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Office of Proceedings
December 1, 2023
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December 1, 2023

By e-filing

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Pan Am Southern LLC
– Temporary Overhead Trackage Rights –
Boston and Maine Corporation and Springfield Terminal Railway Corporation
Docket No. FD 36726
Request for Extension

Dear Ms. Brown:

Pursuant to a notice served September 28, 2023, the Board authorized Pan Am Southern LLC ("PAS")¹ to commence operations under temporary overhead trackage rights over a line owned by the Boston and Main Corporation and leased and operated by Springfield Terminal Railway Company (the "B&M/ST Line"). The line generally extends between PAS's existing connection to the B&M/ST tracks at Engineering Station 215+89 at CPF 312 outside Ayer, Mass., and Engineering Station 225+00 outside Ayer, for a total distance of 1,000 feet. The temporary overhead trackage rights were originally intended to extend for a 75-day term commencing September 28, 2023.

The purpose of these rights is to allow PAS/B&E to install a "cross-over" on the PAS line that will permit PAS/B&E to reposition locomotives without operating off the PAS line to serve a facility located on the PAS line just west of the connection to the B&M/ST Line at CPF 312. Procuring and installing the cross-over was anticipated to take approximately 75 days.

While PAS/B&E are constructing the cross-over, B&M/ST have agreed to allow PAS/B&E to use the B&M/ST Line for head and tail room in order for PAS/B&E to reposition locomotives serving the facility. The limited overhead temporary trackage rights are beneficial to PAS/B&E allowing PAS/B&E to perform that move while the cross-over is installed. The cross-over is not expected to be delivered as early as the parties anticipated. Therefore, the parties wish to extend the

¹ Pittsburg & Shawmut Railroad, LLC d/b/a Berkshire & Eastern Railroad ("B&E") currently serves as the contract operator of PAS. See *Pittsburg & Shawmut R.R.—Operation Exemption—Pan Am Southern LLC*, FD 36472 (Sub-No. 5) (STB served Apr. 14, 2022).

temporary overhead trackage rights until February 5, 2024 so that PAS can continue to serve the facility while construction is being completed. Attached hereto is an Amendment to the Temporary Trackage Rights Agreement that has been executed by the parties.

Pursuant to the Board's regulations at 49 CFR § 1180.2(d)(8), temporary trackage rights may be renewed for an additional period of up to one year upon a request made prior to their expiration that includes the reasons for the extension. See *The Indiana Railroad Company – Temporary Trackage Rights Exemption – CSX Transportation, Inc.*, STB Docket No. FD 36068 (Sub-No. 2) (served February 8, 2019). Accordingly, PAS hereby requests an extension until February 5, 2024, of the temporary overhead trackage rights described in this docket for the reasons set forth above. B&M/ST has authorized PAS to state that B&M/ST concurs in this request.

Enclosed with this request is a highly confidential version of the executed Amendment to the Temporary Trackage Rights Agreement and a redacted version for the public docket.

Please let me know if there are any questions regarding this filing.

Respectfully,



Justin J. Marks
Counsel to Pittsburg & Shawmut Railroad, LLC
d/b/a Berkshire & Eastern Railroad, contract
operator of Pan Am Southern LLC

Enclosure

**FIRST AMENDMENT TO THE
TEMPORARY TRackage RIGHTS AGREEMENT
BETWEEN
BOSTON AND MAINE CORPORATION
SPRINGFIELD TERMINAL RAILWAY COMPANY
AND
PAN AM SOUTHERN LLC**

THIS FIRST AMENDMENT (this “First Amendment”), made as of this 30th day of November, 2023 (the “First Amendment Effective Date”), by and between **BOSTON AND MAINE CORPORATION**, (“BMC”), **SPRINGFIELD TERMINAL RAILWAY COMPANY** (“ST”), and **PAN AM SOUTHERN LLC** (“PAS”). BMC, ST, and PAS are sometimes referred to individually herein as a “Party” and, collectively, as the “Parties.”

WHEREAS, on September 21, 2023, the Parties entered into a Temporary Trackage Rights Agreement (the “Agreement”) establishing, among other things, the grant of approximately 1,000 feet of Trackage Rights to PAS between PAS’s connection to B&M’s tracks at Engineering Station 215+89 outside Ayer, Mass. to Engineering Station 225+00 outside Ayer, Mass;

WHEREAS, the current Term of the Agreement will expire on December 5, 2023;

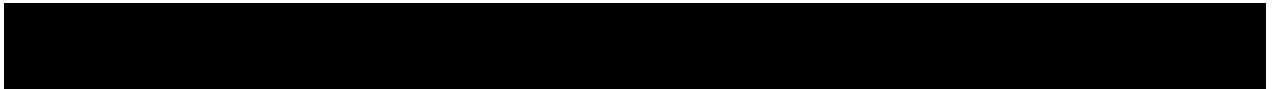
NOW THEREFORE, in consideration of the mutual covenants and agreements herein set forth, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is agreed among the Parties as follows:

SECTION 1 DESCRIPTION OF CHANGES

- (a) Section 6(a) (Term and Termination) of the Agreement shall be deleted in its entirety and replaced with the following:

“(a) This Agreement shall become effective as of the date first above written and will expire at 11:59 PM, February 5, 2024 (the “Term”).”

- (b) Section 4 (Compensation) of the Agreement shall be deleted in its entirety and replaced with the following:



SECTION 2 MISCELLANEOUS PROVISIONS

Unless specifically modified by this First Amendment, all terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to be executed by their duly authorized officers as of the First Amendment Effective Date.

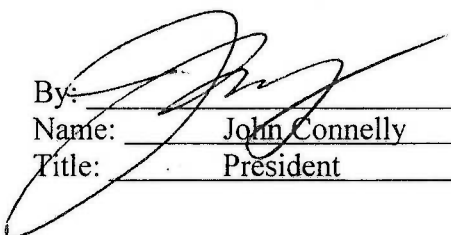
BOSTON & MAINE CORPORATION

By: 
Name: Michael S. Burns
Title: Corporate Secretary

**SPRINGFIELD TERMINAL
RAILWAY COMPANY**

By: 
Name: Michael S. Burns
Title: Corporate Secretary

**PITTSBURG & SHAWMUT RAILROAD,
LLC D/B/A BERKSHIRE & EASTERN
RAILROAD, ON BEHALF OF PAN AM
SOUTHERN LLC, SOLELY IN ITS
CAPACITY AS THE CONTRACT
OPERATOR**

By: 
Name: John Connelly
Title: President