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September 16, 2008

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

223607

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 Acting Secretary Quinlan:

RailAmerica, Inc., New England Central Railroad, Inc. and Connecticut Southern Railroad, Inc. (collectively "RailAmerica") opposes the requests for oral argument and for an extension of the date for service of final decision made by The Committee for Better Rail Service in Maine (the "Committee") filed September 5, 2008, the Commonwealth of Massachusetts Executive Office of Transportation and Public Works, U.S. Clay Producers Traffic Association, Inc., and New England Southern Railroad Co. (the "Petitioners") on September 11, 2008, and by the Brotherhood of Maintenance of Way Employees Division/IBT and the Brotherhood of Railroad Signalmen ("Labor") on September 15, 2008.

In adopting the schedule in this proceeding, the Board provided an opportunity for public comment, and many parties participated. A second opportunity to repeat comments is not necessary.

The Petitioners contend that the abbreviated schedule that provided one opportunity for comments either did not allow parties to address the issues fully or did not result in resolution of the issues. Therefore, the Petitioners seek oral argument so that parties can reiterate their positions to the Board or explain the unresolved issues. Petitioners seek to convince the Board that the single response is unusual. However, it is the Board's practice to permit a single reply. See 49 C.F.R. §§ 1111.9, 1112.2, 1121.4, 1146.1, and 1147.1. Petitioners have not justified the repetition of the positions set forth in the August 11, 2008 comments at oral argument. Based on the comments and replies, the Board is capable of determining where there are unresolved issues and do not require an oral argument to determine which issues to resolve.

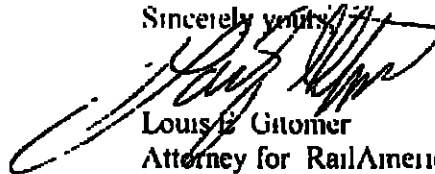
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The Board denied a request for oral argument where the opponents of the transaction argued that oral argument "would allow the parties to explain the need to condition the proposed transaction and to answer any questions that the Board may have." The Board reasoned that "The record is sufficient for the Board to reach an informed decision based on the written submissions. Holding an oral argument appears unlikely to yield additional relevant information. Thus, the request for oral argument will be denied." *Norfolk Southern Corporation and Norfolk Southern Railway Company—Control and Consolidation Exemption—Algers, Winslow and Western Railway Company*, STB Finance Docket No. 34839 (SIB served May 15, 2006). The Board has also denied oral argument because "The record for these proceedings is already extensive and contains the information we need to rule on the questions before us." *Honey Creek Railroad, Inc. Petition for Declaratory Order*, STB Finance Docket No. 34869 (STB served June 4, 2008) at 3. See also, *Canadian Pacific Railway Company, Et Al—Control—Dakota, Minnesota & Eastern Railroad Corp., Et Al*, STB Finance Docket No. 35081 (SIB served June 12, 2008) at 2.

Based upon a review of the record before the Board, RailAmerica contends that this "record is sufficient for the Board to reach an informed decision" and that an oral argument is not necessary. Therefore, RailAmerica respectfully requests the Board to deny the requests for oral argument and for an extension of the date for service of final decision.

RailAmerica is filing this notice of intent to participate. Thank you for your assistance. If you have any questions please call or email me.

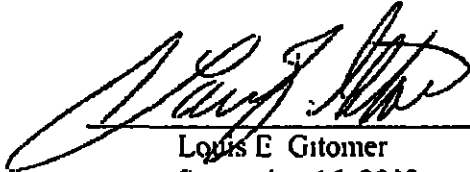
Sincerely yours,



Louis B. Gitomer
Attorney for RailAmerica, Inc.,
New England Central Railroad, Inc.
Connecticut Southern Railroad, Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have caused this letter to be served on the parties of record
in this proceeding by first class mail, postage pre-paid



Louis E. Gitomer
September 16, 2008