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April 21, 2008

VIA FEDERAL EXPRESS

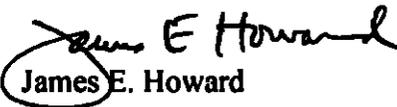
Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Re Bay Colony Railroad Corp --Modified Rail Certificate--
Certain Lines of Commonwealth of Massachusetts
Finance Docket No. 29963

Dear Secretary Quinlan

Enclosed for filing on behalf of Bay Colony Railroad Corporation in the above-captioned matter are an original and 10 copies of a "Notice of Amendment for Modified Certificate of Public Convenience and Necessity". If you have any questions or need additional information, please contact the undersigned. Thank you very much for your attention to this request.

Very truly yours,


James E. Howard

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Office of Proceedings

APR 22 2008

Part of
Public Record

Enclosures



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No 29963

BAY COLONY RAILROAD CORPORATION --
MODIFIED RAIL CERTIFICATE -- CERTAIN LINES OF
COMMONWEALTH OF MASSACHUSETTS

NOTICE OF AMENDMENT FOR MODIFIED
CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY

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Attorney for Bay Colony
Railroad Corporation

Dated April 21, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Finance Docket No 29963

**BAY COLONY RAILROAD CORPORATION --
MODIFIED RAIL CERTIFICATE -- CERTAIN LINES OF
COMMONWEALTH OF MASSACHUSETTS**

**NOTICE OF AMENDMENT FOR
MODIFIED CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY**

**Bay Colony Railroad Corporation ("BCLR") hereby files this Notice for
Amendment of Modified Certificate of Public Convenience and Necessity (the "Notice")
pursuant to 49 CFR 1150, Subpart C.**

**1 BCLR was the operator of certain lines of railroad, which are owned by the
Commonwealth of Massachusetts, acting by and through its Executive Office of
Transportation and Public Works ("EOT"), pursuant to a modified certificate of public
convenience and necessity, which was issued by the Interstate Commerce Commission
("ICC") in Finance Docket No 29963 by notice served on June 29, 1982 ("1982
Modified Certificate")**

**2 BCLR has operating authority for certain other lines of railroad, one of which
is owned by EOT (the Lowell Secondary Track) and one of which is owned by the
Massachusetts Bay Transportation Authority and is subject to a permanent freight
easement owned by BCLR (the Millis Industrial Track), pursuant to a modified certificate
of public convenience and necessity, which was issued by the ICC in Finance Docket No
29963 by notice served on September 24, 1987 ("1987 Modified Certificate")**

3 Pursuant to a notice dated November 2, 2007, BCLR gave notice of its intent to terminate service as of 11 59 p.m. on January 5, 2008 on the Lowell Secondary Track, as described in the 1987 Modified Certificate, and on the following lines as described in the 1982 Modified Certificate Buzzards Bay (milepost 0 3) to Falmouth (milepost 13 8), Sandwich (milepost 7 8) to Hyannis (milepost 24.3), Yarmouth (milepost 0 0) to South Dennis (milepost 5 6), Weir Junction (milepost 0 0) to Winter Street (milepost 1 5), Buzzards Bay (milepost 0.0) to East Sandwich (milepost 7 8), and Buzzards Bay (milepost 1.5 [sic]) to Middlemore [sic] (milepost 19.8 [sic]) (the proper description of this last line is Buzzards Bay (milepost 19 8) to Middleboro (milepost 1 5).

4. Massachusetts Coastal Railroad, LLC ("MC") filed a notice on November 29, 2007 for a modified certificate to operate certain of the lines listed in paragraph 3 above as well as the portion of the Watuppa branch that is owned by EOT and that was described in the 1982 Modified Certificate as "Watuppa (milepost 6 0) to Westport Factory (milepost 12 1)" (the "State Watuppa Line") STB Finance Docket No. 35097 BCLR owns and operates the portion of the Watuppa branch between the connection with CSX Transportation at milepost 0.08 and the beginning of the State Watuppa Line at milepost 6 0 At the request of MC and with the consent of EOT, BCLR continued to provide service to the shipper located on the State Watuppa Line subsequent to January 5, 2008 while MC and BCLR discussed long-term arrangements for service to such shipper

5 As requested by EOT, BCLR filed with the Board on February 16, 2008, a notice, dated February 15, 2008, of BCLR's intent to terminate service as of 11 59 p.m. on April 16, 2008 on the State Watuppa Line

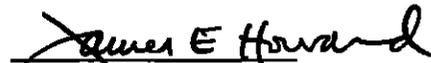
6 MC and BCLR, under the supervision of EOT, are continuing to discuss long-term arrangements for service on the State Watuppa Line, but an agreement has not been reached. In these circumstances, MC and BCLR have entered into an agreement dated as of April 18, 2008 and signed on April 21, 2008, which has been approved by EOT, pursuant to which BCLR will continue to operate the State Watuppa Line until April 16, 2009, unless BCLR files a notice to terminate prior to such date.

7. BCLR has not and is not by this Notice giving notice of the termination of its rights to provide service on the Millis Industrial Track, as described in the 1987 Modified Certificate, or on the lines described in the 1982 Modified Certificate other than the lines that are listed in paragraph 3 above.

8 BCLR hereby represents that, simultaneously with the filing of this Notice with the Board, it is filing a copy of the Notice with EOT and mailing copies of the Notice to all persons that have used the State Watuppa Line within six months preceding the date of this Notice.

Bay Colony Railroad Corporation

By its Attorney,



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Dated April 21, 2008