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**THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF TRANSPORTATION**

EOT

DEVAL L. PATRICK
GOVERNOR

TIMOTHY P. MURRAY
LIEUTENANT GOVERNOR

BERNARD COHEN
SECRETARY

July 9, 2008

The Honorable Anne K. Quinlan
Secretary
Surface Transportation Board
395 E St., S.W.
Washington, DC 20423-0001

Re STB Finance Docket No. 35147
Norfolk Southern Railway, Pan Am Railways, Inc., et. Al. - Joint Control
and Operating/Pooling Agreements - Pan Am Southern LLC

Dear Secretary Quinlan:

Pursuant to the decision served on June 26, 2008 in the above-entitled proceeding, The Executive Office of Transportation and Public Works, on behalf of the Commonwealth of Massachusetts, hereby notifies the Surface Transportation Board of its intent to participate in the proceeding as its interests may appear.

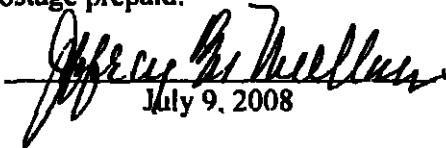
Sincerely,

Jeffrey B. Mullan
Undersecretary and General Counsel
Executive Office of Transportation
and Public Works
Ten Park Plaza
Boston, MA 02116-3969



Certificate of Service

I hereby certify that a copy of this notice has been properly served on the U.S. Secretary of Transportation, 200 New Jersey Avenue, SE, Washington, DC 20590. (2) The Attorney General of the United States, c/o Assistant Attorney General, Antitrust Division, Room 3109, Department of Justice, Washington, DC 20530, and Richard A. Allen, Esq., Zuckert Scott & Rasenberger, LLP, 888 Seventeenth Street, NW, Suite 700, Washington, DC 20006 by first class mail, postage prepaid.


July 9, 2008