

212056

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2875

Phone: (312) 252-1500
Fax: (312) 252-2400
www.fletcher-sippel.com

September 22, 2004

MYLES L. TOBIN
(312) 252-1502
mtobin@fletcher-sippel.com

VIA FACSIMILE & FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street, N.W., Room 700
Washington, D.C. 20006



**Re: Notice of Withdrawal of Exemption
Finance Docket No. 34548
Rhode Island & Western Railroad LLC – Lease and Operation
Exemption – Pawtucket Transfer Operations LLC**

Dear Secretary Williams:

Enclosed please find an original and ten copies of a Notice of Withdrawal of Notice of Exemption filed in the above-referenced Finance Docket. Rhode Island & Western Railroad anticipates re-filing the Notice shortly, but desires to resolve certain outstanding issues prior to the Notice becoming effective.

Kindly file-stamp the enclosed duplicate of this letter and return same in the envelope which I have provided for this purpose.

Very truly yours,


Myles L. Tobin

MLT: arw
Enclosures.
cc: Ed Greenburg (via fax)

ENTERED
Office of Proceedings

SEP 23 2004

FILED
PUBLIC RECORDS

212056 ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34548

RHODE ISLAND & WESTERN RAILROAD LLC
-- LEASE AND OPERATION EXEMPTION --
PAWTUCKET TRANSER OPERATIONS LLC

**NOTICE OF WITHDRAWAL
OF VERIFIED NOTICE OF EXEMPTION**

Myles L. Tobin
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR RHODE ISLAND &
WESTERN RAILROAD LLC**

Dated: September 22, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34548

RHODE ISLAND & WESTERN RAILROAD LLC
-- LEASE AND OPERATION EXEMPTION --
PAWTUCKET TRANSER OPERATIONS LLC



**NOTICE OF WITHDRAWAL
OF VERIFIED NOTICE OF EXEMPTION**

The Rhode Island & Western Railroad LLC ("RI&W") hereby withdraws its previously filed Notice of Exemption in the above-referenced docket. Certain lease and operating issues are currently in the process of being resolved, and RI&W desires to resolve those issues prior to the Notice of Exemption becoming effective. RI&W anticipates re-filing of the Notice of Exemption shortly, if these issues are resolved.

Respectfully submitted,

By: Myles L. Tobin
Myles L. Tobin
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR RHODE ISLAND &
WESTERN RAILROAD LLC**

Dated: September 22, 2004