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January 28, 2014
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January 28, 2014

VIA ELECTRONIC FILING

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

**Re: Rapid City, Pierre & Eastern Railroad, Inc. -
Acquisition and Operation Exemption -
Dakota, Minnesota & Eastern Railroad Corporation
STB Docket No. FD 35799**
Certificate of Compliance with 49 CFR 1150.32(e)
(contains color images)

Dear Ms. Brown:

Rapid City, Pierre & Eastern Railroad, Inc. ("RCP&E") hereby certifies that as of January 27, 2014, the enclosed Notice was posted at the workplaces of the employees on the DM&E West Lines that RCP&E intends to acquire from Dakota, Minnesota & Eastern Railroad Corporation ("DM&E"). A certificate of DM&E evidencing the posting and the locations posted is also enclosed.

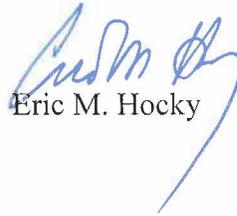
RCP&E also certifies that it has served a copy of this letter, including the Notice, on the national offices of all labor unions with employees on the DM&E West Lines as shown on the attached certificate of service.

Cynthia T. Brown
January 28, 2014
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Please let me know if you have any questions regarding this filing. Thank you for your assistance.

Respectfully,

CLARK HILL PLC



Eric M. Hocky

EMH/dml
Encls.

cc: All persons on the attached certificate of service

Cynthia T. Brown
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CERTIFICATE OF SERVICE

I hereby certify that on January 28, 2014, copies of the foregoing letter, certificate of posting and Notice were served on the following persons by the method indicated:

By U.S. mail, postage prepaid:

Malcom B. Futhey, Jr
International President
United Transportation Union
24950 Country Club Blvd., Ste. 340
North Olmsted, OH 44070-5333

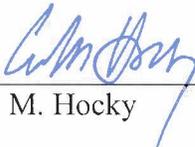
Dan Pickett
President
Brotherhood of Railroad Signalmen
917 Shenandoah Shores Road
Front Royal, VA 22630

Freddie N. Simpson
President
Brotherhood of Maintenance of Way
Employees Division of the IBT
41475 Gardenbrook Road
Novi, MI 48375-1328

R. Thomas Buffenbarger
International President
The International Association of Machinists and Aerospace Workers
9000 Machinists Place
Upper Marlboro, Maryland 20772-2687

By electronic mail:

Terence M. Hynes
Sidley Austin LLP
1501 K Street, NW
Washington DC 20005
thynes@sidley.com


Eric M. Hocky

Before the

SURFACE TRANSPORTATION BOARD

STB Docket No. FD 35799

**RAPID CITY, PIERRE & EASTERN RAILROAD, INC.
- ACQUISITION AND OPERATION EXEMPTION –
DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION**

**NOTICE OF INTENT DIRECTED TO EMPLOYEES OF
DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION**

Pursuant to the regulations of the Surface Transportation Board (the “Board”) at 49 CFR §1150.32(e), Rapid City, Pierre & Eastern Railroad, Inc. (“RCP&E”), a newly formed subsidiary of Genesee & Wyoming Inc. (“GWI”), hereby gives notice of its intent to acquire from Dakota, Minnesota & Eastern Railroad Corporation d/b/a Canadian Pacific (“DM&E”), approximately 670 miles of railroad representing all of DM&E’s rail lines west of Tracy, MN, together with incidental trackage rights, all as more fully described on Exhibit A attached hereto. On or after February 10, 2014, RCP&E intends to file a notice of intent to seek an exemption to acquire the lines pursuant to 49 CFR § 1152.35. RCP&E anticipates commencing operations as early as the second or third week of April, 2014, subject to the receipt of all necessary regulatory approvals and satisfaction of the other conditions of closing.

As a result of the transaction, RCP&E preliminarily estimates that it will be hiring for the positions shown on the list attached as Exhibit B. The number and types of positions listed represent RCP&E’s current good faith estimate of the positions it expects to have available. The number of positions may change.

RCP&E employees will be provided with railroad retirement, medical insurance, holidays, vacation and other benefits consistent with the benefits currently provided to employees of other railroad subsidiaries of GWI.

RCP&E is an equal opportunity employer. RCP&E employees will be selected based upon their experience and suitability of the jobs that may be offered. Successful applicants will be required to pass a standard background check, pre-employment drug and alcohol screen, complete a medical questionnaire, and take a physical exam. Employees subject to Federal Railroad Administration certification qualifications will be required to provide proof that their certifications are current.

Any DM&E employee interested in obtaining further information concerning positions that RCP&E may have available, should contact Matthew Adams, HR Director, at RCPEapplications@gwrr.com.

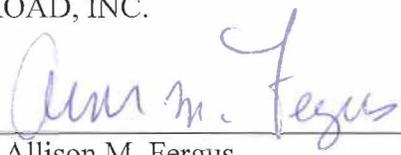
Applications for employment should be made by sending a cover letter and resume stating the applicant's experience, in chronological order, and providing references for any employment held during the last five (5) years and any rail industry employment held at any time. The applicant may apply for multiple job opportunities and must be sure to list those job opportunities, in order of interest, in his/her cover letter. The applicant must be available to start work by the seventh day prior to the effective date of the acquisition.

Cover letters and resumes should be sent by regular or electronic mail to Rapid City, Pierre & Eastern Railroad, Inc. as follows:

Matthew Adams
HR Director
Rapid City, Pierre & Eastern Railroad, Inc.
166 E. 14000 Street, Suite 140
Draper, UT 84020
RCPEapplications@gwrr.com

RAPID CITY, PIERRE & EASTERN
RAILROAD, INC.

Dated: January 23, 2014

By: 

Allison M. Fergus
Secretary

EXHIBIT A
DM&E WEST LINES

DM&E West Lines

1. Acquired Lines

(a) Huron Subdivision

Between Tracy, MN MP 231.5 and Huron¹ MP 362.7, a distance of 131.2 miles

(b) Pierre Subdivision

Between Huron MP 362.7 and Ft. Pierre MP 484.4, a distance of 121.7 miles

(c) PRC Subdivision

Between Ft. Pierre MP 484.4 and Pressler Jct. MP 649.2, a distance of 164.8 miles

(d) Black Hills Subdivision

Between Dakota Jct., NE MP 0.4 and Bentonite/Colony, WY MP 174.7, a distance of 174.3 miles

(e) Crawford Subdivision²

Between Dakota Jct., NE MP 411.72± and Crawford, NE MP 432.5±, a distance of 20.78 miles

(f) Onida Subdivision

Between Onida MP 97.5 and Blunt MP 115.1, a distance of 17.6 miles

(g) Mansfield Subdivision

Between Redfield MP 39.7 and Mansfield MP 66.9, a distance of 27.2 miles

(h) Yale Spur³

Between Yale MP 145.0 and Huron MP 160.3±, a distance of 15.3 miles

2. Incidental Trackage Rights

(a) Over lines owned and operated of DM&E

Between Tracy, MN MP 231.5 and Mankato, MN MP 142.4, a distance of 89.1 miles

(b) Over lines operated by BNSF (as operator for State of South Dakota, as successor to Chicago, Milwaukee, St. Paul and Pacific Railroad Company), being assigned to RCP&E by DM&E, as successor to Chicago and Northwestern Transportation Company

Between Wolsey MP 70.50 and Aberdeen MP 777.04, a distance of 72.04 miles

(c) Over lines owned and operated by BNSF, being assigned to RCP&E by DM&E

Between Yale MP 148.5 and Watertown MP 90.72, and yard trackage at Huron MP 160.33 to the end of track, a distance of 58.65 miles

¹ All end points are located in South Dakota unless otherwise noted.

² Leased to NNW.

³ Subleased from East Central Railroad Authority; sublease being assigned by DM&E.

EXHIBIT B

ESTIMATED POSITIONS AVAILABLE

RCPE Job List

Dept	New Job Title	Total by Job	Huron	Rapid City	Pierre	Brookings	Philip	Belle Fourche	Wall	Miller	Draper	FLSA	Grade	Min\$	Mid\$	Max\$	Bonus
G&A	General Manager II	1		1								E	12	\$78,000	\$109,200	\$140,400	20%
G&A	Director, Sales & Marketing	1		1								E	11	\$66,700	\$93,300	\$120,100	15%
G&A	Director, Engineering	1		1								E	11	\$66,700	\$93,300	\$120,100	15%
G&A	Director, Safety & Compliance	1		1								E	11	\$66,700	\$93,300	\$120,100	15%
G&A	Assistant General Manager	1	1									E	10	\$57,000	\$79,700	\$102,600	12%
G&A	Manager, Sales & Marketing	1	1									E	10	\$57,000	\$79,700	\$102,600	12%
G&A	Manager, Human Resources	1									1	E	10	\$57,000	\$79,700	\$102,600	12%
G&A	Manager, Training	1	1									E	9	\$48,700	\$68,100	\$87,700	10%
G&A	Accountant	1		1								E	8	\$42,000	\$58,700	\$75,600	5%
G&A	IT Support Technician	1		1								E	7	\$37,500	\$50,600	\$63,800	5%
G&A	Office Manager	1		1								E	7	\$37,500	\$50,600	\$63,800	5%
G&A	Clerk	2	1	1								NE	5	\$13.85	\$18.65	\$23.56	5%
	13		4	8	0	0	0	0	0	0	1						
Trans	Trainmaster	6	3	3								E	9	\$48,700	\$68,100	\$87,700	10%
Trans	Engineer	41	20	16	5							NE	7	\$18.03	\$24.33	\$30.67	5%
Trans	Conductor	42	21	16	5							NE	6	\$15.82	\$21.30	\$26.92	5%
	89		44	35	10	0	0	0	0	0	0						
MoW	Roadmaster	2		1		1						E	9	\$48,700	\$68,100	\$87,700	10%
MoW	Supervisor, Signals	1		1								E	9	\$48,700	\$68,100	\$87,700	10%
MoW	Supervisor, Structures	1				1						E	9	\$48,700	\$68,100	\$87,700	10%
MoW	Signal Maintainer	5	1	2		1	1					NE	7	\$18.03	\$24.33	\$30.67	5%
MoW	Foreman, MOW	10	1	1	1	2	1	1	2	1		NE	7	\$18.03	\$24.33	\$30.67	5%
MoW	Track Inspector	7	2	2	1	1	1					NE	6	\$15.82	\$21.30	\$26.92	5%
MoW	Track Machine Operator	4				2			2			NE	6	\$15.82	\$21.30	\$26.92	5%
MoW	Welder	2	2									NE	6	\$15.82	\$21.30	\$26.92	5%
MoW	Track Laborer	17	2	4	2	3	2	1	2	1		NE	5	\$13.85	\$18.65	\$23.56	5%
MoW	Bridge Foreman	1		1								NE	5	\$13.85	\$18.65	\$23.56	5%
MoW	Bridge Laborer	3		3								NE	5	\$13.85	\$18.65	\$23.56	5%
	53		8	15	4	11	5	2	6	2	0						
Mech	Manager, Mechanical	1	1									E	9	\$48,700	\$68,100	\$87,700	10%
Mech	Supervisor, Mechanical	3	2	1								NE	8	\$18.03	\$24.33	\$30.67	5%
Mech	Mechanical Foreman	2	2									NE	7	\$18.03	\$24.33	\$30.67	5%
Mech	Mechanic	7	6	1								NE	6	\$15.82	\$21.30	\$26.92	5%
Mech	Electrician	5	4	1								NE	6	\$15.82	\$21.30	\$26.92	5%
	18		15	3	0	0	0	0	0	0	0						
Car	Mechanical Foreman	1		1								NE	7	\$18.03	\$24.33	\$30.67	5%
Car	Car Repairman	6	4	2								NE	6	\$15.82	\$21.30	\$26.92	5%
	7		4	3	0	0	0	0	0	0	0						
	Total Headcount	180	75	64	14	11	5	2	6	2							

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 35799

**RAPID CITY, PIERRE & EASTERN RAILROAD, INC.
- ACQUISITION AND OPERATION EXEMPTION -
DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION**

CERTIFICATE OF POSTING

The attached Notice of Intent Directed to Employees was posted at Rapid City, South Dakota, Huron, South Dakota, Pierre, South Dakota, Miller, South Dakota, Belle Fourche, South Dakota, Brookings, South Dakota and Tracy, Minnesota.

I, Susan C. Bobb, Managing Director, Human Resources, U.S. of Dakota, Minnesota & Eastern Railroad Corporation, certify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on January 27, 2014.



Susan C. Bobb