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December 9, 2014

VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024

Re: **Docket No. FD 35885**
Peru Land Acquisition 2, LLC – Acquisition Exemption –
Line Owned by the City of Peru, Illinois

Dear Chief Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of the **Verified Notice of Exemption of Peru Land Acquisition 2, LLC pursuant to 49 C.F.R. § 1150.31**, dated December 9, 2014. A check in the amount of \$1,800, representing the appropriate fee for this filing, and a compact disk containing a pdf of the Notice and the *Federal Register* caption summary in MS Word format are attached.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,



Michael J. Barron, Jr.
Attorney for Peru Land Acquisition 2, LLC

Enclosures

FILED
December 11, 2014
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
December 11, 2014
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35885

PERU LAND ACQUISITION 2, LLC
-- ACQUISITION EXEMPTION --
LINE OWNED BY THE CITY OF PERU, ILLINOIS

**VERIFIED NOTICE OF EXEMPTION
OF
PERU LAND ACQUISITION 2, LLC
PURSUANT TO 49 C.F.R. § 1150.31**

Michael J. Barron, Jr.
Fletcher & Sippel
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR
PERU LAND ACQUISITION 2, LLC**

Dated: December 9, 2014

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35885

PERU LAND ACQUISITION 2, LLC
-- ACQUISITION EXEMPTION --
LINE OWNED BY THE CITY OF PERU, ILLINOIS

**VERIFIED NOTICE OF EXEMPTION
OF
PERU LAND ACQUISITION 2, LLC
PURSUANT TO 49 C.F.R. § 1150.31**

Pursuant to 49 C.F.R. § 1150.31, *et seq.*, Peru Land Acquisition 2, LLC (“PLA2”), a non-carrier, hereby files this Verified Notice of Exemption to acquire from the City of Peru, Illinois (“Peru”) ownership of a line of railroad (the “Peru City Track”) of approximately 3.5 miles of track, all as shown on Exhibit A attached hereto, in Bureau and LaSalle Counties, Illinois. Specifically, PLA2 will own the line of railroad formerly belonging to the LaSalle & Bureau County Railroad Company and subsequently sold to Peru, from a point of connection with Illinois Railway, LLC, on its western end to the end of track just west of Illinois Route 251 on its eastern end.¹ Based on projected annual revenues, PLA2 expects to become and remain a Class III rail carrier after consummation of the transaction proposed herein.²

¹ The Peru City Track does not have mileposts.

² The Peru City Track was the subject of three previous abandonment proceedings at the Interstate Commerce Commission (“ICC”), but none resulted in agency abandonment authorization. See Docket Nos. AB-300 (Sub-No. 1X), Chicago Rail Link – Exemption – Abandonment in Bureau and LaSalle Counties, IL; AB-300 (Sub-No. 2X), Carus Corporation – Abandonment Exemption – in LaSalle and Bureau Counties, IL; and AB-300 (Sub-No. 3X), Chicago Rail Link – Abandonment Exemption – In LaSalle and Bureau Counties, IL. The Peru City Track was apparently thought to be abandoned when it was acquired by the City of Peru.

This Notice is related to Finance Docket No. 35886, Illinois Railway, LLC – Lease and Operation Exemption – Peru Land Acquisition 2, LLC, in which Illinois Railway, LLC (“IR”) is concurrently filing a Notice of Exemption pursuant to 49 C.F.R. § 1150.41, et seq., to lease and operate as a common carrier the line being purchased by PLA2.³

In accordance with the requirements of 49 C.F.R. § 1150.33, PLA2 submits the following information:

Name and Address of Applicant: 49 C.F.R. § 1150.33(a)

The full name and address of the applicant herein is as follows:

Peru Land Acquisition 2, LLC
252 Clayton Street, 4th Floor
Denver, CO 80206

Applicant’s Representative: 49 C.F.R. § 1150.33(b)

The PLA2 representative to whom correspondence regarding this transaction should be sent is as follows:

Michael J. Barron, Jr.
Fletcher & Sippel
29 North Wacker Drive, Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

Statement Concerning Agreement: 49 C.F.R. § 1150.33(c)

Pursuant to an executed letter of intent between the parties and a further, formal agreement to be executed prior to closing, Peru will sell the Peru City Track to PLA2.

Operation of the Property: 49 C.F.R. § 1150.33(d)

PLA2 will, upon acquiring the Peru City Track, lease it to IR and IR will operate

³ PLA2 and IR are not under common control, and thus no control filing under 49 U.S.C. § 11323 is required as an element of this transaction. Patrick D. Broe indirectly controls IR. PLA2, on the other hand, is controlled by Cormac Holdings, LLC, an entity independent of Mr. Broe.

and provide common carrier service on that line.

Summary of the Transaction: 49 C.F.R. § 1150.33(e)

Peru currently owns the Peru City Track, and IR currently provides service to customers located on it pursuant to an arrangement with Peru.⁴ Following acquisition by PLA2 and the lease of the line by IR, IR will become a common carrier on the Peru City Track and the sole operator of rail freight service on the line. The line runs from a connection with IR on its western end to the end of track at its eastern end just west of Illinois Route 251, as is depicted in Exhibit A. The subject trackage consists of 3.5 route miles, all near Peru, Illinois, in Bureau and LaSalle Counties, Illinois.

The exemption becomes effective on January 9, 2015, thirty days after it is filed. PLA2 intends to consummate the transaction as soon as it is able any time on or after January 9, 2015.

The address of the City of Peru is 1901 4th Street, Peru, Illinois 61354.

Map: 49 C.F.R. § 1150.33(f)

A map showing the line is attached as Exhibit A to this notice.

Certificate of Compliance: 49 C.F.R. § 1150.33(g)

A Certificate of Compliance with the provisions of 49 C.F.R. § 1150.33(g) is attached as Exhibit B to this notice.

Interchange Commitments: 49 C.F.R. § 1150.33(h)

The acquisition agreement between PLA2 and Peru does not include any

⁴ At the time IR entered into its arrangement with Peru to serve customers on the Peru City Track, the trackage was considered to be private industry track and IR has operated over the Peru City Track on that premise. As noted in Footnote 1, however, prior ICC abandonment proceedings involving the Peru City Track were never completed. This filing and the filing in Finance Docket 35886 resolve any ambiguity regarding the status of the Peru City Track by installing PLA2 as a common carrier owner of the line and formalizing IR's status as a common carrier lessee of the line.

provision limiting PLA2's future interchange of traffic on the line with a third-party connecting carrier.

Advance Notice: 49 C.F.R. § 1150.32(e)

The projected annual operating revenue of PLA2 upon consummation of this transaction does not exceed \$5 million, and, accordingly, the advance notice requirements of 49 C.F.R. § 1150.32(e) are not applicable to this transaction. See Exhibit B.

Environmental and Historic Preservation Data: 49 C.F.R. § 1105

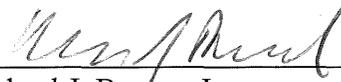
Under C.F.R. § 1105.6(c)(2), the proposed transaction is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(1), the proposed transaction also is exempt from historic preservation reporting requirements. The proposed rail line sale is for the purpose of continuing rail operations. Additional Board approval would be required to discontinue rail service or to abandon the line. Moreover, there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Caption Summary: 49 C.F.R. § 1150.34

A caption summary in appropriate form is attached as Exhibit C to this notice.

Respectfully submitted,

By:  _____

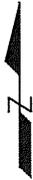
Michael J. Barron, Jr.
Fletcher & Sippel
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEY FOR
PERU LAND ACQUISITION 2, LLC**

Dated: December 9, 2014

PERU LAND ACQUISITION 2, LLC

REVISION DATE: 11/24/2014



LEGEND	
ILLINIOS RAILWAY TRACK	_____
PLA 2 TRACK ACQUISITION	_____
COUNTY LINE	_____

BUREAU
COUNTY

LASALLE
COUNTY

TO ZEARING, IL
→

PLANK ROAD
TO CHERRY, IL
↘

CONENCTION LOCATION

TO LASALLE, IL
↓

PLANK ROAD
TO PERU, IL
↘

INTERSTATE 80
TO PRINCETON, IL
←

INTERSTATE 80
TO OTTAWA, IL
→

CERTIFICATION AND VERIFICATION

I, Kevin Shuba, Manager and CEO, of Peru Land Acquisition 2, LLC ("PLA2") hereby certify that PLA2's projected annual revenues will not as a consequence of the proposed acquisition transaction result in PLA2 becoming a Class II or Class I rail carrier so as to require processing of the foregoing notice of exemption under 49 C.F.R. § 1150.35, and that PLA2's projected annual revenues will not exceed \$5,000,000.00.

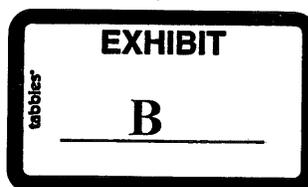
Also, pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing acquisition notice of exemption is true and correct to the best of my knowledge and belief.



Name: Kevin Shuba
Title: Manager; CEO

Peru Land Acquisition 2, LLC

Executed on: December 9, 2014



SURFACE TRANSPORTATION BOARD

NOTICE OF EXEMPTION

DOCKET NO. FD 35885

PERU LAND ACQUISITION 2, LLC
-- ACQUISITION EXEMPTION --
LINE OWNED BY THE CITY OF PERU, ILLINOIS

Peru Land Acquisition 2, LLC, a non-carrier, has filed a Verified Notice of Exemption to acquire from the City of Peru, Illinois, a line of railroad known as the Peru City Track from its junction on its western end where it connects with Illinois Railway, LLC, to the end of track at its eastern end just west of Illinois Route 251, all near Peru in Bureau and LaSalle Counties, Illinois. (The subject rail line does not have mileposts.) The total length of the rail lines involved is 3.5 route miles.

Peru Land Acquisition 2, LLC expects to consummate the transaction and become a Class III railroad on the line described above any time on or after January 9, 2015.

Comments must be filed with the Board and served on:

Michael J. Barron, Jr.
Fletcher & Sippel
29 North Wacker Drive, Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

This Notice is related to Docket No. FD 35886, Illinois Railway, LLC – Lease and Operation Exemption – Line of Peru Land Acquisition 2, LLC, in which Illinois Railway, LLC, is concurrently filing a Notice of Exemption pursuant to 49 C.F.R § 1150.41, et seq., to lease and operate the Peru City Track as a common carrier.

This Notice is filed under 49 C.F.R. § 1150.31. If this Notice contains false or misleading information, the exemption is void ab initio. Petitions 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.

Dated: _____, 2014

By the Board