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SERVICE DATE - JANUARY 22, 2004

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34447]

Buffalo & Pittsburgh Railroad, Inc., Allegheny & Eastern Railroad, Inc., Pittsburg & Shawmut Railroad, Inc., and Bradford Industrial Rail, Inc.–Corporate Family Transaction Exemption

Buffalo & Pittsburgh Railroad, Inc. (BPRR), Allegheny & Eastern Railroad, Inc. (ALY), Pittsburg & Shawmut Railroad, Inc. (PSRR), and Bradford Industrial Rail, Inc. (BIR) (collectively, applicants),¹ have filed a verified notice of exemption under the Board's class exemption procedures at 49 CFR 1180.2(d)(3) to merge ALY, PSRR and BIR into BPRR, with BPRR as the surviving entity.

The transaction was expected to be consummated on January 1, 2004.

This transaction is related to STB Finance Docket No. 34448, Allegheny & Eastern Railroad, LLC–Acquisition Exemption–Buffalo & Pittsburgh Railroad, Inc., and STB Finance Docket No. 34449, Pittsburg & Shawmut Railroad, LLC–Acquisition Exemption–Buffalo & Pittsburgh Railroad, Inc., wherein certain physical assets comprising the rail lines formerly operated by ALY and PSRR will be transferred to two

¹ BPRR is a Class II carrier operating in western New York and western Pennsylvania. ALY, PSRR and BIR are all Class III carriers that operate in the same region of Pennsylvania. All of the involved corporations are wholly owned subsidiaries of Genessee & Wyoming, Inc. (GWI).

newly formed wholly owned subsidiaries of BPRR. The operating authority of ALY and PSRR (along with that of BIR) will remain with BPRR.

Applicants state that the transaction will not result in adverse changes in service levels, significant operational changes, or any change in the competitive balance with carriers outside the GWI corporate family. The merger will simplify GWI's corporate structure, streamline accounting, finance and management functions and facilitate improvements in operating efficiency for GWI's rail operations in western Pennsylvania and New York.

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. Because the transaction involves one Class II rail carrier and one or more Class III rail carriers, the transaction will be made subject to the employee protective conditions described in 49 U.S.C. 11326(b).

If the verified 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.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34447, must be filed with the Surface Transportation Board, 1925 K Street, NW,

Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Eric M. Hocky, Gollatz, Griffin & Ewing, P.C., Four Penn Center, Suite 200, 1600 John F. Kennedy Blvd., Philadelphia, PA 19103-2808.

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

Decided: January 15, 2004.

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

Vernon A. Williams

Secretary