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Office of Chief Counsel
November 13, 2025
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Public Record

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November 13, 2025

VIA E-FILING
49 C.F.R. §1150.42(e) WAIVER REQUESTED

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: STB Docket No. FD 36856
Providence & Worcester Railroad Company
- Lease and Operation Exemption -
State of Connecticut

Dear Chief of Case Administration:

Enclosed for e-filing on behalf of Providence & Worcester Railroad Company is a Notice of Exemption being filed in accordance with 49 CFR 1150.43. Included within this Notice of Exemption is a request for waiver of the notice requirements of 49 C.F.R. §1150.42(e).

The filing fee was paid using Pay.gov. Please let me know if there are any questions regarding this filing.

Sincerely,



Justin J. Marks
Counsel for Providence & Worcester Railroad
Company

Enclosure

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36856

PROVIDENCE AND WORCESTER RAILROAD COMPANY
– OPERATION EXEMPTION –
THE STATE OF CONNECTICUT

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

(includes color images)

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Dated: November 13, 2025

*Attorneys for Providence and Worcester
Railroad Company*

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36856

PROVIDENCE AND WORCESTER RAILROAD COMPANY
–OPERATION EXEMPTION –
THE STATE OF CONNECTICUT

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

Providence and Worcester Railroad Company (“P&W”), a Class III railroad, files this Notice of Exemption under 49 U.S.C. § 10902 to exempt from regulation P&W’s entry into an operating agreement (the “Operating Agreement”) with the State of Connecticut to replace a prior operating agreement between P&W and the State for P&W to operate as a common carrier the following lines of railroad known collectively as the Middletown Cluster (the “Rail Lines”): (1) the Cromwell Industrial Track from its connection to the Laurel Industrial Track in Middletown (approximately milepost 22.34) north along the west side of the Connecticut River to the end of the line in Cromwell (approximately milepost 24.35); (2) the East Berlin Industrial Track in Middletown, CT from its point of connection to the Cromwell Industrial Track (approximately milepost 0.0) to the end of the line (approximately milepost 1.0); (3) the Laurel Industrial Track from its connection to the Middletown Secondary on the west side of the Connecticut River Swing Bridge (approximately milepost 0.0) south along the west side of the Connecticut River to the end of the line in Laurel, Middletown Township (approximately milepost 5.47); (4) the Middletown Secondary from a point approximately 4,330 feet south of the centerline of Route 157—Overhead Bridge No. 17.71 in Reed’s Gap, Durham Township (approximately milepost 14.99) to the west side of the Connecticut River Swing Bridge

(approximately milepost 22.34); and (5) the Portland Industrial Track from the west side of the Connecticut River Swing Bridge, its connection to the Middletown Secondary in Middletown (approximately milepost 0.0) to the easterly side of Marlboro Street in Portland (approximately milepost 1.01). A map of the Rail Lines is included as Exhibit A.

Notice

In accordance with 49 C.F.R. §1150.43, P&W hereby provides the following information:

- (a) The full name and address of Applicant: Providence and Worcester Railroad Company, 381 Southbridge Street, Worcester, MA 01608.

- (b) Applicant's Representatives:

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- (c) P&W has entered into the Operating Agreement with the State for P&W to operate as a common carrier the Rail Lines. Under the terms of the Operating Agreement, it will be effective upon the effective date of this notice of exemption.
- (d) P&W currently operates the Rail Lines and will continue doing so until the Operating Agreement becomes effective.
- (e) Brief Summary of the Proposed Transaction:

P&W has entered into the Operating Agreement with the State to continue operating the Rail Lines. The Operating Agreement is for twenty years with up to two ten-year extensions. P&W operates the Rail Lines as a successor in interest to Connecticut Central Railroad Company, Inc. (“CCR”).¹ CCR began operating the Rail Lines in 1987.² P&W and the State extended the original operating agreement, but it does not appear that Board authorization was sought, and P&W is not now seeking retroactive authority.

Under the Operating Agreement, P&W will also operate the Wethersfield Secondary, a rail line comprising of approximately 11.49 miles. However, the Wethersfield Secondary is not subject to this class exemption proceeding because P&W operates the Wethersfield Secondary under modified certificates as the successor to CCR. *Connecticut Central R.R. Co., Inc. – Modified Rail Certificate*, STB Finance Docket No. 33125 (served Oct. 17, 1996); *Connecticut Central R.R. Co., Inc. – Modified Rail Certificate*, STB Finance Docket No. 33515 (served Dec. 22, 1997). A party holding a modified certificate is not required to file when it renews a lease. *See Vermont Railway, Inc. – Modified Rail Certificate*, STB Finance Docket 34455 (served Jan. 27, 2004).

- (1) The owner of the Rail Lines is the State of Connecticut. The Connecticut Department of Transportation address is: 2800 Berlin Turnpike, Newington, CT 06111.
- (2) The Operating Agreement will be effective upon the effective date of this

¹ P&W first acquired the stock of CCR and then merged CCR into it with P&W emerging as the surviving entity. *Providence and Worcester R.R. Co., - Acquisition and Operation Exemption – Connecticut Central Railroad Company*, STB Finance Docket No. 33527 (served Mar. 23, 1998); *Providence and Worcester R.R. Co., - Corporate Family Transaction Exemption – Connecticut Central Railroad Company*, STB Finance Docket No. 33592 (served May 15, 1998).

² *Connecticut Central Railroad Company – Exemption Operation – Certain Lines of the State of Connecticut*, ICC Finance Docket No. 31045, 1987 WL 98597 (decided May 29, 1987).

Notice of Exemption, thirty days after filing (or upon the grant of the requested labor notice waiver).

- (3) The mileposts of the Rail Lines are: (1) the Cromwell Industrial Track from its connection to the Laurel Industrial Track in Middletown (approximately milepost 22.34) north along the west side of the Connecticut River to the end of the line in Cromwell (approximately milepost 24.35);³ (2) the East Berlin Industrial Track in Middletown, CT from its point of connection to the Cromwell Industrial Track (approximately milepost 0.0) to the end of the line (approximately milepost 1.00); (3) the Laurel Industrial Track from its connection to the Middletown Secondary on the west side of the Connecticut River Swing Bridge (approximately milepost 0.0) south along the west side of the Connecticut River to the end of the line in Laurel, Middletown Township (approximately milepost 5.47); (4) the Middletown Secondary from a point approximately 4,330 feet south of the centerline of Route 157—Overhead Bridge No. 17.71 in Reed’s Gap, Durham Township (approximately milepost 14.99) to the west side of the Connecticut River Swing Bridge (approximately milepost 22.34); and (5) the Portland Industrial Track from the west side of the Connecticut River Swing Bridge, its connection to the Middletown Secondary in Middletown (approximately milepost 0.0) to the easterly side of Marlboro Street in Portland (approximately milepost 1.01).
- (4) The total distance of the Rail Lines is approximately 16.84 miles of common carrier track.

³ Mileposts have been revised to reflect current designation.

- (f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Lines.
- (g) P&W certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier.
- (h) P&W certifies that the Operating Agreement does not include an interchange commitment.
- (i) In addition to the information set forth above, P&W certifies that its revenues currently exceed \$5,000,000. However, no employees will be affected by the transaction because P&W is the current operator and along with its predecessor CCR, has been the operator since 1987. P&W is therefore requesting a waiver of the labor notice requirements under 49 C.F.R. §1150.42(e). *See* request for waiver set forth below.

Labor Protection

P&W is a Class III carrier and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subjected to labor protection conditions. Additionally, since P&W is the current operator of the Rail Lines, no employees will be adversely affected by the transaction.

Environmental and Historic Reports

This transaction is for continued rail operations that will not result in operational changes that will exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5). Further Board approval is required for P&W to abandon or discontinue service on the Rail Lines. Because P&W does not own the Rail Lines, it will have no authority to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older. Accordingly, no environmental or historic documentation is required. *See* 49 C.F.R. §1105.6(c)(2); 49 C.F.R. §1105.8(b)(1).

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.44.

Request for Waiver of Notice Requirements of 49 C.F.R. §1150.42(e)

As noted above, P&W's total revenues exceed \$5,000,000. Under the Board's regulations at 49 C.F.R. §1150.42(e), P&W would be required to give sixty days' notice to employees working on the Rail Lines (and the national offices of their collective bargaining representatives). However, the Board has held: "The purpose of 49 CFR 1150.42(e) is to ensure that rail labor unions and employees who would be affected by the transfer of a line are given sufficient notice of the transaction before consummation." *Louisiana & Delta Railroad, Inc. – Lease Amendment and Operation Exemption – Union Pacific Railroad Company*, STB Finance Docket No. 36379, slip op. at 2 (served Mar. 4, 2020). *See also Acquisition of Leased Lines under 49 USC 10901 and 10902 – Advance Notice of Proposed Transactions* ("Advanced Notice of Proposed Transactions"), 2 STB 592 (1997). In adopting the notice requirement, the Board specifically recognized that "exceptional situations may occur necessitating acquirer requests for waiver of the 60 day notice provision ..." *Advanced Notice of Proposed Transactions, supra* at 601.

In this instance, P&W should not be required to comply with the requirements of Section 1150.42(e) because there will be no changes for any employees working on the Rail Lines. P&W already operates the Rail Lines and has been the sole operator providing local service over the Rail Lines since at least 1987. The Operating Agreement supersedes and replaces the current operating agreement. Under the Operating Agreement, P&W will continue to be the sole (common carrier) operator of the Rail Lines. The State does not conduct rail operations on the Rail Lines and therefore it has no railroad employees who will be affected or have to make any career choices as a result of the Operating Agreement. Posting notices on the Rail Lines would

not provide notice to any State railroad employees since it has none operating on the Rail Lines.⁴ Thus, under the circumstances of this transaction, compliance with the notice requirements will not further the purposes of the rule and should be waived. Granting P&W a waiver would be consistent with other circumstances in which the Board has granted waivers from the labor notice requirements when a common carrier has filed to operate a line it was previously operating and to remain as the common carrier operator on the line. *See Savannah Port Terminal Railroad, Inc. Operation Exemption – Georgia Ports Authority*, STB Finance Docket No. 36558 (served Dec. 27, 2021). *See also Louisiana Southern Railroad, LLC – Lease Exemption containing Interchange Commitment – The Kansas City Southern Railway Company*, STB Docket No. FD 35983 (served Feb. 18, 2016). P&W asks that the waiver of the labor notice requirements be granted expeditiously so that this Notice of Exemption can become effective as scheduled 30 days after it was filed.

⁴ Notwithstanding that there will be no effect on employees of P&W, P&W is providing notice of the Operating Agreement to the national office of the union that represents employees working on the Rail Lines by serving a copy of this Notice of Exemption as shown in the attached Certificate of Service.

Conclusion

Accordingly, P&W requests that the Board issue a notice allowing the Operating Agreement to become effective 30 days after the date that P&W files this notice of exemption, and grant the requested waiver of the labor notice requirements.

Respectfully submitted,



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*Attorneys for Providence and Worcester
Railroad Company*

Dated: November 13, 2025

VERIFICATION

I hereby verify on behalf of Providence and Worcester Railroad Company, under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verification.

Executed on November 13, 2025.

A handwritten signature in cursive script, reading "Brian McClain", is written over a horizontal line.

Brian McClain, President

EXHIBIT A

MAP





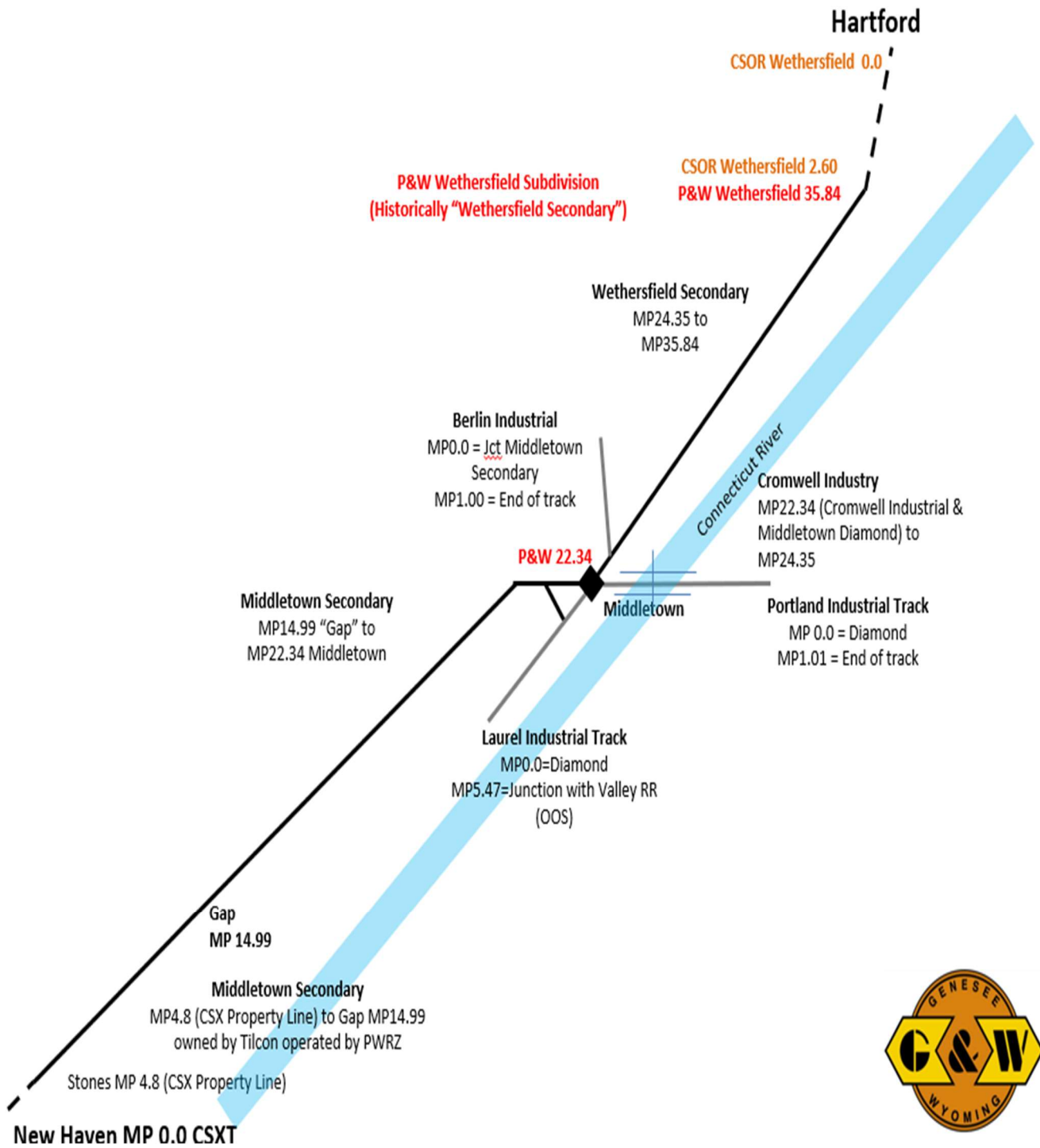


EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Docket No. FD 36856

**PROVIDENCE AND WORCESTER RAILROAD COMPANY
- OPERATION EXEMPTION –
THE STATE OF CONNECTICUT**

VERIFIED NOTICE OF EXEMPTION

Providence and Worcester Railroad Company (“P&W”), a Class III railroad, files this Notice of Exemption under 49 U.S.C. § 10902 to exempt from regulation P&W’s entry into an operating agreement (the “Operating Agreement”) with the State of Connecticut State to replace a prior operating agreement between P&W and the State for P&W to operate as a common carrier the following lines of railroad known collectively as the Middletown Cluster (the “Rail Lines ”): (1) the Cromwell Industrial Track from its connection to the Laurel Industrial Track in Middletown (approximately milepost 22.34) north along the west side of the Connecticut River to the end of the line in Cromwell (approximately milepost 24.35); (2) the East Berlin Industrial Track in Middletown, CT from its point of connection to the Cromwell Industrial Track (approximately milepost 0.0) to the end of the line (approximately milepost 1.0); (3) the Laurel Industrial Track from its connection to the Middletown Secondary on the west side of the Connecticut River Swing Bridge (approximately milepost 0.0) south along the west side of the Connecticut River to the end of the line in Laurel, Middletown Township (approximately milepost 5.47); (4) the Middletown Secondary from a point approximately 4,330 feet south of the centerline of Route 157—Overhead Bridge No. 17.71 in Reed’s Gap, Durham Township (approximately milepost 14.99) to the west side of the Connecticut River Swing Bridge

(approximately milepost 22.34); and (5) the Portland Industrial Track from the west side of the Connecticut River Swing Bridge, its connection to the Middletown Secondary in Middletown (approximately milepost 0.0) to the easterly side of Marlboro Street in Portland (approximately milepost 1.01). The Rail Lines total approximately 16.84 miles of common carrier track.

Comments must be filed with the Board and served on P&W's representative, Justin Marks, Esq., Clark Hill, 1001 Pennsylvania Ave. N.W., Suite 1300 South, Washington, DC 20004, (202) 772 0916, jmarks@clarkhill.com.

The Notice is filed under 49 C.F.R. §1150.41. If the Notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. §10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Board decisions and notices are available at www.stb.gov.

Decided: November __, 2025.

By the Board, Anika S. Cooper, Chief Counsel, Office of Chief Counsel.