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June 3, 2008

VIA E-FILING

The Honorable Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: STB Docket No. AB-156 (Sub-No. 26X)
Delaware and Hudson Railway Company, Inc. d/b/a Canadian Pacific
Railway Company – Abandonment Exemption – In Albany County, NY
Motion to Withdraw

Dear Secretary Quinlan:

As explained in the following paragraphs, R. Freedman & Son, Inc. ("Freedman") has reached an agreement with the Village of Green Island pursuant to which it has committed to relinquish its Offer of Financial Assistance ("OFA") to acquire the line that is subject to abandonment proceedings in this docket. In the circumstances Freedman hereby moves to withdraw its OFA in order to facilitate final resolution of the abandonment proceeding.

Previously, D&H filed a notice of exemption under 49 CFR 1152 Subpart F to abandon 1.98 +/- miles of rail line between milepost 6.95 +/- (in Colonie) and A7.13 +/- and mileposts T0.0 +/- and 7.181 +/- (in Green Island) in Albany County, NY. (Green Island Line) Notice of exemption was served and published in the Federal Register on June 1, 2007. On May 17, 2007 Freedman filed a formal notice of intent to file an OFA to acquire the line. As set forth in the Board's most recent decision served March 25, 2008 Freedman filed an appropriate OFA on November 30, 2007, and pursuant to extensions granted by the Board, negotiations concerning the proposed acquisition have continued up to the current date. As also noted in the Board's March 25, 2008 decision the Village of Green Island sought to intervene in these proceedings to raise certain issues regarding a settlement stipulation between the Village and Freedman 4 years ago asserted to have a direct bearing on the proposed acquisition of the rail line. As a result of negotiations between Freedman and the Village an agreement has been reached under which Freedman has committed to relinquish its OFA to acquire the Green Island line

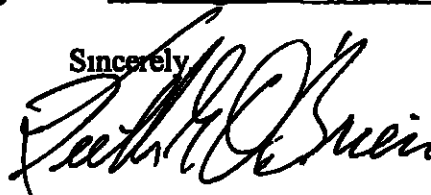
Counsel for D&H has been apprised of the agreement and has advised that D&H has no objection to withdrawal of Freedman's OFA

In the circumstances Freedman respectfully moves that it be allowed to withdraw its OFA in order to permit this proceeding to move forward expeditiously to an appropriate resolution.

The Board's consideration in allowing the requested extensions was most helpful in reaching mutually acceptable resolutions of issues and has been very much appreciated.

If there are any questions about this matter, please contact me directly, either by telephone: (202) 663-7852 or by email kobrien@bakerandmiller.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith G. O'Brien", written in a cursive style.

Keith G. O'Brien

cc: Anthony Dawson
W. Karl Hansen
All Parties of Record