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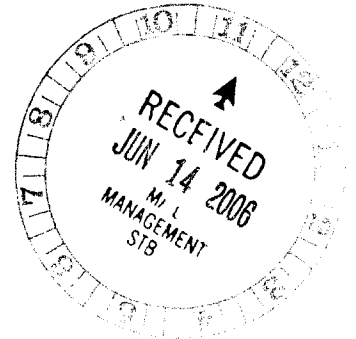
June 7, 2006

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

ENTERED
Office of Proceedings

JUN 14 2006

Part of
Public Record



Re: Finance Docket 34891; Lackawaxen-Honesdale Shipper Association, Inc. -
Acquisition Exemption - Honesdale Branch - Verified Notice of Exemption

Dear Sir:

Enclosed for filing in the above captioned proceeding, please find the original and 10 copies of the Verified Notice of Exemption filed by the Lackawaxen-Honesdale Shipper Association, Inc. for acquisition of the Honesdale Branch between Honesdale and Lackawaxen, Pennsylvania. A check in the amount of \$1,500 is enclosed in payment of the Board's filing fee for the exemption notice.

Please time stamp a copy of this letter and return it in the enclosed self addressed, stamped envelope. Should have any further questions in connection with this exemption notice, please contact the undersigned.

Very truly yours,

RICHARD R. WILSON, P.C.

Richard R. Wilson, Esq.

Attorney for Lackawaxen-Honesdale
Shipper Assoc.

FILED
JUN 14 2006
SURFACE
TRANSPORTATION BOARD

RRW/bab
Enclosures

xc: Lackawaxen-Honesdale Shipper Assoc., Inc.

FEE RECEIVED

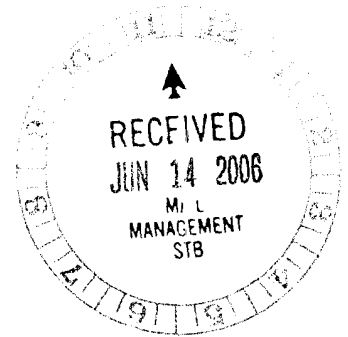
JUN 14 2006

SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

LACKAWAXEN-HONESDALE SHIPPERS
ASSOCIATION, INC. -ACQUISITION
EXEMPTION-HONESDALE BRANCH

) FINANCE DOCKET
) NO. 34891



NOTICE OF EXEMPTION
UNDER 49 C.F.R. §1150.31

216759

FILED
JUN 14 2006
SURFACE
TRANSPORTATION BOARD

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LACKAWAXEN-HONESDALE
SHIPPERS ASSOCIATION, INC.
100 Fourth Street
Honesdale, PA 18431

Applicant

RICHARD R. WILSON, ESQ.
127 Lexington Avenue, Ste. 100
Altoona, PA 16601
(814) 944-5302

Attorney for Applicant

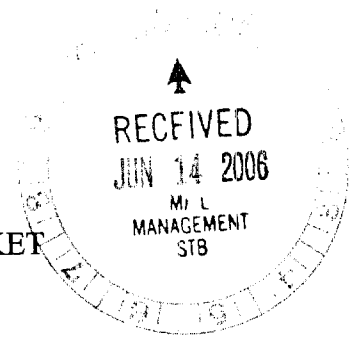
FILED
JUN 14 2006
SURFACE
TRANSPORTATION BOARD

Date Filed June 7, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

LACKAWAXEN-HONESDALE SHIPPERS)
ASSOCIATION, INC.- ACQUISITION)
EXEMPTION -HONESDALE BRANCH)

FINANCE DOCKET
NO. 34891



NOTICE OF EXEMPTION
UNDER 49 C.F.R. §1150.31

Pursuant to 49 C.F.R. §1150.31 *et seq.*, LACKAWAXEN-HONESDALE SHIPPER ASSOCIATION, INC. ("LHSA") hereby seeks exemption from 49 U.S.C. §10901 for its acquisition of the Honesdale Branch between Honesdale, PA and Lackawaxen, PA in Wayne and Pike Counties, PA from the Pennsylvania Department of Transportation "(PennDOT)". The Honesdale Branch was formally owned by PennDOT but on January 31, 2003, the line was conveyed by PennDOT to LHSA for purposes of local ownership and to promote and preserve rail service which was provided since 1990 by Stourbridge Railroad Company. Due to lack of familiarity with regulatory requirements, the LHSA failed to obtain acquisition authority for this transaction from the Surface Transportation Board. Accordingly, to rectify that omission, LHSA files this Notice of Exemption *nunc pro tunc* in order to comply with the requirements of 49 U.S.C. §10901. A map of the rail line for which acquisition authority is sought is attached to this notice as Appendix 1.

INFORMATION REQUIRED BY 49 C.F.R. §1150.33

(a) *The full name and address of the Applicant.*

The Applicant is the Lackawaxen Honesdale Shipper Association, Inc., 100 Fourth Street, Honesdale, PA 18431

(b) *The name, address, and telephone number of the representative of the applicant who should receive correspondence:*

The Applicant's representative who should receive correspondence is Richard R. Wilson, Esq., 127 Lexington Avenue, Ste. 100, Altoona, PA 16601

(c) *A statement that the agreement has been reached or details about when an agreement will be reached.*

The Honesdale Branch was acquired from PennDOT by LHSA on January 31, 2003.

(d) *The operator of the property*

The operator of the property is Stourbridge Railroad Company.

(e) *A brief summary of the proposed transaction.*

The Honesdale-Lacksawaxen line was acquired by PennDOT through amicable settlement on June 2, 1982 pursuant to the Final System Plan. The line, known as the Honesdale Branch, extends from Lacksawaxen, PA (M.P. 110.26) to Honesdale, PA (M.P. 135.00) in Wayne and Pike Counties, PA, being U.S.R.A Line No. 1238. Operating authority for this rail line was obtained by the Stourbridge Railroad Company in Finance Docket No. 31508 on January 17, 1990. Subsequently, in 2003 ownership of the rail line was conveyed by PennDOT to LHSA. The line comprises a total route mileage of 24.74 miles.

(f) *A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and states.*

The required map is attached to this Notice as Appendix 1.

(g) *A certificate that applicant's projected revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier so as to require processing under §1150.45.*

The required certification is attached to this Notice as Appendix 2.

VERIFICATION

A verification is included in Appendix 2.

CAPTION SUMMARY

The required caption summary is attached as Appendix 3.

ENVIRONMENTAL AND HISTORICAL CONSIDERATIONS

Pursuant to 49 C.F.R. §§1105.6(c)(2) and 1105.7(b)(1), there is no requirement for environmental or historical reporting in conjunction with this notice. Applicant's acquisition of the rail line has not and will not have a significant adverse effect on the human environment nor on structures of historical significance since the line will continue to be owned and operated for rail service.

WHEREFORE, applicant requests that this notice be published in the Federal Register within 30 days of filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard R. Wilson", with a long horizontal flourish extending to the right.

RICHARD R. WILSON, ESQ.

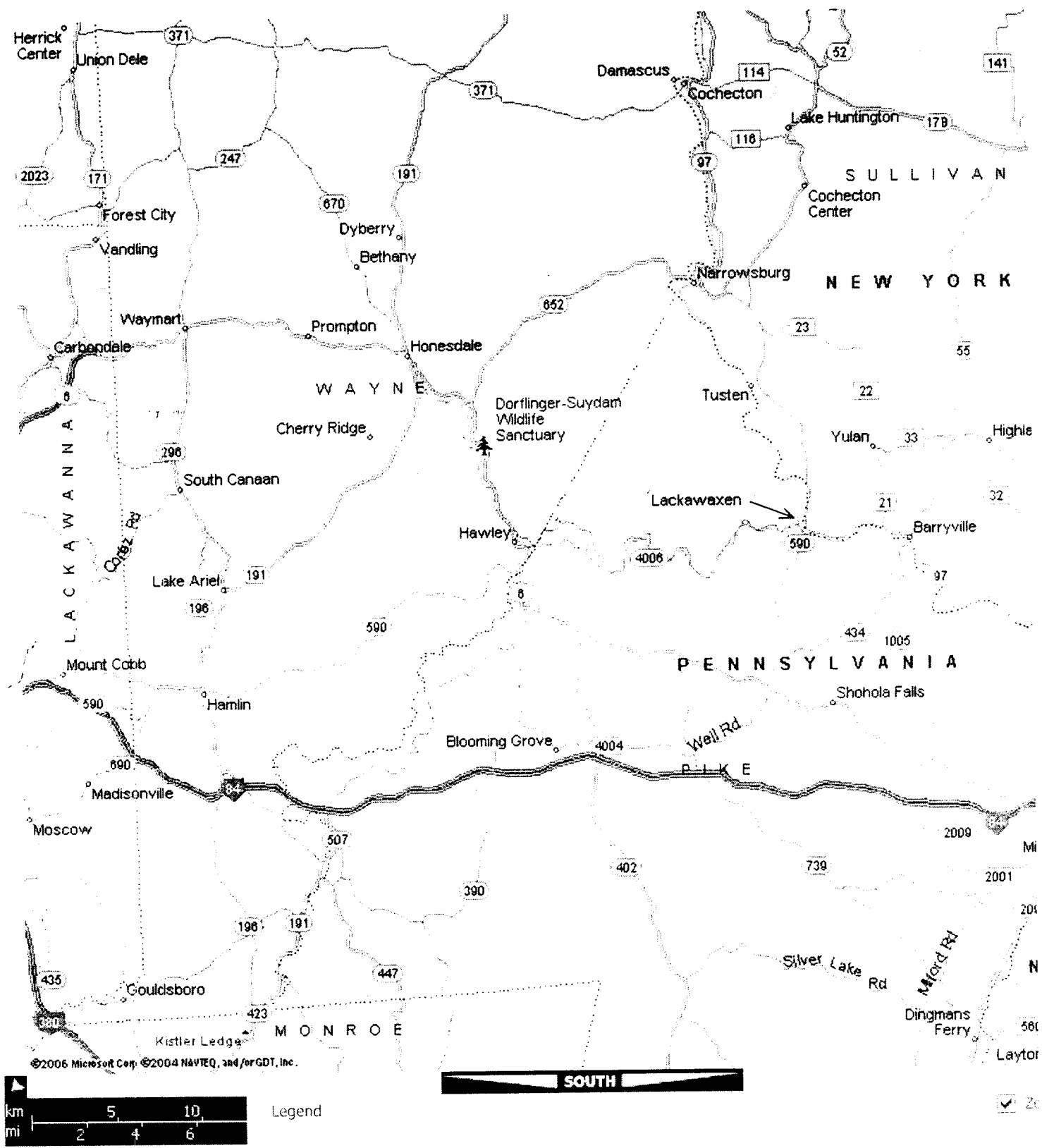
RICHARD R. WILSON, P.C.

Attorney for Lackawaxen-Honesdale Shipper
Association, Inc.

127 Lexington Avenue, Ste. 100

Altoona, PA 16601

(814) 944-5302



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Paste an Address
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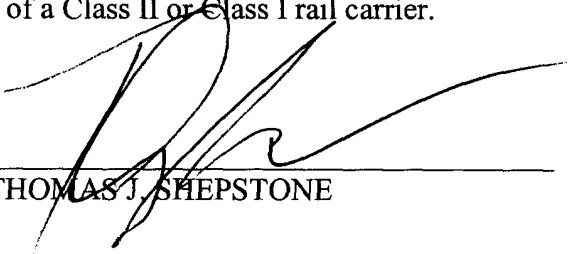
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VERIFICATION

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF WAYNE)

THOMAS J. SHEPSTONE, begin duly sworn on oath, deposes and states that he has read the foregoing notices, that he knows the contents thereof, and that the facts therein states are true and correct. Thomas J. Shepstone does further certify that the projected revenues as a result of this acquisition do not result in the creation of a Class II or Class I rail carrier.



THOMAS J. SHEPSTONE

APPENDIX 2

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Finance Docket No. 34891

Lackawaxen-Honesdale Shipper Association, Inc. – Acquisition Exemption –

Honesdale Branch

Lackawaxen-Honesdale Shipper Association, Inc. a non-carrier, has filed a Notice of Exemption for its acquisition from the Pennsylvania Department of Transportation of the Honesdale Branch between Honesdale, PA M.P. 135.00, and Lackawaxen, PA M.P. 110.26, consisting of approximately 24.74 miles of track.

Comments must be filed with the Board and served on the representative of the Shipper Association, Richard R. Wilson, Esq., Richard R. Wilson, P.C., 127 Lexington Avenue, Ste. 100, Altoona, PA 16601, 814-944-5302.

This notice is filed under 49 C.F.R. §1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. The filing of a petition to revoke will not automatically stay the transaction.

By the Board
Vernon A. Williams, Secretary