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WASHINGTON DC 20036 1609
TEL 202 628 2000
FAX 202 628 2011

August 20, 2002

BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

ENTERED
Office of Proceedings

AUG 20 2002

Part of
Public Record



Re: Finance Docket No. 34235, Genesee & Wyoming Inc. – Control
Exemption – Utah Railway Company and Salt Lake City Southern
Railroad Company

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are an original and 10 copies of the notice of exemption, pursuant to 49 CFR § 1180.2(d), for non-carrier Genesee & Wyoming Inc. ("GWI") to control Utah Railway Company and Salt Lake City Southern Railroad Company, through acquisition of the stock of Utah Railway Company. Also enclosed, pursuant to 49 CFR § 1180.6(6), are 20 additional copies of the maps of the lines that are the subject of this proceeding.

In addition, pursuant to 49 CFR § 1002.2(f)(39), please find our check in the amount of \$1000 to cover the filing fee for this proceeding.

Please acknowledge receipt, by date-stamping the enclosed acknowledgment copies of this letter and the notice of exemption, and returning them to our messenger.

Sincerely,

Troy W. Garris

FEE RECEIVED

Enclosures

cc: Mark Hastings

FILED

AUG 20 2002

SURFACE
TRANSPORTATION BOARD

AUG 20 2002

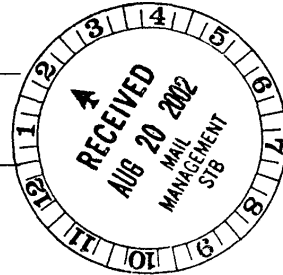
SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34235

GENESEE & WYOMING INC.
– CONTROL EXEMPTION –
UTAH RAILWAY COMPANY
AND
SALT LAKE CITY SOUTHERN RAILROAD COMPANY



NOTICE OF EXEMPTION
PURSUANT TO 49 CFR § 1180.2(d)(2)

Pursuant to 49 CFR §§ 1180.2(d)(2) and 1180.4(g), Genesee & Wyoming Inc. ("GWI") files this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 to permit GWI to control Utah Railway Company ("UTAH"), and its wholly-owned subsidiary, the Salt Lake City Southern Railroad Company ("SLCS") (UTAH and SLCS together referred to as the "Railroads"),¹ through the acquisition by GWI of all of the stock of UTAH (the "Proposed Transaction"). The transaction does not involve a class I railroad.

Applicant's full name and current mailing address:

Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, Connecticut 06830
(203) 629-3722

Applicant's representative to receive correspondence:

Troy W. Garriss
Weiner Brodsky Sidman Kider PC
1300 Nineteenth Street, NW
Fifth Floor
Washington, D.C. 20036-1609
(202) 628-2000

¹ UTAH is a wholly-owned subsidiary of Arava Natural Resources Company, Inc., which is a wholly-owned subsidiary of Mueller Industries, Inc.

Description of the Proposed Transaction:

GWI is a non-carrier holding company. GWI currently has direct control of Buffalo & Pittsburgh Railroad, Inc. ("B&P"), a class II carrier operating in New York and Pennsylvania, and the following class III rail carriers: Allegheny & Eastern Railroad, Inc., operating in Pennsylvania; Bradford Industrial Rail, Inc., operating in Pennsylvania and New York; Corpus Christi Terminal Railroad, Inc., operating in Texas; Dansville and Mount Morris Railroad Company, operating in New York; Genesee & Wyoming Railroad Company, Inc., operating in New York; Golden Isles Terminal Railroad, Inc., operating in Georgia; Savannah Port Terminal Railroad Inc., operating in Georgia; Illinois & Midland Railroad, Inc., operating in Illinois; Louisiana & Delta Railroad, Inc., operating in Louisiana; Pittsburgh & Shawmut Railroad, Inc., operating in Pennsylvania; Portland & Western Railroad, Inc., operating in Oregon; Rochester & Southern Railroad, Inc., operating in New York; South Buffalo Railway Company, operating in New York, and Willamette & Pacific Railroad, Inc., operating in Oregon.

GWI has indirect control of three class III rail carriers, through its ownership of non-carrier Rail Link, Inc.: Carolina Coastal Railway, Inc., operating in North Carolina; Commonwealth Railway, Inc., operating in Virginia; and Talleyrand Terminal Railroad, Inc., operating in Florida.

GWI also has indirect control of three class III rail carrier subsidiaries, through its ownership of Emons Transportation Group, Inc. ("Emons Transportation"), which in turn, owns Emons Railroad Group, Inc.: York Railway Company ("York"), operating in Pennsylvania; St. Lawrence & Atlantic Railroad Company ("SLR"), operating in Vermont, New Hampshire and Maine; and St. Lawrence & Atlantic Railroad (Quebec), Inc., operating in Vermont.² The direct and indirect subsidiary rail carriers of GWI are collectively referred to herein as the "Affiliates."

UTAH has operated as a class III railroad. Its revenue increases in recent years may qualify it as a class II railroad under 49 C.F.R. 1201, 1-1(b)(3). SLCS a class III, rail carrier. In the Proposed Transaction, GWI seeks to acquire all the stock of UTAH, thereby obtaining control of the Railroads.

None of the lines owned and/or operated by the Railroads connect with any of the lines of the Affiliates, nor is the Proposed Transaction part of a series of anticipated transactions that would connect the lines. The closest lines of an Affiliate are located in Oregon. As is clear from the Maps in Exhibit A, these lines are distant from each other.

² GWI also controls, through its control of Emons Transportation, two non-operating class III common carriers, which separately hold the rail assets over which York operates; Maryland and Pennsylvania Railroad, LLC and Yorkrail, LLC. See Maryland and Pennsylvania Railroad Company and Yorkrail, Inc. – Intracorporate Family Transaction Exemption, STB Finance Docket No. 33815 (served Dec. 13, 1999).

There are no class I carriers involved.

Proposed consummation date:

The Proposed Transaction is expected to be consummated on or after August 27, 2002.

Purpose of the Proposed Transaction:

GWJ is an experienced owner of a number of shortline railroads, as described above. GWJ intends to use its expertise in the short line industry and its purchasing power to effect efficiencies for the Railroads, to improve service to shippers, and to strengthen the economic viability of the Railroads.

GWJ intends to insulate the assets and operations of itself and the Affiliates from the financial, legal and operational risks associated with ownership and control of the Railroads. Accordingly, GWJ has arranged the Proposed Transaction so as to maintain substantially the current corporate structure of the companies involved, except that GWJ will become the direct parent of UTAH and the indirect parent of SLCS.

States where property is located:

GWJ's subsidiaries operate in the States of Florida, Georgia, Illinois, Louisiana, Maine, New Hampshire, New York, North Carolina, Oregon, Pennsylvania, Texas, Vermont, and Virginia.

UTAH operates in the States of Utah and Colorado.

SLCS operates in Utah.

Maps of lines:

See Exhibit A.

Labor protection:

The Proposed Transaction will be subject to the labor protective conditions set forth in 49 U.S.C. § 11326.

Environmental issues:

The Proposed Transaction qualifies under 49 CFR § 1105.6(c)(2), as it will not result in significant changes in railroad operations, service, or traffic levels, nor in traffic diversions or operating changes exceeding the quantitative thresholds set forth in 49 CFR §§ 1105.7(e)(4) and (5). In addition, GWJ has no plans to dispose of or alter properties

subject to Board jurisdiction that are 50 years old or older. Accordingly, neither an Environmental nor Historic Report is required.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jo A. DeRoche', with a long horizontal flourish extending to the right.

Jo A. DeRoche
Troy W. Garris
Weiner Brodsky Sidman Kider PC
1300 Nineteenth Street, NW
Fifth Floor
Washington, D.C. 20036-1609
(202) 628-2000

Attorneys for:

GENESEE & WYOMING INC.

Dated: August 20, 2002

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BEFORE THE
SURFACE TRANSPORTATION BOARD

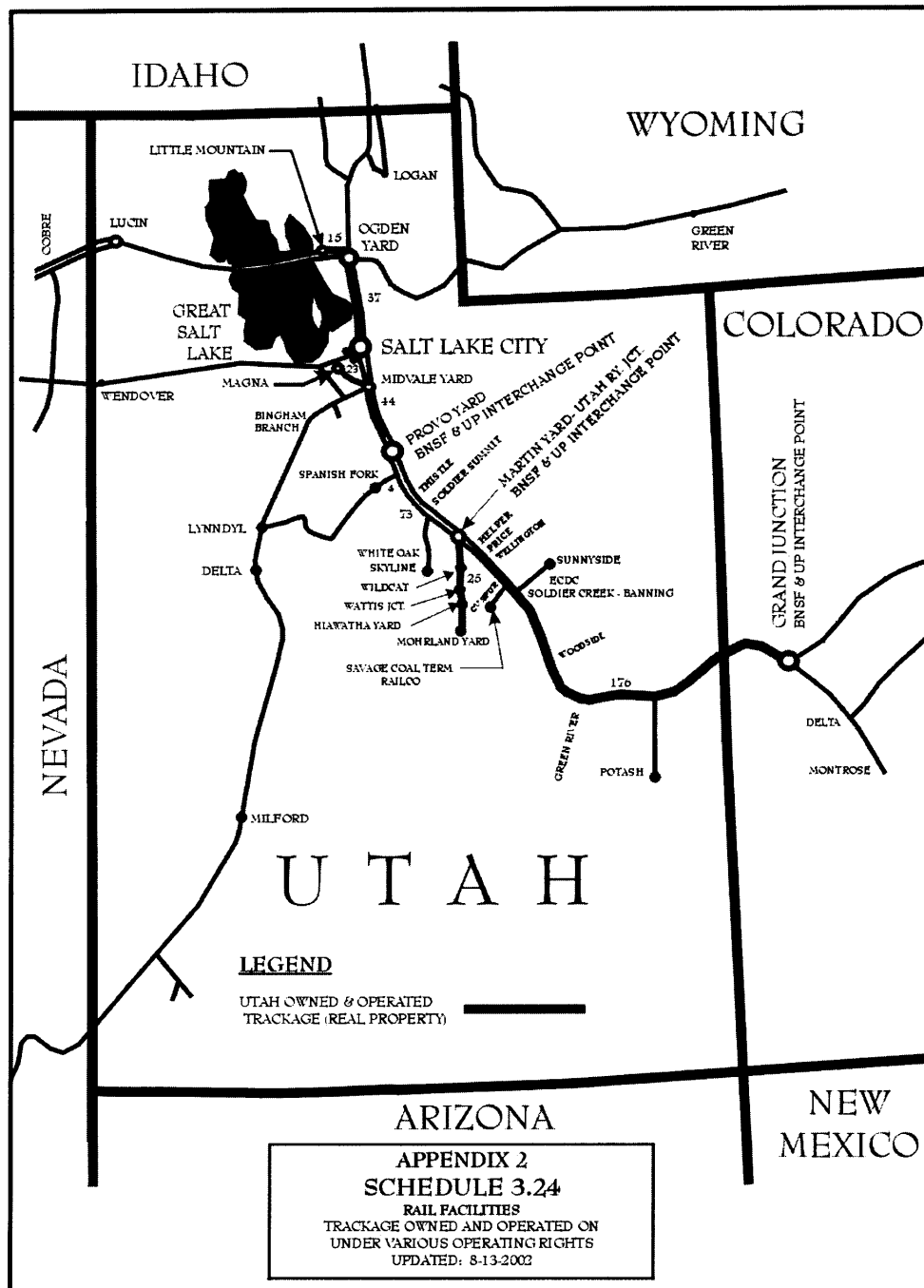
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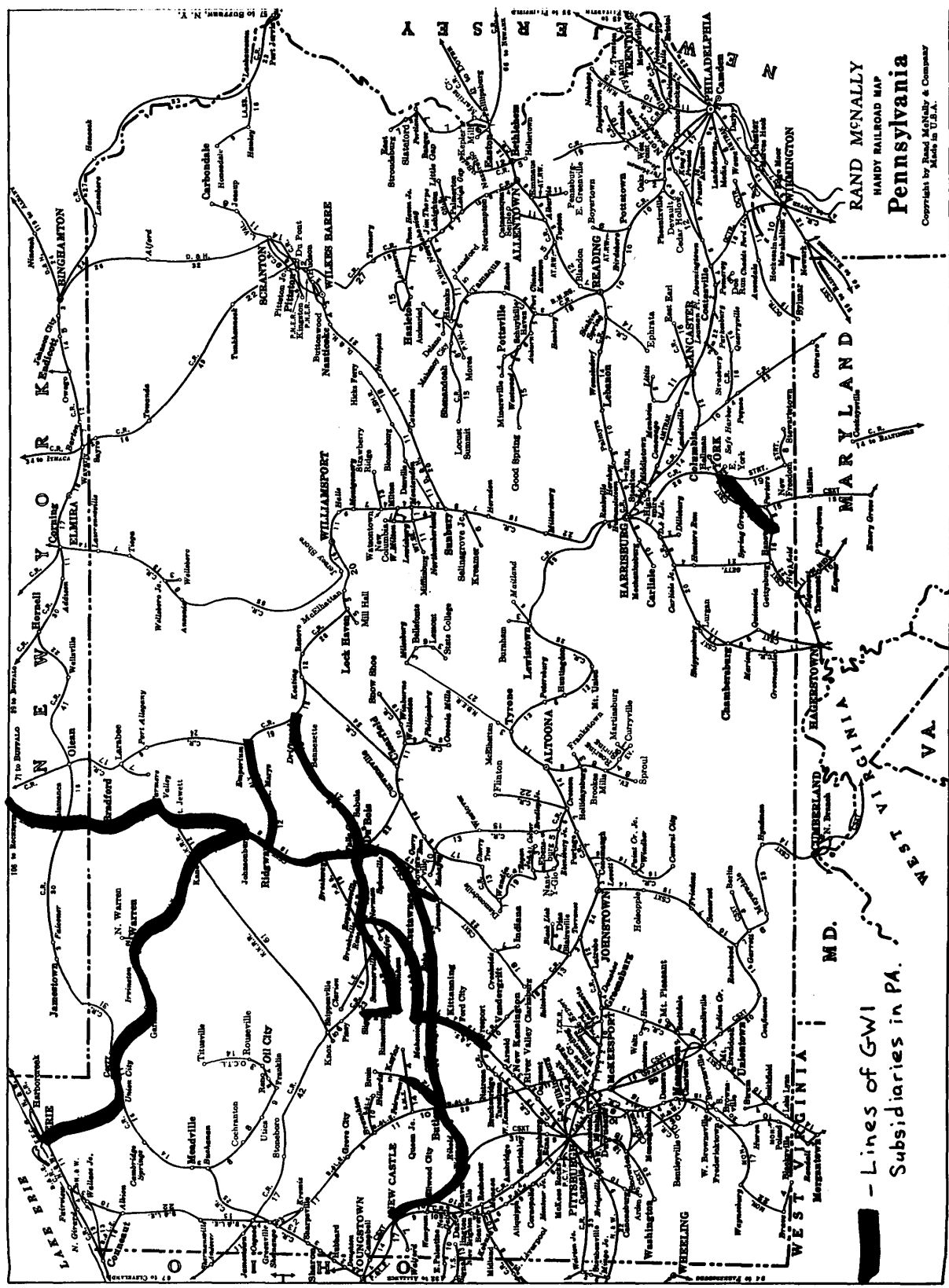
GENESEE & WYOMING INC.
– CONTROL EXEMPTION –
UTAH RAILWAY COMPANY
AND
SALT LAKE CITY SOUTHERN RAILROAD COMPANY

NOTICE OF EXEMPTION
PURSUANT TO 49 CFR § 1180.2(d)(2)

EXHIBIT A

MAPS





RAND McNALLY
HANDY RAILROAD MAP
Pennsylvania
Copyright by Rand McNally & Company
Made in U.S.A.

- Lines of G.W.
Subsidiaries in PA.



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Telephone: 203.629.3722
Fax: 203.661.4106

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[Marketing Department](#) | [Industrial Development/Property Contacts](#)

Rail Operations

Rail Operations

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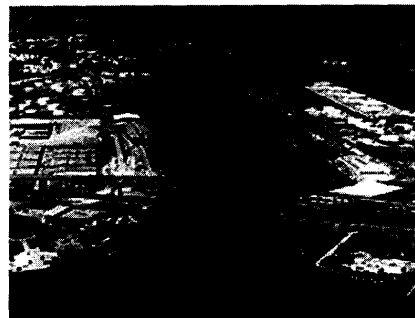
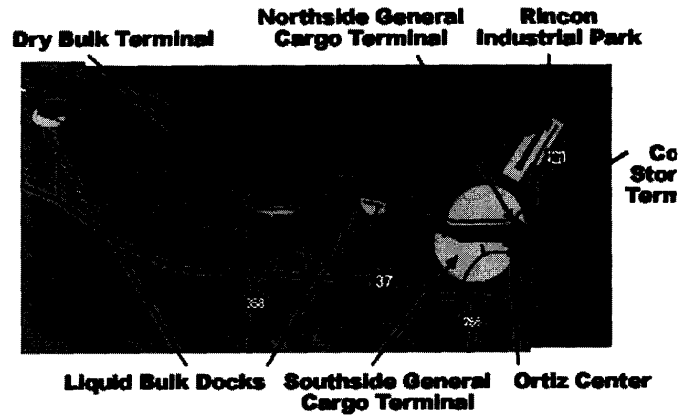
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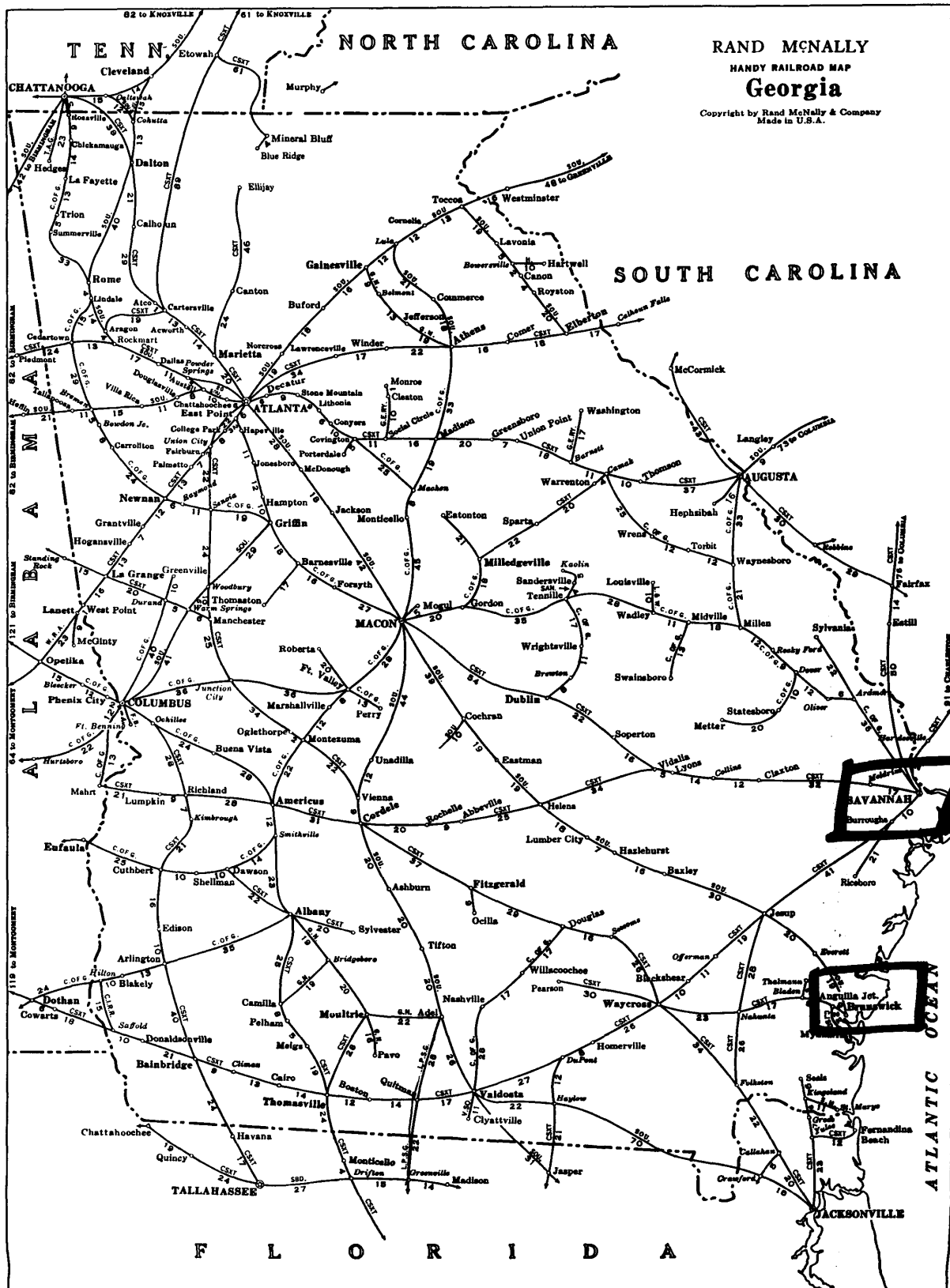


Facilities

Select an area below to view details



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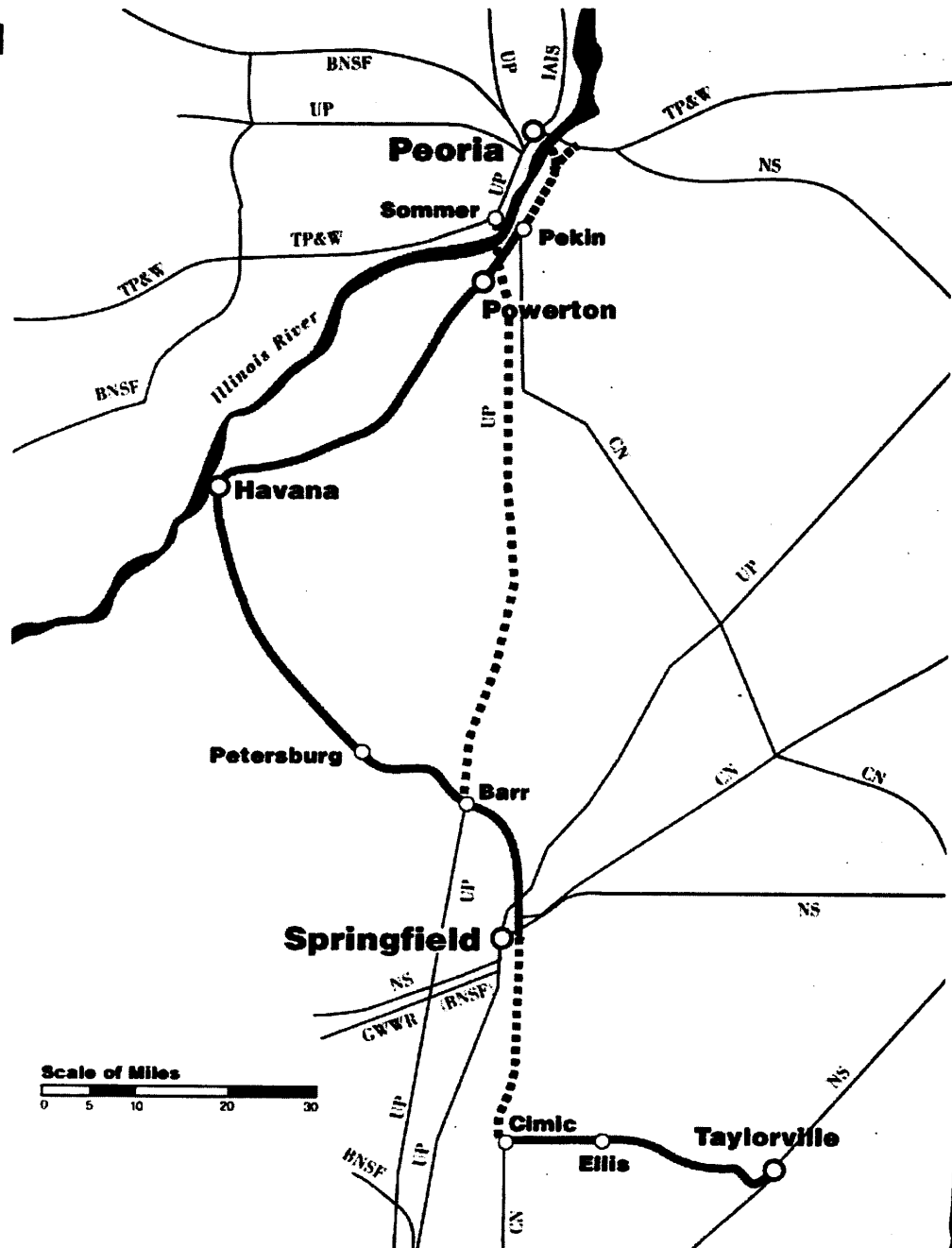
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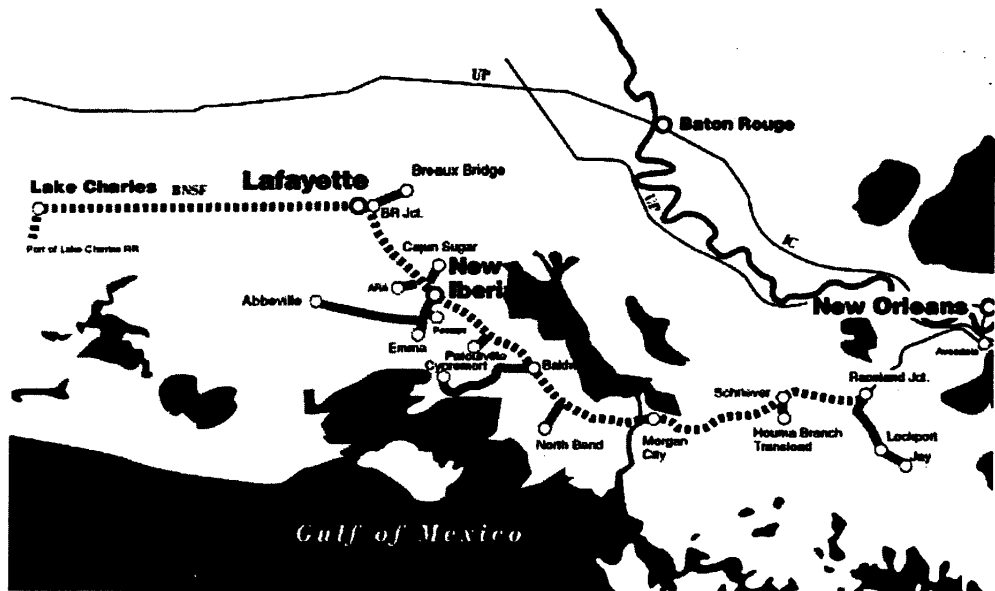
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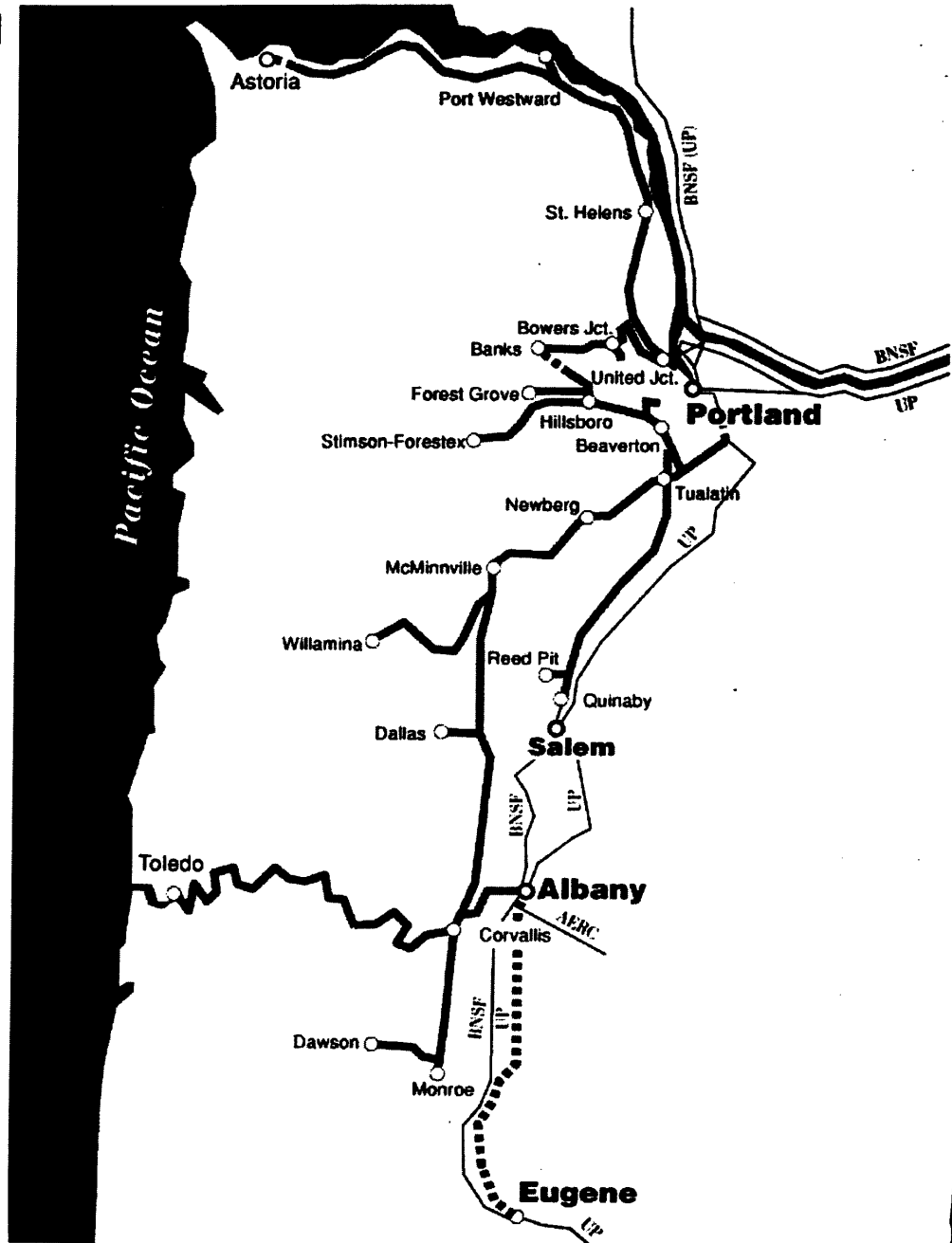
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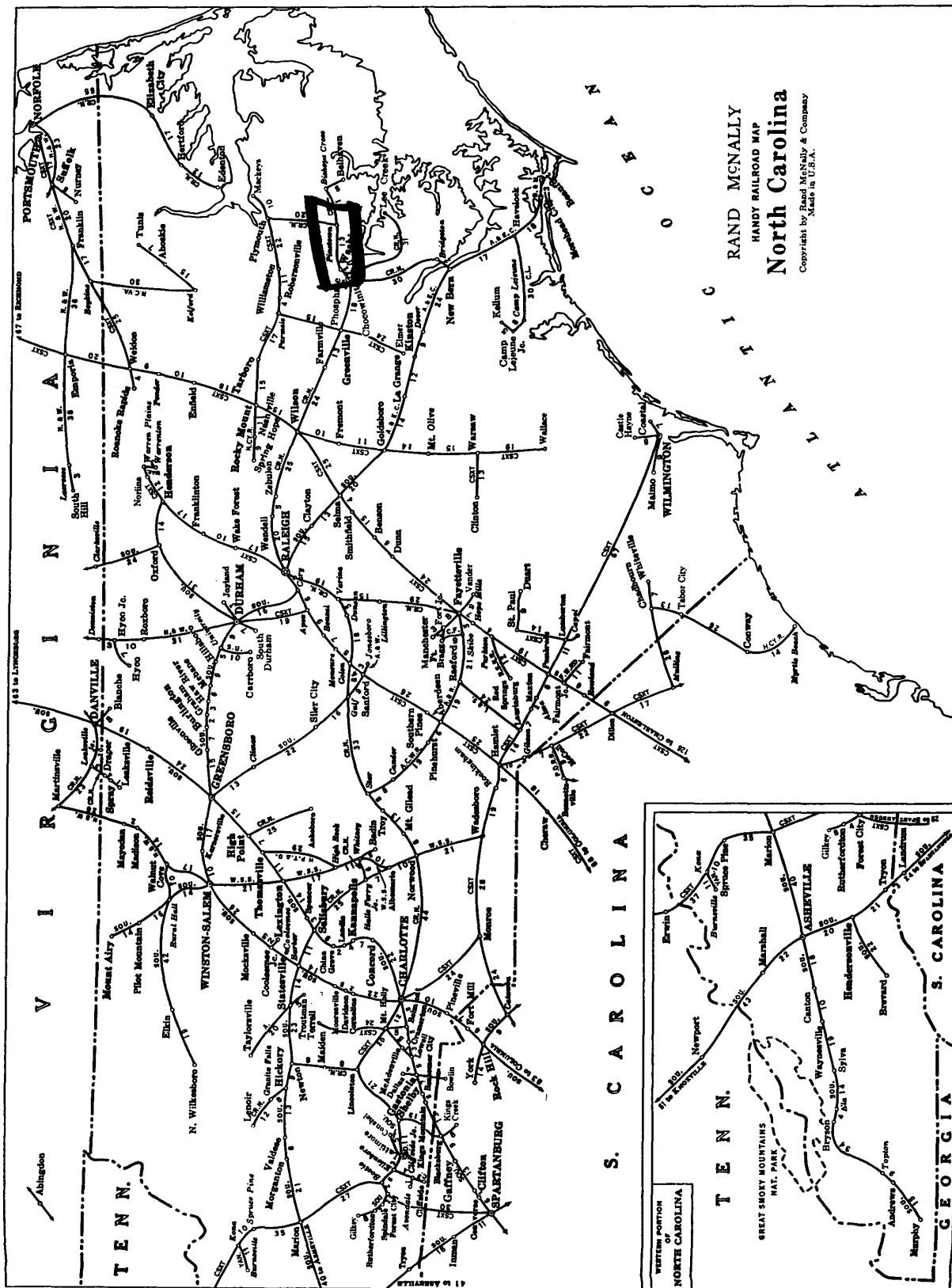
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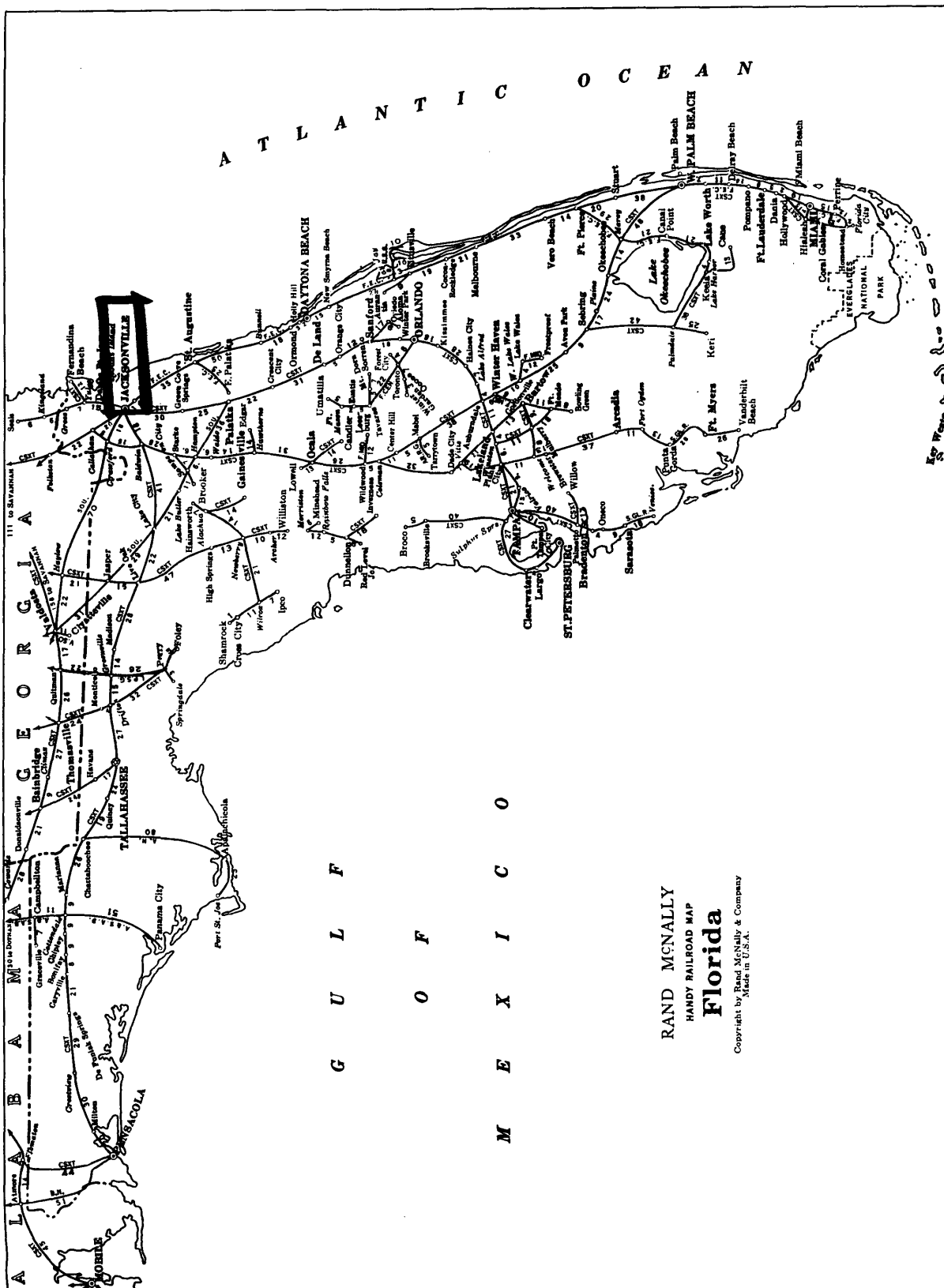
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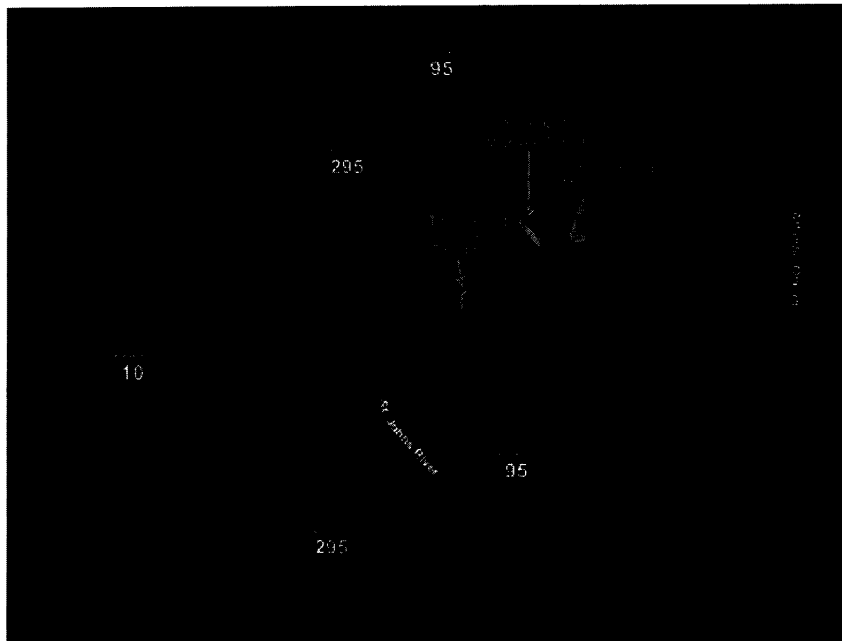
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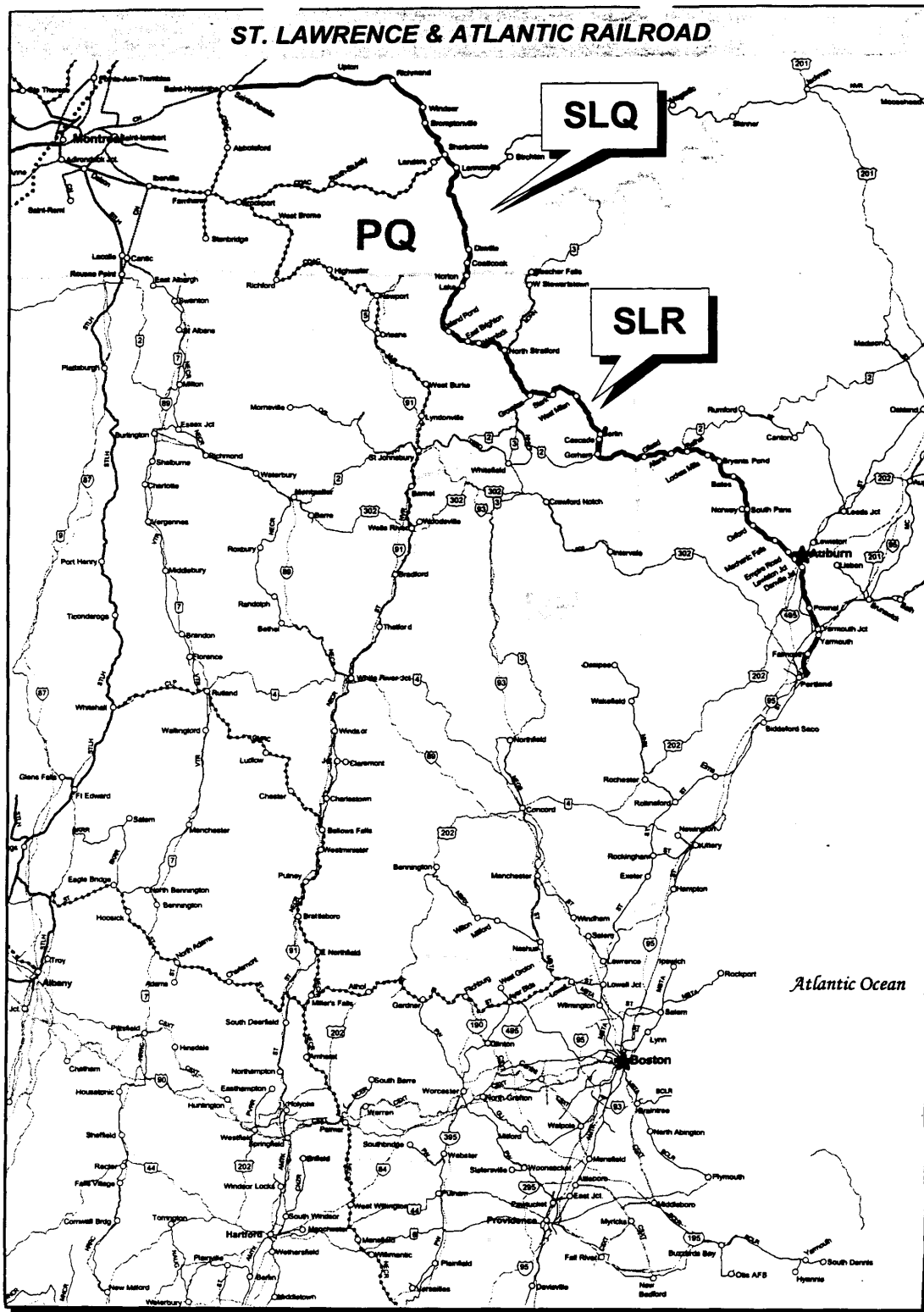








ST. LAWRENCE & ATLANTIC RAILROAD



VERIFICATION

I, Mark Hastings, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to file this Notice of Exemption.


Mark Hastings
Genesee & Wyoming Inc.

Dated: August 20, 2002