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Hon. Cynthia T. Brown  
Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20024

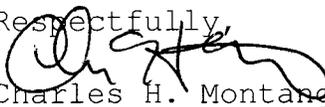
Re: Michael Williams - Control Exemption,  
F.D. 35925

Dear Ms. Brown:

In response to an inquiry from the Office of Proceedings, this letter is to clarify in the above docket (F.D. 35295) that Michael Williams, a non-carrier, is an individual, and will not become a common carrier. Instead, Mr. Williams merely owns and controls the Boot Hill and Western Railway Holding Co., Inc. ("Holding"). Holding is acquiring the assets of Boot Hill & Western Railway Co., LC, pursuant to coterminous docket F.D. 35924. Holding will assume all common carrier obligations upon the effectiveness of this Board's authorizations (or exemptions) and consummation of the underlying transaction.

Please let me know immediately if further clarification is required. Thank you for your assistance in this matter.

Respectfully,



Charles H. Montange  
Counsel for Michael Williams