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STATE OF CONNECTICUT
DEPARTMENT OF TRANSPORTATION



2800 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131-7546
Phone: (203) 789-7189

August 20, 2008

The Honorable Anne K. Quinlan
Secretary
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20024

SEP 17 2008
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Re: Norfolk Southern Ry Co, Pan Am Railways, Inc., et al – Joint Control and
Operating/Pooling Agreements – Pan Am Southern, LLC
STB Finance Docket No. 35147

Dear Ms. Quinlan:

In accordance with the Board's decision served on July 24, 2008, this is to file a Certificate of Service on behalf of the Connecticut Department of Transportation (Department) showing that the Department has served copies of its two previous filings in this matter upon all Parties of Record on the Board's Service List.

Very truly yours.


Eugene J. Colonese
Rail Administrator
Bureau of Public Transportation

Enclosure

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Office of Recordings
SEP 7 1 2008
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

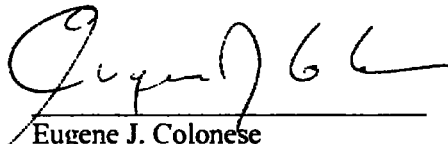
FINANCE DOCKET NO. 35147

**NORFOLK SOUTHERN RAILWAY COMPANY, PAN AM RAILWAYS, INC.,
ET AL. – JOINT CONTROL AND OPERATING/POOL AGREEMENTS –
PAN AM SOUTHERN, LLC**

**CONNECTICUT DEPARTMENT OF TRANSPORTATION'S
CERTIFICATE OF SERVICE**

In accordance with the Board's decision served on July 24, 2008 in the above-Captioned matter, the Connecticut Department of Transportation (CDOT) hereby Certifies that it has this day served copies of its July 10, 2008 "Notice of Intent to Participate" and its August 11, 2008 comment letter upon all Parties of Record on the Board's Service List (see "Exhibit A," attached hereto and incorporated herein by Reference), by first-class mail, postage prepaid. These two documents were CDOT only previous filings in this matter.

Very truly yours,



Eugene J. Colonese
Rail Administrator
Connecticut Department of Transportation
P.O. Box 317546
Newington, CT 06131-7546
Tel. (203) 789-7189
Fax (203) 789-6956

Dated: August 20, 2008



STATE OF CONNECTICUT

DEPARTMENT OF TRANSPORTATION

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 Phone: 203-789-7189



August 11, 2008

The Honorable Anna K. Quinlan
 Secretary
 Surface Transportation Board
 395 F Street S.W.
 Washington, D.C. 20024

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AUG 12 2008

Part of
 Public Record

Dear Secretary Quinlan:

Subject: STB Finance Docket No. 35147, Norfolk Southern Railway Company, Pan Am Railways, Inc., et al, Joint Control and Operating/Pooling Agreements, Pan Am Southern, LLC.

The Connecticut Department of Transportation (Department) has reviewed the application by Norfolk Southern Railway Company and Pan Am Railways, Inc. to create Pan Am Southern, LLC. This new entity would essentially assume control of the rail freight operations in Connecticut, currently performed by Springfield Terminal Railway, a unit of Pan Am Railways, Inc. This rather extensive proposal put forth by Norfolk Southern Railway Company and Pan Am Railways, Inc. does not indicate any planned upgrades in service promotion, service frequency, or capital investment on rail properties owned or operated in Connecticut.

The Department supports the proposal to create Pan Am Southern, LLC, provided that no competitive options are eliminated in Connecticut. The plans for the Patriot Corridor call for significant private capital investment in a major freight artery which connects Connecticut and southern New England to the Mid-Atlantic and Midwest. However, due to the possible re-routing of freight traffic away from the newly-established interchange between the New England Central Railroad Company and Providence & Worcester Railroad Company at Willimantic, the Department requests additional time to study the possible implications of the Patriot Corridor proposal.

The Department notes that improved local Connecticut rail freight service can help to retain and attract manufacturing, processing and distribution facilities, along with the broader local economic growth that springs forth from such private investment. Pan Am Railway, Inc.'s freight service on the Waterbury Branch, specifically from Highland Junction in Waterbury to Derby, has dwindled to service-as-requested, currently less than one day per month. The Department believes that there is significant rail freight potential on the Waterbury Branch, and that a more focused and aggressive effort must be put forth to promote and expand rail freight service.

The Honorable Anne K. Quinlan

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August 11, 2008

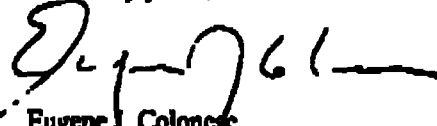
To improve the development of rail freight in Connecticut, the Department requests that Interchange Agreements be established within three years between Pan Am Southern, LLC the Naugatuck Railroad Company, the Housatonic Railroad Company, and with the Providence & Worcester Railroad Company.

Likewise, the Department requests that the inactive interchange between Pan Am Railways, Inc. and the Connecticut Southern Railroad Company at Hartford be re-activated to promote the movement of freight into Connecticut from northern New England and Atlantic Canada. The establishment of an Interchange Agreement between Pan Am Southern, LLC and the Central New England Railroad Company at Hartford is requested.

Finally, the Department would like to go on record in support of the future re-establishment of a rail connection between East Longmeadow and Springfield, Massachusetts, a distance of approximately eight miles. This Pan Am Railways, Inc.-owned right-of-way connects directly with the Department's Armory Branch at Enfield, Connecticut. The Department and its partner, the State of Massachusetts, are engaged in an active planning effort to build a commuter rail service between New Haven and Hartford, Connecticut to Springfield, Massachusetts. A functioning Armory Branch would provide a valuable alternate route between Hartford, Connecticut and Springfield, Massachusetts for freight train detours, work equipment moves, and potential passenger train detours or deadhead equipment moves.

The Department supports the proposal to create Pan Am Southern, LLC, conditioned by development of a business strategy to achieve the above requests in a prompt and reasonable fashion.

Very truly yours,



Eugene J. Colonese
Rail Administrator
Bureau of Public Transportation



STATE OF CONNECTICUT
DEPARTMENT OF TRANSPORTATION



2800 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131-7546

Phone: 203-789-7189

July 10, 2008

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

Re: STB Finance Docket No. 35147
Norfolk Southern Railway, Pan Am Railways, Inc., et. Al. – Joint Control and
Operating/Pooling Agreement – Pan Am Southern LLC

Dear Secretary Quinlan:

Pursuant to the decision served on June 26, 2008, in the above-titled proceeding, The Connecticut Department of Transportation, on behalf of the State of Connecticut, hereby notifies the Surface Transportation Board of its intent to participate in the proceeding as its interest may appear.

Sincerely,

A handwritten signature in black ink, appearing to read "Eugene J. Colonese".

Eugene J. Colonese
Rail Administrator
Connecticut Department of Transportation