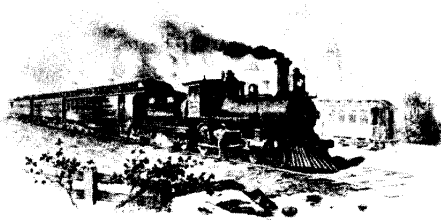


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September 14, 2004

VIA FACSIMILE AND CERTIFIED MAIL
RETURN RECEIPT REQUESTED
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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:

P&W filed a notice of exemption under 49 CFR 1152 Subpart F-Exempt Abandonments ("Notice of Exemption") to abandon a portion of its line of railroad known as the SRT, extending from milepost 0.18 in Webster, Massachusetts to milepost 10.98 in Southbridge, Massachusetts, a distance of approximately 10.8 miles, in Worcester County, MA and Windham County, CT. The right of way to be abandoned begins in Webster, MA and traverses Dudley, MA into Thompson, CT where the line extends for 3.4 miles and then returns to Dudley, MA and ends in Southbridge, MA. Notice of exemption was served and published in November, 2003.

By decision and notice of interim trail use or abandonment served on December 3, 2003, the proceeding was reopened and a 180-day period authorized the Commonwealth of Massachusetts Executive Office of Transportation and Construction ("Commonwealth") to negotiate an interim trail use/rail banking agreement with P&W for the portion of the right of way between milepost 0.18 in Webster, MA and milepost 1.4+/- in Dudley, MA, and between milepost 4.8+/- in Dudley and milepost 10.98 in Southbridge. Pursuant to notice served on the Board on September 13, 2004, P&W and the Commonwealth have come to an agreement regarding interim trail use for the above referenced portion of the line.

A review of the file indicates that neither the State of Connecticut nor any other entity requested a notice of interim trail use or any other type of action regarding the 3.4 miles in Connecticut

PROVIDENCE AND WORCESTER RAILROAD COMPANY
75 HAMMOND STREET, WORCESTER, MA 01610 P.O. BOX 16551, WORCESTER, MA 01601
TELEPHONE (508) 755-4000 FAX (508) 795-0748

Secretary Williams
September 14, 2004
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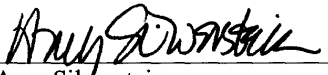


which was part of the original Notice of Exemption. This letter serves as a request for an opinion of the Board as to the status of this portion of the line.

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
Assistant General Counsel