

NOV 05 2002

206564

LAW OFFICES
REA, CROSS & AUCHINCLOSS
SUITE 570

1707 L STREET, N.W.
WASHINGTON, D. C. 20036

(202) 785-3700

FACSIMILE: (202) 659-4934

E-MAIL: RCALAW@STARPOWER.NET

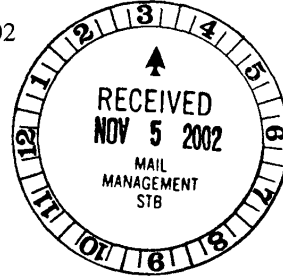
Part of
Public Record

THOMAS M. AUCHINCLOSS, JR.
LEO C. FRANEY
KEITH G. O'BRIEN
BRYCE REA, JR.
BRIAN L. TROLANO

DONALD E. CROSS (1923-1986)

November 5, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001



Re: Finance Docket No. 34276
Massachusetts Port Authority
- Acquisition Exemption -
Certain Assets of Boston and Maine Corporation

Dear Secretary Williams:

The Massachusetts Port Authority ("Massport") respectfully requests a waiver under 49 C.F.R. 1002.2(E) of the \$1300 filing fee submitted by Massport in connection with the Verified Notice of Exemption that is being filed in the above-captioned proceeding. For the reasons set forth herein, Massport believes that a waiver and refund of that filing fee is appropriate.

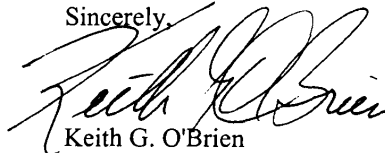
In the recently issued policy the Board stated that a requested "fee waiver will be available to a state or local government entity that is not acting in the capacity of a carrier or shipper." See Ex Parte No. 542 (Sub-No. 6), Regulations Governing Fees For Services Performed In Connection With Licensing And Related Services - Policy Statement (STB served December 6, 2000). Massport is "a body corporate and politic organized and existing pursuant to Chapter 465 of the Acts of the Commonwealth of Massachusetts of 1956, as amended." Pursuant to its Enabling Act, Massport is a state authority created to own, operate and maintain Logan Airport, Hanscom Field, the Tobin Bridge and the Port of Boston. When created, Massport assumed all of the powers of its predecessor state agencies, like the Port of Boston Commission, which had previously been granted all of the rights in the Port held by the State Department of Public Works. In the Enabling Act Massport received all legal interests the Commonwealth had previously held in the port and airport properties. Massport was also given the right to issue revenue bonds in support of its mission to operate, maintain and improve the Airport, Bridge and Port. Massport is a not for profit public entity, which is a public instrumentality of the Commonwealth of Massachusetts.

Honorable Vernon A. Williams
November 5, 2002
Page Two

In filing the Notice of Exemption Massport is not appearing before the Board in the capacity of a carrier or as a shipper. It will be acquiring certain assets from the Boston and Maine Corporation ("B&M"). However, B&M will retain its common carrier rights and obligations and will retain an exclusive rail service easement. Massport will receive no revenue from continuing rail operations and is not a shipper. For all the above reasons Massport respectfully urges that it is entitled to a waiver and refund of the filing fees.

If you have any questions concerning this request or if additional information is needed, please do not hesitate to contact the undersigned. Your consideration in this matter is very much appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith G. O'Brien", written in a cursive style.

Keith G. O'Brien
Counsel for:
Massachusetts Port Authority