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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO 35193

STEVEN C MAY
--CONTINUANCE IN CONTROL EXEMPTION --
LEHIGH RAILWAY, LLC

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)

FILED

OCT 30 2008

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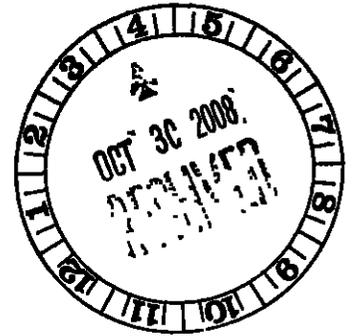
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Janie Sheng
Lauren B Pryor
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1601 K Street, N W
Washington, DC 20006
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ATTORNEYS FOR STEVEN C. MAY

Dated October 30, 2008

BEFORE THE
SURFACE TRANSPORTATION BOARD



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--CONTINUANCE IN CONTROL EXEMPTION --
LEHIGH RAILWAY, LLC

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Steven C May ("May"), a non-carrier, hereby files this notice of exemption under 49 C F R § 1180 2(d)(2) to continue in control of the Lehigh Railway, LLC. ("LRWY") once LRWY becomes a Class III rail carrier LRWY, a non-carrier, will lease from Norfolk Southern Railway Company ("NSR") a rail line located between approximately Milepost IS 269 5 at Athens, PA and Milepost IS 213 5 at Mehoopany, PA in Bradford and Wyoming Counties, PA LRWY is concurrently filing a notice of exemption pursuant to 49 C F R § 1150 31 to lease and operate the above-mentioned rail line in Finance Docket No 35192, Lehigh Railway, LLC -- Lease and Operation Exemption -- Norfolk Southern Railway Company

The line of railroad to be leased and operated by LRWY will not connect with the rail lines of any existing carrier owned or operated by May, this control transaction is not part of a series of anticipated transactions that would result in such a connection, and this control transaction does not involve a Class I carrier May's continuance in control of LRWY is, accordingly, exempt under 49 C F R § 1180 2(d)(2)

Pursuant to 49 C F R § 1180 4(g), May submits the following information

SECTION 1180.6(a)(1)(i)
DESCRIPTION OF THE PROPOSED TRANSACTION

In addition to LRWY, May either directly or indirectly controls two railroads through stock ownership, the Luzerne and Susquehanna Railway Company (the "LS") and the Owego & Harford Railway, Inc (the "OHRY")

The LS, a Class III carrier, operates approximately 60 route miles of rail line in Lackawanna and Luzerne Counties in PA See Luzerne and Susquehanna Railway Company – Lease and Operation Exemption – Rail Lines and Operating Rights of Luzerne County Rail Corporation, F & L Realty, Inc and Pocono Northeast Railway, Inc , Finance Docket No 32563 (ICC served August 18, 1994) May obtained authority to continue in control of the LS in a prior notice of exemption filed under 49 C F R § 1180 2(d)(2) See Steven C May – Continuance and Control Exemption – Luzerne and Susquehanna Railway Company, Finance Docket No 32564, (ICC served August 18, 1994)

The OHRY, a Class III railroad, owns and operates approximately 26.7 route miles of rail line between Owego and Harford Mills, NY See Owego & Harford Railway, Inc – Application for Modified Certificate of Public Convenience and Necessity, Finance Docket No 32063 (ICC served April 23, 1992) May obtained authority to continue in control of OHRY in a prior notice of exemption filed under 49 C F R § 1180 2(d)(2) See Steven C May – Continuance of Control Exemption – Owego & Harford Railway, Inc , Finance Docket No 32062 (ICC served April 23, 1992)

LRWY will lease from NSR and operate a rail line that extends between approximately Milepost IS 269.5 at Athens, PA and approximately Milepost IS 213.5 at Mchoopany, PA. The rail line also includes any sidings, sidetracks, yards or facilities presently owned by NSR that are

accessed via the rail line The rail line is located in Bradford and Wyoming Counties, PA ¹ The total distance of the rail line to be operated by LRWY is approximately 56.0 route miles.

May will continue in control of LRWY after LRWY becomes a rail carrier pursuant to consummation of the lease that is the subject of the exemption in Finance Docket No. 35192

The full name and address of the applicant is

Steven C May
136 Montrose Avenue
Owego, NY 13827

Any questions concerning this Notice should be sent to LRWY's representative at the following address

Janie Sheng
K&L Gates LLP
1601 K Street, N W
Washington, D C. 20006
(202) 778-9000

SECTION 1180.6(a)(1)(ii)
PROPOSED TIME SCHEDULE FOR CONSUMMATION

LRWY will become a carrier soon after the notice of exemption in Finance Docket No 35192 becomes effective

SECTION 1180.6(a)(1)(iii)
PURPOSE SOUGHT TO BE ACCOMPLISHED

The proposed transaction will allow LRWY to continue to serve customers along the rail line

SECTION 1180.6(a)(5)
STATES IN WHICH PROPERTY OF APPLICANT IS LOCATED

May owns and/or operates rail property in New York and Pennsylvania

¹ The rail line does not connect with the Southern Tier, owned and operated by NSR

SECTION 1180.6(a)(6)

MAP

A map of the rail line that LRWY will lease from NSR is attached hereto as Exhibit A. A map of the rail lines owned and/or operated by May is attached hereto as Exhibit B.

SECTION 1180.6(a)(7)(ii)
AGREEMENT

May already controls LRWY, currently a non-carrier. No additional agreement is contemplated or necessary for May to continue in control of LRWY once LRWY becomes a rail carrier.

SECTION 1180.4(g)(1)(ii)
LABOR PROTECTIVE CONDITIONS

Pursuant to 49 U.S.C. § 11326(c), the Surface Transportation Board may not impose employee protective conditions on this transaction.

SECTION 1180.6(a)(8)
ENVIRONMENTAL AND HISTORIC PRESERVATION MATTERS

Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), no environmental report is required for May's continuance in control of LRWY. The transaction will not result in significant changes in carrier operations, i.e. changes which exceed the threshold established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(2), no historic preservation report is required.

Respectfully submitted,

By

Janic Sheng

Lauren B Pryor

K&L Gates LLP

1601 K Street, N W.

Washington, D C 20006

(202) 778-9000

ATTORNEYS FOR STEVEN C. MAY

Dated October 30, 2008

VERIFICATION

State of New York)

County of Tioga) ss:

Steven C May, being duly sworn, deposes and says that he is the President of Lehigh Railway, LLC, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.


Steven C May

SUBSCRIBED AND SWORN TO

before me this 29th day

of October, 2008

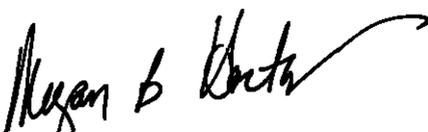
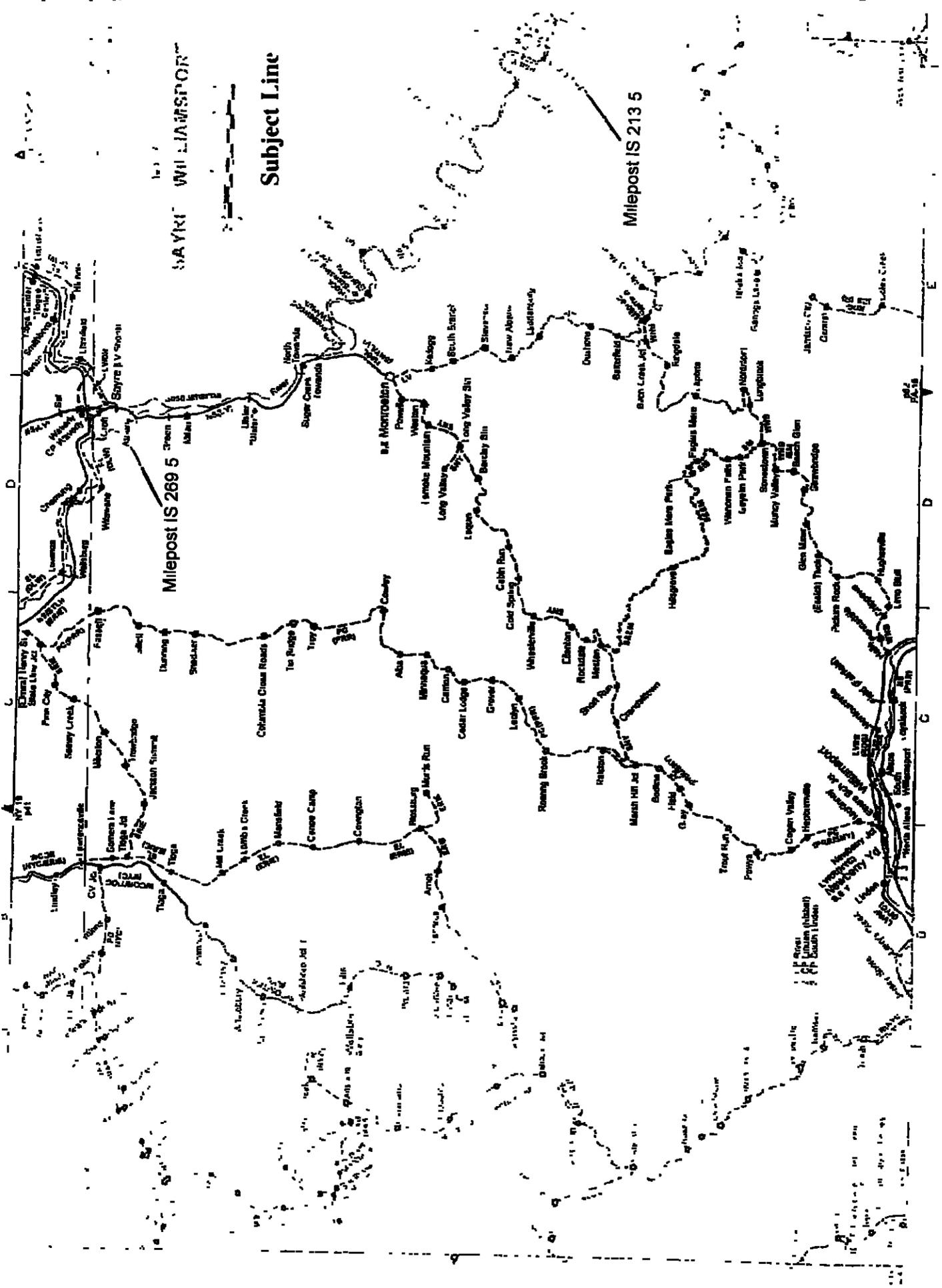

MEGAN B HORTON
Notary Public, State of New York
Qualified in Tioga County
No 01HO804488
Commission Expires July 17, 2010

EXHIBIT A

Exhibit A



SAYLORVILLE RESERVOIR

Subject Line

Milepost IS 269 5

Milepost IS 213 5

D

C

D

C

D

D

EXHIBIT B

Exhibit B

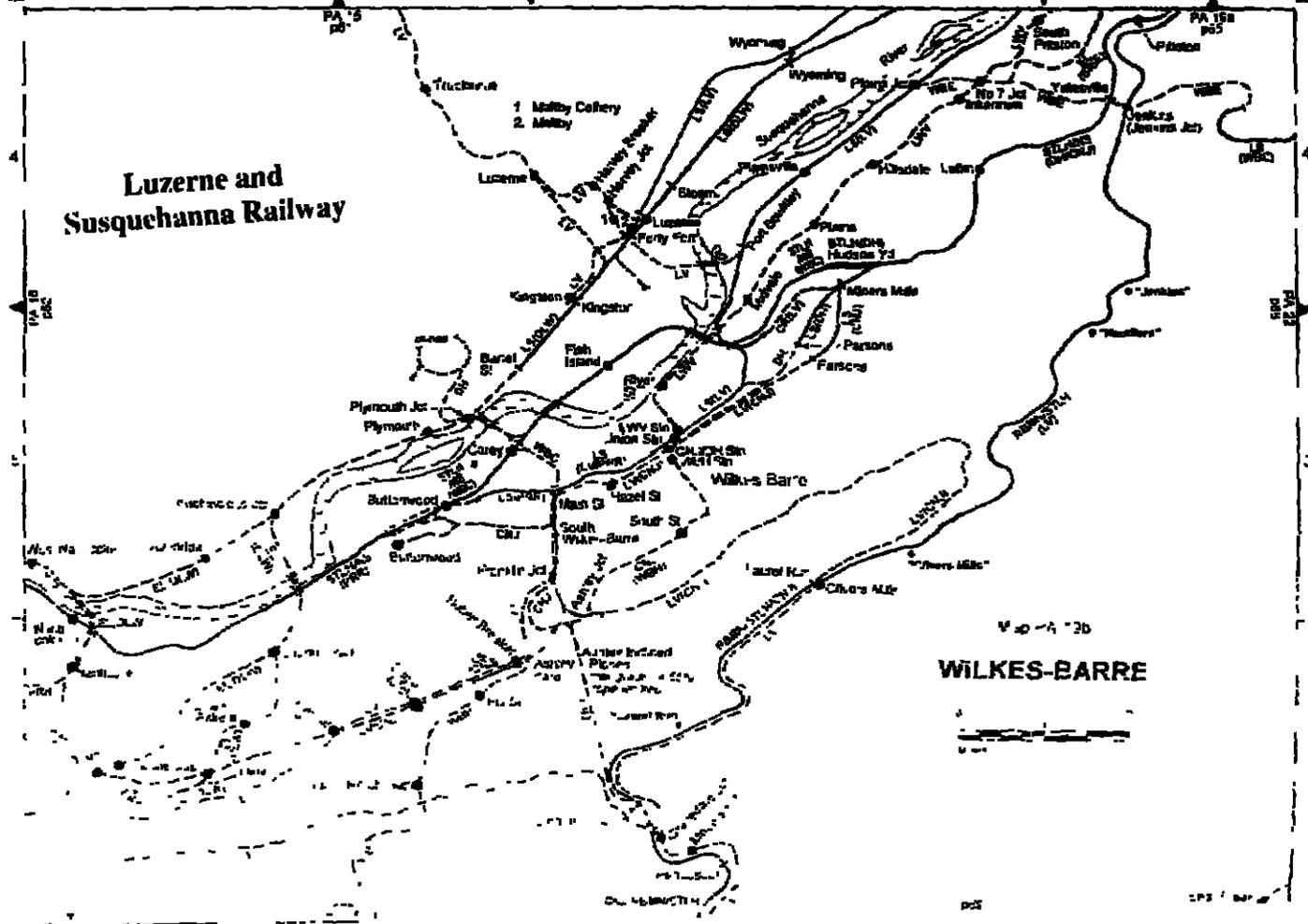
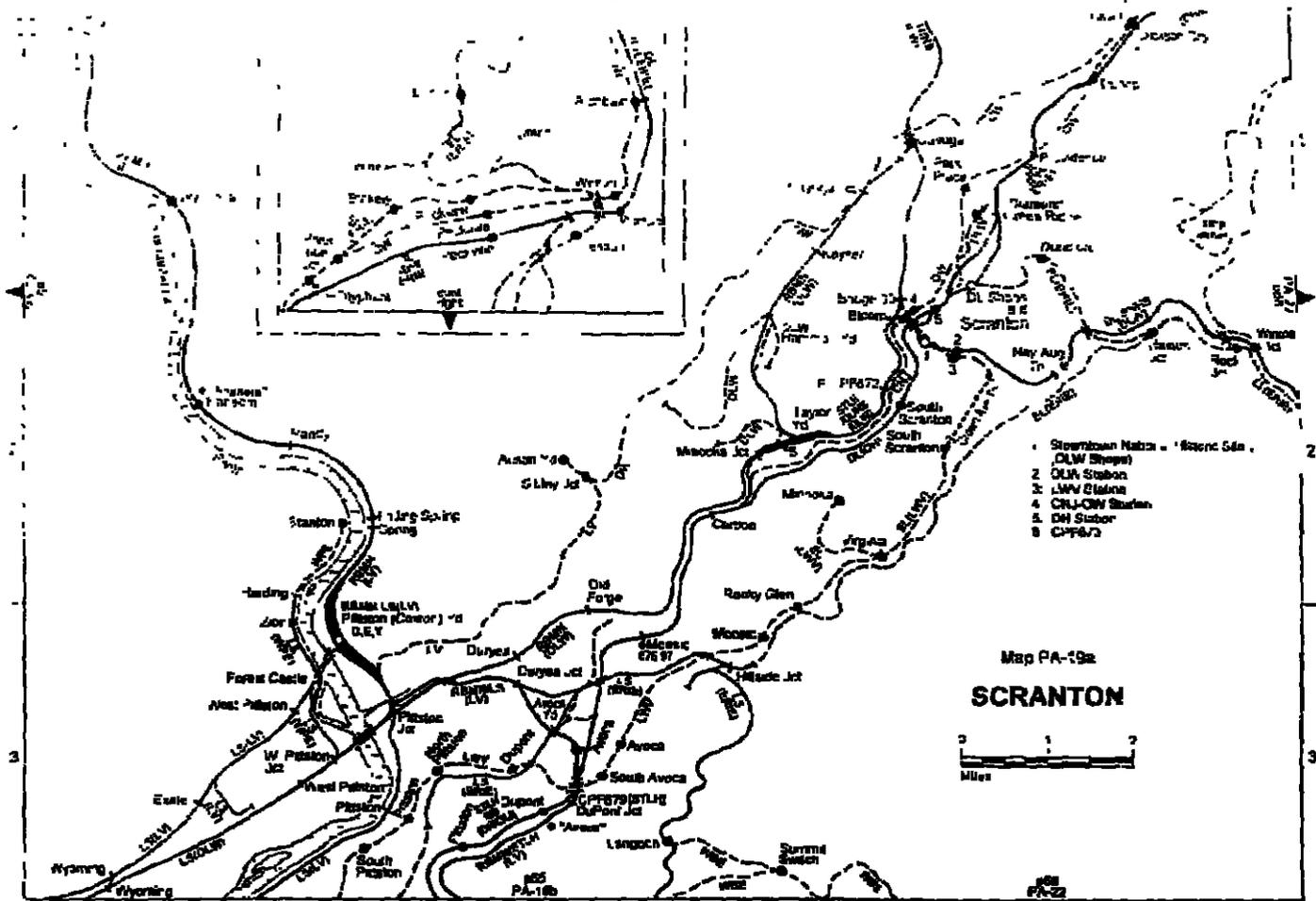
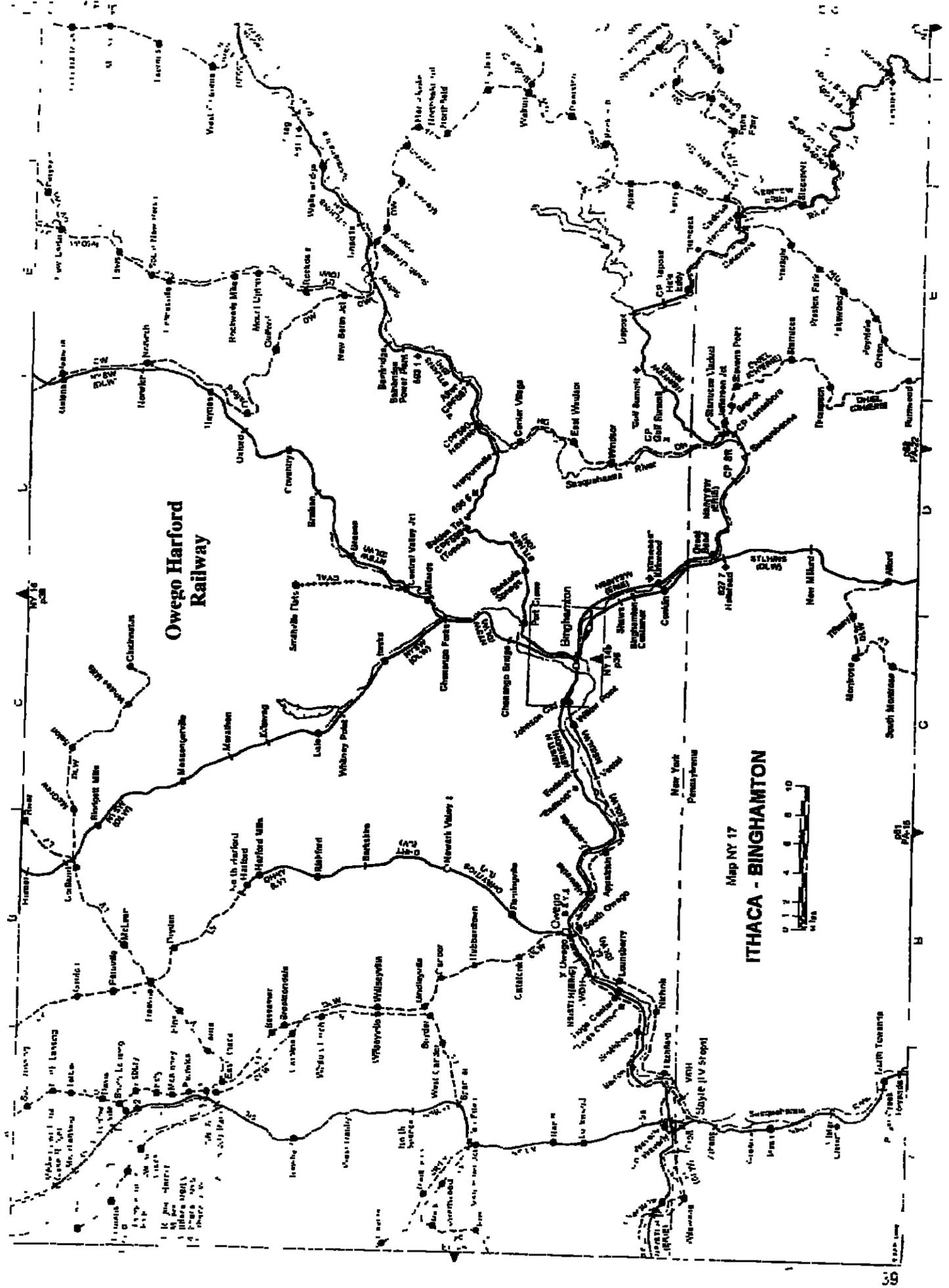


Exhibit B



Owego Harford
Railway

Map NY 17
ITHACA - BINGHAMTON

