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June 24, 2005

VIA FACSIMILE - 202-565-9002

Mr. Vernon Williams, Secretary
Office the Secretary
Surface Transportation Board
1925 K Street, NW, Room 700
Washington, DC 20423-0001



**Re: STB Docket No. AB-254 (Sub-No. 8X)
Providence & Worcester Railroad Company – Abandonment Exemption –
East Providence, Rhode Island
Petition for Exemption For Abandonment**

Dear Mr. Williams

As you will recall, we filed a Petition For Exemption in the above-referenced proceeding on June 6, 2005. In the text of the Petition, we noted that Providence & Worcester Railroad Company ("P&W") intended to build connecting tracks between the portions of the East Providence and East Junction Branch Lines that are not being abandoned. Specifically, at pages 5-6, the Petition noted:

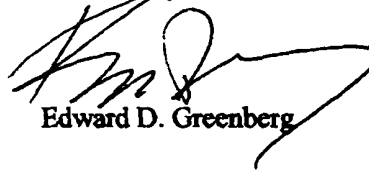
In conjunction with the proposed agreement with the State and the implementation of the proposed abandonment, P&W does intend to build a track to connect the remaining portion of the EP Branch at Mile Post 5.07± to the remaining portion of the EJ Branch at Mile Post 0.87± ("Connector Track"), thus connecting those portions of the EP and EJ Branches that are not being abandoned. Approximately one-half of the Connector Track has already been constructed.

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In order to complete the record with respect to this particular issue, this construction is not an extension of a line of railroad nor does it constitute an additional line of railroad that is subject to the Board's jurisdiction under 49 U.S.C. 10901. See, e.g., STB Finance Docket 34428, *Port Authority of New York and New Jersey -- Petition For Declaratory Order* (Decision served January 20, 2004); *Union Pacific RR Co. -- Petition -- Rehabilitation Of MO-KS-TX RR*, 3 S.T.B. 646, 651 (1998). Accordingly, it is neither necessary nor appropriate for the P&W to file an application concerning this track construction.

If you have any questions concerning this, please do not hesitate to contact me.

Very truly yours,



Edward D. Greenberg

EDG:kmd

cc: To All Parties On Service List