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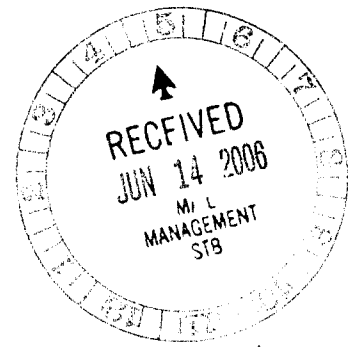
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216770

June 14, 2006

BY HAND

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

JUN 14 2006

Financial Assistance Proceeding
Substitution of Purchaser

Part of
Public Record

Dear Mr. Williams:

Pursuant to 49 CFR 1152.27(i), I am submitting on behalf of WMS, LLC ("WMS"), an original and ten copies of the public (unmarked) and confidential versions of WMS' pre-closing Petition to Substitute Purchaser in the above-captioned Financial Assistance Proceeding. I am also attaching to both versions of this filing a letter from CSX Transportation providing evidence of its consent to this substitution and, in the confidential version only, evidence of Petitioner James Riffin's financial responsibility. Finally, I am also submitting a Motion for A Protective Order.

Per my conversation today with Joseph Dettmar of the Board's staff, I understand that there is no filing fee associated with this submission.

Please date stamp and return one copy of this letter.

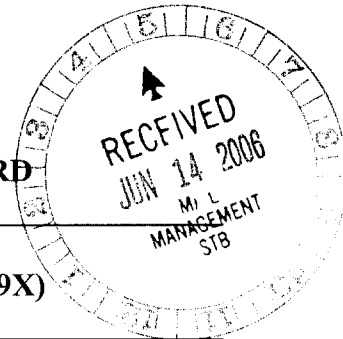
Sincerely yours,

John D. Heffner
Counsel for WMS, LLC

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

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB DOCKET NO. AB-55 (Sub- No. 659X)

**CSX TRANSPORTATION, INC.
ABANDONMENT EXEMPTION -
IN ALLEGANY COUNTY, MARYLAND**

**OFFER OF FINANCIAL ASSISTANCE
OF WMS L.L.C.**

**PETITION TO SUBSTITUTE PURCHASER
FILED UNDER 49 CFR 1152.27(i)**

ENTERED
Office of Proceedings

JUN 14 2006

Part of
Public Record

Pursuant to the Board's Offer of Financial Assistance regulations at 49 CFR 1152.27(h) and the Board's Rules of Practice at 49 CFR 1117 (Petitions for Relief not Otherwise Covered), WMS, LLC a/k/a Western Maryland Services, L.L.C. (hereafter "WMS"), petitions the Board to substitute for WMS as its corporate affiliate James Riffin ("Riffin") as the purchaser of the line which is the subject of this Offer of Financial Assistance ("OFA") proceeding.

In support of this request, WMS represents as follows:

1. On August 25, 2005, CSX Transportation Inc. ("CSX") filed a Notice of Exemption to abandon 8.54 miles of railroad line located in Georges Creek, Allegany County, Maryland ("Line").
2. On October 21, 2005, WMS L.L.C. filed an OFA to purchase the subject Line.
3. On December 13, 2005, the Board served a decision authorizing WMS L.L.C. the right to acquire and operate the Line. By agreement, WMS and CSX agreed that WMS would pay CSX

the sum of \$300,000 towards the purchase on March 2, 2006, and would extend the closing date for that transaction until June 21, 2006, at which time WMS would pay the purchase price balance of \$425,000.

4. WMS L.L.C. has three members: Gerald Altizer, who has 1 % ownership of the Company; Patrick H. Stakem, who has 1 % ownership of the Company; and James Riffin ("Riffin"), who has 98 % ownership of the company. It was Mr. Riffin who provided the initial installment of the purchase price and will provide the balance of the purchase price as well as the initial working capital. Under the limited liability company structure, James Riffin as member, should be deemed the equivalent of a corporate affiliate under corporate law.

5. 49 CFR 1152.27 (i) states prior to the consummation of a purchase under the Financial Assistance Procedures enumerated in 49 CFR 1152.27, an Offeror may substitute its corporate affiliate as the purchaser, provided the Board has determined either:

- "(i) The original offeror has guaranteed the financial responsibility of its affiliate; or
- (ii) The affiliate has demonstrated financial responsibility in its own right."

6. In the instant case, WMS L.L.C. would proffer that Riffin is a corporate affiliate of WMS L.L.C., and that Riffin is a financially responsible person in his own right. See the attached Motion for a Protective Order, to which Mr. Riffin has attached his financial statement and other evidence of financial responsibility.

7. For the above reasons, WMS L.L.C. would ask that the Board grant it permission to substitute as its corporate affiliate, James Riffin, as the purchaser of the line of railroad which is the subject of the above entitled proceeding.

8. CSX consents to this substitution of James Riffin for WMS pursuant to the attached letter agreement with CSX dated June 6, 2006.

9. James Riffin commits to comply with these undertakings to the Board.

Respectfully submitted,



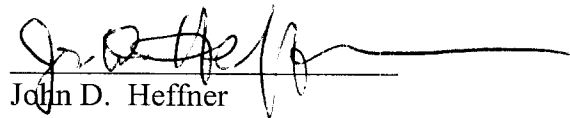
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Attorney for Offeror

Filed: June 14, 2006

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of June, 2006, a copy of the foregoing Petition to Substitute Purchaser, was served by first class mail, postage prepaid, upon Louis E. Gitomer, Esq., Suite 225, 1455 F St. NW, Washington, DC 20005, counsel for CSX.


John D. Heffner