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FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34454]

Genesee & Wyoming Inc. — Control Exemption — Chattahoochee Industrial Railroad

Genesee & Wyoming Inc. (GWI), a noncarrier, has filed a notice of exemption to permit GWI to acquire control of Chattahoochee Industrial Railroad (CIRR) by purchase of all of CIRR's stock from Great Northern Nekoosa Corp., a subsidiary of Georgia Pacific Corporation. CIRR is a Class III carrier operating in Georgia, between Hilton, GA, and Saffold, GA.

The CIRR transaction was scheduled to be consummated on or after December 26, 2003, the effective date of the exemption (7 days after the notice was filed).

GWI directly controls one Class II carrier (Buffalo & Pittsburgh Railroad, Inc., operating in New York and Pennsylvania) and 15 Class III 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; Illinois & Midland Railroad, Inc., operating in Illinois; Louisiana & Delta Railroad, Inc., operating in Louisiana; Pittsburg & Shawmut

Railroad, Inc., operating in Pennsylvania; Portland & Western Railroad, Inc., operating in Oregon; Rochester & Southern Railroad, Inc., operating in New York; Savannah Port Terminal Railroad Inc., operating in Georgia; South Buffalo Railway Company, operating in New York; Utah Railway Company, operating in Colorado and Utah; and Willamette & Pacific Railroad, Inc., operating in Oregon).

GWI indirectly controls eight additional Class III carriers. Through its ownership of noncarrier Rail Link, Inc., GWI indirectly controls two Class III carriers (Commonwealth Railway, Inc., operating in Virginia; and Talleyrand Terminal Railroad, Inc., operating in Florida). Through its ownership of Emons Transportation Group, Inc., which in turns owns Emons Railroad Group, Inc., GWI indirectly controls three Class III carriers (St. Lawrence & Atlantic Railroad Company, operating in Vermont, New Hampshire, and Maine; St. Lawrence & Atlantic Railroad (Quebec) Inc., operating in Vermont; and York Railway Company, operating in Pennsylvania). Through its ownership of Utah Railway Company, GWI indirectly controls one Class III carrier (Salt Lake City Southern Railroad Company, operating in Utah). Finally, through its ownership of Emons Transportation Group, Inc., GWI indirectly controls two non-operating Class III carriers (Maryland and Pennsylvania Railroad, LLC; and Yorkrail, LLC) that separately hold the rail assets over which York Railway Company operates.

GWI states: (i) that the rail lines involved in the CIRRR transaction do not connect with any rail lines now controlled, directly or indirectly, by GWI; (ii) that the CIRRR

transaction is not part of a series of anticipated transactions that would connect any of these rail lines with each other; and (iii) that the CIRR transaction does not involve a Class I carrier. Therefore, the CIRR transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(2).

The notice of exemption filed with respect to the CIRR transaction is related to the concurrently filed petition for exemption in STB Finance Docket No. 34453, Genesee & Wyoming Inc. — Control Exemption — Arkansas, Louisiana & Mississippi Railroad Company and Fordyce & Princeton Railroad Company, wherein GWI seeks to acquire control of two Class III carriers (Arkansas, Louisiana & Mississippi Railroad Company (AL&M) and Fordyce & Princeton Railroad Company (F&P)) by purchase of all of the stock of each from Georgia Pacific Corporation. Because the line operated by AL&M connects with the line operated by F&P, the AL&M/F&P transaction is not covered by the 49 CFR 1180.2(d)(2) class exemption.

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 CIRR transaction involves at least one Class II and one or more Class III rail carriers, the exemption is subject to the labor protection requirements of 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. 34454, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Troy W. Garris, Weiner Brodsky Sidman Kider PC, 1300 Nineteenth Street, N.W., Fifth Floor, Washington, DC 20036-1609.

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Decided: January 12, 2004.

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

Vernon A. Williams

Secretary