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December 21, 2022
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December 21, 2022

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: STB Docket No. FD 36655
Genesee & Wyoming Inc.
- Corporate Family Exemption-

Dear Ms. Brown:

Enclosed for e-filing on behalf of Genesee & Wyoming Inc. is a Notice of Exemption being filed in accordance with 49 C.F.R. § 1180.2(d)(3).

The filing fee was paid using Pay.gov. Please let me know if there are any questions regarding this filing.

Sincerely,

A handwritten signature in blue ink that reads 'Justin J. Marks'.

Justin J. Marks
Counsel for Genesee & Wyoming Inc.

Enclosure

FILED
December 21, 2022
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
December 21, 2022
SURFACE
TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36655

GENESEE & WYOMING INC.
–CORPORATE FAMILY EXEMPTION –

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. §1180.2(d)(3)

(includes color images)

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Attorneys for Genesee & Wyoming Inc.

Dated: December 21, 2022

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36655

GENESEE & WYOMING INC.
–CORPORATE FAMILY EXEMPTION–

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. §1180.2(d)(3)

Genesee & Wyoming Inc. (“GWI” or “Applicant”), a non-carrier holding company¹, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(3) to exempt from the provisions of 49 U.S.C. §11323, two proposed merger transactions within its family of corporate entities that will permit GWI to streamline its corporate structure. GWI proposes to merge Chattahoochee Bay Railroad, Inc. (“CHAT”) with and into The Bay Line Railroad, L.L.C. (“BAYL”) with BAYL remaining as the surviving Class III rail carrier; and proposes to merge Fordyce and Princeton R.R. Co. (“FP”) with and into Arkansas Louisiana & Mississippi Railroad Company (“ALM”) with ALM remaining as the surviving Class III carrier. All these Class III carriers are controlled directly and indirectly by GWI.

The proposed transactions will reduce the number of legal entities in the GWI corporate family, resulting in improved efficiencies by reducing overhead and duplication of accounting and IT services and potential tax savings, while retaining the same assets to serve customers. The proposed transactions would not result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside of the corporate

¹ GWI is controlled by Brookfield Asset Management, Inc and G&W Intermediate Holdings, LLC (formerly known as DJP XX, LLC). *Brookfield Asset Management, Inc. and DJP XX, LLC – Control Exemption – Genesee & Wyoming, Inc., et al.*, STB Finance Docket No. FD 36326 (served Oct. 29, 2019).

family. Accordingly, the transactions are eligible for a corporate family exemption under 49 C.F.R. §1180.2(d)(3).

Notice

In accordance with 49 C.F.R. §1180.4(g), Applicant hereby provides the following information required for a Notice of Exemption under 49 C.F.R. §1180(2)(d)(3):

§1180.6(a)(1)(i): A brief summary of the proposed transaction, the name of applicant, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

GWJ indirectly controls BAYL through its wholly owned subsidiaries, Rail Partners, L.P. and RP Acquisition Company Two, following the acquisition of BAYL in 2005.² CHAT is a wholly owned subsidiary of GWJ formed in 2006 to acquire certain assets from H&S R.R. Co., Inc. and Chattahoochee & Gulf R.R. Co., Inc.³ GWJ will merge CHAT with and into BAYL under Delaware and Alabama law, with BAYL remaining as the surviving Class III rail carrier.

GWJ acquired control of both FP and ALM in 2004 through the acquisition of each rail carrier's stock.⁴ GWJ will merge FP with and into ALM under Delaware and Arkansas law, with ALM remaining as the surviving Class III carrier.

Business Addresses and Telephone Numbers:

Genesee & Wyoming Inc.
20 West Avenue
Darien, CT 06820
(203) 202-8900

² *Genesee & Wyoming Inc., RP Acquisition Company One and RP Acquisition Company Two-Control Exemption – Rail Partners, L.P., AN Railway, et al., Atlantic & Western Railway, et al., and KWT Railway, Inc.*, STB Finance Docket No. 34708 (served June 24, 2005).

³ *Chattahoochee Bay R.R., Inc. – Acquisition and Operation Exemption – Certain Assets of H&S R.R. Co., Inc., and Chattahoochee & Gulf R.R. Co., Inc.*, STB Finance Docket No. 34912 (served Sept 15, 2006).

⁴ *Genesee & Wyoming Inc. - Control Exemption – Arkansas, Louisiana & Mississippi Railroad Company and Fordyce & Princeton Railroad Company*, STB Finance Docket No. 34453 (served Feb. 5, 2004).

Arkansas Louisiana & Mississippi Railroad Company
The Bay Line Railroad, L.L.C.
Chattahoochee Bay Railroad, Inc.
Fordyce and Princeton R.R. Co.
13901 Sutton Park Drive South
Suite 270
Jacksonville, FL 32224
(203) 202-8900

Counsel to whom questions regarding these transactions can be addressed:

Eric M. Hocky
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§1180.6(a)(1)(ii) Consummation Schedule

The parties intend to consummate the proposed transactions on or about February 1, 2023, more than 30 days from the date of this notice.

§1180.6(a)(1)(iii) Purpose of the Transaction

The parties are entering into the proposed transactions to reduce the number of legal entities in the GWI corporate family resulting in improved efficiencies by reducing overhead and duplication of accounting and IT services and potential tax savings, while retaining the same assets to serve customers.

§1180.6(a)(5) List of States in Which the Parties' Property is Located

CHAT is located in Alabama and Georgia and BAYL is located in Alabama and Florida. FP operates in Arkansas and ALM operates in Arkansas and Louisiana. GWI currently controls, directly and indirectly, 103 railroads in the United States, operating in 42 states, including all the Class III carriers involved with the proposed mergers.⁵

§1180.6(a)(6) Map (Exhibit A)

Maps of the Lines operated by CHAT, BAYL, FP, and ALM and a map showing the general locations of GWI-controlled railroads in the United States are attached as Exhibit A.

§1180.6(a)(7)(ii) Agreement (Exhibit B)

The proposed Agreements of Merger are attached as Exhibit B.

1180.4(g)(1)(i) Level of Labor Protection

These transactions only involve Class III carriers and there will be no change in rail operations and no employees will be affected. However, Applicant recognizes that under 49 U.S.C. §10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Although these corporate family transactions involve only Class III carriers, GWI understands that because GWI controls four Class II carriers together with 99 Class III carriers, the Board may impose the labor protection required under 49 U.S.C. §11326(a) and *New York Dock Railway – Control – Brooklyn District Eastern Terminal*, 360 I.C.C. 60 (1979).

⁵ Not included in this tally is GWI's wholly owned subsidiary Pittsburg & Shawmut Railroad, LLC d/b/a Berkshire & Eastern Railroad that has received operating authority from the Board to operate Pan Am Southern LLC. The parties in the Pan Am Southern transaction have not yet consummated that portion of the overall transaction. *See Pittsburg & Shawmut Railroad, LLC d/b/a Berkshire & Eastern Railroad – Operation Exemption – Pan Am Southern LLC and Springfield Terminal Railway Company*, STB Finance Docket No. 36472 (Sub-No. 5) (served Apr. 14, 2022).

1180.4(g)(4) Transactions Imposing Interchange Commitments

The proposed transactions do not impose or involve an interchange commitment by or affecting any of the four affected Class III carriers.

Environmental and Historic Reports

No environmental documentation is required under 49 C.F.R. §1105.6(c)(2) because these corporate family transactions will not result in changes in carrier operations that will exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5). Further, no historic documentation is required under 49 C.F.R. §1105.8(b)(1) because Applicant has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older without obtaining authority from the Board.

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Conclusion

For the foregoing reasons, GWI requests that the Board issue a notice exempting the foregoing corporate family transactions.

Respectfully submitted,



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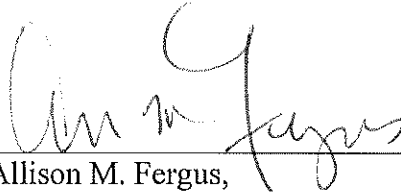
Attorneys for Genesee & Wyoming Inc.

Dated: December 21, 2022

VERIFICATION

I hereby verify on behalf of Applicant, under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verification.

Executed on December 21, 2022.

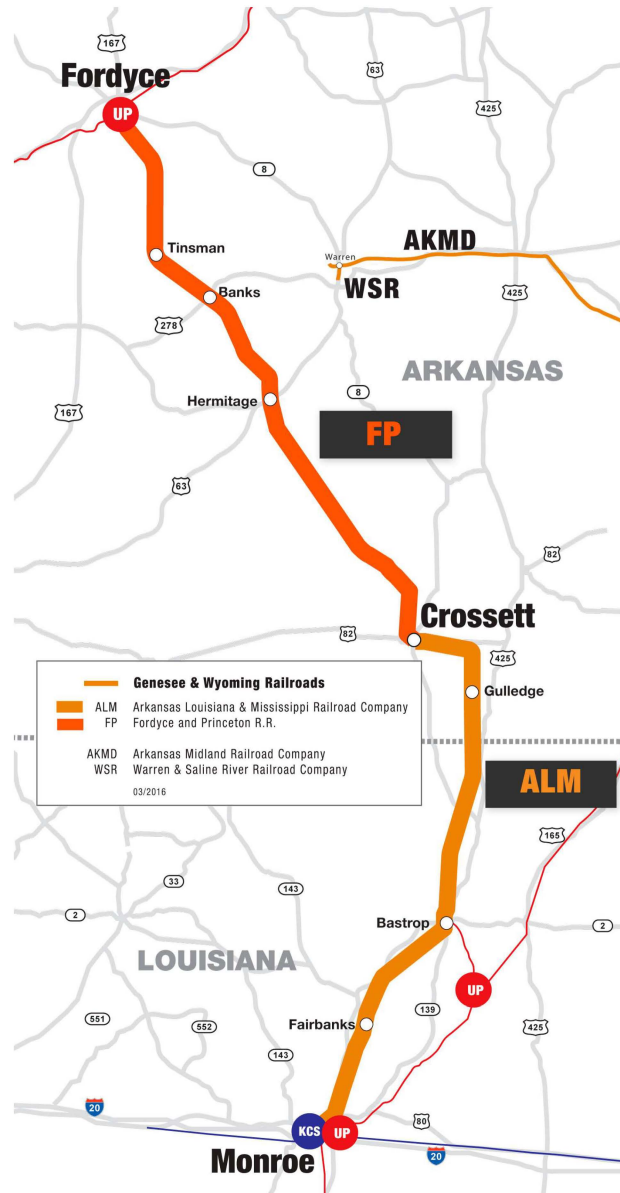
A handwritten signature in cursive script, appearing to read "Allison M. Fergus", written over a horizontal line.

Allison M. Fergus,
General Counsel and Secretary of Genesee &
Wyoming Inc.

EXHIBIT A

MAPS





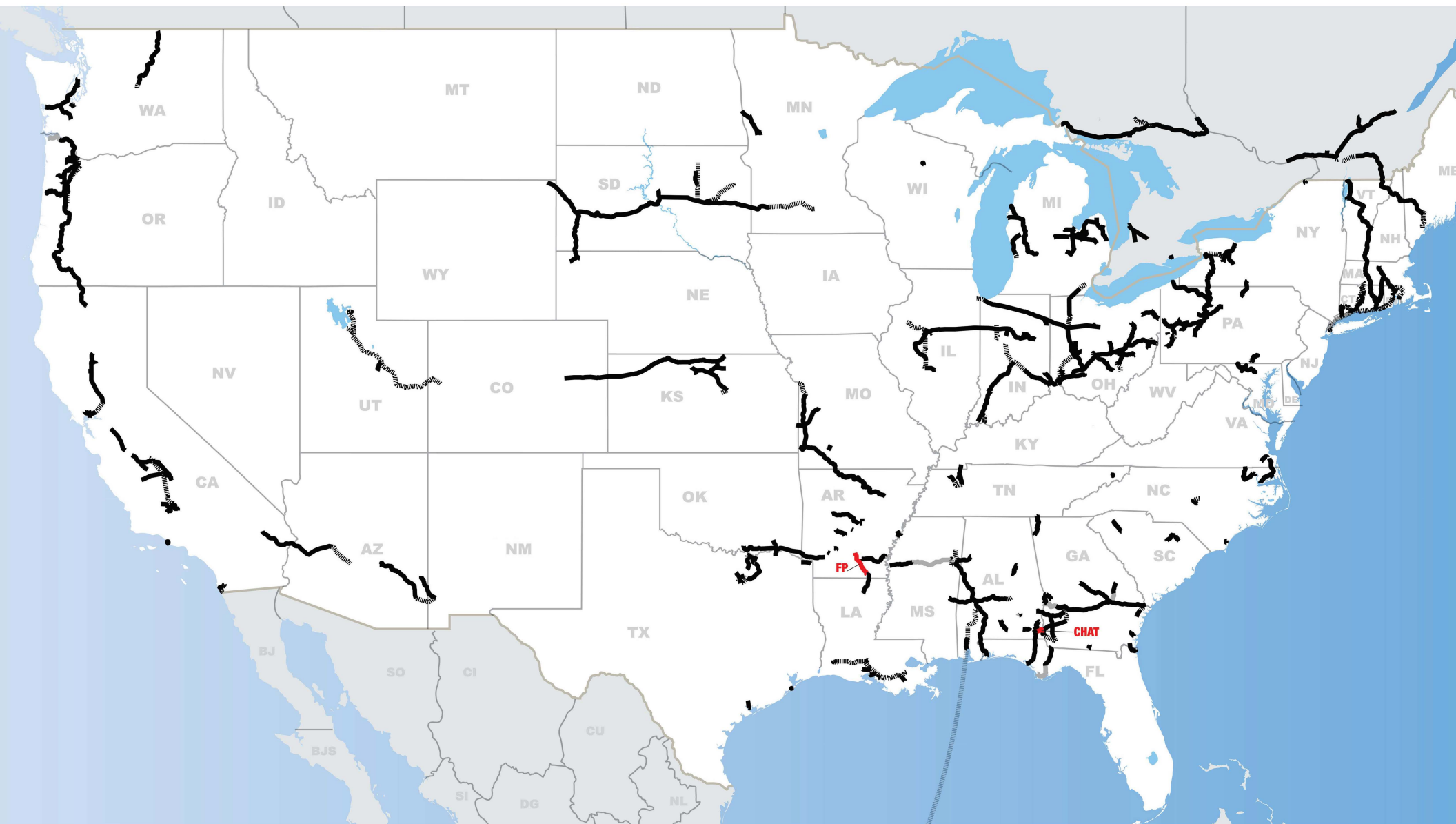


EXHIBIT B

PROPOSED AGREEMENTS

AGREEMENT OF MERGER

Now on this __ day of _____, _____ A.D.,
The Bay Line Railroad, L.L.C., an Alabama limited liability company, and
Chattahoochee Bay Railroad, Inc., a Delaware corporation, pursuant to Section 264 of
the Delaware General Corporation Law and Section 10A-5A-10.05 of the Alabama
Business and Nonprofit Entity Code have entered into the following Agreement of
Merger;

WHEREAS, the principal mailing address of The Bay Line Railroad, L.L.C., an
Alabama limited liability company, is 13901 Sutton Park Drive S., Suite 270, Jacksonville,
FL 32224, and the principal mailing address of Chattahoochee Bay Railroad, Inc., a
Delaware Corporation, is 13901 Sutton Park Drive S., Suite 270, Jacksonville, FL 32224;
and

WHEREAS, the unique identifying number assigned to The Bay Line Railroad,
L.L.C. by the Alabama Secretary of State is 000 – 650 – 106, and the unique identifying
number assigned to Chattahoochee Bay Railroad, Inc. by the Alabama Secretary of State is
000 – 933 - 922.

WHEREAS, the The Bay Line Railroad, L.L.C. filed its Articles of Organization
in the office of the Secretary of State of the State of Alabama on December 22, 1993 ;
and

WHEREAS, the Chattahoochee Bay Railroad, Inc. filed its Certificate of
Incorporation in the office of the Secretary of State of the State of
Delaware on July 14, 2006 ;

WHEREAS, the respective governing bodies of the foregoing named companies deem it advisable that the companies merge into a single limited liability company as hereinafter specified; and

NOW, THEREFORE, the companies, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Chattahoochee Bay Railroad, Inc. hereby merges into The Bay Line Railroad, L.L.C., which shall be the surviving limited liability company, in accordance with this Agreement of Merger and Sections 10A-5A-10.05 through 10A-5A-10.08 of the Alabama Business and Nonprofit Entity Code.

SECOND: The Articles of Organization and the Operating Agreement of The Bay Line Railroad, L.L.C., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect, without amendment by reason of this Agreement, as the Articles of Organization and the Operating Agreement of the limited liability company surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent companies shall be as follows:

Each percentage interest in The Bay Line Railroad, L.L.C., which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding. Each share of Chattahoochee Bay Railroad, Inc., which shall be issued and outstanding on the effective date of this Agreement, shall be cancelled.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of Alabama.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective governing bodies, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

(Signatures on the following page)

The Bay Line Railroad, L.L.C.
(Name of Limited Liability Company)

By: _____
Authorized Officer

Name: Alfred Q Ricotta
Print or Type

Title: Secretary

Chattahoochee Bay Railroad, Inc.
(Name of Corporation)

By: _____
Authorized Officer

Name: Alfred Q Ricotta
Print or Type

Title: Secretary

AGREEMENT AND PLAN OF MERGER

Now on this _____ day of _____, _____ A.D., Arkansas Louisiana & Mississippi Railroad Company, a Delaware corporation, and Fordyce and Princeton R.R. Co., an Arkansas corporation, pursuant to Section 252 of the Delaware General Corporation Law (the “Delaware Governing Statute”) and the Arkansas Business and Corporation Act of 1987, including, without limitation, Section 4-27-1106 (the “Arkansas Governing Statute”), have entered into the following Agreement and Plan of Merger;

WHEREAS, the Delaware Governing Statute and the Arkansas Governing Statute each authorize the merger, neither Delaware nor Arkansas law prohibit the merger, and the foregoing named corporations will comply with the Delaware Governing Statute and the Arkansas Governing Statute, respectively;

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified, and, after notice, the holders of a majority of the outstanding shares of Fordyce and Princeton R.R. Co. entitled to vote on the matter approved the merger; and

WHEREAS, said Arkansas Louisiana & Mississippi Railroad Company filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on May 17, 1991; and

WHEREAS, said Fordyce and Princeton R.R. Co. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Arkansas on February 25, 1980;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors and, after notice, approval by the affirmative vote of the holders of a majority of the outstanding shares of Fordyce and Princeton R.R. Co. entitled to vote on the matter, in consideration of the mutual covenants, agreements, and provisions hereinafter contained and for other good and valuable consideration, the receipt and value

of which the parties hereby acknowledge, do hereby prescribe and agree to the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Arkansas Louisiana & Mississippi Railroad Company, a Delaware corporation, hereby merges into itself Fordyce and Princeton R.R. Co., an Arkansas corporation, and said Fordyce and Princeton R.R. Co. shall be and hereby is merged into Arkansas Louisiana & Mississippi Railroad Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Arkansas Louisiana & Mississippi Railroad Company, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner and basis for the merger shall be effected in accordance with the following terms:

Each share of common stock of Arkansas Louisiana & Mississippi Railroad Company, which has been issued and is outstanding on the effective date of this Agreement, shall remain issued and outstanding. Each share of Fordyce and Princeton R.R. Co., which has been issued and is outstanding on the effective date of this Agreement, shall be cancelled.

FOURTH: Each corporation affirmatively states and represents it has complied with the Delaware Governing Statute and the Arkansas Governing Statute. This merger shall become effective upon filing Articles of Merger by each corporation with the Secretary of State of Delaware and the Secretary of State of Arkansas.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors and, after notice, approved by the affirmative vote of the holders of a majority of the outstanding shares of Fordyce and Princeton R.R. Co. entitled to vote on the matter, have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party hereto.

(Signatures on the following page)

**SIGNATURE PAGE OF
AGREEMENT AND PLAN OF MERGER BY AND BETWEEN
ARKANSAS LOUISIANA & MISSISSIPPI RAILROAD COMPANY AND
FORDYCE AND PRINCETON R.R. CO.**

DATED THE ____ DAY OF _____, ____ A.D.

Arkansas Louisiana & Mississippi Railroad Company
(Name of Corporation)

By: _____
Authorized Officer

Name: Alfred Q Ricotta
Print or Type

Title: Secretary

Fordyce and Princeton R.R. Co.
(Name of Corporation)

By: _____
Authorized Officer

Name: Alfred Q Ricotta
Print or Type

Title: Secretary