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July 29, 2004

VIA FACSIMILE AND CERTIFIED MAIL
 RETURN RECEIPT REQUESTED
 7099 3400 0008 9063 2459

Mr. Vernon A. Williams, Secretary
 Surface Transportation Board
 Mercury Building
 1925 K Street, N.W.
 Washington, D.C. 20423

211695

ENTERED
 Office of Proceedings

AUG - 2 2004

Part of
 Public Record

RE: STB Docket No. AB-254 (Sub-No. 7X)
 Providence and Worcester Railroad Company ("P&W") - Abandonment
Exemption in Southbridge, Webster and Dudley, Massachusetts,
Thompson, Connecticut ("Southbridge Running Track" or "SRT")

Dear Secretary Williams:

This letter is a request for an extension of time to continue and complete negotiations with the Commonwealth of Massachusetts Executive Office of Transportation and Construction in connection with the NITU issued by the Board in its decision served on December 2, 2003. The Board had previously granted an extension of the NITU negotiating period until July 31, 2004. The parties are quite close to concluding negotiations and signing appropriate documentation but need additional time and request an extension until August 9, 2004. Both parties consent to this extension as evidenced by the signatures below.

Please do not hesitate to contact the undersigned if you have any questions or need any further information. I look forward to your response.

Respectfully yours,

Providence and Worcester Railroad Company

BY: Amy Silverstein
 Amy Silverstein
 Assistant General Counsel

CONSENTED AND AGREED TO:
 Commonwealth of Massachusetts

BY: Gerald Solomon
 Name: Gerald Solomon
 Title: Director, Right of Way
 Mass Highway

PROVIDENCE AND WORCESTER RAILROAD COMPANY
 75 HAMMOND STREET, WORCESTER, MA 01610 P.O. BOX 18551, WORCESTER, MA 01601
 TELEPHONE (508) 755-4000 FAX (508) 795-0740

07/30/2004 FRI 15:30 FAX

001/002

Providence and Worcester Railroad Company
75 Hammond Street
Worcester, MA 01610

FAX

Date: 7/30/04

Number of pages including cover sheet: 2

To: Surface Transportation Board

Phone: _____

Fax phone: (202) 565-9002

CC: _____

From: Amy Silverstein

Phone: (508) 755-4000

Fax phone: (508) 795-0748

REMARKS:

☐ Urgent

☐ For your review

☐ Reply ASAP

☐ Please comment

RE: STB Docket No. AB-254 (Sub No. 7X)
Request for extension of time re: NITU