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August 11, 2008

VIA ELECTRONIC FILING

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: **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:

Enclosed for filing in the above-captioned proceeding is GATX Corporation's
Comments in Support of Transaction, dated August 11, 2008.

If you have any questions regarding this filing, please feel free to contact me.
Thank you for your assistance on this matter.

Respectfully submitted,



Myles L. Tobin
Attorney for GATX Corporation

Enclosure.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35147

NORFOLK SOUTHERN RAILWAY COMPANY, PAN AM RAILWAYS, INC., ET AL.
-- JOINT CONTROL AND OPERATING/POOLING AGREEMENT --
PAN AM SOUTHERN LLC

GATX CORPORATION COMMENTS IN SUPPORT OF TRANSACTION

Myles L. Tobin
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ATTORNEY FOR GATX CORPORATION

Dated: August 11, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35147

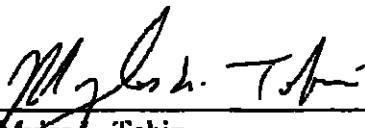
**NORFOLK SOUTHERN RAILWAY COMPANY, PAN AM RAILWAYS, INC., ET AL.
-- JOINT CONTROL AND OPERATING/POOLING AGREEMENT --
PAN AM SOUTHERN LLC**

GATX CORPORATION COMMENTS IN SUPPORT OF TRANSACTION

GATX Corporation ("GATX") hereby files its comments in support of the Norfolk Southern Railway Company-Pan Am Railways, Inc. joint venture ("Joint Venture"). Throughout the years Norfolk Southern Railway Company ("NS") has been a valuable customer of GATX and GATX, in turn, has been a valuable customer of NS.

Such has not been the case with Springfield Terminal Railway Company ("ST"), a subsidiary of Pan Am Railways, Inc. ("Pan Am"). Over the past several years, GATX has had extreme difficulty in collecting normal course of business car hire, private car mileage charges, car repair and other car-related charges from ST. On repeated occasions we have had to sue ST for collection of these normal course of business charges, and even when settlements were reached, we have been forced to sue ST to enforce the settlements. Thus, we were somewhat concerned about this transaction, on the basis that ST is proposed to be the manager of the Joint Venture. However, on the basis of the letter attached as Exhibit A, in which NS has assured us that the debts of Pan Am Southern are in fact the debts of the Joint Venture, and not of ST, and that such debts will be paid by the Joint Venture in the normal course of business, we are comfortable with the transaction and offer our comments in support of that transaction.

Respectfully submitted,

By: 
Myles L. Tobin
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

ATTORNEY FOR GATX CORPORATION

Dated: August 11, 2008



Norfolk Southern Railway
John Friedmann, Vice President

3 Commercial Place
Norfolk, VA 23510

August 11, 2008

VIA U.S. MAIL

Paul F. Titterton, CFA
Vice President, Strategic Growth
GATX Corporation
222 West Adams Street
Chicago, IL 60606-5314

Re. **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 Mr. Titterton:

Thank you for your interest in the above-referenced transaction. We understand that GATX Corporation has questions collecting car hire, private car mileage charges, car repair, and other rail car related charges. I hope that this letter adequately addresses those questions.

We can assure you that Pan Am Southern, LLC, as the proposed joint venture owner of the lines covered by the above-referenced proceeding, and Norfolk Southern Railway Company and Boston & Maine, as the members of that limited liability company, have the utmost interest in ensuring that the debts and other obligations associated with operations on those rail lines are paid in accordance with their terms. Although Springfield Terminal will be managing the operations of Pan Am Southern, the debts and obligations associated with those operations will not be the debts of Springfield Terminal, but instead will be debts and obligations of Pan Am Southern LLC. You have expressed particular interest in car hire, private car mileage charges and other car related charges. Although there will be some haulage performed for Norfolk Southern and perhaps other carriers (whereby the contractual obligation to pay car hire may remain with those other carriers), Pan Am Southern will be an operating carrier with obligations to the same degree that any other carrier would have with regard to the traffic moved over its system. Should the proposed transaction be approved, and should there be any difficulty in obtaining payment of debts to GATX in the normal course, we unequivocally invite you to raise that issue with representatives of the Pan Am Southern, LLC joint operating committee in an effort to resolve, in a reasoned and expeditious manner, any of your concerns. Just as you value our business relationship, we can assure you that we value our business relationship with GATX Corporation.

We sincerely hope that this communication satisfies GATX Corporation's concerns, and we would be appreciative if GATX Corporation would consider supporting this transaction before the Surface Transportation Board.

Very truly yours,

A handwritten signature in black ink, appearing to read 'JH Friedmann', with a long horizontal flourish extending to the right.

John H. Friedmann

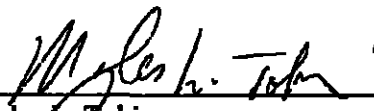
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-- JOINT CONTROL AND OPERATING/POOLING AGREEMENT --
PAN AM SOUTHERN LLC

CERTIFICATE OF SERVICE

I do hereby certify that on this 11th day of August, 2008, I have served a copy of all filings by GATX Corporation to date in this proceeding by U.S. First Class Mail, postage prepaid, upon all Parties of Record named in the Board's decision served July 24, 2008.



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ATTORNEY FOR GATX CORPORATION

Dated: August 11, 2008