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JOHN D. HEFFNER, PLLC
1920 N STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20036
(202) 263-4180
FAX (202) 296-3939
j.heffner@verizon.net

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BY FAX AND HAND

April 11, 2006

Ms. Victoria Rutson
Section of Environmental Analysis
Surface Transportation Board
1925 K Street, N.W., Suite 500
Washington, D.C. 20423

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 500
Washington, D.C. 20423

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

Dear Ms. Rutson and Mr. Williams:

I am writing on behalf of the San Pedro Railroad Operating Company ("SPROC") to respond to the written comments submitted by Sonora-Arizona International LLC ("Sonora") on April 6, 2006. Sonora replied to two statements submitted to the Board and alleged to raise environmental issues. Those statements were filed by William Childress, with the Bureau of Land Management, an arm of the United States Government, and Michelle Harrington, with the Center for Biological Diversity. Sonora attacks these letters as "improper" on the grounds that offers of financial assistance do not "trigger" any environmental review. For the reasons stated below, we believe that their comments are most appropriate, especially with regards to the "bona fides" of the transaction.

As relevant to whether Sonora's OFA is proper in the first place, these parties assert that:

1. None of Sonora's investors and management team have any railroad operating experience;
2. There is no traffic potential for this railroad; and
3. Sonora's OFA present serious safety, operating, customs, and financing issues.

As the old expression goes, "we told you so." Environmental issues aside, SPROC urges the Board to reexamine whether its decision allowing this OFA to go forward in the first place was the correct one and to impose the conditions requested by SPROC to ensure that Sonora has the financial wherewithal to go ahead and close this transaction in a timely manner.

Please date stamp and return one copy of this filing.

Sincerely yours,



John D. Heffner

Cc: David Konschnik, Esq.
All parties
David Parkinson