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March 30, 2011

BY E-FILING

Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Re: Docket No. FD 35393, Providence and Worcester Railroad
Company – Petition for Declaratory Order – Gardner Branch

Dear Ms. Brown:

Enclosed for filing in the above-referenced proceeding please find
National Grid's Motion to Hold Proceedings in Abeyance.

Please provide electronic receipt of this filing. Thank you.

Respectfully submitted,



Stephanie P. Lyons
An Attorney for National Grid

Enclosure

cc (w/enclosure): Counsel for parties of record per Certificate of Service

abandonment of any operating electric transmission line that has been lawfully constructed “within the location of a railroad,” *i.e.*, on railroad property. The controversy stems from a 1966 license agreement between NEP and P&W’s predecessor, pursuant to which NEP (as licensee) constructed part of a 115 KV electric transmission line (the “O-141S line”), and a 1971 license agreement between NEP and P&W’s predecessor, pursuant to which NEP constructed another transmission line, the 0-141 115 KV line, on and/or across P&W’s Gardner Branch right-of-way in Worcester, MA. P&W has terminated these license agreements, and seeks the above-described declaratory order to assure that there will be no state governmental interference with its ability to require National Grid to remove or relocate the O-141S line.

On August 30, 2010, National Grid filed a Reply to P&W’s Petition for Declaratory Order, to which P&W replied on September 7, 2010. On September 9, 2010, National Grid filed a Motion to Strike certain portions of P&W’s Reply. Since that time (and indeed since before P&W’s Petition was filed), the parties have been actively engaged in negotiations to resolve the matter without the need for intervention by any governmental agency, including the MADPU and this Board.

The parties have made significant progress toward an agreement to relocate the O-141S line. They have agreed on the physical aspects of relocation of the transmission line so as to avoid interference with P&W’s proposed expansion of its rail facilities between Worcester and Barbers, MA, and they recently completed negotiating the terms of an easement to govern the relocated O-141S line’s continued occupancy of P&W’s property. All that remains is to negotiate new compensation terms for National

Grid's use of this property. National Grid is hopeful that the parties can reach agreement on the compensation issue within the next sixty days, and believes the prospects for timely and successful completion of this aspect of the negotiations would be enhanced if there is no impending threat of regulatory involvement.

If the parties complete their negotiations with respect to compensation (the only remaining issue), or otherwise resolve the manner in which P&W is enabled to construct its second track between Worcester and Barbers, there will no longer be a controversy between them that requires resolution by the Board. *National Solid Waste Mgmt. Ass'n, et al. – Petition for Declaratory Order*, S.T.B. Finance Docket No. 34776 (S.T.B. Served Mar. 10, 2006) (the Board declined to grant a declaratory order seeking a determination that certain solid waste operations were not within its exclusive jurisdiction; because the facility at issue had been closed and would not be reopened, there was no case or controversy for the Board to resolve). Accordingly, administrative economy would be served by holding the proceeding in abeyance to provide the parties an opportunity to complete their negotiations by finalizing the terms for relocation of the O-141S line.

Respectfully submitted,

NEW ENGLAND POWER COMPANY
d/b/a NATIONAL GRID

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Dated: March 30, 2011

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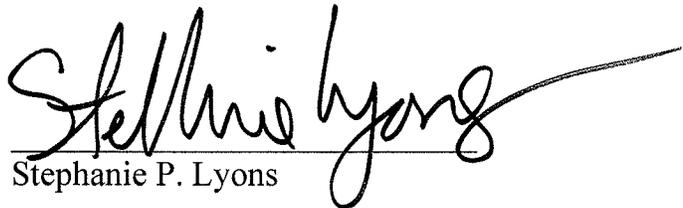
Its Attorneys

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of March, 2011, I caused a copy of the foregoing Motion to Hold Proceedings in Abeyance to be served by email on counsel for Petitioner Providence & Worcester Railroad Company and other interested parties, as follows:

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