

222946

**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**

**COMMENTS OF
PROVIDENCE AND WORCESTER RAILROAD COMPANY**

In accordance with the Board's decision served June 26, 2008 in this proceeding, Providence and Worcester Railroad Company ("P&W") hereby submits its Comments concerning the above-referenced transaction

P&W is a Class II regional freight railroad operating in Massachusetts, Rhode Island, Connecticut and New York. P&W is the only interstate freight carrier serving the state of Rhode Island and possesses the exclusive right to conduct freight operations over the Northeast Corridor between New Haven, Connecticut and the Massachusetts-Rhode Island border. P&W provides service over approximately 516 miles of track and has connections with multiple Class I railroads, either directly or through connections with regional or shortline carriers. As particularly relevant here, P&W directly connects with PanAm Railways ("PanAm"), through its Springfield Terminal Company ("ST") and/or Boston & Maine Railroad Company ("B&M"), both at Gardner and Barbers, Massachusetts.

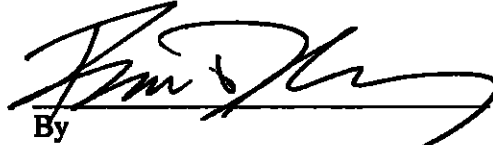
The proposed transaction between Norfolk Southern Railway Company ("NS") and PanAm promises to enhance the rail infrastructure on the so-called Patriot Corridor

between Mechanicville, New York and Ayer, Massachusetts, which is one of several primary rail arteries for traffic moving into and out of New England. As such, and since the Applicants have specifically represented that no competitive options will be eliminated (Application, Volume I, at 3), P&W believes that the proposed transaction will promote improved rail service in the region, increase competitive options for rail customers, and allow freight to be removed from New England area highways, thus benefiting the environment and reducing congestion.

It is important to note that P&W's support for the transaction is conditioned upon the Applicants' representation that no competitive options will be eliminated. Presently, P&W directly connects with ST at Barbers and Gardner, Massachusetts. The Application notes that P&W traffic would still be interchanged at those two locations (*see* Verified Statement of John H. Williams, Application, Volume I, Appendix B, at 13), with ST maintaining its current interchange with P&W at Barbers, Massachusetts but interchanging with PanAm Southern, rather than ST, at Gardner, Massachusetts. In view of the Applicants' representations that these two interchanges will be maintained, P&W agrees that the proposed arrangements would be procompetitive and beneficial and accordingly supports this transaction as proposed and hereby requests that any order issued by the Board on this matter require Pan Am, through ST and/or B&M, to maintain the connection with P&W at Barbers, Massachusetts.

In the event that conditions requested by third parties or ultimately added by the Applicants adversely affect the interests of P&W and/or its customers, P&W reserves the right to submit further Comments at an appropriate time.

Respectfully submitted,


By

Edward D. Greenberg
Galland, Kharasch, Greenberg,
Fellman & Swirsky, P C
Canal Square
1054 Thirty-First Street, N W.
Washington, D C. 20007
Telephone: 202-342-5277
Facsimile. 202-342-2311

Marie Angelini, Esq
Providence and Worcester
Railroad Company
75 Hammond Street
Worcester, MA 01610
Phone 508-795-4000

Attorneys for
Providence and Worcester Railroad
Company

Dated. July 15, 2008

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Comments of the Providence and Worcester

Railroad Company were served this date on the following parties of record

Allen, Richard A
Zuckert Scoutt & Rasenberger Llp
888 Seventeenth Street N W Suite 700
Washington, DC 20006-3309

Brennan, Timothy W
Pioneer Valley Comm
25 Central Street
West Springfield, MA 01089

Carroll, Harry P
The City Of Springfield, Massachusetts
36 Court Street, Room 210
Springfield, MA 01103

Colonese, Eugene J
Connecticut Department Of Transportation
P O Box 317546
Newington, CT 06131-7546

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

Dunleavy, John K
Assistant Attorney General
National Life Building Drawer 33
Montpelier, VT 05633-5001

Edelman, Richard S
O'donnell, Schwartz And Anderson, P C
1300 L Street, N W , Suite 1200
Washington, DC 20005

Elliott III, Daniel R
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107-4250

Gitomer, Louis E
The Adams Building, Suite 301
600 Baltimore Avenue
Towson, MD 21204

Goldstein, Andrew P
Mccarthy, Sweney & Harkaway, P C
2175 K Street, N W , Suite 600
Washington, DC 20037

Hall, Thomas D
The Committee To Improve Rail Service In Maine
176 Merrill Road
Pownal, ME 04069

Hardenbergh, Chalmers
Atlantic Northeast Rails & Ports
P O BOX 941
Yarmouth, ME 04096

Hecking, Captain Dirck
Consultant Group Of Hecking & Remington, Llp
6215 Coffman Road
Indianapolis, IN 46268

Hirsh, David A
Harkins Cunningham
1700 K Street, Nw, Suite 400
Washington, DC 20006-3817

Hocky, Eric M
Thorp Reed & Armstrong, Llp
One Commerce Square 2005 Market Street, Suite 1910
Philadelphia, PA 19103

Howard, James E
James E Howard, L L C
One Thompson Square-Suite 201
Charlestown, MA 02129

Kemmerle, Toni L
Maine Department Of Transportation
16 State House Station
Augusta, ME 04333-0016

Labonte, Stephen G
State Of New Hampshire
33 Capitol Street
Concord, NH 03301

Lane, Ronald A
Fletcher & Sippel Llc
29 North Wacker Drive Suite 920
Chicago, IL 60606-2875

Lewis, Samuel B
State Of Vermont
One National Life Drive
Montpelier, VT 05633-5001

Lozeau, Donnalce
City Of Nashua
P O Box 2019
Nashua, NH 03061-2019

Maughan, Kevin C
Greenbrier Leasing Company Llc
One Centerpointe Drive Suite 200
Lake Oswego, OR 97035

Maughan, Kevin C
Greenbrier Leasing Company Llc
One Centerpointe Drive Suite 200
Lake Oswego, OR 97035

Mullan, Jeffrey B
The Commonwealth Of Massachusetts
Ten Park Plaza
Boston, MA 02116-3969

O'brien, Keith G
Baker & Miller Pllc
2401 Pennsylvania Avenue, Nw
Washington, DC 20037

Rodriguez, Edward J
Housatonic Railroad
P O BOX 687
Old Lyme, CT 06371

Ross, Harold A
Gen Counsel, Brotherhood Of Locomotive Engineers
23195 Stoneybrook Drive
North Olmsted, OH 44070

Salisbury, Denny
Pike County Engineer's Office
502 South Pike Street
Waverly, OH 45690

Schiera, Roger J
New York State Department Of Transportation
50 Wolf Road
Albany, NY 12232

Sippel, William
Fletcher & Sippel
29 North Wacker Drive Ste 920
Chicago, IL 60606-2875

Suhoski, Shaun A
1 Main Street
Ayer, MA 01432

Szeligo, Vincent P
Wick Streiff Meyer O'boyle & Szeligo Pc
1450 Two Chatham Center
Pittsburgh, PA 15219-3427

Taber, William L
The Batten Kill Railroad
Batten Kill Railroad Building, 1 Elbow Street
Greenwich, NY 12834

Vail, Jr, Peter C
Carolina Eastern-Vail, Inc
P O Box 483
Salem, NY 12865

West, Ford B
The Fertilizer Institute
820 First Street, Ne Suite 430
Washington, DC 20002

Ames, David B
Town Of Athol, Massachusetts
584 Main Street - Suite 14
Athol, MA 01331

Borenstein, Robert
R&D Advance Warehousing Corp, Inc
201 Merrimack Street
Lawrence, MA 01843-1693

Buschner, Dave
Trailer Transport Systems, Inc
900 Jefferson Rd Suite 1200
Rochester, NY 14623

Connors, Charles F
H&M International Transportation, Inc
75 County Road
Jersey City, NJ 07307

Curren, Darl
70-80 Grove Street8
Watertown, MA 02472

Fellon, Dave
Progressive Rail Incorporated
21778 Highview Avenue
Lakeville, MN 55044

Tobin, Myles L
Fletcher & Sippel LLC
29 North Wacker Drive, Suite 920
Chicago, IL 60606-2875

Wenzel, Christina M
Zuckert Scoutt & Rasenberger, L L P
888 17Th Street, N W
Washington, DC 20006-3309

Wolfe, Michael S
Zwerdling Paul Leibig Kahn & Wolfe
1025 Connecticut Ave Nw Suite 712
Washington, DC 20036

Basile, Joseph
Catania-Spagna Corporation
P O Box J
Ayer, MA 01432-0227

Bresnee, Peter R
Mercedes-Benz
P O Box 350
Montvale, NJ 07645-0350

Carpenter, Ralph
Northeast Paper Services, Inc
10 Parkway Drive
Scarborough, ME 04074

Conti, P Scott
75 Hammond Street
Worcester, MA 01610

Cutler, John M
McCarthyweeney & Harkaway P C
2175 K Street Nw Suite 600
Washington, DC 20037

Gardner, Christopher M
Washington County Commissioners
P O Box 297
Machias, ME 04654

Gardner, Christopher M
Eastport Authority
P O Box 278
Easport, ME 04631-0278

Golich, Steven M
Alliance Shippers Inc
15515 South 70Th Court
Orland Park, IL 60462

Hcbenstroit, James B
Bartlett And Company
4900 Main Street, Suite 1200
Kansas City, MO 64112-2807

Hogg, Gary W
New Hampshire Northcoast
P O Box 429
Ossipee, NH 03864

Hyland, Richard P
Celtic International
14535 John Humphrey Dr Suite 200
Orland Park, IL 60462

Kellaway, Kendall P
Roadlink
P O Box 750
Randolph, MA 02368

Kubiak, Bernard R
Town Of Deerfield
8 Conway Street
South Deerfield, MA 01373

Lang, Jeff
Eagle Systems
P O Box 2177
Wenatchee, WA 98807-2177

Larson, Kathleen A
E W Larson Reload, Inc
38 Old Auburn Road
Derry, NH 03038

Leishman, Peter R
Milford-Bennington Railroad Co , Inc
62 Elm Street
Milford, NH 03055

Marasco, Mark A
Maple Leaf Distribution Services, Inc
Palmer Industrial Park
Bondsville, MA 01009

Miller, Richard J
All States Asphalt, Inc
P O Box 91
Sunderland, MA 01375

Murphy, Robert W
Polyone Distribution
91 Fitchburg Road
Ayer, MA 01432

O'hagan, Jane
Canadian Pacific
40 - 9Th Avenue, Sw Suite 500
Calgary, AB T2P 4Z4

Oberting, Jr , Victor A
7 Madison Street
Troy, NY 12180-4929

Pacella, Anthony J
Cushing Transportation, Inc
3756 South Cicero Avenue
Cicero, IL 60804-4536

Papworth, Robert C
Matson Integrated Logistics
1855 Gateway, Boulevard, Suite 250
Concord, CA 94520

Partridge, Michael
Verso Paper Corp
6775 Lenox Center Ct
Memphis, TN 38115

Paul, Patrick J
The Lane Construction Corporation
216 Mt Hermon Station Road
Northfield, MA 01360

Rich III, Robert E
Roar Logistics
2495 Main Street, Suite 442
Buffalo, NY 14214

Rotermund, Randy
Sappi Fine Paper North America
225 Franklin Street
Boston, MA 02110

Strug, Larry
Subaru Of America, Inc
P O Box 6000
Cherry Hill, NJ 08034-6000

Thibert, Steve
Madison Paper Industries
P O Box 129
Madison, ME 04950-0129

Voytyshyn, Jean Marie
Intermodal Ramp Management
2721 South Avenue
Council Bluffs, IA 51503

Whitney, William E
Blue Seal Feeds, Inc
P O Box 8000
Londonderry, NH 03053-8000

Whitt, Walt
Clipper Group
9014 Heritage Pkdy Suite 300
Woodbridge, IL 60517-4939

Williams, Thomas S
JB Hunt
P O Box 130
Lowell, AR 72745-0130

Wormuth, Mindy
Town Of Halfmoon
2 Halfmoon Town Plaza
Halfmoon, NY 12065

Wulfson, David
Vermont Railway, Inc
One Railway Lane
Burlington, VT 05401

Wynne, Brian
Port Elizabeth Terminal & Warehouse Corp
201A Export Street
Port Newark, NJ 07114

Dated this 16th day of July, 2008



Edward D Greenberg