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September 13, 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:

Reference is made to the Board's Decision dated September 1, 2004 regarding a request for an extension of time until September 14, 2004 to continue and complete negotiations with the Commonwealth of Massachusetts Executive Office of Transportation and Construction in connection with the NTU issued by the Board in its decision served on December 2, 2003. Please be advised that the parties have come to an agreement regarding interim trail use, appropriate documentation has been executed and the transaction has been consummated.

Please do not hesitate to contact the undersigned if you have any questions or need any further information.

Respectfully yours,

Providence and Worcester Railroad Company

BY: Amy Silverstein
Amy Silverstein
Assistant General Counsel

cc: Commonwealth of Massachusetts

PROVIDENCE AND WORCESTER RAILROAD COMPANY
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