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SERVICE DATE - SEPTEMBER 16, 2002

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34235]

Genesee & Wyoming Inc.–Control Exemption–Utah Railway Company and Salt Lake City

Southern Railroad Company

Genesee & Wyoming Inc. (GWI), a noncarrier, has filed a notice of exemption to acquire control through the acquisition of all of the stock of Utah Railway Company (UTAH),¹ and its wholly owned subsidiary, the Salt Lake City Southern Railroad Company (SLCS). UTAH is a Class III carrier² operating in Utah and Colorado and SLCS is a Class III carrier operating in Utah.

The proposed transaction was scheduled to be consummated on or after August 27, 2002, 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 the following Class III carriers: Allegheny & Eastern Railroad, Inc., operating in Pennsylvania; Bradford Industrial Rail, Inc., operating in

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

² GWI states that, although UTAH has operated as a Class III carrier, its revenue increases in recent years may qualify it as a Class II railroad.

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 indirectly controls three Class III carriers through its ownership of noncarrier 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 indirectly controls three Class III carriers through its ownership of Emons Transportation Group, Inc. (Emons), and its noncarrier holding company, Emons Railroad Group, Inc.: York Railway Company (York), operating in Pennsylvania;³ St. Lawrence & Atlantic Railroad Company, operating in Vermont, New Hampshire, and Maine; and St. Lawrence & Atlantic Railroad (Quebec) Inc., operating in Vermont.

³ Through its control of Emons, GWI also controls two non-operating Class III 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 (STB served Dec. 13, 1999).

GWJ states that: (i) the rail lines involved in this transaction do not connect with any rail lines in the corporate family; (ii) the control transaction is not part of a series of anticipated transactions that would connect any of the rail lines with each other; and (iii) the transaction does not involve a Class I carrier. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(2).

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 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. 34235, 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: September 6, 2002.

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

Vernon A. Williams

Secretary