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August 6, 2004

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

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 August 9, 2004. The parties are continuing to negotiate and consummation of the transaction is imminent, however the parties need additional time and request an extension until August 17, 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: James J. Kelly, Jr.
Name: James J. Kelly, Jr.
Title: Manager & Partner

PROVIDENCE AND WORCESTER RAILROAD COMPANY
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