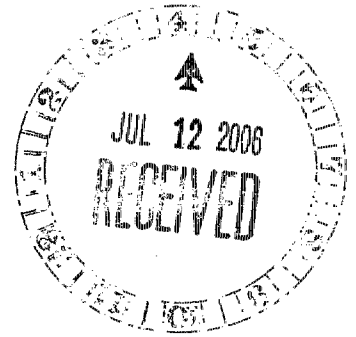




KAPLAN KIRSCH ROCKWELL



206997

July 12, 2006

Honorable Vernon A. Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: *San Pedro Railroad Operating Company, LLC – Abandonment Exemption – In Cochise County, AZ; STB Docket No. AB-1081X*

Dear Sir:

I am enclosing an original and ten (10) copies of the Notice of Sonora-Arizona International LLC of Withdrawal of Offer of Financial Assistance in the above referenced proceeding. An extra copy is enclosed for date stamp and return to our messenger. Please note that a 3.5 inch diskette is enclosed with this document.

Thank you for your assistance.

Sincerely,



Charles A. Spjutnik

ENTERED
Office of Proceedings

JUL 12 2006

Part of
Public Record

Enclosure

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



**Docket No. AB-1081X
SAN PEDRO RAILROAD OPERATING COMPANY, LLC
ABANDONMENT EXEMPTION-IN COCHISE COUNTY, AZ**

**NOTICE OF
SONORA-ARIZONA INTERNATIONAL LLC
OF WITHDRAWAL OF OFFER OF FINANCIAL ASSISTANCE**

Communications with respect to this document should be addressed to:

CHARLES A. SPITULNIK
Kaplan Kirsch & Rockwell LLP
1050 Connecticut Avenue, NW
Tenth Floor
Washington, D.C. 20036
(202) 955-5600
email: cspitulnik@kaplankirsch.com

Counsel for SONORA-ARIZONA
INTERNATIONAL LLC

Filed: July 12, 2006

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

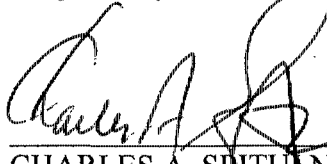
**Docket No. AB-1081X
SAN PEDRO RAILROAD OPERATING COMPANY, LLC-
ABANDONMENT EXEMPTION-IN COCHISE COUNTY, AZ**

**NOTICE OF
SONORA-ARIZONA INTERNATIONAL LLC
OF WITHDRAWAL OF OFFER OF FINANCIAL ASSISTANCE**

Sonora-Arizona International LLC ("SAI"), hereby notifies the Board of its withdrawal of its offer to purchase the property that is the subject of the Petition for Exemption for Abandonment submitted by San Pedro Railroad Operating Company ("SPROC") in this proceeding.

Dated: July 12, 2006

Respectfully submitted,



CHARLES A. SPITULNIK
Kaplan Kirsch & Rockwell LLP
1050 Connecticut Avenue, NW
Tenth Floor
Washington, D.C. 20036
(202) 955-5600
email: cspitulnik@kaplankirsch.com

Counsel for SONORA-ARIZONA
INTERNATIONAL LLC

CERTIFICATE OF SERVICE

I hereby certify that I have this 12th day of July 2006 caused to be served a copy of the NOTICE OF SONORA-ARIZONA INTERNATIONAL LLC OF WITHDRAWAL OF OFFER OF FINANCIAL ASSISTANCE to be served by first class mail upon the following:

John D. Heffner
1920 N Street, N.W.
Suite 800
Washington, DC 20036

Rusty A. Brewer
Baker Botts LLP
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004

Mark P. Juszli
Chemical Lime Company
P. O. Box 985004
Fort Worth, TX 76185

Tily Shue
The Trust for Public Land
116 New Montgomery Street, 3rd Floor
San Francisco, CA 94105

William Childress, Manager
San Pedro Riparian NCA
U.S. Department of the Interior
Bureau of Land Management
12661 East Broadway
Tucson, AZ 85748

Michelle T. Harrington
Rivers Program Director
Center for Biological Diversity
P. O. Box 39629
Phoenix, AZ 85069



Charles A. Spitulnik