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State of Vermont
Operations Division
One National Life Drive
Montpelier, VT 05633-5001
Sam.lewis@state.vt.us

Agency of Transportation

[phone] 802-828-2709
[fax] 802-828-2848
[toll] 800-253-0191

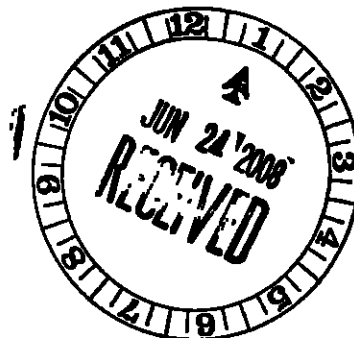
June 23, 2008

Honorable Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

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Office of Proceedings

JUN 24 2008

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Public Record



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

Dear Ms. Quinlan:

The Vermont Rail System (VRS) is a major part of the rail network serving the State of Vermont. It has entered into reciprocal service arrangements with New England Central Railroad, Inc. (NECR) that permit NECR to gain access to Norfolk Southern Railway by way of VRS lines and permit VRS to gain access to CSX over lines operated by NECR and the Boston and Maine Corporation, one of the applicants in Finance Docket No. 35147.

The State of Vermont hopes that the transaction proposed in Finance Docket No. 35147 does not result in a disruption of the delicate balance of reciprocal arrangements under which rail service presently is provided to many customers in Vermont. We urge the STB to adopt procedures that will permit a thorough examination of the impacts of the proposed transaction on rail service in Vermont.

Sincerely,

Samuel B. Lewis
Director of Operations

cc: Service List
John K. Dunleavy, Assistant Attorney General
Robert D. Ide, Rail Program Manager



CERTIFICATE OF SERVICE

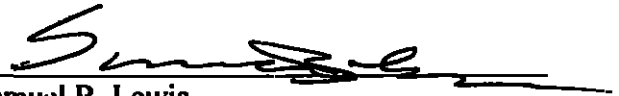
I hereby certify that on this 23rd day of June, 2008, a true copy of the foregoing Letter of Samuel B. Lewis was served by first-class mail or other authorized means upon the parties indicated below:

Robert B. Culliford, Esq.
Pan Am Railways, Inc.
14 Aviation Avenue
Portsmouth, NH 03801

Richard A. Allen, Esq.
Zuckert, Scoutt & Rasenberger, LLP
888 Seventeenth Street, NW (Suite 700)
Washington, DC 20006

John V. Edwards, Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510

Andrew P. Goldstein, Esq.
McCarthy, Sweeney & Harkaway, P.C.
2175 K Street, NW (Suite 600)
Washington, DC 20037


Samuel B. Lewis