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**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.**

Massachusetts Coastal Railroad, LLC -- Notice of
Modified Certificate -- Lines of EOTPW

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) Finance Docket No 35097
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**REPLY OF MASSACHUSETTS COASTAL RAILROAD, LLC
TO RESPONSE OF BAY COLONY RAILROAD CORPORATION
(MODIFIED CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY)**

Bay Colony Railroad Corporation ("Bay Colony") has filed a response to Massachusetts Coastal Railroad, LLC's ("MC") Notice of Modified Certificate of Public Convenience and Necessity ("Notice")

Bay Colony correctly points out that in paragraph 4(11) of the Notice, MC incorrectly asserted that its operation of the Watuppa Branch will connect with CSX Transportation at North Dartmouth, MA. In fact, MC will connect with Bay Colony at MP 6.0 which is located approximately 1.8 miles west of North Dartmouth, MA. Accordingly, MC respectfully requests that paragraph 4(11) of the Notice be considered amended to read as follows:

11 *All interline connections including the names of the connecting railroads*

The operated lines will connect at Middleboro, MA and Taunton, MA with CSX Transportation, Inc., and at MP 6.0 west of North Dartmouth, MA with Bay Colony Railroad Corporation.

MC is currently developing a proposed trackage rights arrangement whereby MC would be able to operate over the Bay Colony trackage between the MC/Bay Colony connection at MP 6.0 and the Bay Colony/CSXT connection at MP 0.08. In view of the short distances involved, the fact that two interline short lines would need to be party to the through freight rates at origin with the connecting Class 1, CSXT, and the fact that, regardless of diminished freight economics

to the shipper, the track structure at MP 6 0 has no sidings or other provisions for the physical interchange of cars, such a trackage rights arrangement appears far more practical than an interchange arrangement. If and when a trackage rights arrangement is agreed to, MC will make the required STB filings.

Respectfully submitted,

MASSACHUSETTS COASTAL RAILROAD LLC

By /S/ ¹
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Dated November 28, 2007

¹ Document filed electronically

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of November 2007 I served a copy of the foregoing **REPLY OF MASSACHUSETTS COASTAL RAILROAD LLC TO RESPONSE OF BAY COLONY RAILROAD CORPORATION** on the following by depositing copies thereof in the United States mail, postage prepaid, addressed as follows

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Dated November 28, 2007

² Document filed electronically