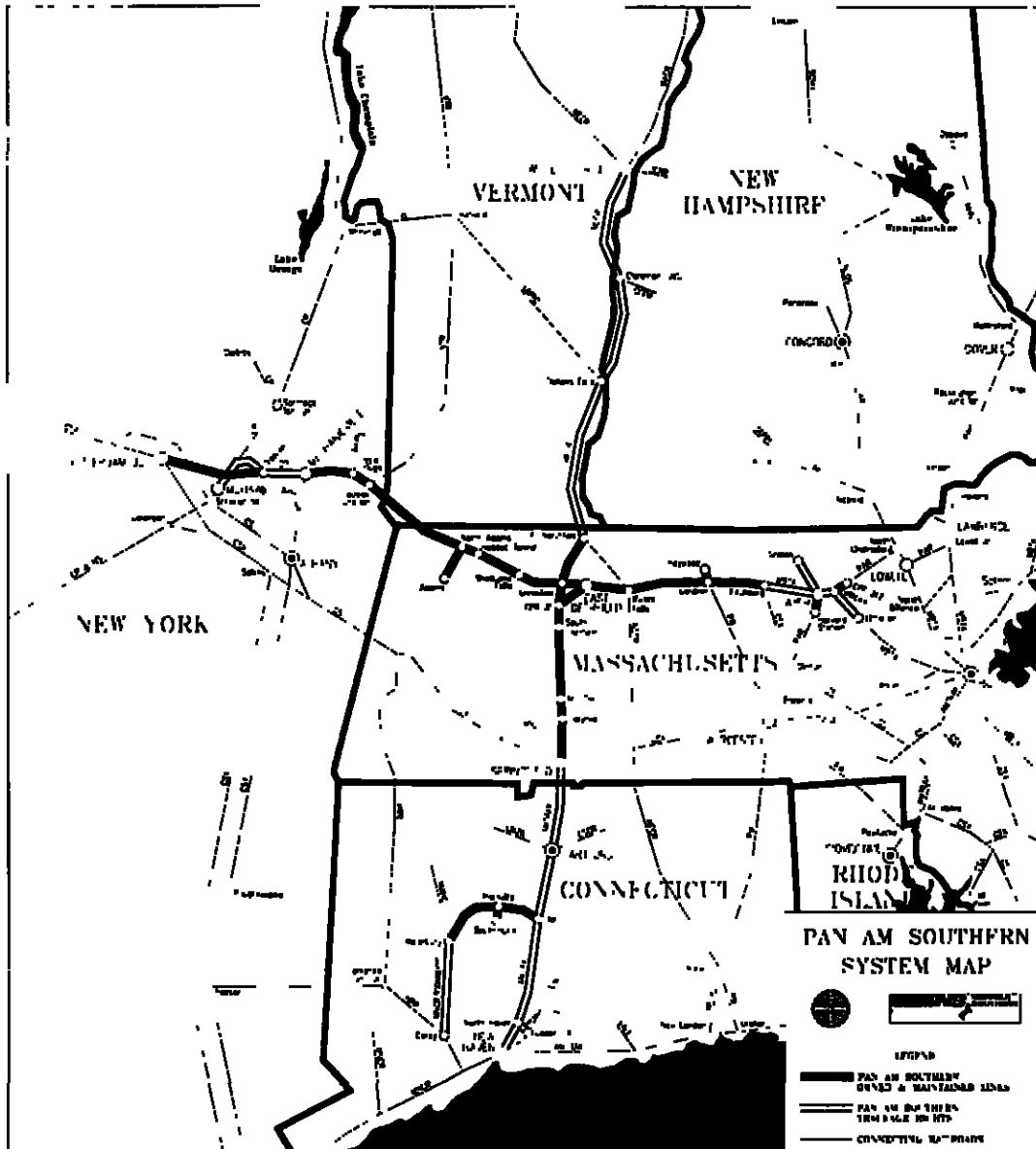


EXHIBIT B TRAFFIC AND ACTIVITY PROJECTIONS

**Table 1. PAS-Owned Segments:
Base Case and Post-Transaction (5-Year Projection) Rail Traffic (Trains/Day)^a**

<i>Rail Line Segment</i>	<i>2007 Base Case (Trains/day)</i>	<i>2012 Projected Traffic (with Transaction)^b (Trains/day)</i>	<i>2012 Projected Transaction- related Traffic Change^b (Trains/day)</i>
Rotterdam Jct , NY – Crescent, NY	3 4	3 4	0
Mechanicville, NY – Hoosick Jct , NY	6 8	9 3	2 5
Hoosick Jct , NY – E. Deerfield, MA	6 8	8 3	1 5
E. Deerfield, MA – Gardner, MA	8 3	9 8	1 5
Gardner, MA – Fitchburg, MA	7 1	8 6	1 5
Willows, MA – CPF312, MA	9 4	9 4	0
Ayer, MA – Harvard Station, MA	2 3	2 3	0
E. Northfield, MA – Springfield, MA	3 4	3 4	0
Berlin, CT – Waterbury, CT	0 3	0 3	0

a. No passenger rail service operates over rail lines to be acquired by PAS

b. These columns include all traffic on the PAS-owned line segments, including expected organic growth in Applicants' traffic unrelated to the Transaction

**Table 2. PAS-Owned Segments:
Base Case and Post-Transaction (5-Year Projection) Rail Traffic
(Million Gross Ton Miles/Year)^c**

<i>Rail Line Segment</i>	<i>2007 Base Case (MGTM/yr)</i>	<i>2012 Projected Traffic (without Transaction)^d (MGTM/yr)</i>	<i>2012 Projected Traffic (with Transaction)^d (MGTM/yr)</i>	<i>2012 Projected Transaction-related Change in Annual MGTM (%)</i>
Rotterdam Jct , NY – Crescent, NY	27 0	31 3	31 3	0 0
Mechanicville, NY – Hoosick Jct , NY	180 6	203 8	244 8	20 1
Hoosick Jct., NY – E. Deerfield, MA	512 5	608 4	723 8	19 0
E. Deerfield, MA – Gardner, MA	336 7	378 4	448 7	18 6
Gardner, MA – Fitchburg, MA	128 0	144 2	172 1	19 3
Willows, MA – CPF312, MA	15 2	17 1	17 1	0 0
Ayer, MA – Harvard Station, MA	6 8	7 9	7 9	0 0
E. Northfield, MA – Springfield, MA	29 7	26 0	26 0	0 0
Berlin, CT – Waterbury, CT	1 7	2 0	2 0	0 0

c. No passenger rail service operates over rail lines to be acquired by PAS

d. These columns include all traffic on the PAS-owned line segments, including expected organic growth in Applicants' traffic unrelated to the Transaction

**Table 3. Trackage Segments:
Base Case and Post-Transaction (5-Year Projection) Rail Traffic (Trains/Day)^e**

Rail Line Segment [Owner]	2007 Base Case (Trains/day)		2012 Projected Traffic (with Transaction) (Trains/day)		2012 Projected Traffic Change (Trains/day)	
	Passenger	Freight	Passenger	Freight	Passenger	Freight
Mohawk Yard, NY – Crescent, NY [CP]	4	51	4	66	0	15
Crescent, NY – Mechanicville, NY [CP]	0	66	0	81	0	15
Springfield, MA – Berlin, CT [Amtrak]	13	<1	13	<1	0	0
Berlin – New Haven, CT [Amtrak]	13	0	13	0	0	0
Fitchburg, MA – Ayer, MA [MBTA]	22	80	22	95	0	15
Ayer, MA – Willows, MA [MBTA]	22	94	22	94	0	0
Willows, MA – Littleton, MA [MBTA]	22	<1	22	<1	0	0
White River Jct., VT – E. Northfield, MA [NECR]	2	<1	2	<1	0	0
Waterbury, CT – Derby, CT [MNCR]	13	<1	13	<1	0	0

e As discussed in Section VII A of the Environmental Appendix, trackage rights are categorically exempt from environmental review under 49 C.F.R. §1105.6(c)(4) and thus Table 3 is provided for informational purposes only. 2007 passenger rail traffic data was obtained from publicly available time tables. Information for 5-year projections of passenger rail traffic is not publicly available, but the Transaction is not anticipated to affect passenger rail traffic. Data for non-Applicant freight traffic for rail lines over which Applicants operate via trackage rights is not publicly available, and thus, traffic data in each freight column in this table reflects only Applicants' freight traffic, including, for all but 2007 Base Case, expected organic growth in Applicants' traffic unrelated to the Transaction. The Transaction is not anticipated to affect other railroad's freight traffic over these trackage segments.

**Table 4. Trackage Segments:
Base Case and Post-Transaction (5-Year Projection) Rail Traffic
(Million Gross Ton Miles/Year)^f**

<i>Rail Line Segment [Owner]</i>	<i>2007 Base Case (MGTM/yr)</i>	<i>2012 Projected Traffic (without Transaction) (MGTM/yr)</i>	<i>2012 Projected Traffic (with Transaction) (MGTM/yr)</i>	<i>2012 Projected Transaction-Related Change in Annual MGTM (%)</i>
Mohawk Yard, NY – Crescent, NY [CP]	47.0	50.2	79.4	58.2
Crescent, NY – Mechanicville, NY [CP]	81.5	87.1	115.4	32.5
Springfield, MA – Berlin, CT [Amtrak]	6.2	7.2	7.2	0.0
Berlin - New Haven, CT [Amtrak]	0.0	0	0	0.0
Fitchburg, MA – Ayer, MA [MBTA]	112.0	125.8	150.7	19.8
Ayer, MA – Willows, MA [MBTA]	15.2	17.1	17.1	0.0
Willows, MA – Littleton, MA [MBTA]	0.1	0.1	0.1	0.0
White River Jct., VT – E. Northfield, MA [NECR]	20.8	6.9	6.9	0.0
Waterbury, CT – Derby, CT [MNCR]	0.0	0.02	0.02	0.0

f As discussed in Section VII A of the Environmental Appendix, trackage rights are categorically exempt from environmental review under 49 C.F.R. §1105.6(c)(4) and thus Table 4 is provided for informational purposes only. Base and post-Transaction GTM data is not publicly available for passenger and non-Applicant traffic on rail lines over which Applicants operate via trackage rights, and therefore, except for the Mohawk Yard to Crescent segment, data in this table reflects only Applicants' freight traffic, including, for all but 2007 Base Case, expected organic growth in Applicants' traffic unrelated to the Transaction. As such, except for the Mohawk Yard to Crescent segment, the final column reflects only the percentage change in Applicants' projected post-Transaction traffic and not the percentage of Transaction-related traffic as relates to all passenger and freight traffic for the relevant rail lines. As a result, except for the Mohawk Yard to Crescent segment, this table likely overstates the relative impact of the Transaction on these trackage rights line segments. As noted in Section VII A of the Environmental Appendix, the Mohawk Yard to Crescent segment uses publicly available as well as certain non-public CP and Amtrak data to estimate the change in GTM with more accuracy. The Transaction is not anticipated to affect passenger or other railroads' freight traffic over these trackage segments.

**Table 5. Base Case and Post-Transaction (Five-Year Projection) Yard Activity
(Carloads Per Day)^g**

<i>Yard/Facility Location</i>	<i>2007 Base Activity (Carloads/day)</i>	<i>2012 Projected Activity (without Transaction)^h (Carloads/day)</i>	<i>2012 Projected Activity (with Transaction)^h (Carloads/day)</i>	<i>2012 Projected Transaction-related Change in Carloads/day (%)</i>
Mechanicville, NY	NA	NA	46	NA
East Deerfield, MA	201	234	234	0 0
Fitchburg, MA	20 4	23 6	23 6	0 0
Gardner, MA	28	29	29	0 0
San Vel Automotive, MA	NA	NA	58	NA
Ayer Automotive, MA ⁱ	0	0	0	NA
Ayer Intermodal, MA	158	181	191	5 5
Waterbury, CT	1 58	1 8	1 8	0 0
Plainville, CT	4 96	5 7	5 7	0 0

- g 2012 post-Transaction projections assume intermodal units per car will be the same as base case. Percentages are not calculated at currently vacant facilities, as discussed in Section VII B of the Environmental Appendix, where the STB threshold for percent increase in yard activity at 49 C.F.R. §1105.7(e)(5)(ii)(B) is not applicable. "2012 Projected Activity" and "2012 Projected Change in Carloads/day" include all activity at the yards, including organic growth expected to occur without the Transaction.*
- h These columns include all of Applicants' activity at the yard/facilities, including expected organic growth in Applicants' carload per day activity unrelated to the Transaction.*
- i Until March 1, 2006, Ayer Automotive operated as an automotive yard. During its last full year of operations in 2005, Ayer Automotive experienced yard activity of approximately 21 carloads per day.*

**Table 6. Base Case and Post-Transaction (Five-Year Projection) Truck Activity
(Trucks Per Day)^j**

Facility Location	2007 Base Activity (Trucks/day)	2012 Projected Activity (without Transaction)^k (Trucks/day)	2012 Projected Truck Trips (with Transaction)^k (Trucks/day)	2012 Projected Transaction-related Change in Truck Activity (Trucks/day)
Mechanicville, NY (Intermodal and Automotive)	NA	NA	334	334
Ayer Intermodal, MA	226	252	310	58
San Vel Automotive, MA	NA	NA	82	82
Ayer Automotive, MA ^l	0	0	0	0

j All per day truck traffic calculations are based on 361 days of operation per year. None of the other yards, which are mainly switching yards, will have significant truck activity.

k These columns include truck activity associated with the facilities, including expected organic growth in truck traffic related to Applicants' activities at the facilities that is unrelated to the Transaction.

l. Until March 1, 2006, Ayer Automotive operated as an automotive yard. During its last full year of operations in 2005, Ayer Automotive experienced truck activity of approximately 64 trucks per day.

EXHIBIT C CLEAN AIR ACT ATTAINMENT STATUS

All of the 17 counties through which the PAS Lines (including both owned and trackage rights segments) traverse are in attainment for the following NAAQS criteria pollutants: 1-hour ozone, carbon monoxide, nitrogen dioxide, sulfur dioxide, PM-10, and lead. As such, these criteria are not addressed in the Environmental Appendix. Of the 17 counties, five are in attainment for all NAAQS criteria pollutants. 12 counties are in nonattainment status for 8-hour ozone, with one of these counties in nonattainment for both ozone and PM-2.5. The table below lists the attainment status of the relevant counties for ozone and PM2.5. VOCs and NOx are precursors to 8-hour ozone and therefore the air analysis in Exhibit D addresses VOCs and NOx to evaluate the air quality impacts related to the ozone nonattainment regions that are included in that exhibit.

<u>State/County</u>	<u>Attainment/Non-attainment Region</u>	<u>Attainment Status</u>	
		<u>Ozone</u>	<u>PM2.5</u>
<u>Connecticut</u>			
Hartford	Greater Connecticut, CT (Moderate)	NonAtt	Att
Litchfield	Greater Connecticut, CT (Moderate)	NonAtt	Att
New Haven	New York-N. New Jersey-Long Island, NY-NJ-CT (Moderate)	NonAtt	NonAtt
<u>Massachusetts</u>			
Berkshire	Springfield (Western MA), MA (Moderate)	NonAtt	Att
Franklin	Springfield (Western MA), MA (Moderate)	NonAtt	Att
Worcester	Boston-Lawrence-Worcester (E. MA), MA (Moderate)	NonAtt	Att
Middlesex	Boston-Lawrence-Worcester (E. MA), MA (Moderate)	NonAtt	Att
Hampshire	Springfield (Western MA), MA (Moderate)	NonAtt	Att
Hampden	Springfield (Western MA), MA (Moderate)	NonAtt	Att
<u>New Hampshire</u>			
Cheshire	N/A	Att	Att
Sullivan	N/A	Att	Att
<u>New York</u>			
Rensselaer	Albany-Schenectady-Troy, NY (Subpart 1)	NonAtt	Att
Saratoga	Albany-Schenectady-Troy, NY (Subpart 1)	NonAtt	Att
Schenectady	Albany-Schenectady-Troy, NY (Subpart 1)	NonAtt	Att
<u>Vermont</u>			
Bennington	N/A	Att	Att
Windham	N/A	Att	Att
Windsor	N/A	Att	Att

EXHIBIT D
AIR QUALITY AND NOISE ANALYSIS

Table 1. Air Quality Analysis

Emissions (tons/year)

<i>Pollutant</i>	<i>2007 Base Activity</i>	<i>2012 Projected Activity (without Transaction)^a</i>	<i>2012 Projected Activity (with Transaction)^a</i>	<i>2012 Projected Transaction-related Change in Emissions</i>	<i>General Conformity Threshold (Ozone Precursors tons/year)</i>
Albany-Schenectady-Troy, NY Nonattainment Area					
Intermodal/Automotive Facilities					
Drayage Truck Trips					
Mechanicville, NY^b					
VOC	NA	NA	0.3	0.3	50
NOx	NA	NA	6.6	6.6	100
Rail Line Segments					
Mohawk Yard, NY – Crescent, NY [CP]^c					
VOC	0.6	0.6	1.0	0.4	50
NOx	11.2	10.7	17.0	6.3	100
Total Emissions					
VOC	0.6	0.6	1.0	0.4	50
NOx	11.2	10.7	17.0	6.3	100
Boston-Lawrence-Worcester (Eastern Massachusetts), MA Nonattainment Area					
Ayer Intermodal, MA					
VOC	0.3	0.3	0.3	0.1	50
NOx	8.5	5.0	6.2	1.2	100
San Vel Automotive, MA^b					
VOC	NA	NA	0.1	0.1	50
NOx	NA	NA	0.8	0.8	100
Total Emissions					
VOC	0.3	0.3	0.4	0.1	50
NOx	8.5	5.0	7.0	2.0	100

Note: Values <0.05 are rounded to zero.

- a Emissions values in these two columns include expected organic growth in Applicants' traffic and activities, as applicable, which is unrelated to the Transaction*
- b As discussed in Section VII.B of the Environmental Appendix, these facilities are currently undeveloped. STB thresholds for percent change in carload activity do not apply to these currently vacant facilities*
- c As discussed in Section VII.A of the Environmental Appendix, Mohawk Yard, NY to Crescent, NY (CP-owned) rail line segment, over which PAS will operate via trackage rights, is subject to STB categorical exemption from environmental review for trackage rights agreements and is thus included here for informational purposes only*

Table 2: Noise Analysis

	San Vel Automotive	Ayer Intermodal	Mechanicville
2007 Base AADT^a	4,935	11,220	4,370
Projected 2012 AADT^a	5,095	11,583	4,588
Percent Traffic That is Truck	3	3	8.6
Projected 2012 Truck Traffic without Transaction-related Traffic	153	347	395
Projected 2012 Addition of Transaction-related Truck Traffic	82	58	334
Change in DNL (dBA) Due to Projected 2012 Addition of Transaction-related Truck Traffic	1.9	0.7	2.7

a Average Annual Daily Traffic

CERTIFICATE OF SERVICE

I certify that I have this 6th day of June, 2008 served a copy of the foregoing Environmental Appendix in STB Finance Docket No. 35147, by first class mail, postage prepaid, upon the persons and at the addresses on the attached list.


Christina M. Wenzel

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