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August 11, 2008

PVRR-3

VIA ELECTRONIC FILING

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

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.

Pursuant to Decision No. 2 in the above-captioned proceeding, Pioneer Valley Railroad Company, Inc. ("PVRR") hereby files these comments on the proposal of Norfolk Southern Railway Company ("NS") and Pan Am Railways, Inc. to create Pan Am Southern LLC ("PAS") to operate certain rail lines in New England.

PVRR is a Class III rail carrier and a wholly-owned subsidiary of Pinsky Railroad Company, operating rail lines between Westfield and Holyoke, Massachusetts. PVRR interchanges with CSX Transportation, Inc. at Westfield, and has an inactive, out-of-service interchange with Boston & Maine Corporation/Springfield Terminal Railway Company ("ST") in Holyoke, on trackage that would be transferred to PAS under the proposed transaction. Efforts to develop an operable interchange and reasonable rate divisions with ST for the movement of traffic over Holyoke have not been successful.

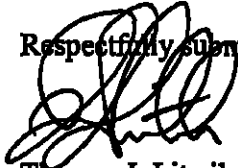
PVRR has engaged in productive discussions with NS, pursuant to which PVRR and PAS would each pay for the rehabilitation and reactivation for their portions of the Holyoke interchange, and PVRR would be assured that PAS and its owners would reasonably cooperate in rate-making, division and operational arrangements for the movement of traffic. Contingent on successful completion of those discussions, PVRR would support the proposed transaction.

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I certify that a copy of this filing has been served by overnight delivery on counsel for the Applicants, and by first class mail, postage prepaid, on all other parties of record in this proceeding.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Pioneer Valley
Railroad Company, Inc

TJL:tl

cc: Parties of Record