

**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**



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Office of Proceedings

AUG - 4 2008

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**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

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CERTIFICATE OF SERVICE

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

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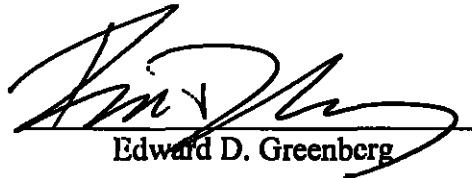
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