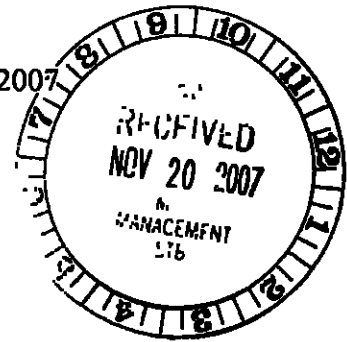


JAMES E. HOWARD LLC
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CHARLESTOWN, MA 02129

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November 19, 2007



VIA FEDERAL EXPRESS

Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Re: Massachusetts Coastal Railroad, LLC—Notice of
Modified Certificate—Lines of EOTPW
Finance Docket No. 35097

220741

Dear Secretary Williams:

On behalf of Bay Colony Railroad Corporation, enclosed for filing in the above-captioned matter are the original and 10 copies of the "Response of Bay Colony Railroad Corporation to 'Notice of Modified Certificate of Public Convenience and Necessity'" Please contact the undersigned if you have any questions or need further information. Thank you very much for your attention to this request.

Very truly yours,


James E. Howard

enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

ENTERED
Office of Proceedings

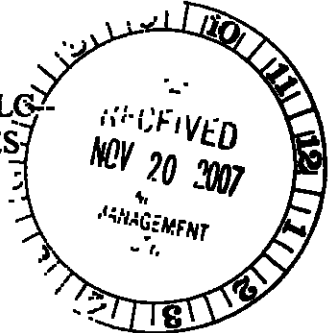
NOV 20 2007

Part of
Public Record

Finance Docket No. 35097

270741

MASSACHUSETTS COASTAL RAILROAD, LLC
NOTICE OF MODIFIED CERTIFICATE--LINES
OF LOTPW

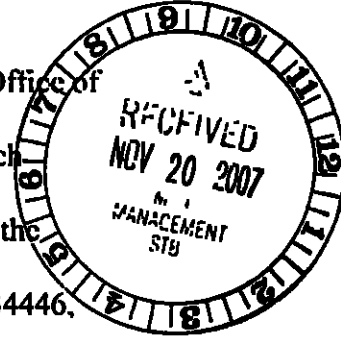


RESPONSE OF BAY COLONY RAILROAD
CORPORATION TO "NOTICE OF MODIFIED
CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY"

Bay Colony Railroad Corporation ("BCLR") hereby responds to the "Notice of Modified Certificate of Public Convenience and Necessity" (the "Notice") filed by Massachusetts Coastal Railroad, LLC ("MC") on November 9, 2007 in order to correct a factual error in the Notice. Specifically, in paragraph 4(ii) of the Notice, MC asserts, in pertinent part, that a line that MC will be operating will connect at North Dartmouth, Massachusetts with CSX Transportation, Inc. ("CSX"). As explained below, MC will not connect with CSX at North Dartmouth.

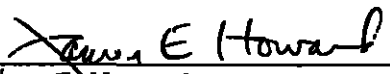
By means of the Notice, MC requests authority to operate over the portion of the Watuppa Branch between North Dartmouth, which it denotes as milepost 6.0, and Westport, Massachusetts at milepost 10.66. This portion of the Watuppa Branch is

owned by the Commonwealth of Massachusetts, acting through the Executive Office of Transportation and Public Works ("EOTPW"). BCLR owns the Watuppa Branch between its connection with the New Bedford line of CSX at milepost 0.08 and the beginning of the EOTPW ownership at milepost 6.0. See Finance Docket No 34446, notice served January 16, 2004. Furthermore, milepost 6.0 is not properly designated as "North Dartmouth", but rather should be referred to as "MP6" North Dartmouth is located on the BCLR portion of the Watuppa Branch at approximately milepost 4.2.



MC does not have the right to operate over the BCLR portion of the Watuppa Branch in order to connect with CSX; rather, MC can connect only with BCLR at milepost 6.0 on the Watuppa Branch MC has made no arrangement with BCLR to interchange traffic at milepost 6.0. BCLR intends to continue to provide service on its portion of the Watuppa Branch (a) to the two customers currently located there and to any other customers that might be served from the BCLR portion of the line in the future and (b) as an interline connection between CSX and MC.

Respectfully submitted,


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Charlestown, MA 02129
telephone 617-886-9322
facsimile 617-886-9324
e-mail jim@jehowardlaw.com
Attorney for Bay Colony Railroad Corp.

Dated: November 19, 2007

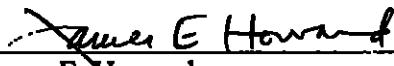
CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of November, 2007 I served the foregoing "Response of Bay Colony Railroad Corporation to 'Notice of Modified Certificate of Public Convenience and Necessity'" by causing copies to be sent by US mail, postage prepaid, to the following:

John Broadley
Canal Square
1054 Thirty-First Street, N.W.
Washington, DC 20007

Keith O'Brien
Baker and Miller
2401 Pennsylvania Ave, N.W.
Washington, DC 20036

Louis P. Warchot
Senior Vice President-Law
Association of American Railroads
50 F Street, N.W.
Washington, DC 20001


James E. Howard