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BALL JANIK LLP

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

**SURFACE
TRANSPORTATION BOARD**

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WASHINGTON, D.C. 20005

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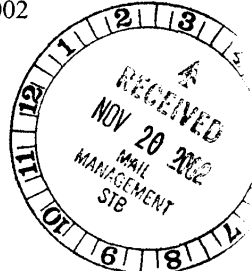
TELEPHONE 202-638-3307
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lgitomer@dc.bjllp.com

DD # 0102082001

November 20, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Suite 700
Washington, DC 20423



206684

RE: Finance Docket No. 34282, *Western Illinois Railway Company—
Acquisition Exemption—Toledo, Peoria & Western Railway Corporation*

Dear Secretary Williams:

Enclosed for filing are the original and ten copies of a Verified Notice of Exemption under 49 C.F.R. § 1150.31, three diskettes with the file Notice.doc, and a check covering the \$1,300.00 filing fee. Please time and date stamp the extra copy of this letter and the Verified Notice of Exemption and return them with our messenger.

If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer
Attorney for Western Illinois Railway
Company

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Office of Proceedings**

NOV 20 2002

**Part of
Public Record**

Enclosures

FILED

NOV 20 2002

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ORIGINAL

BEFORE THE
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FINANCE DOCKET NO. 34282



WESTERN ILLINOIS RAILWAY COMPANY—ACQUISITION EXEMPTION—TOLEDO,
PEORIA & WESTERN RAILWAY CORPORATION

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

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Gary A. Laakso, Esq.
Vice President Regulatory Counsel
Western Illinois Railway Company
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
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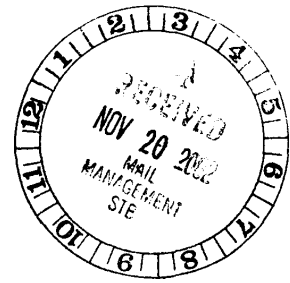
Attorneys for: Western Illinois Railway Company

Dated: November 20, 2002

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Office of Proceedings
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Part of
Public Record 2

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34282



WESTERN ILLINOIS RAILWAY COMPANY—ACQUISITION EXEMPTION—TOLEDO,
PEORIA & WESTERN RAILWAY CORPORATION

VERIFIED NOTICE OF EXEMPTION
Pursuant to 49 C.F.R. § 1150.31, Et Seq.

Western Illinois Railway Company (“WIRC”), a noncarrier, files this Notice of Exemption, pursuant to 49 C.F.R. Part 1150, Subpart D — Exempt Transactions, with the Surface Transportation Board (the “STB”) to permit WIRC to acquire the Toledo, Peoria & Western Railway Corporation’s 71.5-mile rail line between La Harpe, milepost 194.5, and Peoria, milepost 123.0, in Hancock, McDonough, Fulton, and Peoria Counties, IL (the “Line”).¹

In support of this Notice of Exemption, WIRC submits the following information as required by 49 C.F.R. § 1150.33:

a. Full name and address of applicant:

Western Illinois Railway Company
5300 Broken Sound Boulevard N.W.
Boca Raton, FL 33487

¹ A notice of exemption is being concurrently filed for RailAmerica, Inc. and Palm Beach Rail Holdings, Inc. to continue-in-control of WIRC in Finance Docket No. 34283, *RailAmerica, Inc., Et Al.—Corporate Family Reorganization Exemption—Western Illinois Railway Company*.

b. Applicant's Representatives:

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
Western Illinois Railway Company
5300 Broken Sound Boulevard N.W.
Boca Raton, FL 33487
(561) 994-6015

Louis E. Gitomer, Esq.
Of Counsel
Ball Janik LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

c. An agreement has been reached among WIRC, as buyer, and the Toledo, Peoria & Western Railway Corporation ("TP&W"), as seller.

d. The operator of the property will be TP&W.²

e. Summary of proposed transaction:

1. The name and address of the railroad transferring the property is:

Toledo, Peoria & Western Railway Corporation
1990 East Washington Street
East Peoria, IL 61611

2. The proposed time schedule for the consummation of the transaction is on or after November 27, 2002

3. The mileposts of the subject property, including any branch lines, are between La Harpe, milepost 194.5, and Peoria, milepost 123.0.

4. WIRC is acquiring about 71.5 route miles.

f. A map of the rail Lines is attached as Exhibit A.

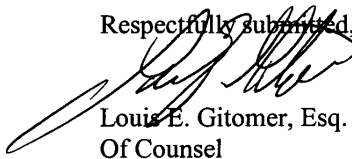
² TP&W intends to retain a permanent freight easement over the Line and will be responsible for

- g. A Certificate of Compliance with the provisions of 49 CFR § 1150.32(e) and .33(g) is attached as Exhibit B.
- h. A caption summary, as required by 49 C.F.R. §1150.34, is attached as Exhibit C.
- i. No environmental documentation is required because there will be no operational changes that would exceed the thresholds established in 49 CFR §1105.7(e)(4) or (5) and there will be no action that would normally require environmental documentation. Hence, this Notice of Exemption does not require environmental documentation under 49 CFR §1105.6(b)(4) and (c)(2)(i).
- j. An historic report is not required because TP&W will operate the Lines, will require further STB approval as required to discontinue and abandon any service, and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older. Hence, this Notice of Exemption does not require an historic report under 49 C.F.R. §1105.8(b)(1).

This action will not significantly affect either the quality of the human environment or energy conservation.

Gary A. Laakso, Esq.
Vice President Regulatory Counsel
Western Illinois Railway Company
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487
(561) 994-6015

Respectfully submitted,



Louis E. Gitomer, Esq.
Of Counsel
BALL JANIK LLP
1455 F Street, N.W., Suite 225
Washington, D.C. 20005
(202) 638-3307

Attorneys for: Western Illinois Railway Company

Dated: November 20, 2002

conducting the operations. A motion to dismiss this notice is being filed.

EXHIBIT A – MAP

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ilroad
ilroad
Western Railroad
ad
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ianapolis
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id Railroad

i Railroad

Co.

Wisconsin

FINANCE DOCKET NO's. 34282, 34283
Sale of Non-Real Estate by TP&W to
WIRC MP 194.5 LaHarpe to MP 123.0 Peoria



EXHIBIT B

CERTIFICATION

State of Florida)
) ss:
County of Palm Beach)

I, Larry W. Bush, being duly sworn depose and state that I am a Vice President of Western Illinois Railway Company, that the projected annual revenues from the rail operations would not exceed those that would make it a Class III carrier under 49 CFR Part 1201(1-1), and that the projected annual revenues of the carrier to be created by this transaction do not exceed \$5 million.

Larry W Bush

Subscribed and sworn to before me this 19th day of November, 2002.

B. Lee West
Notary Public



(SEAL)

My Commission Expires: Aug 20, 2004

EXHIBIT C – CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

FINANCE DOCKET NO. 34282

WESTERN ILLINOIS RAILWAY COMPANY —ACQUISITION EXEMPTION—TOLEDO,
PEORIA & WESTERN RAILWAY CORPORATION

Western Illinois Railway Company has filed a notice of exemption to acquire Toledo, Peoria & Western Railway Corporation's rail line between La Harpe, milepost 194.5, and Peoria, milepost 123.0, in Hancock, McDonough, Fulton, and Peoria Counties, IL, a distance of about 71.5 miles.

The transaction is scheduled to take place on or as soon as possible after the November 27, 2002 effective date of the exemption.

A class exemption for RailAmerica, Inc., et al., to continue in control of Western Illinois Railway Company, was concurrently filed in Finance Docket No. 34283, *RailAmerica, Inc., Et Al.—Corporate Family Reorganization Exemption—Western Illinois Railway Company*.

If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34282, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Gary A. Laakso, Esq., Vice President Regulatory Counsel, Western Illinois Railway

Company, 5300 Broken Sound Boulevard N.W., Boca Raton, FL 33487, (561) 994-6015, and
Louis E. Gitomer, Esq., Of Counsel, Ball Janik LLP, 1455 F Street, N.W., Suite 225,
Washington, D.C. 20005, (202) 638-3307.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: ____ __, 2002.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

VERIFICATION

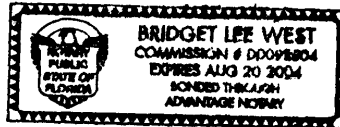
State of Florida)
) ss:
County of Palm Beach)

I, Larry W. Bush, being duly sworn depose and state that I am a Vice President of Western Illinois Railway Company, that I am authorized to make this verification, and that I have read the foregoing notice of exemption and know the facts asserted therein are true and accurate as stated to the best of my knowledge, information, and belief.

Larry W Bush

Subscribed and sworn to before me this 19th day of November, 2002.

Bridget Lee West
Notary Public



(SEAL)

My Commission Expires: 8/20/04