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June 2, 2006

Via Electronic Filing

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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

**Re: Docket No. AB-307 (Sub-No. 6X)
Wyoming and Colorado Railroad Company, Inc. –
Abandonment Exemption – In Carbon County, WY**

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding is a **Notice of Intent to File An Offer of Financial Assistance** submitted by Intermountain Resources, LLC.

Please contact me if you have any questions regarding this matter. Thank you.

Respectfully submitted,

Edward J. Fishman
Counsel for Intermountain Resources, LLC

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-307 (SUB-NO. 6X)

WYOMING AND COLORADO RAILWAY COMPANY, INC.
— ABANDONMENT EXEMPTION —
IN CARBON COUNTY, WYOMING

**NOTICE OF INTENT TO FILE AN
OFFER OF FINANCIAL ASSISTANCE**

Edward J. Fishman
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(202) 778-9000

**ATTORNEYS FOR INTERMOUNTAIN
RESOURCES, LLC**

Dated: June 2, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. AB-307 (SUB-NO. 6X)

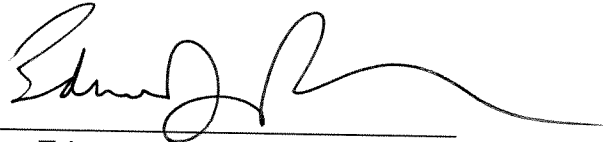
WYOMING AND COLORADO RAILWAY COMPANY
— ABANDONMENT EXEMPTION —
IN CARBON COUNTY, WY

**NOTICE OF INTENT TO FILE AN
OFFER OF FINANCIAL ASSISTANCE**

Intermountain Resources, LLC ("IMR"), a Colorado limited liability company, pursuant to 49 U.S.C. §10904(c) and 49 C.F.R. §1152.27(c)(2)(i), hereby formally expresses its intent to file an offer of financial assistance by purchasing the 23.71-mile line of railroad proposed to be abandoned in this proceeding.

By copy of this Notice, IMR, pursuant to 49 C.F.R. §1152.27(a), requests that the Wyoming and Colorado Railway Company provide it with the minimum purchase price which the railroad seeks for the entire line, copies of the most recent reports on the physical condition of the line, and the carrier's estimate of the net liquidation value of the line, with supporting data reflecting available real estate appraisals (including documents which identify whether the parcels of land underlying the right-of-way are owned in fee or easement), assessments of the quality and quantity of track materials on the line, removal cost estimates, and any other information deemed relevant to calculate the net liquidation value of the line which is not set forth in or attached to the Petition for Exemption filed on February 10, 2006 in this proceeding.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Edward J. Fishman', with a long horizontal flourish extending to the right.

Edward J. Fishman
Kirkpatrick & Lockhart
Nicholson Graham LLP
1601 K Street NW
Washington, DC 20006
(202) 778-9000

**Attorneys for Intermountain
Resources, LLC**

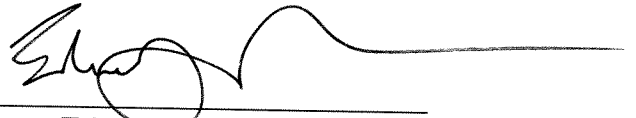
Dated: June 2, 2006

CERTIFICATE OF SERVICE

I hereby certify that on June 2, 2006 I served a copy of the foregoing Notice of Intent by mailing a copy by prepaid first-class mail to the following:

Karl Morell (also via electronic mail)
Ball Janik LLP
1455 F Street NW
Suite 225
Washington, DC 20005
kmorell@dc.bjllp.com

Henry J. Lovato
President
Carbon County Economic Development Corporation
P.O. Box 6
Rawlins, WY 82301



Edward J. Fishman

Dated: June 2, 2006