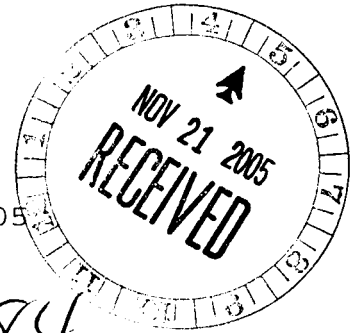


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ORIGINAL



November 21, 2005

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BY HAND AND FAX

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: STB Docket No. AB-55 (Sub-No. 659X),
CSX Transportation, Inc.-Abandonment
Exemption- in Allegany County, MD

ENTERED
Office of Proceedings

NOV 21 2005

Part of
Public Record

Offer of Financial Assistance
Acceptance of CSX Transportation's terms

Dear Mr. Williams:

Pursuant to 49 U.S.C. 10904(d)-(f) and 49 CFR 1152.27(f)(2), I am writing on behalf of WMS, LLC ("WMS"), to advise the Board that WMS has agreed to accept the purchase price and terms offered by CSX Transportation, Inc. ("CSXT"), for the acquisition and operation of the subject rail line. WMS is currently awaiting receipt of a copy of CSXT's standard branch line purchase agreement.

Accordingly, WMS requests that the Board approve this transaction and dismiss CSXT's notice of exemption. WMS also requests that the Board date stamp and return one copy of this letter.

Sincerely yours,

John D. Heffner
Counsel for WMS, LLC

cc: David Konschnik, Esq. (by fax to 565-9002)
Louis Gitomer, Esq. (by mail and email)
Mr. Randy Gustafson
Mr. Gerald Altizer