

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35654

GENESEE & WYOMING INC.
- CONTROL -
RAILAMERICA, INC., *et al.*

RAILROAD CONTROL APPLICATION



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August 6, 2012

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35654

**GENESEE & WYOMING INC.
– CONTROL –
RAILAMERICA, INC., *et al.***

RAILROAD CONTROL APPLICATION

Pursuant to 49 U.S.C. §§ 11323-11325 and 49 C.F.R. § 1180, Genesee & Wyoming Inc. (“GWI”), a noncarrier holding company, submits this application seeking Surface Transportation Board approval for GWI to acquire control of RailAmerica, Inc. (“RailAmerica”), a noncarrier holding company (GWI and RailAmerica are collectively referred to as “Applicants”), under the Agreement and Plan of Merger between GWI and RailAmerica attached as Exhibit 2 to this Application (the “Merger”) (collectively, the “Transaction”). As a result of the Transaction, GWI will acquire 100% of the common stock of RailAmerica, and will acquire indirect control of the 41 U.S. Class III railroads owned or controlled by RailAmerica.¹

The Transaction will combine two short line railroad holding companies. No Class I railroad is involved in the Transaction. The short line railroads that will be subject to common control as a result of the Transaction account for a very small percentage of U.S. railroad revenues and carloads, and operate largely in different geographic regions. There will be no significant changes to the operations of the short line railroads as a result of the Transaction. The

¹ RailAmerica indirectly controls the railroads listed in the “Background” section of this Application through intermediate non-carrier subsidiaries. GWI will control these railroads by virtue of its control of the intermediate subsidiaries. RailAmerica also controls four railroads that operate in Canada and other non-carrier businesses that are not subject to the Board’s jurisdiction.

Transaction will have no adverse impact on operating employees of the short line railroads.

There are no environmental issues presented by the Transaction.

The Transaction raises no significant competitive issues. No shipper will have its options reduced from 2 rail carriers to 1. There are only four localities where the short line railroads controlled by the Applicant holding companies have any contact at all, and an analysis of the circumstances at each point of contact shows that there will be *no adverse competitive impact at those locations*. The evidence submitted in support of this application shows that the Transaction raises *no other significant competitive issues*. Moreover, as explained below, the combination of the two holding companies will produce substantial benefits for shippers and will benefit the railroad network by creating stronger and more efficient short line railroads that serve the “first mile” and “last mile” of many rail movements.

The Board has previously found that the combination of short line families that operate largely in different geographic areas does not raise significant issues and has granted exemptions to allow such combinations. *See, e.g., Genesee & Wyoming Inc. – Control Exemption - Aliquippa & Ohio River Railroad Co.*, STB Finance Docket No. 39440 (served Dec. 30, 2008); *RailAmerica, Inc. – Control Exemption Railtex, Inc.*, STB Finance Docket No. 33813 (served Jan. 10, 2000). Even where petitions for exemption have been used, exemptions have been granted in approximately two months.

Given the lack of competitive issues associated with the Transaction, the substantial benefits for shippers and other stakeholders and the clear precedent in the Board’s prior approval for short line family combinations, GWI and RailAmerica are filing an application seeking approval of the Transaction through this “minor” application. The statutory deadlines for

consideration of a minor transaction will ensure that the consolidation of these two short line railroad families can occur no later than 180 days from the filing of this application.

However, the Applicants do not believe the Board will require the full period permitted by the statute because the Board *must* approve a minor transaction application unless it finds *both* that there will be a substantial lessening of competition, creation of a monopoly or restraint of trade in a region of the country, *and* that the anticompetitive effects of the Transaction outweigh the public interest. 49 U.S.C. § 11324(d). As this application demonstrates, there will be *no lessening of competition or anticompetitive effects* from the proposed Transaction and there will be *substantial public benefits*. Review of the relevant evidence should not be complex or time consuming. Moreover, the shipper and government support letters attached to this application make clear that there is substantial support for the Transaction from customers and communities. Accordingly, Applicants are filing together with this application a request that the Board establish an accelerated procedural schedule for consideration that will allow the Transaction to be completed before the end of 2012. Applicants seek expedited consideration of this Application so that they and the shipping public can capitalize on the benefits of GWI's control of RailAmerica as soon as possible and not subject shippers, employees, communities and other stakeholders to a significant period of uncertainty.

In addition, a Notice of Exemption is being filed for the acquisition of control of the RailAmerica Railroads by an independent voting trust following consummation of the Merger. The Board's approval of the acquisition of control by the voting trust will allow the Merger to be consummated into the voting trust upon satisfaction of the closing conditions set forth in the merger agreement, which include the mailing to RailAmerica's shareholders of an information

statement. Upon Board approval of the Transaction following its review of this Application, the common stock of RailAmerica will be distributed by the voting trustee to GWI.

BACKGROUND

A. GWI

GWI is a NYSE-listed publicly traded noncarrier holding company. GWI currently controls, directly or indirectly, one Class II carrier and 59 Class III rail carriers operating in the United States (collectively, the "GWI Railroads"). The current GWI Railroads and the states in which each of them operates are:

CLASS II:

Buffalo & Pittsburgh Railroad, Inc. (New York and Pennsylvania)

CLASS III:

Allegheny & Eastern Railroad, LLC (Pennsylvania)

The Aliquippa & Ohio River Railroad Co. (Pennsylvania)

AN Railway, LLC (Florida)

Arizona Eastern Railway Company (Arizona and New Mexico)

Arkansas Louisiana & Mississippi Railroad Company (Arkansas and Louisiana)

Atlantic and Western Railway, Limited Partnership (North Carolina)

The Bay Line Railroad, LLC (Alabama and Florida)

Chattahoochee Bay Railroad, Inc. (Alabama and Georgia)

Chattahoochee Industrial Railroad (Georgia)

Chattooga & Chickamauga Railway Co. (Georgia and Tennessee)

Columbus & Chattahoochee Railroad, Inc. (Alabama)

Columbus and Greenville Railway Company (Mississippi)

The Columbus and Ohio River Rail Road Company (Ohio)

Commonwealth Railway, Incorporated (Virginia)

Corpus Christi Terminal Railroad, Inc. (Texas)

The Dansville and Mount Morris Railroad Company (New York)

East Tennessee Railway, L.P. (Tennessee)

First Coast Railroad Inc. (Florida and Georgia)

Fordyce and Princeton RR Co. (Arkansas)

Galveston Railroad, L.P. (Texas)

Genesee and Wyoming Railroad Company (New York)

Georgia Central Railway, L.P. (Georgia)

Georgia Southwestern Railroad, Inc. (Alabama and Georgia)

Golden Isles Terminal Railroad, Inc. (Georgia)

Hilton & Albany Railroad, Inc. (Georgia)

Illinois & Midland Railroad, Inc. (Illinois)
 KWT Railway, Inc. (Kentucky and Tennessee)
 Little Rock & Western Railway, L.P. (Arkansas)
 Louisiana & Delta Railroad, Inc. (Louisiana)
 Luxapalila Valley Railroad, Inc. (Alabama and Mississippi)
 The Mahoning Valley Railway Company (Ohio)
 Maryland and Pennsylvania Railroad, LLC (Pennsylvania)
 Maryland Midland Railway, Inc. (Maryland)
 Meridian & Bigbee Railroad, LLC (Alabama and Mississippi)
 Ohio and Pennsylvania Railroad Company (Ohio)
 Ohio Central Railroad, Inc. (Ohio)
 Ohio Southern Railroad, Inc. (Ohio)
 Pittsburg & Shawmut Railroad, LLC (Pennsylvania)
 The Pittsburgh & Ohio Central Railroad Company (Pennsylvania)
 Portland & Western Railroad, Inc. (Oregon)
 Riceboro Southern Railway, LLC (Georgia)
 Rochester & Southern Railroad, Inc. (New York)
 Salt Lake City Southern Railroad Company, Inc. (Utah)
 Savannah Port Terminal Railroad Inc. (Georgia)
 South Buffalo Railway Company (New York)
 St. Lawrence & Atlantic Railroad Company (Maine, New Hampshire, and Vermont)
 Talleyrand Terminal Railroad Company, Inc. (Florida)
 Tazewell & Peoria Railroad, Inc. (Illinois)
 Tomahawk Railway, Limited Partnership (Wisconsin)
 Utah Railway Company (Colorado, Utah)
 Valdosta Railway, L.P. (Georgia)
 The Warren & Trumbull Railroad Company (Ohio)
 Western Kentucky Railway, LLC (Kentucky)
 Willamette & Pacific Railroad, Inc. (Oregon)
 Wilmington Terminal Railroad, Limited Partnership (North Carolina)
 York Railway Company (Pennsylvania)
 Yorkrail, LLC (Pennsylvania)
 The Youngstown & Austintown Railroad, Inc. (Ohio)
 Youngstown Belt Railroad Company (Ohio)

Two of the Class III carriers—Allegheny & Eastern Railroad, LLC and Pittsburg & Shawmut Railroad, LLC—are non-operating carriers that own rail lines operated by Buffalo & Pittsburgh Railroad, Inc. Maryland and Pennsylvania Railroad, LLC and Yorkrail, LLC are non-operating carriers that own rail lines operated by York Railway Company. In addition, Western Kentucky Railway, LLC recently obtained authority to abandon all of its remaining rail lines that had been inactive since prior to 2005. *See Western Kentucky Railway, LLC – Abandonment*

Exemption – In Webster, Union, Caldwell and Crittenden Counties, KY, STB Docket No. AB-449 (Sub-No. 3X) (served Jan. 20, 2011). Maps showing the locations of all of the United States carriers controlled by GWI are provided in Exhibit 1.

B. RailAmerica

RailAmerica is a NYSE-listed publicly traded non-rail carrier that directly or indirectly controls 41 Class III rail carriers operating in the United States (collectively, the “RailAmerica Railroads”). The RailAmerica Railroads and the states in which each of them operates are:

Alabama & Gulf Coast Railway L.L.C. (Alabama, Florida, and Mississippi)
Arizona & California Railroad Company (Arizona and California)
Bauxite & Northern Railway Company (Arkansas)
California Northern Railroad Company (California)
Carolina Piedmont Division (South Carolina)
Cascade and Columbia River Railroad Company (Washington)
Central Oregon & Pacific Railroad, Inc. (California and Oregon)
The Central Railroad Company of Indiana (Indiana and Ohio)
Central Railroad Company of Indianapolis (Indiana)
Chesapeake & Albemarle Railroad Co., Inc. (North Carolina and Virginia)
Chicago, Ft. Wayne & Eastern (Illinois, Indiana and Ohio)
Conecuh Valley Railway (Alabama)
Connecticut Southern Railroad, Inc. (Connecticut and Massachusetts)
Dallas, Garland & Northeastern Railroad, Inc. (Texas)
Eastern Alabama Railway, LLC (Alabama)
Grand Rapids Eastern Railroad Inc. (Michigan)
Huron & Eastern Railway Company, Inc. (Michigan)
Indiana & Ohio Railway Company (Indiana, Michigan, and Ohio)
Indiana Southern Railroad, LLC (Indiana)
Kiamichi Railroad Company, L.L.C. (Arkansas, Oklahoma, and Kansas)
Kyle Railroad Company (Colorado and Kansas)
Marquette Rail, LLC (Michigan)
The Massena Terminal Railroad Company (New York)
Mid-Michigan Railroad, Inc. (Michigan)
Michigan Shore Railroad, Inc. (Michigan)
Missouri & Northern Arkansas Railroad Company, Inc. (Arkansas, Kansas, and Missouri)
New England Central Railroad, Inc. (Connecticut, Massachusetts, New Hampshire & Vermont)
North Carolina & Virginia Railroad Company, LLC (North Carolina and Virginia)
Otter Tail Valley Railroad Company, Inc. (Minnesota and North Dakota)
Point Comfort & Northern Railway Company (Texas)
Puget Sound & Pacific Railroad (Washington)

Rockdale, Sandow & Southern Railroad Company (Texas)
San Diego & Imperial Valley Railroad Company, Inc. (California)
San Joaquin Valley Railroad Co. (California)
South Carolina Central Railroad Company, LLC (South Carolina)
Texas Northeastern Railroad (Texas)
Three Notch Railway, LLC (Alabama)
Toledo, Peoria & Western Railway Corporation (Illinois and Indiana)
Ventura County Railroad Corp. (California)
Wellsboro & Corning Railroad, LLC (Pennsylvania and New York)
Wiregrass Central Railway, LLC (Alabama)

A non-carrier affiliate of Fortress Investment Group, LLC (“Fortress”)—RR Acquisition Holding, LLC—currently controls RailAmerica through ownership of approximately 60% of its publicly traded shares.² Maps showing the locations of the RailAmerica Railroads are provided in Exhibit 1.

C. The Proposed Transaction

The Transaction involves the acquisition of control of RailAmerica and its railroad subsidiaries by GWI pursuant to a Merger between Jaguar Acquisition Sub, Inc., a newly-formed, wholly-owned noncarrier subsidiary of GWI, and RailAmerica, the result of which will be that RailAmerica’s shareholders will receive \$27.50 per share of RailAmerica common stock. Upon consummation of the Merger, RailAmerica will be the surviving entity and become a wholly-owned subsidiary of GWI. The total value of the Transaction, including refinancing of RailAmerica’s existing debt, is approximately \$2 billion.

GWI expects that the conditions precedent to consummation of the Merger will be met before the Board issues a decision on this Application. Therefore, immediately following consummation of the Merger, all of the shares of common stock of RailAmerica will be placed

² Fortress also controls, on behalf of certain other equity funds managed by it and its affiliates, the non-carrier FECR Rail LLC, which indirectly controls Florida East Coast Railway, LLC, a Class II railroad operating in the State of Florida. FECR Rail LLC and its subsidiaries are not subsidiaries of RailAmerica, and are not part of this transaction. They will remain independently owned and operated by Fortress following consummation of the merger.

into an independent voting trust that GWI has established in accordance with the Board's regulations at 49 C.F.R. Part 1013 pending approval of the Transaction by the Board.³ On or after the effective date of a final order of the Board authorizing the Transaction, the voting trust will be terminated, RailAmerica's shares will be transferred to GWI and RailAmerica will become a wholly-owned subsidiary of GWI.

MINOR TRANSACTION ANALYSIS

The Transaction is a minor transaction as that term is defined in the Board's regulations. 49 C.F.R. § 1180.2(c). The governing statute defines three types of control transactions. *See* 49 U.S.C. § 11325(a). Subsection (a)(1) addresses mergers of at least two Class I railroads, and is thus not applicable here. Subsection (a)(2) involves transactions of regional or national significance and Subsection (a)(3) covers all other transactions. The Board's regulations track this statutory classification of control transactions and define transactions of regional or national significance as "significant" and other transactions as "minor." 49 C.F.R. §§ 1180.2(b) and (c).

A transaction is "minor" (not "significant") if a determination can be made that *either*

- (1) The transaction clearly will not have any anticompetitive effects, or
- (2) Any anticompetitive effects of the transaction will clearly be outweighed by the transaction's anticipated contribution to the public interest in meeting significant transportation needs.

49 C.F.R. § 1180.2(b)(1)-(2); *see also* Ex Parte No. 282 (Sub-No. 17), *Railroad Consolidation Procedures*, 9 I.C.C. 2d 1198 (1993).

The Transaction clearly will not have any anticompetitive effects. Moreover, if there were any competitive effects, they would be *de minimis* due to the limited connections between

³ A notice of exemption is being filed along with the application that would authorize the voting trust and the voting trustee to control the RailAmerica Railroads until the Board issues its decision on this application. The voting trust agreement has been submitted for review under 49 C.F.R. § 1013.3(a).

the Applicants' railroad subsidiaries and would be outweighed by the public benefits of the Transaction. All of the railroads involved in the Transaction are small short lines, and all but one are Class III railroads. William J. Rennie, a partner in Oliver Wyman, Inc., explains in his Verified Statement that the combined share of Applicant's freight revenues and originating carloads is very small—in each case less than 3% of the U.S. railroad industry. As small carriers that serve the “first mile” and “last mile” of a movement, the short lines involved in this Transaction are important to local customers, but they have little ability to influence rail transportation at the regional or national level.

The short lines at issue here have limited geographic scope and operate largely in different areas of the United States where the combination of railroad families will have no competitive effect. The railroads in the two short line families connect only at four localities, and it is clear from an examination of the circumstances at each of those localities—as detailed in the Verified Statement of Kevin Neels, an economist with the Brattle Group—that the combination will not adversely affect competition at any of them. The Transaction will not have any effect on geographic competition, on other short line railroads or on any transportation in a transportation corridor.

Moreover, in many cases, the short lines at issue here are handling carriers that have little or no ability to influence the prices charged to shippers. Mr. Rennie shows that approximately 40% of the carloads handled by the GWI and RailAmerica railroads are subject to such handling carrier arrangements. As originating and terminating carriers with relatively short hauls, these short lines are subject to significant competition from trucks—and in several cases from barges. As the Operating Plan explains, there will be no significant change in operations of any of the railroads involved in this Transaction. See Operating Plan (Exhibit 15). As a result, following

the Transaction, Applicants' railroads will operate in substantially the same manner as they did prior to the Transaction. The facts demonstrating the lack of effect on competition thus can be easily determined and do not require extensive or complex analysis.

Acquisitions of control of short lines—even families of short lines—have generally been determined by the Board and its predecessor the Interstate Commerce Commission (“ICC”) not to raise issues requiring extensive analysis. Indeed, the ICC concluded it was appropriate to adopt a class exemption for transactions involving the control of nonconnecting Class II and Class III railroads that are not part of a series of transactions that would connect the railroads with railroads in the corporate family. 49 USC § 1180.2(d)(2) (then § 1111.1(c)(ii)); *see* 44 FR 66626, 66627 (Nov. 20, 1979) (noting that such transactions would generally have only a “*de minimis* competitive and operational impact”). The acquisition of control of a family of carriers continues to be covered by the class exemption. *See SteelRiver Infrastructure Associates, LLC, et al. – Control Exemption – Patriot Rail Corp., et al.*, STB Docket FD 35622 (served June 15, 2012); *Fortress Investment Group, LLC, et al – Control Exemption – RailAmerica, Inc., et al.*, STB Finance Docket No. 34972 (served Dec. 22, 2006).

Even if a transaction does not qualify for the class exemption because there is a connection between one of the railroads being acquired and an existing railroad, the Board often grants a petition for exemption without the need for extensive analysis. *See, e.g., Genesee & Wyoming Inc. – Control Exemption - Aliquippa & Ohio River Railroad Co.* (involving the acquisition of control of 10 Class III carriers); *RailAmerica, Inc. – Control Exemption - Railtex, Inc.* (involving the acquisition of control of 17 Class III carriers). In *Railtex*, the Board approved the exemption request in two months, finding that the proposed transaction did not raise any significant issues since “[t]he proposed transaction essentially involves the combination of two

holding companies whose transportation subsidiaries will continue to operate in the manner they have operated prior to the acquisition.” *RailAmerica, Inc. – Control Exemption – Railtex, Inc.*, slip op. at 5. As demonstrated in this Application, the Transaction here likewise involves rail carriers whose operations will not change as a result of the Transaction.

GWI and RailAmerica have not sought approval for this acquisition through an exemption from regulation. Rather, to ensure that the Board’s review will be completed within 180 days under the statute and regulations governing minor transactions, GWI and RailAmerica are filing a minor application for approval. Given the clear lack of competitive effect from the Transaction and the fact that the railroads involved will continue to operate as before the Transaction, this clearly should be treated as a minor transaction.⁴

SPECIFIC INFORMATION REQUIRED BY THE REGULATIONS

Supporting information required by the Board’s regulations for a minor transaction filed under 49 U.S.C. § 11323 is set forth below. Individual items of supporting information are preceded by the text of the applicable regulation. Unless otherwise noted, the quoted regulatory text is from 49 C.F.R. § 1180.6.

1180.6(a)(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following:

⁴ Indeed, the Board has treated a number of transactions that involved Class I railroads and raised issues far more complex than those here as minor transactions. *See Canadian National Railway Company and Grand Trunk Corporation - Control - Duluth, Missabe and Iron Range Railway Company, et al.*, STB Finance Docket No. 34424 (served Dec. 1, 2003); *Kansas City Southern – Control – Kansas City Southern Railway Company, et al.*, STB Finance Docket No. 34342 (served June 9, 2003); *Canadian National, et al.—Control—Wisconsin Central Transp. Corp., et al.*, STB Finance Docket No. 34000 (served May 9, 2001); *CSX Corporation and CSX Transportation, Inc.—Control—The Indiana Rail Road Company*, STB Finance Docket No. 32892 (served Aug. 2, 1996).

1180.6(a)(1)(i) A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of counsel to whom questions regarding the transaction can be addressed.

The Applicants involved in the Transaction and their business addresses are:

Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, CT 06380
Phone: (203) 629-3722

RailAmerica, Inc.
7411 Fullerton Street
Suite 300
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Questions and correspondence concerning this Application may be addressed to:

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Summary of the Proposed Transaction

The Transaction involves the acquisition of control of RailAmerica and its railroad subsidiaries by GWI pursuant to the Agreement and Plan of Merger attached as Exhibit 2. As described above, the Transaction will be carried out through a merger of Jaguar Acquisition Sub Inc. with and into RailAmerica, with RailAmerica as the surviving corporation. As explained above, GWI expects that all other conditions precedent to consummation will be met before the Board issues its decision on the Transaction. GWI therefore will place all of the shares of common stock of RailAmerica (as the surviving entity in the Merger) into an independent voting trust established in accordance with 49 C.F.R. Part 1013. On or after the effective date of a final order of the Board authorizing the Transaction, the voting trust will be terminated, the shares of RailAmerica common stock will be distributed to GWI and GWI will control RailAmerica.

1180.6(a)(1)(ii) The proposed time schedule for consummation of the proposed transaction

The parties contemplate that the Merger of Jaguar Acquisition Sub Inc. into RailAmerica will be consummated during the third quarter of 2012, and that the shares of common stock of RailAmerica (as the surviving corporation in the Merger) will be placed into an independent voting trust as described above.

1180.6(a)(1)(iii) The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The Transaction will expand GWI's safe and efficient rail operation of regional and short-line railroads, which will improve customer service for the combined customer bases of GWI and RailAmerica and for the Class I railroads with which they connect. It will also create an increased likelihood of prospective industrial and manufacturing development opportunities located in the communities served by GWI and RailAmerica, thereby spurring economic growth and creating jobs in those communities. In addition, as set forth more fully below, the

Transaction will allow GWI to reduce expenses by eliminating duplicative general and administrative services at the corporate holding company level and to recognize cost savings resulting from economies of scale. Operational efficiencies are expected over time through the application of “best practices” of each railroad at the other’s railroad operations.⁵ Finally, the control of the RailAmerica Railroads by GWI, a long-standing and stable participant in the rail industry, will create stability for the employees and customers who might otherwise face continued ownership changes if the RailAmerica Railroads were acquired by another financial investor with a short term investment horizon.

1180.6(a)(1)(iv) The nature and amount of any new securities or other financial arrangements.

The consideration for the acquisition of RailAmerica’s shares of common stock will be paid in cash. RailAmerica will not issue any new railroad securities, nor will it assume any additional debt in connection with the proposed transaction (although following approval of the Transaction by the Board, RailAmerica and its subsidiaries may guarantee, and/or their respective assets may secure, debt obligations incurred by its new parent company, GWI). In connection with the acquisition, GWI will enter into an amended and restated senior secured credit facility and incur approximately \$2 billion of debt obligations thereunder. GWI will also issue up to \$800 million of equity and/or equity-linked securities in connection with the Transaction.

⁵ For example, GWI is an industry leader in rail safety and anticipates that its focused attention on employee safety will result in an overall improvement in the safety results for the RailAmerica Railroads.

1180.6(a)(2) A detailed discussion of the public interest justifications in support of the application, indicating how the proposed transaction is consistent with the public interest, with particular regard to the relevant statutory criteria, including

Because this Transaction involves only the control of one Class II railroad and a number of Class III railroads, it is governed by 49 U.S.C. § 11324(d), under which the Board is required to approve the application unless it finds *both* that:

- (1) as a result of the transaction, there is likely to be substantial lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States; *and*
- (2) the anticompetitive effects of the transaction outweigh the public interest in meeting significant transportation needs.

The Board's primary focus in such cases is on the potential anticompetitive effects of the proposed transaction. The Board has previously described the scope of its review under Section 11324(d):

We must grant the application unless there will be adverse competitive impacts that are both "likely" and "substantial." And, even if there will be likely and substantial anticompetitive impacts, we may not disapprove the transaction unless the anticompetitive impacts outweigh the benefits and cannot be mitigated through conditions. *See Canadian National, et al.—Control—Wisconsin Central Transp. Corp., et al.*, 5 S.T.B. 890, 899 (2001); *Kansas City Southern Industries, Inc., KCS Transportation Company, and The Kansas City Southern Railway Company—Control—Gateway Western Railway Company and Gateway Eastern Railway Company*, STB Finance Docket No. 33311, slip op. at 4 (STB served May 1, 1997); *CSX Corporation and CSX Transportation, Inc.—Control—The Indiana Rail Road Company*, STB Finance Docket No. 32892, slip op. at 3-4 (STB served Nov. 7, 1996).

Fortress Investment Group LLC, et al – Control – Florida East Coast Railway, LLC, STB Finance Docket No. 35031, slip op. at 4 (served Sept. 28, 2007). The Board only considers competitive harm that is directly and causally related to the Transaction, not competitive harm that results from pre-existing conditions. *Burlington Northern, Inc. and Burlington Northern*

Railroad – Control and Merger – Santa Fe Corp. and Atchison, Topeka & Santa Fe Railway, ICC Finance Docket No. 32549, slip op. at 54 (served Aug. 23, 1995).

Public interest benefits are considered by the Board only if likely, substantial anticompetitive effects are found. *See Rio Grande Industries, Inc., et al. - Purchase and Related Trackage Rights - Soo Line Railroad Company,* 6 I.C.C. 2d 854, 874-875 (1990). Public interest benefits include efficiency-related cost savings that can be generated by the Transaction. *See Union Pacific Corporation, et al. - Control - Missouri Pacific Corporation and Missouri Pacific Railroad Company,* 366 I.C.C. 459, 487-488 (1982).

Applicants explain below and in the exhibits to this application that the acquisition of control by GWI of RailAmerica will not have any adverse competitive effects that are “likely” or “substantial,” and therefore the Board should grant the application.

In addition to the lack of any adverse competitive effects, the Transaction has numerous public benefits described in detail throughout this Application, including:

Safe, Reliable and Efficient Rail Service. In 2011, GWI’s Federal Railroad Administration employee injury frequency ratio was seven times better than the short line industry peer group and two times better than the Class I U.S. railroads. Applying that industry-leading safety culture to the RailAmerica Railroads should improve their already good but not as exceptional safety results. Applicants believe a safe railroad is an efficient railroad—and one that will allow our customers to fully capture the benefits of cost effective rail freight transportation.

Commitment to Continuously Improving Customer Service. In a 2011 survey of all GWI customers conducted by a third-party firm, GWI received higher customer satisfaction scores than the trucking and rail freight industries. Applicants anticipate that their locally focused customer service efforts will enhance supply chains for GWI and RailAmerica’s combined customer bases.

Focused Local Economic Development. GWI's decentralized operations are designed to focus on the individual customers and local communities we serve. Our locally-based management team approaches new development opportunities as a local entrepreneur, seeking the best possible outcome for the customer, the community and the railroad. The local management presence is complemented by GWI's corporate team, which has visibility to its broad national footprint of railroads. Applicants anticipate that the broader reach of the combined GWI and RailAmerica railroads will increase the likelihood of prospective industrial and manufacturing development opportunities locating in the communities they serve.

Long-Term Owner, With Long-Term Perspective. GWI is a long-term owner and operator of short line railroads with a long history reaching back to 1899 and a single short line in upstate New York. GWI invests in its railroads for the long term. It constantly seeks to grow rail shipments and promote economic development in the communities it serves. Because of this long-term, growth-oriented investment perspective, GWI's control of the RailAmerica Railroads will provide increased stability and certainty for employees, shippers and communities.

1180.6(a)(2)(i) The effect of the transaction on inter- and intramodal competition, including a description of the relevant markets (see §1180.7). Include a discussion of whether, as a result of the transaction, there is likely to be any lessening of competition, creation of a monopoly, or restraint of trade in freight surface transportation in any region of the United States.

As Messrs. Rennie and Neels explain, the Transaction will not reduce inter- or intramodal competition, nor will it result in the creation of a monopoly or restraint of trade in freight surface transportation in any region of the United States.

Mr. Rennie's Verified Statement demonstrates the negligible effect of the Transaction on shippers and the railroad industry, and therefore the limited possibility that any adverse competitive effects will result from the Transaction or that the impact of any competitive effects could be significant. Mr. Rennie found that the combined GWI and RailAmerica railroads only handle about 2.8% of the carloads handled by freight railroads in the United States (based

on 2010 data, the most recent industry data available). And the GWI and RailAmerica railroads do not participate in the pricing of approximately 40% of those carloads due to handling agreements with their respective connecting carriers. Moreover, on a combined basis, the GWI and RailAmerica railroads will earn only 1.1% of the total gross freight revenue earned by United States railroads, significantly less than the percentage of carloads handled. Thus it is clear that the combination of the GWI and RailAmerica Railroads pursuant to the Transaction would not create a monopoly, nor would any restraint of trade be likely or possible, due to the limited scale of the combined entity and its limited pricing power.

In his Verified Statement, Mr. Neels demonstrates that the Transaction will not have anticompetitive effects, nor will it lessen competition. The Transaction will combine under common ownership individual short lines that are scattered widely across the continental United States. There are only four localities where a GWI Railroad connects with a RailAmerica Railroad. Mr. Neels details why there will be no lessening of competition at those locations.

As Mr. Neels explains, the fact that the Transaction involves geographically dispersed short lines rather than an expansion of a Class I railroad with an extensive, interconnected network is central to the competitive analysis. Short line railroads serve a much different function than Class I railroads in the freight transportation marketplace—and face a significantly different set of economic circumstances. Because of their distinctive role and characteristics, it is uncommon for a short line to possess market power. Indeed, as noted above approximately 40% of the traffic of the railroads in these two families is handled under arrangements in which they have no pricing power. There is therefore much less reason to anticipate competitive harm from a control transaction involving only short line railroads, and much less need for the intricate economic analysis involved when a Class I is expanding its existing network.

Obviously, where the railroads are geographically disparate there will be no effects on competition—in only one locality will a connecting GWI and RailAmerica railroad serve the same customer, and no customers will see a reduction in service alternatives as a result of the Transaction.

However, to clearly demonstrate the lack of any adverse competitive impacts, Mr. Neels has carefully identified, analyzed, and described in his verified statement the four localities where a GWI Railroad interconnects or interchanges with a RailAmerica Railroad. For each such location, Mr. Neels discusses the nature of the overlap and demonstrates that common control of the short lines at that location will not result in competitive harm. In none of these localities are there any shippers whose rail service options will be reduced from 2 to 1. Mr. Neels also identified and analyzed two localities where lines of GWI Railroads and RailAmerica Railroads are in close proximity even though they do not connect, and shows that no competitive concerns arise in those localities.

In addition, Mr. Neels considered potential impacts on geographic competition that might arise from the Transaction. In prior cases involving Class I railroads, parties have sometimes engaged in an elaborate analysis of confidential waybill data to demonstrate that the post-Merger combined railroads will not have market power in either origin or destination markets. However, since the waybill data has only limited applicability to the short line industry, Mr. Neels developed an alternative approach based on GWI and RailAmerica traffic records to demonstrate that the Transaction will have no adverse effect on geographic competition.

Mr. Neels also evaluated whether the Transaction would have a detrimental impact on non-affiliated short lines that connect to GWI and RailAmerica railroads. He identified two instances where a short line that is not controlled by GWI or RailAmerica connects or

interchanges with both a GWI Railroad and a RailAmerica Railroad. For each such non-affiliated short line, Mr. Neels explains why the Transaction would not reduce routing options available to the short line (or the shippers it serves), or otherwise prejudice the short line from a competitive viewpoint.

In prior minor applications that—unlike this case—involved Class I railroads, applicants have assessed the impact of a transaction on competition in transportation corridors. Given the geographic dispersion of the short line railroads at issue in this transaction and the fact that these railroads predominantly serve the “first mile” and “last mile” of longer movements handled by other railroads, the Transaction will have no adverse impact on competition for transportation in any particular corridors.

1180.6(a)(2)(ii) The financial consideration involved in the proposed transaction, and any economies, to be effected in operations, and any increase in traffic, revenues, earnings available for fixed charges, and net earnings, expected to result from the consummation of the proposed transaction.

As explained above, total consideration for the Transaction, including refinancing of existing RailAmerica debt, is approximately \$2 billion. GWI estimates that in 2013 the RailAmerica Railroads will generate revenues of approximately \$650 million, operating income of \$150 million (excluding any GWI cost savings), depreciation and amortization of \$60 million and \$67 million of capital expenditures for track and equipment improvements, exclusive of grants, matches and projects. GWI expects \$36 million of initial cost savings, largely from the elimination of duplicative holding company general and administrative services, with \$28 million realizable in the first year of consolidated operations. The administrative cost savings are a mixture of labor costs, information technology costs, office and rent expense, insurance and other general and administrative costs. Approximately \$2 million of the anticipated cost savings derive from consolidation of operations at individual railroads, which result from economies of

scale in the management of regional operations. These railroad level cost savings are not anticipated to affect employment at individual railroads.

GWI anticipates both the existing GWI Railroads and the RailAmerica Railroads will continue to benefit from modest increased shipment volumes. These anticipated increases in shipment volumes are generally tied to either customer-specific initiatives such as facility expansions or U.S. macro-economic growth. While GWI believes there is potential that in the long-term the combined operations of the two companies will generate incremental rail traffic, there is no estimate for incremental volume growth resulting from this transaction included in expectations for the combined businesses discussed in this Application or in public comments to GWI shareholders.

1180.6(a)(2)(iii) The effect of the increase, if any, of total fixed charges resulting from the proposed transaction.

GWI anticipates the annual interest cost for the combined company will be approximately \$95 million (net of interest income), on a starting debt balance of approximately \$2 billion and a weighted average cost of debt of 4.8% (\$100 million of gross interest cost less interest income of approximately \$5 million). Compared to the last full year of financial results for both Applicants, the proposed Transaction will *decrease* total fixed charges for the combined operation of GWI and RailAmerica; pro forma total interest expense for GWI and RailAmerica in 2011 was \$110.5 million (\$38.6 million for GWI and \$71.9 million for RailAmerica). Compared to annualized year-to-date June 30, 2012 interest expense for GWI and RailAmerica of \$81.8 million (\$17.2 million for GWI for the six months through June 30, 2012 and \$23.7 million for RailAmerica for the six months through June 30, 2012), the Transaction will increase interest cost by approximately \$13 million. The \$36 million of total cost savings from the Transaction far exceeds the \$13 million of increased interest expense in the first year.

Consequently, the increase in total fixed charges resulting from this Transaction is less than the incremental EBITDA (earnings before interest, taxes, depreciation and amortization) resulting from the Transaction.

Importantly, the combined operations generate significant free cash flow, which will be used to repay the outstanding debt balance. GWI anticipates that in the first full year of operation, approximately \$225 million of debt will be repaid. Therefore, the annual interest cost will decline as outstanding principal is repaid. For example, GWI anticipates in the second year of combined operations, total interest expense will be approximately \$82 million, which is equivalent to the current financing costs of the Applicants prior to the proposed Transaction (\$81.8 million based on annualized 2012 year-to-date results).

1180.6(a)(2)(iv) The effect of the proposed transaction upon the adequacy of transportation service to the public, as measured by the continuation of essential transportation services by applicants and other carriers.

Applicants anticipate that the Transaction will *improve* the adequacy of transportation service to the public. There will be no changes in agreements or commercial arrangements between the individual GWI and RailAmerica railroads and their respective connecting railroads or shippers as a result of the Transaction. As the Operating Plan explains, there are no contemplated changes to each individual railroad's operations. Consequently, the Transaction will not result in any reduction of essential transportation services provided by Applicants or any other carrier.

The Transaction will result in improved transportation services for the reasons summarized above in the initial portion of the response to Section 1180.6(a)(2).

1180.6(a)(2)(v) The effect of the proposed transaction upon applicant carriers' employees (by class or craft), the geographic points where the impact will occur, the time frame of the impact (for at least 3 years after consolidation), and whether any employee protection agreements have been reached.

Applicants do not anticipate that any employees of the individual GWI or RailAmerica railroads will be adversely affected by the Transaction. Because the Transaction involves one Class II and one or more Class III rail carriers, the Applicants confirm that Board approval will be made subject to the labor protection requirements of 49 U.S.C. § 11326(b) and *Wisconsin Central Ltd.—Acquisition Exemption—Lines of Union Pacific Railroad*, STB Finance Docket No. 33116 (served Apr. 17, 1997). Applicants have not entered into any employee protection agreements in connection with the Transaction.

The elimination of duplicative holding company, general and administrative services at GWI and Rail America will give rise to layoffs or relocation of employees, primarily at the Jacksonville and Rochester administrative headquarters. Corporate and administrative staff of both GWI and RailAmerica may be affected. GWI has agreed to honor RailAmerica's severance policy for RailAmerica corporate and administrative staff employees affected by the Merger through December 31, 2013 unless the affected RailAmerica employee would be entitled to greater benefits under GWI's severance policy, in which case the affected RailAmerica employee would be entitled to the greater benefits available under GWI's severance policy.

1180.6(a)(2)(vi) The effect of inclusion (or lack of inclusion) in the proposed transaction of other railroads in the territory, under 49 U.S.C. 11324.

This provision is not applicable because the proposed transaction does not involve the merger or control of at least two Class I railroads. See 49 C.F.R. §1180.4(d)(1) (no responsive applications permitted to minor transactions); see also 49 U.S.C. §§ 11324(b), (d).

1180.6(a)(3) Any other supporting or descriptive statements applicants deem material.

Verified Statements in support of the Transaction from 1) John C. Hellmann, Chief Executive Officer and President and a director of GWI; 2) Kevin Neels of the Brattle Group; and 3) William J. Rennie of Oliver Wyman, Inc. are provided in Appendix C. Letters from numerous shippers and public officials who have expressed their support for the Transaction, the benefits it will create and the benefits of expedited review of this Application are collected at Appendix D.

1180.6(a)(4) An opinion of applicants' counsel that the transaction meets the requirements of the law and will be legally authorized and valid, if approved by the Board. This should include specific references to any pertinent provisions of applicants' bylaws or charter or articles of incorporation.

An opinion by GWI's counsel, Simpson Thatcher, & Bartlett LLP is attached as Appendix A. Under the Board's regulations, no opinion of counsel is required for "the party sought to be controlled." *See* 49 C.F.R. § 1180.6(a)(4) n.2.

1180.6(a)(5) A list of the State(s) in which any part of the property of each applicant carrier is situated.

Applicant carriers controlled by GWI have railroad properties and operations in the following states:

Alabama	Maine	Oregon
Arizona	Maryland	Pennsylvania
Arkansas	Mississippi	Tennessee
Colorado	New Hampshire	Texas
Florida	New Mexico	Utah
Georgia	New York	Vermont
Illinois	North Carolina	Virginia
Kentucky	Ohio	Wisconsin
Louisiana		

Applicant carriers currently controlled by RailAmerica and being acquired as a result of the Transaction have railroad properties and operations in the following states:

Alabama	Massachusetts	Oklahoma
Arizona	Michigan	Oregon
Arkansas	Minnesota	Pennsylvania
California	Mississippi	South Carolina
Colorado	Missouri	North Dakota
Connecticut	New Hampshire	Texas
Florida	New York	Vermont
Illinois	North Carolina	Virginia
Indiana	Ohio	Washington.
Kansas		

1180.6(a)(6) Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

Exhibit 1 contains a color map of the United States that shows the location in different colors of the railroads that will be combined as a result of the Transaction. Exhibit 1 also contains detailed regional and state maps depicting the railroads of each Applicant in relation to one another and to other railroads. Applicants are providing 20 unbound sets of their maps.

1180.6(a)(7) Explanation of the Transaction.

1180.6(a)(7)(i) Describe the nature of the Transaction (e.g., merger, control, purchase, trackage rights), the significant terms and conditions, and the consideration to be paid (monetary or otherwise).

As described above in the section entitled The Proposed Transaction and further detailed in the Agreement and Plan of Merger (Exhibit 2), the Transaction involves the acquisition and control of RailAmerica by GWI for total consideration of approximately \$2 billion (including the refinancing of existing RailAmerica debt) through the merger of a wholly-owned GWI subsidiary with and into RailAmerica. As also described above, because GWI expects the conditions precedent to consummation of the Merger will be met before the Board issues its

decision on this Application, GWI will place all of the shares of common stock of RailAmerica (as the surviving entity in the Merger) into an independent voting trust established in accordance with 49 C.F.R. Part 1013 until the effective date of a final Board order approving GWI's control of RailAmerica and the RailAmerica Railroads.

1180.6(a)(7)(ii) Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. [footnote and inapplicable text re exempt trackage rights omitted].

A signed copy of the Agreement and Plan of Merger by and among Genesee & Wyoming Inc., Jaguar Acquisition Sub Inc., and RailAmerica, Inc., dated as of July 23, 2012, is attached as Exhibit 2.

1180.6(a)(7)(iii) If a consolidation or merger is proposed, indicate: (A) The name of the company resulting from the consolidation or merger; (B) the State or territory under the laws of which the consolidated company is to be formed or the merged company is to file its certificate of amendment; (C) the capitalization proposed for the resulting company; and (D) the amount and character of capital stock and other securities to be issued.

As described above, the Transaction will be carried out through a Merger of Jaguar Acquisition Sub Inc. with and into RailAmerica, with RailAmerica as the surviving entity. The surviving entity will be a privately-held Delaware corporation, wholly owned by GWI. RailAmerica's common stock will no longer be publicly traded. GWI has fully committed financing to effect the merger. Following the closing of the merger, GWI expects to have more than \$50 million in cash, approximately \$2 billion in debt and a total capitalization (total debt + shareholders equity) of approximately \$4 billion. As part of the transaction GWI has secured committed equity of up to \$800 million, including \$350 million of mandatorily convertible preferred stock and the option either to issue common or preferred stock to the public market or issue up to an additional \$450 million of the mandatorily convertible preferred stock.

1180.6(a)(7)(iv) Court order (exhibit 3). If a trustee, receiver, assignee, or personal representative of the real party in interest is an applicant, submit a certified copy of the order, if any, of the court having jurisdiction, authorizing the contemplated action.

Not applicable.

1180.6(a)(7)(v) State whether the property involved in the proposed transaction includes all the property of the applicant carriers and, if not, describe what property is included in the proposed transaction.

The property involved in the proposed control transaction includes all the property of RailAmerica, including all of the RailAmerica Railroads.⁶

1180.6(a)(7)(vi) Briefly describe the principal routes and termini of the lines involved, the principal points of interchange on the routes, and the amount of main-line mileage and branch line mileage involved.

Descriptions of each GWI and RailAmerica railroad are included in Appendix B.

1180.6(a)(7)(vii) State whether any governmental financial assistance is involved in the proposed transaction and, if so, the form, amount, source, and application of such financial assistance.

No governmental financial assistance is involved in the proposed transaction.

1180.6(a)(8) Environmental data (exhibit 4). Submit information and data with respect to environmental matters prepared in accordance with 49 CFR part 1105. In major and significant transaction, applicants shall, as soon as possible, and no later than the filing of a notice of intent, consult with the Board's Section of Environmental Analysis for the proper format of the environmental report.

The Transaction relates only to the corporate change in control of the ownership of RailAmerica, and indirectly to the control of the RailAmerica Railroads. As explained in the Operating Plan, no significant changes to the operations of the RailAmerica Railroads or the GWI Railroads are anticipated; as a consequence, Applicants do not anticipate that the thresholds of 49 C.F.R. §§ 1105.7(e)(4) (diversions to truck), or (5) (increases in rail traffic, yard activity, truck traffic) would be triggered. Additionally, the Transaction does not involve or require any

⁶ For the avoidance of doubt, as explained above the proposed transaction does *not* include FECR Rail LLC or its affiliates, which will remain subsidiaries of RailAmerica's largest shareholder, Fortress, following the merger.

construction or abandonments that would otherwise normally require environmental documentation. Accordingly, no environmental documentation is required under 49 C.F.R. § 1105.6(c)(2).

The Transaction is also exempt from the historic preservation reporting requirements since it involves only a corporate change in control of RailAmerica and will not substantially change the level of operations over, or maintenance of, the rail lines of any of the GWI Railroads or the RailAmerica Railroads. Further Board approval will be required to abandon any service, and there are no plans to dispose of or alter properties of any of the GWI Railroads or RailAmerica Railroads that are subject to the Board's jurisdiction and that are 50 years old or older. *See* 49 C.F.R. § 1105.8(b).

1180.6(b) In a *major* transaction, submit the following information:

Not applicable to a minor transaction.

1180.6(c) In a *significant* transaction, submit the information specified in paragraphs (b)(3), (b)(5), (b)(6), (b)(7), and (b)(8) of this section.

Not applicable to a minor transaction.

1180.7 Market analyses.

Not applicable to a minor transaction.

1180.8 Operational data.

1180.8(a)

Not applicable to a minor transaction.

1180.8(b)

Not applicable to a minor transaction.

1180.8(c) For *minor* transaction: Operating plan-minor (exhibit 15). Discuss any significant changes in patterns or types of service as reflected by the operating plan expected to be used after consummation of the Transaction. Where relevant, submit information related to the following:

An Operating Plan-Minor is attached as Exhibit 15.

1180.8(c)(1) Traffic level density on lines proposed for joint operations.

GWJ does not intend to operate any acquired lines jointly with lines already operated by GWJ-controlled rail carriers. As detailed in the Operating Plan, Applicants expect the operations post-Merger to be consistent with the operations that exist today.

1180.8(c)(2) Impacts on commuter or other passenger service operated over a line which is to be downgraded, eliminated, or operated on a consolidated basis.

There are no anticipated impacts on commuter or passenger rail service. A summary of the commuter and passenger services operated over the GWJ and RailAmerica railroads is included in Operating Plan-Minor (Exhibit 15).

1180.8(c)(3) Operating economies, which include, but are not limited to, estimated savings.

Operating economies are described in the Operating Plan – Minor (Exhibit 15).

1180.8(c)(4) Any anticipated discontinuances or abandonments.

There are no anticipated discontinuances or abandonments.

1180.9 and 1180.10

Not applicable to a minor transaction.

1180.11 Transnational and other informational requirements.

1180.11(a) For applicants whose systems include operations in Canada or Mexico, applicants must explain how cooperation with the Federal Railroad Administration would be maintained to address potential impacts on operations within the United States of operations or events elsewhere on their systems.

None of RailAmerica's U.S. rail carriers or GWJ's U.S. rail carriers operates any lines in Canada or Mexico. Other rail carriers owned by RailAmerica, including Cape Breton & Central Nova Scotia, Goderich-Exeter Railway, Ottawa Valley Railway and Southern Ontario Railway,

and GWI, including Quebec Gatineau Railway, St. Lawrence & Atlantic (Quebec) Railroad and Huron Central Railway, provide rail services entirely in Canada. Thus, none of RailAmerica's or GWI's respective Canadian subsidiaries operate any rail line in the United States. Both RailAmerica and GWI are incorporated in the United States, and the large majority of their respective rail operations are conducted in the United States. If the proposed transaction is approved, the operations of RailAmerica's U.S. rail carriers and GWI's U.S. rail carriers will be fully subject to the Federal Railroad Administration's jurisdiction just as they are today.

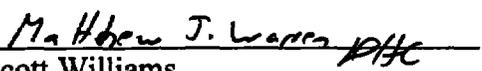
1180.11(b) All applicants must assess whether any restrictions or preferences under foreign or domestic law or policies could affect their commercial decisions, and discuss any ownership restrictions applicable to them.

No restrictions or preferences under foreign or domestic law or policies could affect commercial decisions of either of the Applicants, nor do there exist any ownership restrictions applicable to Applicants. Although some of the rail lines controlled by RailAmerica and GWI are located in Canada, Applicants are unaware of any restriction or preference under foreign or domestic law or policies that could affect their commercial decisions.

CONCLUSION

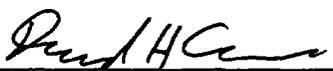
For the foregoing reasons, Applicants respectfully request that the Board accept this application as a minor transaction and grant this application to permit GWI to acquire control of RailAmerica and the RailAmerica Railroads and to consummate the Transaction.

Respectfully submitted,


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August 6, 2012

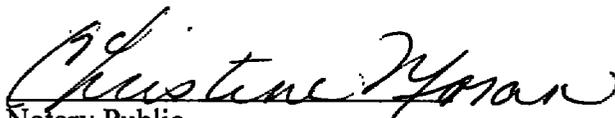
VERIFICATION AND SIGNATURE
49 CFR 1108.4(c)(2)(i)

I, John C. Hellmann, being duly sworn, state that I am the President and Chief Executive Officer of Genesee & Wyoming, Inc., and that I am an officer duly designated to execute, verify and file this Application. I have knowledge of the matters contained herein as they pertain to Genesee & Wyoming, Inc., and the statements made herein are true and correct to the best of my knowledge, information, and belief.

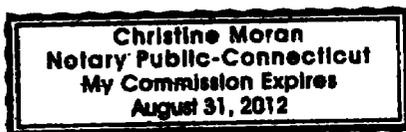


John C. Hellmann
President and Chief Executive Officer

Subscribed and sworn to before me
this 21st day of August, 2012

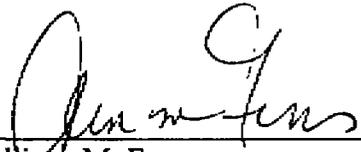


Notary Public



**CERTIFICATION
49 CFR 1108.4(c)(2)(i)**

I, Allison M. Fergus, being duly sworn, state that I am the Corporate Secretary of Genesee & Wyoming, Inc., and I certify that John C. Hellmann is authorized by Genesee & Wyoming, Inc., to sign, verify, and file the foregoing Application.

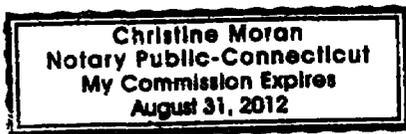


Allison M. Fergus
Corporate Secretary

Subscribed and sworn to before me
this 2nd day of August, 2012



Notary Public



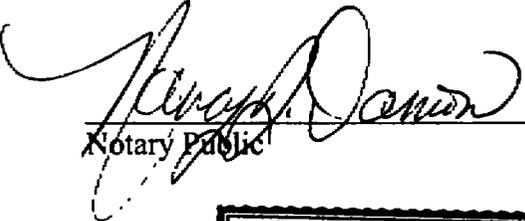
**VERIFICATION AND SIGNATURE
49 CFR 1108.4(c)(2)(i)**

I, John E. Giles, being duly sworn, state that I am the President and Chief Executive Officer of RailAmerica, Inc., and that I am an officer duly designated to execute, verify and file this Application. I have knowledge of the matters contained herein as they pertain to RailAmerica, Inc., and the statements made herein are true and correct to the best of my knowledge, information, and belief.

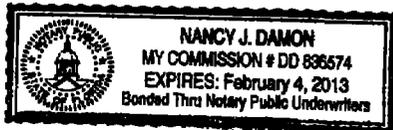


John E. Giles

Subscribed and sworn to before me
this 21 day of August, 2012

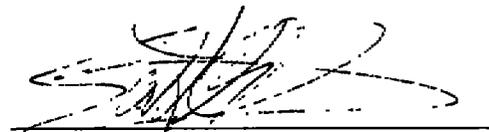


Notary Public



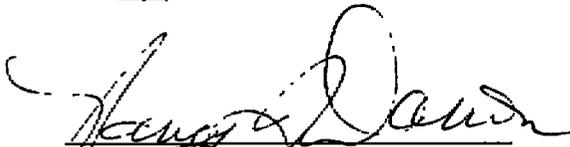
CERTIFICATION
49 CFR 1108.4(c)(2)(i)

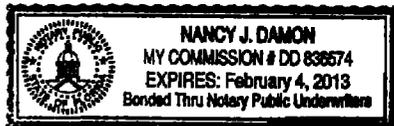
I, Scott G. Williams, being duly sworn, state that I am Senior Vice President, General Counsel and Corporate Secretary of RailAmerica, Inc., and I certify that John E. Giles is authorized by RailAmerica, Inc., to sign, verify, and file the foregoing Application.



Scott G. Williams

Subscribed and sworn to before me
this 20th day of August, 2012



Notary Public

CERTIFICATE OF SERVICE

I hereby certify that I have served a conformed copy of the foregoing Application in STB Finance Docket No. 35654, including conformed copies of verified statements, appendices and exhibits in support of the Application, by first class mail, properly addressed with postage prepaid, upon all persons required to be served as set forth in 49 C.F.R. § 1180.4(c)(5), namely:

- i. The Governor (or Executive Officer), Public Service Commission and Department of Transportation of each State in which any part of the properties of the applicant carriers involved in the proposed transaction is situated;
- ii. The Secretary of the United States Department of Transportation;
- iii. The Attorney General of the United States;
- iv. The Federal Trade Commission; and
- v. All parties of record in Finance Docket No. 35654

Dated at Washington, D.C., this 6th day of August, 2012.



Andrew Golodny

Exhibit 1
Maps

Exhibit 1-A GWI & RailAmerica Overview Map

Genesee & Wyoming and RailAmerica North American Rail Lines

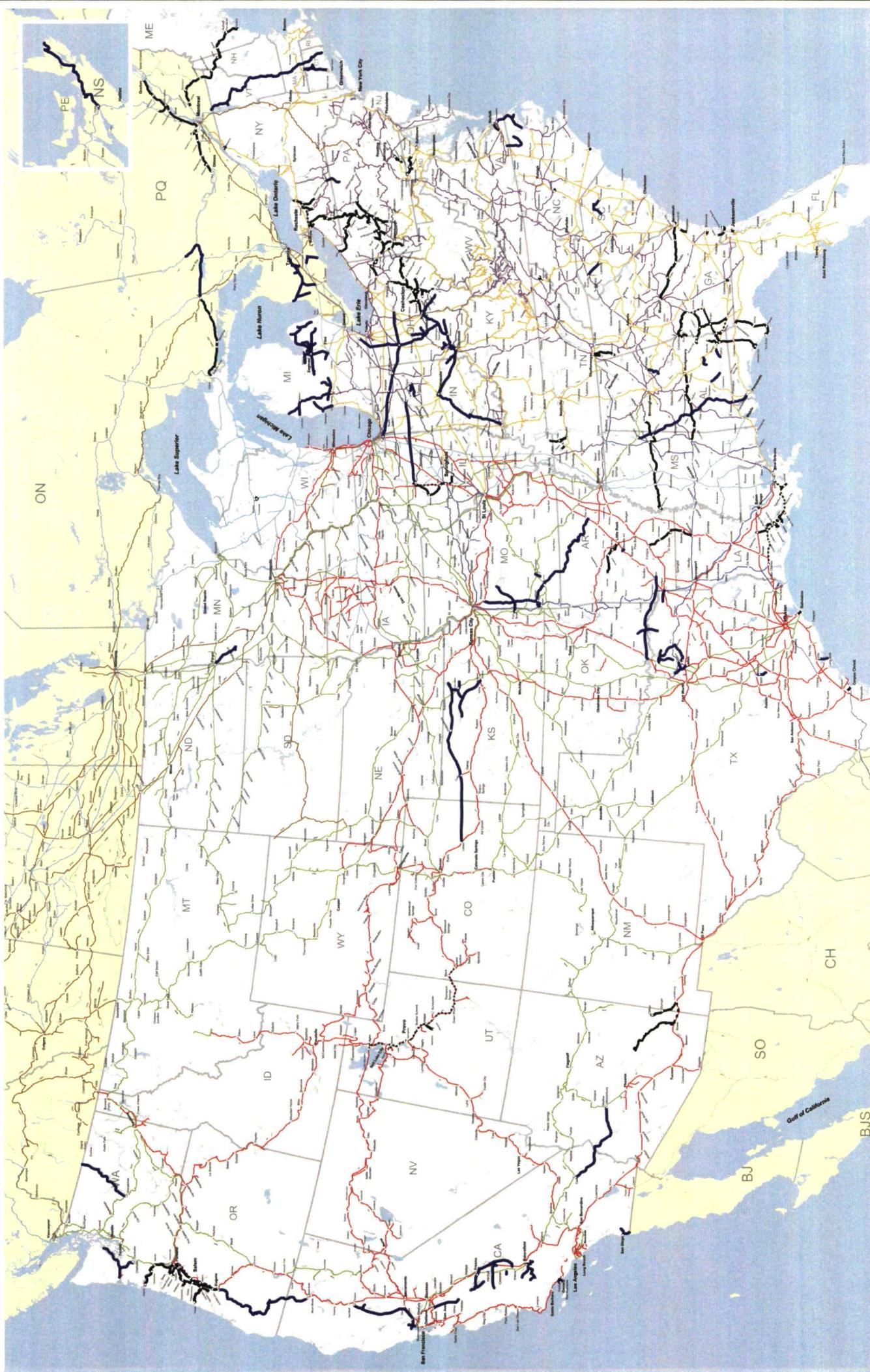


Exhibit 1-B GWI Regional Maps

Canada



Huron Central Railway Inc.
30 Oakland Avenue
Sault Ste. Marie
Ontario P6A 2T3, Canada
705-254-4511



Québec Gatineau Railway Inc.
/ Chemins de fer Québec-Gatineau inc.
9001, boul. de l'Acadie, Suite 600
Montréal, Québec H4N 3H5, Canada
514-948-6999



Services Ferroviaires de l'Estuaire Inc.
9001, boul. de l'Acadie, Suite 600
Montréal, Québec H4N 3H5, Canada
514-948-6999



St. Lawrence & Atlantic Railroad Company
415 Rodman Road
Auburn, Maine 04210
207-782-5680



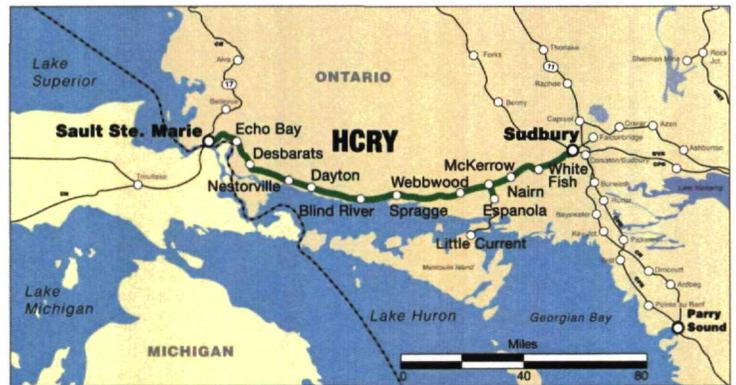
St. Lawrence & Atlantic Railroad (Québec) Inc. / Chemin de fer St-Laurent & Atlantique (Québec) inc.
9001, boul. de l'Acadie, Suite 600
Montréal, Québec H4N 3H5, Canada
514-948-6999



Western Labrador Rail Services Inc.
9001, boul. de l'Acadie, Suite 600
Montréal, Québec H4N 3H5, Canada
514-948-6999

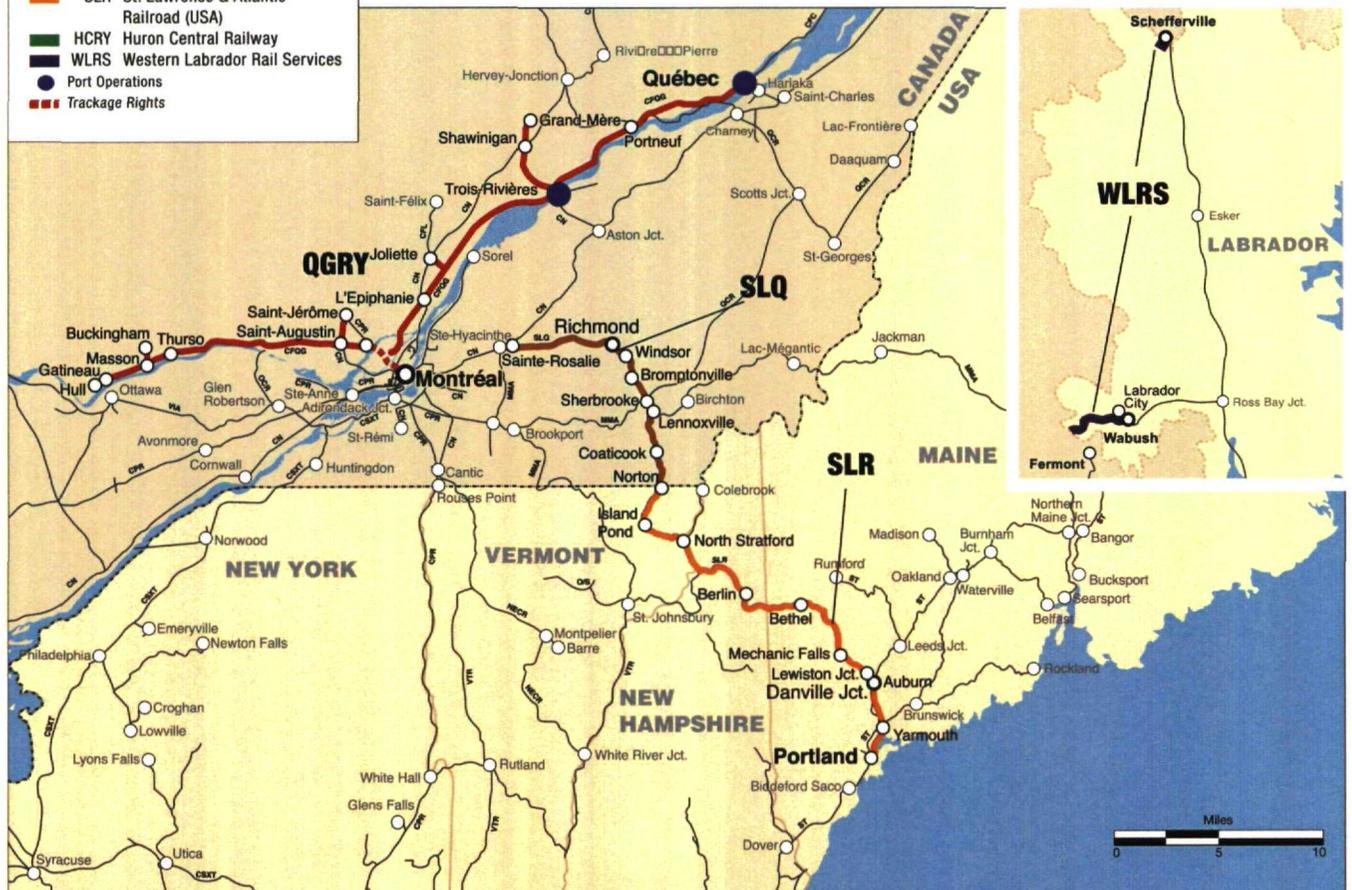
718 Route Miles
Warehouse & Transload
Services Available

U.S. Customs at Maine
Intermodal Terminal,
Auburn, Maine



Key to Abbreviations

- QGRY Québec Gatineau Railway
- SLQ Chemin de fer St-Laurent & Atlantique (Québec)
- SLR St. Lawrence & Atlantic Railroad (USA)
- HCRY Huron Central Railway
- WLRS Western Labrador Rail Services
- Port Operations
- Trackage Rights



Illinois Region



Illinois & Midland Railroad, Inc.
 1500 North Grand Ave. East
 Springfield, Illinois 62702
 217-788-8601



Tazewell & Peoria Railroad, Inc.
 301 Wesley Road
 Creve Coeur, Illinois 61610
 309-694-8619

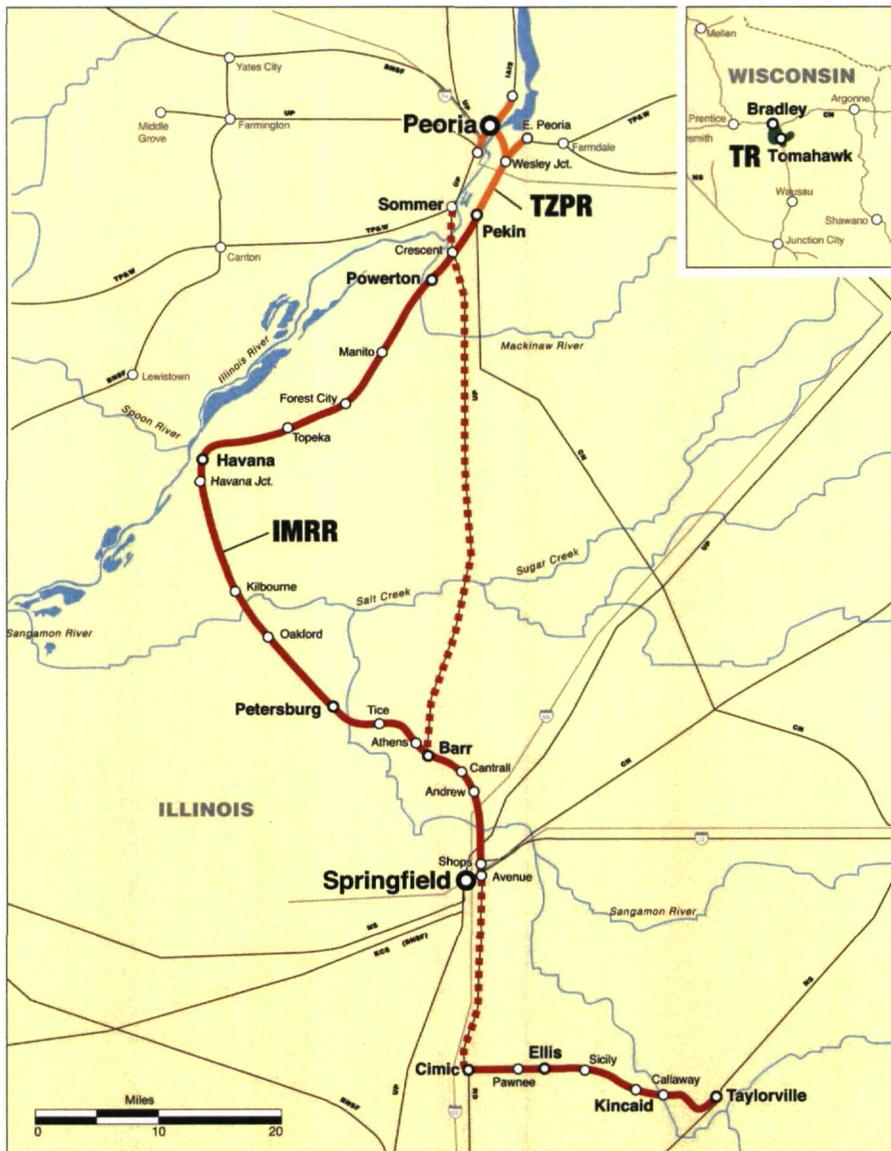


Tomahawk Railway, L.P.
 301 Marinette Street
 Tomahawk, Wisconsin 54487
 715-453-2303

153 Route Miles

Key to Abbreviations

-  IMRR Illinois & Midland Railroad
-  TZPR Tazewell & Peoria Railroad
-  TR Tomahawk Railway
-  Trackage Rights



Mountain West Region



Arizona Eastern Railway Company
 5903 South Calle De Loma
 Claypool, AZ 85532
 928-473-2447



Utah Railway Company
 1221 South Colorado Avenue
 Provo, Utah 84606
 801-221-7460

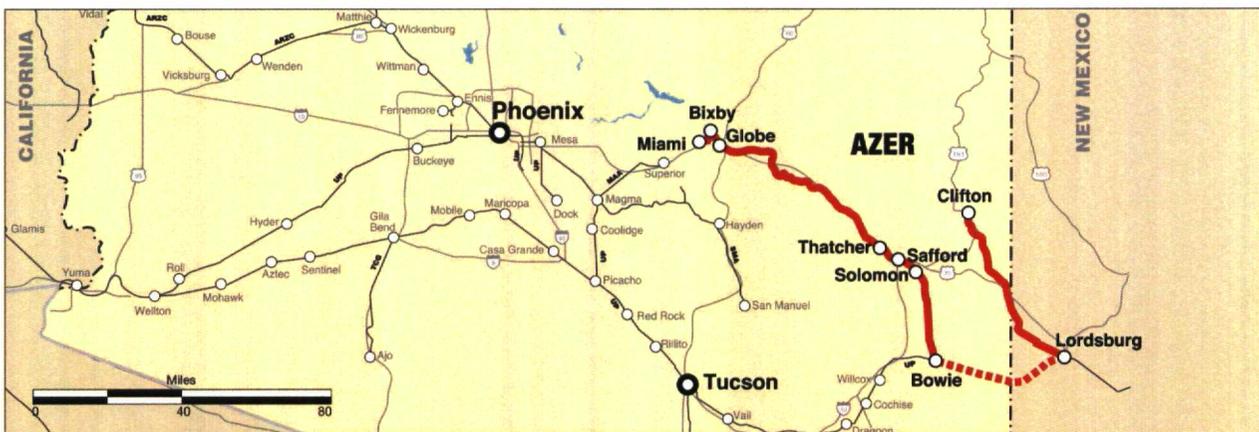
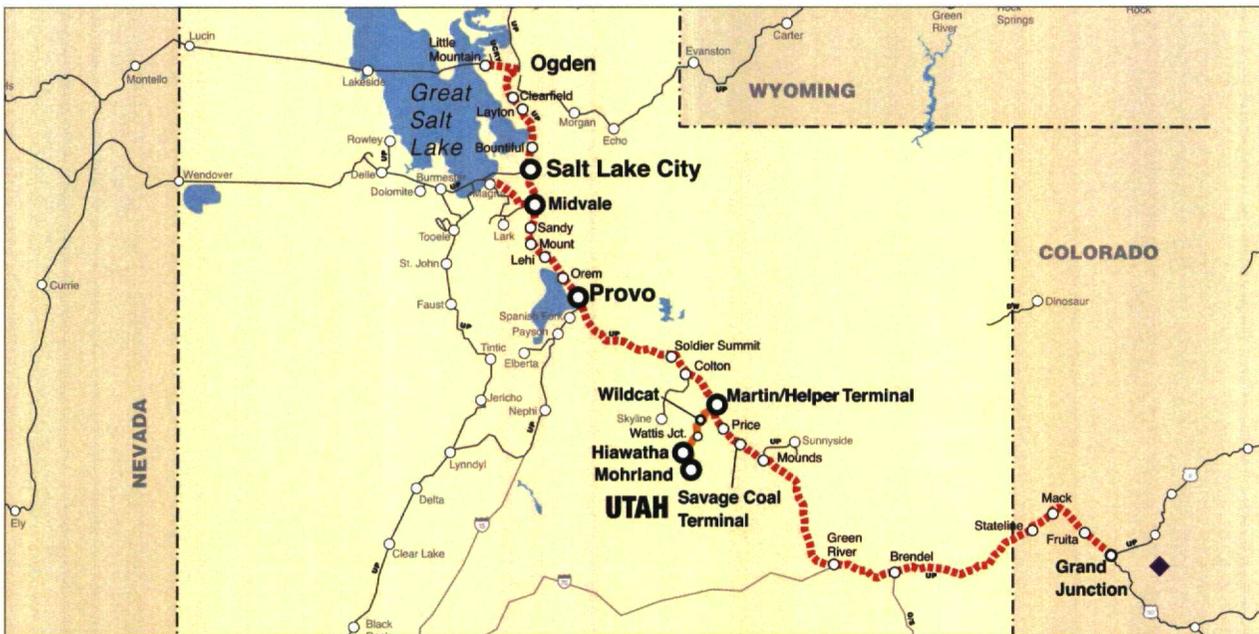


Rail Link, Inc.
 Contract Coal Loading
 801 East 4th Street, Suite 11
 Gillette, Wyoming 82716
 307-682-5451

245 Route Miles
430 Miles Trackage Rights
Contract Coal Loading

Key to Abbreviations

-  UTAH Utah Railway
-  AZER Arizona Eastern Railway
-  Contract Coal Loading
-  Trackage Rights



New York/Pennsylvania Region



Buffalo & Pittsburgh Railroad, Inc.
 200 Meridian Centre, Suite 300
 Rochester, New York 14618
 Phone: 585-328-8601

700 Route Miles
 Warehouse & Transload Services Available



Rochester & Southern Railroad, Inc.
 200 Meridian Centre, Suite 300
 Rochester, New York 14618
 Phone: 585-328-8601

Key to Abbreviations

- BPRR Buffalo & Pittsburgh Railroad
- RSR Rochester & Southern Railroad
- ▬▬▬ Indicates trackage rights and / or haulage arrangements



Ohio Region



The Aliquippa & Ohio River Railroad Co.
 123 Division Street Extension
 Youngstown, Ohio 44510
 740-622-8092



The Pittsburgh & Ohio Central Railroad Company
 208 Islands Avenue
 McKee's Rocks, Pennsylvania 15136
 740-622-8092



The Columbus & Ohio River Rail Road Company
 47849 Papermill Road
 Coshocton, Ohio 43812
 740-622-8092



The Warren & Trumbull Railroad Company
 123 Division Street Extension
 Youngstown, Ohio 44510
 740-622-8092



The Mahoning Valley Railway Company
 123 Division Street Extension
 Youngstown, Ohio 44510
 740-622-8092



Youngstown & Austintown Railroad Inc.
 123 Division Street Extension
 Youngstown, Ohio 44510
 740-622-8092



Ohio Central Railroad, Inc.
 47849 Papermill Road
 Coshocton, Ohio 43812
 740-622-8092



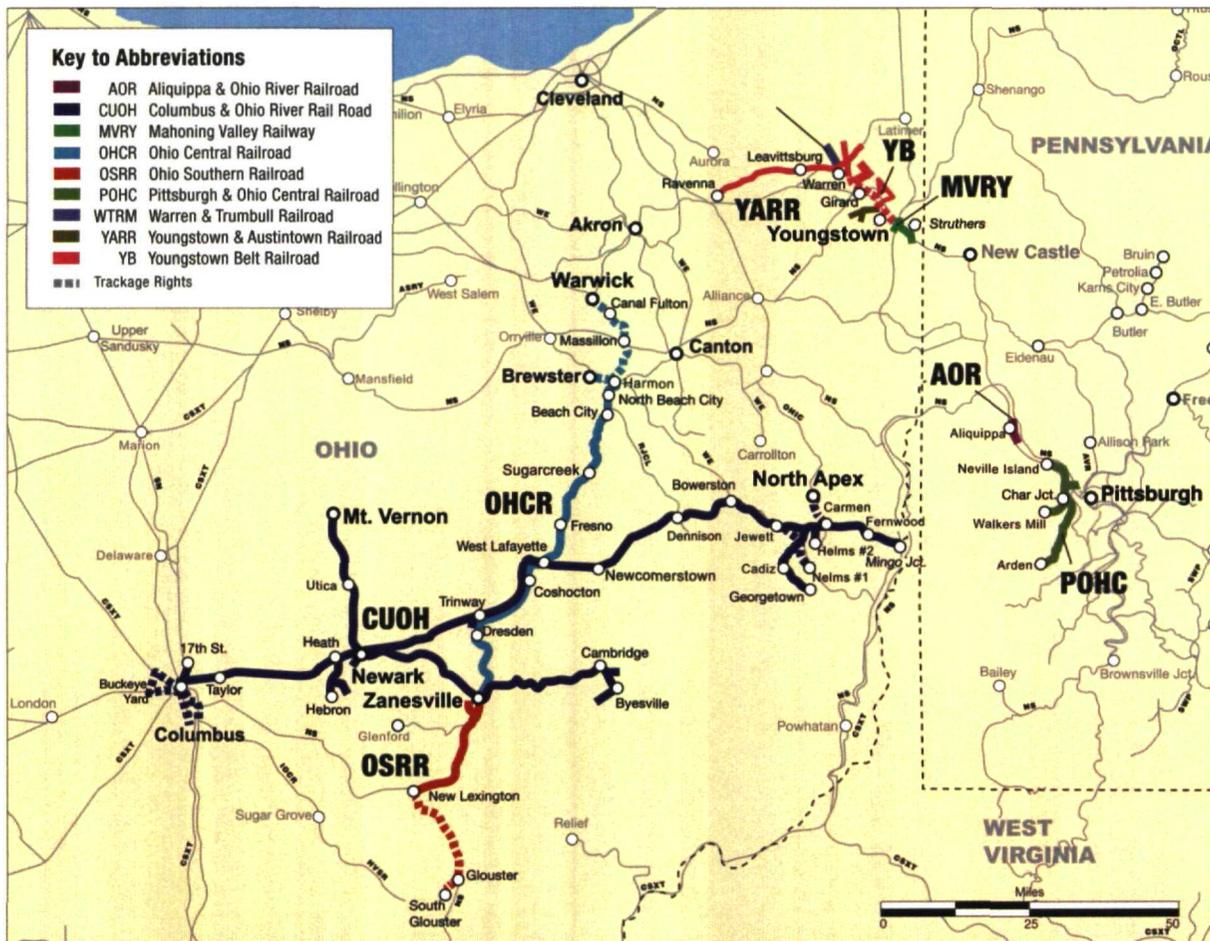
The Youngstown Belt Railroad Company
 123 Division Street Extension
 Youngstown, Ohio 44510
 740-622-8092



Ohio Southern Railroad, Inc.
 47849 Papermill Road
 Coshocton, Ohio 43812
 740-622-8092

525 Route Miles

Warehouse & Transload Services Available



Oregon Region



Portland & Western Railroad, Inc.
Willamette & Pacific Railroad, Inc.

200 Hawthorne Ave. SE
 Suite C-320
 Salem, Oregon 97301
 503-365-7717



520 Route Miles

Warehouse & Transload Services Available

Key to Abbreviations

- PNWR Portland & Western Railroad, Inc.
- WPRR Willamette & Pacific Railroad, Inc.
- ■ ■ Trackage Rights



Rail Link Region



Rail Link, Inc.
13901 Sutton Park Drive South
Suite 125
Jacksonville, Florida 32224
904-223-1110

306 Route Miles

- Short Line Railroads
- Port Operations
- Industrial Switching



Port Railroads

13901 Sutton Park Drive South
Suite 125
Jacksonville, Florida 32224
904-223-1110



Corpus Christi Terminal Railroad, Inc.
Corpus Christi, Texas



Commonwealth Railway, Inc.
Portsmouth, Virginia



Galveston Railroad, L.P.
Galveston, Texas



Golden Isles Terminal Railroad, Inc.
Brunswick, Georgia



Golden Isles Terminal Wharf
Brunswick, Georgia



Savannah Port Terminal Railroad, Inc.
Garden City, Georgia



Talleyrand Terminal Railroad Company, Inc.
Jacksonville, Florida



Wilmington Terminal Railroad, L.P.
Wilmington, North Carolina

Short Line Railroads



Atlantic & Western Railway, L.P.
317 Chatham Street
Sanford, North Carolina 27330
919-776-7521



Georgia Central Railway, L.P.
186 Winge Road
Lyons, Georgia 30436
912-526-6165



Commonwealth Railway, Inc.
1136 Progress Road
Suffolk, Virginia 23434
757-538-1200



Maryland Midland Railway, Inc.
40 N. Main Street
Union Bridge, Maryland 21791
410-775-7719



East Tennessee Railway, L.P.
132 Legion Street
Johnson City, Tennessee 37601
423-928-3721



Riceboro Southern Railway, L.L.C.
186 Winge Road
Lyons, Georgia 30436
912-884-2935



First Coast Railroad Inc.
404 Gum Street
Fernandina, Florida 32034
904-261-0888

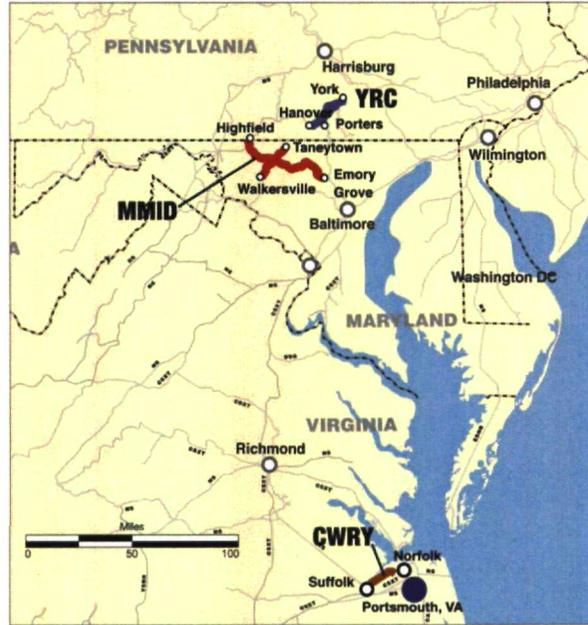


York Railway Company
2790 West Market Street
York, Pennsylvania 17404
717-771-1742

Rail Link Region

Key to Abbreviations

- ATW Atlantic & Western Railway
- CWRV Commonwealth Railway
- ETRY East Tennessee Railway
- FCRD First Coast Railroad
- GC Georgia Central Railway
- MMID Maryland Midland Railway
- RSOR Riceboro Southern Railway
- YRC York Railway



Southern Region



AN Railway, L.L.C.
190 Railroad Shop Road
Port St. Joe, Florida 32456
850-229-7411



**Arkansas Louisiana & Mississippi
Railroad Company**
P.O. Box 757
140 Plywood Mill Road
Crossett, Arkansas 71635
870-364-9000



The Bay Line Railroad, L.L.C.
2037 Industrial Drive
Panama City, Florida 32405
850-785-4609



Chattahoochee Bay Railroad, Inc.
2037 Industrial Drive
Panama City, Florida 32405
334-792-0970



Chattahoochee Industrial Railroad
P.O. Box 253
Georgia Highway 370
Cedar Springs, Georgia 39832
229-793-4546



**Chattooga & Chickamauga
Railway Co.**
413 West Villanow Street
Lafayette, Georgia 30728
706-638-9552



**Columbus & Chattahoochee
Railroad**
78 Pulpwood Road
Dawson, Georgia 39842
229-698-2000



**Columbus and Greenville
Railway Company**
P.O. Box 6000
Columbus, Mississippi 39703
662-327-8663



Fordyce and Princeton R.R. Co.
P.O. Box 757
140 Plywood Mill Road
Crossett, Arkansas 71635
870-364-9000



**Georgia Southwestern
Railroad, Inc.**
78 Pulpwood Road
Dawson, Georgia 39842
229-698-2000

**1612 Route Miles
17 Short Line Railroads
2 Port Operations**



Hilton & Albany Railroad, Inc.
78 Pulpwood Road
Dawson, Georgia 39842
229-698-2000



KWT Railway, Inc.
908 Depot Street
Paris, Tennessee 38242
731-642-7942



Little Rock & Western Railway, L.P.
306 West Choctaw Avenue
Perry, Arkansas 72125
501-662-4878



Louisiana & Delta Railroad, Inc.
402 West Washington Street
New Iberia, Louisiana 70560
337-364-9625



Luxapalila Valley Railroad, Inc.
P.O. Box 1109
Columbus, Mississippi 39703
662-329-7730



Meridian & Bigbee Railroad, L.L.C.
119 22nd Avenue South
Meridian, Mississippi 39301
601-693-4351



Valdosta Railway, L.P.
200 Madison Highway
Clyattville, Georgia 31601
229-559-7984



Key to Abbreviations

	AN AN Railway
	ALM Arkansas Louisiana & Mississippi Railroad
	BAYL The Bay Line Railroad
	CHAT Chattahoochee Bay Railroad
	CIRR Chattahoochee Industrial Railroad
	CCKY Chattooga & Chickamauga Railway
	CCH Columbus & Chattahoochee Railroad
	CAGY Columbus and Greenville Railway
	FP Fordyce and Princeton Railroad
	GSWR Georgia Southwestern Railroad
	HAL Hilton & Albany Railroad
	KWT Kentucky West Tennessee Railway
	LRWN Little Rock & Western Railway
	LDRR Louisiana & Delta Railroad
	LXVR Luxapallia Valley Railroad
	MNBR Meridian & Bigbee Railroad
	VR Valdosta Railway
	Port Operations
	Trackage Rights
	Out of Service

Exhibit 1-C GWI Local Maps

Genesee & Wyoming Inc. Railroad Maps

GWI controls one Class II rail carrier:

Buffalo & Pittsburgh Railroad, Inc. (New York and Pennsylvania)

GWI also controls the following Class III railroads, operating in the indicated states:

Allegheny & Eastern Railroad, LLC (Pennsylvania),
The Aliquippa & Ohio River Railroad Co. (Pennsylvania),
AN Railway, LLC (Florida);
Arizona Eastern Railway Company (Arizona and New Mexico);
Arkansas Louisiana & Mississippi Railroad Company (Arkansas and Louisiana),
Atlantic and Western Railway, Limited Partnership (North Carolina),
The Bay Line Railroad, LLC, (Alabama and Florida);
Chattahoochee Bay Railroad, Inc. (Alabama and Georgia);
Chattahoochee Industrial Railroad (Georgia),
Chattooga & Chickamauga Railway Co. (Georgia and Tennessee);
Columbus & Chattahoochee Railroad, Inc. (Alabama);
Columbus and Greenville Railway Company (Mississippi),
The Columbus and Ohio River Rail Road Company, (Ohio),
Commonwealth Railway, Incorporated (Virginia);
Corpus Christi Terminal Railroad, Inc. (Texas),
The Dansville and Mount Morris Railroad Company (New York),
East Tennessee Railway, L.P. (Tennessee);
First Coast Railroad Inc. (Florida and Georgia),
Fordyce and Princeton RR Co. (Arkansas),
Galveston Railroad, L.P. (Texas);
Genesee and Wyoming Railroad Company (New York),
Georgia Central Railway, L.P. (Georgia),
Georgia Southwestern Railroad, Inc. (Alabama and Georgia),
Golden Isles Terminal Railroad, Inc. (Georgia);
Hilton & Albany Railroad, Inc. (Georgia),
Illinois & Midland Railroad, Inc. (Illinois),
KWT Railway, Inc. (Kentucky and Tennessee);
Little Rock & Western Railway, L.P. (Arkansas),
Louisiana & Delta Railroad, Inc. (Louisiana),
Luxapalila Valley Railroad, Inc. (Alabama and Mississippi),
The Mahoning Valley Railway Company (Ohio);
Maryland and Pennsylvania Railroad, LLC (Pennsylvania),
Maryland Midland Railway, Inc. (Maryland),
Meridian & Bigbee Railroad, LLC (Alabama and Mississippi),
Ohio and Pennsylvania Railroad Company (Ohio),
Ohio Central Railroad, Inc. (Ohio),
Ohio Southern Railroad, Inc. (Ohio),
Pittsburg & Shawmut Railroad, LLC (Pennsylvania),
The Pittsburgh & Ohio Central Railroad Company (Pennsylvania),
Portland & Western Railroad, Inc. (Oregon);
Riceboro Southern Railway, LLC (Georgia),
Rochester & Southern Railroad, Inc. (New York);
Salt Lake City Southern Railroad Company, Inc. (Utah);
Savannah Port Terminal Railroad Inc. (Georgia),
South Buffalo Railway Company (New York),
St. Lawrence & Atlantic Railroad Company (Maine, New Hampshire, and Vermont),
Talleyrand Terminal Railroad Company, Inc. (Florida),
Tazewell & Peoria Railroad, Inc. (Illinois),
Tomahawk Railway, Limited Partnership (Wisconsin),
Utah Railway Company (Colorado, Utah); Valdosta Railway, L.P. (Georgia),
The Warren & Trumbull Railroad Company (Ohio),
Valdosta Railway, L.P. (Georgia),
Western Kentucky Railway, LLC (Kentucky),
Willamette & Pacific Railroad, Inc. (Oregon),
Wilmington Terminal Railroad, Limited Partnership (North Carolina),
York Railway Company (Pennsylvania),
Yorkrail, LLC (Pennsylvania);
The Youngstown & Austintown Railroad, Inc. (Ohio);
Youngstown Belt Railroad Company, (Ohio)

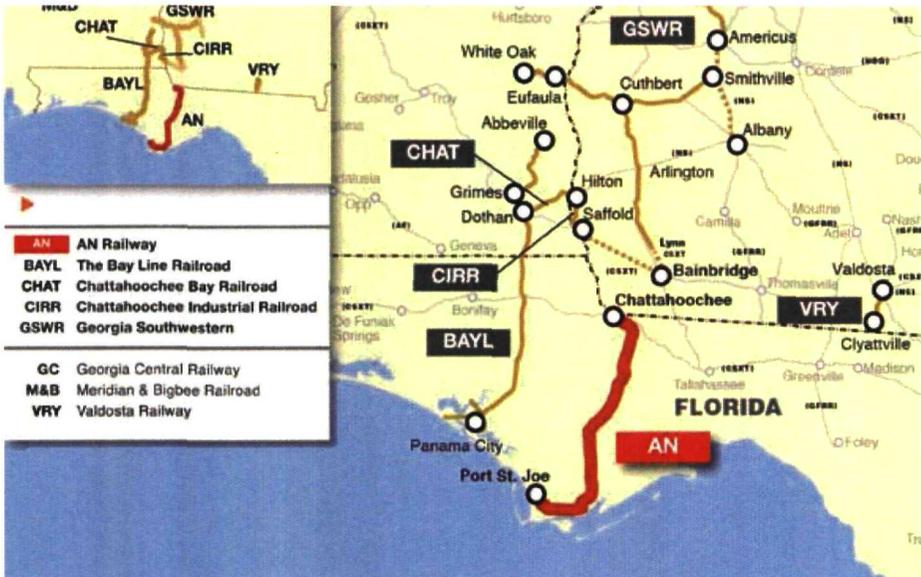
Allegheny & Eastern Railroad, LLC
 Non-operating carrier located in Pennsylvania,
 merged with Buffalo & Pittsburgh Railroad, Inc.



Aliquippa & Ohio River Railroad Co.



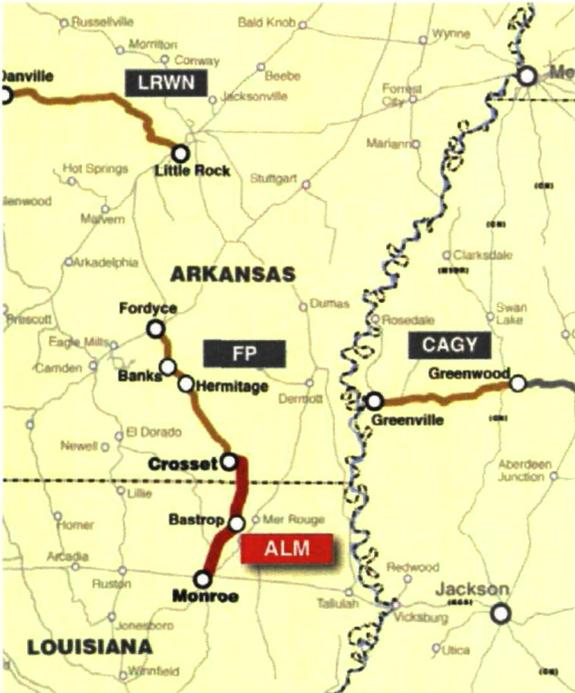
AN Railway, L.L.C.



Arizona Eastern Railway Company



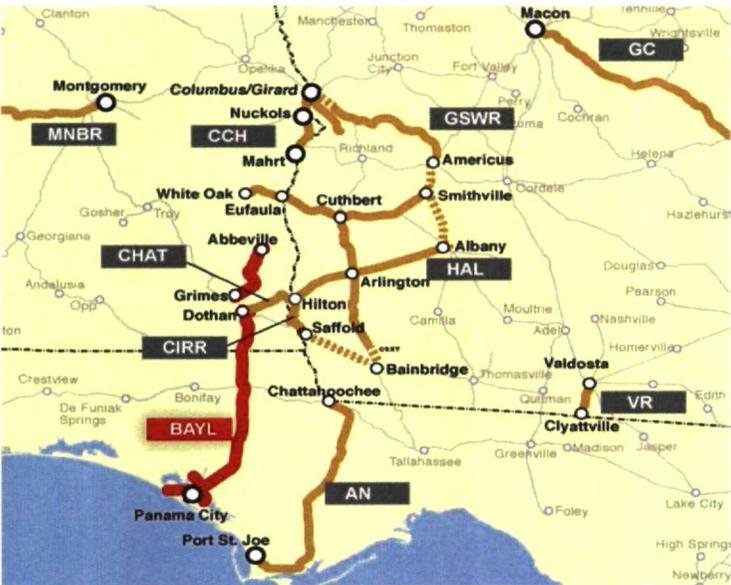
Arkansas Louisiana & Mississippi Railroad Company



Atlantic & Western Railway, L.P.



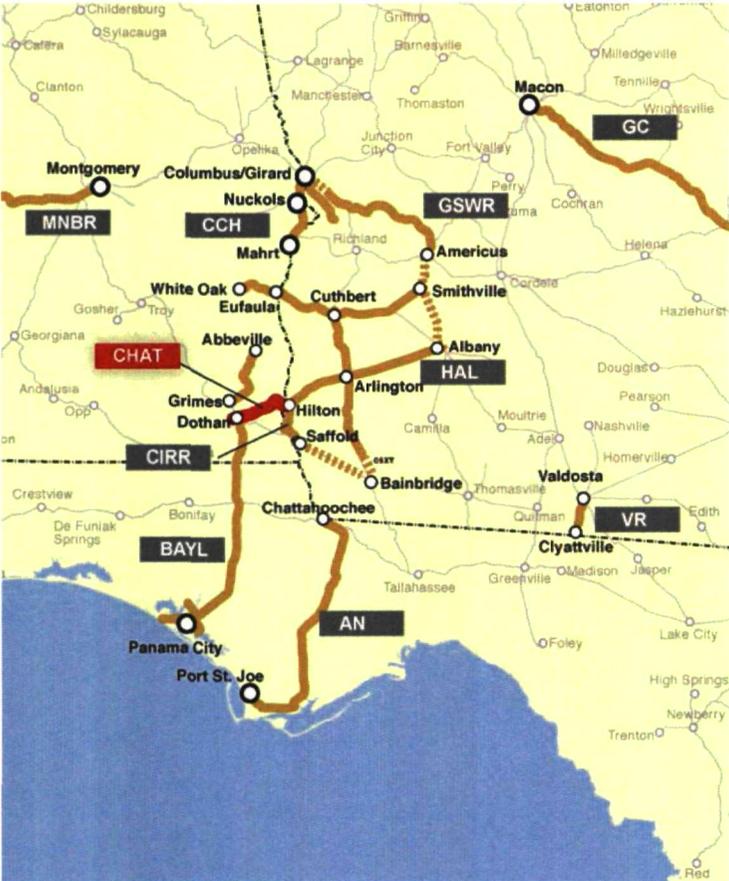
The Bay Line Railroad, L.L.C.



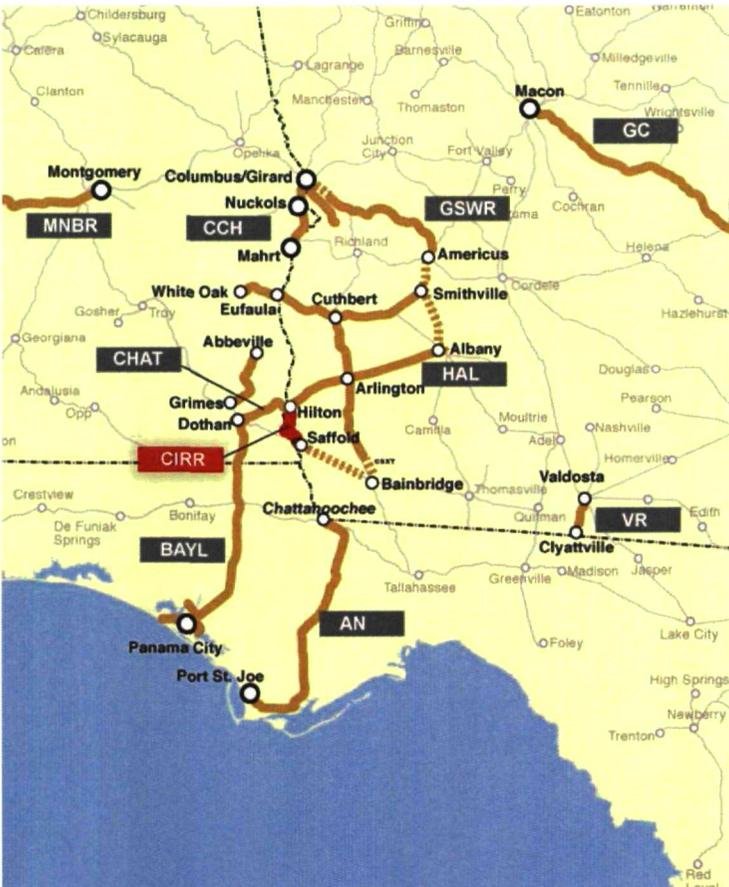
Buffalo & Pittsburgh Railroad, Inc.



Chattahoochee Bay Railroad, Inc.



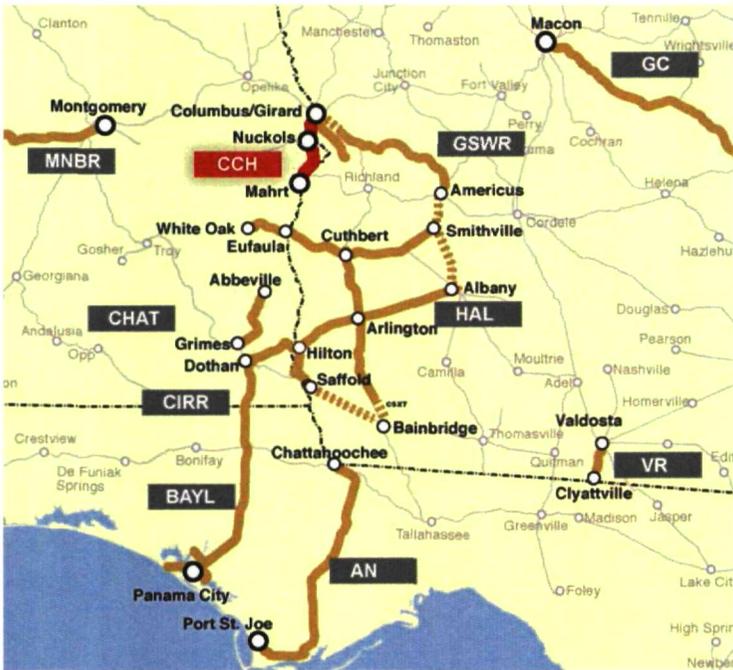
Chattahoochee Industrial Railroad



Chattooga & Chickamauga Railway Co.



Columbus & Chattahoochee Railroad, Inc.



Columbus and Greenville Railway Company



Columbus and Ohio River Rail Road Company



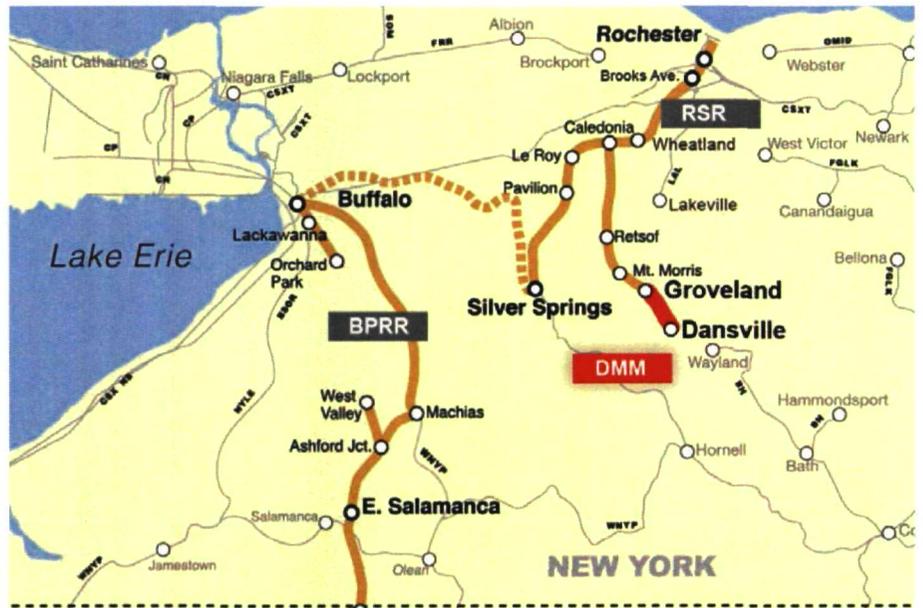
Commonwealth Railway Incorporated



Corpus Christi Terminal Railroad, Inc.



The Dansville and Mount Morris Railroad Company



East Tennessee Railway, L.P.



First Coast Railroad Inc.



Fordyce and Princeton Railroad Co.



Galveston Railroad, L.P.



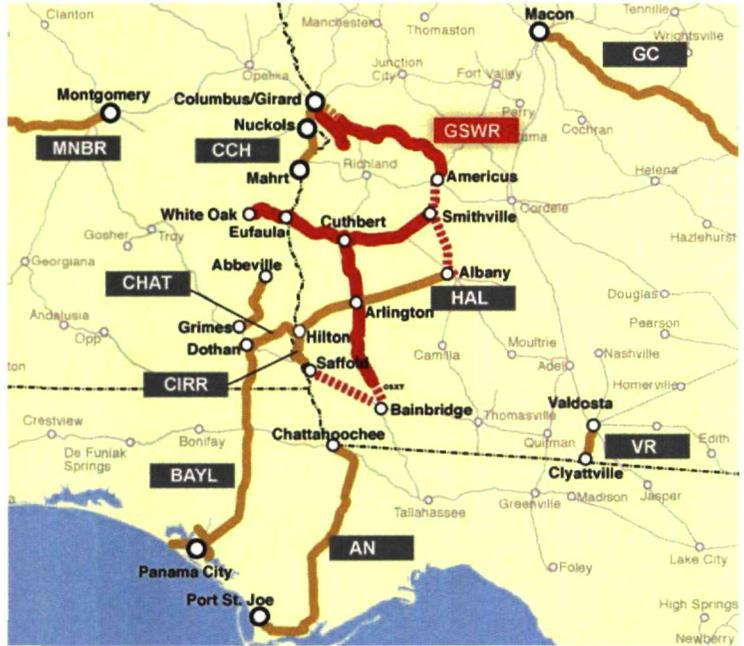
Genesee and Wyoming Railroad Company



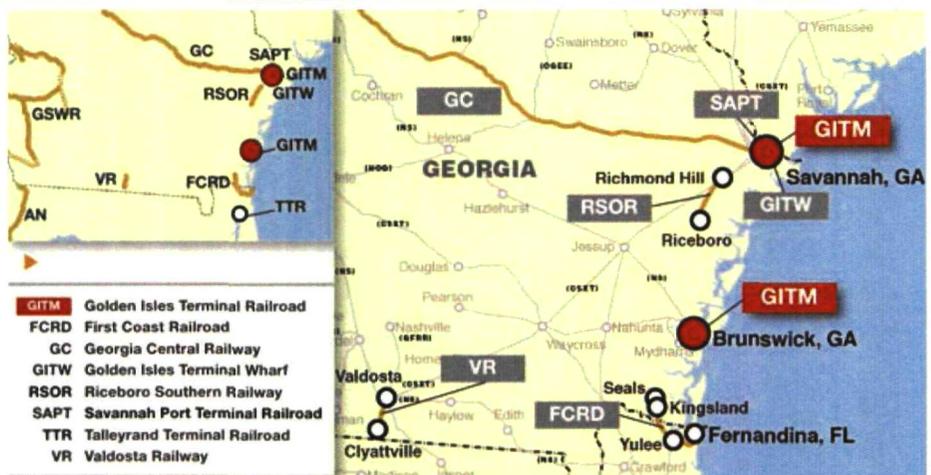
Georgia Central Railway, L.P.



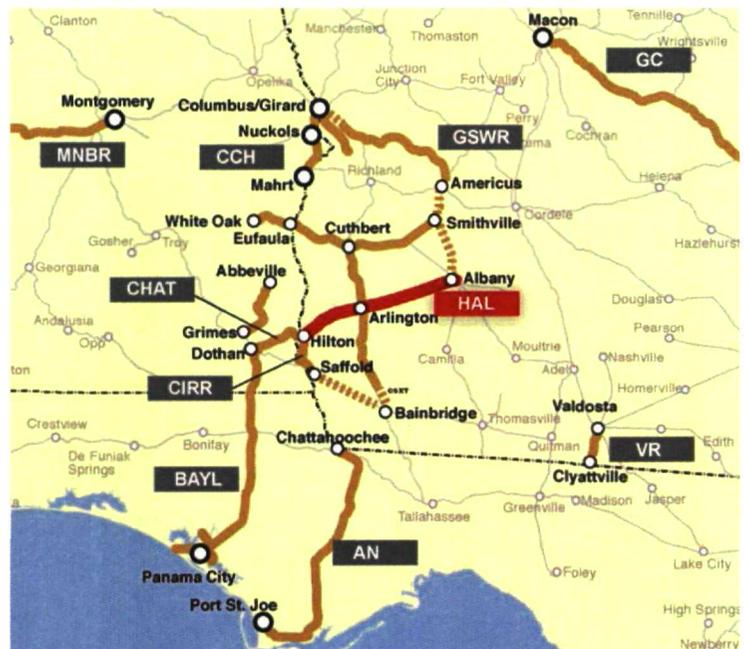
Georgia Southwestern Railroad, Inc.



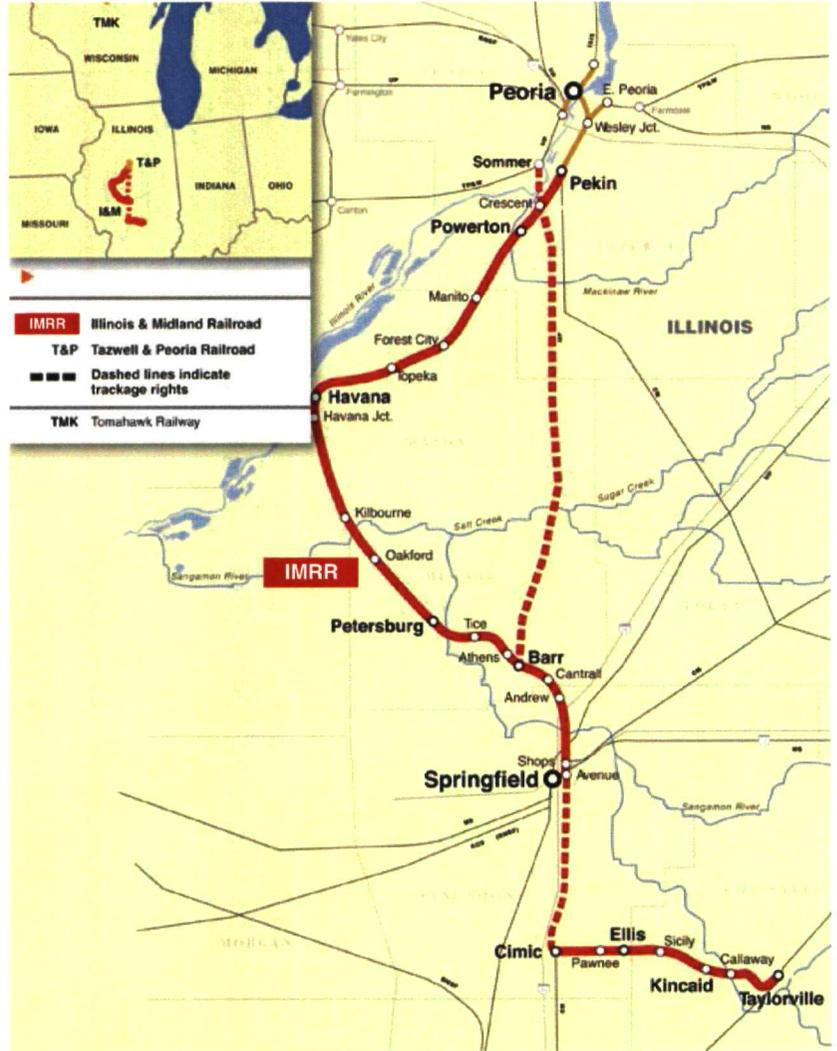
Golden Isles Terminal Railroad, Inc.



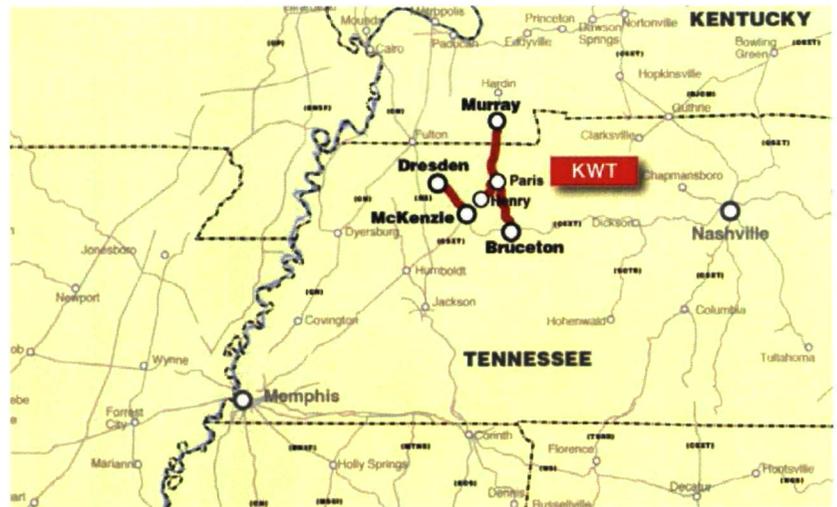
Hilton & Albany Railroad, Inc.



Illinois & Midland Railroad, Inc.



KWT Railway, Inc.



Little Rock & Western Railway, L.P.



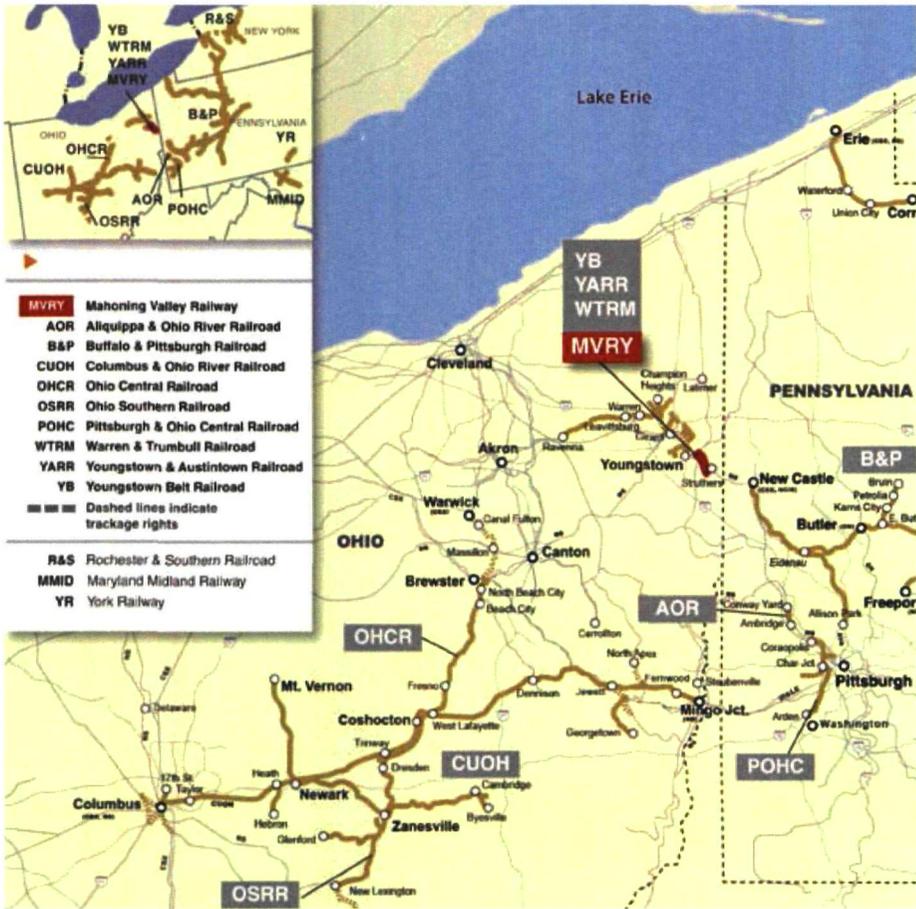
Louisiana & Delta Railroad, Inc.



Luxapalila Valley Railroad, Inc.



Mahoning Valley Railway Company



Maryland and Pennsylvania Railroad, LLC
 Non-operating carrier that owns rail lines operated by York Railway Company (YRC).



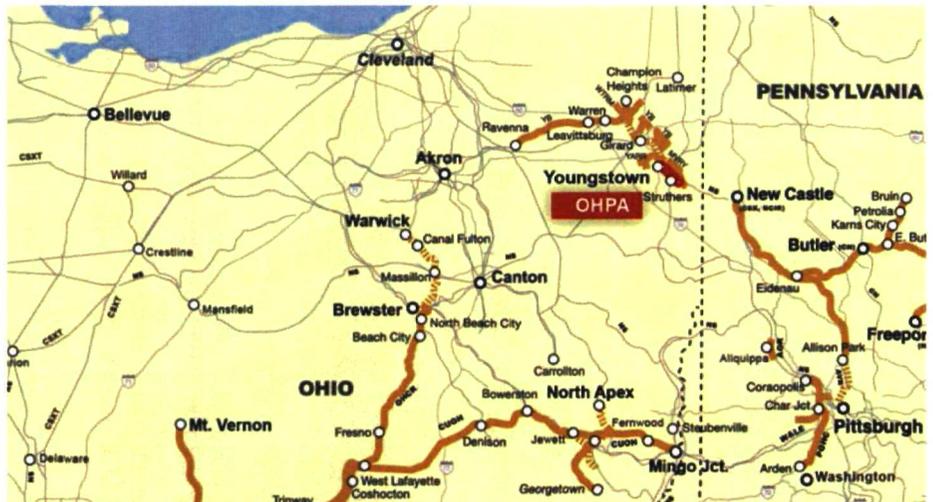
Maryland Midland Railway, Inc.



Meridian & Bigbee Railroad, L.L.C.



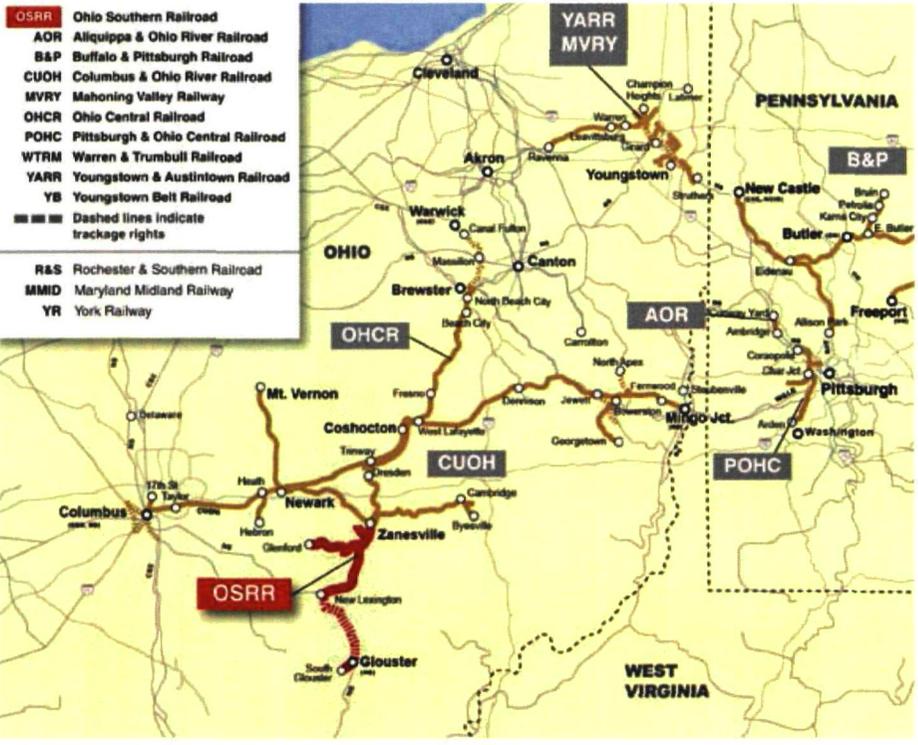
Ohio and Pennsylvania Railroad Company



Ohio Central Railroad, Inc.



Ohio Southern Railroad, Inc.



Pittsburg & Shawmut Railroad, LLC
 Non-operating carrier located in Pennsylvania that merged with Buffalo & Pittsburgh Railroad, Inc. (BPRR)



Pittsburgh & Ohio Central Railroad Company



Portland & Western Railroad, Inc.



Riceboro Southern Railway, LLC



Rochester & Southern Railroad, Inc.



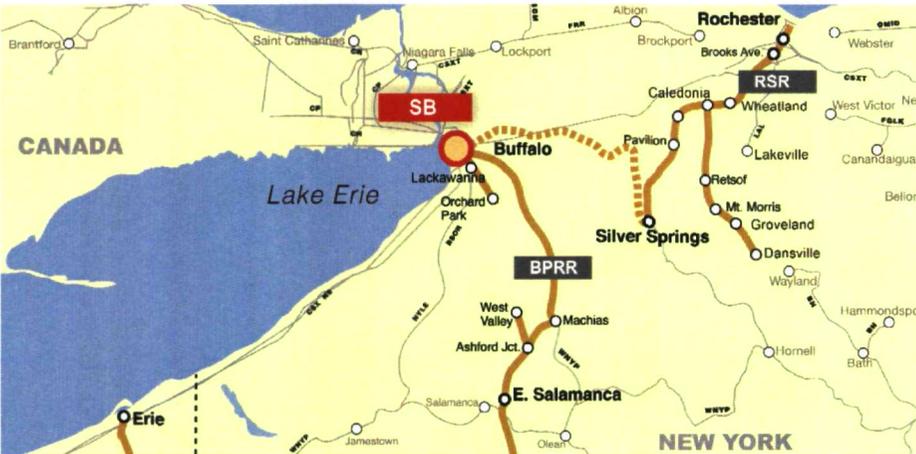
Salt Lake City Southern Railroad Company, Inc.



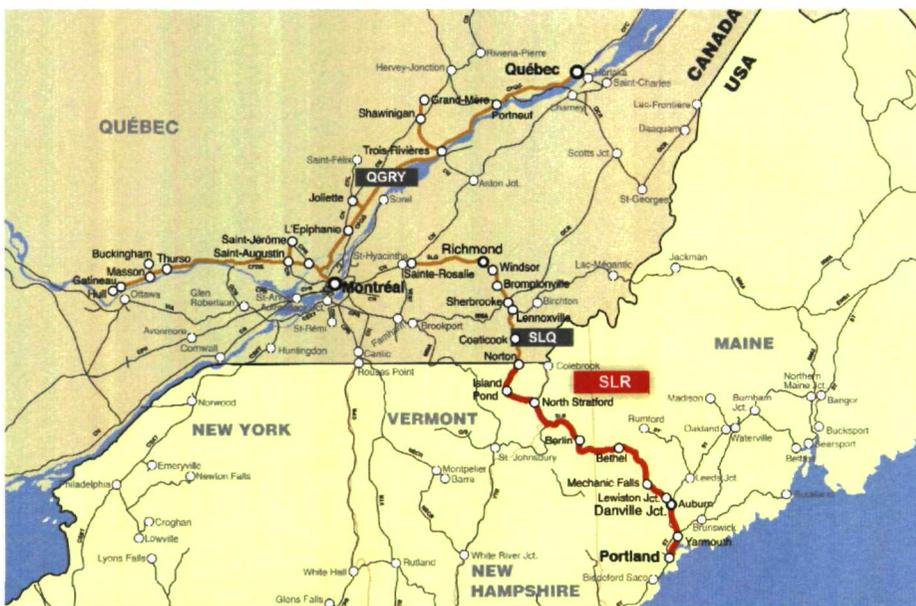
Savannah Port Terminal Railroad, Inc.



South Buffalo Railway Company



St. Lawrence & Atlantic Railroad Company



Talleyrand Terminal Railroad Company, Inc.



Tazewell & Peoria Railroad, Inc.



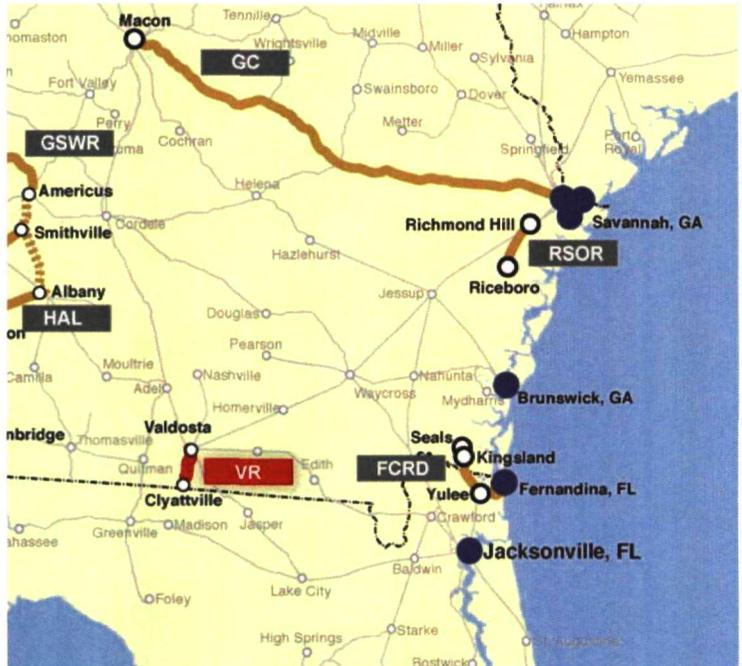
Tomahawk Railway, Limited Partnership



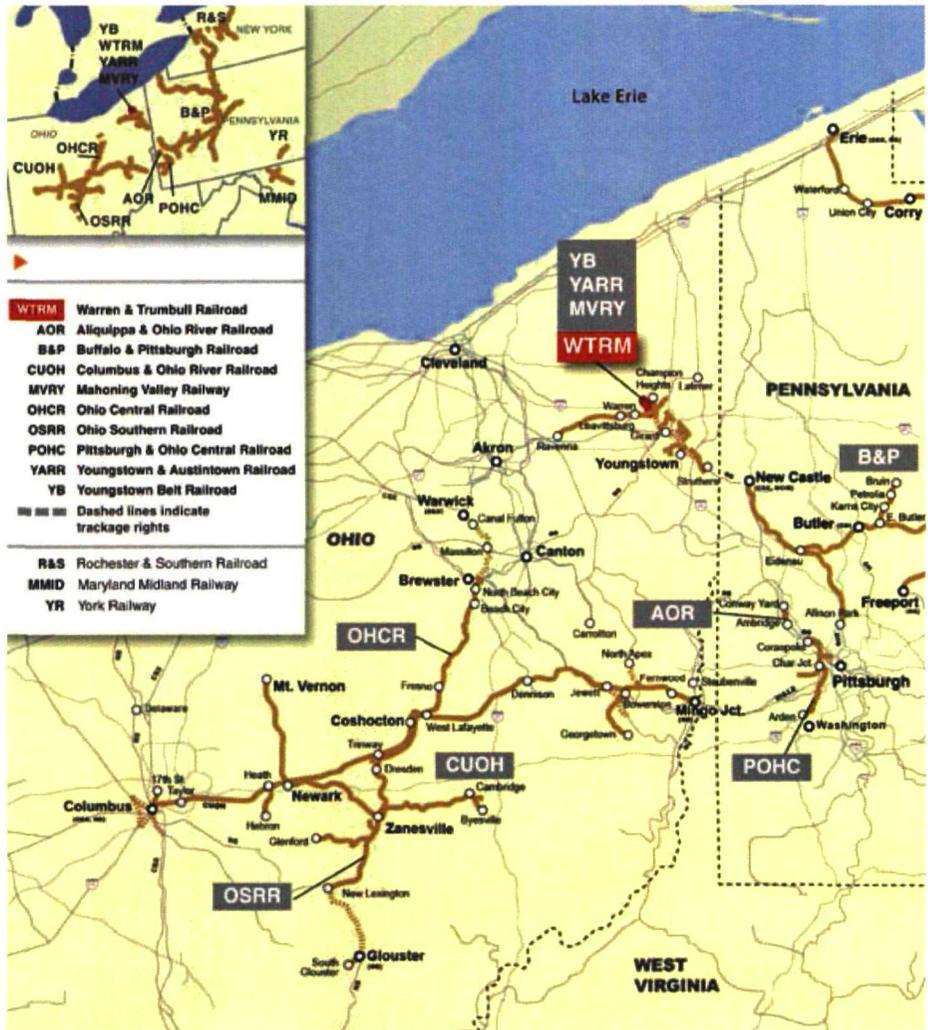
Utah Railway Company



Valdosta Railway, L.P.



The Warren & Trumbull Railroad Company



Western Kentucky Railway, LLC
 Western Kentucky Railway, LLC (WKRL) recently obtained authority to abandon all of its remaining rail lines.



Willamette & Pacific Railroad, Inc.



Wilmington Terminal Railroad, Limited Partnership



- WTRY** Wilmington Terminal Railroad
- ATW** Atlantic & Western Railway
- CWRY** Commonwealth Railway
- ETRY** East Tennessee Railway
- GC** Georgia Central Railway
- GSWR** Georgia Southwestern Railroad
- GITM** Golden Isles Terminal Railroad
- GITW** Golden Isles Terminal Wharf
- RSOR** Riceboro Southern Railway
- SAPT** Savannah Port Terminal Railroad

York Railway Company



Yorkrail, LLC

Yorkrail, LLC is a non-operating carrier that owns rail lines operated by York Railway Company (YRC).



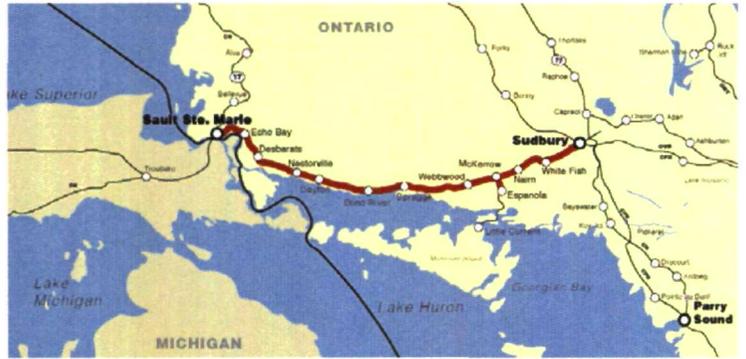
Youngstown & Austintown Railroad, Inc.



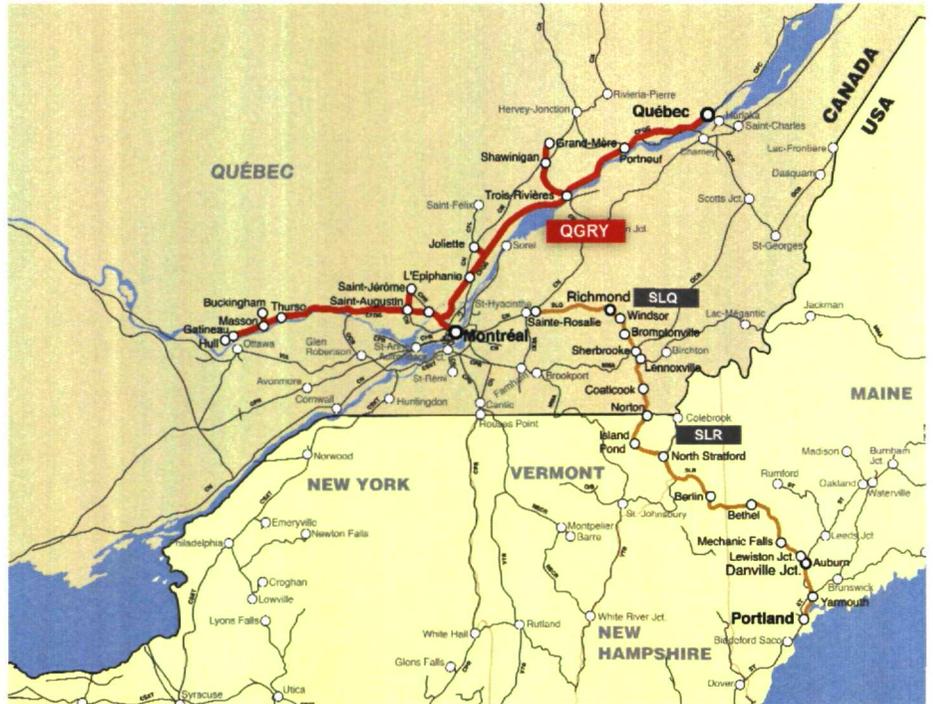
Youngstown Belt Railroad Company



Huron Central Railway Inc.



Québec Gatineau Railway Inc.



St. Lawrence & Atlantic Railroad (Québec) Inc.

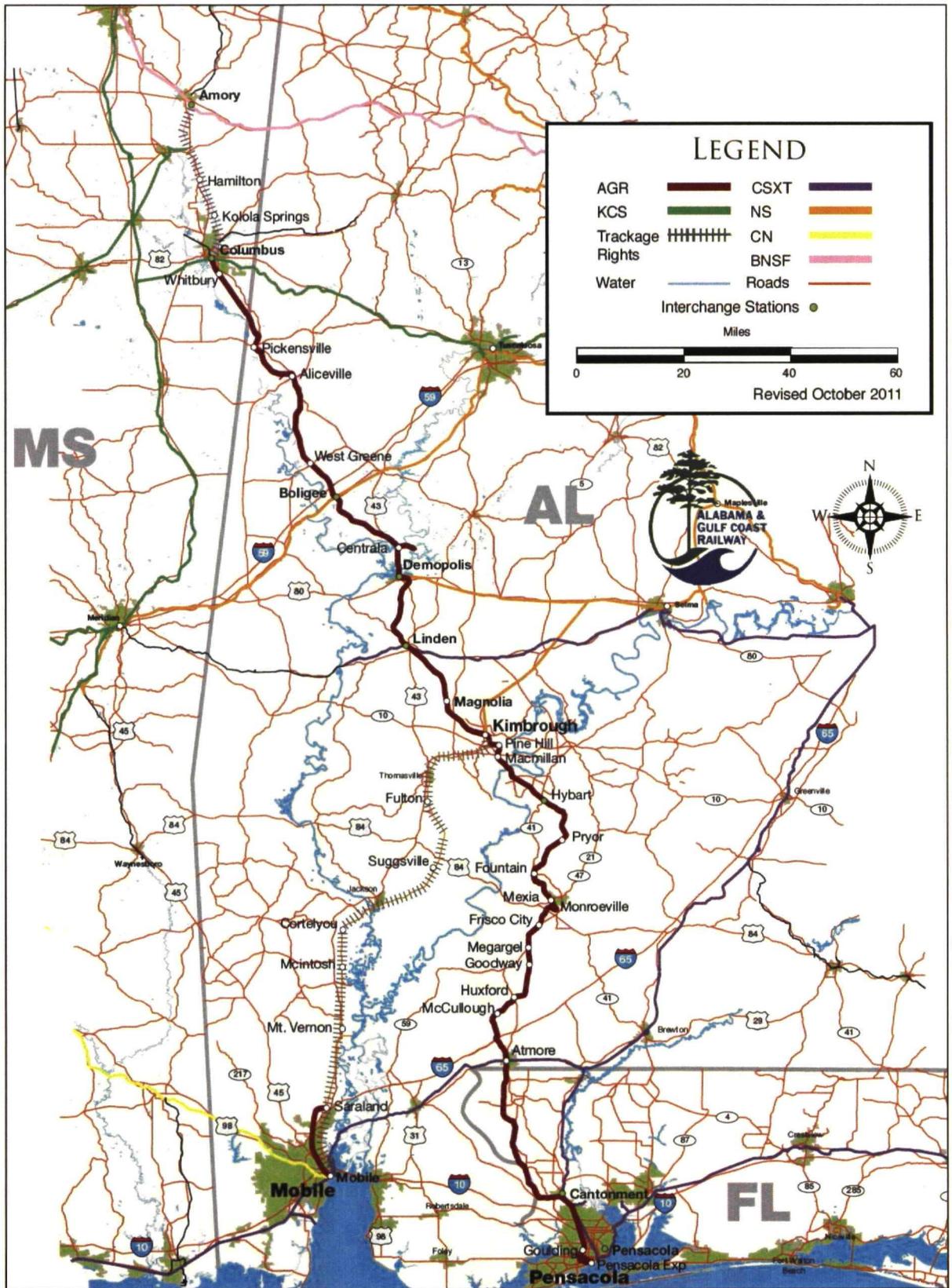


Exhibit 1-D RailAmerica Local Maps

RailAmerica Railroad Maps

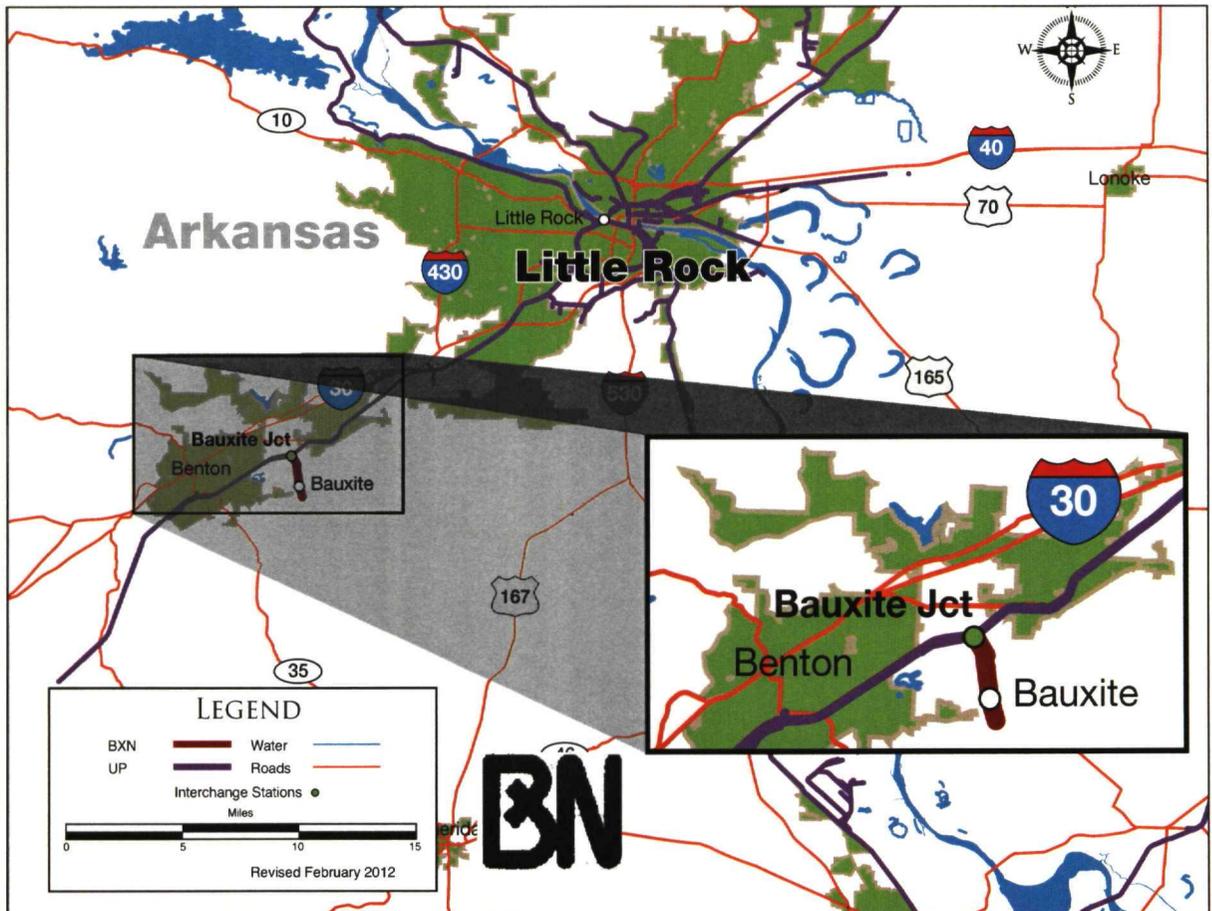
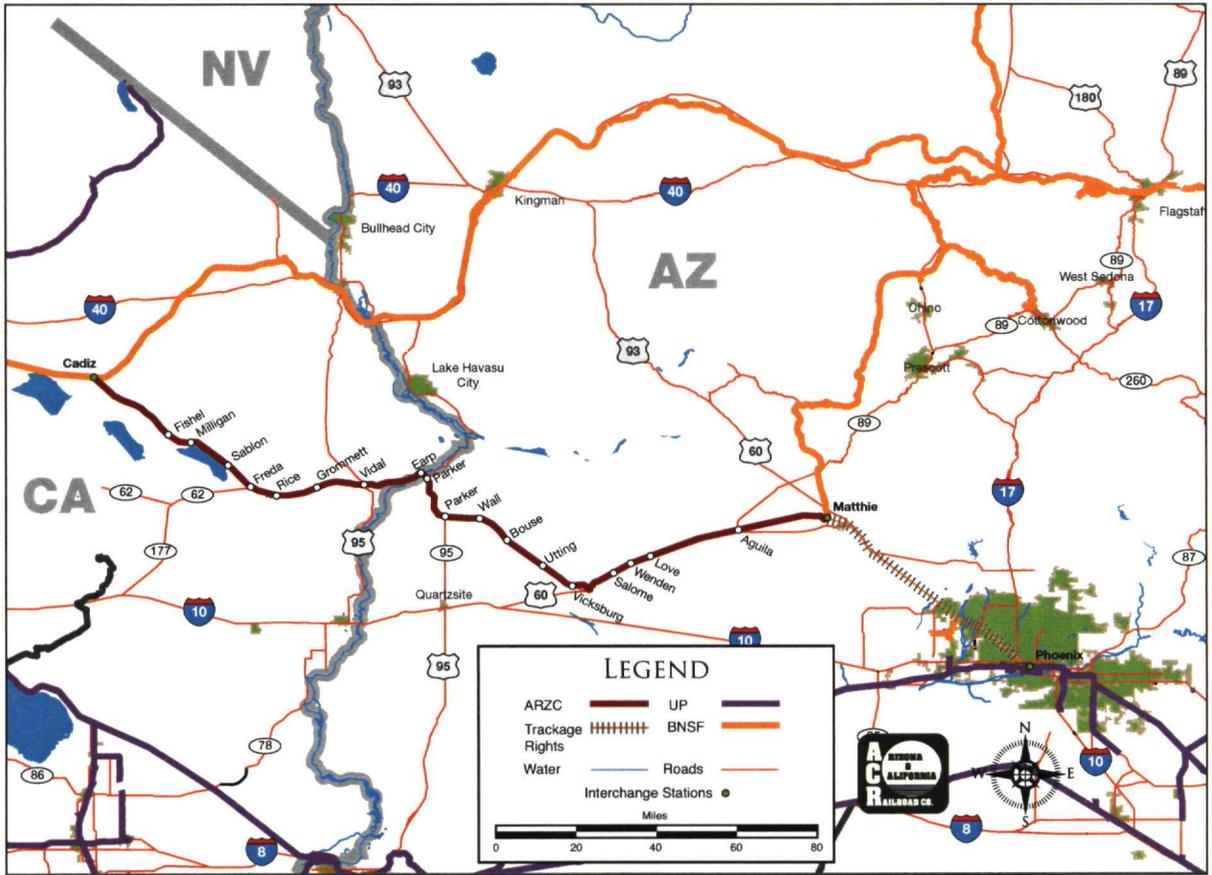
RailAmerica controls the following Class III railroads, operating in the indicated states:

Alabama & Gulf Coast Railway L.L.C. (Alabama, Florida, and Mississippi);
Arizona & California Railroad Company (Arizona and California);
Bauxite & Northern Railway Company (Arkansas);
California Northern Railroad Company (California);
Carolina Piedmont Division (South Carolina);
Cascade and Columbia River Railroad Company (Washington);
Central Oregon & Pacific Railroad, Inc. (California and Oregon);
The Central Railroad Company of Indiana (Indiana and Ohio);
Central Railroad Company of Indianapolis (Illinois, Indiana, and Ohio);
Chesapeake & Albemarle Railroad Co., Inc. (North Carolina and Virginia);
Chicago, Fort Wayne & Eastern (Indiana and Ohio);
Conecuh Valley Railway (Alabama);
Connecticut Southern Railroad, Inc. (Connecticut and Massachusetts);
Dallas, Garland & Northeastern Railroad, Inc. (Texas);
Eastern Alabama Railway, LLC (Alabama);
Grand Rapids Eastern Railroad Inc. (Michigan);
Huron & Eastern Railway Company, Inc. (Michigan);
Indiana & Ohio Railway Company (Indiana, Michigan, and Ohio);
Indiana Southern Railroad, LLC (Indiana);
Kiamichi Railroad Company, L.L.C. (Arkansas, Oklahoma, and Kansas);
Kyle Railroad Company (Colorado and Kansas);
Marquette Rail, LLC (Michigan);
The Massena Terminal Railroad Company (New York);
Mid-Michigan Railroad, Inc. (Michigan);
Michigan Shore Railroad, Inc. (Michigan);
Missouri & Northern Arkansas Railroad Company, Inc. (Arkansas, Kansas, and Missouri);
New England Central Railroad, Inc. (Connecticut, Massachusetts, New Hampshire, and Vermont);
North Carolina & Virginia Railroad Company, LLC (North Carolina and Virginia);
Otter Tail Valley Railroad Company, Inc. (Minnesota and South Dakota);
Point Comfort & Northern Railway Company (Texas);
Puget Sound & Pacific Railroad (Washington);
Rockdale, Sandow & Southern Railroad Company (Texas);
San Diego & Imperial Valley Railroad Company, Inc. (California);
San Joaquin Valley Railroad Co. (California);
South Carolina Central Railroad Company, LLC (South Carolina);
Texas Northeastern Railroad (Texas);
Three Notch Railway, LLC (Alabama);
Toledo, Peoria & Western Railway Corporation (Illinois and Indiana);
Ventura County Railroad Corp. (California);
Wellsboro & Corning Railroad, LLC (Pennsylvania and New York);
Wiregrass Central Railway, LLC (Alabama)



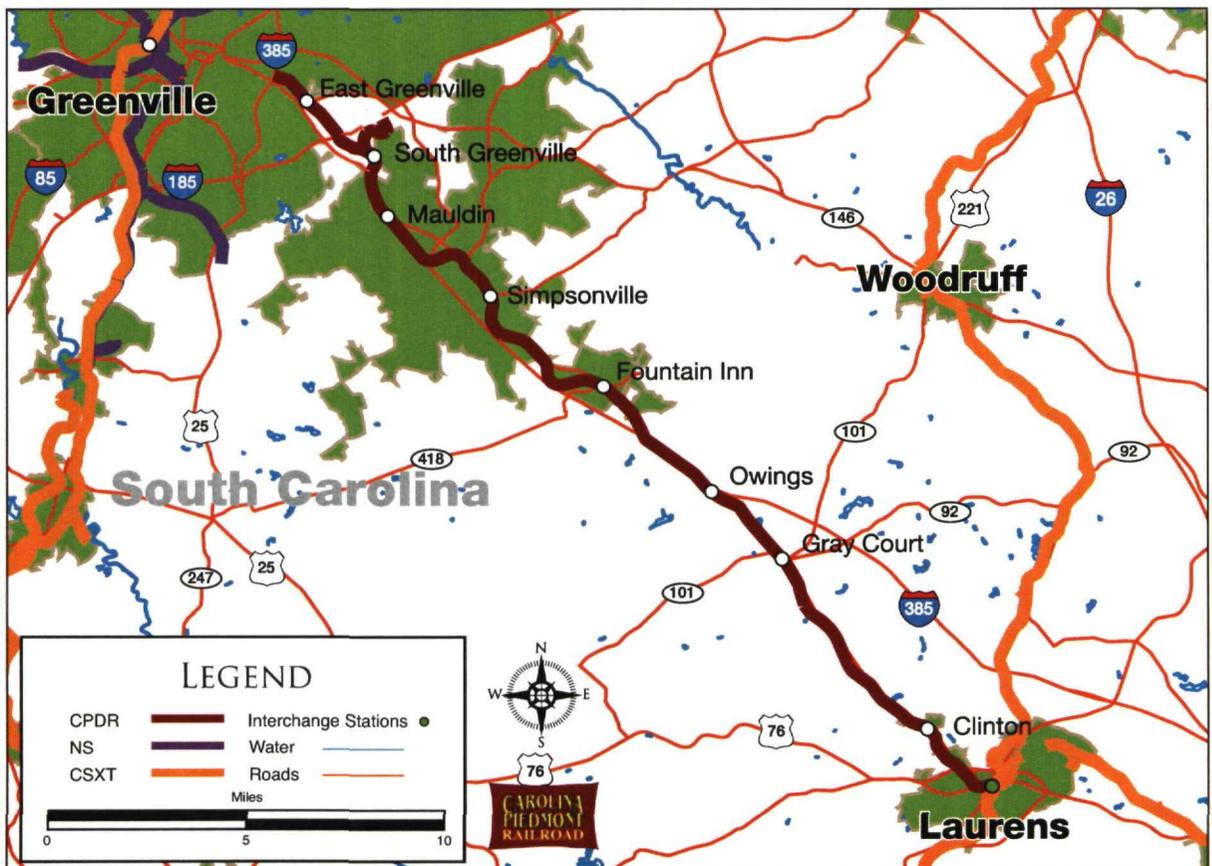
Alabama & Gulf Coast Railway L.L.C.

Arizona & California Railroad Company



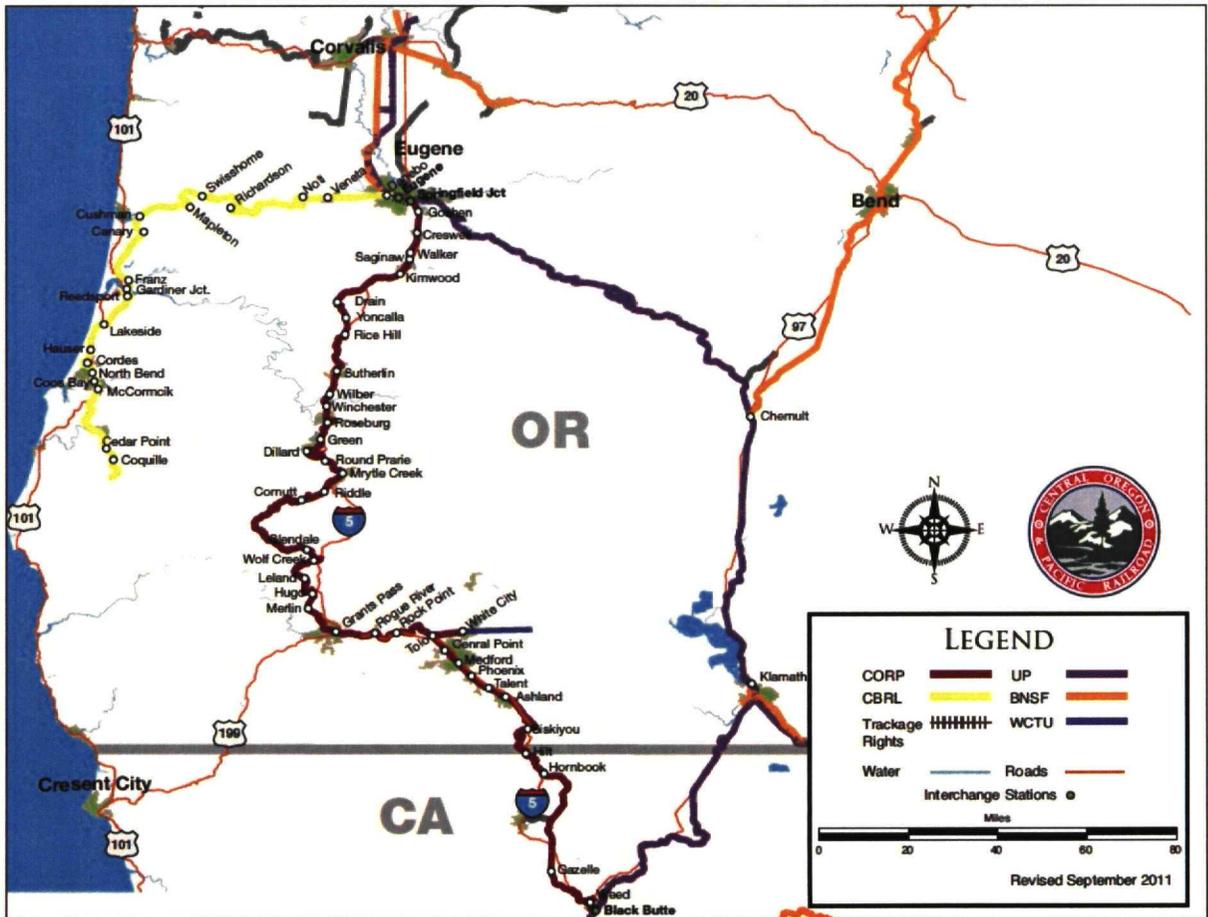
Bauxite & Northern Railway Company

California Northern Railroad Company



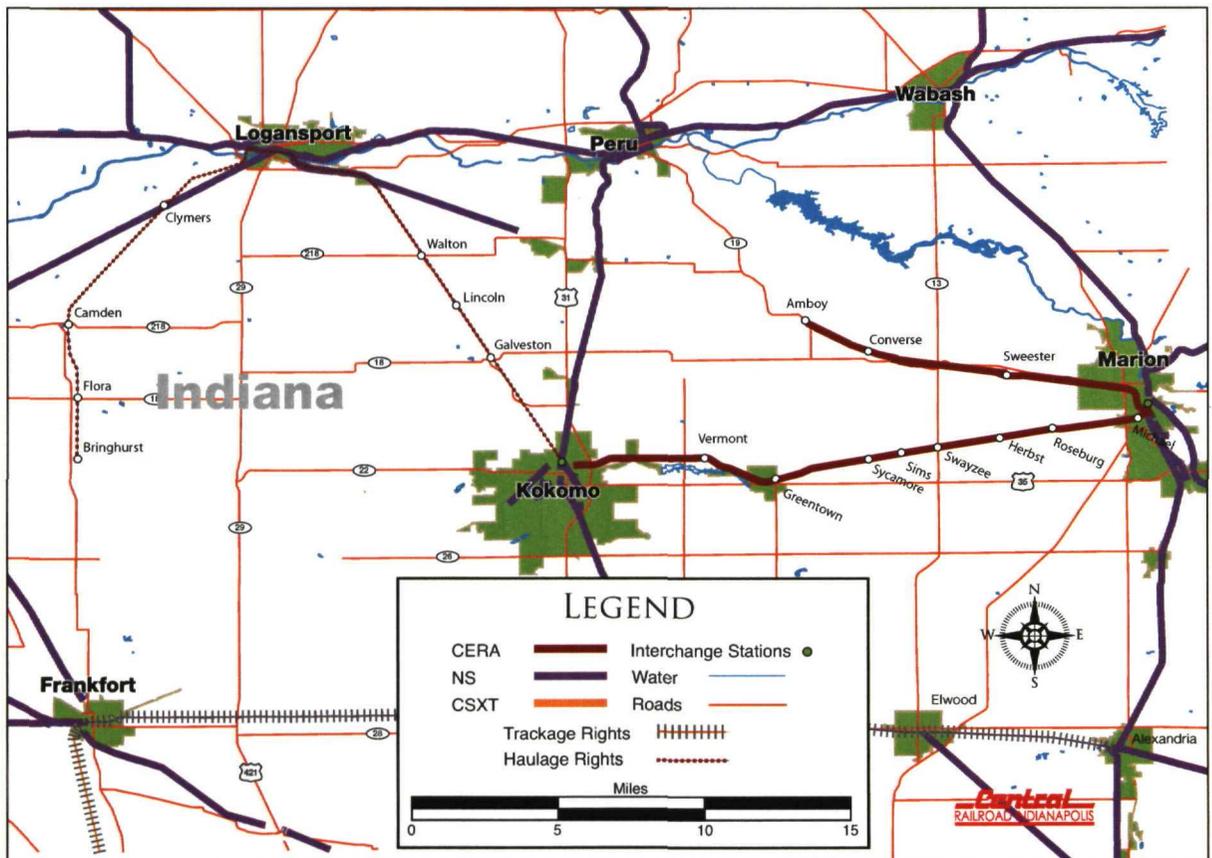
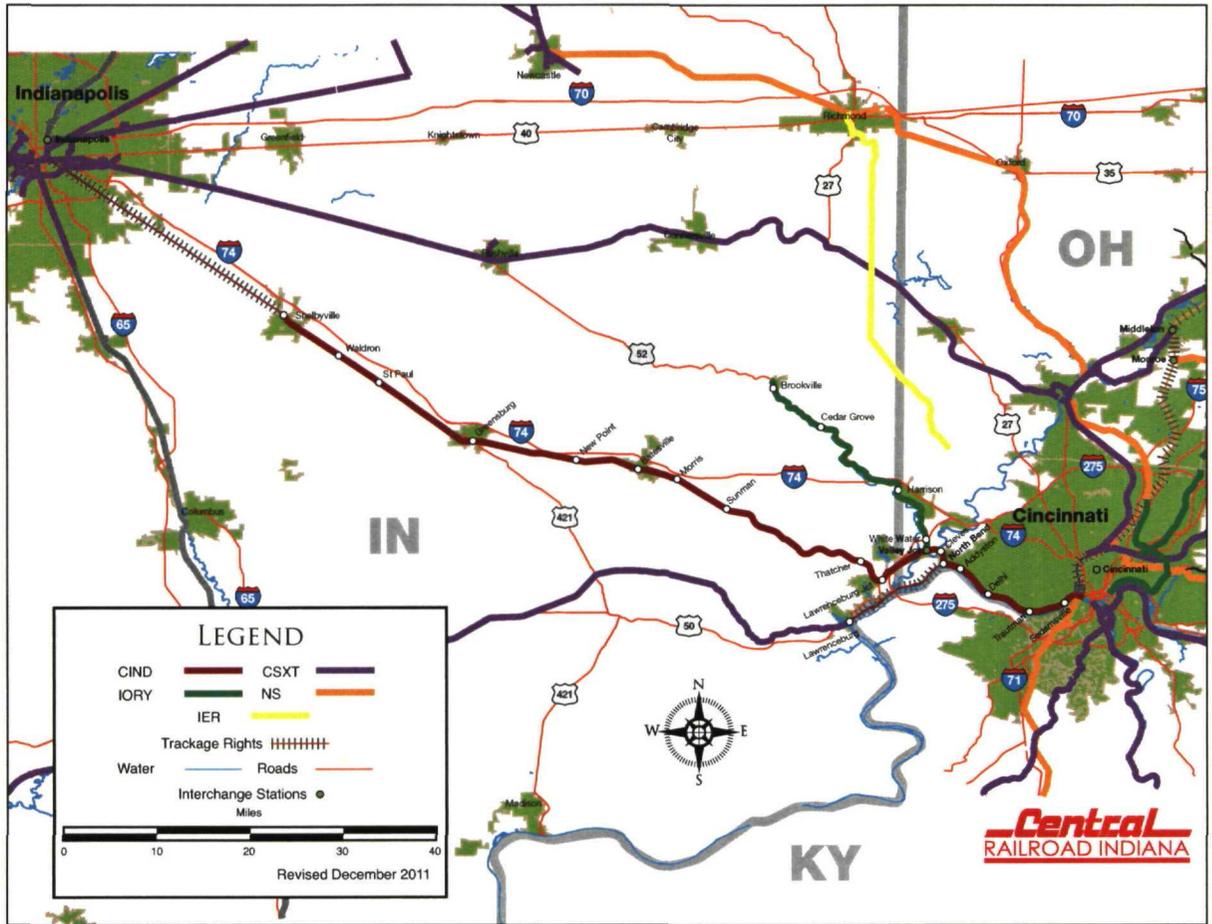
Carolina Piedmont Division

Cascade and Columbia River Railroad Company



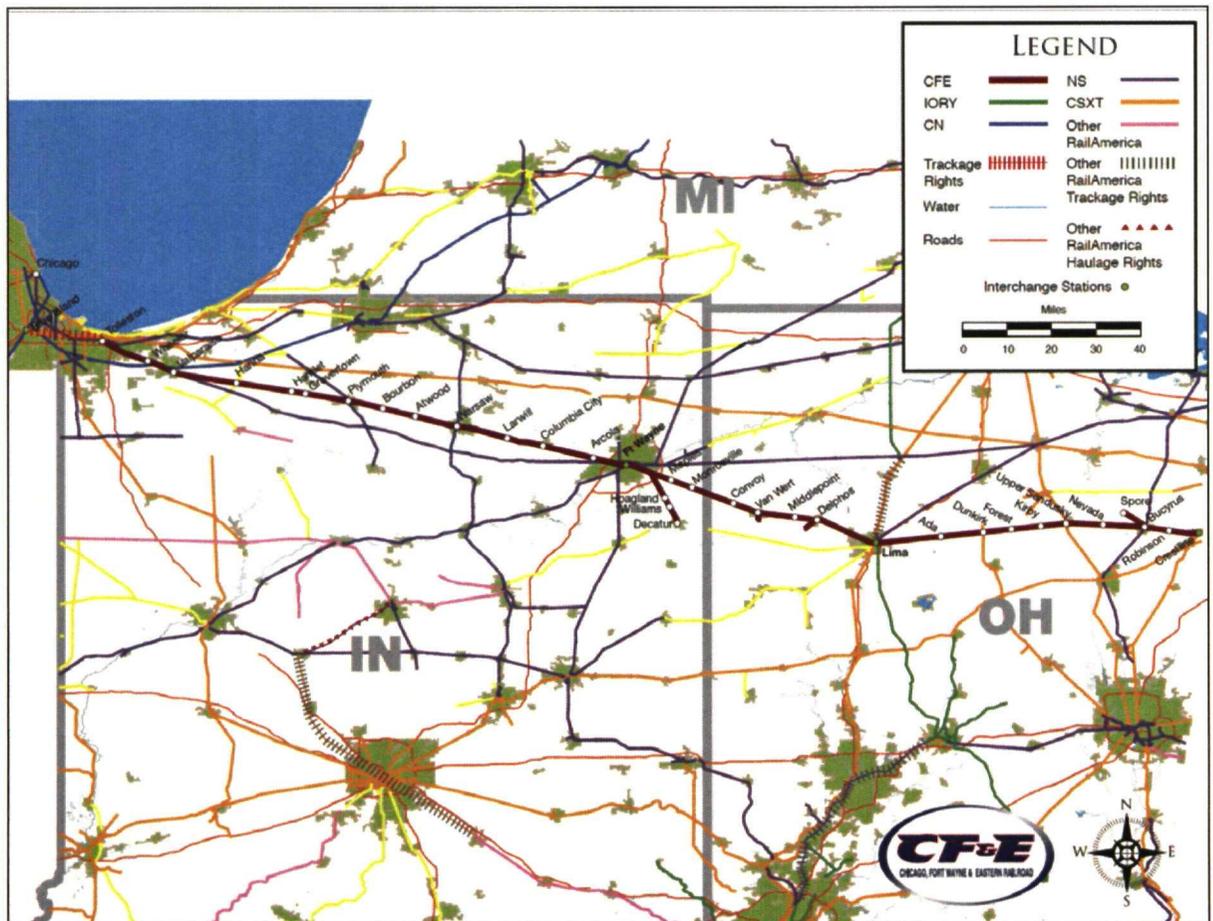
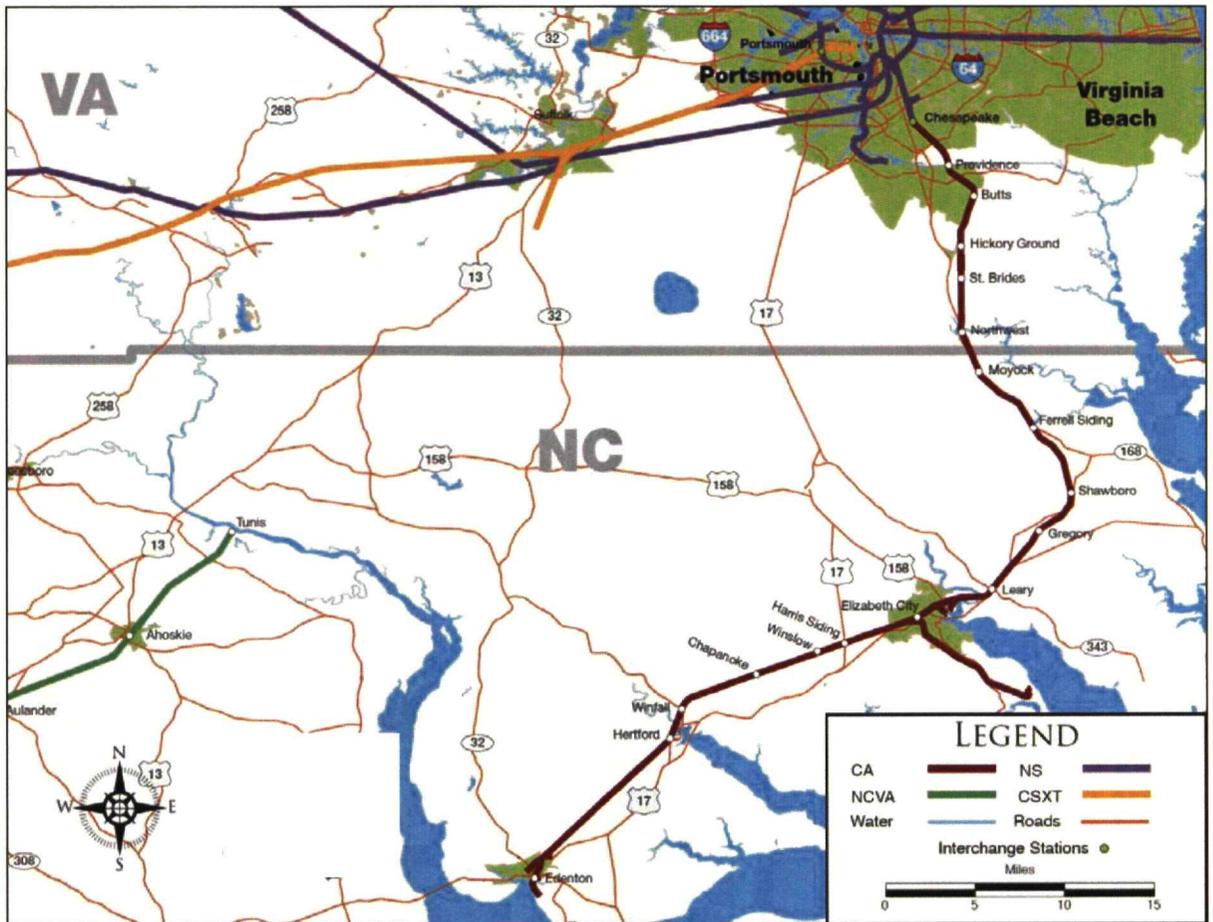
Central Oregon & Pacific Railroad, Inc.

The Central Railroad Company of Indiana



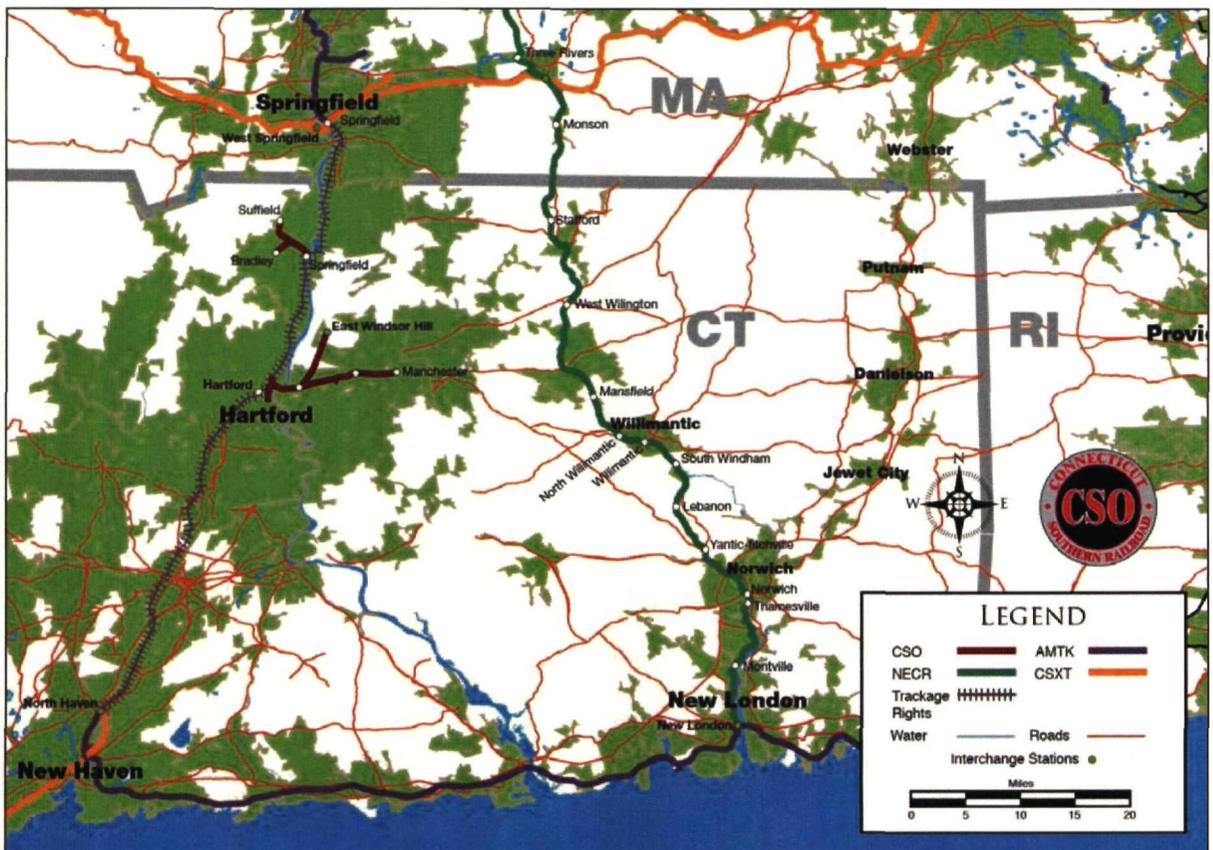
Central Railroad Company of Indianapolis

Chesapeake & Albemarle Railroad Co., Inc.



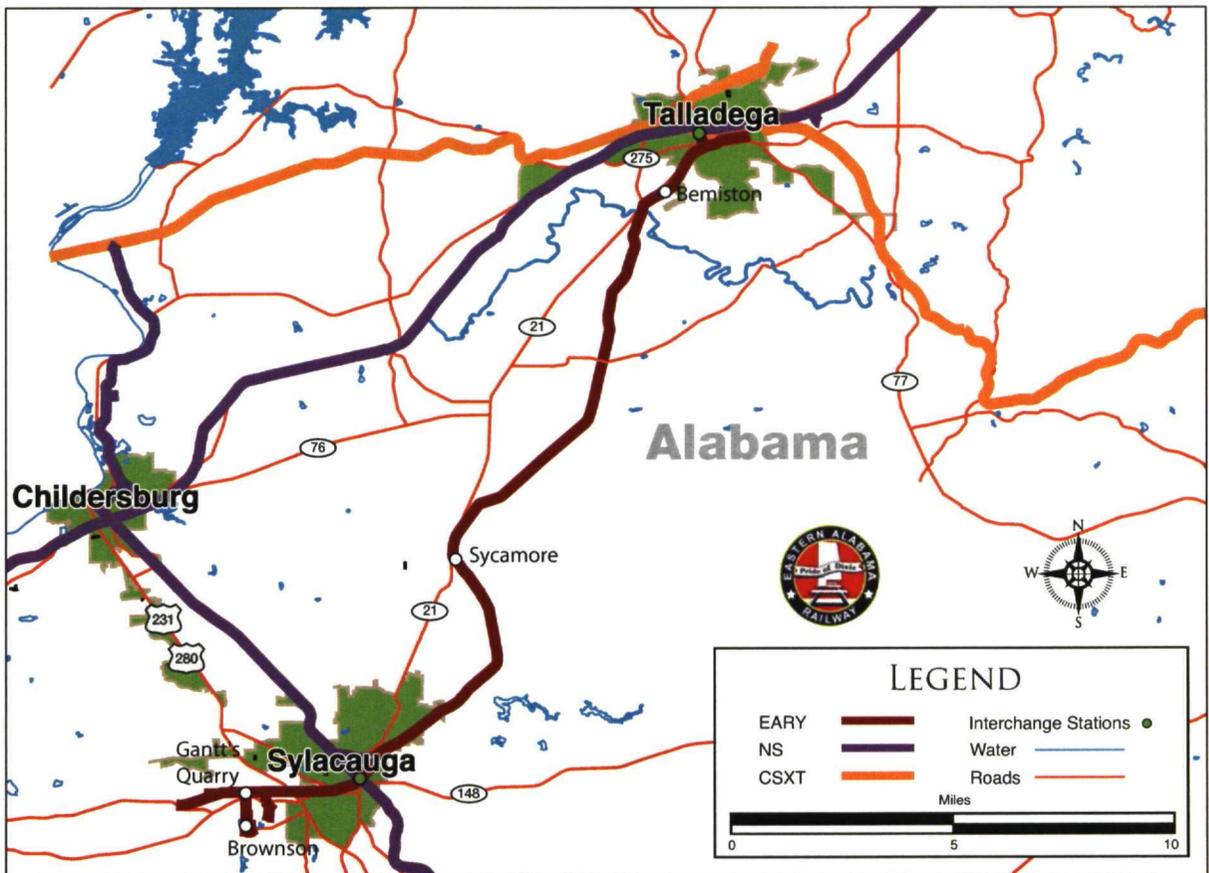
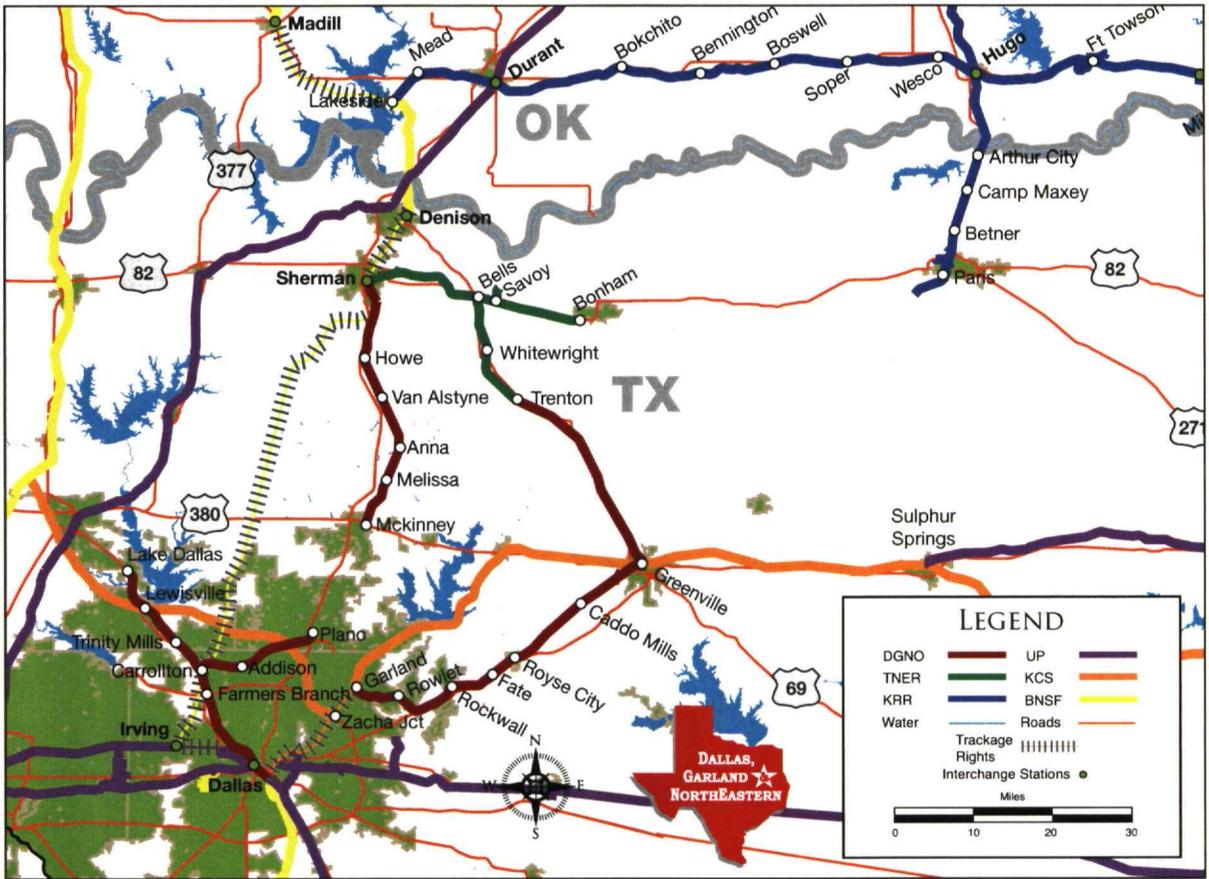
Chicago, Fort Wayne & Eastern

Conecuh Valley Railway



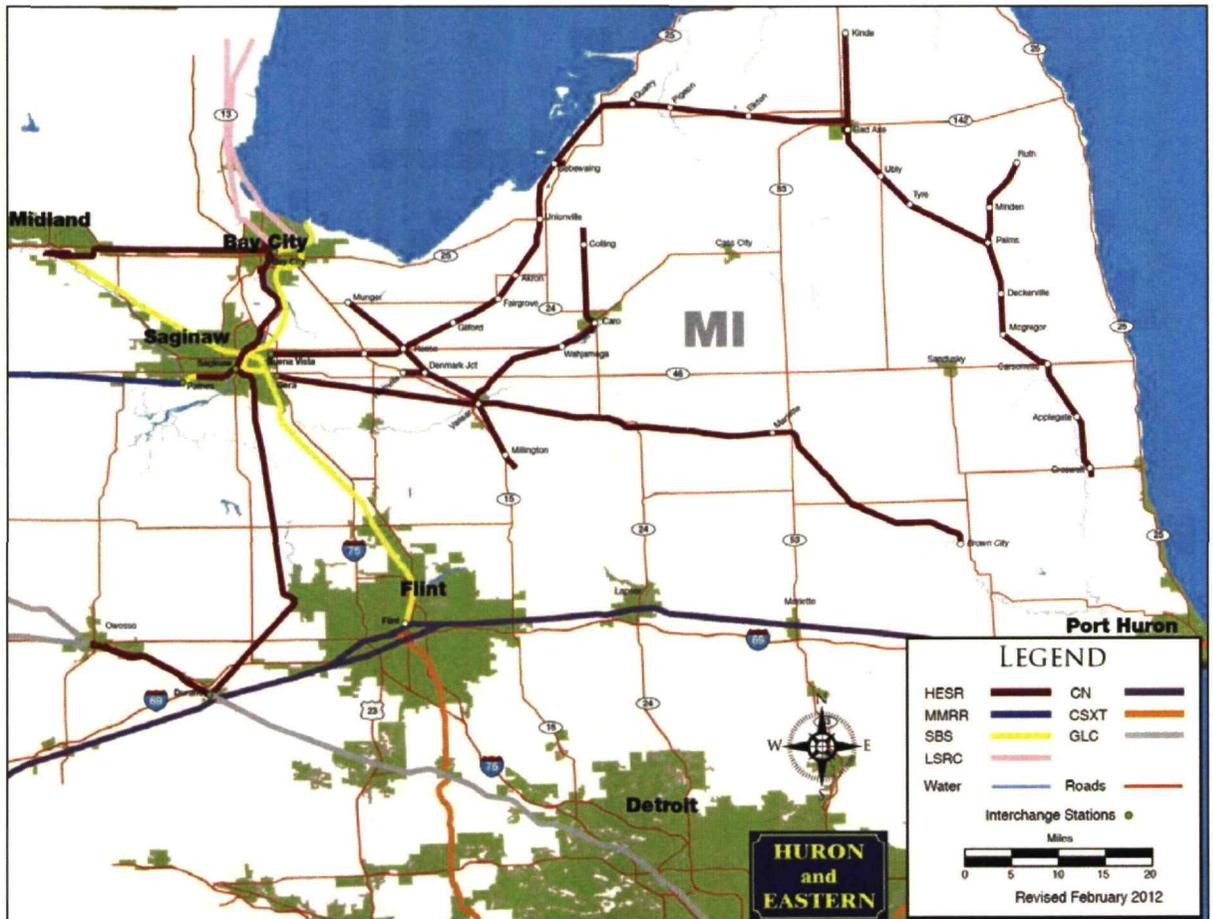
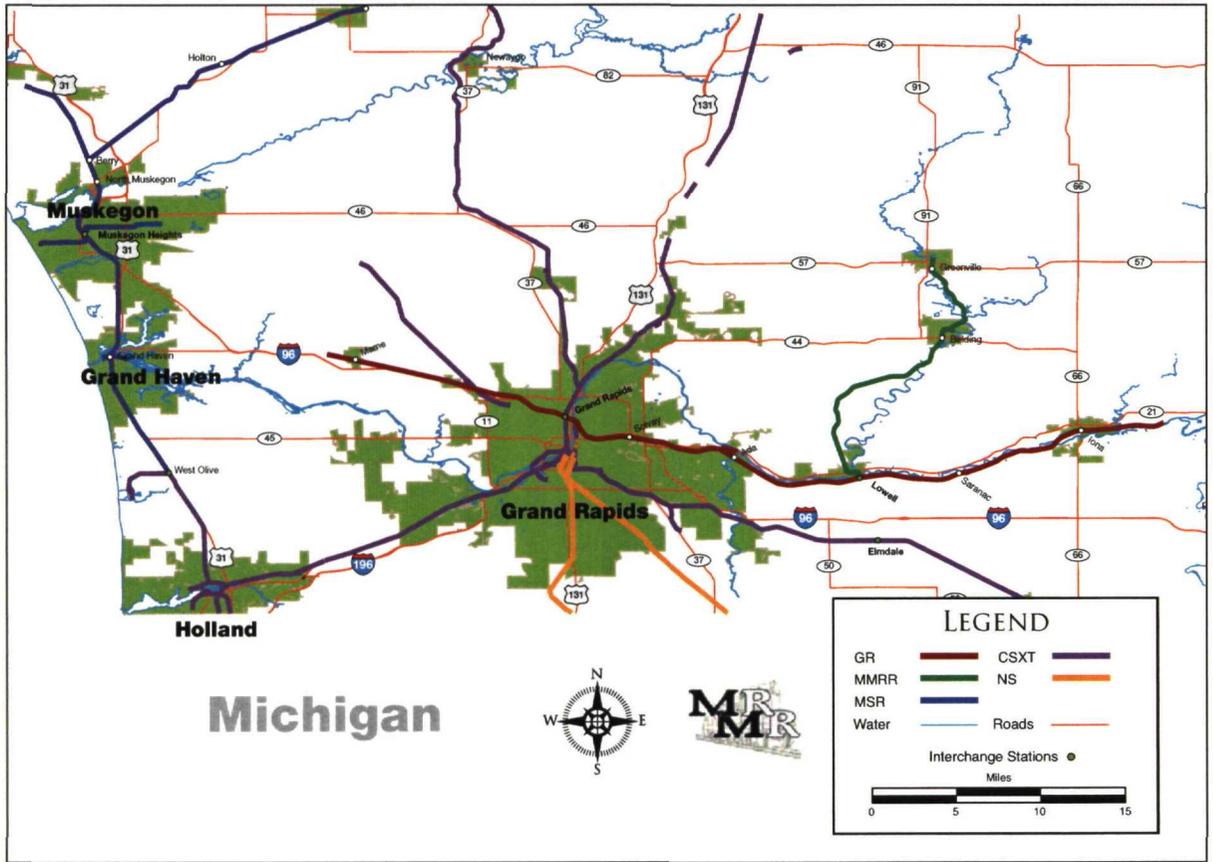
Connecticut Southern Railroad, Inc.

Dallas, Garland & Northeastern Railroad, Inc.



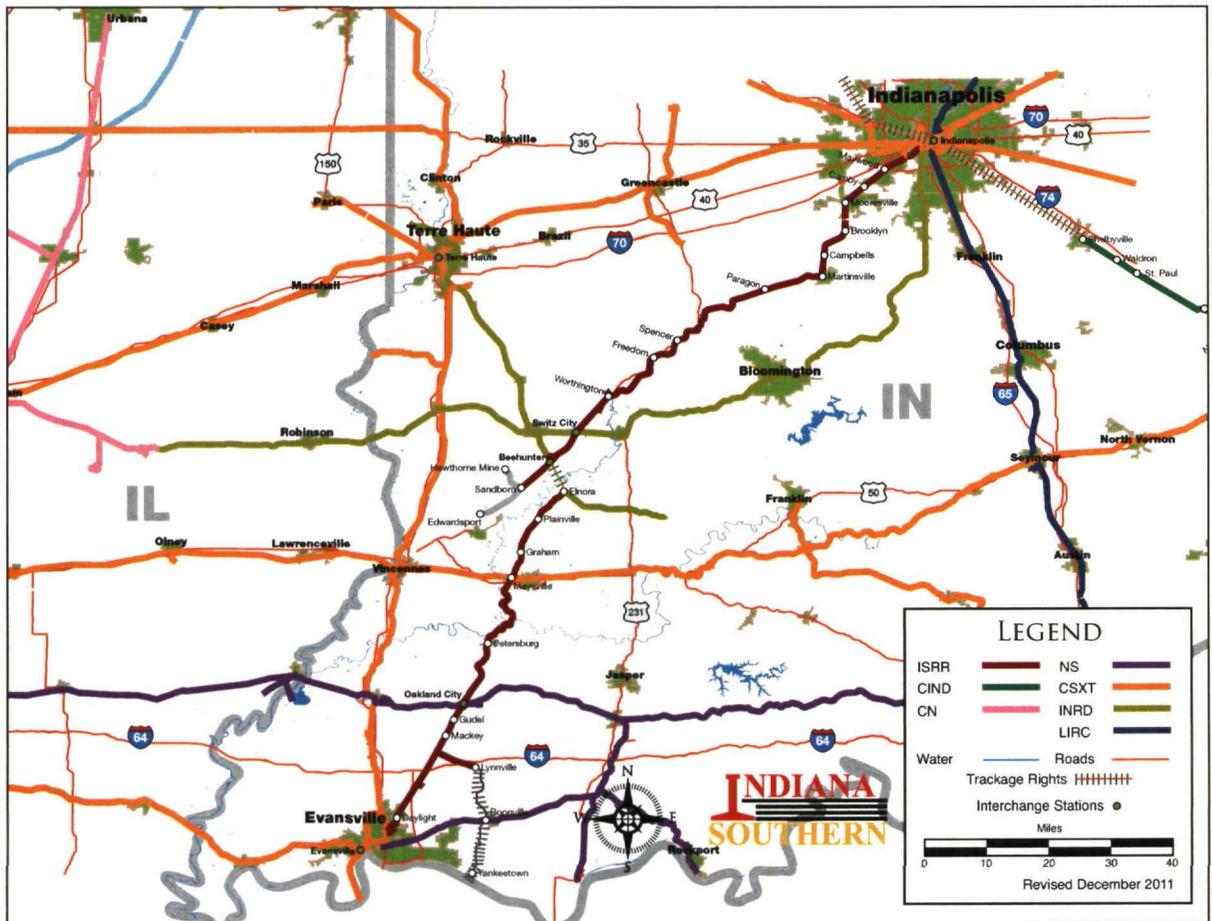
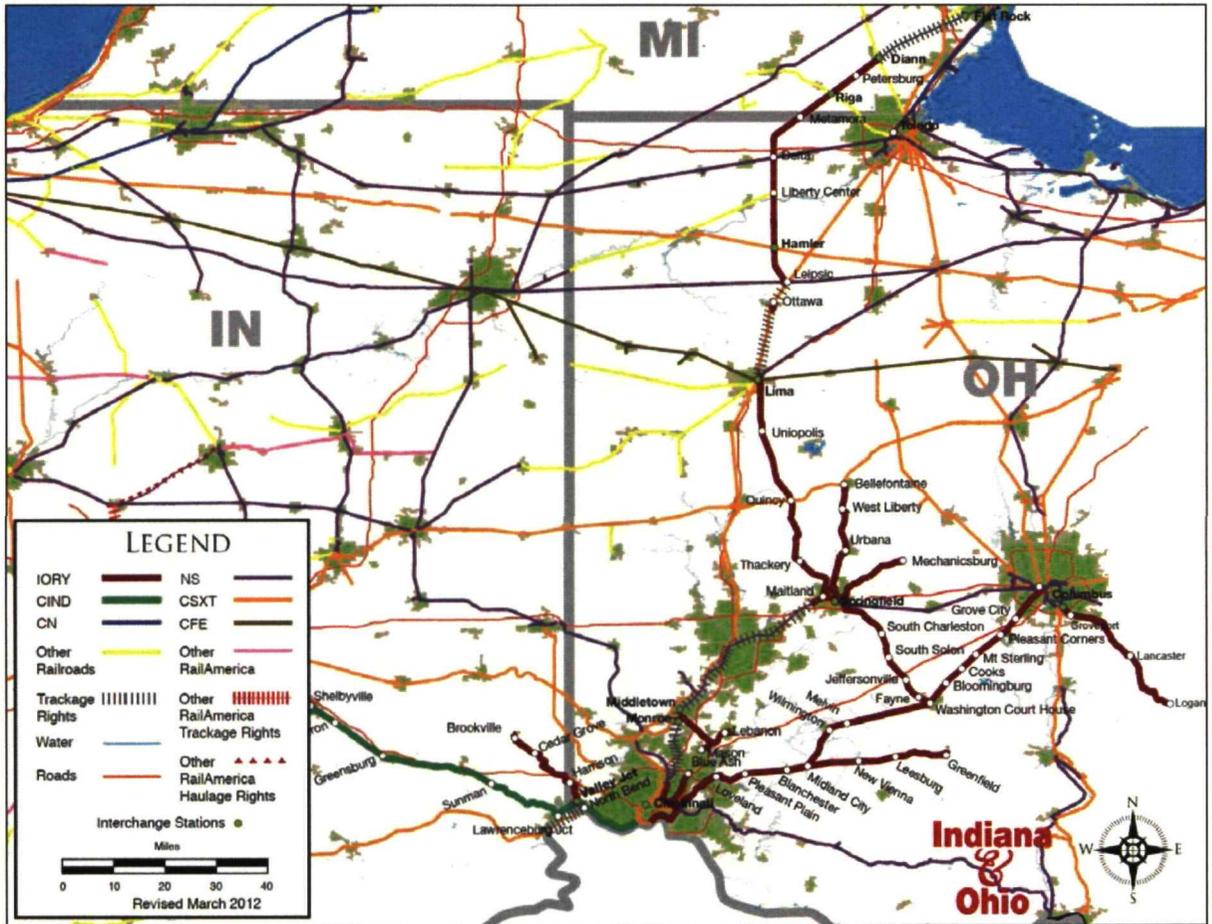
Eastern Alabama Railway, LLC

Grand Rapids Eastern Railroad Inc.

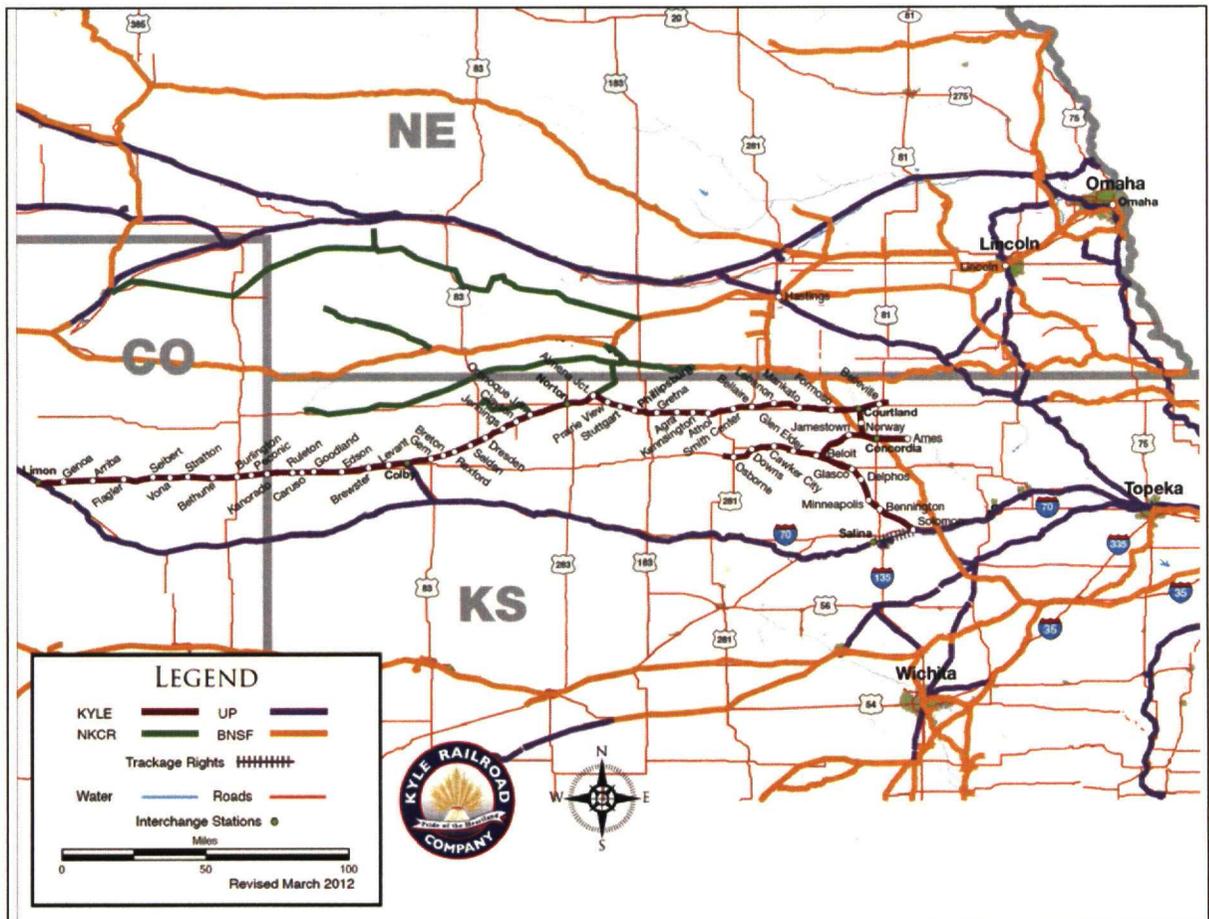
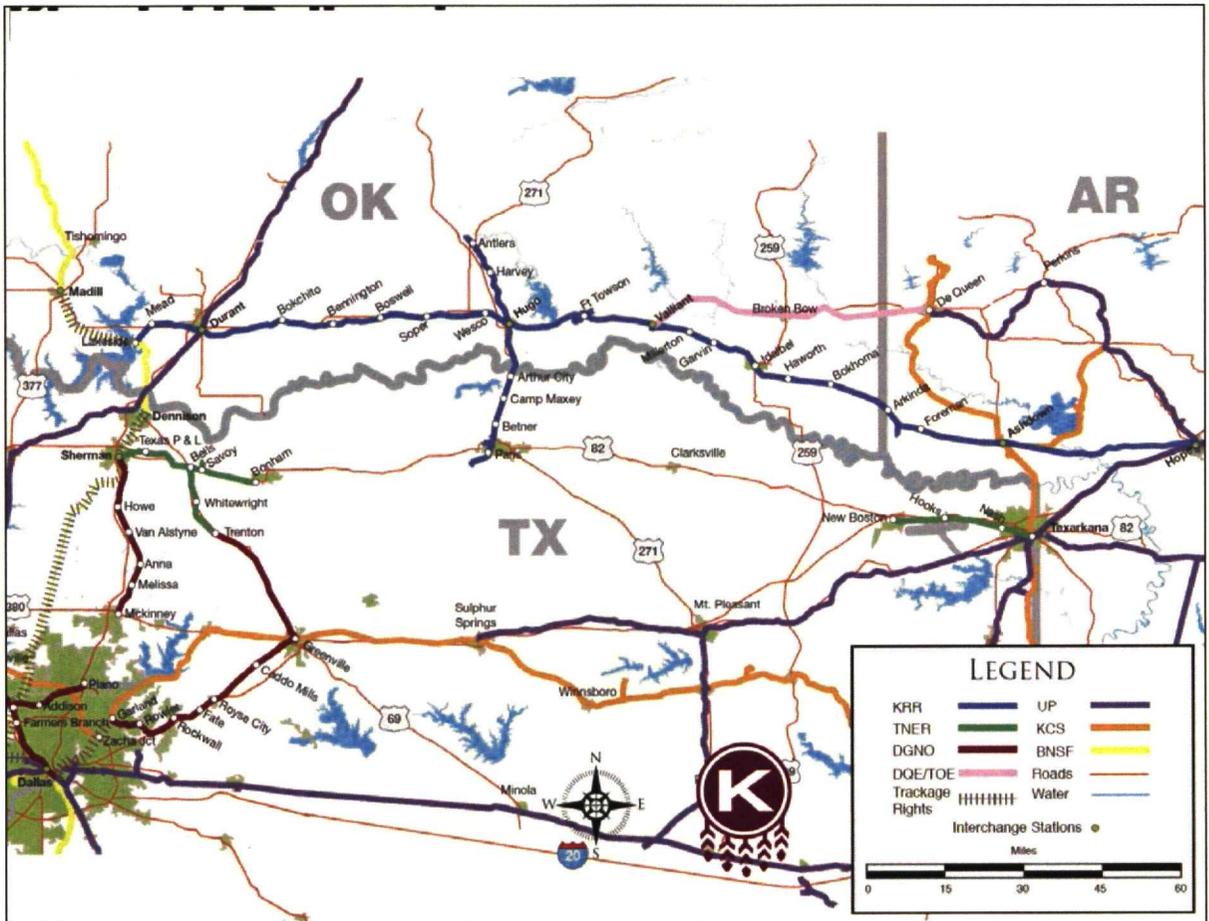


Huron & Eastern Railway Company, Inc.

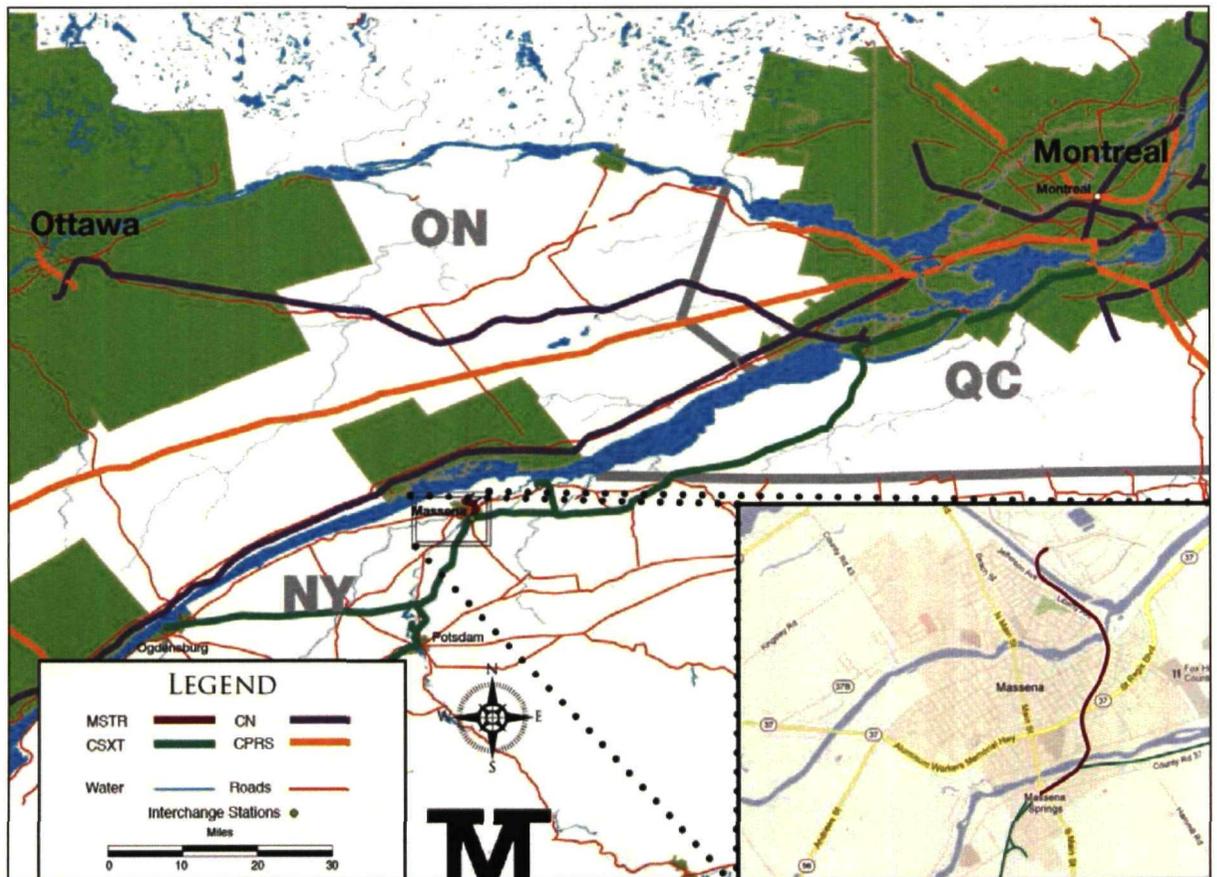
Indiana & Ohio Railway Company



Indiana Southern Railroad, LLC

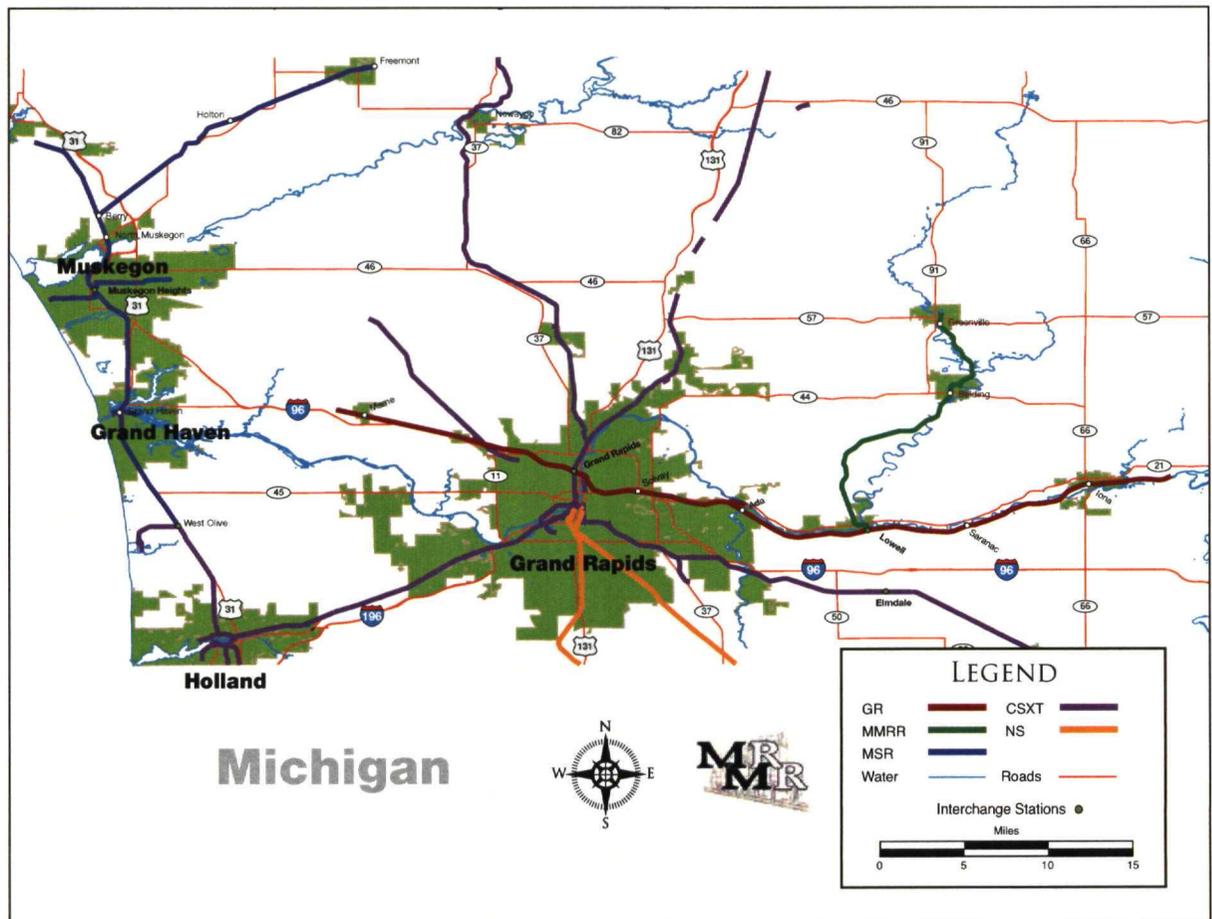
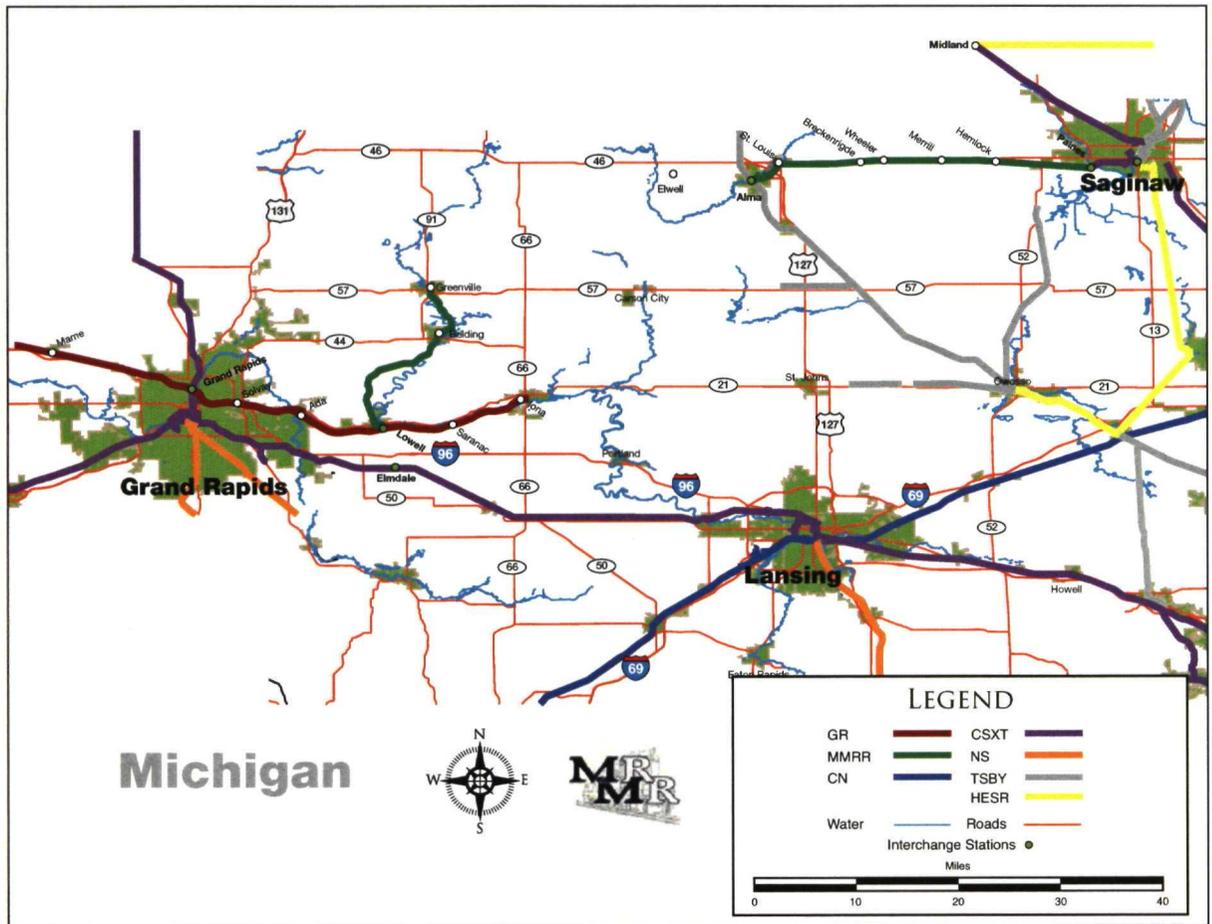


Marquette Rail, LLC



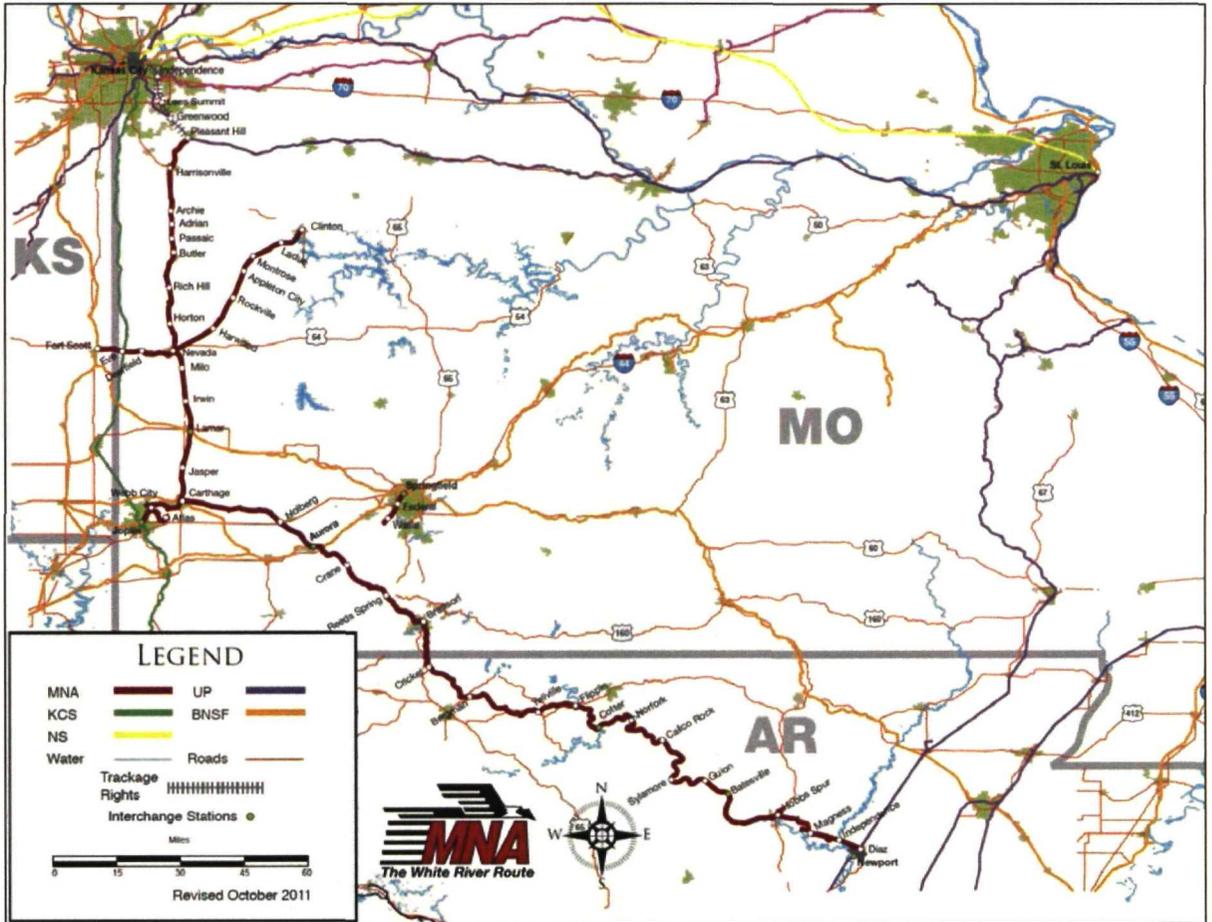
The Massena Terminal Railroad Company

Mid-Michigan Railroad, Inc.



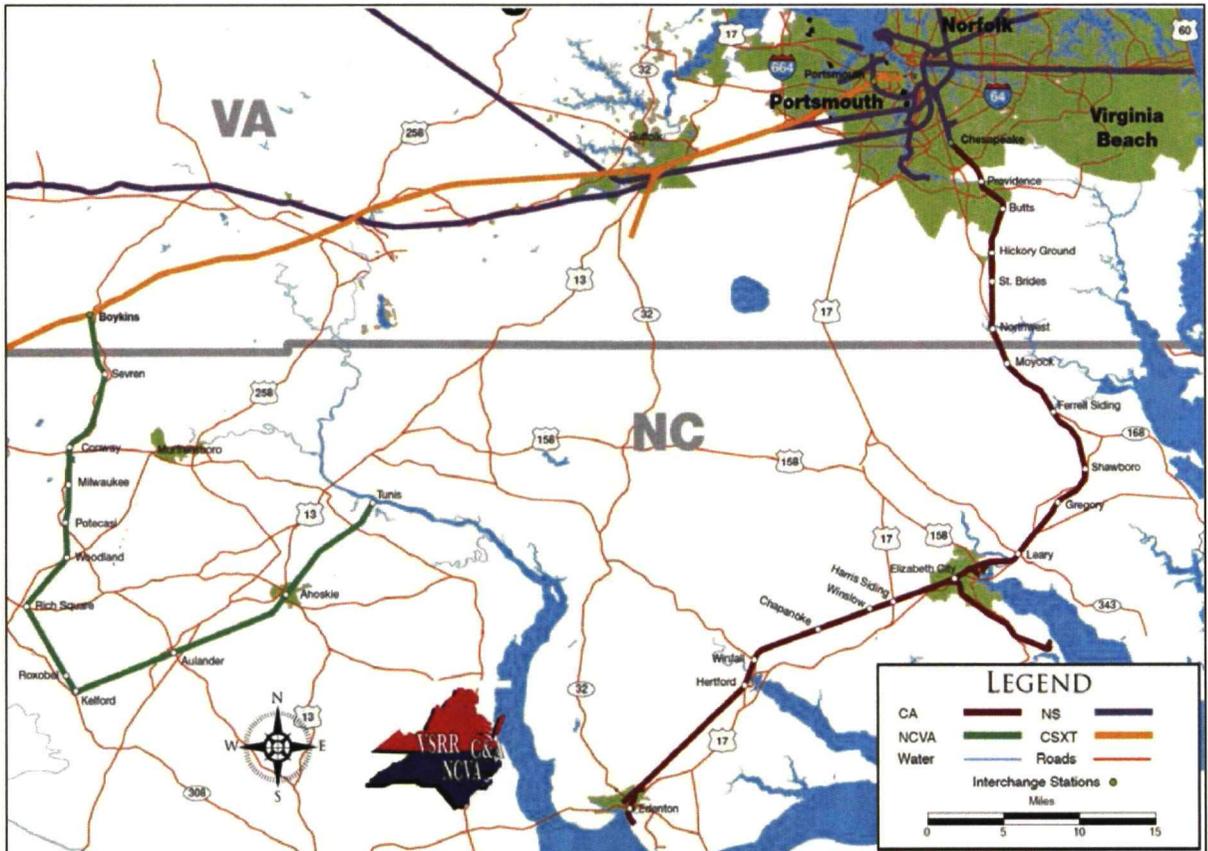
Michigan Shore Railroad, Inc.

Missouri & Northern Arkansas Railroad Company, Inc.



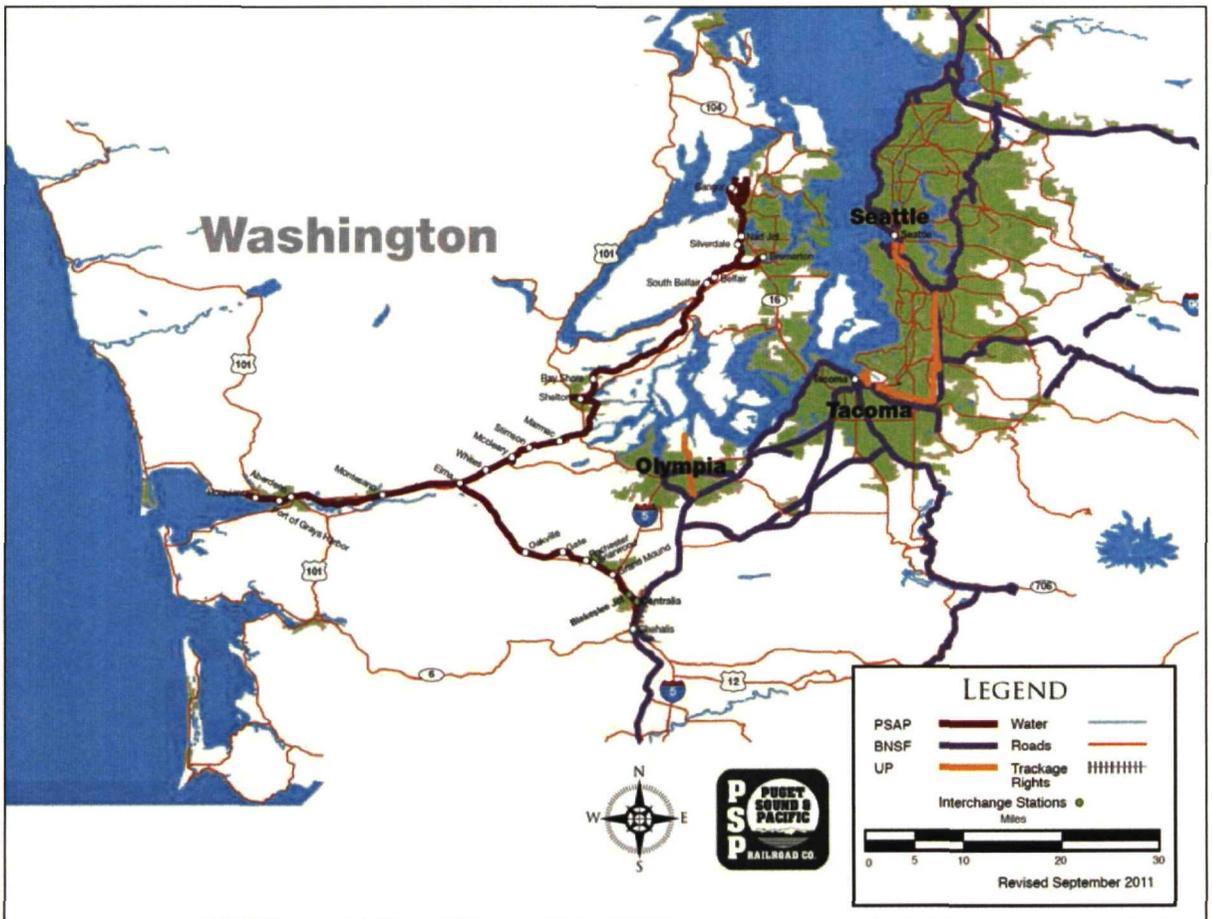
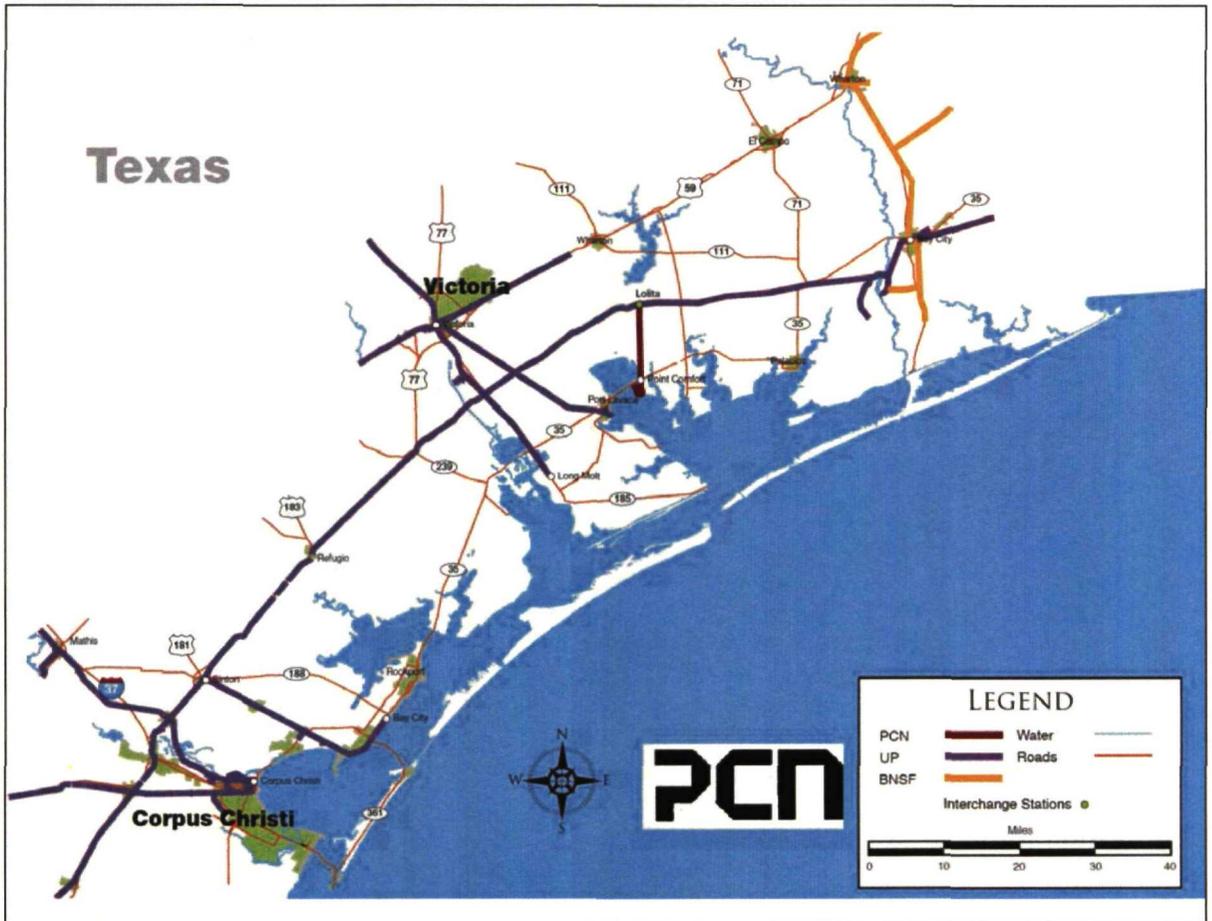
New England Central Railroad, Inc.

North Carolina & Virginia Railroad Company, LLC



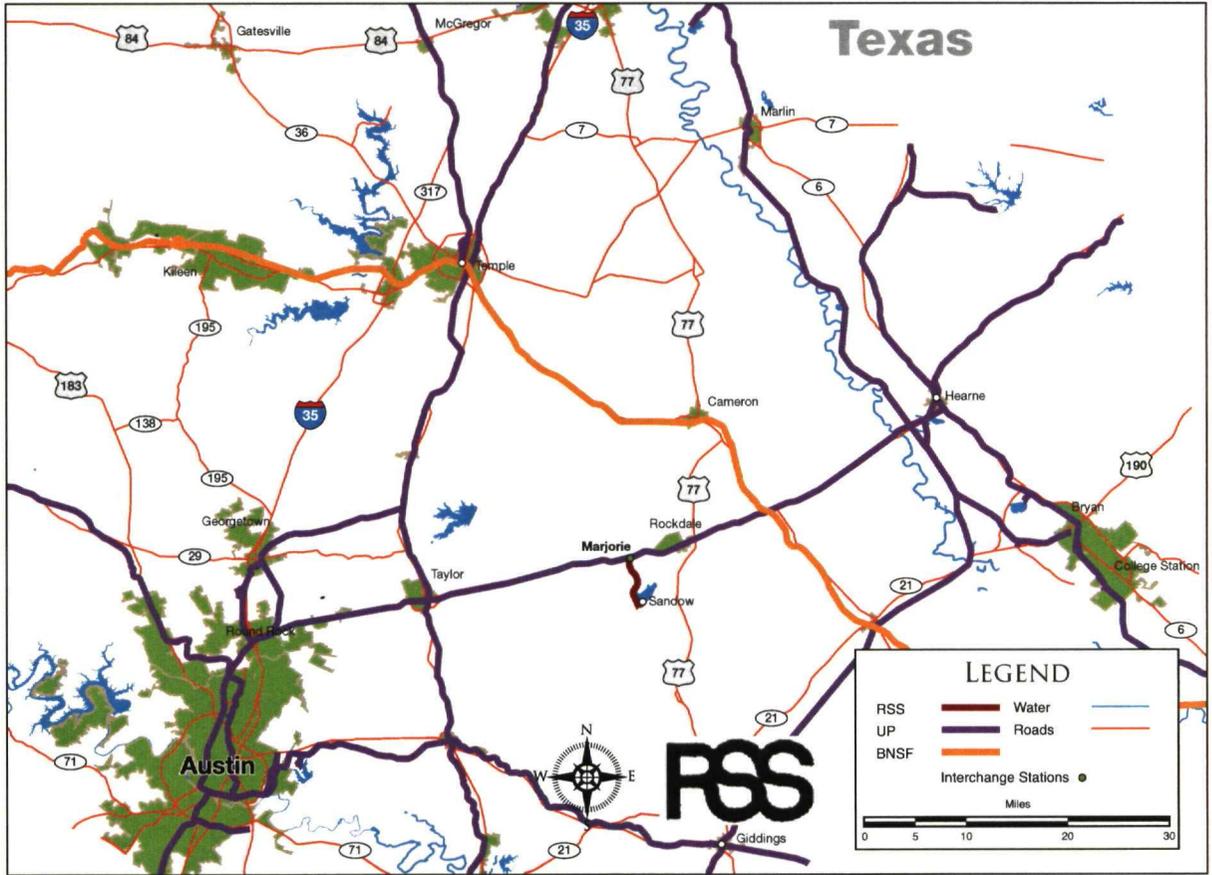
Otter Tail Valley Railroad Company, Inc.

Point Comfort & Northern Railway Company



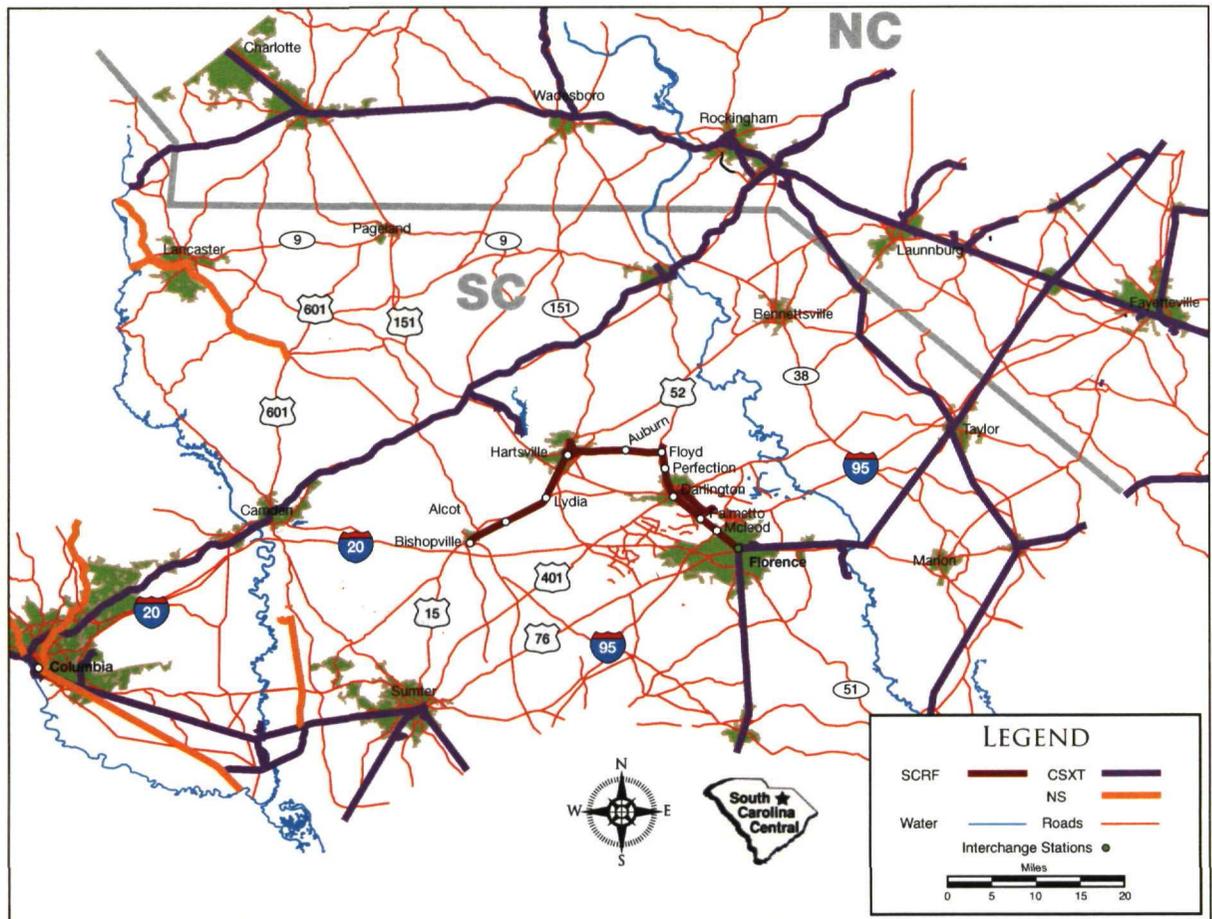
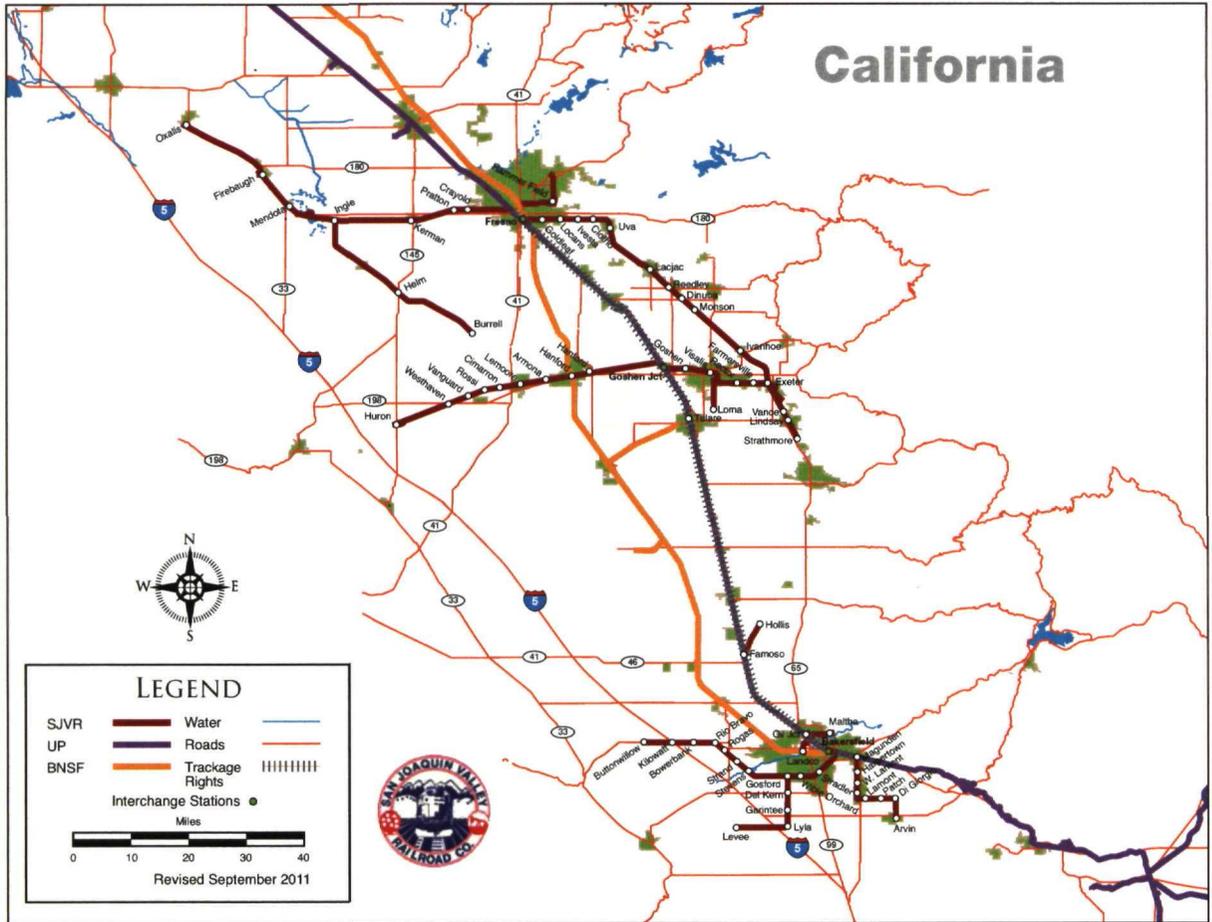
Puget Sound & Pacific Railroad

Rockdale, Sandow & Southern Railroad Company



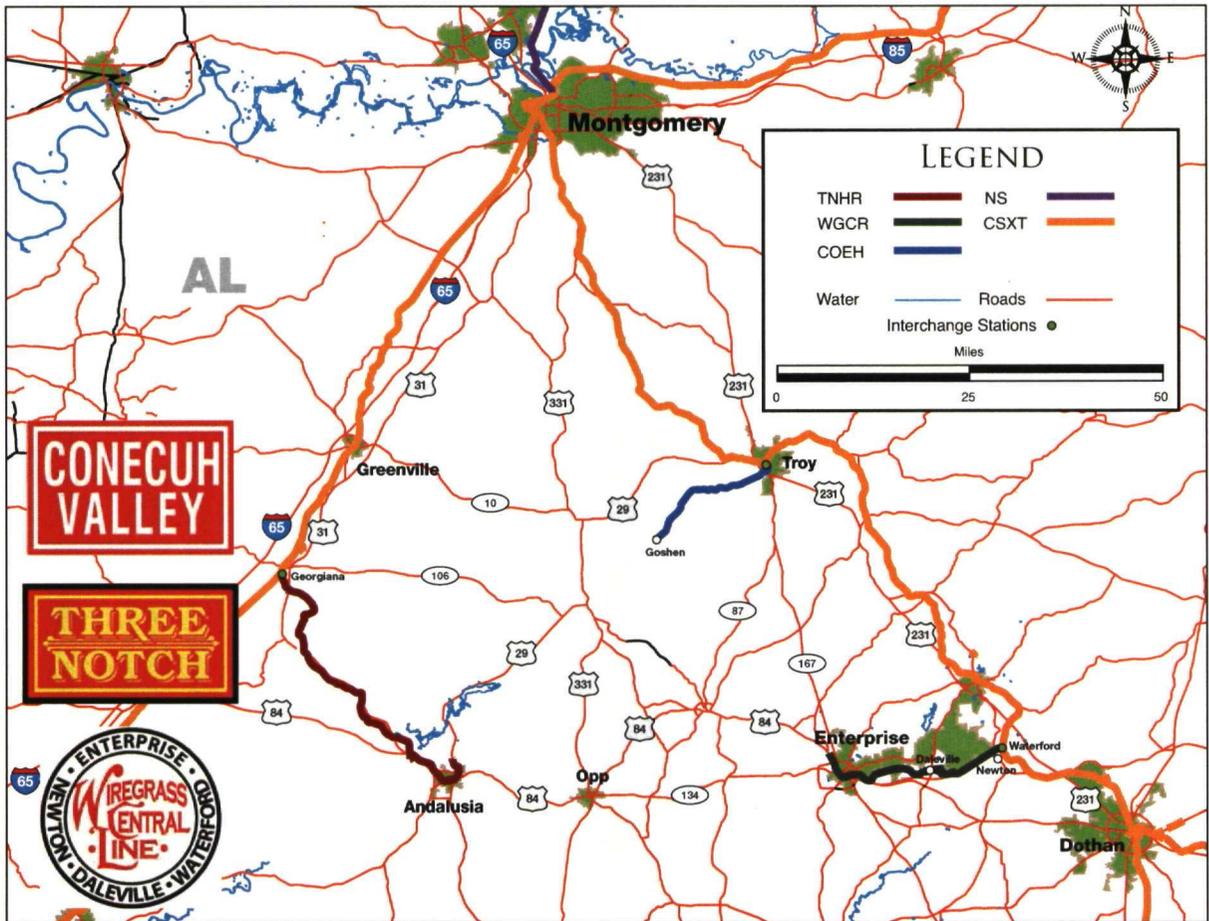
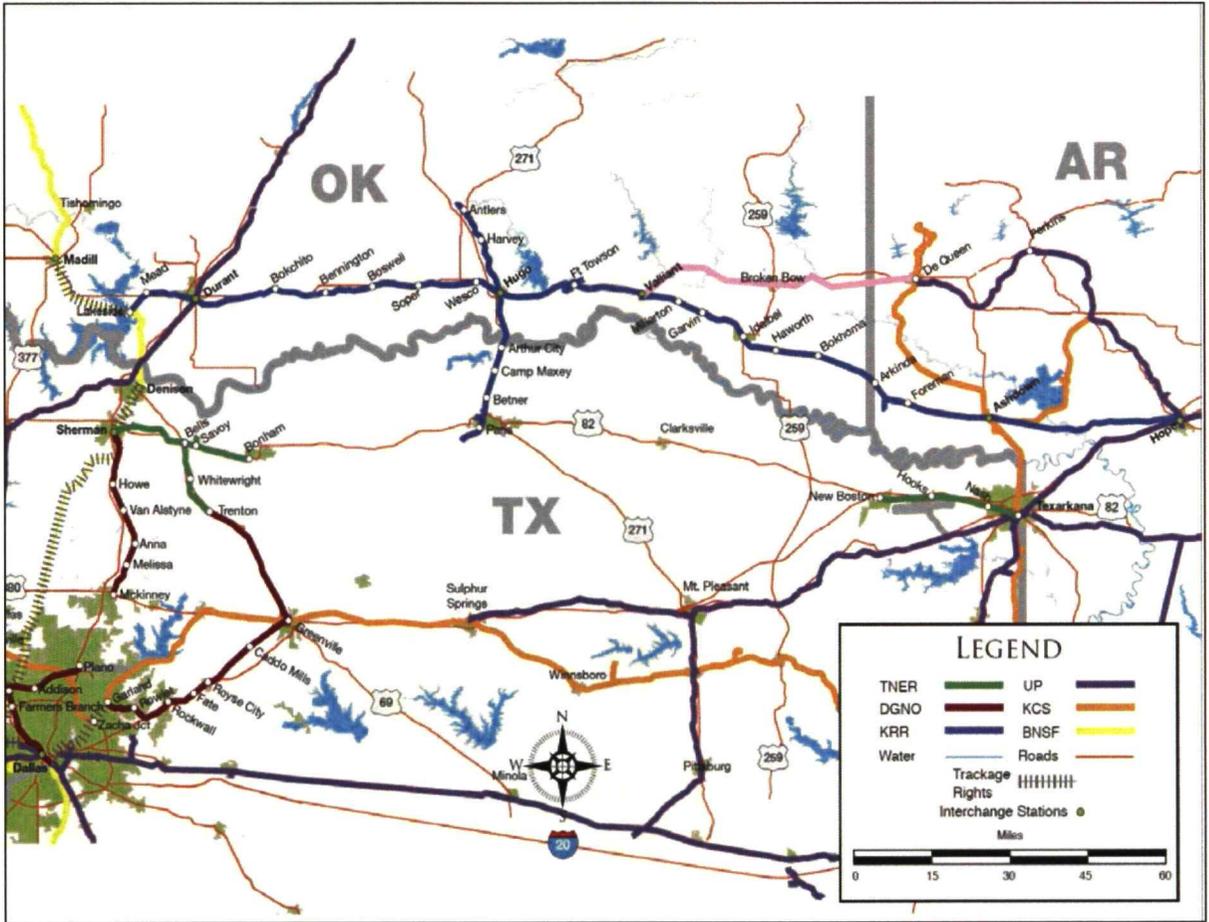
San Diego & Imperial Valley Railroad Company, Inc.

San Joaquin Valley Railroad Co.

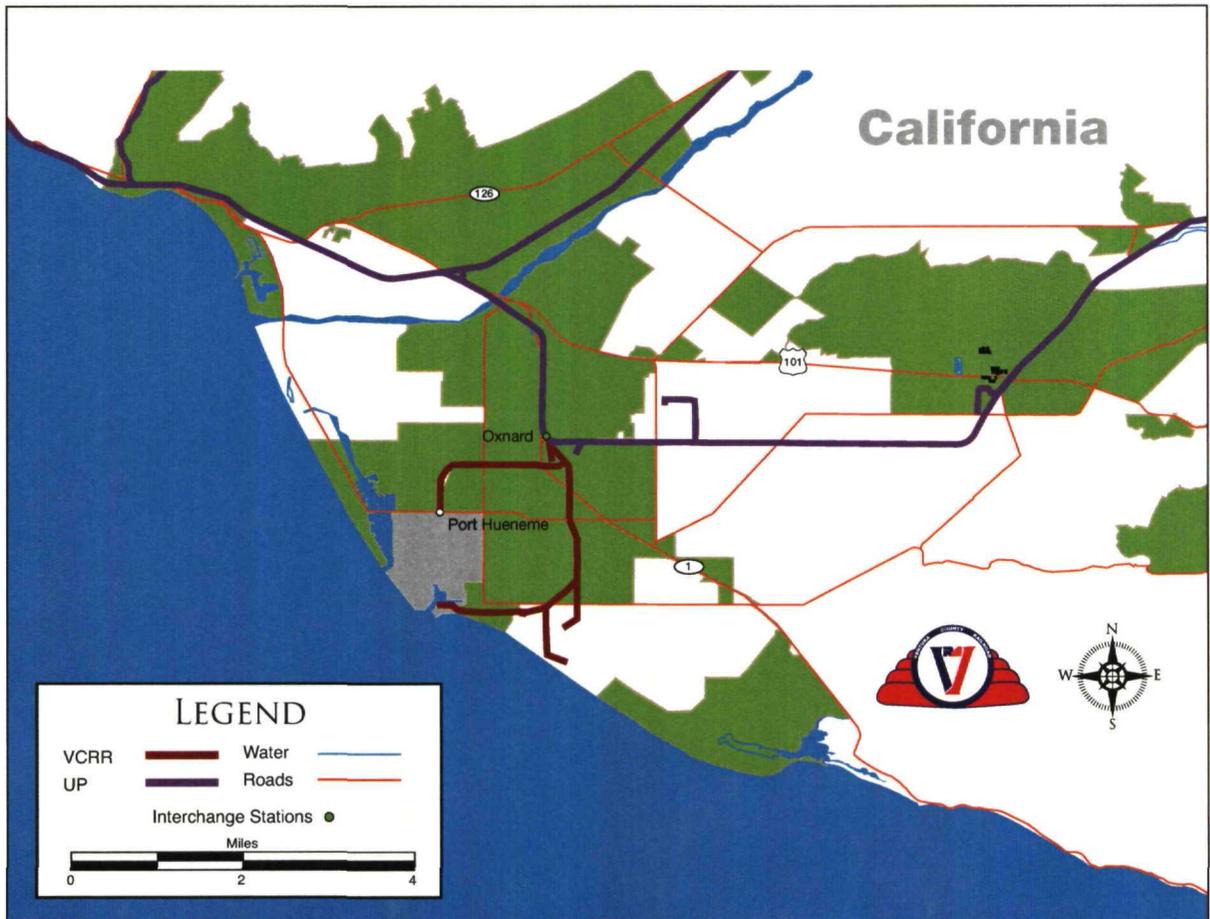
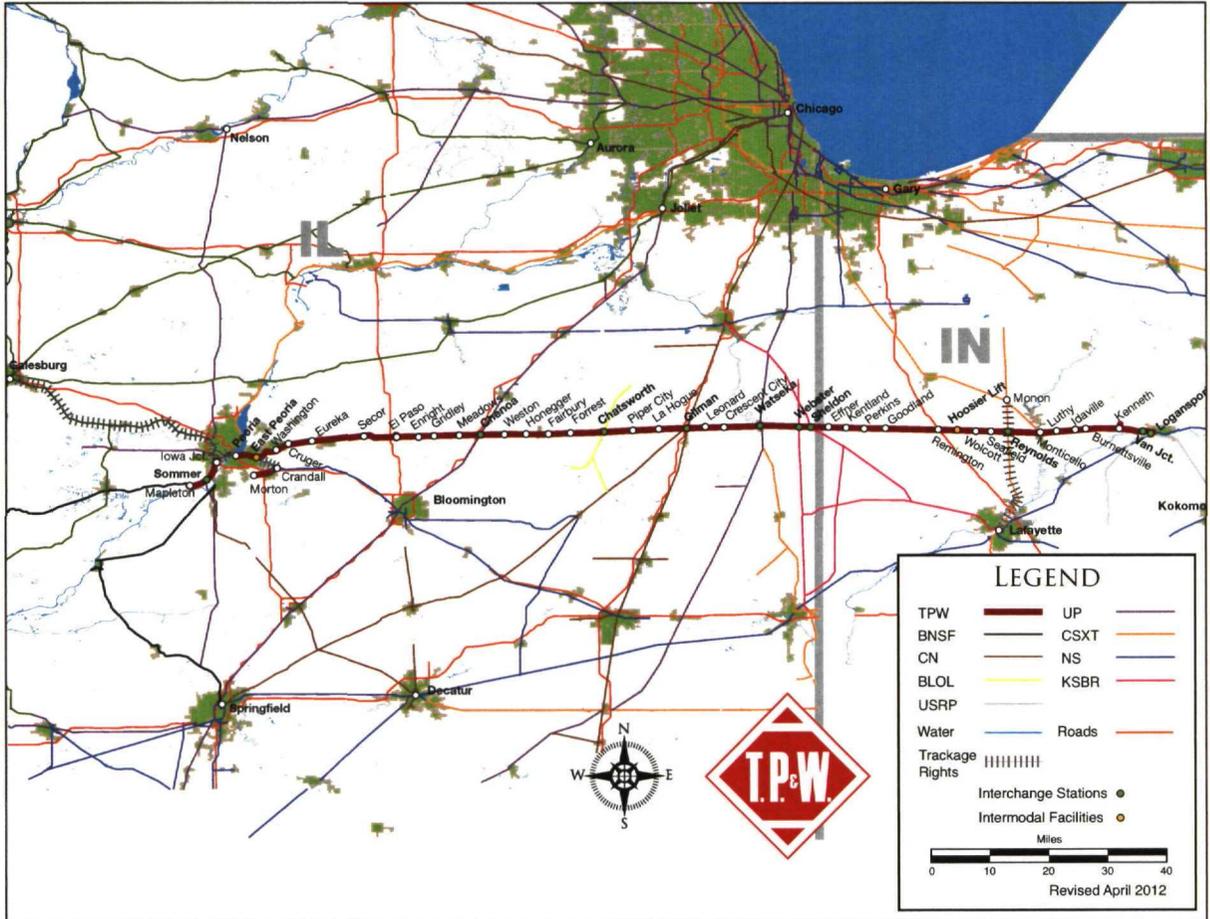


South Carolina Central Railroad Company, LLC

Texas Northeastern Railroad

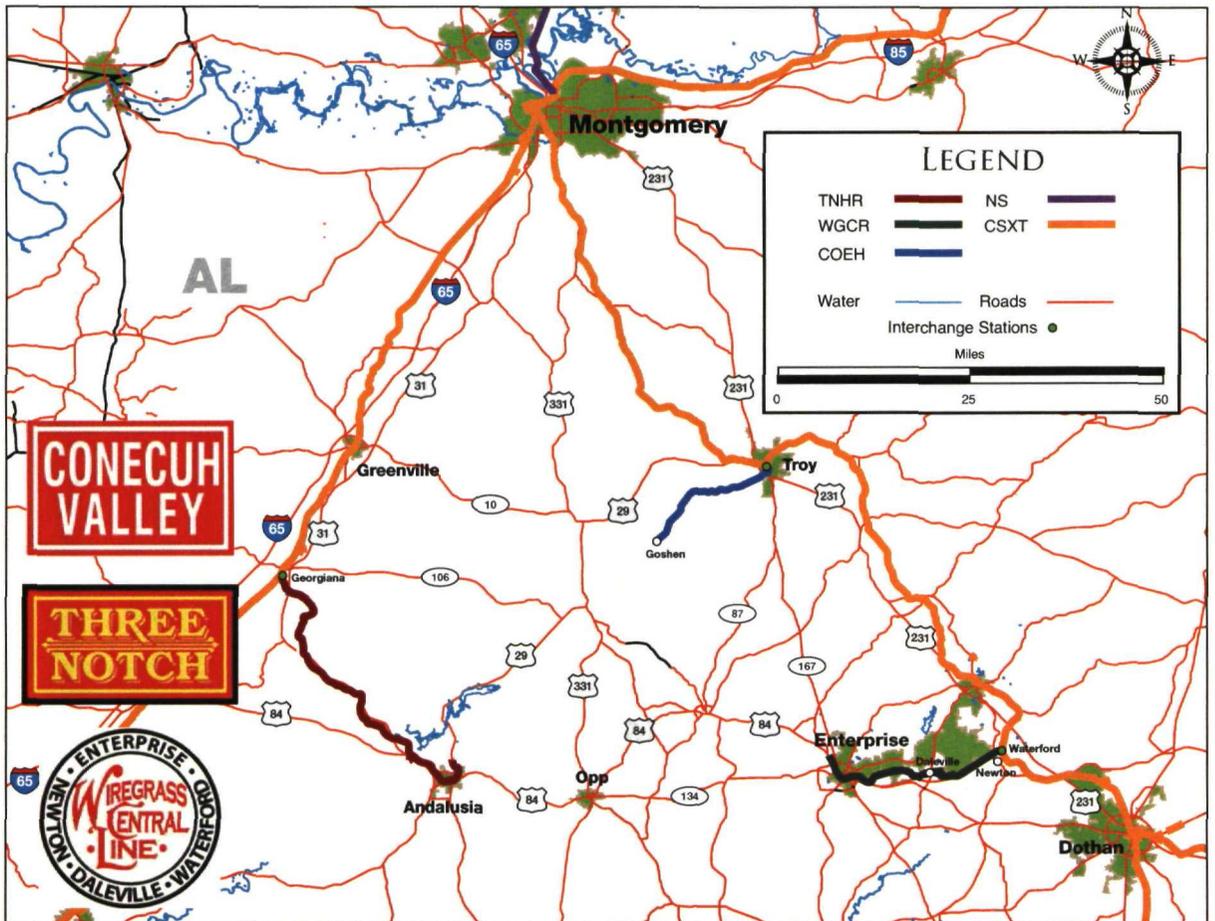
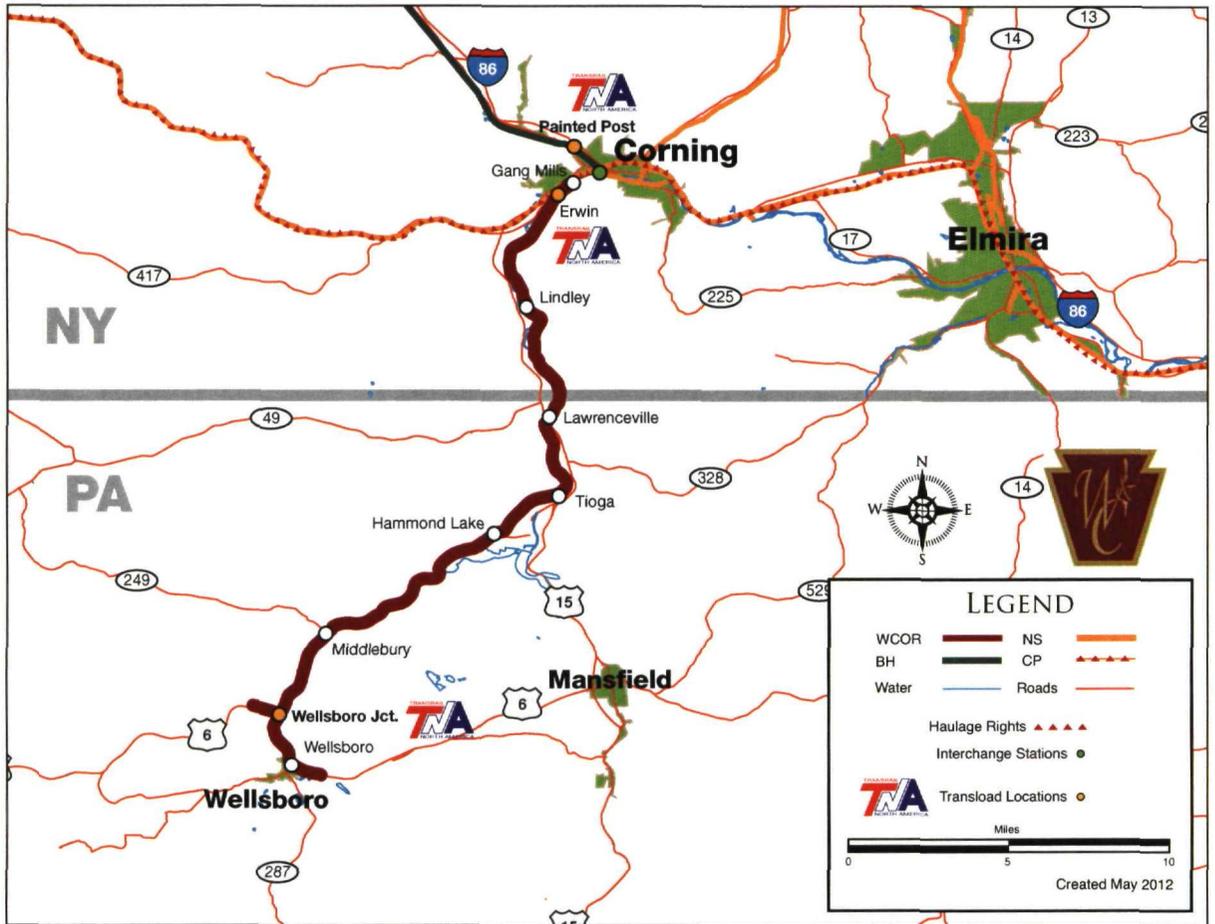


Toledo, Peoria & Western Railway Corporation

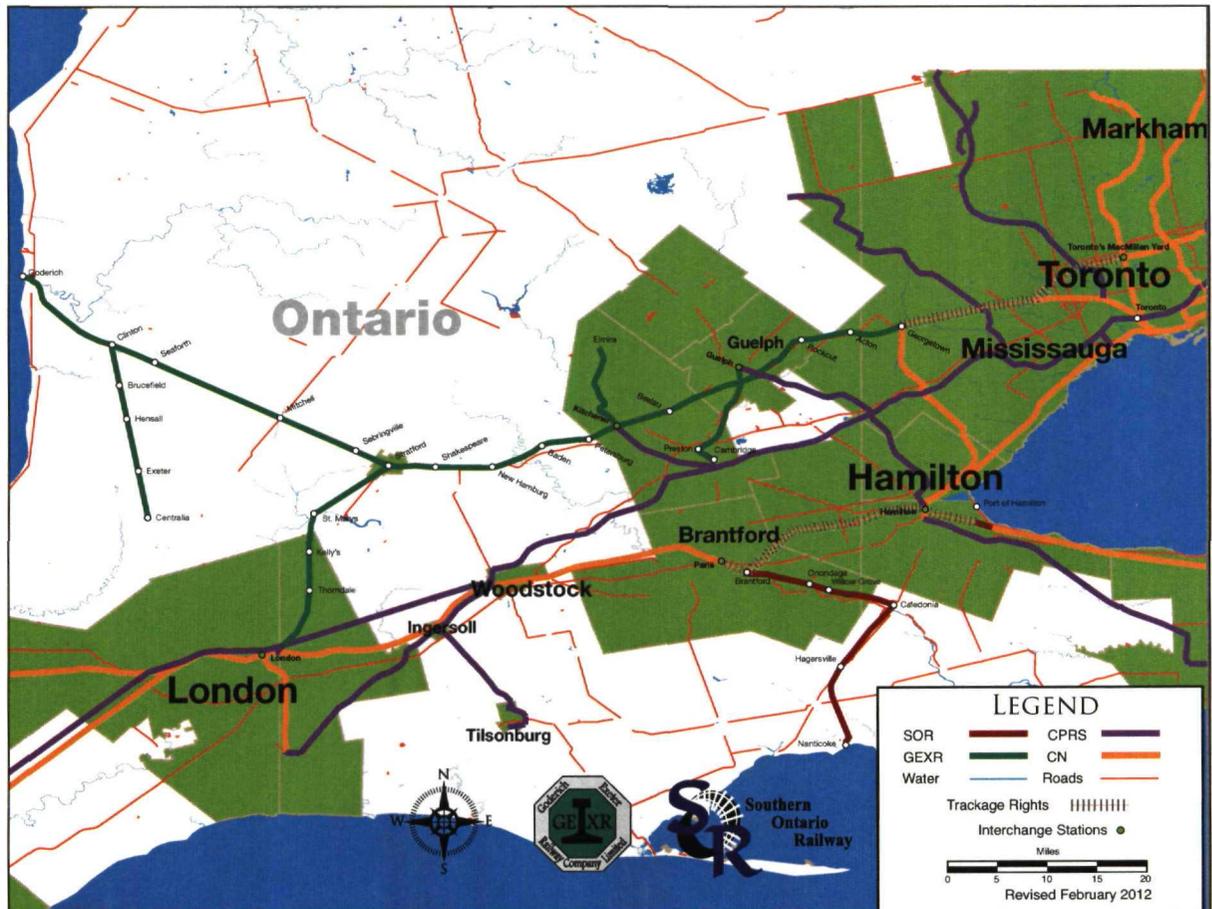
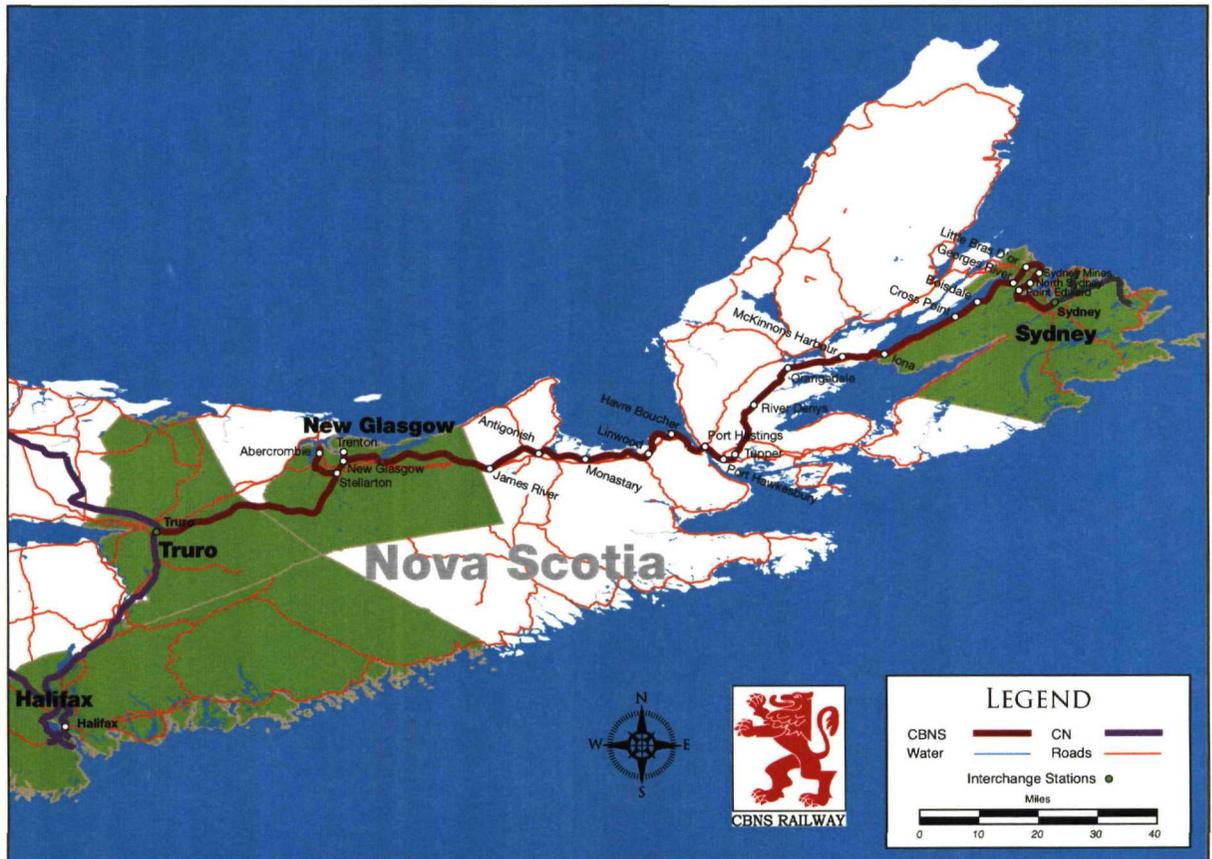


Ventura County Railroad Corp.

Wellsboro & Corning Railroad, LLC



Wiregrass Central Railway, LLC



GOODRICH-EXETER RAILWAY

Exhibit 2
Merger Agreement

AGREEMENT AND PLAN OF MERGER

BY AND AMONG

GENESEE & WYOMING INC.

JAGUAR ACQUISITION SUB INC.

AND

RAILAMERICA, INC.

DATED AS OF JULY 23, 2012

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ANNEX I

Index of Defined Terms

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (together with all annexes, letters, schedules and exhibits hereto, this "Agreement"), dated as of July 23, 2012, is by and among Genesee & Wyoming Inc., a Delaware corporation ("Parent"), Jaguar Acquisition Sub Inc., a Delaware corporation and a wholly owned direct subsidiary of Parent ("Merger Sub"), and RailAmerica, Inc., a Delaware corporation (the "Company").

RECITALS

A. The Board of Directors of the Company (the "Company Board of Directors") has (i) determined that this Agreement, the merger (the "Merger") of Merger Sub with and into the Company pursuant to the Delaware General Corporation Law (the "DGCL") upon the terms and subject to the conditions set forth in this Agreement and the other transactions contemplated hereby, taken together, are at a price and on terms that are fair to, advisable and in the best interests of the Company and its stockholders (the "Company Stockholders") and (ii) adopted resolutions adopting and approving this Agreement and the transactions contemplated hereby, including the Merger, declaring its advisability and recommending the adoption and approval by the Company Stockholders of this Agreement and the Merger and the other transactions contemplated hereby.

B. The Board of Directors of Merger Sub has (i) determined that this Agreement, the Merger and the other transactions contemplated hereby, taken together, are at a price and on terms that are fair to, advisable and in the best interests of Merger Sub and its sole stockholder and (ii) adopted resolutions adopting and approving this Agreement and the transactions contemplated hereby, including the Merger and declaring its advisability. The sole stockholder of Merger Sub has adopted this Agreement.

C. The Board of Directors of Parent, and Parent, as the sole stockholder of Merger Sub, in each case has approved this Agreement and the Merger and the other transactions contemplated hereby.

D. As an inducement to Parent's willingness to enter into this Agreement, Parent and RR Acquisition Holding LLC are entering into a Voting Agreement, dated as of the date of this Agreement, in respect of the issued and outstanding shares of Company Common Stock beneficially owned by such stockholder of the Company (the "Voting Agreement").

E. Certain capitalized terms used in this Agreement are defined in Article IX, and Annex I includes an index of all capitalized terms used in this Agreement.

AGREEMENT

In consideration of the representations, warranties, covenants and agreements contained in this Agreement, the parties agree as follows:

ARTICLE I

THE MERGER

Section 1.1 The Merger.

(a) Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time, Merger Sub shall be merged with and into the Company in accordance with the DGCL, whereupon the separate existence of Merger Sub shall cease and the Company shall continue as the Surviving Corporation under the Laws of the State of Delaware.

(b) The Merger shall have the effects set forth in Section 259 of the DGCL and other applicable Law. Accordingly, from and after the Effective Time, the Surviving Corporation shall have all the properties, rights, privileges, powers, interests and franchises and shall be subject to all restrictions, disabilities, debts, duties and Liabilities of the Company and Merger Sub.

Section 1.2 Closing. Subject to the terms and conditions of this Agreement, the Closing will take place at 10:00 a.m., local time, on the date that is the second Business Day after the satisfaction or waiver of the conditions (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of those conditions) set forth in Article VI (the "Closing Date"), at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, unless another time, date or place is agreed to in writing by the parties. Notwithstanding the immediately preceding sentence, unless another time, date or place is agreed to in writing by the parties, if the Marketing Period has not ended at the time of the satisfaction or waiver of the conditions set forth in Article VI (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of those conditions), then the Closing shall occur instead on the date following the satisfaction or waiver of such conditions that is the earlier to occur of (a) any Business Day before or during the Marketing Period as may be specified by Parent on no less than two (2) Business Days' prior notice to the Company and (b) the Business Day following the final day of the Marketing Period.

Section 1.3 Effective Time; Effect of the Merger. On the Closing Date and subject to the terms and conditions hereof, the Certificate of Merger shall be filed with the Delaware Secretary. The Merger shall become effective at the Effective Time. The Merger shall have the effects set forth herein and in the applicable provisions of the DGCL.

Section 1.4 Conversion of the Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Parent, Merger Sub, the Company or the holders of any of the following securities:

(a) Except as provided in Section 1.4(b), each share of common stock, par value \$0.01 per share of the Company ("Company Common Stock") issued and outstanding immediately prior to the Effective Time (the "Shares") (excluding Appraisal Shares) shall be canceled and shall be converted automatically into the right to receive, in cash without interest, \$27.50 (the "Merger Consideration"), upon surrender of the Certificate and/or Letter of Transmittal representing such Shares as provided in Article II. All Shares, when so converted,

shall no longer be outstanding and shall automatically be retired and shall cease to exist, and each holder of a Certificate representing Shares or Book-Entry Shares shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration into which such Shares have been converted, as provided herein.

(b) Each Share that is owned by the Company as treasury stock and each Share owned by Parent, Merger Sub or any other Subsidiary of Parent immediately prior to the Effective Time shall be canceled and retired and cease to exist and no payment or distribution shall be made with respect thereto. Each Share owned by any wholly owned Subsidiary of the Company immediately prior to the Effective Time shall remain outstanding following the Effective Time and no Merger Consideration shall be payable with respect thereto.

(c) Each share of common stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

Section 1.5 Organizational Documents.

(a) At the Effective Time, pursuant to the Merger, the certificate of incorporation of Merger Sub, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, except that, at the Effective Time, Article I of such certificate of incorporation shall be amended to provide that the corporate name of the Surviving Corporation is "RailAmerica, Inc." Thereafter, the certificate of incorporation of the Surviving Corporation may be amended in accordance with its terms and as provided by Law.

(b) At the Effective Time, pursuant to the Merger, the bylaws of Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation, except that, at the Effective Time, Article I of such bylaws shall be amended to provide that the corporate name of the Surviving Corporation is "RailAmerica, Inc.." Thereafter, the bylaws of the Surviving Corporation may be amended in accordance with their terms and the certificate of incorporation of the Surviving Corporation and as provided by Law.

Section 1.6 Directors and Officers of the Surviving Corporation. At the Effective Time, the directors of Merger Sub shall continue in office as the directors of the Surviving Corporation and the officers of the Company shall continue in office as the officers of the Surviving Corporation, and such directors and officers shall hold office until successors are duly elected or appointed and qualified in accordance with and subject to applicable Law and the certificate of incorporation and bylaws of the Surviving Corporation.

Section 1.7 Restricted Shares.

(a) Each share of restricted stock outstanding immediately prior to the Effective Time that is not then vested under any Company Equity Plan, agreement or arrangement of the Company, or otherwise (each, a "Company Restricted Share"), shall, as of the Effective Time, be converted into a comparable award in respect of Parent Common Stock (each, a "Parent Restricted Share"), and each such Parent Restricted Share shall continue to have and be subject to the same terms and conditions, including vesting and forfeiture provisions governing the

corresponding Company Restricted Share (as such provisions exist immediately prior to the Effective Time and giving effect to any applicable “change in control” provisions) immediately prior to the Effective Time. At the Effective Time, each holder of Company Restricted Shares shall be entitled to receive that number of Parent Restricted Shares obtained by multiplying (a) the aggregate number of Company Restricted Shares held by each such individual immediately prior to the Effective Time by (b) the Conversion Ratio, rounded down to the nearest whole share of Parent Common Stock subject to a Parent Restricted Share. The “Conversion Ratio” shall be equal to the quotient of (a) the Merger Consideration and (b) the average of the closing prices of a share of Parent Common Stock as reported on the New York Stock Exchange during the ten (10) trading days preceding the Closing Date.

(b) Notwithstanding Section 1.7(a), with respect to each Company Restricted Share that vests on or prior to the Closing Date (each, a “Vested Share Award”), at the Effective Time, each such Vested Share Award shall be canceled and shall be converted automatically into the right to receive the Merger Consideration (in lieu of any right to receive Parent Restricted Shares), less any required withholdings. As of the Effective Time, each holder of Vested Share Awards shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration.

(c) Parent shall prepare and file with the SEC a registration statement on Form S-8 (or shall otherwise maintain the effectiveness of an existing registration statement on Form S-8 previously filed by Parent) with respect to the shares of Parent Common Stock issuable upon vesting of the Parent Restricted Shares promptly following the Effective Time and Parent shall exercise reasonable best efforts to maintain the effectiveness of such registration statement for so long as such Parent Restricted Shares remain outstanding. The Company and its counsel shall reasonably cooperate with and assist Parent in the preparation of such registration statement, if applicable.

Section 1.8 Restricted Share Units.

(a) Each restricted share unit outstanding immediately prior to the Effective Time under any Company Equity Plan, agreement or arrangement of the Company, or otherwise (each, a “Company Restricted Share Unit” or a “Company RSU”), shall, as of the Effective Time, be converted into a comparable award in respect of Parent Common Stock (each, a “Parent Restricted Share Unit” or a “Parent RSU”), and each such Parent Restricted Share Unit shall continue to have and be subject to the same terms and conditions, including vesting, forfeiture and payment provisions governing the corresponding Company Restricted Share Unit (as such provisions exist immediately prior to the Effective Time and giving effect to any applicable “change in control” provisions) immediately prior to the Effective Time. At the Effective Time, each holder of Company RSUs shall be entitled to that number of Parent RSUs obtained by multiplying (a) the aggregate number of Company RSUs held by each such individual immediately prior to the Effective Time by (b) the Conversion Ratio, rounded down to the nearest whole share of Parent Common Stock subject to a Parent RSU.

(b) Notwithstanding Section 1.8(a), with respect to each Company Restricted Share Unit that vests on or prior to the Closing Date (each, a “Vested RSU”), at the Effective Time, each such Vested RSU shall be canceled and shall be converted automatically into the right to

receive the Merger Consideration (in lieu of any right to receive Parent RSUs), less any required withholdings. As of the Effective Time, each holder of Vested RSUs shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration.

(c) Parent shall prepare and file with the SEC a registration statement on Form S-8 (or shall otherwise maintain the effectiveness of an existing registration statement on Form S-8 previously filed by Parent) with respect to the shares of Parent Common Stock issuable upon vesting of the Parent Restricted Share Units promptly following the Effective Time and Parent shall exercise reasonable best efforts to maintain the effectiveness of such registration statement for so long as such Parent Restricted Share Units remain outstanding. The Company and its counsel shall reasonably cooperate with and assist Parent in the preparation of such registration statement, if applicable.

Section 1.9 Appraisal Shares. Notwithstanding anything in this Agreement to the contrary, any Appraisal Shares shall not be converted into the right to receive the Merger Consideration as provided in Section 1.4(a), but instead holders of Appraisal Shares shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262. Notwithstanding the foregoing, if any such holder shall fail to perfect or otherwise shall waive, withdraw or lose the right to appraisal under Section 262 or a court of competent jurisdiction shall determine that such holder is not entitled to the relief provided by Section 262, then the right of such holder to be paid the fair value of such holder's Appraisal Shares under Section 262 shall cease and such Appraisal Shares shall be deemed to have been converted at the Effective Time into, and shall have become, the right to receive the Merger Consideration as provided in Section 1.4(a), without interest. At the Effective Time, the Appraisal Shares shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of Appraisal Shares shall cease to have any rights with respect thereto, except such rights provided in the preceding two sentences. The Company shall serve prompt notice to Parent of any demands for appraisal of any of the Shares, attempted withdrawals of such demands and any other instruments served pursuant to the DGCL received by the Company, and Parent shall have the right to participate in all negotiations and proceedings with respect to such demands. The Company shall not, without the prior written consent of Parent (which consent shall not be unreasonably withheld or delayed), or as otherwise required under the DGCL, make any payment with respect to, or settle or offer to settle, any such demands, or agree to do or commit to do any of the foregoing.

Section 1.10 Adjustments to Prevent Dilution. Subject to the restrictions contained in Section 5.1, in the event that the Company changes the number of Shares issued and outstanding prior to the Effective Time as a result of a reclassification, stock split (including a reverse stock split), stock dividend or distribution, recapitalization, merger, subdivision, issuer tender or exchange offer, or other similar transaction, the Merger Consideration shall be proportionately adjusted to reflect such change.

ARTICLE II

EXCHANGE OF CERTIFICATES

Section 2.1 Paying Agent. Prior to the Effective Time, Parent shall appoint the Paying Agent to act as paying agent for the payment of the Merger Consideration upon surrender of the Certificates pursuant to this Article II, in the case of certificated Shares, and automatically, in the case of Book-Entry Shares. Immediately following the Effective Time, Parent shall deposit with the Paying Agent cash in the aggregate amount required to pay the Merger Consideration in respect of the Shares pursuant to Section 1.4 (such cash amount being referred to herein as the "Exchange Fund"). The Exchange Fund shall be used solely for purposes of paying the Merger Consideration in accordance with this Article II and shall not be used to satisfy any other obligation of the Company or any of its Subsidiaries. Pending distribution of the Exchange Fund in accordance with this Article II, Parent may direct the Paying Agent to invest such cash, provided that such investments (i) shall be obligations of or guaranteed by the United States of America, commercial paper obligations receiving the highest rating from either Moody's Investors Services, Inc. or Standard & Poor's Corporation, or certificates of deposit, bank repurchase agreements or bankers acceptances of domestic commercial banks with capital exceeding \$500,000,000 (collectively "Permitted Investments") or money market funds that are invested solely in Permitted Investments and (ii) shall have maturities that will not prevent or delay payments to be made pursuant to this Article II. Any income from investment of the Exchange Fund will be payable solely to Parent (or its designee).

Section 2.2 Exchange Procedures.

(a) As soon as practicable after the Effective Time, the Paying Agent shall mail to each holder of record of a Certificate or Certificates that, immediately prior to the Effective Time, represented outstanding Shares subsequently converted into the right to receive the Merger Consideration, as set forth in Section 1.4: (i) a letter of transmittal (a "Letter of Transmittal") that (A) shall specify that delivery shall be effected and risk of loss and title to the Certificates shall pass only upon proper delivery of the Certificates to the Paying Agent (or an affidavit of loss in lieu thereof, together with any bond or indemnity agreement, as contemplated by Section 2.6) and (B) shall be in such form and have such other provisions as the Surviving Corporation may reasonably specify; and (ii) instructions for use in effecting the surrender of the Certificates in exchange for the applicable Merger Consideration.

(b) Upon surrender of a Certificate for cancellation to the Paying Agent, together with a Letter of Transmittal, duly completed and executed, and any other documents reasonably required by the Paying Agent or the Surviving Corporation, (i) the holder of such Certificate shall be entitled to receive in exchange therefor a check representing the applicable amount of cash that such holder has the right to receive pursuant to Section 1.4 and (ii) the Certificate so surrendered shall forthwith be canceled. No interest will be paid or accrued on the cash payable upon surrender of the Certificates. Until surrendered as contemplated by this Section 2.2, each such Certificate shall be deemed at any time after the Effective Time to represent only the right to receive upon such surrender the applicable Merger Consideration.

(c) Notwithstanding anything to the contrary contained in this Agreement, any holder of Book-Entry Shares shall not be required to deliver a Certificate but may, if required by the Paying Agent, be required to deliver an executed Letter of Transmittal to the Paying Agent to receive the Merger Consideration that such holder is entitled to receive pursuant to this Article II. Each holder of record of one or more Book-Entry Shares whose Shares were converted into the right to receive the Merger Consideration shall automatically upon the Effective Time or following the Paying Agent's receipt of the applicable Letter of Transmittal (or, at any later time at which such Book-Entry Shares shall be so converted) be entitled to receive, and Parent shall cause the Paying Agent to pay and deliver as promptly as practicable after such time, the Merger Consideration to which such holder is entitled pursuant to receive this Article II.

(d) In the event of a transfer of ownership of Shares that is not registered in the transfer records of the Company, the appropriate amount of the Merger Consideration may be paid to a transferee if the Certificate representing such Shares is presented to the Paying Agent properly endorsed or accompanied by appropriate stock powers and otherwise in proper form for transfer and accompanied by all documents reasonably required by the Paying Agent to evidence and effect such transfer and to evidence that any applicable Taxes have been paid.

Section 2.3 No Further Ownership Rights. All Merger Consideration paid upon the surrender for exchange of the Certificates or Book-Entry Shares representing Shares in accordance with the terms hereof shall be deemed to have been paid in full satisfaction of all rights pertaining to such Shares and, after the Effective Time, there shall be no further registration of transfers on the transfer books of the Surviving Corporation of the Shares that were outstanding immediately prior to the Effective Time. If, after the Effective Time, Certificates are presented to the Surviving Corporation for any reason, they shall be canceled and exchanged as provided in this Article II, subject to applicable Law in the case of Appraisal Shares.

Section 2.4 Termination of Exchange Fund. Any portion of the Exchange Fund (including any interest and other income received with respect thereto) that remains undistributed to the former Company Stockholders on the date 12 months after the Effective Time shall be delivered to Parent (or its designee) upon demand, and any former holder of Shares who has not theretofore received any applicable Merger Consideration to which such Company Stockholder is entitled under this Article II shall thereafter look only to the Surviving Corporation (subject to abandoned property, escheat or other similar Laws) for payment of claims with respect thereto and only as a general creditor thereof.

Section 2.5 No Liability. None of Parent, the Surviving Corporation or Merger Sub shall be liable to any holder of Shares for any part of the Merger Consideration delivered to a public official pursuant to any applicable abandoned property, escheat or similar Law. Any amounts remaining unclaimed by holders of any such Shares two years after the Effective Time or at such earlier date as is immediately prior to the time at which such amounts would otherwise escheat to, or become property of, any Governmental Entity shall, to the extent permitted by applicable Law or Order, become the property of Parent (or its designee) free and clear of any claims or interest of any such holders or their successors, assigns or personal representatives previously entitled thereto.

Section 2.6 Lost, Stolen or Destroyed Certificates. If any Certificate shall have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such Certificate to be lost, stolen or destroyed and, if required by and at the discretion of Parent or the Surviving Corporation, the posting by such Person of a bond in such reasonable amount as Parent or the Surviving Corporation may direct, or the execution and delivery by such Person of an indemnity agreement in such form as Parent or the Surviving Corporation may direct, in each case as indemnity against any claim that may be made against it with respect to such Certificate, the Paying Agent shall issue in exchange for such lost, stolen or destroyed Certificate the appropriate amount of the Merger Consideration.

Section 2.7 Withholding of Tax. Notwithstanding anything to the contrary in this Agreement, Parent, the Surviving Corporation, any Affiliate thereof or the Paying Agent shall be entitled to deduct and withhold from amounts otherwise payable pursuant to this Agreement to any holder of Shares, Appraisal Shares, Restricted Shares or Restricted Share Units, such amounts as Parent, the Surviving Corporation, any Affiliate thereof or the Paying Agent is required to deduct and withhold with respect to the making of such payment under the Code or any provision of state, local or foreign Tax Law. To the extent that amounts are so withheld by Parent, the Surviving Corporation, any Affiliate thereof, or the Paying Agent, such withheld amounts shall be (a) paid over to the applicable Governmental Entity in accordance with applicable Law or Order and (b) treated for all purposes of this Agreement as having been paid to the Person in respect of which such deduction and withholding was made by Parent, the Surviving Corporation, any Affiliate thereof, or the Paying Agent, as the case may be.

ARTICLE III

REPRESENTATIONS AND WARRANTIES OF THE COMPANY

Except as (i) disclosed in any report, schedule, form, statement or other document filed with, or furnished to, the SEC by the Company since January 1, 2011 and publicly available prior to the date of this Agreement (collectively, the "Filed SEC Documents") (excluding, in each case, any disclosure set forth in any risk factor section, in any section relating to forward looking statements and any other disclosures included therein, to the extent that they are cautionary, predictive or forward-looking) (it being acknowledged that clause (i) shall not apply to Sections 3.3(a), 3.3(b), 3.8(a), 3.8(b) and 3.9(b)(ii)) or (ii) as set forth in the Company Disclosure Letter delivered by the Company to Parent concurrently with the execution of this Agreement (it being understood that any information set forth in one section or subsection of the Company Disclosure Letter shall be deemed to apply to and qualify the Section or subsection of this Agreement to which it corresponds in number and each other Section or subsection of this Agreement to the extent that it is reasonably apparent on its face that such information is relevant to such other Section or subsection), the Company represents and warrants to each of the other parties hereto as follows:

Section 3.1 Organization and Good Standing; Charter Documents.

(a) Each of the Company and its Subsidiaries (i) is a corporation or other legal entity, duly organized, validly existing and in good standing (with respect to jurisdictions that recognize such concept) under the Laws of its jurisdiction of incorporation, except where any failure of any

such Subsidiary to be so organized, existing or in good standing has not had and would not reasonably be expected to have a Company Material Adverse Effect, (ii) has full corporate or similar power and authority to own, lease and operate its properties and assets and to conduct its business as presently conducted, except where any failure to have such power or authority, individually or in the aggregate, has not had and would not reasonably be expected to have a Company Material Adverse Effect, and (iii) is duly qualified or licensed to do business as a foreign corporation and is in good standing (with respect to jurisdictions that recognize such concept) in each jurisdiction where the character of the properties owned, leased or operated by it or the nature of its business makes such qualification or licensing necessary, except where the failure to be so qualified or licensed has not had and would not reasonably be expected to have a Company Material Adverse Effect.

(b) The copies of the Company Certificate of Incorporation and Company Bylaws that are incorporated by reference into the Company 10-K are complete and correct copies thereof as in effect on the date hereof. The Company is not in violation of any of the provisions of the Company Certificate of Incorporation or the Company Bylaws and will not be in violation of any of the provisions of the Company Certificate of Incorporation or Company Bylaws, as such Company Certificate of Incorporation and Company Bylaws may be amended (subject to Section 5.1) between the date hereof and the Closing Date.

(c) The Company has heretofore furnished or otherwise made available to Parent a complete and correct copy of the organizational or governing documents of each Significant Subsidiary and any other Subsidiary of the Company not wholly-owned by the Company (or a Subsidiary of the Company), and such organizational or governing documents for each Significant Subsidiary of the Company (and each such other Subsidiary) are in full force and effect. The Significant Subsidiaries (and such other Subsidiaries) are not in violation of any provisions of such organizational or governing documents, except where such failure would not reasonably be expected to have a Company Material Adverse Effect.

Section 3.2 Authority for Agreement. The Company has all necessary corporate power and authority to execute and deliver this Agreement, to perform its obligations hereunder and to consummate the Merger and the other transactions contemplated by this Agreement. The execution, delivery and performance by the Company of this Agreement, and the consummation by the Company of the Merger and the other transactions contemplated by this Agreement, have been duly authorized by all necessary corporate action (including the approval of the Company Board of Directors) and no other corporate proceedings on the part of the Company, and no other votes or approvals of any class or series of capital stock of the Company, are necessary to authorize this Agreement or to consummate the Merger or the other transactions contemplated hereby (other than, with respect to the consummation of the Merger and the adoption of this Agreement, the Company Required Vote). This Agreement has been duly executed and delivered by the Company and, assuming the due authorization, execution and delivery by Parent and Merger Sub, constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as enforcement thereof may be limited against the Company by (i) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar Laws relating to or affecting creditors' rights generally, general equitable principles (whether considered in a proceeding in equity or at law) and any implied covenant of good faith

and fair dealing, or remedies in general, as from time to time in effect, or (ii) the exercise by courts of equity powers.

Section 3.3 Capitalization.

(a) The authorized capital stock of the Company consists of 400,000,000 shares of Company Common Stock and 100,000,000 shares of preferred stock. As of July 20, 2012 (the "Measurement Date"), 50,394,437 shares of Company Common Stock are issued and outstanding, no shares of preferred stock are issued and outstanding and no shares of Company Common Stock or preferred stock are held in the Company's treasury or held by a Subsidiary of the Company. All outstanding Shares are, and any additional shares of Company Common Stock issued by the Company after the date hereof and prior to the Effective Time will be, duly authorized and validly issued, fully paid and nonassessable, and not subject to any preemptive rights. Except as set forth in this Section 3.3(a) and for changes after the date hereof resulting from the vesting of awards described in Section 3.3(b) and granted pursuant to Company Equity Plans outstanding on the date hereof, there are no outstanding shares of capital stock of or other voting securities or ownership interests in the Company. From the Measurement Date until the date of this Agreement, no shares of Company Common Stock or preferred stock have been issued, other than those shares issuable upon exercise of outstanding awards granted pursuant to the Company Equity Plans.

(b) As of the date hereof (i) 472,503 Restricted Shares are outstanding pursuant to the Company Equity Plans, (ii) 423,708 Restricted Share Units are outstanding pursuant to the Company Equity Plans, each such Restricted Share Unit entitling the holder thereof to receive one share of Company Common Stock, and (iii) 2,842,688 shares of Company Common Stock are authorized and reserved for future issuance pursuant to the Company Equity Plans. Section 3.3(b) of the Company Disclosure Letter contains a complete and correct list (which shall be updated not later than five days prior to the Effective Time) of each outstanding award granted pursuant to the Company Equity Plans, including, as applicable, the holder, date of grant, vesting schedule and number of shares of Company Common Stock subject thereto. Except as set forth above in this Section 3.3(b), there are no Company Stock Rights.

(c) There are no outstanding obligations of the Company or any of its Subsidiaries to repurchase, redeem or otherwise acquire any Shares or Company Stock Rights or to pay any dividend or make any other distribution in respect thereof. There are no voting trusts or other agreements or understandings to which the Company is a party with respect to the voting of stock of the Company.

Section 3.4 Company Subsidiaries. A true and complete list of all the Subsidiaries of the Company is set forth in Exhibit 21.1 to the Company 10-K. The Company or one of its wholly-owned Subsidiaries is the owner of all outstanding shares of capital stock of each Subsidiary of the Company and all such shares are duly authorized, validly issued, fully paid and nonassessable. All of the outstanding shares of capital stock of each Subsidiary of the Company are owned by the Company free and clear of all Encumbrances. There are no outstanding Subsidiary Stock Rights. There are no outstanding contractual obligations of the Company or any of its Subsidiaries to repurchase, redeem or otherwise acquire any capital stock of any Subsidiary of the Company or any Subsidiary Stock Rights or to pay any dividend or make any other

distribution in respect thereof. Except for the capital stock of its Subsidiaries, the Company does not own, directly or indirectly, any capital stock or other equity or voting interests of any Person.

Section 3.5 No Conflict; Required Filings and Consents.

(a) The execution and delivery of this Agreement by the Company do not, and the performance of this Agreement by the Company and the consummation of the Merger (subject to the approval of this Agreement by the Company Required Vote) and the other transactions contemplated by this Agreement will not, (i) conflict with or violate any provision of the Company Certificate of Incorporation or Company Bylaws, or the equivalent charter documents of any Subsidiary of the Company, (ii) assuming that all consents, approvals and authorizations contemplated by Section 3.5(b) below have been obtained, and all filings described therein have been made, conflict with or violate any Law or Order applicable to the Company or its Subsidiaries or by which any property or asset of the Company or any of its Subsidiaries is bound or affected, (iii) require any consent or other action by any Person under, result in a breach of or constitute a default (or an event that with notice or lapse of time or both would become a default) under, give to others (immediately or with notice or lapse of time or both) any right of termination, amendment, acceleration or cancellation of, result (immediately or with notice or lapse of time or both) in triggering any payment or other obligations under, result in the loss of any right or benefit to which the Company or any of its Subsidiaries is entitled under any note, bond, mortgage, indenture, contract, agreement, lease, license, permit, franchise or other instrument or obligation or authorization to which the Company or any of its Subsidiaries is a party or by which the Company or any of its Subsidiaries, or any property or asset of the Company or any of its Subsidiaries, is bound or affected or (iv) result (immediately or with notice or lapse of time or both) in the creation of an Encumbrance on any property or asset of the Company or its Subsidiaries, except in the case of clauses (ii), (iii) and (iv) above for any such conflicts, violations, breaches, defaults or other occurrences that would not reasonably be expected to have a Company Material Adverse Effect.

(b) The execution and delivery of this Agreement by the Company do not, and the performance of this Agreement by the Company and the consummation of the Merger and the other transactions contemplated by this Agreement will not, require any action, consent, approval, authorization or permit of, or filing with or notification to, or registration or qualification with, any Governmental Entity, except for applicable requirements, if any, of the Securities Act, the Exchange Act, the New York Stock Exchange, state securities laws or "blue sky" laws, the HSR Act, the Investment Canada Act, the Competition Act (Canada), Canadian provincial railway regulators, the STB, and filing and recordation of the Certificate of Merger, as required by the DGCL, the Federal Communications Commission and such other consents, approvals, authorizations, permits, filings and notifications that would not reasonably be expected have a Company Material Adverse Effect.

Section 3.6 Compliance. The Company and its Subsidiaries hold all Company Permits and are in compliance with the terms of such Company Permits, except where the failure to hold or be in compliance with such Company Permits would not reasonably be expected to have a Company Material Adverse Effect. The business of the Company and its Subsidiaries has not since January 1, 2011 and is not being conducted in violation of any Law or Order, except for violations that would not reasonably be expected to have a Company Material Adverse Effect.

No investigation or review by any Governmental Entity with respect to the Company or any of its Subsidiaries or their respective businesses is pending or, to the Knowledge of the Company, threatened and, to the Knowledge of the Company, no basis exists for any such investigation or review that reasonably would be expected to have a Company Material Adverse Effect.

Section 3.7 Litigation.

(a) There is no claim, suit, action, proceeding, administrative charge, investigation or arbitration (or, to the Knowledge of the Company, any basis therefor) pending, or any accident or incident that is likely to give rise to any of the aforementioned, or, to the Knowledge of the Company, threatened against or affecting the Company or any of its Subsidiaries or their respective directors, officers or employees in their capacities as such, or, to the Knowledge of the Company, any other Person for whom the Company or any of its Subsidiaries may be liable, which, if determined adversely, would reasonably be expected to have a Company Material Adverse Effect.

(b) There are no Orders, solely or in the aggregate, outstanding against the Company or any of its Subsidiaries or their respective businesses, assets or properties that would reasonably be expected to have a Company Material Adverse Effect.

Section 3.8 Company Reports; Financial Statements.

(a) The Company has timely filed all Company Reports required to be filed with the SEC. Each Company Report has complied in all material respects with the applicable requirements of the Securities Act and the Exchange Act, as applicable, each as in effect on the date so filed. None of the Company Reports (including any financial statements or schedules included or incorporated by reference therein) contained when filed (and, in the case of registration statements and proxy statements, on the dates of effectiveness and the dates of mailing, respectively) any untrue statement of a material fact or omitted or omits or will omit, as the case may be, to state a material fact required to be stated or incorporated by reference therein or necessary to make the statements therein, in the light of the circumstances under which they were or are made, not misleading. As of the date hereof, there are no material outstanding or unresolved comments received by the Company from the SEC with respect to any Company Reports. None of the Subsidiaries is required to file any form, report or other document with the SEC.

(b) The Company has made available (including via the SEC's EDGAR system, as applicable) to Parent all of the Company Financial Statements. All of the Company Financial Statements comply, as of their respective dates of filing with the SEC, in all material respects with the applicable accounting requirements and the published rules and regulations of the SEC with respect thereto, and have been prepared in accordance with GAAP applied on a consistent basis throughout the periods involved (except as may be indicated in the notes thereto), and fairly present in all material respects the consolidated financial position of the Company and its Subsidiaries at the respective dates thereof and the consolidated results of its operations, changes in shareholders equity and cash flows for the periods indicated (subject, in the case of unaudited statements, to normal year-end audit adjustments consistent with GAAP).

(c) There are no Liabilities of the Company or any of its Subsidiaries that, if known, would be required by GAAP to be reflected on a consolidated balance sheet of the Company and its Subsidiaries (or in the notes thereto), other than (i) Liabilities disclosed and provided for in the Company Balance Sheet or in the notes thereto or in the Company's consolidated balance sheet as at March 31, 2012 (or the notes thereto) included in the Company's 10-Q filed prior to the date of this Agreement for the fiscal quarter ended March 31, 2012, (ii) Liabilities incurred on behalf of the Company in connection with the transactions contemplated by this Agreement and (iii) Liabilities incurred in the ordinary course of business since March 31, 2012, none of which has had or reasonably would be expected to have, individually or in the aggregate, a Company Material Adverse Effect.

(d) Since January 1, 2010, the Company has been and is in compliance in all material respects with (A) the applicable provisions of the Sarbanes Oxley Act of 2002 and the rules and regulations promulgated thereunder and (B) the applicable listing and corporate governance rules and regulations of the New York Stock Exchange.

(e) The Company has established and maintains disclosure controls and procedures and internal controls over financial reporting (as such terms are defined in paragraphs (e) and (f), respectively, of Rule 13a-15 under the Exchange Act) as required by Rule 13a-15 under the Exchange Act. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the Company's periodic reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the required time period and that all such information is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure and to make the certifications required pursuant to Section 302 and 906 of the Sarbanes-Oxley Act of 2002, as amended. The Company's management has completed an assessment of the effectiveness of the Company's internal controls over financial reporting in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, for the year ended December 31, 2011, and such assessment concluded that such controls were effective.

(f) The Company has disclosed to the Company's auditors and the audit committee of the Company Board of Directors, based on its most recent evaluation prior to the date hereof, (i) any significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect in any material respect the Company's ability to record, process, summarize and report financial information and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting. The Company has not received any credible and material complaints since January 1, 2010 regarding accounting, internal accounting controls or auditing matters, including any such complaint regarding questionable accounting or auditing matters. Since January 1, 2010, none of the independent public accountants of the Company or any Subsidiary has resigned or been dismissed as independent public accountants of the Company or any Subsidiary as a result of or in connection with any disagreement with the Company or any Subsidiary on a matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure. Since January 1, 2010, neither the Company nor any of its Subsidiaries has made any prohibited loans to any executive officer of the Company (as defined in Rule 3b-7 under the Exchange Act) or director of the Company.

(g) As of the date hereof, the Company has not identified any material weaknesses in the design or operation of its internal controls over financial reporting.

Section 3.9 Absence of Certain Changes or Events.

(a) Since March 31, 2012, except as contemplated by, or as disclosed in, this Agreement, the Company and its Subsidiaries have conducted their businesses in the ordinary course consistent with past practice.

(b) There has not been (i) since March 31, 2012 and prior to the date of this Agreement, any action taken by the Company or any of its Subsidiaries that, if taken during the period from the date of this Agreement through the Effective Time without the consent of Parent, would constitute a breach of Section 5.1(b) (other than subsections (iv), (viii) or (ix) thereof) or (ii) since December 31, 2011 any Effect that has had or would reasonably be expected to have a Company Material Adverse Effect.

Section 3.10 Taxes.

(a) Except as would not, individually or in the aggregate, be reasonably expected to result in a Company Material Adverse Effect, since January 1, 2008 until the date of this Agreement, the Company and each of its Subsidiaries:

(i) have timely paid or caused to be paid all Taxes required to be paid by it, other than Taxes being contested in good faith by appropriate procedures; and

(ii) have filed or caused to be filed in a timely and proper manner (taking into account any extension of time within which to file) all Tax Returns required to be filed by such entities with the appropriate Governmental Entity in all jurisdictions in which Tax Returns are required to be filed, and all such Tax Returns are complete and correct in all material respects.

(b) The Company has made available to Parent complete and correct copies of all United States federal income Tax Returns and material federal and state Tax Returns filed by or on behalf of the Company or any of its Subsidiaries for all taxable periods beginning on or after December 31, 2008.

(c) There are no pending audits, assessments, disputes or claims with respect to any material Tax Returns of the Company or any of its Subsidiaries and no waivers of statutes of limitations in respect of material Taxes have been given or requested by the Company or any of its Subsidiaries that are currently outstanding.

(d) Except as would not, individually or in the aggregate, be reasonably expected to result in a Company Material Adverse Effect, no Encumbrances for Taxes have been filed against the Company or any of its Subsidiaries, except for Encumbrances for Taxes (i) not yet due and payable or (ii) being contested in good faith by appropriate procedures.

(e) Since December 31, 2008, no material unresolved deficiencies or additions to Taxes have been proposed, asserted, or assessed in writing against the Company or any of its Subsidiaries.

(f) Since December 31, 2008, neither the Company nor any of its Subsidiaries has received written notice from any Governmental Entity in a jurisdiction in which the Company or any of its Subsidiaries does not file Tax Returns that the Company or any of its Subsidiaries is or may be subject to taxation by that jurisdiction.

(g) There are no agreements relating to the allocating or sharing of Taxes to which the Company or any of its Subsidiaries is a party.

(h) Since December 31, 2008, neither the Company nor any of its Subsidiaries has entered into any closing agreement pursuant to Section 7121 of the Code (or any predecessor provision) or any similar provision of any state, local or foreign law.

(i) Since December 31, 2009, neither the Company nor any of its Subsidiaries has constituted either a “distributing corporation” or a “controlled corporation” within the meaning of Section 355(a)(1)(A) of the Code.

(j) Since December 31, 2008, neither the Company nor any of its Subsidiaries (i) is or has ever been a member of an affiliated group (other than a group the common parent of which is the Company) filing a consolidated federal income Tax Return, or (ii) has any liability for Taxes of any person arising from the application of Treasury Regulation Section 1.1502-6 or any analogous provision of Law, or as a transferee or successor, by contract or otherwise.

(k) Since December 31, 2008, all material Taxes required to be withheld, collected or deposited by or with respect to the Company and each of its Subsidiaries have been timely withheld, collected or deposited, as the case may be, and to the extent required, have been paid to the relevant Governmental Entity.

Section 3.11 Title to Properties.

(a) Section 3.11(a) of the Company Disclosure Letter sets forth (i) milepost summaries of the railroads owned by the Company or any of its Subsidiaries (“Owned Real Property”) or otherwise used by the Company or any of its Subsidiaries (“Other Real Property Interests”) and (ii) expiration dates with respect to all Other Real Property Interests.

(b) Except as has not had and reasonably would not be expected to have, individually or in the aggregate, a Company Material Adverse Effect, either the Company or a Subsidiary of the Company has, with respect to each parcel of Owned Real Property, good and valid fee title, and, with respect to the Other Real Property Interests, a good and valid leasehold, easement, right of way, trackage rights, license or other interest or otherwise has a valid right of possession, use or access which is sufficient to permit such Persons to operate as railroads or conduct such business as is currently conducted or carried on without undue charge or expense, in each case free and clear of all Encumbrances, except for (i) mechanics’, carriers’, workmen’s, warehousemen’s, repairmen’s or other like Encumbrances imposed by applicable Law arising or incurred in the ordinary course of business, (ii) Encumbrances for taxes, assessments and other

governmental charges and levies that are not due and payable or that may thereafter be paid without interest or penalty, (iii) Encumbrances affecting the interest of the grantor of any easements benefiting any Owned Real Property which were not granted by or consented to by the Company or any of its Subsidiaries, (iv) Encumbrances that secure indebtedness under the Company's existing credit agreement on the Owned Real Property, (v) Encumbrances, imperfections, minor defects or irregularities in title, easements, claims, liens, charges, security interests, rights-of-way, covenants, restrictions, rights-of-way, covenants, restrictions, reversionary interests, and other, similar matters that would not, individually or in the aggregate, reasonably be expected to materially impair the continued use and operation of the assets to which they relate in the business of the Company and its Subsidiaries as presently conducted, (vi) zoning, building and other similar codes and regulations, (vii) Encumbrances arising in the ordinary course of business under worker's compensation, unemployment insurance, social security, retirement and similar legislation, (viii) other statutory liens securing payments not yet due, (ix) purchase money liens and liens securing rental payments under capital lease arrangements that secure or are related to indebtedness under the Company's existing credit agreement and reflected on the Company's 10-Q filed prior to the date of this Agreement for the fiscal quarter ended March 31, 2012, (x) mortgages, deeds of trust, security interests or other Encumbrances that secure or are related to indebtedness under the Company's existing credit agreement and reflected on the Company's 10-Q filed prior to the date of this Agreement for the fiscal quarter ended March 31, 2012 and (xi) any matters of public record or that would be disclosed by a current, accurate survey, a railroad valuation map or physical inspection of the assets to which they relate, provided any such matters would not, individually or in the aggregate, reasonably be expected to materially impair the continued use and operation of the assets to which they relate in the business of the Company and its Subsidiaries as presently conducted (collectively, "Permitted Encumbrances").

(c) Except as has not had, and would not reasonably be expected to have a Company Material Adverse Effect, neither the Company nor any of its Subsidiaries has received written notice of any condemnation proceeding or proposed action or agreement for taking in lieu of condemnation, nor is any such proceeding, action or agreement pending or, to the Company's Knowledge, threatened in writing, with respect to any portion of any Owned Real Property or Other Real Property Interests.

(d) Each of the Company and its Subsidiaries has good title to, or a valid leasehold interest in, all of its tangible personal properties and assets, in each case free and clear of all Encumbrances, except for Encumbrances that secure indebtedness reflected in the Specified Company Reports and Encumbrances that would not, individually or in the aggregate, reasonably be expected to materially impair the continued use and operation of the tangible personal properties and assets to which they relate in the business of the Company and its Subsidiaries as presently conducted.

Section 3.12 Related Party Transactions. Since January 1, 2011, there has been no transaction, or series of similar transactions, agreements, arrangements or understandings, nor are there any agreements, arrangements or understandings currently in effect (regardless of when entered into), or any currently proposed transactions, or series of similar transactions, agreements, arrangements or understandings to which the Company or any of its Subsidiaries was or is to be a party, with any Person owning 5% or more of the Shares or any Affiliate of such Person or any

director or officer of the Company or any of its Subsidiaries (or any relative thereof) (other than the Company Equity Plans or Benefit Plans) or that would otherwise be required to be disclosed under Item 404 of Regulation S-K promulgated under the Securities Act.

Section 3.13 Employee Benefit Plans.

(a) Section 3.13(a) of the Company Disclosure Letter contains a true and complete list of (i) each “employee benefit plan” (as such term is defined in Section 3(3) of ERISA) (whether or not subject to ERISA) that the Company or any of its Subsidiaries sponsors, participates in, is a party or contributes to (or is required to contribute to), or with respect to which the Company or any of its Subsidiaries could reasonably be expected to have any liability; and (ii) each other employee benefit plan, program, policy or arrangement, whether written or oral, including any stock option, stock purchase, stock appreciation right, phantom stock or other stock or stock-based incentive plan, cash bonus or incentive compensation arrangement, retirement, pension, vacation, holiday, cafeteria, medical, life insurance, disability, retiree healthcare, retiree life insurance, deferred compensation, profit sharing, change in control, retention, unemployment, or severance compensation plan, program, policy or arrangement; and each employment, severance, change in control or consulting agreement, in each case, for any current or former employee or director, or other individual service provider (or for any dependent or beneficiary thereof), of the Company or any of its Subsidiaries (each such current or former employee, director, or other individual service provider, a “Company Employee”) that does not constitute an “employee benefit plan” (as defined in Section 3(3) of ERISA), that the Company or any of its Subsidiaries presently sponsors, participates in, is a party or contributes to (or is required to contribute to), or with respect to which the Company or any of its Subsidiaries could reasonably be expected to have any liability (whether or not material, each, a “Benefit Plan”). Each of the Benefit Plans that is subject to Section 302 or Title IV of ERISA or Section 412 of the Code is hereinafter referred to in this Section 3.13 as a “Title IV Plan”. No Title IV Plan is a multiemployer plan as defined in Section 3(37) of ERISA.

(b) No Benefit Plan is a Foreign Benefit Plan. For purposes of this Agreement, a “Foreign Benefit Plan” means those Benefit Plans maintained, sponsored or contributed to primarily for the benefit of individuals providing services to the Company or its Subsidiaries outside of the jurisdiction of the United States (but excluding any plan, program or arrangement that is mandated by applicable Law or maintained by a Governmental Entity).

(c) With respect to each Benefit Plan, the Company has made available to Parent a true and complete copy of each Benefit Plan, including any amendments thereto, and a true and complete copy of the following items (in each case, only if applicable) (i) each trust or other funding arrangement, (ii) each summary plan description and summary of material modifications, (iii) the most recently filed annual report on IRS Form 5500, (iv) the most recent financial statements and actuarial or other valuation reports prepared with respect thereto, and (v) the most recently received IRS determination or opinion letter.

(d) Neither the Company nor any Person that is a member of a “controlled group of corporations” with, or is under “common control” with, or is a member of the same “affiliated service group” with the Company, in each case, as defined in Sections 414(b), (c), (m) or (o) of the Code (each, an “ERISA Affiliate”) maintains, contributes to, or sponsors (or has in the past

six years maintained, contributed to, or sponsored) a multiemployer plan as defined in Section 3(37) of ERISA or any other Title IV Plan. No liability under Title IV or Section 302 of ERISA has been incurred by the Company, its Subsidiaries or any of its or their ERISA Affiliates that has not been satisfied in full, and no condition exists that presents a material risk to the Company, its Subsidiaries or its or their ERISA Affiliates of incurring any such liability, other than liability for premiums due the Pension Benefit Guaranty Corporation (which premiums have been paid when due). With respect to each Title IV Plan set forth on Section 3.13(a) or (d) of the Company Disclosure Letter: (i) there has not been any failure to satisfy the minimum funding standards within the meaning of Section 412 of the Code or Section 302 of ERISA, whether or not waived, and no such plan is in "at risk," "endangered" or "critical" status within the meaning of Sections 430 and 432 of the Code; (ii) there has been no "reportable event" within the meaning of Section 4043 of ERISA and the regulations thereunder which has not been fully and accurately reported in a timely fashion, as required by applicable Law; and (iii) there has not been a partial termination.

(e) Each Benefit Plan has been operated and administered in all material respects in accordance with its terms and applicable law, including but not limited to ERISA and the Code. There are no pending, or to the Knowledge of the Company, threatened actions, suits, disputes or claims by or on behalf of any Benefit Plan, by any Company Employee or beneficiary covered under any such Benefit Plan, as applicable, or otherwise involving any such Benefit Plan (other than routine claims for benefits). Each Benefit Plan that constitutes a "nonqualified deferred compensation plan" within the meaning of Section 409A of the Code is in documentary and operational compliance with Section 409A of the Code and all applicable IRS guidance thereunder so as to avoid any interest, penalty or Tax under Section 409A(a)(1) of the Code.

(f) With respect to each Benefit Plan intended to be "qualified" within the meaning of Section 401(a) of the Code, (i) each such Benefit Plan has been determined to be so qualified and has received a favorable determination or opinion letter from the Internal Revenue Service with respect to its qualification, (ii) the trusts maintained thereunder have been determined to be exempt from taxation under Section 501(a) of the Code, and (iii) no event has occurred that could reasonably be expected to result in disqualification or adversely affect such exemption.

(g) No Benefit Plan provides welfare benefits, including death or medical benefits (whether or not insured), beyond retirement or termination of service, other than coverage mandated solely by applicable Law. The aggregate unfunded liability of the Benefit Plans set forth on Section 3.13(g) of the Company Disclosure Letter does not exceed \$5,000,000.

(h) The consummation of the transactions contemplated by this Agreement will not, either alone or in combination with another event, (i) entitle any current or former director, employee, officer or individual independent contractor of the Company or any of its Subsidiaries to severance pay, unemployment compensation or any other payment, except as expressly provided in this Agreement, or (ii) result in the acceleration of the time of payment, vesting, or funding, or increase the amount of compensation due any such director, employee, officer or individual independent contractor.

(i) No amounts payable under the Benefit Plans will fail to be deductible for federal income tax purposes by virtue of Section 280G of the Code as a result of the occurrence of the transactions contemplated by this Agreement, either alone or in combination with another event.

Section 3.14 Labor Relations.

(a) There is no labor strike, dispute, slowdown, stoppage or lockout actually pending or, to the Knowledge of the Company, threatened against or affecting the Company or any of its Subsidiaries and, since January 1, 2010, there has not been any such action. Except as listed in Section 3.14(a) of the Company Disclosure Letter, neither the Company nor any of its Subsidiaries are party to any collective bargaining agreements or similar labor agreements. The Company and its Subsidiaries are, and have at all times been, in material compliance with all applicable Laws respecting employment and employment practices, terms and conditions of employment, wages, hours of work and occupational safety and health, and are not engaged in any unfair labor practices as defined in the National Labor Relations Act, the Railway Labor Act or other applicable Law. To the Knowledge of the Company, no Governmental Entity responsible for the enforcement of labor or employment Laws intends to conduct an investigation with respect to or relating to the Company and its Subsidiaries and no such investigation is in progress.

(b) Since January 1, 2011, the Company and its Subsidiaries have not effectuated (i) a “plant closing” as defined in the Worker Adjustment and Retraining Notification Act of 1988 (or similar state or local laws) (the “WARN Act”) affecting any site of employment or one or more facilities or operating units within any site of employment or facility of the Company or any Subsidiary, or (ii) a “mass layoff” as defined in the WARN Act affecting any site of employment or facility of the Company or any of its Subsidiaries. Since January 1, 2010, neither the Company nor any of its Subsidiaries have been affected by any transaction or engaged in layoffs or employment terminations sufficient in number to trigger application of any Law similar to the WARN Act.

Section 3.15 Intellectual Property. Section 3.15 of the Company Disclosure Letter sets forth, as of the date of this Agreement, a true and complete list of all patents, patent applications, trademarks, trademark applications, trade names, service marks, service mark applications, domain name registrations and registered copyrights and applications therefor (collectively, and together with unregistered intellectual property rights, “Intellectual Property Rights”) that, in each case, are material to the conduct of the business of the Company and its Subsidiaries, taken as a whole, as presently conducted and, except as has not had and would not reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect, the Company or a Subsidiary of the Company owns, or is licensed or otherwise has the right to use, each such scheduled Intellectual Property Right. To the Knowledge of the Company, the conduct of the business of the Company and its Subsidiaries as currently conducted does not infringe, misappropriate or otherwise violate any Intellectual Property Rights of any Person, and no claims are pending or, to the Knowledge of the Company, threatened that the Company or any of its Subsidiaries is infringing the rights of any Person with regard to any Intellectual Property Right, except for such infringements, misappropriations, violations and claims which have not had and reasonably would not be expected to have, individually or in the aggregate, a Company Material Adverse Effect. To the Knowledge of the Company, as of the date of this Agreement, no Person

is infringing the rights of the Company or any of its Subsidiaries with respect to any Intellectual Property Right, in a manner that has had or would reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect.

Section 3.16 Insurance Policies. The Company and its Subsidiaries maintain insurance with reputable insurers for the business and assets of the Company and its Subsidiaries against all risks normally insured against, and in amounts normally carried by, corporations of similar size engaged in similar lines of business. Except as would not reasonably be expected to have a Company Material Adverse Effect, all insurance policies and bonds with respect to the business and assets of the Company and its Subsidiaries are in full force and effect and will be maintained by the Company and its Subsidiaries in full force and effect as they apply to any matter, action or event relating to the Company or its Subsidiaries occurring through the Effective Time, and the Company and its Subsidiaries have not reached or exceeded their policy limits for any insurance policies in effect at any time during the past five years.

Section 3.17 Brokers. No broker, finder or investment banker (other than the Company Financial Advisor, a true and complete copy of whose engagement letter has been furnished to Parent prior to the execution of this Agreement) is entitled to any brokerage, finder's or other fee or commission in connection with this Agreement, the Merger or the other transactions contemplated by this Agreement based upon arrangements made by or on behalf of the Company, its Subsidiaries or any of their respective directors, officers or employees.

Section 3.18 Company Financial Advisor Opinion. The Company Financial Advisor has delivered to the Company Board of Directors its opinion to the effect that, as of the date of such opinion, the Merger Consideration to be received by the holders (other than Parent and its Affiliates) of shares of Company Common Stock pursuant to this Agreement is fair, from a financial point of view, to such holders. A signed copy of the written opinion will be made available to Parent solely for informational purposes as soon as practicable after the date of this Agreement.

Section 3.19 Information Statements: Proxy Statement. The Information Statement or the Proxy Statement will, when filed, comply as to form in all material respects with the applicable requirements of the Exchange Act. The Information Statement or the Proxy Statement, at the date the Information Statement or the Proxy Statement is first mailed to the Company Stockholders, and (in the case of the Proxy Statement) at the time of the Company Stockholders Meeting, will not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. If at any time prior to the Effective Time any event with respect to the Company or any of its Subsidiaries shall occur which is required to be described in the Information Statement or the Proxy Statement, such event shall be so described, and an amendment or supplement shall be filed with the SEC and, if required by law, disseminated to the Company Stockholders. Notwithstanding the foregoing, the Company makes no representation or warranty with respect to any information supplied by Parent or Merger Sub for the express purpose of being included in any of the foregoing documents.

Section 3.20 Environmental Matters.

(a) Except as would not reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect: (i) no notice, notification, demand, request for information, citation, summons or order has been received, no complaint has been filed, no penalty has been assessed, and no investigation, action, claim, suit, proceeding or review (or any basis therefor) is pending or, to the Knowledge of the Company, is threatened by any Governmental Entity or other Person relating to the Company or any Subsidiary and relating to or arising out of any Environmental Law or relating to Hazardous Substances; (ii) the Company and its Subsidiaries are in compliance with all Environmental Laws and all Environmental Permits necessary for the business of the Company; (iii) there are no Liabilities of the Company or any of its Subsidiaries arising under or relating to any Environmental Law or any Hazardous Substance not reflected in the Company Financial Statements and there is no condition, occurrence, situation or set of circumstances, including the release of any Hazardous Substance, that reasonably would be expected to result in or be the basis for any such Liabilities; (iv) neither the Company nor any of its Subsidiaries are obligated to conduct or pay for, and is not conducting or paying for, any response or corrective action under any Environmental Law at any location; and (v) neither the Company nor any of its Subsidiaries are party to any order, judgment or decree that imposes any obligations under any Environmental Law.

(b) To the Knowledge of the Company, there has been no environmental investigation, study, audit, test, review or other analysis conducted in relation to the current or prior business of the Company or any of its Subsidiaries or any property or facility now or previously owned or leased by the Company or any of its Subsidiaries that has not been made available to Parent.

Section 3.21 Anti-Takeover Provisions. Assuming the accuracy of the representations and warranties set forth in Section 4.9, the approval of the Company Board of Directors of this Agreement, the Merger and the other transactions contemplated by this Agreement represents all the action necessary to render inapplicable to this Agreement, the Merger and the other transactions contemplated by this Agreement, the provisions of Section 203 of the DGCL to the extent, if any, such Section would otherwise be applicable to this Agreement, the Merger and the other transactions contemplated by this Agreement. No other state takeover statute applies to this Agreement, the Merger or the other transactions contemplated by this Agreement. The Company and the Company Board of Directors have taken all necessary action to ensure that any other similar anti-takeover provision under the Company Certificate of Incorporation and Company Bylaws are not applicable to, or will not otherwise become effective as a result of, the transactions contemplated by this Agreement.

Section 3.22 Contracts.

(a) Except for this Agreement and contracts filed as exhibits to the Filed SEC Documents and as set forth on Section 3.22 of the Company Disclosure Letter (each, a "Company Material Contract"), there are no (i) contracts that would be required to be filed by the Company as a "material contract" pursuant to Item 601(b)(10) of Regulation S-K, (ii) leases with respect to real property that, individually, are material to the operation of the Company's business ("Material Leases") or (iii) contracts containing restrictions on the right of the Company

or any of its Subsidiaries to engage in activities competitive with any Person or to solicit suppliers anywhere in the world, other than restrictions (A) pursuant to “paper barriers”, as such term is generally understood in the railroad industry, that are applicable to the Company or any of its Subsidiaries, (B) contained in any acquisition agreements or related documents relating to any railroads owned by the Company or any of its Subsidiaries, or (C) that are part of the terms and conditions of any “requirements” or similar agreement under which the Company or any of its Subsidiaries has agreed to procure goods or services exclusively from any Person (“Restrictive Agreements”).

(b) Each of such Company Material Contracts, Material Leases, Restrictive Agreements and Other Material Contracts is valid and binding on the Company or its Subsidiary party thereto and to the Knowledge of the Company, each other party thereto, and is in full force and effect. Neither the Company nor any of its Subsidiaries (A) is in violation or default under any Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract or (B) has received notice of any asserted violation or default by the Company or its Subsidiary party thereto under any Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract, (iii) no event or condition exists which constitutes, or after notice or lapse of time or both would constitute, a default on the part of the Company or any of its Subsidiaries under any Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract and (iv) no other party to such Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract is, to the Knowledge of the Company, in default in any respect thereunder. Except as would not reasonably be expected to have a Company Material Adverse Effect, neither the Company nor any of its Subsidiaries has received written notice from any other party to a Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract that such other party intends to terminate, not renew, or renegotiate in any material respects the terms of, any such Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract.

(c) The Company has furnished or otherwise made available to Parent true and complete copies of each Other Material Contract.

Section 3.23 Board Recommendation. The Board of Directors of the Company, at a meeting duly called and held, has (A) approved this Agreement (including all terms and conditions set forth herein) and the transactions contemplated hereby, including the Merger, (B) determined that the Merger is advisable and that the terms of the Merger are fair to, and in the best interests of, the Company’s stockholders, and (C) resolved to recommend that the Company’s stockholders approve and adopt this Agreement and the Merger.

Section 3.24 No Other Representation or Warranty. Except for the representations and warranties expressly set forth in this Article III, neither the Company nor any other Person on behalf of the Company makes any express or implied representation or warranty with respect to the Company, its Subsidiaries or their respective businesses or with respect to any other information provided to Parent, Merger Sub or their Representatives or Affiliates in connection with the transactions contemplated hereby. Neither the Company nor any other Person will have or be subject to any liability to Parent, Merger Sub or any other Person resulting from the distribution to Parent, Merger Sub or their respective Representatives or Affiliates, or Parent’s, Merger Sub’ or their Representatives’ or Affiliates’ use of, any such information, including any

information, documents, projections, forecasts or any other material made available to Parent, Merger Sub or their Representatives or Affiliates in certain “data rooms” or management presentations in connection with Parent’s and Merger Sub’s consideration and review of the transactions contemplated hereby, unless any such information is included in a representation or warranty contained in this Article III. Except for the representations and warranties contained in Article IV below, the Company acknowledges that none of Parent, Merger Sub or any Person on behalf of Parent or Merger Sub makes any other express or implied representation or warranty with respect to Parent or Merger Sub or with respect to any other information provided or made available to the Company in connection with the transactions contemplated by this Agreement.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES OF PARENT AND MERGER SUB

Parent and Merger Sub jointly and severally represent and warrant to the Company as follows:

Section 4.1 Organization and Good Standing. Each of Parent and Merger Sub, (i) is a corporation duly organized, validly existing and in good standing (with respect to jurisdictions that recognize such concept) under the Laws of its jurisdiction of incorporation, except where any failure to be so organized, existing or in good standing would not reasonably be expected to have a Parent Material Adverse Effect, (ii) has full corporate power and authority and all necessary governmental approvals to own, lease and operate its properties and assets and to conduct its business as presently conducted, except where any failure to have such power or authority would not reasonably be expected to have a Parent Material Adverse Effect, and (iii) is duly qualified or licensed to do business as a foreign corporation and is in good standing (with respect to jurisdictions that recognize such concept) in each jurisdiction where the character of the properties owned, leased or operated by it or the nature of its business makes such qualification or licensing necessary, except where the failure to be so qualified or licensed would not reasonably be expected to have a Parent Material Adverse Effect.

Section 4.2 Authority for Agreement. Each of Parent and Merger Sub has all necessary corporate power and authority to execute and deliver this Agreement, to perform its obligations hereunder and to consummate the Merger and the other transactions contemplated by this Agreement. The execution, delivery and performance by Parent and Merger Sub of this Agreement, and the consummation by Parent and Merger Sub of the Merger and the other transactions contemplated by this Agreement, have been duly authorized by all necessary corporate action and no other corporate proceedings on the part of Parent or Merger Sub, and no other votes or approvals of any class or series of capital stock of Parent or Merger Sub, are necessary to authorize this Agreement or to consummate the Merger or the other transactions contemplated hereby. This Agreement has been duly executed and delivered by Parent and Merger Sub and, assuming the due authorization, execution and delivery by the Company, constitutes a legal, valid and binding obligation of Parent and Merger Sub enforceable against Parent and Merger Sub in accordance with its terms, except as enforcement thereof may be limited against Parent or Merger Sub by (i) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar Laws relating to or affecting creditors’ rights generally, general equitable principles (whether considered in a proceeding in equity or at law) and any

implied covenant of good faith and fair dealing, or remedies in general, as from time to time in effect, or (ii) the exercise by courts of equity powers.

Section 4.3 No Conflict; Required Filings and Consents.

(a) The execution and delivery of this Agreement by Parent and Merger Sub do not, and the performance of this Agreement by Parent and Merger Sub and the consummation of the Merger and the other transactions contemplated by this Agreement will not, (i) conflict with or violate Parent's certificate of incorporation or the Parent Bylaws, or the equivalent charter documents of Merger Sub, (ii) assuming that all consents, approvals and authorizations contemplated by Section 4.3(b) below have been obtained, and all filings described therein have been made, conflict with or violate any Law or Order applicable to Parent or its Subsidiaries or by which any material property or asset of Parent or any of its Subsidiaries is bound or affected, (iii) require any consent or other action by any Person under, result in a breach of or constitute a default (or an event that with notice or lapse of time or both would become a default) under, give to others (immediately or with notice or lapse of time or both) any right of termination, amendment, acceleration or cancellation of, result (immediately or with notice or lapse of time or both) in triggering any payment or other obligations pursuant to, or result in the loss of any right or benefit to which Parent or any of its Subsidiaries is entitled under, any note, bond, mortgage, indenture, contract, agreement, lease, license, permit, franchise or other instrument or obligation to which Parent or any of its Subsidiaries is a party or by which Parent or any of its Subsidiaries, or any material property or asset of Parent or any of its Subsidiaries, is bound or affected or (iv) result (immediately or with notice or lapse of time or both) in the creation of an Encumbrance on any material property or asset of Parent or its Subsidiaries, except in the case of clauses (ii), (iii) and (iv) above for any such conflicts, violations, breaches, defaults or other occurrences that would not reasonably be expected to have a Parent Material Adverse Effect.

(b) The execution and delivery of this Agreement by Parent and Merger Sub do not, and the performance of this Agreement by Parent and Merger Sub will not, require any consent, approval, authorization or permit of, or filing with or notification to, or registration or qualification with, any Governmental Entity, except for applicable requirements, if any, of the Securities Act, the Exchange Act, state securities laws or "blue sky" laws or the New York Stock Exchange, the HSR Act, the Investment Canada Act, the Competition Act (Canada), the STB, Canadian provincial railway regulators, the Federal Communications Commission and filing and recordation of the Certificate of Merger, as required by the DGCL and such other consents, approvals, authorizations, permits, filings and notifications that would not reasonably be expected have a Parent Material Adverse Effect.

Section 4.4 Litigation.

(a) There are no suits, actions or proceedings pending or, to the Knowledge of Parent, threatened against Parent or any of its Subsidiaries, including Merger Sub, that would reasonably be expected to have a Parent Material Adverse Effect.

(b) There is no Order outstanding against Parent or Merger Sub, or their respective businesses that would reasonably be expected to have a Parent Material Adverse Effect.

Section 4.5 Financing. Parent has delivered to the Company true and complete fully executed copies of (A) the commitment letter, dated as of July 23, 2012, between Parent and Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Debt Financing Commitment"), pursuant to which and subject to the terms and conditions thereof each of the parties thereto (other than Parent) has agreed to lend the amounts set forth therein (the provision of such funds as set forth therein on the terms and conditions set forth therein, the "Debt Financing") and (B) the investment agreement, dated as of July 23, 2012, between Parent and Carlyle Partners V, L.P. (the "Equity Financing Commitment"; and, together with the Debt Financing Commitment, the "Financing Commitments"), pursuant to which and subject to the terms and conditions thereof the party thereto (other than Parent) has agreed to invest the amounts set forth therein in the form of equity securities to be issued by Parent (the provision of such funds as set forth therein on the terms and conditions set forth therein, the "Equity Financing"; and, together with the Debt Financing, the "Financing") for the purposes of permitting Parent and Merger Sub to consummate the Merger and the transactions contemplated hereby on a timely basis and to (i) effect, as required, the repayment or refinancing of any outstanding Indebtedness that may become due and payable as a result of the Merger, (ii) pay any and all fees and expenses required to be paid by Parent and Merger Sub in connection with the Merger and the Financing and (iii) satisfy all of the other payment obligations of Parent and Merger Sub contemplated hereunder. As of the date of this Agreement, the Financing Commitments, in the form so delivered, are in full force and effect and are legal, valid and binding obligations of Parent and Merger Sub and each of the other parties thereto. None of the Financing Commitments has been amended, supplemented or otherwise modified prior to the date of this Agreement, and the respective commitments contained in the Financing Commitments have not, prior to the date of this Agreement, been withdrawn or rescinded in any respect. As of the date of this Agreement, except for the payment of customary fees, there are no conditions precedent or other contingencies related to the funding of the full amounts of the Financing, other than as set forth in or contemplated by the Financing Commitments. Parent and Merger Sub have fully paid any and all commitment fees or other fees required by the Financing Commitments to be paid by them on or prior to the date of this Agreement. As of the date of this Agreement, no event has occurred which, with or without notice, lapse of time or both, would constitute a default or breach on the part of Parent or Merger Sub, and to the Knowledge of Parent, any other parties thereto, under the Financing Commitments. As of the date of this Agreement, neither Parent nor Merger Sub has any reason to believe that any of the conditions to the Financing contemplated by the Financing Commitments will not be satisfied or that any portion of the Financing to be made thereunder will not otherwise be made available to Parent or Merger Sub on the Closing Date. Parent will provide to the Company any amendments to the Financing Commitments, as promptly as possible (but in any event within 48 hours of the effectiveness of such amendment).

Section 4.6 Brokers. No broker, finder or investment banker is entitled to any brokerage, finder's or other fee or commission in connection with this Agreement, the Merger or the other transactions contemplated by this Agreement based upon arrangements made by or on behalf of Parent or Merger Sub or any of their respective directors, officers or employees, for which the Company may become liable prior to the Effective Time.

Section 4.7 Interim Operations of Merger Sub. Merger Sub was formed solely for the purpose of engaging in the transactions contemplated by this Agreement, and Merger Sub has,

and immediately prior to the Effective Time will have, engaged in no business or incurred any liabilities or obligations other than in connection with the transactions contemplated by this Agreement.

Section 4.8 Ownership of Shares. Neither Parent nor any of its Subsidiaries, including Merger Sub, beneficially owns (within the meaning of Section 13 of the Exchange Act and the rules and regulations promulgated thereunder), or will prior to the Closing Date beneficially own, any shares of Company Common Stock, or is a party, or will prior to the Closing Date become a party, to any contract, arrangement or understanding (other than this Agreement, the Financing Commitments (and any related definitive agreements) and the Transaction Documents) for the purpose of acquiring, holding, voting or disposing of any shares of Company Common Stock.

Section 4.9 Information Statement; Proxy Statement. During the period three years prior to the date hereof (other than by reason of the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated hereby), neither Parent nor any of its Subsidiaries, including Merger Sub, was an “interested stockholder” of the Company, as such term is defined in Section 203 of the DGCL. The information supplied by Parent for inclusion in the Information Statement or the Proxy Statement to be sent to the Company Stockholders including, if applicable, in connection with the Company Stockholders Meeting, at the date the Information Statement or the Proxy Statement is first mailed to the Company Stockholders, and (in the case of the Proxy Statement) at the time of the Company Stockholders Meeting, will not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. Notwithstanding the foregoing, Parent makes no representation or warranty with respect to any information supplied by the Company for the express purpose of being included in any of the foregoing documents.

Section 4.10 Solvency of the Surviving Corporation Following Merger. As of the Effective Time, assuming (i) satisfaction of the conditions to Parent’s obligation to consummate the Merger, or waiver of such conditions, (ii) the accuracy of the representations and warranties of the Company in this Agreement (without giving effect to any materiality or “Company Material Adverse Effect” qualifiers) and compliance by the Company with the covenants contained in this Agreement and (iii) any estimates, projections or forecasts of the Company and its Subsidiaries have been prepared in good faith based upon assumptions that were and continue to be reasonable, immediately after giving effect to the transactions contemplated by this Agreement, including consummation of the transactions contemplated by the Financing Commitments, payment of the aggregate Merger Consideration, repayment or refinancing of debt contemplated in this Agreement or by the Financing Commitments, and payment of all related fees and expenses, the Surviving Corporation will be Solvent. For the purposes of this Section 4.10, the term “Solvent”, when used with respect to any Person, means that, as of any date of determination, (a) the amount of the “fair saleable value” of the assets of such Person will, as of such date, exceed (i) the value of all “liabilities of such Person, including contingent and other liabilities,” as of such date, as such quoted terms are generally determined in accordance with applicable federal laws governing determinations of the insolvency of debtors, and (ii) the amount that will be required to pay the probable liabilities of such Person on its existing debts (including contingent liabilities) as such debts become absolute and matured, (b) such Person will not have, as of such date, an unreasonably small amount of capital for the operation of the

businesses in which it is engaged or proposed to be engaged following such date, and (c) such Person will be able to pay its liabilities, including contingent and other liabilities, as they mature. For purposes of this definition, (i) “not have an unreasonably small amount of capital for the operation of the businesses in which it is engaged or proposed to be engaged” and “able to pay its liabilities, including contingent and other liabilities, as they mature” means that such Person will be able to generate enough cash from operations, asset dispositions or refinancing, or a combination thereof, to meet its obligations as they become due.

Section 4.11 No Other Representation or Warranty. Except for the representations and warranties expressly set forth in this Article IV, neither Parent nor Merger Sub nor any other Person on behalf of Parent or Merger Sub makes any express or implied representation or warranty with respect to Parent, Merger Sub, or their respective Subsidiaries or their respective businesses or with respect to any other information provided to the Company or its Representatives or Affiliates in connection with the transactions contemplated hereby. Except for the representations and warranties contained in Article III above, as qualified by the Company Disclosure Letter, or in any certificates delivered by the Company in connection with the Closing, each of Parent and Merger Sub acknowledges that neither the Company nor any Person on behalf of the Company makes any other express or implied representation or warranty with respect to the Company or any of its Subsidiaries or with respect to any other information provided or made available to Parent or Merger Sub in connection with the transactions contemplated by this Agreement. Neither the Company nor any other Person will have or be subject to any liability or indemnification obligation, except with respect to fraud, to Parent, or Merger Sub or any other Person resulting from the distribution to Parent or Merger Sub, or Parent’s or Merger Sub’s use of, any such information, including any information, documents, projections, forecasts or other material made available to Parent or Merger Sub in certain “data rooms” or management presentations in expectation of the transactions contemplated by this Agreement, unless and then only to the extent that any such information is expressly included in a representation or warranty contained in Article III above, as qualified by the Company Disclosure Letter, or in a certificate delivered by the Company in connection with the Closing.

ARTICLE V

COVENANTS

Section 5.1 Conduct of Business by the Company Pending the Merger.

(a) The Company covenants and agrees that between the date of this Agreement and the Effective Time, unless Parent shall otherwise agree in writing (and except as set forth in Section 5.1 of the Company Disclosure Letter or as otherwise expressly contemplated, permitted or required by this Agreement), the Company shall and shall cause each of its Subsidiaries to use commercially reasonable efforts to, (i) maintain its existence in good standing under applicable Law, (ii) subject to the restrictions and exceptions set forth in Section 5.1(b) or elsewhere in this Agreement, conduct its business and operations in the ordinary and usual course of business and in a manner consistent with prior practice (it being understood that the continuation of the process improvement initiatives set forth in Section 5.1 of the Company Disclosure Letter shall be considered to be in the ordinary and usual course of business), and (iii) preserve substantially intact its business organizations, to keep available the services of its current officers and

employees and to preserve the current relationships of the Company and its Subsidiaries with customers, suppliers, distributors and other Persons with which the Company or any of its Subsidiaries has business relations that are material to the Company.

(b) Without limiting the foregoing, the Company covenants and agrees that between the date of this Agreement and the Effective Time, the Company shall not and shall cause each of its Subsidiaries not to (except as expressly contemplated, permitted or required by this Agreement, as set forth in the applicable subsection of Section 5.1(b) of the Company Disclosure Letter or with the prior written approval of Parent, such approval not to be unreasonably withheld or delayed):

(i) declare, set aside, make or pay any dividends or other distributions (whether in cash, stock or property) in respect of any of its or its Subsidiaries' capital stock;

(ii) adjust, split, combine or reclassify any of its capital stock or that of its Subsidiaries or issue or authorize or propose the issuance of any other securities in respect of, in lieu of or in substitution for, shares of its capital stock or that of its Subsidiaries;

(iii) repurchase, redeem or otherwise acquire or offer to repurchase, redeem or otherwise acquire, directly or indirectly, any shares of its capital stock, capital stock or interests in any of its Subsidiaries or any Company Stock Rights or Subsidiary Stock Rights (other than (A) the withholding of shares of Company Common Stock to satisfy tax obligations with respect to awards granted pursuant to the Company Equity Plans and (B) the acquisition by the Company of Company Common Stock in connection with the forfeiture of awards granted under Company Equity Plans);

(iv) issue, deliver or sell any shares of its capital stock, capital stock or interests in any of its Subsidiaries or Company Stock Rights or Subsidiary Stock Rights, other than the issuance of shares of Company Common Stock upon the settlement of Restricted Share Units or vesting of Restricted Shares outstanding as of the date of this Agreement in accordance with the terms thereof;

(v) amend or otherwise change the Company Certificate of Incorporation or Company Bylaws or equivalent organizational documents of the Company's Subsidiaries (whether by merger, consolidation or otherwise);

(vi) (i) purchase an equity interest in any Person or any division or business thereof, (ii) purchase the assets of any Person or any division or business thereof if the aggregate amount of the consideration paid or transferred by the Company and its Subsidiaries in connection with such purchase of assets would reasonably be expected to exceed \$3.5 million, except for the purchase of inventory or other assets (pursuant to existing contracts which have been made available to Parent prior to the date hereof) in the ordinary and usual course of business and in a manner consistent with prior practice, including in each such case any such action solely between or among the Company and its wholly-owned Subsidiaries;

(vii) sell, lease, license or otherwise dispose of any of its properties or assets (including capital stock of any Subsidiary of the Company) other than (A) sales or other dispositions of inventory or other assets (pursuant to existing contracts which have been made available to Parent prior to the date hereof) in the ordinary and usual course of business and in a manner consistent with past practice, (B) leases and subleases of Owned Real Property and real property leased by the Company or its Subsidiaries, in each case, in the ordinary and usual course of business and in a manner consistent with past practice, in each case, which are not material to the Company or its Subsidiaries. (C) sales or other dispositions of real estate not utilized in the operations of the Company or its Subsidiaries with a value that does not exceed \$1 million individually or \$3.5 million in the aggregate, (D) sales of obsolete or written off assets in the ordinary and usual course of business and in a manner consistent with past practice, (E) sales or other dispositions of assets utilized in the operations of the Company or its Subsidiaries the total value of which does not exceed \$3.5 million in the aggregate or (F) as set forth in Section 5.1(b)(vii) of the Company Disclosure Letter;

(viii) pledge, encumber or otherwise subject to an Encumbrance (other than a Permitted Encumbrance) any of its shares of capital stock, Company Stock Rights, Subsidiary Stock Rights or properties or assets (including capital stock of any Subsidiary of the Company), other than pursuant to the Company's existing credit facilities;

(ix) incur (or modify in any material respect) any indebtedness for borrowed money, issue or sell any debt securities or warrants or other rights to acquire any debt securities of the Company or any of its Subsidiaries, guarantee any such indebtedness or any debt securities of another Person, or enter into any "keep well" or other agreement to maintain any financial statement condition of another person (collectively, "Indebtedness"), other than (A) Indebtedness incurred in the ordinary and usual course of business and in a manner consistent with past practice under the Company's existing credit facilities and any trade letters of credit not in excess of \$2.5 million in the aggregate, (B) construction loans, performance and completion guaranties and surety obligations incurred in connection with development projects that are pending or contemplated on the date hereof and set forth on Section 5.1(b)(ix) of the Company Disclosure Letter and not in excess of \$2.5 million in the aggregate;

(x) make any loans or capital contributions to, or investments in, any Person, or enter into any swap or hedging transaction or other derivative agreement other than (in an amount not to exceed \$2 million in the aggregate;

(xi) except for claims and litigation with respect to which an insurer (but neither the Company nor any of its Subsidiaries) has the right to control the decision to settle, settle any suit, action, arbitration, investigation, claim or litigation, in each case made or pending against the Company or any of its Subsidiaries, or any of their officers and directors in their capacities as such, other than the settlement of suits, actions, arbitrations, investigations, claims or litigations which, in any event (A) is solely for monetary damages for an amount not to exceed, for any such settlement individually, \$2 million or \$3 million in the aggregate or (B) would not be reasonably expected to prohibit

or restrict the Company and its Subsidiaries from operating their business in substantially the same manner as operated on the date of this Agreement;

(xii) cancel any material Indebtedness or waive any claims or rights of substantial value;

(xiii) change its Tax accounting methods, principles or practices, except as required by GAAP or applicable Laws;

(xiv) grant any increases in the compensation of any of its directors, executive officers or employees, except for increases in the compensation of non-executive-officer employees in the ordinary course of business consistent with past practice and which would not increase such Person's compensation in excess of 4% over such Person's prior year compensation;

(xv) except as required by this Agreement or as required by applicable Law (i) grant or increase any severance, change in control, termination or similar compensation or benefits payable to any director, executive officer, employee or individual independent contractor, (ii) accelerate the time of payment or vesting of, the lapsing of restrictions or waiving of performance conditions with respect to, or fund or otherwise secure the payment of, any compensation or benefits under any Benefit Plan, or (iii) enter into, terminate or materially amend any Benefit Plan (or any plan, program, agreement, or arrangement that would constitute a Benefit Plan if in effect on the date hereof);

(xvi) hire any person to be employed by the Company or any Subsidiary or terminate the employment of any employee of the Company or any Subsidiary, other than the hiring or firing of any non-executive-officer employees in the ordinary course of business consistent with past practice;

(xvii) make or change any material Tax election, settle or compromise any material Tax Liability, fail to file any material Tax Return when due, enter any closing agreement, file any materially amended material Tax Return or surrender any right to claim a material Tax refund, offset or other reduction in Tax Liability, except as required by applicable Law;

(xviii) (A) enter into any agreement or arrangement that limits or otherwise restricts in any material respect the Company, any of its Subsidiaries or any of their respective Affiliates or any successor thereto or that would reasonably be expected to, after the Effective Time, limit or restrict in any material respect the Company, any of its Subsidiaries, the Surviving Corporation, Parent or any of their respective Affiliates, from engaging or competing in any line of business, in any location or with any Person, (B) modify or amend on terms materially adverse to the Company or any of its Subsidiaries or terminate any other Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract, or enter into any contract which if entered into prior to the date hereof would be a Company Material Contract, Material Lease, Restrictive Agreement or Other Material Contract or (C) enter into, amend in any respect, modify in any respect or terminate or engage in any transactions with any executive

officer or director of the Company, any Person owning 5% or more of the Shares or any relative or Affiliate of any such Person;

(xix) change the Company's methods or principles of accounting, except as required by concurrent changes in GAAP or Regulation S-X under the Exchange Act (or regulatory requirements with respect thereto) or the Company's independent accountants;

(xx) take any action that would reasonably be expected to make any representation or warranty of the Company hereunder, or omit to take any action reasonably necessary to prevent any representation or warranty of the Company hereunder from being, inaccurate in any respect at, or as of any time before, the Effective Time; or

(xxi) make or authorize any capital expenditures, other than capital expenditures up to an aggregate amount not greater than the amount set forth on Section 5.1(b)(xxi) of the Company Disclosure Letter and otherwise consistent with the budget provided to Parent prior to the date hereof;

(xxii) enter into any new line of business;

(xxiii) fail to use reasonable efforts to maintain existing insurance policies or comparable replacement policies to the extent available for a reasonable cost;

(xxiv) except for this Agreement, adopt or enter into any plan of complete or partial liquidation, dissolution, merger, consolidation, restructuring, recapitalization or other reorganization of the Company or any of its Subsidiaries;

(xxv) except as required by Law, enter into any collective bargaining agreement, or renew, extend or renegotiate any existing collective bargaining agreement, in each case, if such renewal, extension or renegotiation would or would reasonably be expected to increase the Company's annual expenditures with respect to such collective bargaining agreement by more than 3% over the prior year's expenditures with respect to such collective bargaining agreement;

(xxvi) reorganize, restructure or combine any railroads or railroad operations if any such action would result in the Company or any of its Subsidiaries being classified as a Class II railroad by the STB;

(xxvii) enter into any agreement, arrangement, understanding or transaction that is not on an arm's length basis; and

(xxviii) authorize, commit or agree to take any of the actions described in this Section 5.1(b).

Section 5.2 Access to Information and Employees: Confidentiality.

(a) From the date hereof to the Effective Time, the Company shall, and shall cause the Representatives of the Company to, (i) afford the Representatives and Financing sources of

Parent and Merger Sub, upon not less than two days' prior written notice, which shall be directed to the Company's General Counsel, reasonable access during normal business hours to the officers, employees, agents (including outside accountants), properties, offices and other facilities, books and records of the Company and its Subsidiaries and (ii) furnish to Parent and its Representatives such financial and operating data and other information as such Persons may reasonably request subject, however, to Antitrust Laws. Notwithstanding the foregoing, neither the Company nor any of its Subsidiaries shall be obligated to provide any such access or information to the extent that doing so (i) would be reasonably likely to cause a waiver of an attorney-client privilege or loss of attorney work product protection, (ii) would constitute a violation of any applicable Law or (iii) would violate any agreement in effect on the date hereof with a third-party to which the Company or any of its Subsidiaries is a party (it being agreed that the parties shall use their reasonable best efforts to cause such access or information to be provided in a manner that does not cause such waiver, loss or violation including by making substitute arrangements). Neither Parent nor any of its Representatives shall be permitted to perform any onsite procedure (including any intrusive onsite environmental investigation), other than ordinary course operational visits for integration planning, with respect to any property of the Company or any of its Subsidiaries without the Company's consent, which consent shall not be unreasonably withheld, conditioned or delayed.

(b) Except for disclosures expressly permitted by the terms of the Confidentiality Agreement, Parent and Merger Sub shall hold, and shall cause their respective officers, employees, accountants, counsel, financial advisors and other Representatives to hold, all information received, directly or indirectly, from the Company or its Representatives in confidence in accordance with the Confidentiality Agreement, which Confidentiality Agreement shall remain in full force and effect in accordance with its terms; provided, however, that the "standstill" provisions and any use restrictions or other similar limitations set forth therein shall be inapplicable with respect to any of the transactions contemplated by this Agreement or any proposal, negotiations or actions by or on behalf of Parent related to this Agreement and the transactions contemplated hereby (including in response to a notice pursuant to Section 5.6); provided, further, that the definition of "Permitted Financing Sources" therein shall be amended to read "the Financing sources under the Financing Commitments and any other potential or actual debt or equity financing sources".

(c) No investigation pursuant to this Section 5.2 shall affect any representation or warranty in this Agreement of any party hereto or any condition to the obligations of the parties hereto.

Section 5.3 Best Efforts to Consummate Merger; Notification.

(a) Upon the terms and subject to the conditions set forth in this Agreement, each of Parent, Merger Sub and the Company agrees to use its best efforts to take, or cause to be taken, all actions and to do, or cause to be done, and to assist and cooperate with the other parties in doing, all things necessary, proper or advisable to fulfill all conditions applicable to such party pursuant to this Agreement and to consummate and make effective, in the most expeditious manner practicable, the Merger and the other transactions contemplated by this Agreement, including (i) obtaining all necessary, proper or advisable actions or non-actions, waivers, consents, qualifications and approvals from Governmental Entities and making all necessary,

proper or advisable registrations, filings and notices and taking all steps as may be necessary to obtain an approval, waiver or exemption from any Governmental Entity (including under, if applicable, the HSR Act, the Investment Canada Act, the Competition Act (Canada) and from the STB); (ii) obtaining all necessary, proper or advisable consents, qualifications, approvals, waivers or exemptions from non-governmental Third Parties; and (iii) executing and delivering any additional documents or instruments necessary, proper or advisable to consummate the transactions contemplated by, and to fully carry out the purposes of, the Transaction Documents.

(b) Without limiting the foregoing, (i) each of the Company, Parent and Merger Sub shall, if applicable, use its best efforts to make an appropriate filing of a Notification and Report Form pursuant to the HSR Act with respect to the transactions contemplated hereby as promptly as practicable and in any event within ten Business Days of the date hereof and any other required submissions under the HSR Act which the Company or Parent determines should be made, in each case with respect to the Merger and the transactions contemplated hereby, and to take all other actions necessary to cause the expiration or termination of the applicable waiting periods under the HSR Act as soon as practicable and (ii) Parent, Merger Sub and the Company shall cooperate with one another (A) in promptly determining whether any filings are required to be or should be made or consents, approvals, permits or authorizations are required to be or should be obtained under any other federal, state or foreign Law or regulation or whether any consents, approvals or waivers are required to be or should be obtained from other parties to loan agreements or other contracts or instruments material to the Company's business in connection with the consummation of the transactions contemplated by this Agreement, (B) in promptly making any such filings, furnishing information required in connection therewith and seeking to obtain timely any such consents, permits, authorizations, approvals or waivers, and (C) in keeping the other party reasonably informed, including by providing the other party with a copy of any communication received by such party from, or given by such party to, the Federal Trade Commission (the "FTC"), the Antitrust Division of the Department of Justice (the "DOJ") or any other U.S. or foreign Governmental Entity, of any communication received or given in connection with any proceeding by a private party, in each case regarding any of the transactions contemplated hereby.

(c) Notwithstanding the foregoing, the Company and Parent may, as each deems advisable and necessary, reasonably designate any competitively sensitive material provided to the other under this Section 5.3 as "Antitrust Counsel Only Material." Such materials and the information contained therein shall be given only to the Antitrust Law outside counsel of the recipient and will not be disclosed by outside counsel to employees, officers, directors or consultants of the recipient or any of its Affiliates unless express permission is obtained in advance from the source of the materials (the Company or Parent as the case may be) or its legal counsel. Each of the Company and Parent shall direct their respective Antitrust Law outside counsels to comply with this Section 5.3. Notwithstanding anything to the contrary in this Section 5.3, materials provided to the other party or its counsel may be redacted to remove references concerning the valuation of the Company and privileged communications.

(d) In furtherance and not in limitation of the covenants of the parties contained in this Section 5.3, if any objections are asserted with respect to the transactions contemplated hereby under any Antitrust Law or if any suit is instituted (or threatened to be instituted) by the FTC, the DOJ or any other applicable Governmental Entity or any private party challenging any

of the transactions contemplated hereby as violative of any Antitrust Law or which would otherwise prevent, materially impede or materially delay the consummation of the transactions contemplated hereby, each of Parent, Merger Sub and the Company shall use its best efforts to (i) resolve any such objections or suits so as to permit consummation of the transactions contemplated by this Agreement, including in order to resolve such objections or suits which, in any case if not resolved, could reasonably be expected to prevent, materially impede or materially delay the consummation of the Merger or the other transactions contemplated hereby, and (ii) avoid or eliminate each and every impediment under any Antitrust Law that may be asserted by any Governmental Entity with respect to the Merger so as to enable the Closing to occur as soon as reasonably possible (and in any event no later than the Outside Termination Date), including (x) proposing, negotiating, committing to and effecting, by consent decree, hold separate order or otherwise, the sale, divestiture or disposition of such assets or businesses of Parent or its Subsidiaries or Affiliates or of the Company or its Subsidiaries and (y) otherwise taking or committing to take actions that after the Closing Date would limit the freedom of Parent or its Subsidiaries' (including the Surviving Corporation's) freedom of action with respect to, or its ability to retain, one or more of its or its Subsidiaries' (including the Surviving Corporation's) businesses, product lines or assets, in each case as may be required in order to avoid the entry of, or to effect the dissolution of, any injunction, temporary restraining order or other order in any suit or proceeding which would otherwise have the effect of preventing or materially delaying the Closing.

(e) In addition to and without limiting the foregoing, each of Parent and the Company shall, as soon as possible but in any event within ten (10) Business Days of the date hereof, file with the STB the appropriate and necessary documentation for the approval or exemption, as the case may be, of the Merger and the transactions contemplated hereby. Parent also shall, as soon as possible but in any event within ten (10) Business Days of the date hereof, seek approval or authorization of the STB, through an exemption or notice of exemption, for a voting trust transaction pursuant to which shares of the Surviving Corporation shall be placed into an irrevocable voting trust as of the Effective Time pending receipt of final STB approval or exemption, as the case may be, with respect to the transactions contemplated hereby. Parent shall bear its own costs for the preparation of such filings and responding to any inquiries or information requests, if applicable, and Parent shall be responsible for the payment of any applicable filing fees. Parent, Merger Sub and the Company shall cooperate with one another (A) in promptly making any such filings, furnishing information required in connection therewith and seeking to obtain timely any such approval or exemption, and (B) in keeping the other party reasonably informed of the status of any communications with, and any inquiries or requests for additional information from, the STB, regarding any of the transactions contemplated hereby. Subject to Section 5.3(c), Parent and the Company shall permit the Company and Parent, respectively, to review prior to filing, all documents proposed by Parent or Merger Sub or the Company, respectively, to be filed with the STB, any other Governmental Entity or any court to secure approval or exemption of the transactions contemplated hereby.

(f) In the event that any administrative or judicial action or proceeding is instituted (or threatened to be instituted) against Parent, Merger Sub or the Company or any of their respective directors or officers by a Governmental Entity challenging the Merger or any other transaction contemplated by this Agreement, or any other agreement contemplated hereby, each of Parent, Merger Sub and the Company shall cooperate fully with each other, and use its

respective best efforts to contest and resist any such action or proceeding and to have vacated, lifted, reversed or overturned any decree, judgment, injunction or other order, whether temporary, preliminary or permanent, that is in effect and that prohibits, prevents or restricts consummation of the transactions contemplated by this Agreement.

(g) The Company shall promptly notify Parent of (i) any notice or other communication from any Person alleging that the consent of such Person is or may be required in connection with the transactions contemplated by this Agreement, (ii) any notice or other communication from any Governmental Entity in connection with the transactions contemplated by this Agreement and (iii) any actions, suits, claims, litigations, investigations or proceedings commenced or, to its Knowledge, threatened against, relating to or involving or otherwise affecting the Company or any of its Subsidiaries or the Company Board of Directors, that, if pending on the date of this Agreement, would have been required to have been disclosed pursuant to this Agreement, or that relate to this Agreement or the transactions contemplated by this Agreement and the Company shall reasonably consult with Parent with respect to (and allow Parent to participate in) the defense or settlement of any such action, suit, claim, litigation, investigation or proceeding, and no settlement thereof shall be agreed to without Parent's prior written consent.

Section 5.4 Stockholders' Written Consent; Information Statement; Proxy Statement.

(a) Immediately following the execution and delivery of this Agreement by the parties hereto, the Company shall, in accordance with the DGCL, take all action necessary to seek and obtain the Company Required Vote by irrevocable written consent of RR Acquisition Holding LLC in the form attached as Exhibit A hereto (the "Stockholders' Written Consent"). As soon as practicable after receipt of the Stockholders' Written Consent, the Company will provide Parent with a facsimile copy of such Stockholders' Written Consent, certified as true and complete by an executive officer of the Company. If such Stockholders' Written Consent is not delivered to the Company and Parent within eight (8) hours after the execution of this Agreement (the "Written Consent Delivery Period"), Parent shall have the right to terminate this Agreement as set forth in Section 7.1(j). In connection with the Stockholders' Written Consent, the Company shall take all actions necessary to comply, and shall comply in all respects, with the DGCL, including Section 228 and Section 262 thereof, its Certificate of Incorporation and its Bylaws.

(b) As soon as practicable after execution of this Agreement, the Company shall, in consultation with Parent, prepare, and the Company shall file with the SEC an information statement of the type contemplated by Rule 14c-2 promulgated under the Exchange Act related to the Merger and this Agreement (such information statement, including any amendment or supplement thereto, the "Information Statement"). Parent, Merger Sub and the Company will cooperate with each other in the preparation of the Information Statement. Without limiting the generality of the foregoing, each of Parent and Merger Sub will furnish to the Company the information relating to it required by the Exchange Act and the rules and regulations promulgated thereunder to be set forth in the Information Statement. The Company shall use its reasonable best efforts to resolve all SEC comments with respect to the Information Statement as promptly as reasonably practicable after receipt thereof and to have the Information Statement cleared by the staff of the SEC as promptly as reasonably practicable after such filing. If at any

time any information relating to the Company or Parent, or any of their respective Affiliates, should be discovered by the Company or Parent which should be set forth in an amendment or supplement to the Information Statement, so that the Information Statement shall not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they are made, not misleading, the party which discovers such information shall promptly notify the other parties, and an appropriate amendment or supplement describing such information promptly shall be filed with the SEC and, to the extent required by Law, disseminated to the stockholders of the Company. The Company shall notify Parent promptly of the receipt of any comments from the SEC or its staff and of any request by the SEC or its staff for amendments or supplements to the Information Statement or for additional information and shall consult with Parent regarding, and supply Parent with copies of, all correspondence between the Company or any of its Representatives, on the one hand, and the SEC or its staff, on the other hand, with respect to the Information Statement. Prior to filing or mailing any proposed amendment of or supplement to the Information Statement, the Company shall provide Parent a reasonable opportunity to review and comment on such document. Promptly after the Information Statement has been cleared by the SEC, the Company shall promptly file with the SEC the Information Statement in definitive form as contemplated by Rule 14c-2 promulgated under the Exchange Act substantially in the form previously cleared or filed with the SEC, as the case may be, and mail a copy of the Information Statement to its stockholders.

(c) In the event the Stockholders' Written Consent is not obtained and Parent does not terminate this Agreement, in each case, as provided in Section 5.4(a), then as soon as practicable after the conclusion of the Written Consent Delivery Period, the Company shall, in consultation with Parent, prepare and file with the SEC, a proxy statement which shall (as amended or supplemented from time to time) constitute the Proxy Statement. Parent, Merger Sub and the Company will cooperate with each other in the preparation of the Proxy Statement. The Company shall use its reasonable best efforts to resolve all SEC comments with respect to the Proxy Statement as promptly as reasonably practicable after receipt thereof and to have the Proxy Statement cleared by the staff of the SEC as promptly as reasonably practicable after such filing. As promptly as practicable after comments are received from the SEC thereon and after the furnishing by the Company and Parent of all information required to be contained therein, the Company shall, in consultation with Parent, prepare and the Company shall file any required amendments to the, and the definitive, Proxy Statement with the SEC. The Company shall notify Parent promptly of the receipt of any comments from the SEC or its staff and of any request by the SEC or its staff for amendments or supplements to the Proxy Statement or for additional information and shall consult with Parent regarding, and supply Parent with copies of, all correspondence between the Company or any of its Representatives, on the one hand, and the SEC or its staff, on the other hand, with respect to the Proxy Statement. Prior to filing or mailing any proposed amendment of or supplement to the Proxy Statement, the Company shall provide Parent a reasonable opportunity to review and comment on such document. If at any time prior to the Company Stockholders Meeting any information relating to the Company or Parent, or any of their respective Affiliates, should be discovered by the Company or Parent which should be set forth in an amendment or supplement to the Proxy Statement, so that the Proxy Statement shall not contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary in order to make the statements therein, in light of the circumstances under which they are made, not misleading, the party which discovers such

information shall promptly notify the other parties, and an appropriate amendment or supplement describing such information promptly shall be filed with the SEC and, to the extent required by Law, disseminated to the stockholders of the Company. The Company shall use reasonable efforts to have the Proxy Statement cleared by the SEC and shall thereafter mail to the Company Stockholders as promptly as possible the Proxy Statement and all other proxy materials for the Company Stockholders Meeting.

(d) The Company and Parent shall make any necessary filings with respect to the Merger under the Exchange Act and the rules and regulations thereunder.

Section 5.5 Company Stockholders Meeting.

(a) In the event the Stockholders' Written Consent is not obtained and Parent does not terminate this Agreement, in each case, as provided in Section 5.4(a), then as soon as practicable after the SEC clears the Proxy Statement, the Company, acting through the Company Board of Directors, shall take all actions in accordance with applicable law, the Company Certificate of Incorporation, the Company Bylaws and the rules of the New York Stock Exchange to duly call, give notice of, convene and hold as soon as practicable the Company Stockholders Meeting for the purpose of considering and voting upon the adoption of this Agreement. Subject to Section 5.6, to the fullest extent permitted by applicable Law, (i) the Company Board of Directors shall recommend adoption of this Agreement and approval of the Merger by the Company Stockholders and include such recommendation in the Proxy Statement and (ii) neither the Company Board of Directors nor any committee thereof shall withdraw or modify, or publicly propose or resolve to withdraw or modify in a manner adverse to Parent, the recommendation of the Company Board of Directors that the Company Stockholders vote in favor of the adoption of this Agreement and approval of the Merger. Unless this Agreement has been duly terminated in accordance with the terms herein, the Company shall, subject to the right of the Company Board of Directors to modify its recommendation in a manner adverse to Parent under certain circumstances as specified in Section 5.6, take all lawful action to solicit from the Company Stockholders proxies in favor of the proposal to adopt this Agreement and approve the Merger and shall take all other action necessary or advisable to secure the Company Required Vote. Notwithstanding anything to the contrary contained in this Agreement, the Company, after consultation with Parent, may adjourn or postpone the Company Stockholders Meeting (i) after consultation with Parent, solely to the extent necessary to ensure that any legally required supplement or amendment to the Proxy Statement is provided to the Company Stockholders or (ii) with the consent of Parent (such consent not to be unreasonably withheld), if as of the time for which the Company Stockholders Meeting is originally scheduled (as set forth in the Proxy Statement), there are insufficient shares of Company Common Stock represented (either in person or by proxy) to constitute a quorum necessary to conduct the business of the Company Stockholders Meeting.

Section 5.6 No Solicitation of Transactions.

(a) The Company agrees that (i) it and its officers and directors shall not, (ii) its Subsidiaries and its Subsidiaries' officers and directors shall not and (iii) it shall cause its and its Subsidiaries' other Representatives and RR Acquisition Holding LLC not to, directly or indirectly, (A) solicit, initiate or knowingly encourage, or take any other action to knowingly

facilitate, the making of any proposal that constitutes or is reasonably likely to lead to a Takeover Proposal (other than contacting or engaging in discussions with the Person making a Takeover Proposal or its representatives for the sole purpose of clarifying such Takeover Proposal) or (B) enter into, continue or otherwise participate in any discussions or negotiations regarding, or furnish to any Person any confidential information with respect to or that could reasonably be expected to lead to, any Takeover Proposal. The Company shall, and shall cause its Subsidiaries and direct its Representatives to, immediately cease and cause to be terminated all then existing discussions and negotiations with any Person conducted theretofore with respect to any Takeover Proposal, and shall request the prompt return or destruction of all confidential information previously furnished in connection therewith. Notwithstanding the foregoing or anything else in this Agreement to the contrary, at any time prior to (i) in the event the Stockholders' Written Consent is delivered to the Company in accordance with Section 5.4(a), 11:59 p.m. New York City time on the Written Consent End Date, or (ii) in the event the Stockholders' Written Consent is not delivered to the Company in accordance with Section 5.4(a) and this Agreement is not terminated by Parent in accordance with Section 7.1(j), the date on which the Company Required Vote is obtained at the Company Stockholders' Meeting (the "Stockholder Approval Date"), in response to an unsolicited bona fide written Takeover Proposal, if the Company has not breached its obligations under this Section 5.6(a) and if the Company Board of Directors determines (x) after consultation with, and taking into account the advice of, its financial advisor and outside counsel, that such Takeover Proposal constitutes or is reasonably likely to lead to a Superior Proposal and (y) after consultation with, and taking into account the advice of, its outside counsel, that the failure to take such action would be inconsistent with its fiduciary duties under applicable Law, the Company may (and may authorize and permit its Subsidiaries, directors, officers, employees and Representatives to), subject to compliance with Section 5.6(c), (A) furnish information with respect to the Company and its Subsidiaries to the Person making such Takeover Proposal (and its Representatives) pursuant to a customary confidentiality agreement containing confidentiality provisions substantially similar to those set forth in the Confidentiality Agreement, provided that all such information has previously been provided to Parent or is provided to Parent prior to or substantially concurrently with the time it is provided to such Person, and (B) participate in discussions and negotiations with the Person making such Takeover Proposal (and its Representatives) regarding such Takeover Proposal.

(b) Neither the Company Board of Directors nor any committee thereof shall (i)(A) withdraw (or modify in a manner adverse to Parent), or publicly propose to withdraw (or modify in a manner adverse to Parent), the approval, recommendation or declaration of advisability by the Company Board of Directors or any such committee of this Agreement or the Merger (or take any other action or make any other public statement inconsistent with such recommendation) or (B) recommend the approval or adoption of, or approve or adopt, or publicly propose to recommend, approve or adopt, any Takeover Proposal (any action described in this clause (i) being referred to as an "Adverse Recommendation Change") or (ii) approve or recommend, or publicly propose to approve or recommend, or cause or permit the Company or any of its Subsidiaries to execute or enter into, any letter of intent, memorandum of understanding, agreement in principle, merger agreement, acquisition agreement or other similar agreement related to any Takeover Proposal, other than any confidentiality agreement referred to in Section 5.6(a). Notwithstanding the foregoing or anything else in this Agreement to the contrary, at any time prior to 11:59 p.m. New York City time on the Written Consent End Date (in the event the Stockholders' Written Consent is delivered to the Company in accordance with Section 5.4(a)) or

the Stockholder Approval Date (in the event the Stockholders' Written Consent is not delivered to the Company in accordance with Section 5.4(a) and this Agreement is not terminated by Parent in accordance with Section 7.1(j)), as applicable, and subject to compliance with this Section 5.6(b) and Section 5.6(a), the Company Board of Directors may, if, after consultation with, and taking into account the advice of, its outside counsel, it determines that the failure to take such action would be inconsistent with its fiduciary duties under applicable Law, (1) make an Adverse Recommendation Change; provided, that in the event the Stockholders' Written Consent is delivered to the Company in accordance with Section 5.4(a), the Company Board of Directors may not make an Adverse Recommendation Change after such Stockholders' Written Consent is so delivered, or (2) cause or permit the Company to terminate this Agreement in order to enter into a definitive agreement regarding a Superior Proposal; provided, however, that the Company Board of Directors shall not make an Adverse Recommendation Change, and the Company may not terminate this Agreement pursuant to clause (2) above, until after the third Business Day following Parent's receipt of written notice (a "Notice of Superior Proposal") from the Company advising Parent that the Company Board of Directors intends to take such action and specifying the reasons therefor, including the material terms and conditions of (and documents relating to) any Superior Proposal (and the identity of the Person making such Superior Proposal) that is the basis of the proposed action by such Company Board of Directors and a statement that the Company Board of Directors intends to terminate this Agreement pursuant to Section 7.1(d) and during such three Business Day period, if requested by Parent, the Company and its Representatives shall engage in good faith negotiations with Parent and its Representatives to, among other things, amend this Agreement and the Transaction Documents in such a manner that (i) any Takeover Proposal which was determined to constitute a Superior Proposal no longer is a Superior Proposal and (ii) the failure of the Company Board of Directors to make such Adverse Recommendation Change would no longer be inconsistent with its fiduciary duties under applicable Law (it being understood and agreed that (I) any amendment to the financial terms or any other material amendment of such Superior Proposal shall require a new Notice of Superior Proposal and a new three (3) Business Day period and (II) in determining whether to make an Adverse Recommendation Change or to cause or permit the Company to so terminate this Agreement, the Company Board of Directors shall take into account any changes to the financial or other terms of this Agreement and the other Transaction Documents proposed by Parent to the Company in response to a Notice of Superior Proposal or otherwise).

(c) In addition to the obligations of the Company set forth in Section 5.6(a) and Section 5.6(b), the Company shall as soon as practicable advise Parent orally and in writing of the receipt of any Takeover Proposal or any request for information or other inquiry that the Company reasonably believes could lead to any Takeover Proposal after the date of this Agreement, the material terms and conditions of any such Takeover Proposal or request for information or other inquiry and the identity of the Person making any such Takeover Proposal or request for information or other inquiry. The Company shall, subject to the fiduciary duties of the Company Board of Directors under applicable Law, keep Parent reasonably informed of any material developments with respect to any such Takeover Proposal or request for information or other inquiry (including any material changes thereto).

(d) Nothing contained in this Section 5.6 or elsewhere in this Agreement shall prohibit the Company from (i) complying with its disclosure obligations under U.S. federal or state Law, including taking and disclosing to its stockholders a position contemplated by Rule

14d-9 or Rule 14e-2(a) promulgated under the Exchange Act or (ii) making any “stop-look-and-listen” communication to the stockholders of the Company pursuant to Rule 14d-9(f) promulgated under the Exchange Act or any similar disclosure to its stockholders if the Company Board of Directors determines (after consultation with its outside counsel) that failure to do so would be inconsistent with its obligations under applicable Law, it being understood, however, that this clause (ii) shall not be deemed to permit the Company Board of Directors to make an Adverse Recommendation Change or take any of the actions referred to in clause (ii) of Section 5.6(b) except, in each case, to the extent permitted by Section 5.6(b).

Section 5.7 Public Announcements. The Company and Parent shall consult with each other before issuing any press release or otherwise making any public statements (including scheduling for a press conference or conference call with investors or analysts) with respect to this Agreement or any of the transactions contemplated by this Agreement and shall not issue any such press release or make any such public statement without the prior consent of the other party, which consent shall not be unreasonably withheld or delayed; provided, however, that a party may, without the prior consent of the other party, issue such press release or make such public statement as may be required by Law or Order, the applicable rules of the New York Stock Exchange or any listing agreement with the New York Stock Exchange.

Section 5.8 Employee Benefit Matters.

(a) For a period beginning at the Effective Time and continuing through December 31, 2013 (the “Continuation Period”), Parent shall or shall cause the Surviving Corporation to provide to the Company Employees who are employees of the Company or a Subsidiary at the Effective Time (collectively, the “Transferred Employees”) and who remain employees of Parent, the Surviving Corporation or any of their Subsidiaries during the Continuation Period, (i) base salary, and annual incentive bonus opportunities that are no less favorable than the base salary and target bonus opportunities applicable to such Transferred Employees immediately prior to the Effective Time and (ii) employee benefits that are comparable in the aggregate to the employee benefits provided to such Transferred Employees immediately prior to the Effective Time, provided, however that for all purposes of this Section 5.8, Parent shall provide to any Transferred Employee who is represented for purposes of collective bargaining by any labor organization with the wages, hours and other terms and conditions of employment as provided for in any applicable collective bargaining agreement or pursuant to applicable Law.

(b) During the Continuation Period, Parent shall provide each Transferred Employee who incurs an involuntary termination of employment without cause with severance payments and severance benefits that are no less favorable than the greater of (1) the severance payments and severance benefits to which such employees would have been entitled with respect to such termination under the severance policies of the Company as in effect immediately prior to the Effective Time; and (2) the severance payments and severance benefits to which a similarly situated employee of Parent would have been entitled with respect to such termination under the severance policies of Parent.

(c) From and after the Effective Time, Parent shall cause the Surviving Corporation and its Subsidiaries to honor all obligations under the Company Equity Plans and compensation and severance arrangements and agreements in accordance with their terms as in effect

immediately before the Effective Time and the transactions contemplated hereunder shall be deemed to constitute a "change in control," "change of control" or "corporate transaction" under such Company Equity Plans, arrangements or agreements.

(d) The Company and its Subsidiaries, as applicable, shall be permitted to pay to each eligible Transferred Employee, upon the Effective Time, a pro rata bonus in respect of the Company's 2012 fiscal year based on the Company's determination, in good faith (and in consultation with Parent), of the amounts earned, based on actual performance through the Effective Time, under the Company's incentive bonus plans set forth in Section 5.8(d) of the Company Disclosure Letter; provided, that such payments shall be allocated in a manner consistent with past practice and as described in Section 5.8(d) of the Company Disclosure Letter.

(e) Parent shall, or shall cause the Surviving Corporation or Parent's or the Surviving Corporation's Subsidiaries, as applicable, to, give Transferred Employees full credit for such Transferred Employees' service with the Company and its Subsidiaries for purposes of eligibility and vesting, but not for purposes of benefit accruals (except for vacation and severance), under any benefit plans made generally available to employees or officers or any class or level of employees or officers maintained by Parent, the Surviving Corporation or any of their respective Subsidiaries in which a Transferred Employee participates to the same extent recognized by the Company immediately prior to the Effective Time; provided, however, that such service shall not be recognized to the extent that such recognition would result in a duplication of benefits with respect to the same period of service.

(f) Parent shall, or shall cause the Surviving Corporation or Parent's or the Surviving Corporation's Subsidiaries, as applicable, to use reasonable best efforts to (i) waive any preexisting condition limitations otherwise applicable to Transferred Employees and their eligible dependents under any plan of Parent or any Subsidiary of Parent that provides health benefits in which Transferred Employees may be eligible to participate following the Effective Time, other than any limitations that were in effect with respect to such employees as of the Effective Time under the analogous Benefit Plan, (ii) honor any deductible, co-payment and out-of-pocket maximums incurred by the Transferred Employees and their eligible dependents under the health plans in which they participated immediately prior to the Effective Time during the portion of the plan year prior to the Effective Time in satisfying any deductibles, co-payments or out-of-pocket maximums under health plans of Parent, the Surviving Corporation or any of their respective Subsidiaries in which they are eligible to participate after the Effective Time in the same plan year in which such deductibles, co-payments or out-of-pocket maximums were incurred and (iii) waive any waiting period limitation or evidence of insurability requirement that would otherwise be applicable to a Transferred Employee and his or her eligible dependents on or after the Effective Time, in each case to the extent such Transferred Employee or eligible dependent had satisfied any similar limitation or requirement under an analogous Benefit Plan prior to the Effective Time.

(g) Notwithstanding any other provision of this Agreement, no current or former employee, director or individual independent contractor or any individual associated therewith shall be regarded for any purposes as a third party beneficiary of this Agreement. Nothing contained herein, express or implied, is intended to confer upon any Transferred Employee or any other Person any benefits under any benefit plans, programs, policies or other arrangements,

including severance benefits or the right to employment or continued employment with Parent, the Surviving Corporation or any of its or their Subsidiaries or Affiliates for any period by reason of this Agreement. No provision of this Section 5.8 constitutes an employment agreement or an amendment to or adoption of any employee benefit plan of or by Parent, the Surviving Corporation or any of their Subsidiaries or Affiliates or shall alter or limit the ability of Parent, the Surviving Corporation or any of their Subsidiaries or Affiliates to amend, modify or terminate any benefit plan, program, agreement or arrangement at any time assumed, established, sponsored or maintained by any of them in accordance with the terms of such plan, program, agreement or arrangement and applicable Law. Following the Effective Time, nothing contained in this Section 5.8 shall interfere with Parent, the Surviving Corporation or any of their Subsidiaries' or Affiliates' right to terminate the employment of any employee for any reason.

Section 5.9 Directors' and Officers' Indemnification and Insurance.

(a) From and after the Effective Time, the Surviving Corporation shall indemnify and hold harmless all past and present officers and directors of the Company and its Subsidiaries (the "Indemnified Parties") for acts or omissions related to such Indemnified Party's service as a director or officer of the Company or its Subsidiaries occurring at or prior to the Effective Time to the fullest extent permitted by the DGCL or any other applicable Law or provided under the Company Certificate of Incorporation and the Company Bylaws in effect on the date hereof; provided that such indemnification shall be subject to any limitation imposed from time to time under applicable Law.

(b) From the Effective Time and for a period of six (6) years thereafter, Parent shall or shall cause the Surviving Corporation to maintain in effect directors' and officers' liability insurance covering acts or omissions occurring at or prior to the Effective Time with respect to those persons who are currently covered by the Company's directors' and officers' liability insurance policy (a copy of which has been made available or delivered to Parent) on terms with respect to such coverage and amount no less favorable than those of such current insurance coverage; provided, however, that in no event will Parent or the Surviving Corporation be required to expend in any one year an amount in excess of 300% of the annual premiums currently paid by the Company for such insurance, which annual premiums currently paid are set forth on Section 5.9 of the Company Disclosure Letter (the "Maximum Premium"); and provided, further, that, if the annual premiums for such insurance coverage exceed the Maximum Premium, Parent and the Surviving Corporation will be obligated to obtain a policy with the greatest coverage available for a cost not exceeding such amount; and provided, further, however, that at the Company's option in lieu of the foregoing insurance coverage, the Company shall purchase prior to the Effective Time six (6) year "tail" insurance coverage that provides coverage identical in all material respects to the coverage described above, provided that the Company does not pay more than the Maximum Premium.

(c) Parent and the Company agree that all rights to indemnification and exculpation from liabilities for acts or omissions occurring at or prior to the Effective Time (and rights for advancement of expenses) now existing in favor of the current or former directors or officers of the Company and its Subsidiaries as provided in their respective certificates of incorporation or bylaws (or comparable organizational documents) and any indemnification or other agreements of the Company and its Subsidiaries as in effect on the date of this Agreement and furnished to

Parent prior to the date hereof shall be assumed by the Surviving Corporation in the Merger, without further action, at the Effective Time and shall survive the Merger and shall continue in full force and effect in accordance with their terms. Further, the certificate of incorporation and bylaws of the Surviving Corporation shall contain provisions no less favorable with respect to indemnification, advancement of expenses and exculpation of former or present directors and officers than are presently set forth in the Company Certificate of Incorporation and Company Bylaws, which provisions shall not be amended, repealed or otherwise modified for a period of six (6) years from the Effective Time in any manner that would adversely affect the rights thereunder of any such individuals, except as amendments may be required by the DGCL during such period.

(d) This Section 5.9 shall survive the consummation of the Merger, is intended to benefit the Company, the Surviving Corporation and each Indemnified Party, shall be binding on all successors and assigns of the Surviving Corporation and Parent, and shall be enforceable by the Indemnified Parties. The provisions of this Section 5.9 are intended to be for the benefit of, and will be enforceable by, each Indemnified Party, his or her heirs, and his or her representatives and are in addition to, and not in substitution for, any other rights to indemnification or contribution that any such Person may have by contract or otherwise.

(e) In the event that the Surviving Corporation or its successors or assigns (i) consolidates with or merges into any other Person and shall not be the continuing or surviving corporation or entity of such consolidation or merger or (ii) transfers or conveys all or a majority of its properties and assets to any Person, then, and in each such case, proper provision shall be made so that the successors and assigns of the Surviving Corporation shall succeed to the obligations set forth in this Section 5.9. In addition, the Surviving Corporation shall not distribute, sell, transfer or otherwise dispose of any of its assets in a manner that would reasonably be expected to render the Surviving Corporation unable to satisfy its obligations under this Section 5.9.

Section 5.10 No Control of the Other Party's Business. Nothing contained in this Agreement shall give Parent, directly or indirectly, the right to control or direct the Company's or its Subsidiaries' operations prior to the Effective Time, and nothing contained in this Agreement shall give the Company, directly or indirectly, the right to control or direct Parent's or its Subsidiaries' operations prior to the Effective Time. Prior to the Effective Time, each of the Company and Parent shall exercise, consistent with the terms and conditions of this Agreement, complete control and supervision over its and its Subsidiaries' respective operations.

Section 5.11 Financing.

(a) Each of Parent and Merger Sub shall use their reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable to arrange and obtain the proceeds of the Financing, including using reasonable best efforts to (i) with respect to the Debt Financing Commitments negotiate and enter into definitive agreements with respect thereto on the terms and conditions contained in the Debt Financing Commitments and (ii) satisfy on a timely basis all conditions within the control of Parent or Merger Sub, and otherwise comply with all terms, applicable to Parent and Merger Sub in such definitive agreements. In the event any portion of the Financing becomes unavailable on the

terms and conditions contemplated in the Financing Commitments and such portion is reasonably required to consummate the transactions contemplated by this Agreement, Parent and Merger Sub shall promptly notify the Company and shall use their reasonable best efforts to arrange to obtain any such portion from alternative sources upon terms and conditions no less favorable to Parent and Merger Sub (in the reasonable judgment of Parent) than those contained in the applicable Financing Commitments as promptly as practicable following the occurrence of such event. Parent shall deliver to the Company true and complete copies of all agreements pursuant to which any such alternative source shall have committed to provide Parent and Merger Sub with any portion of the Financing. Parent shall give the Company prompt notice of any material breach (of which Parent becomes aware) by any party to the Financing Commitments or any termination of the Financing Commitments. Each of Parent and Merger Sub shall refrain from taking, directly or indirectly, any action that would reasonably be expected to result in a failure of any of the conditions contained in the Financing Commitments or in any definitive agreement related to the Financing. Parent shall keep the Company informed on a reasonably current basis in reasonable detail of the status of its efforts to arrange the Financing. Parent and Merger Sub may agree to or permit any amendment, supplement or other modification to be made to, or any waiver of any material provision or remedy under, the Financing Commitments or the definitive agreements relating to the Financing and may obtain financing in substitution of all or a portion of the Financing, so long as they consult with the Company and promptly provide the Company with such information it may reasonably request regarding any alternative financing arrangements or plans. For the avoidance of doubt, if the Financing (or any alternative) has not been obtained by the Outside Termination Date, Parent and Merger Sub shall continue to be obligated to consummate the Merger on the terms contemplated by this Agreement and subject only to the satisfaction or waiver of the conditions set forth in Sections 6.1 and 6.2 of this Agreement and to Parent's rights under Section 7.1, regardless of whether Parent and Merger Sub have complied with all of their obligations under this Agreement (including their obligations under this Section 5.11).

(b) The Company shall and shall cause its Subsidiaries to, and shall use its reasonable best efforts to cause its respective Representatives to, provide to Parent and Merger Sub all reasonable cooperation reasonably requested by Parent in connection with the Financing (or any potential alternative financing) and to assist Parent in causing the conditions to the Financing Commitments to be satisfied, including (i) furnishing Parent and Merger Sub and their Financing sources (as promptly as practicable) the unaudited consolidated balance sheet of the Company and its Subsidiaries and the related statements of income, change in equity and cash flows as of the end of the most recent quarterly period prior to the execution of this Agreement and any quarterly period ending after the execution of this Agreement, all Company information, financial statements and financial data, and reports and other information regarding the Company and its Subsidiaries, of the type required in registration statements on Form S-3 by Regulation S-X and Regulation S-K under the Securities Act and of a type and form customarily included in registered public offerings of equity under the Securities Act or otherwise necessary to receive from the Company's independent accountants customary "comfort" (including negative assurance comfort) with respect to the financial information to be included in such registration statement, audited financial statements as of December 31, 2010 and 2011, and for each of the fiscal years in the three-year period ended December 31, 2011 and the other financial data and financial information of the Company and its Subsidiaries that are required under Paragraph (v) of Annex II to the Debt Financing Commitment, and customary pro forma financial statements

and information (information required to be delivered pursuant to this clause (i) being referred to as, the “Required Financial Information”), (ii) participating in a reasonable number of meetings (including customary one-on-one meetings with the parties acting as lead arrangers, underwriters or agents for, and prospective lenders and purchasers of, the Financing (or any potential alternative financing) and including senior management and Representatives, with appropriate seniority and expertise, of the Company and its Subsidiaries), presentations, road shows, due diligence sessions, drafting sessions and sessions with rating agencies in connection with the Financing (or any potential alternative financing), (iii) assisting with the preparation of customary materials for rating agency presentations, bank information memoranda, offering documents, prospectuses, registration statements and similar documents required in connection with the Financing (or any potential alternative financing) (including requesting any consents of accountants for use of their reports in any materials relating to the Financing and the delivery of one or more customary representation letters), (iv) using reasonable best efforts to obtain customary accountants’ comfort letters and legal opinions as reasonably requested by Parent and facilitating the pledging of collateral in connection with the Financing, including executing and delivering any customary pledge and security documents (including security documents to be filed with the United States Copyright Office and the United States Patent and Trademark Office to register copyrights, patents and trademarks, as applicable, of the Company and its Subsidiaries to the extent required in connection with the Financing (or any potential alternative financing)), currency or interest hedging arrangements or other definitive financing documents or other certificates, legal opinions, surveys, title insurance and documents as may be reasonably requested by Parent (including a certificate of the chief financial officer of the Company with respect to solvency matters as of the Closing, on a pro forma basis), (v) causing the taking of corporate actions (subject to the occurrence of the Closing) by the Company and its Subsidiaries reasonably necessary to permit the completion of the Financing (or any potential alternative financing) (provided that nothing herein shall require the Company Board of Directors to approve the Financing), (vi) facilitating the execution and delivery at the Closing of definitive documents related to the Financing on the terms contemplated by the Debt Financing Commitments, (vii) cooperating with consultants or others engaged to undertake field examinations and appraisals, including furnishing information to such persons in respect of accounts receivable, inventory, equipment, property and other applicable assets and liabilities, (viii) providing to the Financing sources (or sources of any potential alternative financing) all documentation and other information reasonably requested by such Financing sources that such Financing sources reasonably determine is required by regulatory authorities with respect to the Company under applicable “know your customer” and anti-money laundering rules and regulations, including the PATRIOT Act, (ix) assisting Parent in connection with its amendment of any of the Company’s or its Subsidiaries’ hedging, swap or derivative arrangements on terms satisfactory to Parent, (x) cooperating in procuring, prior to the date that is twenty (20) consecutive Business Days prior to the Closing Date, corporate and facilities ratings for the Debt Financing and (xi) providing authorization letters to the Financing sources authorizing the distribution of information to prospective lenders and containing a representation to the Financing sources that the public side versions of such documents, if any, do not include material non-public information about the Company or its Affiliates or securities; provided, however, that nothing herein shall require such cooperation to the extent it would interfere unreasonably with the business or operations of the Company or its Subsidiaries. None of the Company or any of its Subsidiaries shall be required to take any action that would subject it to actual or potential

liability or to pay any commitment or other similar fee or provide or agree to provide any indemnity in connection with the Financing or any of the foregoing, prior to the Effective Time, unless such action is contingent upon the Closing. The Company hereby consents to the reasonable use of the Company's and its Subsidiaries' trademarks, service marks and logos in connection with the Financing (or any potential alternative financing); provided that such trademarks, service marks and logos are used in a manner that is not intended to or reasonably likely to harm or disparage the Company or any of its Subsidiaries or the reputation or goodwill of the Company or any of its Subsidiaries. If the Closing does not occur, Parent shall indemnify and hold harmless the Company and its Subsidiaries and its Representatives from and against any and all liabilities, losses, damages, claims, costs, expenses, interest, awards, judgments and penalties suffered or incurred by it in connection with the arrangement of the Financing (including actions taken at the request of Parent in accordance with this Section 5.11(b)) and any information utilized in connection therewith (other than historical information relating to the Company or its Subsidiaries or other information furnished by or on behalf of the Company or its Subsidiaries), except in the event such liabilities, losses, damages, claims, costs, expenses, interest, awards, judgments and penalties arose out of or result from the gross negligence, fraud or willful misconduct of the Company, any of its Subsidiaries or any of their respective Representatives. Parent shall from time to time, promptly upon request by the Company, reimburse the Company for all documented and reasonable out-of-pocket costs incurred by the Company or its Subsidiaries in connection with this Section 5.11(b).

(c) In the event that the Debt Financing Commitment (or any related definitive agreements) or the Equity Financing Commitment are amended, replaced, supplemented or otherwise modified, including as a result of obtaining alternative financing in accordance with Section 5.11(a), or if Parent substitutes other debt or equity financing for all or a portion of the Financing, each of Parent, Merger Sub and the Company shall comply with its covenants in Sections 5.11(a) and 5.11(b) with respect to the Debt Financing Commitment (or any related definitive agreements) or the Equity Financing Commitment, as applicable, as so amended, replaced, supplemented or otherwise modified and with respect to such other debt or equity financing to the same extent that Parent and the Company would have been obligated to comply with respect to the Financing.

Section 5.12 Anti-Takeover Statutes. If any Anti-Takeover Statute is or may become applicable to this Agreement (including the Merger and the other transactions contemplated hereby), each of the Company and Parent and their respective boards of directors shall grant all such approvals and take all such actions as are necessary so that such transactions may be consummated as promptly as practicable hereafter on the terms contemplated hereby and otherwise act to eliminate or minimize the effects of such statute or regulation on such transactions.

Section 5.13 Resignation of Directors. At the Closing, the Company shall deliver to Parent evidence reasonably satisfactory to Parent of the resignation of all directors of the Company and, as specified by Parent reasonably in advance of the Closing, all directors of each Subsidiary of the Company, in each case, effective at the Effective Time.

Section 5.14 Credit Agreement Matters. At or immediately prior to the Effective Time, the Company shall use its reasonable best efforts to deliver to Parent copies of payoff letters, in

form reasonably acceptable to Parent, from the administrative agent under the Company's existing credit facilities and shall make arrangements for the release of all Encumbrances and other security over the Company's and its Subsidiaries' properties and assets securing its obligations under such existing credit facilities and any historic credit facilities or other historic financing (to the extent Encumbrances under such historic facilities or other financing have not previously been released), together with the return of any collateral in the possession of the relevant administrative agent or the collateral agent, at or immediately prior to the Effective Time.

ARTICLE VI

CONDITIONS PRECEDENT

Section 6.1 Conditions to Each Party's Obligation to Effect the Merger. The obligations of the parties to effect the Merger on the Closing Date are subject to the satisfaction or waiver on or prior to the Closing Date of the following conditions:

(a) Company Stockholder Approval. The Company Required Vote shall have been obtained and, if obtained by the Stockholder Written Consent, the Information Statement shall have been cleared by the SEC and shall have been sent to stockholders of the Company (in accordance with Regulation 14C of the Exchange Act) at least 20 days prior to the Closing Date.

(b) No Order. No Law or Order (whether temporary, preliminary or permanent) shall have been enacted, issued, promulgated, enforced or entered that is in effect and that prevents or prohibits consummation of the Merger.

(c) Proceedings. There shall not have been instituted or pending any action or proceeding by any Governmental Entity challenging or seeking to make illegal, to delay materially or otherwise to restrain or prohibit the consummation of the Merger or seeking to obtain material damages with respect to the Merger.

(d) STB. Approval or authorization of the STB shall have been obtained for a voting trust transaction through an exemption or notice of exemption pursuant to which shares of the Surviving Corporation shall be placed into an irrevocable voting trust as of the Effective Time pending receipt of final STB approval or exemption, as the case may be, with respect to the transactions contemplated hereby or, if the STB declines to authorize such a voting trust transaction, receipt of such final STB approval or exemption with respect to the transactions contemplated hereby.

(e) HSR Act and Foreign Law Requirements. The applicable waiting periods, together with any extensions thereof, under the HSR Act (if applicable), the Investment Canada Act, the Competition Act (Canada) and any other applicable pre-clearance or similar approval requirement of any foreign competition Law shall have expired or been terminated.

Section 6.2 Additional Conditions to Obligations of Parent and Merger Sub. The obligations of Parent and Merger Sub to effect the Merger on the Closing Date are also subject to the satisfaction or waiver on or prior to the Closing Date of the following conditions:

(a) Representations and Warranties. The representations and warranties of the Company (A) set forth in Section 3.9(b)(ii) shall be true and correct at and as of the date hereof and at and as of the Closing Date as if made at and as of the Closing Date, (B) set forth in Section 3.3(a) and Section 3.3(b) shall be true and correct at and as of the date hereof and at and as of the Closing Date as if made at and as of the Closing Date except for *de minimis* inaccuracy and (C) set forth in any other Section of this Agreement shall be true and correct (without given effect to any materiality or Company Material Adverse Effect qualifiers) at and as of the date hereof and at and as of the Closing Date as if made at and as of the Closing Date (except to the extent expressly made as of an earlier date, in which case as of such earlier date), except where the failure of such representations and warranties in this clause (C) to be so true and correct would not reasonably be expected to have, individually or in the aggregate, a Company Material Adverse Effect. Parent shall have received a certificate signed by an executive officer of the Company on its behalf to the foregoing effect.

(b) Agreements and Covenants. The Company shall have performed or complied in all material respects with all agreements and covenants required by this Agreement to be performed or complied with by it on or prior to the Closing Date. Parent shall have received a certificate signed by an executive officer of the Company to that effect.

Section 6.3 Additional Conditions to Obligation of the Company. The obligation of the Company to effect the Merger on the Closing Date is also subject to the satisfaction or waiver on or prior to the Closing Date of the following conditions:

(a) Representations and Warranties. The representations and warranties of Parent shall be true and correct (without giving effect to any materiality or Parent Material Adverse Effect qualifiers) in all material respects at and as of the date hereof and at and as of the Closing Date as if made at and as of the Closing Date (except to the extent expressly made as of an earlier date, in which case as of such earlier date), except where the failure of such representations and warranties to be so true and correct would not reasonably be expected to have, individually or in the aggregate, a Parent Material Adverse Effect. The Company shall have received a certificate signed by an executive officer of Parent on its behalf to the foregoing effect.

(b) Agreements and Covenants. Parent shall have performed or complied in all material respects with all agreements and covenants required by this Agreement to be performed or complied with by it on or prior to the Closing Date. The Company shall have received a certificate signed by an executive officer of Parent to that effect.

ARTICLE VII

TERMINATION, AMENDMENT AND WAIVER

Section 7.1 Termination. This Agreement may be terminated and the Merger (and the other transactions contemplated by the Transaction Documents) may be abandoned at any time prior to the Effective Time (notwithstanding if the Company Required Vote has been obtained):

(a) by the mutual written consent of the Company and Parent, which consent shall have been approved by the action of their respective Boards of Directors;

(b) by the Company or Parent, if any Governmental Entity shall have issued an Order or taken any other action, or there exists any Law, in each case, permanently enjoining, restraining or otherwise prohibiting the Merger or any of the other transactions contemplated hereby or by any of the Transaction Documents, and such Order or other action shall have become final and nonappealable or such Law is in effect; provided, however, that the party seeking to terminate this Agreement pursuant to this clause (b) shall have used all commercially reasonable efforts to remove such Order or reverse such action;

(c) by either Parent or the Company, if at the Company Stockholders Meeting (giving effect to any adjournment or postponement thereof), the Company Required Vote shall not have been obtained;

(d) by the Company, in accordance with Section 5.6(b) if (i) the Company executes a definitive agreement with respect to such Superior Proposal substantially concurrent with the termination of this Agreement and (ii) the Company substantially concurrent with the termination of this Agreement pays to Parent the Company Termination Fee;

(e) by Parent if (i) the Company Board of Directors shall have withdrawn or adversely modified its approvals or recommendations of the Merger or the other transactions contemplated hereby or by the Transaction Documents (it being understood, however, that for all purposes of this Agreement, the fact that the Company has supplied any Person with information regarding the Company or has entered into discussions or negotiations with such Person solely to the extent permitted by this Agreement, or the disclosure of such facts solely to the extent permitted by this Agreement, shall not be deemed in and of itself a withdrawal or modification of such approvals or recommendations), (ii) the Company Board of Directors shall have recommended to the Company Stockholders that they approve or accept a Superior Proposal, (iii) the Company shall have entered into, or publicly announced its intention to enter into, an Acquisition Agreement with respect to a Superior Proposal, (iv) the Company shall have breached or failed to perform in any material respect its obligations or agreements contained in Section 5.6 or (v) a Takeover Proposal has been publicly announced and the Company Board of Directors shall have failed to issue a press release that expressly reaffirms its recommendation in favor of the Merger and the other transactions contemplated by this Agreement within ten (10) Business Days of receipt of a written request by Parent to provide such reaffirmation;

(f) by Parent or the Company, if the Merger shall not have been consummated prior to December 31, 2012; provided, however, that neither party may terminate this Agreement pursuant to this Section 7.1(f) until March 31, 2013 if the only condition (other than those conditions that by their nature are to be satisfied at the Closing) set forth in Article VI not satisfied as of December 31, 2012 is Section 6.1(d) (such applicable date, the "Outside Termination Date"); provided, further, that the right to terminate this Agreement under this Section 7.1(f) shall not be available to any party whose failure to fulfill any obligation under this Agreement has been the cause of, or results in, the failure of the Merger to occur on or before such date;

(g) by Parent, if (i) there has been a breach by the Company of any representation, warranty, covenant or agreement contained in this Agreement that would, individually or in the aggregate, result in a failure of a condition set forth in Section 6.2(a) or Section 6.2(b) if continuing on the Closing Date, and (ii) such breach shall not have been cured (or is not capable of being cured) before the earlier of (x) the date which is thirty (30) days after the date of delivery of such notice of breach, and (y) the Outside Termination Date (it being understood that Parent may not terminate this Agreement pursuant to this Section 7.1(g) if such breach by the Company is so cured, or if Parent shall have materially breached this Agreement);

(h) by the Company, if (i) there has been a breach by Parent of any representation, warranty, covenant or agreement contained in this Agreement that would, individually or in the aggregate, result in a failure of a condition set forth in Section 6.3(a) or Section 6.3(b) if continuing on the Closing Date, and (ii) such breach shall not have been cured (or is not capable of being cured) before the earlier of (x) the date which is thirty (30) days after the date of delivery of such notice of breach, and (y) the Outside Termination Date (it being understood that the Company may not terminate this Agreement pursuant to this Section 7.1(h) if such breach by Parent is so cured, or if the Company shall have materially breached this Agreement);

(i) by the Company, if (i) all of the conditions set forth in Section 6.1 and Section 6.2 have been and continue to be satisfied or waived (other than those conditions that by their terms are to be satisfied at the Closing) and (ii) the Closing shall not have occurred on or prior to the second Business Day after the Closing was required to have occurred pursuant to Section 1.2 due to the proceeds of the Financing not being available in full pursuant to the Financing Commitments or any other definitive agreements relating thereto (or any amendment, replacement or supplement to any such Financing Commitments or definitive agreements); or

(j) by Parent if the Stockholders' Written Consent representing the Company Required Vote has not been executed and delivered to Parent and the Company within eight (8) hours after execution of this Agreement.

(k) The party desiring to terminate this Agreement pursuant to subsection (b), (c), (d), (e), (f), (g), (h), (i) or (j) of this Section 7.1 shall give written notice of such termination to the other party in accordance with Section 8.2, specifying the provision or provisions hereof pursuant to which such termination is effected. The right of any party hereto to terminate this Agreement pursuant to this Section 7.1 shall remain operative and in full force and effect regardless of any investigation made by or on behalf of any party hereto, or any of their respective Affiliates or Representatives, whether prior to or after the execution of this Agreement.

Section 7.2 Fees and Expenses.

(a) Expense Allocation. Except as otherwise specified in this Section 7.2, all costs and expenses (including fees and expenses payable to Representatives) incurred in connection with the Transaction Documents, the Merger and the other transactions contemplated hereby shall be paid by the party incurring such cost or expense, whether or not the Merger is consummated.

(b) **Company Termination Fee.** If (i) this Agreement is terminated by the Company pursuant to Section 7.1(d), (ii) this Agreement is terminated by Parent pursuant to Section 7.1(e), or (iii) this Agreement is terminated by either Parent or the Company pursuant to Section 7.1(c) or Section 7.1(f) or by Parent pursuant to Section 7.1(g) and (A) at any time after the date of this Agreement and prior to such termination, a Takeover Proposal shall have been made or communicated to the senior management or the Company Board of Directors or shall have been publicly announced or publicly made known to the stockholders of the Company, and (B) within twelve (12) months of such termination, the Company shall have entered into a definitive agreement with respect to any Takeover Proposal (that is ultimately consummated), or any Takeover Proposal shall have been consummated (in each case, whether or not such Takeover Proposal is the same as the original Takeover Proposal made, communicated, publicly made known or publicly announced), then the Company shall pay Parent, as liquidated damages and not as a penalty, the Company Termination Fee by wire transfer of immediately available funds (A) concurrently with the termination, in the case of the preceding clause (i), (B) as promptly as reasonably practicable (and, in any event, within two (2) Business Days following such termination) in the case of clause (ii) and (C) upon the earlier of the Company entering into an agreement providing for such Takeover Proposal or the consummation of such Takeover Proposal in the case of clause (iii). For purposes of Section 7.2(b)(iii) only, the definition of "Takeover Proposal" shall be modified such that all references to "20% or more" shall be deemed references to "more than 50%".

(c) **Parent Termination Fee.** In the event this Agreement is terminated by the Company pursuant to Section 7.1(i), then Parent shall pay, as liquidated damages and not as a penalty, \$135,000,000 (the "Financing Failure Fee") to the Company as promptly as practicable (and in any event within two (2) Business Days following such termination), by wire transfer of immediately available funds. Notwithstanding anything to the contrary in this Agreement, the Company's right to terminate this Agreement and receive the Financing Failure Fee pursuant to this Section 7.2(c) shall be the sole and exclusive remedy of the Company and its Affiliates against Parent, Merger Sub, the Financing Sources Parties and any of their respective former, current, or future general or limited partners, stockholders, managers, members, directors, officers, affiliates, employees, agents or other Representatives ("Parent Related Parties") for any loss suffered as a result of any breach of any covenant or agreement in this Agreement or the failure of the Merger to be consummated, or in respect of any oral representation made or alleged to be have been made in connection herewith, in each case, in any circumstance in which the Company is permitted to terminate this Agreement and receive the Financing Failure Fee pursuant to this Section 7.2(c) and upon payment of such amounts, none of Parent, Merger Sub or any Parent Related Parties shall have any further liability or obligation relating to or arising out of this Agreement or the transactions contemplated by this Agreement (except that Parent shall remain obligated for any reimbursement or indemnification obligations of Parent pursuant to the final two sentences of Section 5.11(b)) or in respect of any other document or theory of law or equity or in respect of oral representations made or alleged to be made in connection herewith, whether in equity or at law, in contract, in tort or otherwise. For the avoidance of doubt and notwithstanding anything in this Agreement to the contrary, neither Parent nor Merger Sub shall be deemed to be in breach of this Agreement or to have failed to perform any of its obligations under this Agreement, including for purposes of Section 7.1(f), solely as a result of the failure of Parent and Merger Sub to consummate the transactions contemplated by this Agreement on the date the Closing was required to have occurred pursuant to Section 1.2 due to

the proceeds of the Financing not being available in full pursuant to the Financing Commitments or any other definitive agreements relating thereto (or any amendment, replacement or supplement to any such Financing Commitments or definitive agreements).

(d) This Agreement may only be enforced against, and any claims or causes of action that may be based upon or arise out of this Agreement may only be made against, the entities that are expressly identified as parties hereto. In furtherance and not in limitation of the foregoing, the Company (and any of its respective stockholders, partners, members, Affiliates (other than, for the avoidance of doubt, Parent and Merger Sub), directors, officers, employees, representatives or agents) hereby waives any rights or claims it may have against (i) any Financing source (including each party (other than Parent and Merger Sub) to one or more Financing Commitments or any definitive agreements relating thereto or any amendment, replacement or supplement to any such Financing Commitments or definitive agreements) and (ii) any of the former, current or future stockholders, partners, members, Affiliates, directors, officers, employees, representatives or agents of a Person described in clause (i) or any of its Affiliates (excluding, for the avoidance of doubt, Parent and Merger Sub and their respective Subsidiaries) (collectively, "Financing Source Parties"), in connection with this Agreement, the Financing Commitments, the Financing or any of the transactions contemplated hereby or thereby, whether at law or equity, in contract, in tort or otherwise. In furtherance and not in limitation of the foregoing waiver, it is acknowledged and agreed that no Financing Source Party shall have any liability for any claims or damages to the Company (or any of its stockholders, partners, members, Affiliates (other than, for the avoidance of doubt, Parent or Merger Sub), directors, officers, employees, representatives or agents) in connection with this Agreement, the Financing Commitments, the Financing or any of the transactions contemplated hereby or thereby.

Section 7.3 Effect of Termination. In the event of termination of this Agreement by either the Company or Parent as provided in Section 7.1, this Agreement shall forthwith become void and have no effect, without any liability or obligation on the part of Parent and Merger Sub or the Company, except that (i) the provisions of Section 5.2(b), Section 7.2, this Section 7.3 and Article VIII and the last two sentences of Section 5.11(b) shall survive termination and (ii) except as provided in Section 7.2(c), nothing herein shall relieve any party from liability for any willful or intentional breach of this Agreement or for fraud. For purposes of this Agreement, "willful or intentional breach" shall mean a material breach that is a consequence of an omission by, or act undertaken by or caused by, the breaching party with the knowledge (actual or constructive) that the omission or taking or causing of such act would, or would reasonably be expected to, cause a breach of this Agreement.

Section 7.4 Amendment. This Agreement may be amended by the parties in writing by action of their respective Boards of Directors at any time before or after the Company Required Vote has been obtained and prior to the filing of the Certificate of Merger with the Delaware Secretary; provided, however, that, after the Company Required Vote shall have been obtained, no such amendment, modification or supplement shall be made which by law requires the further approval of the stockholders of the Company without such further approval. This Agreement may not be amended, changed or supplemented or otherwise modified except by an instrument in writing signed on behalf of all of the parties.

Section 7.5 Extension; Waiver. At any time prior to the Effective Time, each of the Company, Parent and Merger Sub may (a) extend the time for the performance of any of the obligations or other acts of the other party, (b) waive any inaccuracies in the representations and warranties of the other party contained in this Agreement or in any document delivered pursuant to this Agreement, or (c) subject to the provisions of Section 7.4, waive compliance with any of the agreements or conditions of the other parties contained in this Agreement. Any agreement on the part of a party to any such extension or waiver shall be valid only if set forth in an instrument in writing signed on behalf of such party. The failure of any party to this Agreement to assert any of its rights under this Agreement or otherwise shall not constitute a waiver of those rights.

ARTICLE VIII

GENERAL PROVISIONS

Section 8.1 Nonsurvival of Representations and Warranties. None of the representations, warranties, covenants or agreements in this Agreement or in any instrument delivered pursuant to this Agreement shall survive the Effective Time; provided that this Section 8.1 shall not limit any covenant or agreement of the parties in this Agreement that by its terms contemplates performance after the Effective Time.

Section 8.2 Notices. All notices, requests, claims, demands and other communications under this Agreement shall be in writing (and made orally if so required pursuant to any Section of this Agreement) and shall be deemed given (and duly received) if delivered personally, sent by overnight courier (providing proof of delivery and confirmation of receipt by telephonic notice to the applicable contact person) to the parties or sent by fax (providing proof of transmission and confirmation of transmission by telephonic notice to the applicable contact person) at the following addresses or fax numbers (or at such other address or fax number for a party as shall be specified by like notice):

if to Parent or Merger Sub, to

Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, CT 06830
Attn: General Counsel
Phone: (203) 629-3722
Fax: (203) 661-4106

with a copy to:

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Attn: William E. Curbow, Esq.
Telephone: (212) 455-3160
Fax: (212) 455-2502

if to the Company, to

RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, Florida 32256
Attn: General Counsel
Phone: (904) 538-6329

with a copy to:

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Attn: Joseph A. Coco
Thomas W. Greenberg
Phone: (212) 735-3000
Fax: (212) 735-2000

Section 8.3 Interpretation. When a reference is made in this Agreement to an Article, Section, Annex, Exhibit or Schedule, such reference shall be to an Article or Section of, or Annex, Exhibit or Schedule to, this Agreement unless otherwise indicated. The table of contents, headings and index of defined terms contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the word “include,” “includes” or “including” is used in this Agreement, it shall be deemed to be followed by the words “without limitation.” The words “hereof,” “herein” and “hereby” refer to this Agreement. The Company Disclosure Letter, as well as any schedules thereto and any exhibits hereto, shall be deemed part of this Agreement and included in any reference to this Agreement.

Section 8.4 Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered (including by facsimile or other electronic transmission) to the other parties.

Section 8.5 Entire Agreement; No Third-Party Beneficiaries. This Agreement, the Voting Agreement and the Confidentiality Agreement (i) constitute the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter of this Agreement and (ii) are not intended to and does not confer upon any Person other than the parties hereto any rights or remedies hereunder, other than (a) the Persons intended to benefit from the provisions of Section 5.9 (Directors’ and Officers’ Indemnification and Insurance), each of whom shall have the right to enforce such provisions directly, (b) the provisions of Section 7.2, Section 7.3, this Section 8.5, Section 8.6, Section 8.9, Section 8.10 and Section 8.11 which shall inure to the benefit of the Financing Source Parties (or any amendment, replacement or supplement to any such Financing Commitments or definitive agreements) (c) the right of the Company on behalf of the Company Stockholders to pursue damages in the event of Parent’s or Merger Sub’s willful or intentional breach of this Agreement (a claim with respect to which shall be enforceable only by the Company, in its sole and absolute discretion, on behalf of the Company Stockholders) and (d) the right of the Company security holders to receive the Merger Consideration after the Closing

(a claim with respect to which may not be made unless and until the Effective Time shall have occurred pursuant to Articles I and II).

Section 8.6 Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF DELAWARE, WITHOUT REGARD TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF.

Section 8.7 Assignment. Neither this Agreement nor any of the rights, interests or obligations under this Agreement shall be assigned or delegated, in whole or in part, by operation of Law or otherwise by any of the parties without the prior written consent of the other parties, except that Merger Sub's rights and obligations may be assigned to and assumed by Parent or any other corporation directly or indirectly wholly owned by Parent; provided, however, that any such assignment does not affect the economic or legal substance of the transactions contemplated hereby. Subject to the preceding sentence, this Agreement will be binding upon, inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

Section 8.8 Enforcement. The parties agree that irreparable damage would occur in the event that any of the provisions of this Agreement were not performed in accordance with their specific terms or were otherwise breached. It is accordingly agreed that the parties shall be entitled to an injunction or injunctions to prevent breaches of this Agreement and to enforce specifically the terms and provisions of this Agreement (including the obligations of Parent and Merger Sub under Section 5.11) in any state or federal court sitting in the State of Delaware, without proof of actual damages and without any requirement to provide any bond or other security, this being in addition to any other remedy to which they are entitled at Law or in equity. Notwithstanding the foregoing, the parties hereby further acknowledge and agree that prior to the termination of this Agreement, the Company shall be entitled to seek specific performance to cause Parent to effect the Closing in accordance with Section 1.2, on the terms and subject to the conditions in this Agreement, if, but only if, (A) all conditions set forth in Section 6.1 and Section 6.2 (other than those conditions that by their terms are to be satisfied at the Closing so long as such conditions would be satisfied if the Closing Date were the date on which the Company is seeking specific performance) have been satisfied, (B) Parent and Merger Sub fail to complete the Closing by the date the Closing is required to have occurred pursuant to Section 1.2, (C) the Financing has been funded or is available to be funded in full at the Closing and (D) the Company has irrevocably confirmed that if specific performance is granted and the Financing is funded, then the Closing will occur.

Section 8.9 Consent to Jurisdiction; Venue.

(a) Each of the parties hereto irrevocably submits to the exclusive jurisdiction of the state courts of Delaware and to the jurisdiction of the United States District Court for the District of Delaware for the purpose of any action arising out of or relating to this Agreement and the Confidentiality Agreement, and each of the parties hereto irrevocably agrees that all claims in respect to such action may be heard and determined exclusively in any Delaware state or federal court sitting in the State of Delaware. Each of the parties hereto agrees that a final judgment in any action shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. The parties hereby further agree that New York state or

United States Federal courts sitting in the borough of Manhattan, City of New York shall have exclusive jurisdiction over any action brought against any Financing Source Party or any of their respective Affiliates in connection with the transactions contemplated under this Agreement.

(b) Each of the parties hereto irrevocably consents to the service of any summons and complaint and any other process in any other action relating to the Merger, on behalf of itself or its property, by the personal delivery of copies of such process to such party. Nothing in this Section 8.9 shall affect the right of any party hereto to serve legal process in any other manner permitted by law.

Section 8.10 Waiver of Trial by Jury. EACH PARTY ACKNOWLEDGES AND AGREES THAT ANY CONTROVERSY THAT MAY ARISE UNDER THIS AGREEMENT IS LIKELY TO INVOLVE COMPLICATED AND DIFFICULT ISSUES, AND THEREFORE EACH SUCH PARTY HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES ANY RIGHT SUCH PARTY MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION DIRECTLY OR INDIRECTLY ARISING OUT OF OR RELATING TO THIS AGREEMENT OR THE TRANSACTIONS CONTEMPLATED BY THIS AGREEMENT (INCLUDING ANY SUCH LITIGATION INVOLVING THE FINANCING SOURCE PARTIES). EACH PARTY CERTIFIES AND ACKNOWLEDGES THAT (A) NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER, (B) EACH SUCH PARTY UNDERSTANDS AND HAS CONSIDERED THE IMPLICATIONS OF THIS WAIVER, (C) EACH SUCH PARTY MAKES THIS WAIVER VOLUNTARILY, AND (D) EACH SUCH PARTY HAS BEEN INDUCED TO ENTER INTO THIS AGREEMENT BY, AMONG OTHER THINGS, THE WAIVERS AND CERTIFICATIONS IN THIS SECTION 8.10.

Section 8.11 Severability. If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction or other Governmental Entity to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such a determination, the parties shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the fullest extent possible. Notwithstanding the foregoing, the parties intend that the provisions of Article VII, including the remedies, and limitations thereon, be construed as integral provisions of this Agreement and that such provisions, remedies and limitations shall not be severable in any manner that diminishes a party's (or any Financing Source Party's) rights hereunder or increases a party's (or any Financing Source Party's) liability or obligations hereunder.

ARTICLE IX

CERTAIN DEFINITIONS

“Acquisition Agreement” shall mean any letter of intent, agreement in principle, merger agreement, stock purchase agreement, asset purchase agreement, acquisition agreement, option agreement or similar agreement relating to a Takeover Proposal.

“Affiliate” of any Person shall mean another Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such first Person.

“Antitrust Law” shall mean the Sherman Antitrust Act of 1890, as amended, the Clayton Act of 1914, as amended, the HSR Act, the Federal Trade Commission Act, as amended, antitrust Laws of countries other than the United States, and all other Laws that are designed or intended to prohibit, restrict or regulate actions having the purpose or effect of monopolization or restraint of trade or lessening of competition through merger or acquisition.

“Appraisal Shares” shall mean Shares issued and outstanding immediately prior to the Effective Time that are held by any holder who is entitled to demand and properly demands appraisal of such Shares pursuant to, and who complies in all respects with, the provisions of Section 262.

“Book-Entry Share” shall mean each entry in the books of the Company (or its transfer agent) representing uncertificated Shares.

“Business Day” shall mean any day other than a Saturday, Sunday or a day on which banking institutions in Jacksonville, Florida or New York, New York are authorized or obligated by Law or executive order to be closed.

“Certificate” shall mean each certificate representing one or more Shares or, in the case of uncertificated Shares, each entry in the books of the Company (or its transfer agent) representing uncertificated Shares.

“Certificate of Merger” shall mean the certificate of merger with respect to the Merger, containing the provisions required by, and executed in accordance with, the DGCL.

“Closing” shall mean the closing of the Merger, as contemplated by Section 1.2.

“Code” shall mean the Internal Revenue Code of 1986, as amended.

“Company 10-K” shall mean the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

“Company Balance Sheet” shall mean the consolidated balance sheet of the Company as of December 31, 2011 and the footnotes thereto set forth in the Company 10-K.

“Company Bylaws” shall mean the Amended and Restated Bylaws of the Company as amended and restated and as in effect as of the date hereof.

“Company Certificate of Incorporation” shall mean the Amended and Restated Certificate of Incorporation of the Company as amended and restated and as in effect as of the date hereof.

“Company Disclosure Letter” shall mean the Company Disclosure Letter dated the date hereof and delivered by the Company to Parent prior to the execution of this Agreement.

“Company Equity Plans” shall mean the Company’s 2008 Omnibus Stock Incentive Plan and 2009 Omnibus Stock Incentive Plan, each as amended.

“Company Financial Advisor” shall mean Deutsche Bank Securities Inc.

“Company Financial Statements” shall mean all of the financial statements of the Company and its Subsidiaries included in the Company Reports.

“Company Knowledge Person” shall mean the Persons set forth in Section 9.1 of Company Disclosure Letter.

“Company Material Adverse Effect” shall mean, with respect to the Company, any Effect that, individually or taken together with all other Effects, is or is reasonably likely to (i) be materially adverse to the business, results of operations, financial condition, assets or Liabilities of the Company and its Subsidiaries, taken as a whole or (ii) prevent or materially delay the performance by the Company of any of its obligations under this Agreement or the consummation of the Merger or the other transactions contemplated by the Transaction Documents; provided, however, that in no event shall any of the following occurring after the date hereof, alone or in combination, be deemed to constitute, or be taken into account in determining whether there has been or will be, a Company Material Adverse Effect: (A) any change in the Company’s stock price or trading volume (provided that such exclusion shall not apply to the Effect giving rise or contributing to such change), (B) any failure by the Company to meet revenue or earnings projections (provided that such exclusion shall not apply to the underlying Effect that may have contributed to such failure to meet any such projections), (C) any Effect that results from changes affecting the railroad industry generally, or the United States economy generally, or any Effect that results from changes affecting general worldwide economic or capital market conditions, or any Effect that results from acts of war or terrorism or natural disasters, in each case except to the extent such changes, acts or disasters, disproportionately affect the Company and its Subsidiaries, taken as a whole, relative to the other railroad companies operating in the United States and Canada, (D) any Effect caused by the announcement or pendency of the Merger, (E) the performance of this Agreement and the transactions contemplated hereby, including compliance with the covenants set forth herein (provided that such exclusion shall not be deemed to apply to references to “Company Material Adverse Effect” in the representations and warranties set forth in Section 3.4, and to the extent related thereto, the condition in Section 6.2(a)), (G) changes in any applicable accounting regulations or principles or the interpretations thereof, in each case, except to the extent the foregoing disproportionately affect the Company and its Subsidiaries, taken as a whole, relative

to the other railroad companies operating in the United States and Canada, or (H) in and of itself, the commencement of any suit, action or proceeding (provided that such exclusion shall not apply to any underlying fact, event or circumstance that may have caused or contributed to such action, suit or proceeding).

“Company Permits” shall mean all authorizations, licenses, permits, certificates, approvals and orders of all Governmental Entities required to own, lease and operate their properties and lawfully conduct the businesses of the Company and its Subsidiaries as currently conducted.

“Company Reports” shall mean all forms, reports, statements, information, registration statements and other documents (as supplemented and amended since the time of filing) filed or required to be filed by the Company with the SEC since December 31, 2009.

“Company Required Vote” shall mean the affirmative vote or written consent of the holders of at least a majority of the outstanding Shares in favor of adoption of this Agreement.

“Company Stock Rights” shall mean any options, warrants, convertible securities, subscriptions, stock appreciation rights, phantom stock plans or stock equivalents or other rights, agreements, arrangements or commitments (contingent or otherwise) obligating the Company to issue or sell any shares of capital stock of, or options, warrants, convertible securities, subscriptions or other equity interests in, the Company.

“Company Stockholders Meeting” shall mean a meeting of the Company Stockholders to be called to consider the Merger.

“Company Termination Fee” shall mean \$49,000,000.

“Competition Act (Canada)” shall mean the Competition Act, R.S.C. 1985, c. C-34, as amended.

“Confidentiality Agreement” shall mean the Confidentiality Agreement between the Company and Parent dated May 11, 2012.

“Delaware Secretary” shall mean the Secretary of State of the State of Delaware.

“Effect” shall mean any change, event, effect, development or circumstance.

“Effective Time” shall mean the effective time of the Merger, which shall be the time the Certificate of Merger is duly filed with and accepted by the Delaware Secretary, or such later time as agreed by the parties hereto and specified in such Certificate of Merger.

“Encumbrance” shall mean any lien, mortgage, pledge, deed of trust, security interest, charge, encumbrance or other adverse claim or interest.

“Environmental Laws” shall mean any Laws or any agreement with any Governmental Entity or other third party, relating to the environment, any hazardous or toxic substance, waste or material, or the effect of any of the foregoing on human health and safety.

“Environmental Permits” shall mean all permits, licenses, franchises, certificates, approvals, registrations and other similar authorizations of Governmental Entities relating to or required by Environmental Laws and affecting, or relating to, the business of the Company or any Subsidiary as currently conducted.

“ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended.

“Exchange Act” shall mean the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

“GAAP” shall mean United States generally accepted accounting principles in effect from time to time.

“Governmental Entity” shall mean any United States federal, state or local or any foreign government or any court of competent jurisdiction, administrative or regulatory agency or commission or other governmental authority or agency, domestic or foreign, including any taxing authority and the United States Railroad Retirement Board.

“Hazardous Substance” shall mean (i) petroleum and petroleum by-products, asbestos or asbestos-containing materials, radioactive materials, medical or infectious wastes, or polychlorinated biphenyls, and (ii) any other material, substance or waste that is prohibited, limited or regulated under, or that can give rise to liability under, any Environmental Law.

“HSR Act” shall mean the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder.

“Investment Canada Act” shall mean the Investment Canada Act, R.S. 1985, c. 28 (1st Supp.), as amended.

“IRS” shall mean the Internal Revenue Service.

“Knowledge,” or any similar expression, shall mean, with respect to the Company, the actual knowledge of any Company Knowledge Person, and, with respect to Parent, the actual knowledge of any Parent Knowledge Person.

“Law” shall mean any federal, state, local or foreign statute, law, regulation, requirement, interpretation, permit, license, approval, authorization, rule, ordinance, code, policy or rule of common law of any Governmental Entity, including any judicial or administrative interpretation thereof.

“Liabilities” shall mean any and all debts, liabilities and obligations of any nature whatsoever, whether accrued or fixed, absolute or contingent, matured or unmatured or determined or determinable, including those arising under any Law, those arising under any contract, agreement, commitment, instrument, permit, license, franchise or undertaking and those arising as a result of any act or omission.

“Marketing Period” shall mean the first period of fifteen (15) consecutive days throughout which Parent shall have all of the Required Financial Information and during which

period such information shall remain compliant in all material respects at all times with the applicable provisions of Regulation S-X and Regulation S-K under the Securities Act; provided that for at least ten (10) consecutive Business Days during such period the conditions set forth in Section 6.1 shall be satisfied or waived and nothing has occurred and no condition exists that would cause any of the conditions set forth in Section 6.2 to fail to be satisfied, assuming that the Closing Date were to be scheduled for any time during such ten (10) consecutive Business Day period; provided, further, that if the Marketing Period would not end on or prior to August 17, 2012, the Marketing Period shall commence no earlier than September 4, 2012; provided further that if the Marketing Period would not end on or prior to November 16, 2012, the Marketing Period shall commence no earlier than November 26, 2012; provided further that if the Marketing Period would not end on or prior to December 17, 2012, the Marketing Period shall commence no earlier than January 8, 2013; provided further that the Marketing Period will not be deemed to have commenced if prior to the completion of the Marketing Period, (w) the Company's auditors shall have withdrawn their audit opinion contained in the SEC Reports or the Required Financial Information, in which case the Marketing Period shall not be deemed to commence unless and until a new unqualified audit opinion is issued with respect thereto by the Company's auditors or another independent public accounting firm reasonably acceptable to Parent, (x) the financial statements included in the Required Financial Information that is available to Parent on the first day of the Marketing Period would not be sufficiently current on any day during such period to satisfy the requirements of Rule 3-12 of Regulation S-X to permit a registration statement using such financial statements to be declared effective by the SEC on the last day of such period, in which case the Marketing Period shall not be deemed to commence until the receipt by Parent of updated Required Financial Information that would be required under Rule 3-12 of Regulation S-X to permit a registration statement using such financial statements to be declared effective by the SEC on the last day of such new fifteen (15) consecutive day period, (y) the Company issues a public statement indicating its intent to restate any historical financial statements of the Company or that any such restatement is under consideration or may be a possibility, in which case the Marketing Period shall not be deemed to commence unless and until such restatement has been completed and the relevant SEC Report or SEC Reports have been amended or the Company has announced that it has concluded that no restatement shall be required in accordance with GAAP or (z) the Company shall have been delinquent in filing any Quarterly Report on Form 10-Q, in which case the Marketing Period will not be deemed to commence unless and until all such delinquencies have been cured.

"Order" shall mean any writ, judgment, injunction, consent, order, decree, stipulation, award or executive order of or by any Governmental Entity.

"Other Material Contract" shall mean (i) leases (including with respect to real property, rail lines or rail segments) that, individually, have a fair market value in excess of \$2 million or that relate to at least 2,000 car loads per year, (ii) contracts containing restrictions (including "paper barriers" and "interchange commitments", as such terms are generally understood in the railroad industry) on the right of the Company or any of its Subsidiaries (or which, following Closing would contain restrictions that would purport to restrict the ability of Parent or its Affiliates) to engage in activities competitive with any Person or to solicit customers or suppliers anywhere in the world, other than restrictions that are part of the terms and conditions of any "requirements" or similar agreement under which the Company or any of its Subsidiaries has agreed to procure goods or services exclusively from any Person, (iii) contracts that provide for

borrowings in excess of \$3.5 million or that relates to a swap or hedging transaction or other derivative agreement for a net amount in excess of \$3.5 million, (iv) contracts that obligate the Company to make any capital commitment or capital expenditure, other than acquisition of inventory, in excess of \$2 million, (v) contracts that provide the Company or its Subsidiaries rights as to operation, management or control of a partnership, joint venture or similar arrangement, unless immaterial to the Company and its Subsidiaries, taken as a whole, (vi) contracts that relate to any acquisition of a business by the Company or any of its Subsidiaries pursuant to which the Company or any of its Subsidiaries has any material continuing "earn out" or other contingent or fixed payment obligations, (vii) contracts that relate to transportation or transportation related activities (other than tariffs) pursuant to which the Company generated in excess of \$5 million during the prior fiscal year and (viii) contracts that are settlement or similar contracts with any Governmental Entity or that are any other settlement or similar contracts pursuant to which the Company or any of its Subsidiaries are obligated to pay consideration after the date of this Agreement in excess of \$2 million.

"Parent Bylaws" shall mean Parent's Bylaws as in effect as of the date hereof.

"Parent Common Stock" shall mean the shares of Class A Common Stock, par value \$0.01, of Parent.

"Parent Disclosure Letter" shall mean the Parent Disclosure Letter dated the date hereof and delivered by Parent to the Company prior to the execution of this Agreement.

"Parent Knowledge Person" shall mean the Persons set forth in Section 9.1 of the Parent Disclosure Letter.

"Parent Material Adverse Effect" shall mean, with respect to Parent or Merger Sub, any Effect that, individually or taken together with all other Effects that have occurred prior to the date of determination of the occurrence of the Parent Material Adverse Effect, is or would be reasonably likely to prevent or materially delay the consummation of the Merger or the other transactions contemplated by this Agreement.

"Paying Agent" shall mean a bank or trust company reasonably satisfactory to the Company that is organized and doing business under the Laws of the United States or any state thereof appointed by Parent to act as paying agent for payment of the Merger Consideration.

"Person" shall mean any individual, corporation, partnership (general or limited), limited liability company, limited liability partnership, trust, joint venture, joint-stock company, syndicate, association, entity, unincorporated organization or government, or any political subdivision, agency or instrumentality thereof.

"Proxy Statement" shall (unless otherwise specified herein) mean a definitive proxy statement, including the related preliminary proxy statement and any amendment or supplement thereto, relating to the Merger and this Agreement to be mailed to the Company Stockholders in connection with the Company Stockholders Meeting.

“Representatives” shall mean officers, directors, employees, auditors, attorneys and financial advisors (including, with respect to the Company, the Company Financial Advisor) and other agents or advisors.

“SEC” shall mean the Securities and Exchange Commission.

“Section 262” shall mean Section 262 of the DGCL.

“Securities Act” shall mean the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

“Significant Subsidiary” means any “significant subsidiary”, as such term is defined in Regulation S-X promulgated by the SEC, of the Company.

“Specified Company Reports” shall mean the Company 10-K and all other Company Reports filed by the Company with the SEC after the filing date of the Company 10-K and prior to the date of this Agreement.

“STB” shall mean the Surface Transportation Board.

“Subsidiary” of any Person shall mean any corporation, partnership, limited liability company, joint venture or other legal entity of which such Person (either directly or through or together with another Subsidiary of such Person) owns more than 50% of the voting stock, equity interests or general partnership interests of such corporation, partnership, limited liability company, joint venture or other legal entity, as the case may be.

“Subsidiary Stock Rights” shall mean any options, warrants, convertible securities, subscriptions, stock appreciation rights, phantom stock plans or stock equivalents or other rights, agreements, arrangements or commitments (contingent or otherwise) of any character issued or authorized by the Company or any Subsidiary of the Company relating to the issued or unissued capital stock of the Subsidiaries of the Company or obligating the Company or any of its Subsidiaries to issue or sell any shares of capital stock of, or options, warrants, convertible securities, subscriptions or other equity interests in, any Subsidiary of the Company.

“Superior Proposal” shall mean any bona fide unsolicited Takeover Proposal that if consummated would result in a Third Party (or the shareholders of such Third Party) owning, directly or indirectly, (a) 50% or more of the Company Common Stock (or securities of the surviving entity in a merger or the resulting direct or indirect parent of the Company or such surviving entity) or (b) 50% or more (based on the fair market value thereof, as determined by the Company Board of Directors) of the assets of the Company and its Subsidiaries, taken as a whole, which, in either case, the Company Board of Directors determines (after consultation with, and taking into account the advice of, its financial advisor and outside counsel), would be more favorable to the stockholders of the Company from a financial point of view than the Merger taking into account all legal, financial (including the financing terms thereof), regulatory and other aspects of such offer and the likelihood and timing of consummation.

“Surviving Corporation” shall mean the corporation surviving the Merger.

“Takeover Proposal” shall mean any inquiry, proposal or offer from any Third Party relating to (a) any direct or indirect acquisition or purchase, in a single transaction or a series of transactions, of (i) 20% or more (based on the fair market value thereof, as determined by the Company Board of Directors) of the assets (including capital stock of the Subsidiaries of the Company) of the Company and its Subsidiaries, taken as a whole, or (ii) 20% or more of the outstanding shares of Company Common Stock, (b) any tender offer or exchange offer that, if consummated, would result in any Third Party owning, directly or indirectly, 20% or more of the outstanding shares of Company Common Stock or (c) any merger, consolidation, business combination, recapitalization, liquidation, dissolution, binding share exchange or similar transaction involving the Company pursuant to which any Third Party (or the shareholders of any Third Party) would own, directly or indirectly, 20% or more of the Company Common Stock (or securities of the surviving entity in a merger or the resulting direct or indirect parent of the Company or such surviving entity), other than, in each case, the transactions contemplated by this Agreement.

“Tax” (and, with correlative meaning, **“Taxes”**) shall mean any federal, state, local or foreign income, gross receipts, property, sales, use, license, excise, franchise, employment, payroll, premium, withholding, alternative or added minimum, ad valorem, transfer or excise tax, social security or tax relating to compensation or benefits provided to employees (including pursuant to the United States Railroad Retirement Board), or any other tax, governmental fee or other like assessment or charge in the nature of a tax of any kind whatsoever, together with any interest or penalty or addition thereto, whether disputed or not, imposed by any Governmental Entity and any liability for any of the foregoing as transferee.

“Tax Return” shall mean any return, report, information, filing, document or similar statement filed or required to be filed with respect to any Tax (including any attached schedules), including any information return, claim for refund, amended return or declaration of estimated Tax.

“Third Party” shall mean any Person or group (as defined in Section 13(d)(3) of the Exchange Act) other than Parent, Merger Sub or any Affiliates thereof.

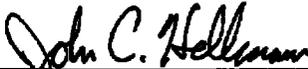
“Transaction Documents” shall mean this Agreement, the Voting Agreement and all other agreements, instruments and documents to be executed by Parent, Merger Sub and the Company in connection with the transactions contemplated by such agreements.

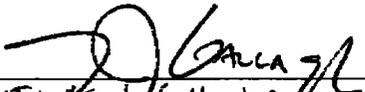
“Written Consent End Date” shall mean the date that is thirty (30) calendar days after the date hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

GENESEE & WYOMING INC.

By: 
Name: John C. Hellmann
Title: Chief Executive Officer and President

By: 
Name: Timothy J. Gallagher
Title: Chief Financial Officer

JAGUAR ACQUISITION SUB INC.

By: 
Name: Timothy J. Gallagher
Title: President

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

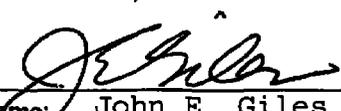
GENESEE & WYOMING INC.

By: _____
Name:
Title:

JAGUAR ACQUISITION SUB INC.

By: _____
Name:
Title:

RAILAMERICA, INC.

By:  _____
Name: John E. Giles
Title: President and
Chief Executive Officer

ANNEX I

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Exhibit 15
Operating Plan - Minor

OPERATING PLAN - MINOR

1.0 INTRODUCTION

1.1 Purpose and Scope

The purpose of this Operating Plan is to describe the consolidated U.S. railroad operations following the acquisition by Genesee and Wyoming Inc. (GWI) of the control of RailAmerica, Inc. (RA) railroads pursuant to the agreement and plan of merger included as Exhibit 2 to the Application (the "Transaction").

GWI owns 60 U.S. short line railroads and RA owns 41 U.S. short line railroads. Each of the GWI and RA railroads currently operate as largely independent railroads, and none of the GWI or RA railroad operations will be consolidated as a result of the Transaction. There are four localities where the GWI and RA railroad operations directly or indirectly connect. However, no changes to the existing operations are contemplated. Consequently, there are no rail network complexities involved with the Transaction and there will be no changes in the patterns or types of service following the Transaction.

However, there will be changes as a result of the Transaction to corporate and administrative functions. Given that both companies are railroad holding companies, there will be consolidation of GWI and RA's duplicative general and administrative ("G&A") functions, resulting in changes to back office support functions such as information technology, accounting, customer service, legal, sales, payroll and other G&A functions.

The integration of the two administrative groups is expected to be straight-forward as the consolidation does not involve the implementation of any new transportation operating systems (both GWI and RA use the same outsourced provider) or software, and after the Transaction, railroad operations will continue without any impact.

1.2 Operating Plan and Existing Operations: Local Operations Unchanged

A summary of the rail lines operated, train starts, commodities and employees for each of the GWI and RA railroads is included in Appendix B to the Application. Each of the U.S. GWI short line railroads and RA short line railroads presently has a local operating plan governing existing operations. **These discretely crafted operating plans will continue unchanged following the consummation of the Transaction.**

There are only four localities where GWI and RA short line railroads operations directly or indirectly connect, but no material changes to the existing connections are contemplated despite this potential interaction. These direct and indirect connections are described in detail in the Verified Statement of Kevin Neels included in the Application.

1.3 RailAmerica Operating Structure

RA owns 41 individual and separate short line railroads in the U.S. with approximately 7,500 total miles of track. Those individual railroad properties are grouped in a regional manner, primarily for senior management guidance and oversight. Dispatching for RA properties is performed at a centralized dispatching center in St Albans, VT and customer service functions are split between facilities in Jacksonville, FL and Vassar, MI. Headquarters and holding company functions, along with back office functions such as accounting, real estate, human resources, information technology and other G&A functions, are located at the RA Jacksonville, FL facility.

The five regions into which the RA properties are grouped, and the railroads assigned to each region, are shown below for reference (see Appendix B to the Application for in-depth narratives of each RailAmerica railroad):

NORTHEAST REGION

- Cape Breton & Central Nova Scotia Railway (CBNS) [CANADIAN OPERATION]
- Connecticut Southern Railroad (CSO)
- Goderich-Exeter Railway (GEXR) [CANADIAN OPERATION]
- Massena Terminal Railroad (MSTR)
- New England Central Railroad (NECR)
- Ottawa Valley Railway (OVR) [CANADIAN OPERATION]
- Southern Ontario Railway (SOR) [CANADIAN OPERATION]

SOUTHEAST REGION

- Alabama & Gulf Coast Railroad (AGR)
- Carolina Piedmont Railroad (CPDR)
- Chesapeake & Albemarle Railroad (CA)
- Conecuh Valley Railroad (COEH)
- Eastern Alabama Railway (EARY)
- Indiana Southern Railroad (ISRR)
- North Carolina & Virginia Railroad (NCVA)
- South Carolina Central Railroad (SCRF)
- Three Notch Railroad (THNR)
- Wiregrass Central Railroad (WGCR)

CENTRAL REGION

- Bauxite & Northern Railroad (BXN)
- Dallas Garland & Northeastern Railroad (DGNO)
- Kiamichi Railroad (KRR)
- Kyle Railroad (KYLE)
- Missouri & Northern Arkansas Railroad (MNAR)

- Otter Tail Valley Railroad (OTVR)
- Point Comfort & Northern Railway (PCN)
- Rockdale, Sandow & Southern Railroad (RSS)
- Texas Northeastern Railroad (TNER)

MIDWEST REGION

- Central Railroad of Indiana (CIND)
- Central Railroad of Indianapolis (CERA)
- Chicago, Fort Wayne & Eastern Railroad (CFE)
- Grand Rapids Eastern Railroad (GR)
- Huron & Eastern Railway (HESR)
- Indiana & Ohio Railway (IORY)
- Marquette Rail (MQT)
- Michigan Shore Railroad (MS)
- Mid-Michigan Railroad (MMRR)
- Toledo, Peoria & Western Railway (TPW)
- Wellsboro Corning Railroad (WCOR)

WEST REGION

- Arizona & California Railroad (ARZC)
- California Northern Railroad (CFNR)
- Cascade & Columbia River Railroad (CSCD)
- Central Oregon & Pacific Railroad (CORP)
- Puget Sound & Pacific Railroad (PSAP)
- San Diego & Imperial Valley Railroad (SDIY)
- San Joaquin Valley railroad (SJVR)
- Ventura County Railroad (VCRR)

Railroad and regional level employees are responsible for the following functions: day-to-day operations, safety, efficiencies and railroad budgetary performance. The centralized corporate employees provide support for sales and marketing, capital spending, strategic relations with Class I railroads, accounting, customer service, dispatching, financial analysis, mechanical and engineering planning, human resources, general administrative functions and purchasing.

1.4 Genesee & Wyoming Operating Structure

GWI owns 60 individual and separate short line railroads in the U.S., with approximately 4,765 total track miles and an additional 1,278 miles under trackage right agreements. These individual railroad properties are grouped into eight North American regions. The railroads are generally staffed with a local general manager (in addition to the typical levels of railroad management). Each railroad reports to a regional management team who provides senior management guidance and oversight.

Dispatching is not centralized and is performed at six locations described in additional detail under Section 2.3 of this Operating Plan. Back office functions such as accounting, human resources, and information technology are located in Rochester, NY with railroad operational functions remaining at the individual and regional levels. Certain railroad support functions such as safety, training, structures and car leasing are located in Jacksonville, FL. Customer service functions are performed for the Ohio, Oregon, Southern, Rail Link and Mountain West Regions in Jacksonville, FL. Customer service functions for the New York and Pennsylvania, Canada and Illinois Regions are performed at the regional level in Rochester, NY, Montreal, QC, Richmond, ME, and Peoria, IL, respectively. GWI's corporate headquarters is in Greenwich, CT, with a small staff dealing primarily with corporate strategy, finance, board reporting and governance, investor relations and legal matters.

The eight regions into which GWI properties are grouped and the railroads assigned to each region, are shown below for reference (see Appendix B to this Application for in-depth narratives of each GWI railroad):

OREGON REGION

- Portland & Western Railroad, Inc (PNWR)
- Willamette & Pacific Railroad, Inc. (WPRR)

MOUNTAIN WEST REGION

- Arizona Eastern Railway Company (AZER)
- Salt Lake City Southern Railroad Company, Inc. (SL)
- Utah Railway Company (UTAH)

ILLINOIS REGION

- Illinois & Midland Railroad, Inc. (IMRR)
- Tazewell & Peoria Railroad, Inc. (TZPR)
- Tomahawk Railway, Limited Partnership (TR)

OHIO REGION

- Aliquippa & Ohio River Railroad Co. (AOR)
- The Columbus and Ohio River Rail Road Company (CUOH)
- Mahoning Valley Railway Company (MVRV)
- Ohio and Pennsylvania Railroad Company (OHPA)
- Ohio Central Railroad, Inc. (OHCR)
- Ohio Southern Railroad, Inc. (OSRR)
- Pittsburgh & Ohio Central Railroad Company (POHC)
- The Warren & Trumbull Railroad Company (WTRM)
- Youngstown & Austintown Railroad, Inc. (YARR)
- Youngstown Belt Railroad Company (YB)

SOUTHERN REGION

- AN Railway, L.L.C. (AN)
- Arkansas Louisiana & Mississippi Railroad Company (ALM)
- The Bay Line Railroad, L.L.C. (BAYL)
- Chattahoochee Bay Railroad, Inc. (CHAT)
- Chattahoochee Industrial Railroad (CIRR)
- Chattooga & Chickamauga Railway Co. (CCKY)
- Columbus & Chattahoochee Railroad, Inc. (CCH)
- Columbus and Greenville Railway Company (CAGY)
- Fordyce and Princeton Railroad Co. (FP)
- Georgia Southwestern Railroad, Inc.
- Hilton & Albany Railroad, Inc. (HAL)
- KWT Railway, Inc. (KWT)
- Little Rock & Western Railway, L.P. (LRWN)
- Louisiana & Delta Railroad, Inc. (LDRR)
- Luxapalila Valley Railroad, Inc. (LXVR)
- Meridian & Bigbee Railroad, L.L.C. (MNBR)
- Valdosta Railway, L.P. (VR)
- Western Kentucky Railway, LLC (WKRL)

RAIL LINK REGION

- Atlantic & Western Railway, L.P. (ATW)
- Commonwealth Railway Incorporated (CWRY)
- Corpus Christi Terminal Railroad, Inc. (CCPN)
- East Tennessee Railway, L.P. (ETRY)
- First Coast Railroad, Inc. (FCRD)
- Galveston Railroad, L.P. (GVSR)
- Georgia Central Railway, L.P. (GC)
- Golden Isles Terminal Railroad, Inc. (GITM)
- Maryland and Pennsylvania Railroad, LLC (non-operating)

- Maryland Midland Railway, Inc. (MMID)
- Riceboro Southern Railway, LLC (RSOR)
- Savannah Port Terminal Railroad, Inc. (SAPT)
- Talleyrand Terminal Railroad Company, Inc. (TTR)
- Wilmington Terminal Railroad, Limited Partnership (WTRY)
- York Railway Company (YRC)
- Yorkrail, LLC (non-operating)

NEW YORK & PENNSYLVANIA REGION

- Allegheny & Eastern Railroad, LLC (ALY)
- Buffalo & Pittsburgh Railroad, Inc. (BPRR)
- The Dansville and Mount Morris Railroad Company (DMM)
- Genesee and Wyoming Railroad Company (GNWR)
- Pittsburgh & Shawmut Railroad, LLC (PS)
- Rochester & Southern Railroad, Inc. (RSR)
- South Buffalo Railway Company (SB)

CANADA REGION

- St. Lawrence & Atlantic Railroad Company (SLR)
- Quebec-Gatineau Railway (QGRY) [CANADIAN OPERATION]
- Huron Central Railway (HCRY) [CANADIAN OPERATION]
- St. Lawrence & Atlantic Railroad – Quebec (SLQ) [CANADIAN OPERATION]

GWI's individual operating railroad properties and regions function with a great deal of autonomy, much like small businesses. Local employees are responsible for all aspects of a particular railroad property. Many of the support functions centralized on the RA properties remain local in nature for the GWI properties. For example, on GWI properties dispatching, sales and marketing, financial analysis, human resources, general administrative functions, mechanical, engineering and general business development functions are handled at the regional or local level.

2.0 PROPOSED REGIONAL STRUCTURE AND OPERATING PLAN POST TRANSACTION

2.1 Development

The Post Transaction Operating Plan was developed by a cross-functional team of GWI employees with expertise in the areas of safety, railroad operations, service design, mechanical and engineering disciplines, equipment utilization, human resources, customer service and sales and marketing. In-depth discussions and participation by numerous RA employees with a diverse background of experience with current RA operating parameters was also critical to the development of this Operating Plan.

Following the Transaction, the Operating Plan will not change the existing GWI and RA railroad properties' service plans or labor force. Existing operations will continue following the Transaction, with no contemplated local service plan changes or labor reductions considered on Day One or for the foreseeable future. Train schedules and service frequency are adequate to handle present traffic volumes, with additional, incremental capacity available on existing train starts for additional traffic, should any be realized.

Because each individual railroad's service plan is an isolated island of service that is not integrated into operations of other railroads, and because there are no network flows or equipment utilization cycles between the GWI and RA properties there is a low probability for service disruptions as a result of this Transaction.

There will be measured and well considered changes in the regional structure as well as consolidation of GWI and RA's duplicative G&A functions, and marginal changes to back office support functions such as information technology, accounting, customer service, legal, sales, payroll and other G&A functions. These changes, which are outlined below, will not impact the local service that is provided to customers at the individual railroad property level.

2.2 Regional Structure

Following the Transaction, the combined GWI and RA railroads will be organized into ten North American regions. The existing eight GWI regions will each add several RA roads to their present grouping and two new GWI regions will be created. The creation of these new regions fits the GWI model of strong local autonomy. Annex A to this Operating Plan is a depiction of the envisioned new GWI regional structure.

2.3 Dispatching and Crew Calling

There are no changes to dispatching and crew calling functions, supporting labor force, facilities or location envisioned as a result of this Transaction. Presently, all RA properties (with the exception of the Chicago, Ft. Wayne and Eastern Railroad, which is dispatched by Norfolk Southern (NS) under NS rules) are dispatched out of St. Albans, VT using a 3rd party dispatching software vendor, RailComm. This arrangement will remain undisturbed as of Day One and for the foreseeable future.

Currently, GWI North American dispatching is at the regional level in Albany, OR; Peoria, IL; Jacksonville, FL; Coshocton, OH; Rutland, VT; and Montreal, QC. The same 3rd party dispatching software vendor used by RA is used by GWI, and this will remain undisturbed as of Day One and the foreseeable future.

2.4 Equipment Supply and Utilization and Operating Performance

Equipment supply and utilization for both RA and GWI is handled at an individual railroad property level. There are no network equipment supply flows for cars or locomotives that are interchanged between the GWI and RA railroads that could be disrupted as a result of this Transaction.

GWI has developed key performance equipment utilization and efficiency metrics that measure the time from interchange receipt to customer placement, and from customer release to interchange delivery. By closely monitoring our interchange performance and network fluidity, the efficiency of car handling and equipment utilization is increased. GWI reports its performance to Class I partners on a bi-annual basis, and this same level of performance management will be deployed across RA's railroads. GWI is also committed to implementing Interline Service Agreements (ISAs) with our Class I partners and will rollout ISAs for all RA railroads in the two years following the Transaction to increase the operating performance and service provided to customers.

2.4.1 FREIGHT CARS

RailAmerica, Inc.

As indicated in the table below, RA's car fleet consists of 7,730 leased cars and 567 owned cars for a total fleet of 8,297 railcars.

RA - RAILCARS

TYPE OF CAR	OWNED	LEASED	TOTAL	
Covered hopper cars		78	3,256	3,334
Open top hopper cars		238	30	268
Box cars		35	3,137	3,172
Flat cars		194	800	994
Tank cars		6	0	6
Gondolas		5	507	512
Other		11	0	11
Total railcars		567	7,730	8,297

Genesee & Wyoming Inc.

As indicated in the table below, GWI's car fleet consists of 9,859 leased cars and 2,449 owned cars for a total fleet of 12,308 railcars.

GWI - RAILCARS

TYPE OF CAR	OWNED	LEASED	TOTAL	
Covered hopper cars		114	1,128	1,242
Open top hopper cars		832	550	1,382
Box cars		914	5,924	6,838
Flat cars		351	404	755
Tank cars		0	0	0
Gondolas		201	1,853	2,054
Other		37	0	37
Total railcars		2,449	9,859	12,308

GWI and RA lease railcars from the same pool of national rail car leasing companies and strong relationships exist between GWI and the major leasing companies from which the RA leased fleet is supplied. As such, no complications are expected with car supply as a result of this Transaction, and economies of scale in leasing should result following the Transaction.

LOCOMOTIVES

RailAmerica, Inc.

As indicated in the table below, RA's locomotive fleet consists of 247 owned locomotives and 158 leased locomotives for a total of 405.

RA - LOCOMOTIVES

OWNED	LEASED	TOTAL	
	247	158	405

Genesee & Wyoming Inc.

As indicated in the table below, GWI's locomotive fleet consists of 601 owned and 6 leased locomotives for a total of 607.

GWI - LOCOMOTIVES

OWNED	LEASED	TOTAL	
	601	6	607

GWI's locomotive ownership strategy is reflected in the above numbers: GWI's percent of leased locomotives is 1% as compared to RA's 39%. This strategy of locomotive ownership is planned to be progressively pursued for the benefit of RA rail lines following the Transaction, albeit at a modest pace and dependent on market conditions and expirations of the existing leases.

2.5 Equipment Maintenance and Maintenance-of-Way Facilities

Equipment maintenance and maintenance-of-way functions and related labor force are the responsibility of the individual railroads, with corporate oversight for planning and major projects. There are no known and certain equipment maintenance or maintenance-of-way facility closures, or related labor force reductions, planned for any of the GWI or RA railroad properties as a result of this Transaction. However, there are two locations where studies are planned to ascertain optimal utilization of existing RA and GWI maintenance facilities. Regardless of the study findings, we do not anticipate that there will be changes to the existing labor forces at the facilities following the Transaction. The studies are outlined below:

- Study planned for optimal utilization of Peoria, IL yard and maintenance facilities of RA's Toledo, Peoria and Western Railway and GWI's Tazewell and Peoria Railroad. No labor force reductions will be made.
- Study planned for optimal utilization of RA's locomotive and car facility on the Central Oregon and Pacific Railroad at Eugene, OR and GWI's locomotive and car facility on the Portland and Western Railway at Albany, OR. No labor force reductions will be made.

2.6 Transportation Systems and Software

All GWI and RA properties utilize the same 3rd party transportation system vendor, RailCar Management Inc. (RMI), for railroad inventory, waybilling, railroad-to-railroad electronic data exchange, car accounting, customer facing functions of tracing and switching requests, train and shipment movement reporting, and other basic transportation system functionality. As a result, there are no operating system implementations resulting from this Transaction that could jeopardize service to customers.

Additionally, all RA and GWI properties utilize the same 3rd party dispatching system, RailComm, to perform dispatching related functions and all RA and GWI properties (with the exception of the Chicago, Ft. Wayne and Eastern Railroad, which is dispatched by Norfolk Southern (NS) under NS rules) operate under the same operating rules (General Code of Operating Rules or GCOR). Consequently, no dispatching or rule related implementations are contemplated as a result of this Transaction that could compromise service to customers.

2.7 Safety Program Implementation

GWI has a company-wide, bottom-up and top-down, focus on safety programs, operating rules, personnel decisions and actions, and safe working environments to ensure that its employees return safely home from work each day. That program has enabled GWI's industry leading safety performance to date. Underpinning this safety focus is a dedication to training as a core element of the safety program. Such training allows employees to perform their duties in a consistently safe manner. GWI has made significant investment in a state of the art training center in Jacksonville, FL. The training center hosts operational employees for rules training, locomotive engineer training on an in-house train simulator and an in-house manufactured air brake simulator, FRA rules compliance and training requirements, FRA record keeping and compulsory record retention and training in other key operational areas.

All U.S.-based GWI and RA short line railroad properties, except the Chicago, Fort Wayne and Eastern (which is dispatched by NS under NS rules), utilize the same operating rules, GCOR, to ensure safe train movement and protected mainline track occupancy. Dispatching functions for the properties utilize the same 3rd party dispatching software vendor, RailComm, for dispatching and track warrant issuance. This commonality in the railroad operating systems used provides a very sound safety foundation for the new combined company.

GWI's injury frequency ratio for FRA reportable personal injuries, per 200,000 man-hours worked, through June 30, 2012 was 0.53, which matches GWI's industry leading safety performance for full year 2011. This is well ahead of the short line peer group as a whole and continues to lead all Class I carriers through the second quarter 2012. RA's FRA reportable personal injury ratio, per 200,000 man-hours worked, through June 30, 2012 was 1.34, which is also well ahead of the short line peer group as a whole.

Safety training for mechanical and engineering disciplines, and customer service training are also provided, among many other types of training.

Following the Transaction, GWI intends to extend these training programs to RA, together with mentoring, coaching and personal empowerment initiatives. These training programs will be phased in, on a railroad-by-railroad basis, in the two years following the Transaction. GWI therefore expects improvement in RA's safety performance over the same time period.

2.8 Back Office Consolidation

As previously discussed, the individual railroads will be largely unaffected by the Transaction. However, consolidation will occur at the administrative level, with a focus on reducing expenses by eliminating \$36 million of duplicative G&A services, including RA's costs of operating as a public company. As part of this integration, GWI anticipates layoff or relocation of some employees, primarily at the Jacksonville and Rochester administrative headquarters, to further enhance our local customer service initiatives. The administrative cost savings are a mixture of labor costs, information technology costs, office and rent expense, insurance and other G&A costs including RA's costs of operating as a public company. Approximately \$2 million of the anticipated cost savings derive from consolidation of operations at individual railroads, which result from economies of scale in the management of regional operations. These railroad level cost savings are not anticipated to affect employment at individual railroads.

2.9 Operational Touchpoints

The verified statement of Kevin Neels included in this application contains a detailed discussion of the specific geographic areas where a RA railroad and a GWI railroad connect, either through an actual interchange, a railroad crossing or diamond, or through trackage rights over another rail carrier's tracks. As explained by Mr. Neels, the interchange traffic is insignificant for several reasons. In any event, no changes in traffic flows, train volumes, or other aspect of the service provided by the railroads at these points of contact are contemplated as a result of this Transaction, and no consolidation of facilities or labor forces is planned.

As noted earlier in this Operating Plan, there is a study planned to ascertain the optimal utilization of locomotive and car facilities located at Albany, OR on the PNWR and at Eugene, OR on the CORP. Regardless of study findings we do not anticipate there will be labor force reductions as a result of any efficiencies found. In addition, while no service plan changes are contemplated at this time, a study is planned for some time within the first year of control to ascertain optimal utilization of TPW's East Peoria, IL yard and facilities, and TZPR's East Peoria, IL yard facilities. Regardless of study findings, labor force reductions are not expected.

Finally, with respect to the operations as the Linden, AL and Columbus, MS localities, while no service plans changes are contemplated at this time, we expect to review the service plans, equipment and facilities following the Transaction in an effort to increase the efficiency of the interchanges and operations. However, we do not anticipate labor, equipment or facility reductions in either of these localities.

3.0 ABANDONMENTS

No abandonments are anticipated as a result of the Transaction.

4.0 IMPACTS ON TRAFFIC DENSITIES

Other than normal organic growth and possible existing GWI and RA industrial development projects, there are no contemplated impacts to traffic densities as a result of the Transaction and no service plan changes are contemplated. There is incremental capacity available on existing train starts for additional traffic, should any be realized.

5.0 LINE INFRASTRUCTURE, NEW CONSTRUCTION, AND OTHER CAPITAL INVESTMENTS

There is no new construction, line infrastructure upgrades, or other non-routine capital investments contemplated as a result of the Transaction. Since no network of service exists and no combinations of existing track or facilities are planned, there are no specific capital requirements that have been identified. GWI's planned capital expenditures for RA properties, including track, surfacing, bridges and rollingstock from 2013- 2016 is approximately \$285 million, which is 5%-10% higher than amounts contemplated by RA prior to the Transaction. These amounts will not reduce affect the planned expenditures for GWI's existing properties, and represent the rollout of GWI's normal maintenance procedures at the RA properties.

6.0 IMPACT ON COMMUTER AND PASSENGER OPERATIONS

No changes are contemplated to the existing GWI or RA commuter and passenger operations in the U.S. as a result of the Transaction. As a reference, set forth below is a description of the existing RA and GWI passenger operations across all individual U.S. railroad properties:

- **New England Central Railroad ("NECR")**

There is one pair of Amtrak passenger trains daily (one northbound and one southbound) between Palmer, MA and St. Albans, VT that is commingled with NECR's freight operations. American Rail Dispatching Center ("ARDC") dispatches and NECR maintains the NECR line. Interaction between the passenger trains and NECR's freight operations is limited enough given the gross ton miles on the line that the FRA permitted NECR an exception to the requirements of PTC.

- **Connecticut Southern Railroad (“CSO”)**

CSO operates the freight franchise on the Amtrak line between New Haven, CT and Springfield, MA. Amtrak dispatches and maintains the line. RA effectively has two freight routes that traverse the line, one Hartford to New Haven, and the other Hartford to Springfield. There are numerous Amtrak trains on the line and CSO typically operates the freight trains during a limited period to minimize possible interaction with the passenger trains.

- **San Diego & Imperial Valley Road (“SDIY”)**

SDIY operates approximately 90 miles of rail line, the California portion of which is owned by a subsidiary of the San Diego Metropolitan Transit Development Board (“MTDB”). The San Diego Metropolitan Transit System dispatches and maintains the mainline. MTDB provides passenger service over the rail line in the San Diego area. SDIY’s freight operation is temporally separated from the trolley service and operates in the very early morning hours.

- **Dallas Garland & Northeastern Railroad (“DGNO”)**

DGNO operates on a stretch of Trinity Rail Express (“TRE”) trackage over the course of approximately 11 miles about 14-times per-day on the weekdays. These movements are intermingled with passenger operations. Additionally, on Tuesdays and Thursdays DGNO operates on approximately 12 miles of track in Carrollton, TX on Denton County Transit Authority (“DCTA”) track. These operations are intermingled with passenger operations. Both operations are dispatched by TRE and DCTA.

- **Missouri & Northern Arkansas Railroad Company, Inc. (“MNA”)**

The Branson Scenic Railroad, Inc. (“BSR”) operates passenger excursion trains over sections of the MNA. The BSR operates between March and December. The BSR is crewed by MNA personnel and operates on track maintained by MNA. It is dispatched by the ARDC. BSR operates 20 miles north and south of Branson and the operation is comingled with MN’s freight operation.

- **Wellsboro Corning Railroad (“WCOR”)**

WCOR’s passenger excursion train service operates once on Fridays, three times on Saturdays, and once on Sundays and upon request for tours, etc. during the summer, fall foliage and Christmas seasons. These passenger excursion trains operate at restricted speed without dispatching pursuant to the clearance instructions from an operating manager.

- **Portland & Western Railroad (“PNWR”)**

PNWR operates commuter service over a 14.7 mile corridor from Beaverton, Oregon to Wilsonville, Oregon. PNWR operates and dispatches a total of 32 trips to cover peak morning and evening commute windows. Freight operations are not commingled with passenger operations.

7.0 LABOR IMPACT

Applicants do not anticipate that any operating employees of the GWI railroads or the RA railroads will be adversely affected by the Transaction. Because the proposed transaction involves one Class II and one or more Class III rail carriers, the Applicants confirm that the Board's approval will be made subject to the labor protection requirements of 49 U.S.C. § 11326(b) and Wisconsin Central Ltd.—Acquisition Exemption—Lines of Union Pacific Railroad, 2 S.T.B. 218 (1997). Applicants have not entered into any employee protection agreements in connection with the proposed transaction.

As described above, the elimination of duplicative G&A functions at GWI and RA will give rise to layoffs or relocation of employees, primarily at the Jacksonville and Rochester administrative headquarters. Corporate and administrative staff of both GWI and RA may be affected. GWI has agreed to honor RA's severance policy for corporate and administrative staff employees affected by the merger through December 31, 2013 unless the affected RA employee would be entitled to greater benefits under GWI's severance policy, in which case the affected RA employee would be entitled to the greater benefits available under GWI's severance policy.

8.0 CONCLUSION

This Operating Plan contemplates that the Transaction will be uncomplicated and straightforward. Key aspects of the Operating Plan post-Transaction are as follows:

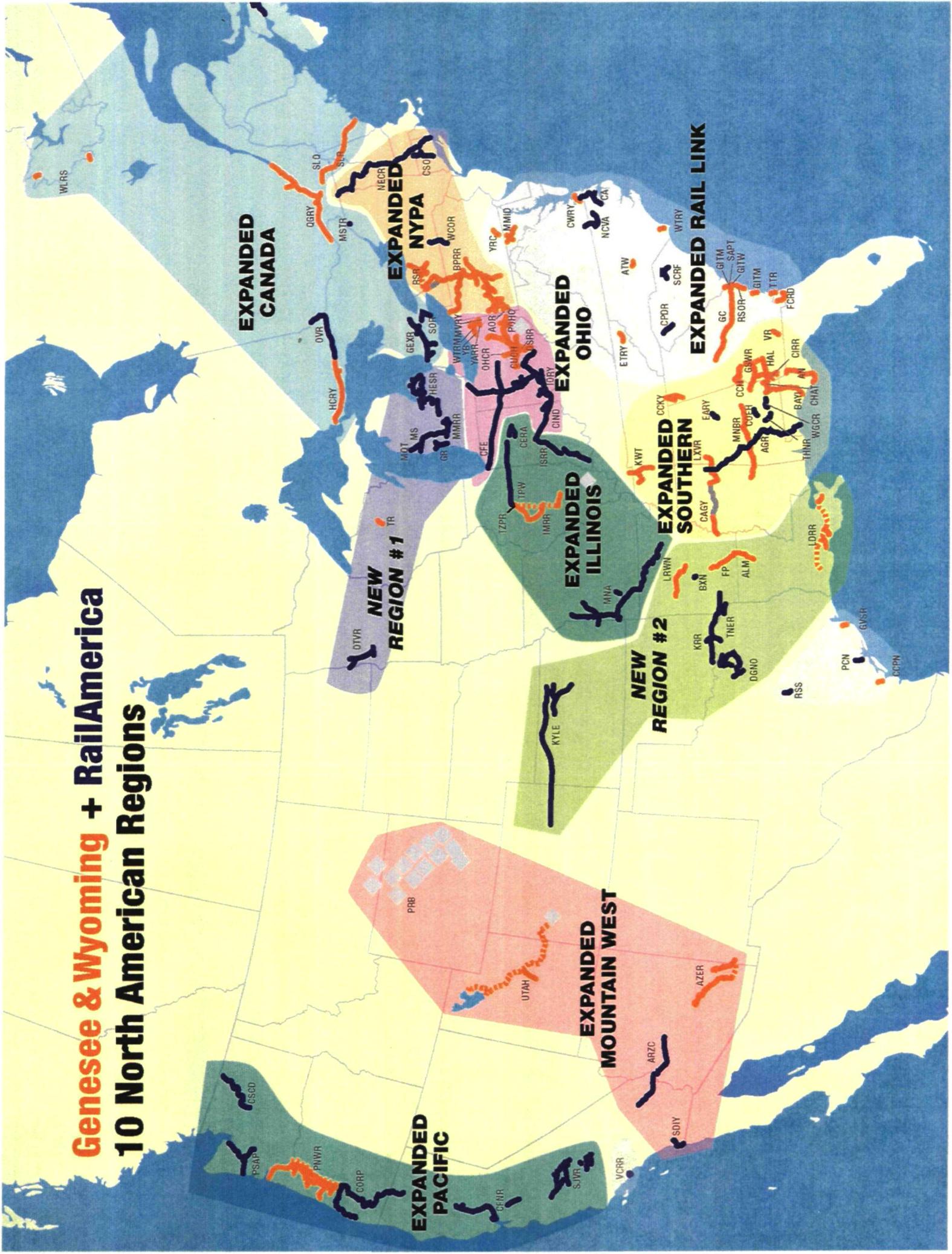
- No known changes in traffic patterns as a result of the Transaction or changes in individual railroad operations as a result of the Transaction. Independent railroad operations will remain unchanged following the Transaction
- No major system consolidation risk that would impact operations or service to customers
 - RA and GWI use the same 3rd party operations system, RailCar Management Inc. ("RMI"), so there will be no operational system cut-over that could jeopardize service
 - With the exception of the Chicago, Ft. Wayne and Eastern Railroad, GWI and RA properties operate under the same set of operating rules (General Code of Operating Rules, or GCOR) so there will be no implementation of new operating rules that could pose a safety risk
 - No changes to current GWI and RA dispatching and crew calling functions or location (GWI and RA use the same 3rd party dispatching software – RailComm)

- **No reduction in labor force at the railroad operating level**
 - **Elimination of duplicative holding company G&A functions and relocation of current headquarters' staff to local operating positions to enhance customer service**
 - **Measured relocation of RA's Jacksonville customer service function to GWI's Jacksonville customer service location, using the same railroad operating systems currently employed**

Moreover, although GWI and RA serve different geographic territories, the Transaction nevertheless presents opportunities to enhance the operating efficiency of both the GWI and RA railroads. In 2011, GWI's U.S. operating ratio was 75.0% making GWI one of the most efficient short line railroads in the United States. A significant reason for GWI's performance is its dedicated and knowledgeable local employees, focus on safety, and the implementation of operating strategies that optimize equipment utilization and provide reliable train service for its customers. Applicants will seek opportunities to implement the GWI's "best practices" described above on the RA railroads, and will likewise explore the possibility of further improving GWI's operations by adopting "best practices" currently employed by RA in an effort to drive more traffic to the freight rail network.

Annex A

Genesee & Wyoming + RailAmerica 10 North American Regions



APPENDIX A

OPINION OF COUNSEL

(49 C.F.R. § 1180.6 (a) (4))

August 6, 2012

Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, Connecticut 06830

Ladies and Gentlemen:

We have acted as outside counsel for Genesee & Wyoming Inc., a Delaware corporation (“GWI”) and Jaguar Acquisition Sub Inc., a Delaware corporation and wholly owned subsidiary of GWI (“Merger Sub”) in connection with the preparation, execution and delivery of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 23, 2012 among GWI, Merger Sub and RailAmerica, Inc., a Delaware corporation (“RailAmerica”) pursuant to which Merger Sub will merge (the “Merger”) with and into RailAmerica with RailAmerica surviving the Merger as a wholly owned subsidiary of GWI.

We have examined the Merger Agreement, and we have examined, and have relied as to matters of fact upon, originals, or duplicates or certified or conformed copies of such corporate records, agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of GWI, and have made such other investigations, as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents. In addition, we have relied as to certain matters of fact upon the representations made in the Merger Agreement.

Based upon and subject to the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that:

1. Each of GWI and Merger Sub: (a) has the corporate power and authority to execute and deliver the Merger Agreement and perform its obligations thereunder and (b) has duly authorized, executed and delivered the Merger Agreement.
2. The execution, delivery and performance by GWI and Merger Sub of the Merger Agreement will not violate: (a) the certificate of incorporation or by-laws of GWI or Merger Sub, as applicable, or (b) any federal statute or the Delaware General Corporation Law or any rule or regulation issued pursuant to any federal statute or the Delaware General Corporation Law.

In rendering the opinions set forth in paragraphs 1 and 2 above, we have assumed (i) that the Merger Agreement has been duly authorized, executed and delivered by RailAmerica, (ii) that RailAmerica duly performs all of its obligations under the Merger Agreement, (iii) the satisfaction of all terms and conditions of the Merger Agreement by RailAmerica, GWI and Merger Sub, including the satisfaction or waiver of all conditions to consummation of the Merger therein, and (iv) the valid adoption and approval of the Merger Agreement and the transactions contemplated thereby by the requisite approval of RailAmerica's stockholders.

Furthermore, in rendering the opinions set forth in paragraphs 1 and 2 above, we have assumed the transactions contemplated by the Merger Agreement are approved by the Surface Transportation Board ("STB"). We express no opinion with respect to any matters subject to the STB, and the rules and regulations promulgated thereby. We do not express any opinion herein concerning any law other than the federal law of the United States (other than as provided in the preceding sentence) and the Delaware General Corporation Law.

This opinion letter is rendered to you in connection with the above described transactions and the application GWI and RailAmerica will be submitting to the STB in connection therewith. This opinion letter may be relied upon by the STB in connection with the above described transactions and application. This opinion letter may not be relied upon by you or the STB for any other purpose, or relied upon by, or furnished to, any other person, firm or corporation without our prior written consent.

Very truly yours,


SIMMONS THACHER & BARTLETT LLP

Appendix B
Description of Railroads

Description of Genesee & Wyoming U.S. Railroads

Allegheny & Eastern Railroad, LLC

Allegheny & Eastern Railroad, LLC (ALY) is a non-operating carrier located in Pennsylvania that merged with Buffalo & Pittsburgh Railroad, Inc. (BPRR) in January 2004.

Aliquippa & Ohio River Railroad Co.

Aliquippa & Ohio River Railroad Co. (AOR), 208 Islands Avenue, McKee's Rocks, PA 15136, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in October 2002 and is located in Pennsylvania. AOR owns and operates approximately six miles of rail lines located between milepost 0.0 at Aliquippa, PA and milepost 6.0 at Aliquippa, PA.

AOR handled 1,719 carloads in 2011. The principal commodities transported are aggregates, brick and cement, and plastics. AOR interchanges with CSXT at Aliquippa, PA.

In 2011, AOR's gross revenues were \$820,125.

AOR has an average of three crew starts per week and provides three days per week service. AOR is operated by employees of Ohio Central Railroad, Inc. (OHCR).

AN Railway, L.L.C.

AN Railway, L.L.C. (AN), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in 1903 and is located in Florida. AN leases from St. Joe Company and operates approximately 94 miles of rail lines located between milepost 0.0 at Port St. Joe, FL and milepost 94.0 at Chattahoochee, FL.

AN handled 690 carloads in 2011. The principal commodities transported are chemicals and forest products. AN interchanges with CSXT at Chattahoochee, FL.

In 2011, AN's gross revenues were \$579,758.

AN has an average of two crew starts per week and provides two days per week service. AN has one employee.

Arizona Eastern Railway Company

Arizona Eastern Railway Company (AZER), 5903 South Calle De Loma, Claypool, AZ 85532, Phone: (928) 473-2447, began operating in 1905 and is located in Arizona and New Mexico. AZER owns and operates approximately 203 miles of rail lines located between: (1) milepost 1216.70, at Clifton, AZ and milepost 1146.40 at Lordsburg, NM; and (2) milepost 1231.50 at Miami, AZ and milepost 1098.40 at Bowie, AZ. In addition, AZER has 48 miles of

overhead trackage rights over UP located between milepost 1146.40 at Lordsburg, NM and milepost 1098.40 at Bowie, AZ.

AZER handled 5,032 carloads in 2011. The principal commodities transported are copper, chemicals and agricultural and forest products. AZER interchanges with UP at Lordsburg, NM.

For 2012, AZER's budgeted gross revenues are \$19,500,000.

AZER has an average of 46 crew starts per week and provides six days per week service. AZER has 52 employees.

Arkansas Louisiana & Mississippi Railroad Company

Arkansas Louisiana & Mississippi Railroad Company (ALM), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in June 1907 and is located in Arkansas and Louisiana. ALM owns and operates approximately 52.5 miles of rail lines located between milepost 52.5 at Crossett, AR and milepost 0.0 at Monroe, LA.

ALM handled 10,442 carloads in 2011. The principal commodities transported are chemicals and forest products. ALM interchanges with KCS and UP at Monroe, LA.

In 2011, ALM's gross revenues were \$7,561,845.

ALM has an average of 10 crew starts per week and provides five days per week service. ALM has 15 employees.

Atlantic & Western Railway, L.P.

Atlantic & Western Railway, L.P. (ATW), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in 1991 and is located in North Carolina. ATW owns and operates approximately 11 miles of rail lines between: (1) milepost 0.0 and milepost 3.2 at Sanford, NC; and (2) between milepost 123.65 at Cumnock, NC and milepost 130.04 at Sanford, NC. In addition, ATW has overhead trackage rights over NS located between: (1) milepost 122.0 and milepost 123.3 at Cumnock, NC; and (2) milepost 279.2 at Cumnock, NC and milepost 264.0 at Brickhaven, NC.

ATW handled 2,990 carloads in 2011. The principal commodities transported are aggregates, brick and cement, food and feed products, and steel and scrap. ATW interchanges with CSXT at Sanford, NC; and with NS at Cumnock, NC.

In 2011, ATW's gross revenues were \$1,240,690.

ATW has an average of five crew starts per week and provides five days per week service. ATW has two employees.

The Bay Line Railroad, L.L.C.

The Bay Line Railroad, L.L.C. (BAYL), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in February 1906 and is located in Alabama and Florida. BAYL owns and operates approximately 111 miles of rail lines located between: (1) milepost 0.0 at Panama City, FL and milepost 83.0 at Dothan, AL; and (2) milepost 789.0 at Grimes, AL and milepost 817.0 at Abbeville, AL. In addition, BAYL has overhead trackage rights over CSXT located between milepost 782.1 at Dothan, AL and milepost 789.0 at Grimes, AL.

BAYL handled 24,619 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, coal, food and feed products, forest products, metallic ores and minerals, and steel and scrap. BAYL interchanges with CSXT at Cottondale, FL and Dothan, AL; and with CHAT in Dothan, AL.

In 2011, BAYL's gross revenues were \$20,293,617.

BAYL has an average of 27 crew starts per week and provides seven days per week service. BAYL has 75 employees.

Buffalo & Pittsburgh Railroad, Inc.

Buffalo & Pittsburgh Railroad, Inc. (BPRR), 200 Meridian Centre, Suite 300, Rochester, NY 14618, Phone: 800-603-3385, Fax: 800-477-4947, began operating in 1988 and is located in New York and Pennsylvania. BPRR owns and operates approximately 405 miles of rail lines located between: (1) milepost 0.0 at Lackawanna, NY and milepost 8.7 at Orchard Park, NY; (2) milepost 36.0 at West Valley, NY and milepost 45.0 at Ashford Jct, NY; (3) milepost 83.2 at Machias, NY and milepost 107.3 at Salamanca, NY; (4) milepost 114.3 at Salamanca, NY and milepost 221.0 at Punxsutawney, PA; (5) milepost 26.6 at Creekside, PA and milepost 41.5 at Homer City, PA; (6) milepost 0.0 and 1.9 at Dubois, PA; (7) milepost 1.8 at Erie, PA and milepost 130 at St Marys, PA; (8) milepost 56.0 at Kittanning, PA and milepost 88.0 at Freeport, PA; (9) milepost 37.0 at Brookville, PA and milepost 110.0 at Driftwood, PA; (10) milepost 0.0 and milepost 2.0 at Mosgrove, PA; and (11) milepost 0.0 and 4.0 at Brockway, PA. BPRR leases

from NS and operates approximately 36 miles of rail lines located between milepost 8.8 at West Seneca, NY and milepost 44.7 at Machias, NY. BPRR leases from The Seneca Nation of New York Indians and operates approximately seven miles of rail lines located between milepost 107.3 and 114.3 at Salamanca, NY. BPRR leases from CSXT and operates approximately 159 miles of rail lines located between: (1) milepost 221.0 at Punxsutawney, PA and milepost 303.8 at Eidenau, PA; (2) milepost 17.0 at Glenshaw, PA and milepost 51.2 at New Castle, PA; (3) milepost 44.0 at Carbon Center, PA and milepost 59.1 at Bruin, PA; and (5) milepost 0.0 at Cloe, PA and milepost 26.6 at Creekside, PA. In addition, BPRR has overhead trackage rights over NS located between milepost 0.4 at Buffalo, NY and milepost 8.8 at West Seneca, NY.

BPRR handled 65,888 carloads in 2011. The principal commodities transported are aggregates, brick and cement, automotive, chemicals, coal, food and feed products, forest products, metallic ores and minerals, and steel and scrap. BPRR connects with SB at Buffalo, NY. BPRR interchanges with CSXT, NS, CP, CN, BSOR and RSR at Buffalo, NY; with WNYP at E. Salamanca, NY and Corry, PA; with CSXT at Erie, PA; with NS at Erie, PA (via CSXT intermediate switch); with NS at Driftwood, PA and Freeport, PA; with CN (former BLE) at Butler, PA; with CSXT at New Castle, PA; with NCIR at New Castle, PA (via CSX intermediate switch); with AVR at Allison Park, PA; and with NS and WE at Pittsburgh, PA (via AVR intermediate switch).

In 2011, BPRR's gross revenues were \$56,392,199.

BPRR has an average of 137 crew starts per week and provides seven days per week service. BPRR has 219 employees.

Chattahoochee Bay Railroad, Inc.

Chattahoochee Bay Railroad, Inc. (CHAT), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in 1900 and is located in Georgia. CHAT owns and operates approximately 24.2 miles of rail lines located between milepost 357.8 at Columbia, AL and milepost 382.0 at Dothan, AL.

CHAT handled 1,713 carloads in 2011. The principal commodities transported are chemicals, forest products, and food and feed products. CHAT interchanges with BAYL in Dothan, AL; with CSXT at Dothan, AL; and with HAL in Hilton, GA.

In 2011, CHAT's gross revenues were \$2,312,727.

CHAT has an average of five crew starts per week and provides five days per week service. CHAT is operated by employees of The Bay Line Railroad, L.L.C. (BAYL).

Chattahoochee Industrial Railroad

Chattahoochee Industrial Railroad (CIRR), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in December 2003 and is located in Georgia. CIRR owns and operates approximately 15 miles of rail lines located between milepost 0.0 at Saffold, GA and milepost 15.0 at Hilton, GA.

CIRR handled 12,452 carloads in 2011. The principal commodities transported are chemicals, coal, forest products, steel and scrap. CIRR interchanges with CSXT at Saffold, GA; and with HAL at Hilton, GA.

In 2011, CIRR's gross revenues were \$8,145,253.

CIRR has an average of eight crew starts per week and provides seven days per week service. CIRR has 11 employees.

Chattooga & Chickamauga Railway Co.

Chattooga & Chickamauga Railway Co. (CCKY), 413 West Villanow Street, Lafayette, GA 30728, Phone: 706-638-9552, Fax: 706-638-9553, began operating in September 1989 and is located in Georgia and Tennessee. CCKY leases from the State of Georgia and operates approximately 48.9 miles of rail lines located between milepost 396.5 at Lyerly, GA and milepost 445.4 at Chattanooga, TN. In addition, CCKY has overhead trackage rights over NS located between milepost 445.4 and milepost 448.0 at Chattanooga, TN.

CCKY handled 860 carloads in 2011. The principal commodities transported are chemicals, metals and plastics. CCKY interchanges with NS at Chattanooga, TN.

In 2011, CCKY's gross revenues were \$647,295.

CCKY has an average of five crew starts per week and provides five days per week service. CCKY has three employees.

Columbus & Chattahoochee Railroad, Inc.

Columbus & Chattahoochee Railroad, Inc. (CCH), 621 9th Ave., Columbus GA 31901, Phone: 706-327-5464, Fax: 706-327-2452, began operating in July 2012 and is located in Alabama and Georgia. CCH leases from NS and operates approximately 26 miles of rail lines located between milepost 292.8 at Phenix City, AL and milepost 317.8 at Cottonton, AL. In

addition, CCH has overhead trackage rights over NS located between milepost 292.8 at Phenix City, AL and milepost 291.0 at Columbus, GA.

The principal commodities transported are brick, chemicals and forest products. CCH interchanges with NS at Columbus, GA.

CCH's budgeted gross annual revenues are \$5,000,000.

CCH has an average of 26 crew starts per week and provides seven days per week service. CCH has seven employees.

Columbus and Greenville Railway Company

Columbus and Greenville Railway Company (CAGY), 201 19th Street North, Columbus, MS 39701, Phone: 662-327-8663, Fax: 662-329-7729, began operating in September 1974 and is located in Alabama and Mississippi. CAGY owns and operates approximately 150.2 miles of rail lines located between: (1) milepost 113.0 at Greenwood, MS and milepost 168.0 at Greenville, MS; (2) milepost 919.0 and milepost 921.3 at Columbus, MS; and (3) milepost 18.9 at West Point, MS and milepost 112.0 at Greenwood, MS. In addition, CAGY has overhead trackage rights over KCS located between: (1) milepost 0.0 at Artesia, MS and milepost 14.3 at Columbus, MS; and (2) milepost 222.0 Artesia, MS to milepost 230.0 at West Point, MS.

CAGY handled 34,722 carloads in 2011. The principal commodities transported are brick, food products, metals and scrap. CAGY interchanges with AGR, BNSF, KCS, GTRA, LXVR and NS in Columbus, MS; with CN in Greenwood, MS; and with CSXT and KCS at Artesia, MS.

In 2011, CAGY's gross revenues were \$24,673,911.

CAGY has an average of 40 crew starts per week and provides seven days per week service. CAGY has 36 employees.

Columbus and Ohio River Rail Road Company

Columbus and Ohio River Rail Road Company (CUOH), 47849 Papermill Road, Coshocton, OH 43812, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in April 1992 and is located in Ohio. CUOH owns and operates approximately 39 miles of rail lines located between: (1) milepost 100.6 and milepost 104.9 at Newark, OH; (2) milepost 104.91 at Newark, OH and milepost 135.9 at Columbus, OH (50% owned by CUOH, 50% owned by Ohio Rail Development Commission); (3) milepost 136.45 (0.0 on Neilston Line) at Columbus, OH to

milepost 2.7 at Columbus, OH; and (4) milepost 0.6 at to milepost 0.0 at Carman, OH. CUOH leases from CSXT and operates approximately 79 miles of rail lines located between: (1) Cambridge Subdivision milepost 49.49 at Cambridge, OH to milepost 100.59 at Newark, OH; (2) Eastern Ohio Branch milepost 0.70 in Cambridge, OH to milepost 4.85 in Byesville, OH; and (3) Mt. Vernon Subdivision milepost 0.05 at Newark, OH and milepost 25.8 at Mt Vernon, OH. CUOH also leases from the Ohio Rail Development Commission and operates approximately 160 miles of rail lines located between: (1) Pan Subdivision milepost 49.5 at Gould, OH to milepost 157.60 at Newark, OH; (2) C&N Subdivision milepost 104.91 at Newark, OH to milepost 135.9 at Columbus, OH (50% owned by CUOH, 50% owned by Ohio Rail Development Commission); (3) Cadiz Branch milepost 0.0 at Cadiz Junction, OH to milepost 12.7 at Georgetown, OH; and (4) Heath Hebron Branch milepost 133.4 at Heath, OH to milepost 138.9 at Hebron, OH. In addition, CUOH has overhead trackage rights over (1) CSXT Columbus Line between milepost QE 137.5 to milepost QE 138.0 in Columbus, OH; (2) CSXT Buckeye Line between milepost QEB 0.0 to milepost QEB 0.3 in Columbus, OH; (3) CSXT Columbus Line Northern District between milepost CK 0.8 and milepost CK 4.2 (Parsons Yard) in Columbus, OH; (4) NS Dayton District-Lake Division between milepost CJ 138.0 to milepost CJ 138.9 in Columbus, OH; (5) NS Western Branch-Lake Division between milepost AM 132.1 to milepost AM 137.6 (Watkins Yard) in Columbus, OH; (6) NS Cincinnati Line located between milepost CP138 and milepost CP146 Columbus (Buckeye Yard), OH; (7) NS Buckeye Line located between milepost 0.0 and milepost 8.8 at Columbus (Buckeye Yard), OH; and (8) Ohi-Rail Corporation between milepost 73.9 at Carman, OH and milepost 68.75 at North Apex, OH.

CUOH handled 93,108 carloads in 2011. The principal commodities transported are chemicals, coal, farm and food products, pulp and paper products, steel and waste. CUOH interchanges with CSXT at Columbus, OH; with NS at Columbus, OH and Gould, OH; with OHCR at Morgan Run, OH and Zanesville, OH; and with OSRR at South Zanesville, OH.

In 2011, CUOH's gross revenues were \$35,735,664.

CUOH has an average of 50 crew starts per week and provides seven days per week service. CUOH is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Commonwealth Railway Incorporated

Commonwealth Railway Incorporated (CWRV), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in August 1989 and is located in Virginia. CWRV owns and operates approximately 19 miles of rail lines between: (1) milepost 0.0 and milepost 1.7 at Portsmouth, VA; and (2) milepost 6.0 at Chesapeake, VA and milepost 16.5 at Suffolk, VA. CWRV also owns rail, crossties and roadbed and leases the right-of-way from the Virginia Department of Transportation and operates approximately five miles of rail lines between milepost 1.7 at Portsmouth, VA and milepost 6.0 at Chesapeake, VA.

CWRV handled 14,953 carloads in 2011. The principal commodities transported are intermodal containers and chemicals. CWRV interchanges with CSXT and NS at Suffolk, VA.

In 2011, CWRV's gross revenues were \$3,954,728.

CWRV has an average of 14 crew starts per week and provides seven days per week service. CWRV has nine employees.

Corpus Christi Terminal Railroad, Inc.

Corpus Christi Terminal Railroad, Inc. (CCPN), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in August 1997 and is located in Texas. CCPN leases from Port of Corpus Christi and operates approximately 42 miles of yard tracks in Corpus Christi, TX. In addition, CCPN has overhead trackage rights over UP located between milepost 145.9 and milepost 149.0 at Corpus Christi, TX.

CCPN handled 31,892 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, ethanol, food and feed products, machinery, minerals and stone, and petroleum products. CCPN interchanges with BNSF, KCS and UP at Corpus Christi, TX.

In 2011, CCPN's gross revenues were \$4,863,054.

CCPN has an average of five crew starts per week and provides five days per week service. CCPN has 18 employees.

The Dansville and Mount Morris Railroad Company

The Dansville and Mount Morris Railroad Company (DMM) began operating in October 1891 and is located in New York. DMM owns and operates approximately eight miles of rail lines located between milepost 24.4 at Groveland, NY and milepost 32.2 at Dansville, NY.

DMM carloads are included in 2011 carloads of Rochester & Southern Railroad, Inc. (RSR). The principal commodities transported are transportation equipment. DMM connects with GNWR at Mt. Morris, NY.

DMM has an average of one crew start per week and provides one day per week service. DMM is operated by employees of RSR.

East Tennessee Railway, L.P.

East Tennessee Railway, L.P. (ETRY), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in September 1983 and is located in Tennessee. ETRY owns and operates approximately four miles of rail lines located between milepost 0.0 and milepost 1.0 at Johnson City, TN. ETRY leases from CSXT and operates approximately 4.3 miles of rail lines located between: (1) milepost 0.00 and milepost 2.3 at Johnson City, TN; and (2) milepost 0.0 and milepost 2.0 at Johnson City, TN.

ETRY handled 2,719 carloads in 2011. The principal commodities transported are chemicals, food and feed products, forest products, and steel and scrap. ETRY interchanges with CSXT and NS at Johnson City, TN.

In 2011, ETRY's gross revenues were \$1,314,130.

ETRY has an average of five crew starts per week and provides five days per week service. ETRY has four employees.

First Coast Railroad Inc.

First Coast Railroad Inc. (FCRD), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in April 2005 and is located in Florida and Georgia. FCRD leases from CSXT and operates approximately 32 miles of rail lines located between: (1) milepost SMA 48.38 at Fernandina Beach, FL and Milepost SMA 35.10 at Yulee FL; and (2) milepost S 611.95 at Yulee, FL and milepost S 593.40 at Seals, GA.

FCRD handled 13,662 carloads in 2011. The principal commodities transported are chemicals, coal, forest products, metals, pulp and paper products and petroleum products. FCRD interchanges with CSXT at Yulee, FL; and with SM at Kingsland, GA.

In 2011, FCRD's gross revenues were \$5,032,766.

FCRD has an average of 14 crew starts per week and provides seven days per week service. FCRD has 18 employees.

Fordyce and Princeton Railroad Co.

Fordyce and Princeton Railroad Co. (FP), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in January 1904 and is located in Arkansas. FP owns and operates approximately 57 miles of rail lines located between milepost 0.0 at Fordyce, AR and milepost 57.0 at Crossett, AR.

FP handled 2,780 carloads in 2011. The principal commodities transported are forest products. FP interchanges with UP at Fordyce, AR.

In 2011, FP's gross revenues were \$2,225,937.

FP has an average of two crew starts per week and provides two days per week service. FP has five employees.

Galveston Railroad, L.P.

Galveston Railroad, L.P. (GVSR), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in October 1987 and is located in Texas. GVSR leases from Galveston Wharves and operates approximately 39 miles of Yard Tracks in Galveston, TX.

GVSR handled 37,822 carloads in 2011. The principal commodities transported are chemicals, food and feed products and machinery. GVSR interchanges with BNSF and UP at Galveston, TX.

In 2011, GVSR's gross revenues were \$4,403,494.

GVSR has an average of 14 crew starts per week and provides seven days per week service. GVSR has seven employees.

Genesee and Wyoming Railroad Company

Genesee and Wyoming Railroad Company (GNWR), 200 Meridian Centre, Suite 300, Rochester, NY 14618, Phone: 800-603-3385, Fax: 800-477-4947, began operating in 1899 and is

located in New York. GNWR owns and operates approximately 27 miles of rail lines located between: (1) milepost 0.0 at Caledonia, NY and milepost 24.4 at Groveland, NY; and (2) milepost 0.0 and milepost 2.5 at Mount Morris, NY.

GNWR carloads are included in 2011 carloads of Rochester & Southern Railroad, Inc. (RSR). The principal commodities transported are non-metallic minerals (rock salt). GNWR connects with RSR at Caledonia (P&L Junction), NY.

In 2011, GNWR's gross revenues were \$1,850,642.

GNWR has an average of six crew starts per week and provides six days per week service. GNWR is operated by employees of Rochester & Southern Railroad, Inc. (RSR).

Georgia Central Railway, L.P.

Georgia Central Railway, L.P. (GC), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in November 1990 and is located in Georgia. GC owns and operates approximately 113 miles of rail lines located between: (1) milepost SL 499.36 at Savannah, GA and milepost SL 577.8 at Vidalia, GA; and (2) milepost SK 92.22 at Vidalia, GA and milepost SK 58.0 at East Dublin, GA. GC also owns rail, crossties and roadbed and leases the right-of-way from CSXT and operates approximately 58 miles of rail lines between milepost SK 58.0 at East Dublin, GA and milepost SK 0.8. In addition, GC has overhead trackage rights over CSXT located between: (1) milepost SH-511.35 and milepost SH-512.53 at Savannah, GA; (2) milepost SL-499.56 and milepost SL-499.12 at Savannah, GA; (3) milepost SL-498.70 extending northeastwardly 150 feet at Savannah, GA; (4) milepost SH-512.41 extending southwestwardly 150 feet at Savannah, GA; (5) milepost SL-498.68 extending northeastwardly 150 feet at Savannah, GA; and (6) milepost SH-511.35 extending northwardly 204 feet at Savannah, GA.

GC handled 13,781 carloads in 2011. The principal commodities transported are coal, chemicals, farm and food products, forest products, minerals and stone, plastics, and pulp and paper products. GC interchanges with CSXT at Savannah, GA; with HOG at Vidalia, GA; and with NS at Macon, GA.

In 2011, GC's gross revenues were \$6,360,744.

GC has an average of 33 crew starts per week and provides seven days per week service. GC has 35 employees.

Georgia Southwestern Railroad, Inc.

Georgia Southwestern Railroad, Inc. (GSR), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in 1989 and is located in Alabama and Georgia. GSR owns and operates approximately 74.5 miles of rail lines located between milepost 274.5 at Smithville, GA and milepost 349.0 at White Oak, AL. GSR also leases from the State of Georgia approximately 140.5 miles of rail lines located between: (1) milepost 91.5 and milepost 160.0 on the Lynn Subdivision; (2) milepost 0.5 and milepost 23.0 on the Casseta Subdivision; and (3) milepost 63.55 and milepost 72.88 on the Sasser Subdivision. GSR also leases from NS approximately 49.5 miles between milepost 12.0 at Columbus, GA and milepost 61.5 at Americus, GA known as the Ellaville Subdivision. In addition, GSR has overhead trackage rights over NS located between milepost 260.5 at Americus, GA and milepost 297.0 at Albany, GA.

GSR handled 7,259 carloads in 2011. The principal commodities transported are chemicals, ethanol, peanuts, food products, and scrap metal. GSR interchanges with CSXT at Bainbridge, GA; with HAL at Arlington, GA; and with NS at Albany, GA.

In 2011, GSR's gross revenues were \$5,366,432.

GSR has an average of 20 crew starts per week and provides five days per week service. GSR has 20 employees.

Golden Isles Terminal Railroad, Inc.

Golden Isles Terminal Railroad, Inc. (GITM), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, consists of three divisions. GITM – Brunswick Division began operating in May 1998 and is located in Georgia. GITM leases from Georgia Port Authority and operates approximately 13 miles of rail lines located between milepost 0.0 and milepost 13.0 at Brunswick GA. GITM – CSXI Division began operating in November 2003 and is located in Georgia. GITM leases CSXI-East Savannah Intermodal Yard at Savannah, GA. In addition, GITM has overhead trackage rights over CSXT located between: (1) milepost A 492 and milepost S 504 at Savannah, GA; and (2) over the Garden City Lead between milepost A 489 at Savannah, GA and milepost S 500 at Elm Street Yard, Savannah, GA. GITM – Savannah Wharf Division began operating in August 2004 and is located in Georgia. GITM owns rail, crossties and roadbed and leases the right-of-way from

CSXT and operates approximately seven miles of rail lines located between milepost ASO-493.30 and milepost ASO-499.75, at Savannah, GA.

GITM handled 19,379 carloads in 2011. The principal commodities transported are automobiles, chemicals, and food and feed products. GITM interchanges with CSXT and NS at Brunswick, GA; handles CSXT intermodal traffic and delivers and pulls CSXT intermodal traffic with SAPT at Garden City, GA; and interchanges with CSXT at Savannah, GA.

In 2011, GITM's gross revenues were \$6,940,253.

GITM has an average of 54 crew starts per week and provides seven days per week service. GITM has 43 employees.

Hilton & Albany Railroad, Inc.

Hilton & Albany Railroad, Inc. (HAL), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in January 2012 and is located in Georgia. HAL leases from NS and operates approximately 55.5 miles of rail lines located between milepost 357.8 at Hilton, GA and milepost 302.3 at Albany, GA. In addition, HAL has overhead trackage rights over NS located between milepost 302.3 and milepost 299.0 at Albany, GA.

The principal commodities transported are aggregates, farm and food products and paper products. HAL interchanges with CHAT and CIRR at Hilton, GA; with GSWR at Arlington, GA; and with NS at Albany, GA.

For 2012, HAL's budgeted gross annual revenues are \$3,000,000.

HAL has an average of five crew starts per week and provides five days per week service. HAL has two employees.

Illinois & Midland Railroad, Inc.

Illinois & Midland Railroad, Inc. (IMRR), 1500 North Grand Ave. East, Springfield, IL 62702, Phone: 217-788-8601, Fax: 217-788-8660, began operating in February 1996 and is located in Illinois. IMRR owns approximately 96.9 miles of rail lines (and additional 55.9 rail yard miles) located between: (1) milepost 10.0 at Pekin, IL and milepost 87.1 at Springfield, IL; and (2) milepost 121.0 at CIMIC, IL and milepost 100.0 at Taylorville, IL. In addition, IMRR has overhead trackage rights over the CN/IC located between: (1) milepost 87.1 (CN/IC MP

191.19) at Springfield, IL and milepost 121.0 (CN/IC MP 207.25) at CIMIC, IL; and (2) the UP rail line located between UP milepost 8.9 at Pekin, IL and UP milepost 51.0 at Barr, IL.

IMRR handled 116,131 carloads in 2011. The principal commodities transported are chemicals, coal, food and feed products, forest products, metallic ores and minerals, and municipal solid waste. IMRR interchanges with BNSF at Peoria, IL; with IAIS at Peoria, IL; with CN at Springfield, IL and Peoria, IL; with NS at Springfield, IL and Peoria, IL; with TZPR at Peoria, IL; with TPW at Peoria, IL; with UP at Springfield, IL and Peoria, IL; and with KCS at Springfield, IL.

In 2011, IMRR's gross revenues were \$27,860,028.

IMRR has an average of 43 crew starts per week and provides seven days per week service. IMRR has 81 employees.

KWT Railway, Inc.

KWT Railway, Inc. (KWT), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in March 1987 and is located in Kentucky and Tennessee. KWT owns approximately 68 miles of rail lines located between: (1) milepost 64.0 at Paris, TN and milepost 38.3 at Murray, KY; (2) milepost 64.0 at Paris, TN and milepost 85.5 at Bruceton, TN; (3) milepost 116.9 at McKenzie, TN and milepost 129.3 at Dresden, TN; and (4) milepost 245.6 at Paris, TN and milepost 254.0 at Henry, TN. In addition, KWT has overhead trackage rights over CSXT located between milepost 95.0 at Bruceton, TN and milepost 116.9 at McKenzie, TN.

KWT handled 3,698 carloads in 2011. The principal commodities transported are brick, clay, and food and feed products. KWT interchanges with CSXT at Bruceton, TN.

In 2011, KWT's gross revenues were \$1,887,502.

KWT has an average of five crew starts per week and provides five days per week service. KWT has four employees.

Little Rock & Western Railway, L.P.

Little Rock & Western Railway, L.P. (LRWN), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in June 1980 and is located in Arkansas. LRWN owns and operates approximately 43.5 miles of rail lines located between milepost 141.0 at Little Rock, AR and milepost 184.5 at Perry, AR. In

addition, LRWN has overhead trackage rights over: (1) Wayne Farms located between milepost 184.5 at Perry, AR and milepost 219.0 at Danville, AR; and (2) UP located between milepost 346.0 at Little Rock, AR and milepost 341.0 at Little Rock, AR.

LRWN handled 5,845 carloads in 2011. The principal commodities transported are food and feed products and forest products. LRWN interchanges with BNSF and UP at Little Rock, AR.

In 2011, LRWN's gross revenues were \$4,395,246.

LRWN has an average of 13 crew starts per week and provides five days per week service. LRWN has seven employees.

Louisiana & Delta Railroad, Inc.

Louisiana & Delta Railroad, Inc. (LDRR), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in March 1987 and is located in Louisiana. LDRR owns and operates approximately 60.1 miles of rail lines located between: (1) milepost 0 at Centerville, LA and milepost 5.9 at Cabot, LA; (2) milepost 0 at Baldwin, LA and milepost 20.6 at Louisa, LA; (3) milepost 0 at New Iberia, LA and milepost 24.5 at Abbeville, LA; (4) milepost 0 at New Iberia and milepost 3.1 at Port of New Iberia, LA; and (5) milepost 0 at New Iberia, LA and milepost 6 at New Iberia, LA. LDRR also leases from UP and operates approximately 23.7 miles of rail lines located between: (1) milepost 0 at Raceland, LA and milepost 15.3 at Lockport, LA; and (2) milepost 0 at Lafayette, LA and milepost 8.4 at Breaux Bridge, LA. In addition, LDRR has overhead trackage rights over BNSF located between milepost 15 at New Orleans, LA and milepost 205.4 at Iowa Jct., LA.

LDRR handled 13,268 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, food and feed products, forest products, and steel and scrap. LDRR interchanges with BNSF at Schriever, LA and Lafayette, LA; and with UP at New Iberia, Raceland and Ursa, LA.

In 2011, LDRR's gross revenues were \$8,693,920.

LDRR has an average of 38 crew starts per week and provides five days per week service. LDRR has 36 employees.

Luxapalila Valley Railroad, Inc.

Luxapalila Valley Railroad, Inc. (LXVR), P.O. Box 1109, Columbus, MS 39703, Phone: 662-329-7730, Fax: 662-329-7729, began operating in June 1996 and is located in Alabama and Mississippi. LXVR owns approximately 34.1 miles of rail lines located between milepost 919.0 at Columbus, MS and milepost 884.9 at Belk, AL.

LXVR handled 1,947 carloads in 2011. The principal commodities transported are forest products and waste products. LXVR interchanges with AGR, BNSF, CAGY, GTRA, KCS and NS at Columbus, MS. In 2011, LXVR's gross revenues were \$1,779,036.

LXVR has an average of five crew starts per week and provides five days per week service. LXVR has two employees.

Mahoning Valley Railway Company

Mahoning Valley Railway Company (MVRV), 123 Division Street Extension, Youngstown, OH 44510, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in June 2001 and is located in Ohio. MVRV owns and operates approximately six miles of rail lines located between: (1) milepost 0.0 and milepost 1.5 at Youngstown, OH; and (2) milepost 0.0 at Youngstown, OH to milepost 3.0 at Struthers, OH. In addition, MVRV has overhead operating rights over OHPA between milepost 0.25 and milepost 0.50 at Struthers, OH.

MVRV handled 204 carloads in 2011. The principal commodity transported is steel. MVRV interchanges with CSXT, NS and YB at Youngstown, OH.

In 2011, MVRV's gross revenues were \$67,541.

MVRV has an average of one crew start per week and provides one day per week service. MVRV is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Maryland and Pennsylvania Railroad, LLC

Maryland and Pennsylvania Railroad, LLC is a non-operating carrier that owns rail lines operated by York Railway Company (YRC).

Maryland Midland Railway, Inc.

Maryland Midland Railway, Inc. (MMID), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in May 1980 and is located in Maryland and Pennsylvania. MMID owns approximately 70 miles of rail

lines located between: (1) milepost 19.8 at Emory Grove, MD and Milepost 69.7 at Highfield, MD; and (2) milepost 60.1 at Walkersville, MD and milepost 39.6 at Littlestown, PA.

MMID handled 12,516 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, coal, food and feed products, and forest products. MMID interchanges with CSXT at Emory Grove, MD and Highfield, MD.

In 2011, MMID's gross revenues were \$8,125,664.

MMID has an average of 10 crew starts per week and provides five days per week service. MMID has 13 employees.

Meridian & Bigbee Railroad, L.L.C.

Meridian & Bigbee Railroad, L.L.C. (MNBR), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in July 1997 and is located in Alabama and Mississippi. MNBR owns and operates approximately 144.3 miles of rail lines located between milepost 0.0 at Meridian, MS and milepost 50.1 at Myrtlewood, AL. MNBR also leases from CSXT and operates approximately 94.2 miles of rail lines located between milepost 50.1 at Myrtlewood, AL and milepost 144.3 at Burkeville, AL. In addition, MNBR has overhead trackage rights over CSXT located between milepost 189.0 at Burkeville, AL and milepost 178.0 at Montgomery, AL.

MNBR handled 18,281 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, food and feed products, forest products, and metallic ores and minerals. MNBR interchanges with AGR at Linden, AL; with CSXT at Montgomery, AL; with KCS at Meridian, MS; and with NS at Meridian, MS and Selma, AL.

In 2011, MNBR's gross revenues were \$13,882,916.

MNBR has an average of 27 crew starts per week and provides six days per week service. MNBR has 34 employees.

Ohio and Pennsylvania Railroad Company

Ohio and Pennsylvania Railroad Company (OHPA), 47849 Papermill Road, Coshocton, OH 43812, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in July 2002 and is located in Ohio. OHPA owns approximately 2.5 miles of rail lines located between milepost 0.0 at Struthers, OH and milepost 2.5 at Youngstown, OH. In addition, OHPA has overhead trackage

rights over CSXT located between milepost 0.0 at Struthers, OH and milepost 1.5 at Lowellville, OH.

OHPA handled no carloads in 2011. OHPA interchanges with CSXT at Lowellville, OH; and with NS and YB at Youngstown, OH.

In 2011, OHPA's gross revenues were \$18,699 (for car repair).

OHPA is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Ohio Central Railroad, Inc.

Ohio Central Railroad, Inc. (OHCR), 47849 Papermill Road, Coshocton, OH 43812, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in May 1988 and is located in Ohio. OHCR owns approximately 70 miles of rail lines located between milepost 73.7 at Harmon, OH and milepost 144.2 at Zanesville, OH. In addition, OHCR has overhead trackage rights over: (1) RJCL Cleveland Line located between milepost 130.7 at North Beach City, OH and milepost 108.7 at Warwick, OH; and (2) WE Brewster Line located between milepost B137.4 at Harmon, OH and milepost B135.7 at Brewster, OH.

OHCR carloads are included in 2011 carloads of the Columbus and Ohio River Rail Road Company (CUOH). The principal commodities transported are coal, steel and stone. OHCR interchanges with CSXT at Warwick, OH; with CUOH at Morgan Run, OH and Zanesville, OH; with NS at Massillon, OH; with OSRR at South Zanesville, OH; with RJCL at North Beach City, OH; and with WE at Harmon, OH.

In 2011, OHCR's gross revenues were \$8,685,186.

OHCR has an average of 26 crew starts per week and provides seven days per week service. OHCR has 157 employees.

Ohio Southern Railroad, Inc.

Ohio Southern Railroad, Inc. (OSRR), 47849 Papermill Road, Coshocton, OH 43812, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in 1986 and is located in Ohio. OSRR owns and operates approximately 21 miles of rail lines located between milepost T16.7 at Zanesville, OH and milepost T36.0 at New Lexington, OH. In addition, OSRR has overhead trackage rights over: (1) NS Roseville Industrial Track located between milepost RQ36.0 and milepost RQ38.1 in New Lexington, OH; and (2) NS West Virginia Secondary located between milepost RR47.3 at New Lexington, OH and milepost RR62.19 at Corning, OH.

OSRR handled 23,956 carloads in 2011. The principal commodities transported are coal and waste. OSRR interchanges with CUOH at South Zanesville, OH; with NS at New Lexington, OH; and with OHCR at South Zanesville, OH.

In 2011, OSRR's gross revenues were \$8,342,970.

OSRR has an average of 15 crew starts per week and provides seven days per week service. OSRR is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Pittsburg & Shawmut Railroad, LLC

Pittsburg & Shawmut Railroad, LLC (PS) is a non-operating carrier located in Pennsylvania that merged with Buffalo & Pittsburgh Railroad, Inc. (BPRR) in January 2004.

Pittsburgh & Ohio Central Railroad Company

Pittsburgh & Ohio Central Railroad Company (POHC), 208 Islands Avenue, McKee's Rocks, PA 15136, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in February 2001 and is located in Pennsylvania. POHC owns and operates approximately 38 miles of rail lines located between: (1) milepost 0.0 at Duffs Junction, PA to milepost 8.2 at Neville Island, PA; (2) milepost 0.0 at Char, PA to milepost 20.5 at Arden, PA; (3) milepost 2.5 at Esplen, PA to milepost 11.0 at Walkers Mill, PA; and (4) milepost 0.0 at Scully, PA to milepost 0.8 at Superior, PA. In addition, POHC has overhead trackage rights over CSXT West Connection track located between milepost 4.4 at McKees Rocks, PA to milepost 5.1 at Neville Island, PA.

POHC handled 8,036 carloads in 2011. The principal commodities transported are chemicals, minerals, plastics and steel. POHC interchanges with CSXT at POV Jct, PA; with NS at Duffs Jct, PA; and with PAM at McKees Rocks, PA.

In 2011, POHC's gross revenues were \$5,174,410.

POHC has an average of 15 crew starts per week and provides seven days per week service. POHC is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Portland & Western Railroad, Inc.

Portland & Western Railroad, Inc. (PNWR), 200 Hawthorne Ave. SE, Suite C-320, Salem, OR 97301, Phone: 503-365-7717, Fax: 503-364-7740, began operating in August 1995 and is located in Oregon. PNWR owns and operates approximately 150 miles of rail lines located between: (1) milepost 5.22 near Willbridge, OR and milepost 96.97 near Tongue Point, OR; (2) milepost 25.52 near St. Mary's Junction, OR and milepost 26.71 near St. Mary's, OR; (3)

milepost 31.28 near Greton, OR and milepost 64.70 near Hopmere, OR; (4) milepost 17.07 near Bowers Jct., OR and milepost 27.84 near Banks, OR; (5) milepost 4.68 near Hillsboro, OR and milepost 10.28 near Forest Grove, OR; and (6) milepost 10 near United Junction, OR and milepost 16.87 near Bowers Junction, OR. PNWR leases from UP and operates approximately 134 miles of rail lines located between: (1) milepost 741.59 near Willsburg Jct., OR and milepost 770.50 near Schefflin, OR; (2) milepost 764.80 near Hillsboro, OR and milepost 752.4 near Seghers, OR; (3) milepost 763.99 near Cook, OR and milepost 749.67 near Newberg, OR; and (4) milepost 741.59 near Milwaukie, OR and milepost 740.72 near Willsburg Junction, OR. PNWR leases from BNSF and operates approximately 77 miles of rail lines located between milepost 64.70 near Hopmere, OR and milepost 141.45 near Eugene, OR. PNWR leases from Port of Tillamook Bay and operates 3.5 miles of rail line located between milepost 770.50 near Schefflin, OR and milepost 774.00 near Banks, OR. In addition, PNWR has overhead trackage rights over (1) BNSF located between milepost 10.0 at Vancouver, WA and milepost 0.69 (Main Track #1) and milepost 0.91 (Main Track #2) at Portland, OR; and (2) milepost 132.5 at Vancouver, WA and milepost 136.5 at Vancouver, WA. PNWR also has overhead trackage rights over Portland Terminal Railroad Company located between milepost 0.69 (Main Track #1) and milepost 0.91 (Main Track #2) at Portland, OR and milepost 0.0 at Portland, OR. PNWR also has overhead trackage rights over UP located between: (1) milepost 0.0 near Portland, OR and milepost 0.3 (equivalent milepost 770.3) at Portland, OR; (2) milepost 770.3 at Portland, OR and milepost 720.9 near Salem, OR; and (3) milepost 766.9 near Portland, OR and milepost 765.18 near Willsburg Junction, OR.

PNWR handled 63,748 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, construction and demolition debris, food and feed products, forest products, metallic ores and minerals, and steel and scrap. PNWR interchanges with AERC at Albany, OR; with BNSF at Vancouver, WA and Willbridge, OR; with CBRL and CORP at Eugene, OR; with POTB at Banks, OR; with UP at Albina, Albany, Brooklyn, Salem and Eugene, OR; and with WPRR at Newberg and Albany, OR.

In 2011, PNWR's gross revenues were \$21,686,799.

PNWR has an average of 106 crew starts per week and provides seven days per week service. PNWR has 162 employees.

Riceboro Southern Railway, LLC

Riceboro Southern Railway, LLC (RSOR), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in August 2004 and is located in Georgia. RSOR leases from CSXT and operates approximately 18 miles of rail lines located between milepost S 512.2 at Richmond Hill, GA and milepost S 531.0 at Riceboro, GA. In addition, RSOR has overhead trackage rights over CSXT located between milepost S 512.2 at Richmond Hill, GA and milepost S 498.0 at Savannah, GA.

RSOR handled 4,220 carloads in 2011. The principal commodities transported are chemicals and pulp and paper products. RSOR interchanges with CSXT at Savannah, GA.

In 2011, RSOR's gross revenues were \$2,403,205.

RSOR has an average of six crew starts per week and provides six days per week service. RSOR has four employees.

Rochester & Southern Railroad, Inc.

Rochester & Southern Railroad, Inc. (RSR), 200 Meridian Centre, Suite 300, Rochester, NY 14618, Phone: 800-603-3385, Fax: 800-477-4947, began operating in July 1996 and is located in New York. RSR owns and operates approximately 58 miles of rail lines located between: (1) milepost 0.0 at Rochester, NY and milepost 50.0 at Silver Springs, NY; (2) milepost 0.0 and milepost 1.0 at Chili, NY; and (3) milepost 0.0 at Rochester, NY and milepost 6.9 at Greece, NY.

RSR handled 25,198 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, coal, food and feed products, forest products, and steel and scrap. RSR connects with GNWR at Caledonia (P&L Junction), NY. RSR interchanges with CSXT at Rochester, NY; with LAL at Rochester, NY; with NS and CP at Silver Springs, NY; with BPRR at Buffalo, NY (reached via haulage agreements with CSXT and NS); and with CN at Buffalo, NY (reached via haulage agreement with NS).

In 2011, RSR's gross revenues were \$9,520,417.

RSR has an average of 20 crew starts per week and provides five days per week service. RSR has 28 employees.

Salt Lake City Southern Railroad Company, Inc.

Salt Lake City Southern Railroad Company, Inc. (SL), 1221 S. Colorado Ave., Provo, UT 84606, Phone: 801-221-7460, Fax: 801-221-7462, began operating in April 1993 and is located in Utah. SL owns and operates approximately two miles of rail lines located on the SAP Industrial Lead in Salt Lake City, UT. SL also has an operating agreement with UP to operate and provide rail switching service to customers within the SAP Industrial Park located in Salt Lake City, UT. In addition, SL has overhead trackage rights over the UP located between milepost 736.00 at Midvale, UT and milepost 743.00 Roper Yard, Salt Lake City, UT; and (2) the Utah Transit Authority light rail line located between Salt Lake City, UT and Draper, UT.

SL handled 3,142 carloads in 2011. The principal commodities transported are chemicals, recycled paperboard, dimensional steel, and lumber. SL interchanges with BNSF and Savage Industries at Midvale, UT.

In 2011, SL's gross revenues were \$1,077,443.

SL has an average of six crew starts per week and provides six days per week service. SL is operated by employees of Utah Railway Company (UTAH).

Savannah Port Terminal Railroad, Inc.

Savannah Port Terminal Railroad, Inc. (SAPT), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in May 1998 and is located in Georgia. SAPT leases from Georgia Port Authority and operates approximately 18 miles of yard tracks in Garden City, GA.

SAPT handled 32,119 carloads in 2011. The principal commodities transported are chemicals, food products, intermodal containers, and pulp and paper. SAPT switches and builds NS intermodal traffic at NS-Mason Yard located in Georgia Port Authority. SAPT interchanges with CSXT and NS at Garden City, GA.

In 2011, SAPT's gross revenues were \$5,561,880.

SAPT has an average of 19 crew starts per week and provides seven days per week service. SAPT has 23 employees.

South Buffalo Railway Company

South Buffalo Railway Company (SB), 200 Meridian Centre, Suite 300, Rochester, NY 14618, Phone: 800-603-3385, Fax: 800-477-4947, began operating in 1901 and is located in New

York. SB owns and operates approximately 50 miles of track in Buffalo, Hamburg and Lackawanna, NY (no mileposts noted). SB leases from Tecumseh Redevelopment, Inc. and operates approximately four miles of track located at Lackawanna, NY.

SB handled 17,579 carloads in 2011. The principal commodities transported are automobile body parts, primary metals and lumber. SB connects with BPRR at Buffalo, NY. SB interchanges (as BPRR) with CSXT, NS, CP and CN at Buffalo, NY.

In 2011, SB's gross revenues were \$10,022,422.

SB has an average of 31 crew starts per week and provides seven days per week service. SB has 36 employees.

St. Lawrence & Atlantic Railroad Company

St. Lawrence & Atlantic Railroad Company (SLR), 9001 boul. de l'Acadie, Bureau 600, Montreal, QC H4N 3H5 Canada, Phone: 514-948-6999, Fax: 514-948-6988, began operating in December 1988 and is located in Maine, New Hampshire and Vermont. SLR owns 140.3 miles and operates approximately 178 miles of rail lines located between: (1) milepost 1.7 in the state of Maine and milepost 82.72 in Maine; (2) milepost 82.72 in Maine and 134.9 in the State of New Hampshire; and (3) milepost 134.9 in New Hampshire and 149.5 in the State of Vermont; all from the former CN Berlin Subdivision. SLR owns and SLQ operates 15.9 miles (contiguous to the CN former Berlin Subdivision) of the former CN Sherbrooke subdivision between milepost 0 and milepost 15.9 at the Canada-USA border. SLR also leases and operates from Lewiston and Auburn Railroad approximately three miles of rail lines located between milepost 0 and milepost 3.2 in Maine. In addition, SLR has overhead trackage rights over 24 miles of Maine DOT located between milepost 1.7 to milepost 25.8 of the former CN Berlin Subdivision. This portion of track was sold to Maine DOT in two separate transactions in 2007 and 2009.

SLR handled 17,215 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, food and feed products, forest products, intermodal, and steel and scrap. SLR interchanges with PARX at Danville Jct., ME; and with SLQ at Island Pond, VT.

In 2011, SLR's gross revenues were \$15,988,467.

SLR has an average of 27 crew starts per week and provides six days per week service. SLR has 59 employees.

Talleyrand Terminal Railroad Company, Inc.

Talleyrand Terminal Railroad Company, Inc. (TTR), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in March 1996 and is located in Florida. TTR leases from Jacksonville Port Authority and operates approximately two miles of rail lines located between F&J Yard and Duffer Yard.

TTR handled 8,880 carloads in 2011. The principal commodities transported are automobiles, chemicals, intermodal containers, and pulp and paper. TTR interchanges with CSXT and NS at Jacksonville, FL.

In 2011, TTR's gross revenues were \$1,622,100.

TTR has an average of 10 crew starts per week and provides six days per week service. TTR has 59 employees.

Tazewell & Peoria Railroad, Inc.

Tazewell & Peoria Railroad, Inc. (TZPR), 301 Wesley Road, Creve Coeur, IL 61610, Phone: 309-694-8619, Fax: 309-694-8609, began operating in November 2004 and is located in Illinois. TZPR leases from PPU and operates approximately 23.7 (and additional 55.8 rail yard) miles of rail lines located between: (1) milepost 0.0 at Bartonville, IL and milepost 12.2 at Pekin, IL; (2) milepost PU 0.0 and milepost PU 5.4 at Peoria, IL; and (3) milepost NP 0.0 at Creve Coeur, IL and milepost NP 1.7 at East Peoria, IL. In addition, TZPR has overhead trackage rights over the UP located between milepost 0.0 (UP milepost 84.2) and UP milepost 86.0 at Bartonville, IL.

TZPR handled 30,581 carloads in 2011. The principal commodities transported are chemicals, coal, construction machinery, food and feed products, forest products, and steel and scrap. TZPR interchanges with BNSF, CIRY, CN, IMRR, KJRY, NS, TPW and UP at Peoria, IL; and with IAIS at North Peoria, IL.

In 2011, TZPR's gross revenues were \$15,442,825.

TZPR has an average of 36 crew starts per week and provides seven days per week service. TZPR has 27 employees.

Tomahawk Railway, Limited Partnership

Tomahawk Railway, Limited Partnership (TR), 301 Marinette Street, Tomahawk, WI 54487, Phone: 715-453-2303, Fax: 715-453-3518, began operating in June 2005 and is located in

Wisconsin. TR owns and operates approximately six miles (and additional two rail yard miles) of rail lines located between milepost 0.0 and milepost 6.0 at Tomahawk, WI. In addition, TR has overhead trackage rights over the CN located between CN milepost 133.48 at Tomahawk, WI and CN milepost 134.4 at North Tomahawk, WI.

TR handled 6,550 carloads in 2011. The principal commodities transported are chemicals, coal and forest products. TR interchanges with CN at Tomahawk, WI.

In 2011, TR's gross revenues were \$5,352,674.

TR has an average of seven crew starts per week and provides seven days per week service. TR has 18 employees.

Utah Railway Company

Utah Railway Company (UTAH), 1221 S. Colorado Ave., Provo, UT 84606. Phone: 801-221-7460, Fax: 801-221-7462, began operating in May 1912 and is located in Utah and Colorado. UTAH owns and operates approximately 108 miles of rail lines located between: (1) milepost 699.20 at Provo, UT and joint track with UP milepost 655.00 at Castilla, UT; (2) milepost 701.10, at Provo, UT and milepost 628.80 at Helper, UT; and (3) milepost 0.00 at Helper, UT and milepost 25.30 at Mohrland, UT. In addition, UTAH has 179 miles of overhead trackage rights over (1) UP located between milepost 628.80 at Helper, UT and milepost 450.00 at Grand Junction, CO; and (2) 148 miles over UP on behalf of BNSF located between Provo, UT and Ogden, UT.

UTAH handled 23,307 carloads in 2011. The principal commodities transported are aggregates, brick and cement, building materials, chemicals, coal and petroleum products. UTAH interchanges with UP at Grand Junction, CO and Provo, UT; and with BNSF at Grand Junction, CO and Provo, UT.

In 2011, UTAH's gross revenues were \$20,151,961.

UTAH has an average of 63 crew starts per week and provides seven days per week service. UTAH has 74 employees.

Valdosta Railway, L.P.

Valdosta Railway, L.P. (VR), 13901 Sutton Park Drive South, Suite 175, Jacksonville, FL 32224, Phone: 877-220-9535, Fax: 904-223-4676, began operating in 1951 and is located in Georgia. VR owns and operates approximately 10 miles of rail lines located between milepost 18.0 at Clyattville, GA and milepost 28.0 at Valdosta, GA.

VR handled 5,436 carloads in 2011. The principal commodities transported are chemicals, food and feed products, forest products, plastics, and pulp and paper products. VR interchanges with CSXT and NS at Valdosta, GA.

In 2011, VR's gross revenues were \$3,995,278.

VR has an average of seven crew starts per week and provides seven days per week service. VR has four employees.

The Warren & Trumbull Railroad Company

The Warren & Trumbull Railroad Company (WTRM), 123 Division Street Extension, Youngstown, OH 44510, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in 1994 and is located in Ohio. WTRM leases from the Mahoning Valley Economic Development Corporation and operates approximately four miles of rail lines located between milepost 91.0 at Warren, OH and milepost 94.0 at North Warren, OH.

WTRM handled 33 carloads in 2011. The principal commodities transported are plastics and steel. WTRM interchanges with NS and YB at Youngstown, OH.

In 2011, WTRM's gross revenues were \$30,232.

WTRM has an average of one crew start per week and provides one day per week service. WTRM is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Western Kentucky Railway, LLC

Western Kentucky Railway, LLC (WKRL) recently obtained authority to abandon all of its remaining rail lines. *See Western Kentucky Railway, LLC – Abandonment Exemption – In Webster, Union, Caldwell and Crittenden Counties, KY, Docket No. AB-449 (Sub-No. 3X) (Served January 20, 2011).*

Willamette & Pacific Railroad, Inc.

Willamette & Pacific Railroad, Inc. (WPRR), 200 Hawthorne Ave. SE, Suite C-320, Salem, OR 97301, Phone: 503-365-7717, Fax: 503-364-7740, began operating in February 1993

and is located in Oregon. WPRR leases from UP and operates approximately 161 miles of rail lines located between: (1) milepost 691.61 near Albany, OR and milepost 766.70 near Toledo, OR; (2) milepost 749.67 near Newberg, OR and milepost 687.6 near Corvallis, OR; (3) milepost 729.01 near Gerlinger, OR and milepost 733.80 near Dallas, OR; (4) milepost 730.46 near Whiteson, OR and milepost 749.46 near Willamina, OR; and (5) the Albany Yard located between mileposts 690.10 and 691.24. In addition, WPRR has overhead trackage rights over (1) UP located between milepost 690.9 near Albany, OR and milepost 649.7 near Eugene, OR; and (2) milepost 691.24 and milepost 691.53 near Albany, OR. WPRR also has overhead trackage rights over AERC located between milepost 687.6 near Corvallis, OR and milepost 682.25 near Greenberry, OR.

WPRR carloads are included in 2011 carloads for Portland & Western Railroad, Inc. (PNWR). The principal commodities transported are aggregates, brick and cement, chemicals, construction and demolition debris, food and feed products, forest products, metallic ores and minerals, and steel and scrap. WPRR interchanges with AERC at Albany and Corvallis, OR; with HLSC at Willamina, OR; with PNWR at Albany and Newberg, OR; and with UP at Eugene and Albany, OR.

In 2011, WPRR's gross revenues were \$14,195,769.

WPRR has an average of 69 crew starts per week and provides seven days per week service. WPRR is operated by employees of Portland & Western Railroad, Inc. (PNWR).

Wilmington Terminal Railroad, Limited Partnership

Wilmington Terminal Railroad, Limited Partnership (WTRY), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in 1986 and is located in North Carolina. WTRY leases from North Carolina Port Authority and operates approximately 17 miles of rail lines located between milepost 249.5 and milepost 253.5 at Wilmington, NC.

WTRY handled 10,291 carloads in 2011. The principal commodities transported are chemicals, forest products, pulp and paper products, petroleum products and steel. WTRY interchanges with CSXT at Wilmington, NC.

In 2011, WTRY's gross revenues were \$2,456,639.

WTRY has an average of 10 crew starts per week and provides five days per week service. WTRY has seven employees.

York Railway Company

York Railway Company (YRC), 13901 Sutton Park Drive South, Suite 125, Jacksonville, FL 32224, Phone: 904-223-1110, Fax: 904-223-8711, began operating in February 1989 and is located in Pennsylvania. YRC owns and operates approximately 42 miles of rail lines located between: (1) milepost 0 at Porters, PA and milepost 16.8 at York, PA (York Branch); (2) milepost 0 at York, PA and milepost 20.2 at Hanover, PA (West Branch); (3) milepost 0 at York, PA and milepost 3.0 at Hyde, PA (Central Branch); and (4) milepost 0 and milepost 2.0 at York, PA. In addition, YRC has overhead trackage rights over CSXT Hanover Subdivision located between milepost 49.3 at Porters, PA and milepost 54.0 at Hanover, PA.

YRC handled 12,002 carloads in 2011. The principal commodities transported are aggregates, brick and cement, chemicals, coal, food and feed products, forest products, and steel and scrap. YRC interchanges with CSXT at Porters, PA and Hanover, PA; and with NS at York, PA.

In 2011, YRC's gross revenues were \$8,401,076.

YRC has an average of 18 crew starts per week and provides six days per week service. YRC has 20 employees.

Yorkrail, LLC

Yorkrail, LLC is a non-operating carrier that owns rail lines operated by York Railway Company (YRC).

Youngstown & Austintown Railroad, Inc.

Youngstown & Austintown Railroad, Inc. (YARR), 123 Division Street Extension, Youngstown, OH 44510, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in 1985 and is located in Ohio. YARR leases from the Mahoning Valley Economic Development Corporation and operates approximately 2.5 miles of rail lines located between milepost 25.0 and milepost 27.5 at Youngstown, OH.

YARR handled 770 carloads in 2011. The principal commodities transported are farm and food products and steel. YARR interchanges with CSXT, NS and YB at Youngstown, OH.

In 2011, YARR's gross revenues were \$432,821.

YARR has an average of four crew starts per week and provides four days per week service. YARR is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Youngstown Belt Railroad Company

Youngstown Belt Railroad Company (YB), 123 Division Street Extension, Youngstown, OH 44510, Phone: (740) 622-8092, Fax: (740) 623-4533, began operating in August 1996 and is located in Ohio. YB owns and operates approximately 15 miles of rail lines located between: (1) milepost 15.52 at Warren, OH and milepost 20.0 at Bazetta, OH; (2) milepost 57.0 and milepost 58.5 at Niles, OH; (3) milepost 62.1 in Girard, OH and milepost 66.4 in Youngstown, OH; (4) milepost 6.0 in Youngstown, OH and milepost 4.1 at Ohio Works-Youngstown, OH; and (5) milepost 0.0 in Youngstown, OH and milepost 0.7 at Austintown connection-Youngstown, OH. In addition, YB has overhead trackage rights over NS Lordstown Secondary located between: (1) NS milepost CP 61.0 (Haselton) and milepost 58.3 at Youngstown, OH; (2) NS Lordstown Secondary milepost 0.0 at Youngstown, OH and milepost 11.7 at Niles, OH; (3) NS Niles Industrial; (4) NS Detour Runner from milepost 15.5 in Warren, OH to milepost 11.7 in Niles, OH; and (5) CSXT from Ohio Junction to Yanda in Youngstown, OH.

YB handled 16,362 carloads in 2011. The principal commodities transported are aggregates, brick and cement and steel. YB interchanges with CSXT at Ohio Junction, OH; with NS at Haselton, OH; with WTRM at Warren, OH; and with MVRV, OHPA and YARR at Youngstown, OH.

In 2011, YB's gross revenues were \$7,220,795.

YB has an average of 13 crew starts per week and provides seven days per week service. YB is operated by employees of Ohio Central Railroad, Inc. (OHCR).

Description of RailAmerica U.S. Railroads

Alabama & Gulf Coast Railway LLC

Alabama & Gulf Coast Railway LLC ("AGR"), 734 Hixon Road, Monroeville, AL 36460 (telephone 251-575-5008), began operating in September 1997 and is located in Alabama, Florida and Mississippi. AGR owns and operates a 267.8-mile line between Columbus, MS, milepost 649.3, and Pensacola, FL, milepost 916.68. AGR also leases from BNSF and operates approximately 27 miles of rail lines located between (1) milepost 649.3 near Columbus, MS and milepost 654.005 near Whitbury, MS; and (2) milepost 851.4 near M&T Chemical, AL and milepost 873.5 at Mobile, AL. In addition, AGR has overhead trackage rights over (1) the BNSF rail line located between milepost 612.32 at Amory, MS Yard and milepost 649.3 at Columbus, MS; and (2) the NS rail line located between Kimbrough, AL and Mobile, AL. See Exhibit 1-D (2) AGR handled 58,377 carloads in 2011. The principal commodities transported are forest and paper products, pig iron, chemicals, minerals and stone. AGR interchanges with BNSF at Amory, MS; the Columbus and Greenville Railway Company ("CAGY") at Columbus, MS; Canadian National Railways ("CN") at Mobile, AL; CSXT at Hybart and Mobile, AL and Cantonment, FL, Golden Triangle Railroad ("GTRA") at Columbus, MS; KCS at Mobile, AL (through CN) and Columbus, MS; Luxapalila Valley Railroad at Columbus, MS; M & B Railway, LLC ("MNBR") at Linden, AL; NS at Boligee, Demopolis, Kimbrough and Mobile, AL; and Terminal Railway Alabama State Docks ("TASD") at Mobile, AL. In 2011, AGR's gross revenues were \$31.2 million.

AGR has an average of 98 crew starts per week and provides seven days per week service on the rail lines. AGR has 78 employees.

Arizona & California Railroad Company

Arizona & California Railroad Company ("ARZC"), 1301 California Avenue, P.O. Box 3340, Parker, AZ 85344 (telephone 928-669-6662), began operating in May 1991 and is located in California and Arizona. ARZC owns and operates about 190 miles of rail line located between: (1) milepost 190 + 0975.5 feet, at Cadiz, CA and milepost 105 + 4224 feet at Parker, AZ; (2) milepost 105 + 4224 feet at Parker, AZ, and milepost 0 + 446.7 feet near Matthie, AZ, including the "Y" Track Number 1, near Matthie milepost 134 + 4875 feet. ARZC has overhead trackage rights over the rail lines owned by BNSF located between: (1) milepost 190 + 975.5 on

the BNSF Cadiz Subdivision at Cadiz, CA, and milepost 647 + 5234.7 feet on the BNSF Needles Subdivision, on Track Numbers 2 and 36, Cadiz, CA; and (2) the connecting rail line between milepost 0 + 446.7 feet on the BNSF Parker Subdivision (also Phoenix Subdivision milepost 135 + 144 feet) and milepost 191 + 4789.8 feet on the BNSF Phoenix Subdivision, including all yard track in the Mobest Yard, Phoenix, AZ. See Exhibit 1-D (3). ARZC handled 9,466 carloads in 2011. The principal commodities transported are petroleum products, non-metallic minerals and forest products. ARZC interchanges with BNSF at Cadiz, CA, and Phoenix, AZ.

In 2011, ARZC's gross revenues were \$7.5 million.

ARZC has an average of 17 crew starts per week and provides seven days per week service over the rail lines. ARZC has 25 employees.

Bauxite & Northern Railway Company

Bauxite & Northern Railway Company ("BXN"), 6232 Cyanamid Road, Bauxite, AR 72011 (telephone 501 -776-4619), began operating in 1906 and is located in Arkansas. BXN owns and operates three miles of rail line located between milepost 3.0, the Almatiss facility at Bauxite, AR and milepost 0.0, the UP interchange at Bauxite Junction, AR. See Exhibit 1-D (3) BXN handled 3,570 carloads in 2011. The principal commodity transported is metallic ore. BXN interchanges with UP at Bauxite Junction, AR.

In 2011, BXN's gross revenues were \$3.2 million.

BXN has an average of seven crew starts per week and provides seven days per week service over the rail line. BXN has six employees.

California Northern Railroad Company

California Northern Railroad Company ("CFNR"), 1801 Hanover Drive, Suite D, Davis, CA 95616 (telephone 530-753-7826), began operating in September 1993 and is located in California. CFNR leases from UP and operates rail lines located between: (1) milepost 48.97 at the east leg of the wye and milepost 48.93 at the west leg of the wye at Suisun, CA, and milepost 63.40 at Lombard, CA, on the Schellville Branch; (2) milepost 62.00 at Lombard, CA, and milepost 67.50, at Rocktram, CA, on the Napa Branch; (3) milepost 61.80 at Napa Junction, CA and milepost 68.90 at Vallejo, CA, on the Vallejo Branch; (4) milepost 75.66 at the east leg of the wye and milepost 75.58 at the west leg of the wye, at Davis, CA, and milepost 186.37 at the east leg of the wye toward Portland, and milepost 186.33 at the west leg of the wye toward Roseville at Tehama, CA, on the West Valley Line; (5) milepost 180.40 at Wyo, CA, and

milepost 169.00 at Hamilton, CA, on the Hamilton Branch; (6) milepost 83.00 at Tracy, CA and milepost 140.07 at Los Banos, CA, on the Los Banos Branch; and (7) milepost NWP 40.38 near Schellville, CA and the end of the line (formerly NWP milepost 44.25) on the Vineburg Lead.

CFNR also has trackage rights over rail lines owned by UP located between: (1) milepost 75.4 at Davis, CA and milepost 47.8 at Suisun-Fairfield, CA, on the Sacramento Line; (2) mileposts 75.58 and 75.4 at Davis, CA, on the West Valley Line; and (3) mileposts 48.97 and 47.8 on the Schellville Branch. CFNR has trackage rights over the rail line owned by North Coast Railroad Authority located between milepost 62.0 at or near Lombard and milepost 72.5 near Schellville, CA See Exhibit 1-D (4).

CFNR handled 27,752 carloads in 2011. The principal commodities transported are food, agricultural products and chemicals. CFNR interchanges with UP at Davis, Suisun, Tehama and Tracy, CA; with Northwestern Pacific Railroad ("NWP") at Schellville, CA; and with Napa Valley Railroad Company ("NVR") at Rocktram, CA.

In 2011, CFNR's gross revenues were \$18.4 million.

CFNR has an average of 42 crew starts per week and provides six days per week service over the rail lines. CFNR has 36 employees.

Carolina Piedmont Railroad

Please see the summary under South Carolina Central Railroad Company, LLC.

Cascade and Columbia River Railroad Company

Cascade and Columbia River Railroad Company ("CSCD"), 901 Omak Avenue, Omak, WA 98841 (telephone 360-482-4994), began operating in September 1996 and is located in Washington. CSCD owns and operates 137 miles of rail line located between milepost 6.0 at Olds Junction, WA, and milepost 137.2 at Oroville, WA. CSCD also has trackage rights over the 6-mile rail line owned by BNSF located between milepost 6.0 at Olds Junction, WA, and milepost 1650.2 at Wenatchee, WA. See Exhibit 1-D (5).

CSCD handled 3,786 carloads in 2011. The principal commodities transported are forest products, minerals and agricultural products. CSCD interchanges with BNSF at Wenatchee, WA.

In 2011, CSCD's gross revenues were \$2.4 million.

CSCD has an average of 10 crew starts per week and provides five days per week service over the rail lines CSCD has five employees.

Central Oregon & Pacific Railroad, Inc.

Central Oregon & Pacific Railroad, Inc. ("CORP"), 333 S.E. Mosher, Roseburg, OR 97470 (telephone 541-957-2502) began operating in January 1995 and is located in Oregon and California. CORP operates over approximately 330 miles of rail line in the States of Oregon and California. CORP owns and operates approximately 219.01 miles of rail line located between; (2) mile post 425.3, at Belleview, OR, and mile post 644.3, at Springfield Junction, OR. CORP also leases and operates approximately 80 miles of rail line located between mile post 425.3 at Belleview, OR and mile post 344.0, at Black Butte, CA. CORP has trackage rights over an additional 8 miles of UP line between Danebo and Springfield Junction, OR. See Exhibit 1-D (5).

CORP handled 16,635 carloads in 2011. The principal commodities transported are forest products, non-metallic minerals and agricultural products. CORP interchanges with UP at Eugene and Springfield Junction, OR and Black Butte, CA, with WCTU Railway Company at White City, OR; and with Yreka Western Railroad Company at Montague, CA. CORP also has an indirect connection with the Portland & Western Railroad, Inc. at Eugene, OR

In 2011, CORP's gross revenues were \$16.7 million.

CORP has an average of 45 crew starts per week and provides 7 days per week service over the rail lines. CORP has 47 employees.

The Central Railroad Company of Indiana

The Central Railroad Company of Indiana ("CIND"), 2856 Cypress Way, Cincinnati, OH, 45212 (telephone 513-618-6465), began operating in 1991 and is located in Indiana and Ohio. CIND owns and operates approximately 81 miles of rail line located between milepost 0.0 (Wood Street) at Cincinnati, OH and milepost 81.0 at Mack, near Shelbyville, IN. CIND also has overhead trackage rights over the 76.2 mile rail line owned by CSXT located between milepost 81.0 at Shelbyville, IN and milepost 35.3 at Frankfort, IN. See Exhibit 1-D (6).

CIND handled 10,025 carloads in 2011. The principal commodities transported are motor vehicles, metal products, minerals and chemicals. CIND interchanges traffic with CSXT at Cincinnati, OH and Indianapolis, IN; with NS at Cincinnati, OH; with CERA at Frankfort, IN; and with IORY at Valley Junction and Cincinnati, OH.

In 2011, CIND's gross revenues were \$7.7 million.

CIND has an average of 17 crew starts per week and provides five days per week service over the rail lines. CIND has 12 employees.

Central Railroad Company of Indianapolis

Central Railroad Company of Indianapolis ("CERA"), 500 North Buckeye Street, Kokomo, IN 46901 (telephone 309-698-2600), began operating in 1989 and is located in Indiana. CERA owns and operates approximately 30.3 miles of rail line located between milepost 153.4 at Marion, IN, and milepost 52.6 at Kokomo, IN. NS provides haulage for CERA between Frankfort and Kokomo, IN, on certain limited traffic. CERA also provides haulage for NS between Kokomo and the NS Goodman Yard in Marion, IN. CERA provides the haulage between Marion and Kokomo, IN. CERA also leases from NS the 15-mile Red Key Secondary between milepost 154.5 at Gas City, IN and milepost 138.6 in Hartford City, IN. See Exhibit 1-D (6).

CERA handled 4,293 carloads in 2001. In 2011, CERA's gross revenues were \$2.0 million.

CERA has 3 employees.

Chesapeake and Albemarle Railroad

Please see the summary under North Carolina & Virginia Railroad Company, LLC.

Chicago, Ft. Wayne & Eastern Railroad Division

Chicago, Ft. Wayne & Eastern Railroad Division ("CFE"), a rail operating division owned by the CERA began operating in August 2004 and is located in Indiana, Ohio and Illinois. CFE leases from CSXT and operates approximately 273 miles of rail lines located between: (1) milepost QF 314.0 at Adams, IN and milepost QF 191.3 at Crestline, OH, on the Fort Wayne line, (2) milepost QF 441.8 at Tolleston, IN and milepost QF 314.0 at Adams, IN, on the Fort Wayne Secondary; (3) milepost QFD 86.6 at Adams, IN and milepost QFD 70.4 at Decatur, IN, on the Decatur Second, and (4) milepost QFS 69.32 at Bucyrus, OH and milepost QFS 62.85 at Spore, OH, on the Spore Industrial Track. In addition, CFE has trackage rights over the New York Central Lines LLC's ("NYC") Fort Wayne Secondary between milepost PC 441.0 near Tolleston, IN and the connection of NYC's East-West Line with the lines of Indiana Harbor Belt Railroad Company ("IHB") at IHB milepost 7.0 at Calumet Park, IL. See Exhibit 1-D (7).

CFE handled 29,443 carloads in 2011. The principal commodities transported by CFE are agricultural commodities, metal products and chemicals. CFE interchanges with CSXT at

Crestline, OH; with IORY and CSXT at Lima, IN; with NS at Ft. Wayne, IN; and via IHB with BNSF, CN, CP, Chicago Rail Link, Chicago Short Line, Chicago South Shore and South Bend, Elgin, Joliet and Easter, Iowa Interstate, Indiana Harbor Belt, Iowa, Chicago & Eastern Railroad Corporation, Manufacturers' Junction, Wisconsin and Southern, and UP at Chicago, IL.

In 2011, CFE's gross revenues were \$27.9 million.

CFE has an average of 52 crew starts per week and provides seven days per week service over the rail lines. CFE has 43 employees.

Conecuh Valley Railway, L.L.C.

Conecuh Valley Railway, L.L.C. ("COEH"), 812 N. Main Street, Enterprise, AL 36330 (telephone: 251-575-8910) is located in Alabama. COEH owns and operates 15.04 track miles of rail lines from approximately milepost 374.96 near Troy, AL to approximately milepost 390 near Goshen, AL. The principal commodities transported are agricultural products, chemicals and metal products.

For 2012, COEH's budgeted gross revenues are \$1,562,000. COEH has two employees.

Connecticut Southern Railroad, Inc.

Connecticut Southern Railroad, Inc. ("CSO"), 440 Windsor Street, Hartford, CT 06120 (telephone 802-527-3412), began operating in September 1996 and is located in Connecticut and Massachusetts. CSO owns and operates approximately 23 miles of rail line located between: (1) milepost 0.0 at East Hartford, CT and milepost 6.7 at East Windsor, CT; (2) milepost 0.0 at Windsor Locks, CT and milepost 4.2, at Suffield, CT; (3) milepost 0.0 at Hartford, CT, and milepost 9.6 at Manchester, CT; and (4) milepost 0.0 at Hartford, CT, and milepost 2.6 at Wethersfield, CT. CSO also has a rail freight easement over 55 miles of Amtrak rail line located between Amtrak milepost 7.0 near North Haven, CT and Amtrak milepost 62.0 at Springfield, MA. See Exhibit 1-D (8).

CSO handled 19,687 carloads in 2011. The principal commodities transported are waste, metal products and chemicals. CSO interchanges traffic with CSXT at West Springfield, MA, and New Haven, CT; and with the Central New England Railroad Co., Inc., at East Windsor Hill and Hartford, CT.

In 2011, CSO's gross revenues were \$10.4 million. CSO has an average of 36 crew starts per week and provides six days per week service over the rails lines. CSO has 18 employees.

Dallas, Garland & Northeastern Railroad, Inc.

Dallas, Garland & Northeastern Railroad, Inc. ("DGNO"), 403 International Parkway, Suite 500, Richardson, TX 75081 (telephone 972-792-1300), began operating in 1992 and is located in Texas. DGNO operates over a combination of owned and leased rail lines approximately 270 miles in length, including industrial leads. DGNO owns the rail line located between: (1) milepost 688.1 at Trenton, TX, and milepost 713.6 at Greenville, TX; and (2) mileposts 3.0 and 5.6 near Dallas, TX, referred to as the Hale Cement Spur. DGNO leases from UP the rail lines located between (1) milepost 713.6 at Greenville, TX, and milepost 729.5 at Lake Dallas, TX; (2) milepost 324.84 at Sherman, TX, and milepost 285 1 at Plano, TX, and (3) milepost 629.50 near Centre Port, TX, and milepost 640.50 at Mockingbird Yard, TX. DGNO also leases from the Dallas Area Rapid Transit ("DART") the rail lines located between: (1) milepost 748.25 and milepost 755.2 at Garland, TX; (2) milepost 741.3 at Carrollton, TX and milepost 758.04 at Dallas, TX; (3) milepost 603.5 at Carrollton, TX, and milepost 580.19 at Murphy, TX; and (4) mileposts 281.6 and 285.1 at Plano, TX. See Exhibit 1-D (9) In addition, DGNO has trackage rights over: (1) the BNSF line located between milepost 646.39 at Sherman, TX, and milepost 711.0 at Irving, TX; (2) the KCS line located between milepost 220.0 at Dallas, TX, and milepost 210.4 at Garland, TX; (3) the DART rail lines located between: (a) milepost 758.04 at Dallas, TX, and milepost 741.3 at Carrollton, TX; (b) milepost 603.5 at Carrollton, TX and milepost 580.19 at Wylic, TX, (c) milepost 281.1 at Plano, TX, and milepost 285.1 at Spring Creek Parkway, TX, (d) milepost 290.5 (Stacy Road) in Allen and milepost 324.84 at South Sherman Junction, TX; (e) milepost 308.80 near Elam, TX and milepost 314.84+ near Briggs, TX, a total distance of approximately 6.04 miles; (f) the Rowlett Extension between milepost 745.5+ (near Kirby Road) in Rowlett and milepost 741.3+ in Rockwall; and (g) the Brookhollow Branch Line between the DFW Main at milepost 0.0+ and the Denton Subdivision at milepost 3.31+; and (4) the RAILTRAN rail line located between milepost 634.7 at Irving, TX, and milepost 643.8 at North Junction, TX. DGNO also operates the:

Texas Northeastern Railroad division ("TNER")

operates approximately 73.5 miles of rail lines leased from UP and located between: (1) milepost 0.57 at Texarkana, TX, and milepost 22.0 at New Boston, TX; (2) milepost 154.7 at Sherman, TX, and milepost 127.5 east of Bonham, TX, (3) between milepost 94.0 and milepost 91.0 at Paris, TX; and (4) milepost 674.3 at Bells, TX, and milepost 688.1 at Trenton, TX.

TNER also has trackage rights over rail line owned by BNSF located between milepost 646.39 at Sherman, TX, and milepost 636.63 at Denison, TX. See Exhibit 1-D (20).

DGNO, together with Texas Northeastern Railway handled 51,614 carloads in 2011. The principal commodities shipped are minerals, chemicals and agricultural products. DGNO/TNER interchanges with UP at Dallas and Denison, TX; with BNSF at Sherman and Irving, TX; and with KCS at Greenville, TX.

In 2011, DGNO/TNER's gross revenues were \$19.8 million.

DGNO/TNER has an average of 128 crew starts per week and provides six days per week service over the rail lines. DGNO/TNER has 62 employees.

Eastern Alabama Railway, LLC

Eastern Alabama Railway, LLC ("EARY"), 2413 Hill Road, P.O Box 658, Sylacauga, AL 35151 (telephone 989-797-5124), began operating in 1990 and is located in Alabama. EARY owns and operates 26.36 miles of rail line located between milepost LAM 453.58 at Gantt's Junction, AL, and milepost 479.94 at Talladega, AL. See Exhibit 1-D (9).

EARY handled 15,849 carloads in 2011. The principal commodities transported are minerals. EARY interchanges with CSXT at Talladega, AL, and with NS at Sylacauga, AL.

In 2011, EARY's gross revenues were \$10.5 million.

EARY has an average of 12 crew starts per week and provides six days per week service over the rail lines. EARY has nine employees.

Grand Rapids Eastern Railroad

Please see the summary under Mid-Michigan Railroad, Inc.

Huron and Eastern Railway Company, Inc.

Huron and Eastern Railway Company, Inc. ("HESR"), 101 Enterprise Drive, Vassar, MI 48768 (telephone 800-968-1975), began operating in 1986 and is located in Michigan. HESR owns and operates rail lines located between: (1) milepost 2.0 at Saginaw, MI, and milepost 108.3 at Croswell, MI; (2) milepost 14.1 at Denmark Junction, MI, and milepost 13.21 east of Richville, MI; and (3) milepost 55.82 at Brown City, MI, and milepost 4.5 at Steering Gear, MI. HESR also operates over six branch lines between: (1) milepost 14.1, at end of track, and milepost 15.0 at Denmark Junction, MI; (2) milepost 100.6 at Munger, MI, and milepost 79.6 at Millington, MI; (3) milepost 86.2 at Vassar, MI, and milepost 22.1 at Colling, MI; (4) milepost 64.5 at Bad Axe, MI, and milepost 9.4 at Kinde, MI; (5) milepost 82.4 at Palms, MI and milepost

8.69 at Ruth, MI; and (6) milepost 0.66 at Sandusky, MI and the main line between Deckerville and Carsonville. HESR has trackage rights over rail line owned by Saginaw Bay Southern ("SBS") located between: (1) milepost 4.5 at Steering Gear, MI, and milepost 0.0 at Saginaw, MI; and (2) between mileposts 0.0 and 2.0 in Saginaw, MI. HESR also owns and operates 99.87 miles of rail line located between (1) milepost 0.0 and milepost 15.0, the Midland Sub; (2) milepost 101.3 at Genesee, MI, and milepost 96.0 at Paines, MI; (3) milepost 17.21 at 1-75 and milepost 18.07 at the SBS Yard, (4) milepost 69 2 at Durand, MI, and milepost 80.8 at M21, (5) milepost 79.2 and milepost 81.4, the Anderson Lead; (6) milepost 80.1 and milepost 0.7, the Owosso Industrial Track; (8) milepost 0.0 at Marquette, MI, and milepost 1.7 at Prairie, MI; (9) milepost 0.0 at Essexville CMR Bridge and milepost 2.87 at Pine Street; (10) milepost 3.5 at Wheeler, MI and milepost 5.0 at MDOT ownership; and (11) and milepost 1.9, the HECLA Belt line between the east line of Patterson Street in West Bay City, MI, and milepost 2.8 at the end of the line, a distance of 1,750 feet and (12) milepost 0.6 in Durand, MI to milepost 57.5 in Bay City, MI. HESR also has the right to operate over a line owned by the Lake States Railway Company ("LSR") located between milepost 55.77 at the South End of North Bay City Yard and milepost 2.62 at the North End of North Bay City Yard at the Centerline of Bangor Road.

In addition, HESR has trackage rights over: (1) CN rail line located between: (a) milepost 0.00 and milepost 0.60 on the Saginaw Subdivision; (b) milepost 65.50 and milepost 69.00 on the Holly-Grand Rapids Subdivision; and (c) milepost 253.0 and milepost 255.4 on the Flint Subdivision; (2) the LSR rail line, located between D&M Junction with HESR near Total Refinery in Bay City, MI, and a point north near milepost 3.4 at the Kawkawlin River in Kawkawlin, MI; (3) the SBS rail lines located between: (a) milepost BBO 7 at or near the Mershon Switch and milepost CB 1 near the Saginaw Yard; (b) milepost CB 1 and milepost CC 2.2, at or near the Hoyt Diamond; and (c) the clearance point at the intersection of the HESR/SBS connection track of the Grand Rapids Wye Track and the connection trackage to SBS's ownership point at the connection with HESR at Saginaw (milepost CBB 2.0) on SBS's Bad Axe Subdivision. See Exhibit 1-D (10).

HESR handled 31,434 carloads in 2011. The principal commodities transported are agricultural products, chemicals and coal. HESR interchanges with SBS at Saginaw, MI; Lake State Railway at Bay City, MI; CN at Durand, MI; and Great Lakes Central Railway at Durand, MI.

In 2011, gross revenues were \$19.5 million.

HESR has an average of 53 crew starts per week and provides seven days per week service over the rail lines HESR has 70 employees.

Indiana & Ohio Railway Company

Indiana & Ohio Railway Company ("IORY"), 2856 Cypress Way, Cincinnati, OH 45212 (telephone 513-682-4644), began operating in 1996 and operates over approximately 586 miles of rail lines in Michigan, Ohio, and Indiana. IORY owns the track and roadbed and CSXT owns the underlying real estate of: (1) the 43.5 miles of rail line located between milepost 52.6 at Logan, OH and milepost 9.1 at Valley Crossing, OH, and (2) the 107 miles of rail line consisting of: (a) milepost BB 7.5 at the Cincinnati Terminal Subdivision between NA Tower, OH, and milepost BB 12.4 at Oakley, OH; and (b) milepost BB 12.4 at the Midland Subdivision between Oakley, OH, and milepost BR 114.6 at Columbus, OH. IORY also has trackage rights over rail line owned by CSXT located between Valley Crossing and Columbus, OH. IORY leases and operates the rail line from the City of Greenfield located between milepost 45.0 at Midland City, OH, and milepost 74.5 at Thriftōn, OH. IORY leases three branch lines owned by West Central Ohio Port Authority ("WCOPA") located between (1) milepost 132.6 near Springfield, OH, at CP 188, and milepost 98.3 at Bellefontaine, OH; (2) milepost 130.4 near Springfield, OH, at CP 182, and milepost 17.0 at Mechanicsburg, OH; and (3) milepost 200.5 at Springfield, OH, and milepost 229.8 at Fayne, OH, near Washington Court House. The operations between Flat Rock, MI and Cincinnati, OH, a distance of approximately 245 miles, are conducted over a combination of owned track and trackage rights (1) IORY has trackage rights over rail line owned by NS located between milepost 255.0 at Cincinnati, OH, and milepost 188.2 at Springfield, OH; (2) IORY owns the line between milepost 202.7 at Springfield, OH, and milepost 128.3 at DTI Junction, near Lima, OH; (3) IORY has trackage rights over the rail line owned by CSXT located between milepost 134.5 at Lima, OH and milepost 155.0 at XN Station near Leipsic, OH; (4) IORY owns the rail line located between milepost 107.29 at XN Station near Leipsic, OH and milepost 39.7 at Diann, MI; and (5) IORY has trackage rights over rail line owned by CN located between milepost 39.7 at Diann, MI, and milepost 17.2 at Flat Rock, MI. IORY also operates over the following four branch lines: (1) the Brookville Branch, owned by IORY, located between milepost 43.5 at Brookeville, IN and milepost 17.7 at Valley Junction, OH, a distance of 25.8 miles; (2) the Oasis Branch, located between milepost 0.0 at Boathouse

near Cincinnati and milepost 16.4 at Mill, OH, a distance of 16.4 miles (the rail and track materials are owned by IORY and the underlying real estate is owned by the Southwest Ohio Regional Transit Authority ("SORTA")); (3) the Blue Ash Branch, located between milepost 49.6 at Lester Road, in Cincinnati, and milepost 39.8 at end of track near Brecon, OH, a distance of 10.8 miles (SORTA owns the physical assets of the line and IORY has the exclusive rail freight easement over the line); and (4) the Mason Branch, located between: (a) milepost 0.0 at Monroe, OH and milepost 6.7 at Hageman Junction, OH; and (b) milepost 10.0 at Mason, OH and milepost 2.3 at Lebanon, OH, a distance of 15.9 miles (the portion of the branch between Monroe and Mason is owned by IORY and the portion between Hageman Junction and Lebanon is owned by the City of Lebanon). IORY also has overhead trackage rights over the WCOA line between milepost 202.7 near Springfield, OH and milepost 229.83 at Fayne, OH, a distance of approximately 27.13 miles. IORY operates pursuant to local and overhead trackage rights over the Fulton Railroad Co., Ltd., between milepost 0.0 and continuing for 4,800 feet to the end of the track, in the City of Cincinnati, Millcreek Township, Hamilton County, OH, a total distance of approximately 4,800 feet. See Exhibit 1-D (10).

IORY handled 38,911 carloads in 2011. The principal commodities transported are agricultural products, chemicals and metal products. IORY interchanges with Ann Arbor at Diann, MI; with Adrian & Blissfield at Riga, MI; with CFE at Lima, OH; with CIND at Valley Junction, OH, with CN at Flatrock, MI; with CSXT at Cincinnati, Hamler, Lima and Middleton, OH; with NS at Cincinnati, Lima and Monroe, OH, with R.J. Corman Western Ohio at Lima, OH; and with Wheeling and Lake Erie at Lima, OH.

In 2011, IORY's gross revenues were \$31.9 million.

IORY has an average of 114 crew starts per week and provides seven days per week service over the rail lines. IORY and has 75 employees.

Indiana Southern Railroad, LLC

The Indiana Southern Railroad, LLC ("ISRR"), Ashby Yard, 202 West Illinois Street, Petersburg, IN 47567 (telephone: 541-912-7437, began operations in 1992 and is located in Indiana. ISRR owns and operates 176 miles of rail line located between milepost 6.0, south of Indianapolis, IN and milepost 163.9 at Evansville, IN. ISRR has trackage rights over rail line owned by: (1) INRD located between milepost 224.1 at Elnora, IN, and milepost 218.3 at Bee

Hunter, IN; and (2) NS located between milepost 0.0 near Newburgh, IN, and milepost 21.9 at Lynnvile Mine, IN. See Exhibit 1-D (11).

ISRR handled 57,591 carloads in 2011. The principal commodities transported are coal, agricultural products and chemicals. ISRR interchanges with CSXT at Indianapolis and Evansville, IN; with NS at Oakland City, IN, and with the Indiana Rail Road Company at Switz City and Bee Hunter, IN. In CSX Corp. et al —Control—Conrail Inc. et al., 3 STB 196 (1998) ("Conrail Breakup"), NS was granted the right to interchange coal traffic with ISRR at Indianapolis for movements to Indianapolis Power & Light's Stout Plant.

In 2011, ISRR's gross revenues were \$16.2 million.

ISRR has an average of 56 crew starts per week and provides seven days per week service over the rail lines. ISRR has 38 employees.

Kiamichi Railroad Company, L.L.C.

Kiamichi Railroad Company, L.L.C. ("KRR"), 800 Martin Luther King Blvd., P.O. Box 786, Hugo, OK 74743 (telephone 580-916-7601), began operating in 1987 and is located in Oklahoma, Arkansas and Texas. KRR owns and operates about 230 miles of rail lines located between* (1) milepost 620.2 at Lakeside, OK, and milepost 805.5 at Hope, AR; and (2) milepost 541.1 at Antlers, OK and milepost 30.4 at Paris, TX. KRR has trackage rights over the rail line owned by: (1) BNSF and located between milepost 620.2 at Lakeside, OK, and milepost 603.0 at Madill, OK; (2) KCS and located between milepost 805.5 at Hope, AR, and milepost 810.0 at Anthony, AR. KRR is the contract operator over the WFEK Railroad Company and located in Choctaw and McCurtain Counties, OK. See Exhibit 1-D (12). KRR handled 40,571 carloads in 2011. The principal commodities transported are coal, paper products, non-metallic minerals and forest products. KRR interchanges with BNSF at Madill, OK, with KCS at Ashdown, AR; with DeQueen and Eastern Railroad Company at Valliant, OK; and with UP at Durant, OK and at Hope, AR.

In 2011, KRR's gross revenues were \$16.9 million.

KRR has an average of 65 crew starts per week and provides seven days per week service over the rail lines KRR has 64 employees.

Kyle Railroad Company

Kyle Railroad Company ("KYLE"), 38 Railroad Avenue, P.O. Box 566, Phillipsburg, KS 67661 (telephone 785-628-7702), began operating in 1982 and is located in Kansas,

Colorado and Nebraska. KYLE operates the rail lines located between: (1) milepost 530.8 at Limon, CO. and milepost 187.0 at Belleville, KS; (2) milepost 187.0 at Belleville, KS, and milepost 170.0 at Mahaska, KS; and (3) milepost 187.0 at Belleville, KS, and milepost 178.37 at Clay Center, KS. KYLE leases from UP and operates the rail lines located between (1) milepost 472.0 at Ames, KS, and milepost 580.626 at Stockton, KS; (2) milepost 632.6 at Downs, KS, and milepost 552.7 at Harlan, KS; and (3) milepost 0.93 at Solomon, KS and milepost 57.89 at Beloit, KS. KYLE also has overhead trackage rights over rail line owned by UP located between milepost 173.14 at Solomon, KS and milepost 186.0 at the UP Yard in Salina, KS. In addition, KYLE operates 56.75 miles of rail line located between milepost 56.30 at Collegeview, NE and milepost 6.10 at Arbor, NE, and has trackage rights over 4.53 miles of rail line owned by BNSF located between milepost 61.38 and milepost 56.30. See Exhibit 1-D (12).

KYLE handled 21,643 carloads in 2011. The principal commodities transported are agricultural products, chemicals and non-metallic minerals. KYLE interchanges with BNSF at Courtland, KS; and UP at Salina, KS, and Limon, CO.

In 2011, KYLE's gross revenues were \$22.8 million.

KYLE has an average of 57 crew starts per week and generally provides seven days per week service on the rail lines, depending on the demand of its highly seasonal grain traffic. KYLE has 53 employees.

Marquette Rail, LLC

Marquette Rail, LLC ("MQTR"), 239 North Jebavy Drive, Ludington, MI 49431 (telephone: 231-845-9000) is located in Michigan. The MQTR operates on rail line approximately from mile post 3.6 at the Grand Rapids station to approximately mile post 73.71 at the Baldwin station; approximately from mile post 106.91 at the Baldwin station to approximately mile post 136.5 at the Ludington station; approximately from mile post 87.0 at the Walhalla station to approximately mile post 113.7 at the Manistee station; and the Filer City spur extending approximately an additional 2.63 miles from approximately mile post 113.7 at the Manistee station to the end of the track at Filer City for a total approximate distance of 129 miles.

The principal commodities transported are chemicals, stone products and sand. MQTR interchanges with CSXT and Grand Elk Railway.

For 2012, MQTR's budgeted gross revenues are \$8,189,000.

MQTR has 34 employees.

The Massena Terminal Railroad Company

The Massena Terminal Railroad Company ("MSTR"), 15 Depot Street, Massena, NY 13662 (telephone 315-769-8608), was acquired by RailAmerica in September 2005 and is located in New York. MSTR owns and operates a 2.24-mile rail line located between the Alcoa facility at Massena, NY and the CSXT interchange in Massena Yard. See Exhibit 1-D (13).

MSTR handled 4,087 carloads in 2011. The principal commodities transported are metallic ores. MSTR interchanges with CSXT at Massena Yard, and has a presently inactive interchange with the CN.

In 2011, MSTR's gross revenues were \$2.6 million.

MSTR has an average of seven crew starts per week and provides seven days per week service over the rail lines. MSTR has nine employees.

Michigan Shore Railroad

Please see the summary under Mid-Michigan Railroad, Inc.

Mid-Michigan Railroad, Inc.

Mid-Michigan Railroad, Inc ("MMRR"), 432 E. Grove Street, Greenville, MI 48838 (telephone 800-968-1975), began operating in 1987 and is located in Michigan. MMRR owns approximately 103 miles of rail line operated by MMRR and its two divisions:

the **Grand Rapids Eastern Railroad ("GRE")** and the **Michigan Shore Railroad ("MS")**. MMRR operates the rail lines located between: (1) approximately 1.5 miles of track near milepost 105.5 at Lowell, MI, and (2) milepost 10.1 at Paines, MI, and milepost 40.0 near Elwell, MI (the portion of the line located between milepost 39.9 at Alma, MI, and milepost 40.0 near Elwell, MI, is leased from CSXT). MMRR leases from CSXT and operates about 48 miles of rail line located between: (1) milepost CGC 34.5 in West Olive, MI, and milepost CGC 62.1 in Berry Station, MI; and (2) milepost CGD 0.0 in Berry Station, MI and milepost CGD 19.98 in Fremont, MI. GRE owns and leases 30 miles of rail line located between milepost 160.2 at Grand Rapids, MI, and milepost 137.8 in Lowell, MI. MS operates approximately seven miles of rail line located between: (1) milepost 1.17 at Norton Shores, MI and milepost 0.0 at Glenside Blvd., Roosevelt Park, MI; (2) milepost 196.35 at Roosevelt Park, MI and milepost 191.14 at Muskegon, MI; and (3) milepost 0.5 and milepost 1.42 at Muskegon Heights, MI. See Exhibit 1-D (14).

MMRR handled 12,965 carloads in 2011. The principal commodities transported are agricultural products, non-metallic minerals and chemicals. MMRR interchanges with SBS at Paines, MI, and with the Great Lakes Central Railway at Alma, MI. GRE interchanges with CSXT and NS at Grand Rapids, MI. MS interchanges with CSXT at Muskegon, MI.

In 2011, MMRR's gross revenues were \$7.5 million.

MMRR has an average of 27 crew starts per week and provides up to five days per week service over the rail lines, depending on demand. MMRR has 17 employees.

Missouri & Northern Arkansas Railroad Company, Inc.

Missouri & Northern Arkansas Railroad Company, Inc. ("MNA"), 514 N. Omer, Carthage, MO 64836 (417-359-3106) began operating in 1992 and is located in the States of Missouri, Kansas and Arkansas. The MNA has trackage rights over the UP rail lines located between: (1) Neff Yard at Kansas City and milepost 643.3 at Pleasant Hill, MO; and (2) milepost 258.7 at Diaz Jct. and milepost 261.0 at Newport, Arkansas. MNA leases from UP the rail lines between: (1) milepost 643.3 at Pleasant Hill and milepost 527.9 at Carthage; (2) milepost 316.9 at Nevada and milepost 265.2, end of track at Clinton, MO; (3) milepost 317.2 at Carthage Sub Jet and milepost 337.4 at Ft Scion, KS; (4) milepost 528.2 at Carthage, MO, and milepost 545.7 at Joplin, MO; (5) milepost 527.9 at Carthage, MO, and milepost 415.7 at Bergman, AR; (6) milepost 381.5 at Cotter and milepost 258.7 at Diaz Jet, AR; and (7) milepost 506.5 at Springfield, MO and milepost 511.4 at Wallis, MO. MNA owns the rail lines located between: (1) milepost 415.7 at Bergman, AR, and milepost 312.2 at Guion, AR; (2) milepost 334.39 at Iron Gate Street in Joplin, MO, and milepost 330.2, end of track near Tamko, including the Tamko Lead, the West Joplin Industrial Trackage, all tracks formerly owned by BNSF in the KCS rail yard in Joplin and BNSF's Joplin Yard; and (3) milepost 309.9 and milepost 315.3 in Carthage, MO. The BNSF provides haulage service for the MNA between Aurora and Springfield, MO. See Exhibit 1-D (15).

The Branson Scenic Railroad, Inc. operates passenger excursion trains over sections of the MNA. MNA handled 103,724 carloads in 2011. The principal commodities transported are coal, non-metallic minerals and agricultural products. MNA interchanges with UP at Kansas City, MO and Newport, AR; BNSF at Lamar, Aurora and Springfield, MO, and KCS at Joplin, MO.

In 2011, MNA's gross revenues were \$30.7 million.

MNA has an average of 138 crew starts per week and provides seven days per week service over the rail line. MNA has 119 employees.

New England Central Railroad, Inc.

New England Central Railroad, Inc. ("NECR"), 2 Federal Street, Suite 201, St Albans, VT 05478 (telephone 802-527-3500) began operating in 1994 and is located in Vermont, New Hampshire, Massachusetts and Connecticut. NECR owns and has freight easements over 343 miles of rail lines located between: (1) milepost 15.6 at East Alburg, VT and milepost 0.0 at St Albans, VT (Swanton Sub); (2) milepost 132.1 at St. Albans, VT and milepost 0.0 at CP 170, VT (Roxbury Sub); and (3) milepost 170.0 at CP 170, VT and milepost 0.24 at New London, CT (Palmer Sub).

Amtrak provides passenger service over the NECR line between St. Albans, VT and Palmer, MA. Also, in Conrail Breakup, NECR was granted trackage rights over the now CSXT rail line located between Palmer and West Springfield, MA, in order to interchange traffic with the CSO. See Exhibit 1-D (15).

NECR handled 36,211 carloads in 2011. The principal commodities transported are forest products, non-metallic minerals and chemicals. NECR interchanges traffic with CN at East Alburg, VT; with Vermont Railway, Inc., at Burlington, VT; with Washington County Railroad at Montpelier and White River Junction, VT; with the Springfield Terminal Railway Company at White River Junction and Brattleboro, VT; with Green Mountain Railroad Corp ("GMRC") at Bellows Falls, VT, with Claremont Concord Railroad Corp. at Claremont Junction, NH; with CSXT and Massachusetts Central Railroad Corp. at Palmer, MA; with the Providence and Worcester Railroad Company at New London, CT and Willimantic, CT; with Pan Am Southern at Millers Falls, MA; and with NS and Canadian Pacific via GMRC.

In 2011, NECR's gross revenues were \$28.7 million.

NECR has an average of 98 crew starts per week and provides seven days per week service over the rail lines. NECR has 78 employees.

North Carolina & Virginia Railroad Company, LLC

The North Carolina & Virginia Railroad Company, LLC ("NCVA"), 214 N. Railroad Street, Ahoskie, NC 27910 (telephone 252-332-2778), began operating in 1987. NCVA owns approximately 53 miles of rail lines and leases approximately 82 miles of rail lines in the States of Virginia and North Carolina that are operated by NCVA and its division: the

Chesapeake and Albemarle Railroad ("C&A"), 214 N. Railroad Street, Ahoskie, NC 27910 (telephone 252-332-2778). NCVA owns and operates 53 miles of rail lines located between (1) milepost 54.3 at Boykins, VA and milepost 84.3 at Kelford, NC (Severn Sub), and (2) milepost 162.6 at Kelford, NC and milepost 185.7, end of track, near Tunis, NC (Ahoskie Sub). See Exhibit 1-D (7).

C&A leases from NS and operates approximately 82 miles of rail lines located between: (1) milepost 4.0 and milepost 8.0 near Chesapeake, VA and milepost 74.0 at Edenton, NC; (2) milepost 0.0 at Elizabeth City, NC, and milepost 8.0, end of line, near Weeksville, NC.

NCVA handled 25,160 carloads in 2011. The principal commodities transported are metal products and non-metallic minerals. NCVA interchanges with CSXT at Boykins, VA; C&A interchanges with NS at Chesapeake, VA, and with CSXT at Portsmouth, VA via the NPBL.

In 2011, NCVA's gross revenues were \$22.7 million.

NCVA has an average of 30 crew starts per week and provides seven days per week service over the rail lines. NCVA has 20 employees.

Otter Tail Valley Railroad Company, Inc.

Otter Tail Valley Railroad Company, Inc. ("OTVR"), 200 North Mill Street, Fergus Falls, MN 56537 (telephone 218-736-6073), began operating in 1996 and is located in Minnesota. OTVR owns and operates about 70 miles of rail lines located between: (1) milepost 186.7 at Fergus Falls, MN, and milepost 239.6 at South Moorhead, MN; (2) milepost 48.0 at Hoot Lake Power Plant, MN and milepost 58.8 at French, MN; and (3) milepost 218.6 at Barnesville Junction, MN and milepost 7.0, end of line. See Exhibit 1-D (16).

OTVR handled 13,234 carloads in 2011. The principal commodities transported are coal and, agricultural products. OTVR interchanges with BNSF at Dilworth Yard in Fargo, MN.

In 2011, OTVR's gross revenues were \$6.6 million.

OTVR has an average of 12 crew starts per week and provides five days per week service over the rail lines. OTVR has 11 employees.

Point Comfort and Northern Railway Company

Point Comfort and Northern Railway Company ("PCN"), P.O. Box 247, Lolita, TX

77971 (telephone 361-874-4466), began operating in 2005 and is located in Texas. PCN owns and operates 13 miles of rail line from the Alcoa plant at milepost 13.0, Point Comfort, TX, to milepost 0.0, the UP interchange at Lolita, TX. See Exhibit 1-D (17).

PCN handled 4,572 carloads in 2011. The principal commodities handled are metallic ores and chemicals. PCN interchanges with UP Lolita, TX.

In 2011, PCN gross revenues were \$8.1 million.

PCN has an average of 14 crew starts per week and provides seven days per week service over the rail lines. PCN has five employees.

Puget Sound & Pacific Railroad

Puget Sound & Pacific Railroad ("PSAP"), 1710 Midway Ct., Centralia, WA 98531 (telephone 360-482-4994), began operating in 1997 and is located in Washington. PSAP owns and operates rail lines located between: (1) milepost 0.6 at Centralia, WA and milepost 74.1 at Hoquiam, WA, and (2) milepost 0.0 at Elma, WA (connecting to the Centralia-Hoquiam Line at about milepost 46.7), and milepost 25.1 at Shelton, WA. PSAP leases from UP and operates approximately 1.8 miles of rail line located between: (1) UP milepost 53.83 and UP milepost 54.23; and (2) UP milepost 55.28 and UP milepost 56.7, in Aberdeen and Hoquiam Counties, WA. PSAP has trackage rights over BNSF rail lines located between: (1) milepost 68.9 and milepost 69.4, near Aberdeen, WA, (2) milepost 70.3 and 72.0, near Aberdeen, WA; (3) milepost 0.6 and milepost 0.4 at or near Centralia, WA; and (4)(a) a government-owned line from its connection with the Elma-Shelton Line to Bangor, WA, a distance of approximately 44 miles; and (b) a branch line to the Bremerton Navy Yard, a distance of approximately 4.6 miles (pursuant to rights under a December 11, 1994, agreement with the United States of America). In addition, PSAP has overhead trackage rights over approximately seven miles of rail line owned by City of Tacoma, d/b/a Tacoma Rail ("TR") located between: (1) milepost 60.0 at the Lakeside Siding near Blakeslee Junction, WA and milepost 66.0, the interchange with BNSF at Chehalis, WA (the TR/BNSF Interchange); and (2) milepost 66.0 at the TR/BNSF Interchange and milepost 67.0, where TR's rail line connects with a line owned by the Port of Chehalis, WA. PSAP operates between milepost 0.0 at Chehalis, WA and milepost 10.0 at Curtis, WA, a total distance of 10.0 miles in Lewis County, WA, under a modified certificate of public convenience and necessity. See Exhibit 1-D (17).

PSAP handled 27,634 carloads in 2011. The principal commodities transported are waste, agricultural products, forest products and motor vehicles. PSAP interchanges with BNSF at Centralia, WA; and UP at Blakeslee Junction, WA.

In 2011, PSAP's gross revenues were \$10.5 million.

PSAP has an average of 43 crew starts per week and provides six days per week service over the rail lines. PSAP has 34 employees

Rockdale, Sandow & Southern Railroad Company

Rockdale, Sandow & Southern Railroad Company ("RSS"), P.O. Box 387, Rockdale, TX 76567 (telephone 512-446-3478), began operating in 2005 and is located in Texas. RSSR owns and operates six miles of rail line located between milepost 6.0, at the Alcoa facility at Sandow, TX, and milepost 0.0 at the UP interchange at Marjorie, TX. See Exhibit 1-D (18).

RSS handled 396 carloads in 2011. The principal commodities transported are metallic and non-metallic minerals. RSS interchanges with UP at Marjorie, TX.

In 2011, RSS's gross revenues were \$0.93 million.

RSS has an average of seven crew starts per week and provides seven days per week service over the rail lines. RSS has two employees.

San Diego & Imperial Valley Railroad Company, Inc.

San Diego & Imperial Valley Railroad Company, Inc. ("SDIY"), 1501 National Avenue, Suite 200, San Diego, CA 92113 (telephone 928-669-6662), began operating in 1984 and is located in California. SDIY operates approximately 90 miles of rail line in California, a portion of which is owned by a subsidiary of the San Diego Metropolitan Transit Development Board ("MTDB"), located between (1) milepost 0.75 at San Diego, CA and milepost 18.5 at El Cajon, CA; (2) milepost 18.5 at San Diego, CA and milepost 14.9 at San Ysidro, CA, where it crosses the border; and (3) milepost 59.6 at the U.S border and milepost 130.0 at Plaster City, CA. Pacific Imperial Railroad, Inc. (PIR), a noncarrier, has filed a Notice of Exemption under 49 C.F.R. § 1150.31(a)(3) and 49 U.S.C. 10502 (a) under Finance Docket No. 35657, dated July 31, 2012, for its class exemption from 49 U.S.C. § 10901 for its acquisition of authority to operate the 70.01-mile rail line owned by San Diego and Arizona Eastern Railway Company (SD&AE) between Division, CA (Milepost 59.60) and Plaster City, CA (Milepost 129.61), by means of assignment of such authority from Carrizo Gorge Railway, Inc. (CZRY) with the

consent of SD&AE and its parent, Metropolitan Transit Service (MTS.) SDIY interchanges at the Mexican/U.S. border with Baja Railroad ("BJRR"). See Exhibit 1-D (18)

SDIY handled 4,626 carloads in 2011. The principal commodities transported are petroleum products, agricultural products and food products. SDIY interchanges with BNSF in San Diego CA. The eastern portion of the line connecting with UP at Plaster City, CA, is out of service.

In 2011, SDIY's gross revenues were \$4.2 million.

SDIY has an average of 15 crew starts per week and provides five days per week service over the rail lines. SDIY has six employees.

MTDB provides passenger service over the rail line in the San Diego area.

San Joaquin Valley Railroad Co.

San Joaquin Valley Railroad Co. ("SJVR"), 221 N. "F" Street, P O. Box 937, Exeter, CA 93221 (telephone 559-592-1857), began operating in 1992 and is located in California. SJVR owns and operates 303 rail lines located between: (1) milepost 206.15 at Fresno, CA, and milepost 268.6 at Strathmore, CA, between milepost 304.2 at Hollis, CA, and milepost 308.64 at Famoso, CA, on the Exeter Branch; (2) milepost 240.15 at Goshen Junction, CA, and milepost 282.23 at Huron, CA, on the Coalinga Branch; (3) milepost 246.01 at Goshen Junction, CA, and milepost 262.67 at Exeter, CA, on the Visalia Branch; (4) milepost 206.15 at Fresno, CA, and milepost 214.5 at Tarpey, CA, on the Clovis Branch; (5) milepost 0.0 at Exeter, CA, and milepost 1.13 at Citro Junction, CA, on the Visalia Electric Railroad Company line; (6) milepost 308.74 at Oil City Junction, CA, and milepost 312.50 at Maltha, CA, on the Oil City Branch; and (7) milepost 316.80 at Magunden, CA, and milepost 333.55 at Arvin, CA, on the Arvin Branch. SJVR also owns and operates the rail lines located between- (1) milepost 316.78 at Magunden, CA and milepost 333.83 at Arvin, CA; (2) milepost 38.9 at Exeter, CA and milepost 47.2 at Lindsay, CA; (3) milepost 23.8 at Visalia, CA and milepost 20.2 at Loma, CA; (4) milepost 50.71 at Lacjac, CA, and milepost 49.59 at Reedley, CA, (5) milepost 0.03 at Fresno, CA, and milepost 6.0 near Fresno, CA; and (6) milepost 113.70 and milepost 111.76, near Bakersfield, CA.

SJVR was assigned the lease rights of Port Railroads, Inc. over 107.438 mile of rail line of the UP (the "First Leased Lines") located between: (1) the West Side Line, between milepost 207.138 on the west leg of the wye and milepost 207.260 on the east leg of the wye, at Fresno,

CA, and milepost 159.9, the end of the line at Oxalis, CA; (2) the Riverdale Branch between milepost 182.003 at Ingle, CA and milepost 208.73 at Burrell, CA, and (3) the Buttonwillow Branch between milepost 313.649 on the west leg of the wye and milepost 314.020 on the east leg of the wye, at Kern Junction in Bakersfield, CA, and milepost 347.00 at Buttonwillow, CA. SJVR leases and operates 19.25 miles of rail line from Sunset Railway Company between milepost 0.05 at Gosford, CA, and milepost 19.25. SJVR has trackage rights over (1) BNSF rail lines located between: (i) milepost 228.05 and milepost 229.20 near Lacjac, CA; (ii) milepost 996.8 and milepost 999.67; and (iii) milepost 0.00 and milepost 5.13, and (2) a UP rail line between milepost 196.0 at Biola Junction, CA, and milepost 316.6 at Magunden, CA. See Exhibit 1-D (19).

SJVR handled 36,345 carloads in 2011. The principal commodities transported are food products, petroleum, chemicals and agricultural commodities. SJVR interchanges with UP at Fresno, Goshen Junction, Bakersfield, CA; and with BNSF at Bakersfield and Fresno, CA.

In 2011, SJVR's gross revenues were \$20.3 million.

SJVR has an average of 72 crew starts per week and provides six days per week service over the rail lines. SJVR has 58 employees.

South Carolina Central Railroad Company, LLC

South Carolina Central Railroad Company, LLC ("SCRF"), 621 Field Pond Road, Darlington, SC 29540 (telephone 843-398-9850), began operating in 1989 and is located in South Carolina. SCRF owns approximately 90 miles of rail line operated by SCRF and its division, the

Carolina Piedmont Railroad ("CPDR"), 268 E. Main Street, Laurens, SC 29360 (telephone 864-398-9850). SCRF operates rail lines located between: (1) milepost 293.3 at Florence, SC and milepost 318.0 at Hartsville, SC (Darlington Sub), (2) milepost 318.0 at Hartsville, SC, and milepost 331.4 at Bishopville, SC (Bishopville Sub); (3) milepost 319.6 at Society Hill, SC, and milepost 332.4 at Cheraw, SC (Chesterfield Sub); and (4) milepost 0.0 at Darlington Junction, SC, and milepost 4.9 at Wellman, SC (Wellman Industrial Track). See Exhibit 1-D (4).

CPDR operates rail line located between milepost 588.6 at East Greenville, SC, and milepost 554.5 at Laurens, SC. The Greenville Economic Development Corporation owns the line between milepost 588.5 and milepost 588.6.

SCRF handled 19,464 carloads in 2011. The principal commodities transported are metal products, chemicals and food products. SCRF interchanges with CSXT at Cheraw and Florence, SC. CPDR interchanges with CSXT at Laurens, SC.

In 2011, SCRF's gross revenues were \$15.7 million.

SCRF has an average of 42 crew starts per week and provides seven days per week service over the rail lines SCRF has 30 employees.

Texas Northeastern Railroad

Please see the summary under Dallas, Garland & Northeastern Railroad, Inc.

Three Notch Railway, L.L.C.

Three Notch Railway, L.L.C. (TNHR), 812 N. Main Street, Enterprise, AL 36330 (telephone: 251-575-8910), is located in Alabama. TNHR owns and operates 33.83 track miles from milepost 547.47 at Atlanta, GA to milepost 581.3 at Andalusia, AL.

The principal commodities transported are agricultural products and chemicals. TNHR interchanges with CSXT.

For 2012, TNHR's budgeted gross revenues are \$1,391,000.

TNHR has two employees.

Toledo, Peoria & Western Railway Corp.

The Toledo, Peoria & Western Railway Corp. ("TPW"), 1990 East Washington Street, East Peoria, IL 61611 (telephone 309-698-2600), began operating in 1999 as a RailAmerica subsidiary and is located in Indiana and Illinois. TPW operates approximately 249 miles of rail line, including the 114.3 miles of rail line owned and operated by TPW located between: (1) milepost 0.0 at Logansport, IN and milepost 108.0 at East Peoria, IL; (2) milepost 43.4 at Crandall, IL, and milepost 48.30 at Morton, IL; and (3) milepost 108.0 at East Peoria, IL and milepost 109.4 at P&PU Junction, IL. TPW has trackage rights over rail lines owned by: (1) BNSF between milepost 52.3 at Peoria, IL and milepost 0.00 at Galesburg, IL; (2) UP between milepost 113.9 at Iowa Junction, IL, and milepost 119.1 at Hollis, IL and 5.9 miles over UP northwest segment between Iowa Junction to Illinois River; (3) Tazwell & Peoria Railroad, Inc. ("TZPR") between milepost 109.4 at P&PU Junction, IL, and milepost 113.9 at Iowa Junction, IL; and (4) NS between milepost 410.6 at East Peoria, IL, and milepost 403.3 at Crandall, IL. See Exhibit 1-D (21).

TPW handled 19,805 carloads in 2011. The principal commodities transported are agricultural products, chemicals and food products. TPW interchanges with Bloomer Shippers Connecting Railroad at Chatworth, IL; with BNSF at Galesburg and Peoria, IL via TZPR; with CSXT at Reynolds, IN; with Illinois & Midland Railroad Inc., at Peoria, IL, via the TZPR with CN at Gilman and Peoria, IL, via TZPR, with Iowa Interstate Railroad Ltd at Peoria, IL, via TZPR; with Kankakee, Beaverville and Southern Railroad Company at Sheldon and Webster, IL; with Keokuk Junction Railway at Hollis, IL; with Logansport and Eel River Shortline Company at Logansport, IN, via WSRV, with NS at Logansport, IN, Farmdale, IL, and Peoria, IL via TZPR; with Tazewell & Peoria Railroad, Inc. at Peoria and East Peoria; with UP at Chenoa, Watseka, and Sommer, IL; and with WSRV at Logansport, IN.

In 2011, TPW's gross revenues were \$14.1 million.

TPW has an average of 38 crew starts per week and provides seven days per week service over the rail lines TPWR has 30 employees.

Ventura County Railroad Company

Ventura County Railroad Company ("VCRR"), 351 Warehouse Ave., Oxnard, CA 93030 (telephone 928-669-6662), began operating in September 1998 and is located in California VCRR leases and operates approximately 12.09 miles of rail line from the Ventura County Railway Company located between milepost 0.0 (the interchange with UP) and milepost 5.7 on the docks of Port Hueneme, and three branches: the 1.05 mile Diamond Branch; the 1.71 mile Edison Branch; and the 3.63 mile Patterson Branch, all in the Port of Hueneme, Oxnard, CA. See Exhibit 1-D (21). VCRR handled 2,597 carloads in 2011. The principal commodities are motor vehicles and paper products. VCRR interchanges with UP at Oxnard, CA.

In 2011, gross revenues were \$1.5 million.

VCRR has an average of three crew starts per week and provides up to five days per week service over the rail lines, depending on demand. VCRR has two employees.

Wellsboro & Corning Railroad, LLC

Wellsboro & Corning Railroad, LLC (WCOR), 256 Eagleview Blvd. 0 PMB 261, Exton, PA 19341 (telephone: 610-458-0600), is located in Pennsylvania. WCOR operates on the Corning Secondary Track between milepost 74.7 at Corning, NY and milepost 106.15 at Wellsboro, PA and the Wellsboro Industrial Track between milepost 0.3 and milepost 3.9 at Wellsboro, PA for an approximate total track distance of 35.35 miles.

The principal commodities transported are non-metallic minerals. WCOR interchanges with CP and NS at Corning, NY.

For 2012, WCOR's budgeted gross revenues are \$16,194,000.

WCOR has 55 employees.

Wiregrass Central Railroad, L.L.C.

Wiregrass Central Railroad, L.L.C. (WGCR) 812 N. Main Street, Enterprise, AL 36330 (telephone: 251-575-8910), is located in Alabama. WGCR owns and operates 21.2 track miles. The WGCR rail line extends from approximately milepost 821.2 near Enterprise, AL to the connection of the CSX main line near approximately milepost 800 near Newton, AL.

The principal commodities transported are agricultural products and food products. WGCR interchanges with CSXT.

For 2012, WGCR's budgeted gross revenues are \$1,704,000.

WGCR has three employees.

Appendix C
Verified Statements

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 35654

VERIFIED STATEMENT OF JOHN C. HELLMANN

IN SUPPORT OF THE
APPLICATION BY GENESEE & WYOMING INC. FOR
APPROVAL OF ACQUISITION OF CONTROL OF RAILAMERICA, INC., *et al.*

My name is John C. Hellmann, and I am the Chief Executive Officer and President and a director of Genesee & Wyoming Inc. (“GWI”), a holding company that controls one Class II railroad and 59 Class III railroads, all as listed in the Application (the “GWI Railroads”). I joined GWI as Chief Financial Officer in 2000, was named President in June 2005 and became Chief Executive Officer in June 2007. I have been a director of GWI since 2006. Prior to joining GWI, I worked in investment banking, including in the Transportation Group of Schroder & Co. Inc., and for Weyerhaeuser Co. in Japan and the People’s Republic of China. I have a bachelor’s degree from Princeton University, an M.B.A. from The Wharton School of the University of Pennsylvania and an M.A. in International Relations from Johns Hopkins School of Advanced International Studies.

I am offering the testimony in this statement to explain the benefits of GWI’s acquisition and common control of RailAmerica and its affiliated 41 Class III railroads, all as listed in the Application (the “RailAmerica Railroads”). Common control of the RailAmerica Railroads and the GWI Railroads will, consistent with our past acquisitions, result in improved safety results for the RailAmerica Railroads, which currently trail GWI’s results, improved customer service and satisfaction for GWI’s and RailAmerica’s combined customer base, closer cooperation with the Class I railroads with which the RailAmerica Railroads connect and increased likelihood of future industrial and commercial development in the communities served by GWI and RailAmerica, thereby spurring economic growth and creating jobs in those communities. Bringing RailAmerica under common control with GWI, a long-term railroad owner and operator, also will provide stability and a long-term investment focus to the RailAmerica Railroads.

I. THE MERGER TRANSACTION

On July 23, 2012, GWI and RailAmerica and certain affiliates entered into an Agreement and Plan of Merger (the “Merger Agreement”). The Merger Agreement is attached to the Application as Exhibit 2. As a result of the merger, GWI would control the RailAmerica Railroads through its ownership of RailAmerica. If the merger were approved, the combined

railroads would provide service in 37 of the 48 continental U.S. states. Common control of the GWI Railroads and the RailAmerica Railroads will have benefits for the public and will not result in any lessening of competition or in any adverse competitive impacts. The Board will also be requested to approve or authorize the use of a voting trust to hold the stock of RailAmerica pending receipt of final approval from the Board.

GWI expects to fund the merger and the simultaneous refinancing of its existing debt of approximately \$600 million and the refinancing of approximately \$600 million of RailAmerica's existing debt by entering into a new \$2.3 billion credit facility and through the issuance of approximately \$800 million of equity or equity-linked securities, all of which has been fully committed. Following the transaction, GWI will continue to be well-capitalized and the combined company is expected to generate significant cash flows such that it will be able to fund investments in the rail infrastructure of the combined families of railroads for the long term.

II. COMMON CONTROL WILL BE IMPLEMENTED SAFELY AND WITHOUT SERVICE INTERRUPTIONS

GWI is an experienced acquirer of short line railroads, having integrated 65 railroads through 36 transactions since 1985. GWI has the proven experience to successfully implement this transaction without safety or service problems. Operational integration of RailAmerica will be led by a joint integration team from both companies, chaired by James W. Benz, GWI's current Chief Operating Officer.

GWI's commitment to safety, as evidenced in our safety results, is unparalleled in the railroad industry. Safety has and will continue to be a top priority. I give this Board my assurance that the implementation of this transaction will be done safely and that the GWI Railroads and the RailAmerica Railroads will continue their commitment to safety improvements. Our safety program involves all employees and focuses on the relentless elimination of unsafe behaviors and unsafe conditions that lead to accidents and injuries. Operating personnel are trained and certified in train operations, the transportation of hazardous materials, safety and operating rules and governmental rules and regulations. We also participate in safety committees of the Association of American Railroads, governmental and industry sponsored safety programs and the American Short Line and Regional Railroad Association Safety Committee. For the last four years, the E.H. Harriman Gold Award for best safety performance among U.S. railroads working between 250,000 and four million man-hours has been won by a GWI railroad. For 2011, Mark Sheffield of GWI's South Buffalo Railway became the only short line employee ever to win the Harold F. Hammond Award for outstanding achievement in safety, and GWI Vice President of Safety & Compliance Tyrone James was named ASLRRRA Safety Professional of the Year.

Our consolidated reportable injury frequency rate, which is defined by the Federal Railroad Administration ("FRA") as reportable injuries per 200,000 man-hours worked, was 0.5

in 2011 and 0.5 in 2010. This is safer than any Class I railroad and seven times better than the short line industry average of 3.5 in 2011 and 3.9 in 2010. Although also well below the industry average, RailAmerica's FRA consolidated reportable injury frequency rate was higher than GWI's at 1.9 in 2011 and 2.1 in 2010. We anticipate that GWI's focused culture of employee safety will result in an overall improvement in the safety results for the RailAmerica Railroads. In our experience, the same attention to detail that produces a safe railroad also produces an efficient railroad and one that allows customers to fully capture the benefits of cost effective rail freight transportation.

We will also avoid service interruptions in bringing the two companies together. The companies' respective management and employees recognize that good service, with an emphasis on safety, is essential to a competitive and successful rail business. With one exception, the GWI Railroads and the RailAmerica Railroads already all operate under the same set of operating rules. GWI's acquisition of control of RailAmerica will not cause rail service to any shipper on any railroad owned or operated by GWI or RailAmerica to decline. The same people will continue to operate the railroads both before and after the transaction. Each of the individual GWI and RailAmerica Railroads is a separate independent railroad and will remain so, even in the four localities where the properties touch. There will be no need to integrate operations of any railroads, and shippers will continue to receive the same service as they did pre-merger. The only integration that will occur will be at the holding company level, with a focus on reducing expenses by eliminating \$36 million of duplicative general and administrative services, including RailAmerica's costs of operating as a public company. As part of this integration, we anticipate the deployment of some individuals who are currently located at the RailAmerica corporate-headquarters holding company to the railroad operating locations to further enhance service to our customers. In addition, there will eventually be consolidation and integration of various computer systems; however, these changes are not required to occur immediately after the merger and will not be made until they have been fully tested. Finally, both GWI and RailAmerica use, and will continue to use, the same revenue and car hire accounting service provider, RMI, LLC.

III. COMMON CONTROL OF THE GWI RAILROADS AND THE RAILAMERICA RAILROADS WILL IMPROVE SERVICE

A. Service Improvements for Customers

The combination of GWI and RailAmerica will strengthen our ability to offer local, flexible and responsive operations with outstanding customer service. In a 2011 survey of all GWI customers conducted by J.D. Power and Associates, GWI received higher customer satisfaction scores than the trucking industry and the rail freight industry overall, with GWI's highest rated attributes being "Commitment to safety" and "Professionalism of employees." After incorporating GWI's customer service methods into RailAmerica's, we anticipate that our

intense local focus on responsive operations and customer needs will improve the services that can be offered to the GWI and RailAmerica combined customer base.

The combined companies' local sales and marketing teams will be supported by GWI's strong corporate sales and marketing team. The combined footprint of the two families of railroads will provide GWI with strong visibility to the national rail network, which should expand customer shipment options by rail.

Beyond the operational benefits of combining GWI and RailAmerica, there is a market-reach-multiplier effect that can be achieved by combining the two organizations and closely linking them to the national rail network. This extended reach and broader network will create more business development opportunities and potentially open up new market opportunities with our smaller customers. In addition to broader market reach, the combination of GWI and RailAmerica will provide a simplified customer service platform and a more user friendly sales approach that creates an ease-of-doing-business that customers appreciate.

B. Service Improvements for Class I Railroads

The GWI Railroads and the RailAmerica Railroads each have relationships with all of the Class I railroads. No individual contractual or commercial relationships with the Class I railroads will change as a result of the merger. GWI's commitment to safety and service, its intensity of local commercial development and strong long-term partnerships with all of the Class I railroads should drive additional traffic across all Class I connections. GWI views the link between our short lines and our Class I partners as a critical component in our customer rail supply chain. Typically, interchange locations are the weakest link across interline rail movements; therefore, GWI has developed key performance metrics around the time from interchange receipt to customer placement, and from customer release to interchange delivery. By closely monitoring our interchange performance and network fluidity, efficient car handling is assured. We report our performance to our Class I partners on a bi-annual basis, and this same level of performance management will be deployed across RailAmerica's railroads. GWI is also committed to implementing Interline Service Agreements (ISAs) with our Class I partners. ISAs ensure that railroads are operating under the same plan, which improves operating performance and customer service levels.

C. The Proposed Transaction will not Reduce Service or Competitive Alternatives

Common control of the GWI Railroads and the RailAmerica Railroads will have absolutely no anticompetitive effects. Under the Board's rules and regulations and merger precedents, the Board's primary focus must be upon the probable competitive effects, and only where significant anti-competitive effects are found are the public benefits to be considered. In this transaction, there is no likelihood that competition will be substantially lessened or that other anticompetitive consequences will materialize. There are no locations where a shipper will see

its competitive options reduced from two to one. Although the Board will not be required to consider public benefits, there will be substantial benefits to the public from bringing GWI and RailAmerica together, as described in this statement.

D. Bringing the RailAmerica Railroads within the GWI Family of Railroads Should Provide Long-Term Stability

As the Board is aware, RailAmerica has gone from publicly traded to privately owned and back again over the past decade. While RailAmerica has made great strides since it was acquired by Fortress Investment Group in 2007 and then went public in 2009, we believe that the stability of being owned by a publicly traded company with the history of GWI and its more than 110-year commitment to the short line railroad industry will benefit the RailAmerica Railroads. The goal will be to allow the individual railroads to focus on the delivery of outstanding customer service in a safe and reliable manner, without the uncertainty of ever-changing ownership. Additionally, GWI has historically operated with less debt than RailAmerica, which has allowed GWI to invest consistently in its infrastructure over the long-term and work proactively with its customers on long-term growth initiatives. In 2011, GWI invested approximately 30% more in maintenance capital expenditure per U.S. track mile than RailAmerica. GWI will apply this same attention to investments in infrastructure to the RailAmerica Railroads.

IV. COMMON CONTROL OF THE GWI RAILROADS AND THE RAILAMERICA RAILROADS WILL ASSIST LOCAL ECONOMIC DEVELOPMENT

We believe that the combination of GWI and RailAmerica will spur economic growth and create jobs in the communities we serve. From a community standpoint, we will continue to embrace our core belief that railroads are uniquely woven into the fabric of the communities where we do business, and we will maintain an open dialogue with government officials and all stakeholders to foster local economic development.

Our decentralized operating philosophy is designed to focus on the individual customers and local communities served by our railroads. Our locally based management teams approach new development opportunities as local entrepreneurs, seeking the best possible outcome for the customer, community and railroad. The local management presence is complemented by GWI's corporate management team, which has broad visibility to customers through the broad geographic footprint of our railroads. With the completion of the merger, the geographic coverage of GWI's railroads will grow from 24 to 37 U.S. states. The even broader reach of the combined GWI Railroads and RailAmerica Railroads will only increase the likelihood of future industrial and commercial development locating in the communities we serve. The combined companies should become one of the first contacts for companies seeking to establish new industrial facilities in the United States.

V. INCREASED DIVERSIFICATION

The proposed transaction would significantly increase GWI's customer and commodity diversification. In 2011, on a combined basis, no single customer would have represented more than 3% of pro forma revenues, and no single commodity group would have represented more than 16% of pro forma freight revenues. This diversity provides more insulation from economic downturns and from volatility in certain weather-sensitive commodities, such as grain.

VI EFFECTS ON LABOR

GWI does not anticipate that any employees of the operating rail carriers will be adversely affected by the proposed transaction. Additionally, GWI does not intend to use the occurrence of the merger to abrogate any collective bargaining agreements. Further, pursuant to the Merger Agreement and in support of our commitment to the RailAmerica employees, following the closing of the merger and continuing through December 31, 2013, GWI will provide to any RailAmerica employee who has been terminated without cause severance benefits that are no less favorable than the greater of (1) the severance benefits to which the employee would have been entitled under RailAmerica's severance policies in effect immediately before the merger or (2) the severance benefits to which a similarly situated employee of GWI would have been entitled under GWI's severance policies.

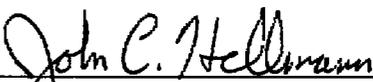
SUMMARY

In summary, placing the GWI Railroads and the RailAmerica Railroads under common control is not only a sound investment, but also an opportunity to generate substantial public benefits with no anticompetitive effects. The transaction represents a straightforward combination of two organizations with overlapping holding-company structures and complementary railroad geographies. The transaction will not result in the elimination of even one competitive routing for shippers. It will improve the safety results for the RailAmerica Railroads and improve customer service and satisfaction for GWI's and RailAmerica's combined customer base and closer cooperation with the Class I railroads with which the RailAmerica Railroads connect. The combination will create an increased likelihood for future industrial and commercial development locating in the communities served by GWI and RailAmerica, thereby spurring economic growth and creating jobs in those communities. Finally, bringing RailAmerica under common control with GWI will provide stability and a long-term investment focus to the RailAmerica Railroads. Accordingly, we urge the Board to promptly consider and grant this Application without any undue delay, which would create uncertainty for customers, employees, communities and public shareholders.

VERIFICATION

I, John C. Hellmann, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on August 6, 2012



John C. Hellmann

**VERIFIED STATEMENT
OF
KEVIN NEELS**

I. Introduction

A. Qualifications and Scope of Work

I am an expert in regulatory economics and in particular, Surface Transportation Board (STB) regulation of rail markets. I hold a Ph.D. from Cornell University. I am a Principal at The Brattle Group, where I direct that company's transportation consulting practice. I have more than 30 years of experience providing economic analysis, research, and consulting to a wide range of clients. These clients have included federal, state and local transportation agencies, as well as firms in the postal, trucking, railroad, airline, and auto and aircraft manufacturing industries. My work has frequently addressed issues relating to competition, regulatory policy and the proper relationship between the public and private sectors. I have previously submitted testimony before a number of regulatory bodies, including the STB. I have also testified in international arbitrations and in state and federal courts. Prior to joining The Brattle Group I served on the staff of a number of other institutions, including the Rand Corporation and the Urban Institute. I also served as a Director of the consulting firm of Putnam, Hayes & Bartlett and Vice President of Charles River Associates, where I directed that firm's transportation practice. I am a member of the American Economic Association and Chairman of the Committee on Freight Transportation Economics and Regulation of the Transportation Research Board, an arm of the National Academy of Sciences. A copy of my resume is included as Appendix A.

I have been asked to evaluate the potential competitive impacts of the proposed acquisition by Genesee and Wyoming Inc. (GWI) of RailAmerica, Inc. (RailAmerica). Both

GWI and RailAmerica own and operate a number of short line railroads located throughout the United States and Canada.

My analysis below is broken into three parts. In Section II, I address locations where GWI and RailAmerica railroads overlap. Section II.A addresses four localities where GWI and RailAmerica railroads either physically interconnect or interchange traffic. Section II.B discusses two additional localities where the lines of GWI and RailAmerica railroads are in proximity. I demonstrate that in none of these localities is there any potential for the proposed transaction to have a meaningful impact on the competitive options currently enjoyed by any shipper.

Section III addresses the issue of geographic competition. I describe the data sources and methodology I used to identify geographic area/commodity combinations of potential concern. I then discuss each of these situations, and show that in no case is there the potential for the proposed transaction to lead to a significant reduction in geographic competition.

Section IV addresses the potential impact of the transaction on short lines not controlled by either GWI or RailAmerica. I identified two short lines in the Peoria, Illinois, area that presently connect with both a GWI and a RailAmerica railroad. Because these short lines will retain connections to many other railroads after the transaction, I conclude that the transaction will not negatively affect these short lines.

First, however, I briefly describe the analytical framework for the competitive analysis of this transaction and unique features of short line railroads that are significant to the competitive analysis.

B. Analytical Framework for Evaluating this Short Line Merger

Many of the concerns addressed in the context of mergers between Class I railroads do not arise and do not apply to the proposed acquisition of RailAmerica by GWI. In many respects this

combination is neither an “end to end” merger nor a “parallel” merger as these terms have traditionally been understood. Instead, this combination merely puts a collection of non-contiguous, non-connecting railroads under common management. With a single exception, all of the railroads controlled by each of these holding companies are Class III railroads.¹

Even where railroads formerly owned by RailAmerica and GWI do connect, competitive issues are very unlikely to arise at the origin-destination level. Because of the nature of the services they provide short lines generally carry little local traffic. It would be extremely unusual to find a situation in which two short lines provided competitive parallel routes for the same local movement. As a result one is very unlikely to find instances in which the merger would result in a 3 to 2 or even 2 to 1 reduction in the number of competitors at the origin destination level, even in the context of a merger of short lines that do interchange traffic.

To the extent that the proposed combination creates even the possibility for the elimination of competition, such a possibility is likely to arise in connection with endpoint competition. At the small number of locations where merging short lines that were formerly separately owned do connect, there could be customers who once had two ways to access Class I railroads but will as a result of the proposed combination be able to access Class I railroads only through short lines under common control. To evaluate whether in fact any such situations exist I identified all of the points where short lines currently controlled by RailAmerica and GWI physically connect or interchange traffic.

¹ The sole exception is the Buffalo and Pittsburgh Railroad (BPRR), controlled by GWI, which is a Class II railroad. The BPRR, which serves the far western portion of New York and part of north-western Pennsylvania is geographically far removed from the RailAmerica short lines being acquired and is not a factor in evaluating the potential competitive impact of the transaction.

I discuss these points of contact and proximity in greater detail below, but my conclusion is that in none of these localities is there any potential for the proposed transaction to have a meaningful impact on the competitive options available to any shipper.

There are a number of other types of competitive effects that could potentially arise as a result of the proposed transaction.

First, it is possible even at locations where the two systems do not physically connect that they are located close enough for the possibility of constructing a connection or build out limits the rates that are charged. The low traffic volumes that short line railroads typically carry and the numerous contractual restrictions to which they are subject makes the probability of encountering such a situation extremely remote.

Second, another potential effect relates to source competition. It is conceivable even in the absence of jointly served locations that the proposed combination would allow the combined entity to control access to a large enough share of the regional supply of some commodity as to create some possibility for the exercise of market power. For example, it might be the case that within some relevant geographic market a significant proportion of all suppliers of crushed stone are currently captive to short line railroads owned by the merging parties, but the rates charged by both parties are constrained by the possibility that an increase in rates by one party would increase delivered prices sufficiently to drive purchasers of crushed stone to suppliers served by the other party, rendering the rate increase unprofitable. In such a situation a merger might eliminate that constraint on rates.

Finally, it might also be possible that the proposed combination could limit the access of some independently owned short line to the Class I rail network. Such a situation would arise if there were an independently owned short line that currently enjoyed competing connections to

the Class I rail network through short lines currently owned by RailAmerica and GWI that would come under common control as a result of the proposed combination.

C. Short Line Competition Differs from Class I Railroad Competition

Most of the minor transactions that have come before the Board in the last decade and a half have involved a Class I railroad. In some of those cases, the short line involved was itself a very large railroad. This transaction does not involve a Class I railroad. That fact is extremely important to the competitive analysis. The present transaction would bring under common control two sets of short line railroads that are now controlled by two separate holding companies. There are many fundamental differences between short line railroads and Class I railroads that must be considered, the most relevant of which are discussed below.

1. Short Line Railroads Have a Very Different Geographic Structure

Rail systems like those owned by GWI or RailAmerica have geographic structures that differ dramatically from that of a typical Class I railroad. A Class I network is made up of a single interconnected network of high density main lines, branch lines and feeder lines. In contrast, the systems owned by GWI or RailAmerica are made up of numerous small, low density and in most cases non-contiguous lines under common ownership and management. While common ownership of these relatively small, scattered rail operations does generate efficiencies in terms of purchasing and management, it generates few, if any, opportunities for market power.

2. Short Lines Carry Very Little Local Traffic

Short lines by their very nature tend to have relatively little local traffic. Many of these railroads originated as branch lines owned by a much larger railroad. Their functions were to connect small numbers of customers to the parent railroad's much larger network. That continues to be their function following their divestiture. Mostly they funnel traffic to and from connecting railroads, and they often carry little or no local traffic.

3. Competition from Trucks is Widespread and Significant

Because of the nature of the service they provide, short lines tend to be subject to significant truck competition. Short lines tend not to have the high-volume long-distance moves for which rail tends to be the dominant modal alternative. Instead, the job of short lines is to carry freight between shippers and consignees on the one hand, and the Class I railroads on the other. In many (if not most) locations around the country this function is carried out by trucks. Thus, short lines often face competition from truck that is widespread and significant.

4. Short Lines Have a Different Cost Structure and Narrower Customer Base

Most short lines have a relatively small customer base and operate relatively low-density lines. As a result, the high fixed costs that characterize the rail industry as a whole can pose particular challenges for short lines. Low densities mean that each carload must cover a higher portion of the carrier's total fixed costs. Because of a typical short line's small customer base, the responsibility for covering those fixed costs is not as widely distributed among customers as would be the case for a Class I. These economic features, and the limits they place on available contribution and fixed cost recovery, generally influenced the decision of a Class I to divest to the short line in the first place.

5. Short Line Competition Is Often Restricted by Terms of Acquisition Agreements and by Physical Connections

In many cases, short lines are subject to restrictions that substantially or entirely limit any possibility that they could possess or exercise market power. Because of their history as former components of Class I rail networks, many short lines acquired only limited rights with respect to the carriers with which they may interchange and the customers they may serve along their lines. In many cases, for example, short lines are contractually prohibited from interchanging traffic with railroads other than their former Class I owners. In other cases, the short line may physically connect only with the selling Class I carrier. Restrictions of these types mean that short lines do not always function as full-fledged competitors in rail transportation markets. Often, they do not have the authority to compete actively for customers in the vicinity of their lines, and so are unable to exert any competitive influence on the rates paid by shippers.

6. Short Lines Frequently Have Little or No Pricing Authority

It is common for short lines to operate under a handling line agreement with a Class I railroad that leaves rate setting in the hands of the Class I railroad. Under these arrangements short lines are often compensated simply on a per car or per car mile basis. An inability to set prices to shippers necessarily limits the ability of short lines to exert competitive pressure.

II. Overlaps Between GWI and RailAmerica Railroads

To identify the localities where GWI and RailAmerica railroads overlap I relied upon a number of different sources of information, including conversations with GWI personnel, and inspection of system maps for the two parties. In addition, using geographic information system (GIS) software I ran a series of spatial queries against station locations drawn from the National Transportation Atlas Database maintained by the Bureau of Transportation Statistics to identify all points where railroads belonging to the two systems came within five miles of one another.

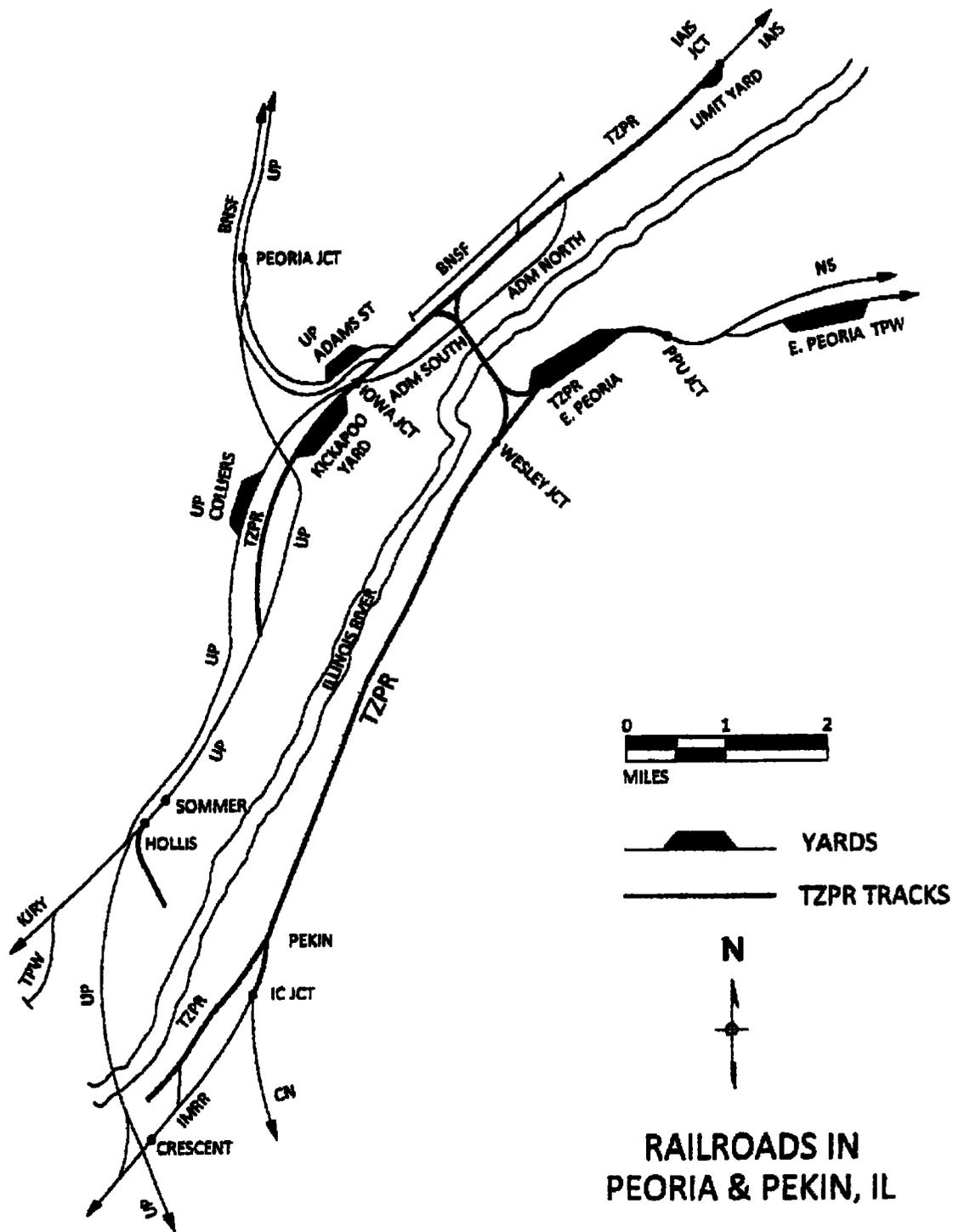
There are only a few parts of the country where railroads owned by GWI, on the one hand, and RailAmerica, on the other, physically interconnect or interchange traffic with one another (“Touchpoints”) or where the rail lines are in close geographic proximity. I address first each area in which there is a physical interconnection or traffic interchange. I then address two areas where the rail lines are proximate to one another but where there is no physical interconnection and no interchange of traffic.

In none of these locations did I identify a customer whose competitive options would change from 3 to 2 or from 2 to 1 as a result of the proposed acquisition.

A. Touchpoints

1. The Peoria, Illinois Area

There are two locations in the Peoria, Illinois, area where GWI and RailAmerica currently exchange traffic or could exchange traffic. The first is between GWI’s Tazewell & Peoria Railroad (TZPR) and RailAmerica’s Toledo, Peoria and Western Railway (TPW) in Peoria itself. The second is between GWI’s Illinois & Midland Railroad, Inc. (IMRR) and TPW in Sommer, Illinois. The following map provides detail concerning the railroads and lines in this area.



a. Peoria, Illinois

The Tazewell & Peoria Railroad

The TZPR is a traditional terminal railroad serving approximately 25 customers in the Peoria area. The TZPR interchanges traffic with a number of other railroads, including the IMRR, the TPW, Burlington Northern Santa Fe (BNSF), Canadian National (CN), Union Pacific (UP), Norfolk Southern (NS), the Keokuk Junction Railway (KJRY), Central Illinois Railroad (CIRY), and the Iowa Interstate Railroad (IAIS). The TZPR hauls carload freight between the Peoria customers it serves and the railroads with which it interchanges traffic. As a terminal railroad, TZPR delivers to and pulls cars in from local industry, performs switching, breaks up inbound trains, and makes up outbound trains for line-haul carriers. The principal commodities transported are chemicals, coal, construction machinery, food and feed products, forest products, and steel and scrap.

The TZPR leases the rail lines over which it operates from the Peoria and Pekin Union Railway (PPU), an entity jointly owned by the UP, NS and CN. In addition to the lease agreement, the GWI entered into an Operating and Marketing Interchange Agreement (OMIA) with the owners of the PPU. As a result of the OMIA, the TZPR has limited pricing discretion with respect to certain traffic that originates or terminates on the TZPR. TZPR establishes tariff and contract rates for originating and terminating movements with certain railroads and shippers. These rates reflect barge and truck competition.

The Toledo, Peoria and Western Railway

The RailAmerica short line with which the TZPR interchanges traffic is the TPW. The TPW operates two track segments to the west and to the east of Peoria, and enjoys trackage rights over the TZPR that allow it to haul traffic over the TZPR between its western and eastern segments. The TPW is not permitted to serve customers located along the TZPR segment over which it may operate. Along its line, TPW interchanges with CN, CSXT, UP, NS, BLOL, KBSR, and KJRY. Through the TZPR the TPW interchanges with IMRR (discussed below): with CN; with BNSF, UP, KJRY, NS, and with the Iowa Interstate Railroad Ltd.

The TPW's traffic consists primarily of grain, grain products, fertilizer, and some aggregates. The TPW also carries scrap and some chemical traffic for a chemical complex near Mapleton, IL.

Potential Competitive Impact from the Transaction

There are four customers that can be served both by the TZPR and the TPW: Archer Daniels Midland's corn processing plant in Peoria; Interstate Asphalt. Seneca Petroleum, and the Peoria Barge Terminal. All four customers are located along a branch line owned by ADM to which TPW has access, all four are also served by UP, and all four have their own barge terminal in addition to the rail connection. Control of TZPR and TPW by a common holding company will not have a meaningful impact on the competitive options available to these customers.

The largest customer from a volume and revenue standpoint is the ADM plant. The ADM plant is served by rail from both the north and the south. Most of the ADM plant's rail traffic arrives at the north side of the plant which is rail-accessible only by TZPR. Ethanol, for example, which is the primary outbound rail traffic from the plant, can only be shipped by rail from the north side of the plant. The transaction will not change the rail situation with respect to

this traffic: only TZPR can serve that traffic today and only TZPR will be able to serve that traffic in the future. The south side of the ADM plant, which is served by both TPW and TZPR on behalf of its various interchange partners as described above, receives only grain by rail and could conceivably be used to originate rail shipments of grain products such as dry distillers grains. Much of this traffic is currently shipped by barge. Generally, the grain delivered to the ADM plant by TPW is gathered from sources located along TPW's route. The south side of the plant is also served by UP.

Common control of TZPR and TPW would not reduce competition for transportation of grain and grain products to and from the south side of the ADM plant. The south side of the plant would still be served by multiple rail carriers because UP would continue to be able to access the south side of the plant directly. Moreover, because the ADM plant is located directly on the Illinois River and has its own barge dock, the plant has ready access to barge transportation. Indeed, ADM routinely moves a substantial amount of traffic via barge to this plant, and could easily increase its use of barge transportation to defeat any attempt by a combined TPW/TPZR to raise prices. The ADM plant also receives a large amount of grain via truck. Finally, as noted above, to the extent that traffic for the ADM plant is interchanged with CN, NS, or UP, TPZR's pricing discretion is limited by the OMIA. Given the multiple transportation options available for the traffic on the south side of the plant and the contractual and competitive constraints on TZPR's pricing power, it is not conceivable that the transaction would give the combined TPW/TPZR market power with respect to that traffic.

Interstate Asphalt and Seneca Petroleum are both small volume customers who receive rail shipments of liquid petroleum. Although TPW could theoretically serve both of these customers, it has not done so during the last 12 months. Liquid petroleum for these customers

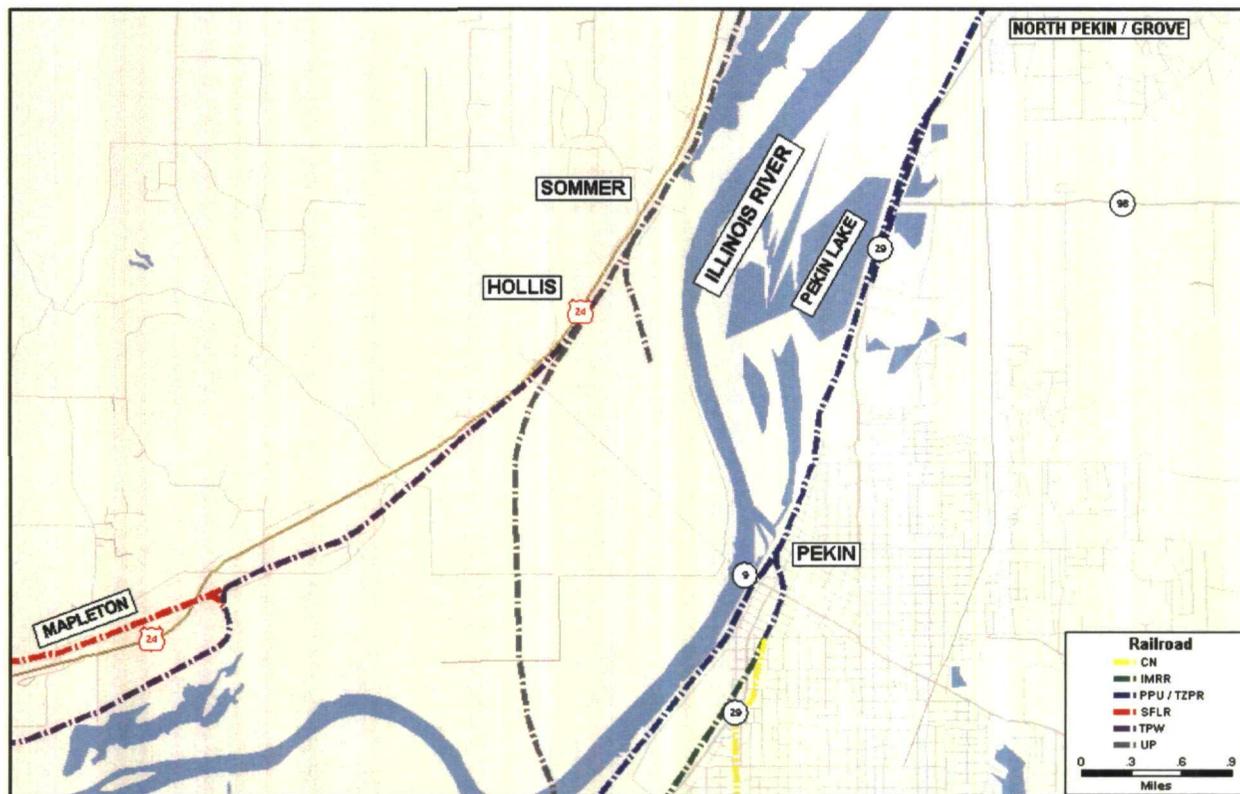
generally travels via UP, CN or NS because those railroads serve the refinery locations at which liquid asphalt is produced. The TPW does not directly serve a refinery, and has historically not been in a position to generate liquid asphalt traffic bound for Interstate and Seneca, or to have acted as a competitive constraint with respect to such traffic.

Peoria Barge Terminal, the fourth customer, is largely inactive in terms of rail shipments. TPZR did not receive from or deliver any traffic to Peoria Barge Terminal in the year ending June 30, 2012.

For much the same reasons that apply to ADM, Interstate Asphalt, Seneca Petroleum, and Peoria Barge Terminal would not face reduced competition among transportation providers following the transaction. All three would continue to have access to multiple rail carriers, including the UP and the combined TZPR and TPW. All three would continue to have access to barge transportation through their barge facilities. And TPZR's pricing discretion with respect to traffic interchanged with CN, NS, or UP, would continue to be limited by the OMIA.

b. Sommer, Illinois

The IMRR has the ability to interchange traffic with TPW via trackage rights over UP just outside Peoria in Sommer, IL. The IMRR owns approximately 95 miles of rail lines (and an additional 55 rail yard miles) in Illinois. In addition, IMRR has certain overhead trackage rights over the CN and over the UP. The IMRR interchanges with TZPR at Peoria, IL; with BNSF at Peoria, IL; with IAIS at Peoria, IL; with CN at Springfield, IL and Peoria, IL; with NS at Springfield, IL and Peoria, IL; with UP at Springfield, IL and Peoria, IL; and with KCS at Springfield, IL. The IMRR also connects with the TPW at Sommer, IL. The principal commodities transported by the IMRR are chemicals, coal, food and feed products, forest products, metallic ores and minerals, and municipal solid waste.



The IMRR/TPW Interchange

Although IMRR and TPW can theoretically interchange traffic at Sommer, no traffic has been interchanged between the railroads at that location in 15 years or more. The IMRR/TPW interchange dates back to the purchase of the Chicago Northwestern Railroad by the Union Pacific. In connection with that transaction the IMRR gained trackage rights over the UP allowing it to interchange with the TPW. The ability to interchange traffic with TPW at Sommer has been rendered largely obsolete by the other connection opportunities offered by the TZPR.

Effects of the Proposed Transaction

The fact that the interchange opportunities available at Sommer, IL have remained unused for as long as they have indicates that they have become commercially and economically

irrelevant. Hence, there is no reason to expect the proposed transaction to have any impact on rates or competition at this location.

2. Alabama and Mississippi

There are two locations in Alabama and Mississippi where GWI and RailAmerica railroads interchange traffic. The first is Linden, Alabama, where GWI's Meridian & Bigbee Railroad (MNBR) intersects RailAmerica's Alabama & Gulf Coast Railway (AGR). The second is in Columbus, Mississippi, where AGR can interchange traffic with two GWI railroads, the Columbus and Greenville Railway Company (CAGY) and the Luxapalila Valley Railroad, Inc. (LXVR).

a. Linden, Alabama

The Meridian & Bigbee Railroad, L.L.C.

The MNBR operates in Mississippi and Alabama. Its route runs generally east to west between Montgomery, AL, and Meridian, MS. It owns approximately 50 miles of track in these two states, owns approximately 95 miles of track and leases the underlying land in Alabama from CSXT, and enjoys overhead trackage rights across roughly 10 miles of CSXT-owned track. The MNBR interchanges with AGR at Linden, AL; with CSXT at Montgomery, AL; with KCS at Meridian, MS; and with NS at Meridian, MS and Selma, AL. The principal commodities transported by the MNBR include aggregates, brick and cement, chemicals, food and feed products, forest products, and metallic ores and minerals.

The Alabama & Gulf Coast Railway LLC

The AGR intersects the MNBR at Linden, AL. AGR's route runs predominantly north to south between Columbus, MS, and the Gulf of Mexico ports in Mobile, AL, and Pensacola, FL. The AGR owns approximately 320 miles of track located in Mississippi, Alabama and Florida. It also leases roughly 25 miles of track from BNSF and enjoys overhead trackage rights over

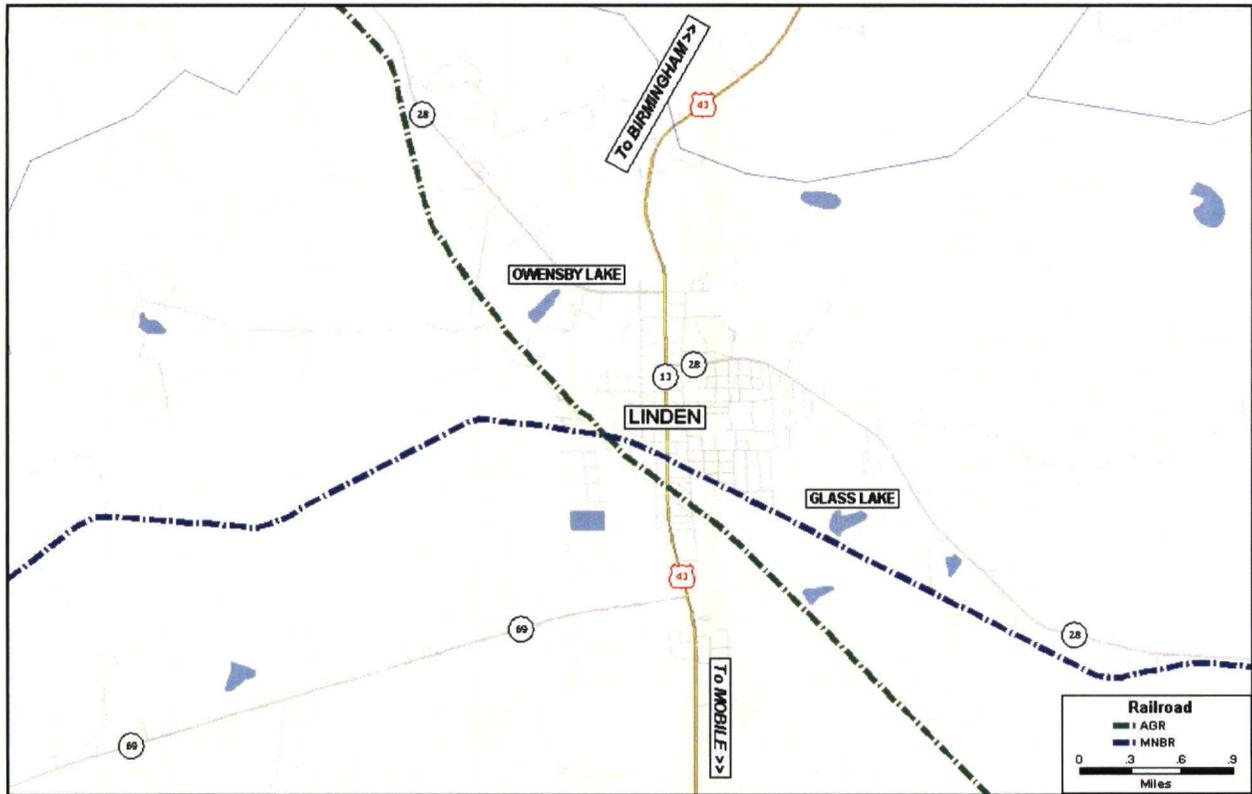
roughly 35 miles of BNSF-owned track. AGR interchanges with the MBNR at Linden, AL; BNSF at Amory, MS; with the CAGY and LXVR at Columbus, MS; with CN at Mobile, AL; with CSXT at Hybart and Mobile, AL and Cantonment, FL, with the Golden Triangle Railroad (GTRA) at Columbus, MS; with KCS at Mobile, AL (through CN) and Columbus, MS; with NS at Boligee, Demopolis, Kimbrough and Mobile, AL; and with Terminal Railway Alabama State Docks (TASD) at Mobile, AL. The principal commodities transported by the AGR include forest and paper products, pig iron, chemicals, minerals and stone.



The MNBR/AGR Interchange

The two railroads officially interchange traffic at Linden AL. They meet in Linden at an at-grade crossing with one connection track. Because of the operational difficulties and safety risks posed by this configuration, the two railroads have contractually agreed to exchange cars at Myrtlewood, AL, approximately 10 miles west of Linden. The volume of traffic exchanged averages approximately 45-50 cars a day, 3 days a week. Most of the traffic is pulp board destined for interchange with CSXT and KCS and wood pulp destined for interchange with CSXT.

With respect to this interchange traffic, the proposed transaction would create an end-to-end connection. Such a connection is not of a type that the Board typically considers competitively sensitive, since such combinations leave the competitive options at the origin and destination ends of the trip unchanged, and thus create no new opportunities for the exercise of market power.



Impact on Customers

There are no customers located at Linden with a direct connection to the tracks of either MNBR or AGR. However, both MNBR and AGR own team tracks in Linden that are accessible by truck where cargo can be loaded onto railcars. There is a single existing customer within Linden, AL – Linden Lumber – that could potentially ship freight out of the area via either carrier using the respective team tracks. Linden Lumber currently ships on AGR by moving finished lumber by truck to the AGR siding. The MNBR team track is located a comparable distance from the Linden Lumber facility and could be used in the same manner.

There is no reason to expect competitive impacts as a result of the proposed transaction on the single customer located in Linden that is currently able to access team tracks owned by the MNBR and the AGR. While both railroads have origination points in Linden, they serve

distinctly different sets of destinations. The AGR route through Linden runs generally north-south, while the MNBR route runs generally east-west. This significant difference in orientation suggests strongly that the customer's choice of carrier is primarily destination driven. It is also significant that this customer is not located directly on either rail line, and must truck its freight to the point where it is loaded onto flat cars for long distance transport. There are a variety of other locations to which this freight could be trucked at which the customer could access competing rail carriers. These include Selma, AL (CSXT and NS); Meridian, MS (CSXT, NS and KCS); and Montgomery, AL (CSXT and KCS), all of which are 100 miles or less from Linden. Given these nearby rail options and the fact that the customer can access railroad only by truck, there is no reason to view the transaction as reducing this customer's rail options from 2 to 1. Any attempt by the merged entity to increase rates into or out of Linden could divert this customer's traffic to one of these competing rail access points.

Finally, there are many competing producers located within this region to which purchasers could turn if increases in transportation rates were to increase the delivered costs of the Linden customer's product. The ready availability of competing suppliers would likely mean that any attempt by the merged entity to increase rates out of Linden would cause the Linden customer to lose enough sales to render the attempted rate increase unprofitable.

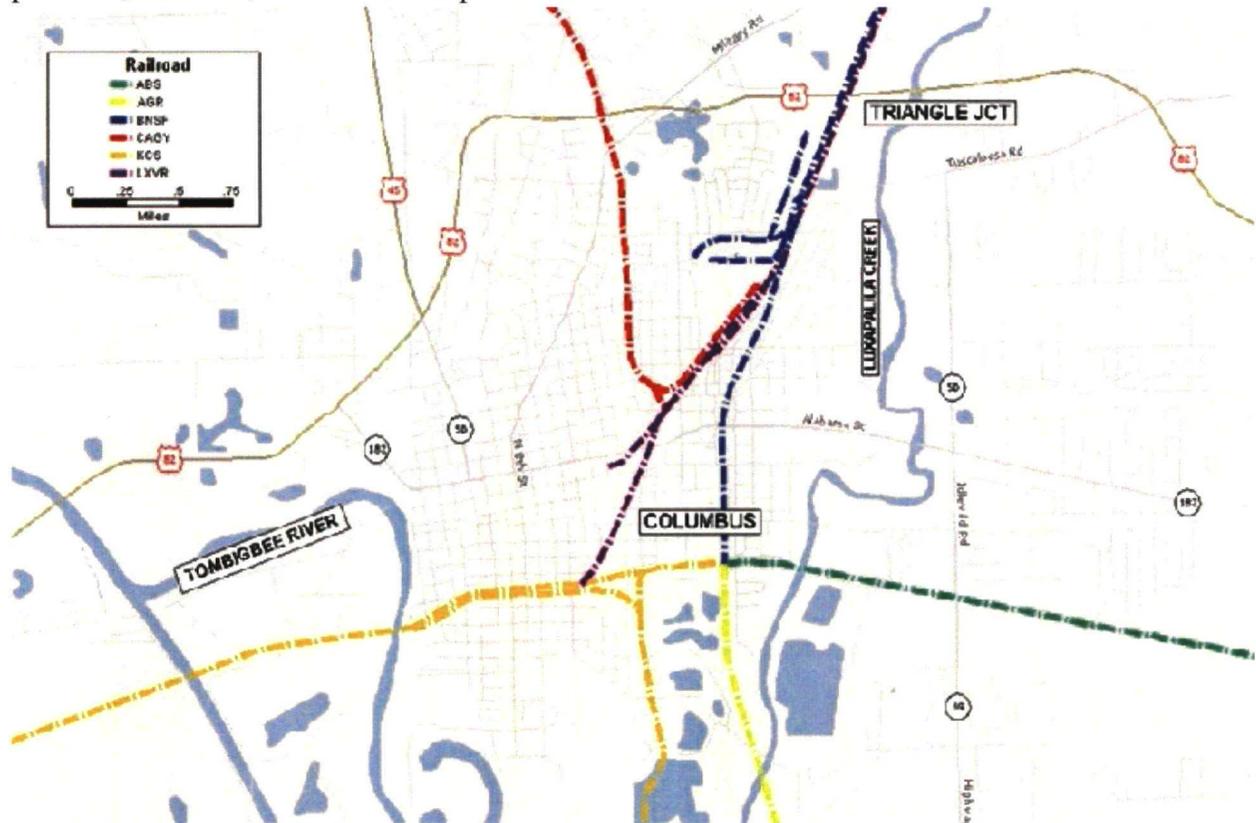
There is thus no reason to expect any loss of competition or increase in rates to occur at this location as a result of the proposed transaction.

b. Columbus, Mississippi

Columbus and Greenville Railway Company

The route of GWI's CAGY runs generally east to west between Columbus, MS, and Greenville, MS. It owns approximately 150 miles of track in Mississippi, and enjoys overhead trackage rights across KCS. The CAGY interchanges with LXVR, AGR, BNSF, KCS, GTRA

and NS at its switchyard in Columbus, MS; with CN in Greenwood, MS; and with CSXT and KCS at Artesia, MS. The principal commodities transported by the CAGY include brick, food products, minerals, metals and scrap.



Luxapalila Valley Railroad, Inc.

The LXVR, GWI's other railroad serving Columbus, Mississippi, owns approximately 35 miles of rail lines located in Mississippi and Alabama and extends from Columbus, MS, into northwestern Alabama. It interchanges with CAGY, AGR, BNSF, GTRA, KCS and NS at Columbus, MS. The principal commodities transported by LXVR for its customers are forest products and waste products.

The Alabama & Gulf Coast Railway LLC and CAGY/LXVR Interchange

The overall scope of AGR's operations was described in connection with its Linden, AL,

interchange with MBNR. The tracks owned by the AGR stop near Whitbury, four miles south of Columbus. The remaining four miles into the CAGY yard are leased by the AGR from BNSF. AGR has overhead trackage rights on BNSF from Columbus, MS, north to Amory, MS. AGR's interconnection with the CAGY and LXVR is the CAGY yard in Columbus, MS, where all three railroads also interconnect with BNSF and KCS. There are no customers at the CAGY yard, which functions purely as a switching and interchange point.²

Potential Impact on Customers

AGR has no rights to serve customers from the CAGY yard and there are no customers served directly at that yard in any case. The transaction has no impact on the transportation options available to customers in Columbus. There are no customers in Columbus, MS, who might view the AGR on the one hand and the CAGR or LXVR on the other as alternative suppliers of rail transportation services.

With respect to interchange traffic between CAGY or LXVR, on the one hand and AGR, on the other, the proposed transaction creates an end-to-end connection that will leave origin end and destination end competitive options unchanged and therefore is not of a type that the Board typically considers competitively sensitive.

From the perspective of interchange customers, the proposed transaction may offer some potential for more efficient, better coordinated service. There are several examples of such customers whose traffic is interchanged in Columbus. For example, Columbus Brick is served by the CAGY, which picks up freight from their brick manufacturing plant in Columbus and transfers it to the AGR, which then hauls it out of the area. The AGR transports pig iron from

²AGR actually serves as the handling carrier for NS into Columbus. GTRA operates over trackage rights for interchange purposes into Columbus. Neither NS nor GTRA have a physical connection to CAGY or AGR in Columbus, MS.

Mobile, AL and scrap metal it receives through an interchange with NS to the Columbus rail yard, where it is interchanged to the CAGY, which transports it to the Severstal Steel plant located outside of Columbus on KCS.³ There are also a number of movements involving wood chips, telephone poles and other wood products in which the LXVR transfers freight to the AGR, which then hauls it outside the area.

There is no reason to expect any loss of competition or increase in rates to occur at Columbus, MS, as a result of the proposed transaction.

3. Eugene, Oregon

Portland & Western Railroad, Inc.

TwoGWI owned railroads serve Eugene, OR: the Portland & Western Railroad, Inc. (PNWR) and the Willamette & Pacific Railroad, Inc. (WPRR). The PNWR owns and operates approximately 150 miles of track in Oregon. Its route runs generally north to south from Astoria, OR, on the Columbia River to Eugene, OR. The PNWR leases approximately 80 miles of track from BNSF and approximately 60 miles from UP. The PNWR also has trackage rights over certain track owned by BNSF, the Portland Terminal Railway Company and UP. The PNWR interchanges with RailAmerica's Central Oregon & Pacific Railroad, Inc. (CORP) at Eugene, OR, with the WPRR at Newberg and Albany, OR; with the AERC at Albany, OR; with BNSF at Vancouver, WA and Willbridge, OR; with the CBRL at Eugene, OR; with the POTB at Banks, OR; and with UP at Albina, Albany, Brooklyn, Salem and Eugene, OR. The principal commodities transported by the PNWR include aggregates, brick and cement, chemicals, construction and demolition debris, food and feed products, forest products, metallic ores and minerals, and steel and scrap.

³ CAGY serves as the switching carrier for the plant, and has running rights over KCS.

The PNWR acts as a handling carrier for Class I carriers BNSF and UP. The rates charged to shippers for all movements involving an interchange between the PNWR and the Class I carriers are set by the respective Class I carrier. In return for the transportation services that it provides on behalf of the Class Is, the PNWR receives fees whose amounts are set forth in the agreements between the PNWR and BSNF and UP. These rates will not be affected by the proposed transaction. The only rates paid by shippers that are set by PNWR are for movements that are local to the PNWR, or rates between points on the PNWR and points on a connecting short line for which the PNWR and connecting shortline have received waivers.

Willamette & Pacific Railroad, Inc.

The WPRR leases and operates approximately 160 miles of track from the UP in Oregon. WPRR has a north to south route that parallels the PNWR from south of Portland, Oregon, to Albany, Oregon, and an east to west route from Albany to Corvallis, OR. In addition, the WPRR has certain overhead trackage rights over the UP, and over the AERC. WPRR's access to Eugene is via trackage rights over the UP and is used only to facilitate the interchange between the two carriers. The WPRR interchanges with the PNWR at Albany and Newberg, OR; with the AERC at Albany and Corvallis, OR; with the HLSC at Willamina, OR; and with the UP at Eugene and Albany, OR. The WPRR does not interchange any traffic with CORP. The principal commodities transported by the WPRR include aggregates, brick and cement, chemicals, construction and demolition debris, food and feed products, forest products, metallic ores and minerals, and steel and scrap.

The WPRR acts as a handling carrier for the UP. The rates charged to shippers for all movements involving an interchange between the WPRR and the UP are set by UP. The WPRR receives fees from the UP for transportation provided. The only rates paid by shippers that are set

by WPRR are for movements that are local to the WPRR, or rates between points on the WPRR and points on a connecting short line for which the WPRR and connecting shortline have received waivers.



Central Oregon & Pacific Railroad, Inc.

The RailAmerica owned railroad serving Eugene, Oregon is the CORP. The CORP owns and operates approximately 284 miles of rail line located in Oregon. In addition, the CORP leases from UP and operates another roughly 110 miles of rail line located in Oregon and California. CORP's route runs generally north to south from Eugene to Grants Pass, Oregon, and southeasterly from Grants Pass to Black Butte, California. The CORP interchanges with PNWR at Eugene, OR; with UP at Eugene and Springfield Junction, OR and Black Butte, CA; with the WCTU Railway Company at White City, OR; and with the Yreka Western Railroad Company at Montague, CA. The principal commodities transported by the CORP include lumber, forest products, non-metallic minerals and agricultural products.

The CORP acts as a handling carrier for the UP. Most of its traffic moves under rates set by the UP. As with the PNWR and the WPRR, the only rates paid by shippers that are set by CORP are for movements that are local to the CORP, or rates between points on the CORP and points on a connecting short line for which the CORP and connecting shortline have received waivers.

The PNWR/CORP Interchange

The PNWR and the CORP interchange traffic via a pair of tracks located in Eugene. The CORP's access to these tracks is through trackage rights over the UP. The WPRR and the CORP do not connect directly and do not interchange traffic.

Nature of the Interchange Traffic

Very little traffic is interchanged at Eugene between the railroads owned by the two parties. At present, there is a single, low-volume movement that originates on the PNWR and terminates on the CORP. In the past this traffic moved by truck.

Commonly Served Customers

There are no customers at the physical connection point between the PNWR and the CORP that CORP has rights to serve. The CORP has access to Eugene solely through a trackage rights agreement that prohibits the CORP from serving customers local to this segment.

While there may be customers in Eugene located off of the rail lines that nonetheless could access any of the railroads discussed here, the physical layouts of these railroads make it unlikely that they would serve as realistic competitive alternatives for any specific customer. The PNWR and the WPRR run north from Eugene toward Portland and Washington State. The CORP, in contrast, runs south from Eugene into California. Thus, the two systems serve completely separate sets of destinations.

Because of the different geographic orientations of the two short lines, it is likely, therefore, that a destination to which the CORP provides a reasonable routing through the UP is likely to be reachable via the PNWR and the BNSF only through an extremely circuitous routing, and vice versa.

Potential Effects on Competition

No customer will experience a change in the number of carriers to which it has access as a result of the proposed transaction.

The agreements that currently limit the interchange of traffic in Eugene will not be affected by the proposed transaction.

Most of the traffic carried by the PNWR and CORP moves under rates set either by the UP or by BNSF. The proposed transaction will not alter the competition faced by either of these Class I railroads, the operating restrictions to which their short line partners are subject, or the rates that either Class I railroad pays to its short line partner. In short, nothing will change.

The PNWR and CORP currently set rates for traffic that is local to their respective systems. Because the two systems operate no parallel routes, the traffic that is local to these two systems represents two distinct and non-overlapping sets of traffic. The proposed transaction will not alter the competitive alternatives available to the customers that generate this traffic.

The PNWR and CORP currently jointly set rates for the limited traffic that originates on one system and terminates on the other and that is interchanged pursuant to a contractual waiver. They will continue to set rates jointly for this traffic after completion of the proposed transaction. The proposed transaction will not alter the competitive alternatives available either at the origins or at the destinations of this waiver traffic. For this small subset of traffic the proposed transaction will represent a competitively neutral end-to-end merger.

Finally, it is worth noting that the relatively small amount of local and waiver traffic for which the PNWR, the WPRR and CORP set rates is, because of the sizes of these systems, short-haul traffic that is highly susceptible to truck competition. Indeed, the small amount of waiver traffic currently moving between the PNWR and CORP formerly moved by truck and could do so again if price were to increase or service quality were to decrease.

In summary, there is no reason to expect any loss of competition or increase in rates to occur at this location as a result of the proposed transaction.

B. Areas of Proximity

I identified two areas where, although GWI and RailAmerica railroads do not physically or interchange traffic, the geographic proximity of their lines warranted further investigation.

1. Columbus, Ohio

The Columbus and Ohio River Rail Road Company

The GWI owned railroad serving the Columbus, OH area is The Columbus and Ohio River Railroad Company (CUOH). The CUOH operates approximate 280 miles of rail line in

Ohio. A portion of this track is owned outright; another portion is owned jointly with the Ohio Rail Development Commission (ORDC). Other portions are leased from CSXT and from ORDC. The CUOH also enjoys overhead trackage rights over certain lines owned by CSXT, NS and ORDC. CUOH interchanges with CSXT at Columbus, OH; with NS at Columbus, OH and Gould, OH; with GWI's Ohio Central Railroad at Morgan Run, OH and Zanesville, OH; and with GWI's Ohio Southern Railroad at South Zanesville, OH. The principal commodities transported by the CUOH include chemicals, coal, farm and food products, pulp and paper products, steel and waste.

In order to access its interchange points with NS and CSXT in Columbus the CUOH must traverse NS-owned track using overhead trackage rights. Depending upon which interchange point is being used, these trackage rights sometimes route CUOH traffic past the Columbus terminus of the IORY. However, under the terms of its agreement with NS, the CUOH is not permitted to interchange traffic with the IORY.

Indiana & Ohio Railway Company

The RailAmerica owned company serving the Columbus, OH area is the Indiana & Ohio Railway Company (IORY). The IORY operates approximately 760 miles of track in Michigan, Ohio and Indiana. The ownership structure of this network is complex. Portions are owned outright by the IORY. In other portions the IORY owns the track while the underlying real estate is owned by another entity. Still other portions are leased. Finally, portions of the operations of the IORY involve the use of trackage rights.

The IORY interchanges with Ann Arbor Railroad at Diann, MI; with Adrian & Blissfield Railroad at Riga, MI; with RailAmerica's Central Railroad Company of Indiana at Valley Junction, OH; with CN at Cincinnati, OH and Flatrock, MI; with CSXT at Cincinnati, Hamler,

Lima and Middleton, OH;with NS at Cincinnati, Lima and Monroe, OH; with R. J. Corman Western Ohio at Lima, OH;and with The Wheeling and Lake Erie Railroad at Lima, OH. The principal commodities transported by the IORY include automobiles, bridge traffic and agricultural products.

NS has never granted the IORY trackage rights in Columbus that would permit IORY to interchange traffic with the CUOH.

The only traffic that the IORY originates in Columbus arrives via interchange with CSXT.

Effects of the Proposed Transaction

These two railroads neither interchange traffic nor serve any common points or customers. This area is also extensively served by NS and CSXT. There is thus no reason to expect the proposed transaction to have any effect on the rates or service options of any customer in the Columbus, OH area.

2. Chesapeake, Virginia

Commonwealth Railway Incorporated

The GWI owned railroad in the Chesapeake, VA area is the Commonwealth Railway Incorporated(CWRY). The CWRY owns or leases approximately 25 miles of track in the vicinity of Portsmouth, VA and Chesapeake, VA. CWRY's route runs generally east to west. Approximately 98 percent of the traffic of the CWRY consists of exempt intermodal traffic that is exchanged with CSXT and NS. The remainder consists of chemicals and stone.

Chesapeake and Albemarle Railroad

The RailAmerica owned railroad in Chesapeake, VA is the Chesapeake and Albemarle Railroad (C&A), a division of the North Carolina & Virginia Railroad Company, Inc. The C&A

operates approximately 82 miles of track leased from NS on a route that runs generally north to south from Chesapeake, VA to Edenton, NC.

Relationship between the Two Railroads

These two railroads have no commercial interaction. The CWRV is located in the far northern end of Chesapeake, VA, while the C&A terminal is located more than ten miles away in the southern end of the city. The railroads are physically separated in the Chesapeake area by the Elizabeth River. They carry different types of traffic, and appear to have no customers or potential customers in common. The vast majority of the traffic carried by the CWRV is exempt from STB regulation.

Effects of the Proposed Transaction

There is no reason to expect the proposed transaction to have an effect of the service offered to or the rates paid by any customer in the vicinity of Chesapeake, VA.

III. Geographic Competition

In past transactions involving Class I railroads the Board has considered potential effects on what it has called geographic competition.⁴ The concept of geographic competition relies upon the argument that competitive constraints are placed on transportation rates by the availability of alternative suppliers for specific commodities. Thus, even if it were the case that a supplier of a specific commodity were captive to a single transportation provider, the ready availability of alternative suppliers for that same commodity could create a situation in which any increase in the transportation rates charged to the captive supplier could lead to increases in that supplier's prices that could divert enough business to competitors to render the attempted transportation rate increase unprofitable. However, if a proposed transaction were to make a sufficiently large

⁴ See, for example, the Supplemental Verified Statement of John H. Williams, November 27, 2007, Docket FD-35081.

share of these competing suppliers captive to a single transportation provider, this competitive constraint on transportation rates could potentially be reduced.

To address concerns over potential adverse effects on these types of competitive constraints the parties in several recent transactions have evaluated whether the merger of the two previously unrelated entities would allow the combined entity to control a disproportionate share of originating or terminating traffic of a specific commodity in a specific region. Past investigations of this nature have typically employed the Carload Waybill Sample, and have used the economic regions defined by the Bureau of Economic Analysis as the geographic unit of analysis.⁵

Past analyses of geographic competition have often relied upon what has been called the “50-10 screen” to identify situations that should be evaluated more closely. This screen flags a BEA region/commodity combination as potentially problematic if each of the parties to the proposed transaction individually accounts for at least ten percent of all of the traffic in a specific commodity originating or terminating within a given region, and if they together account for at least 50 percent of traffic. These calculations have in the past generally been carried out using records from the Carload Waybill Sample.

⁵ As the BEA notes:

BEA’s economic areas define the relevant regional markets surrounding metropolitan or micropolitan statistical areas. They consist of one or more economic nodes—metropolitan or micropolitan statistical areas that serve as regional centers of economic activity—and the surrounding counties that are economically related to the nodes. These economic areas represent the relevant regional markets for labor, products, and information.

See Kenneth P. Johnson and John R. Kort, “2004 Redefinition of the BEA Economic Areas,” Survey of Current Business, November 2004. The BEA region codes contained in the Carload Waybill Sample reflect the pre 2004 region definitions. These definitions divided the U.S. into 172 mutually exclusive and collectively exhaustive regions.

For a number of reasons the Carload Waybill Sample is an imperfect tool for analyzing the competitive effects of a merger involving short lines. Two problems in particular reduce its usefulness for this purpose. The first arises from the fact that it contains only a relatively small (approximately one percent) sample of movements. The small size of most short lines means that they will be poorly represented or perhaps not represented at all in such a small sample. A second significant problem arises from the fact that many short lines serve as handling carriers for their Class I partners. In these cases waybills involving short line movements will show up under the name of the partner railroad on whose behalf the short line is performing the movement. The widespread nature of this practice means that a simple tabulation of waybill records will yield a significantly distorted picture of the role of short line railroads. Identifying the correct waybills involving short line participation under these circumstances would be no small task.

To overcome these problems I used an alternative approach that relies upon records that accurately identify short line movements and that preserves most of the essence, if not the exact details, of the traditional “50-10 screen.”

My analysis relies upon a summary of internal GWI and RailAmerica records showing the origin, destination and 5-digit STCC commodity code of every shipment moving for any portion of its journey over any railroad affiliated with either of the two parties.⁶ These records represented a census, rather than a sample of traffic. They recorded the number of carloads involved, and the originating and terminating stations. The records provided by GWI covered calendar year 2010, the same time period covered by the most recent version of the Public Waybill Sample. Those provided by RailAmerica covered the period from June of 2011 through

⁶ I excluded from this screen any cells involving STCC 37422, which I was told is used by the two companies to track empty car movements.

May of 2012.⁷ To account for this timing difference I scaled the RailAmerica carload totals down by the ratio of systemwide calendar year 2010 carloads to systemwide carloads for the June 2011 to May 2012 period. Based upon the originating and terminating station identifiers, I geocoded these movements by BEA economic region, using the same region definitions contained the Carload Waybill Sample.

These data differ somewhat in coverage from the Carload Waybill Sample. That sample records only movements that terminate within the U.S. In contrast, the GWI and RailAmerica data count all movements that passed across their systems, regardless of the points of origination and termination. Thus, these data include information on movements terminating outside the U.S.

My initial list of combinations to be evaluated included all such locations for which both a GWI affiliated railroad and a RailAmerica affiliated railroad carried at least 100 carloads over the course of a year. This value seemed in a number of conversations with GWI personnel to reflect the threshold for a small but commercially significant volume of traffic. I applied this threshold separately for originating traffic and for terminating traffic.

This screen is significantly looser than the traditional 50-10 screen. By its nature it will identify a larger number of BEA region/direction/5-digit STCC commodity combinations than the traditional approach. In part the looseness of the screen is attributable to the fact that it uses 5-digit STCC codes (the finest level of detail available within the GWI and RailAmerica traffic records) rather than the more commonly used 7-digit STCC codes. A 5-digit screen such as I have employed here will inevitably turn up a number of false positives – that is, situations in which railroads that are part of the two systems appear to be carrying commercially significant

⁷ RailAmerica adopted a new traffic records system in May of 2011, and did not have records for earlier time periods available in a readily useable form.

volumes of competitive traffic but in fact are carrying different and non-competitive products. Another important aspect of this approach that makes it extremely conservative is the fact that it ignores the overall sizes of the BEA regions in question. Thus, it is undoubtedly the case that for many of the BEA regions flagged by my screen the railroads owned by the two parties collectively carry only an insignificant fraction of the total traffic.

For these reasons my analysis identifies a theoretical worst-case set of the possible competitive impacts of the proposed transaction. It does not identify markets where there are problems. Rather, it identifies BEA regions that might warrant closer examination because the railroads in the two shortline families handle commercially significant volumes of similar products .

The BEA region/direction/commodity combinations in which railroads owned by the two parties to the proposed transaction each carried at least 100 carload of freight over the course of a year are shown in Exhibit A. As shown in Exhibit A, there are in fact very few geographic areas where railroads in the two shortline families handle similar commodities in any commercially significant volumes. There were only thirty such overlap combinations, out of a total of 6,571 served by railroads owned by the two parties. These figures mean that in 99.54 percent of all of the combinations with respect to which railroads owned by the two parties operate there is not even the potential for a significant adverse competitive impact on geographic competition. Only in 0.46 percent of these combinations might there be even the *possibility* for such an impact. From these facts alone we can conclude that the possibility of an adverse impact on geographic competition is remote, at best.

A number of the entries shown in Exhibit A involve exempt commodities. These exempt commodities include, for example, entries involving lumber and pulp. In the judgment of the

Board these commodities are subject to sufficient competition that they do not require Board oversight. Elimination of these entries would make the potential problem even smaller.

To assess the potential for adverse impacts on geographic competition in the BEA region/direction/commodity combinations identified in Exhibit A, I evaluated the competitive alternatives available to shippers and consignees in those areas, and examined the services offered by railroads belonging to the two parties to determine the extent to which they offered the potential for competitive interaction. In carrying out this assessment it is important to keep in mind the fact that we are dealing with short line railroads and the reality of their circumstances. Short line railroads generally operate in partnership with Class I railroads. Thus, where you find a short line, you are likely to find a Class I railroad close by. A second important reality of short line railroads is that they are often fairly small. In contrast, BEA economic regions are quite large. In fact, there are only 172 of them in the entire U.S. For this reason we can and do often encounter situations in which two short line railroads, while contained in the same BEA region, are in fact located in opposite corners of the region, serving disparate sets of customers separated by distance and geographic barriers.

In the subsections that follow I discuss each region listed in Exhibit A. Many of these regions, not surprisingly, contain the touchpoints or points of proximity discussed above. Accordingly, I draw upon the analyses discussed above where appropriate.

BEA Region 3 - Boston-Worcester-Lawrence-Lowell-Brockton, MA-NH-RI-VT

BEA region 3 includes Rhode Island, Eastern Massachusetts, New Hampshire and portions of Vermont. Boston, the economic hub of the region, is located near its southeast corner. Other significant cities and metropolitan areas are scattered throughout the region.

The GWI owned railroad serving this region is the Saint Lawrence and Atlantic Railroad (SLR, SLQ in Canada), which runs northwest from Portland, Maine, cutting across the northeast corner of New Hampshire before crossing the border into Quebec. The RailAmerica owned railroad is the New England Central Railroad (NECR), which runs north from New London, Connecticut, crossing central Massachusetts eventually running northwest across Vermont. These railroads are separated for much of their routes by the White Mountains. They serve different U.S. ports located in different states. At no point do these railroads touch or even reach the same city. In short, the railroads operate in different geographic regions. This region is also extensively served by CSXT, by NS via trackage right and by CN through connecting short lines. These carriers have sufficient capacity to constrain any attempt by GWI/RA shortline railroads in the region to exercise market power.

For all of these reasons I do not believe that the proposed transaction is likely to adversely affect geographic competition in this region.

BEA Region 51 – Columbus, OH

This region was discussed in detail above. The GWI owned railroad is The Columbus and Ohio River Railroad Company (CUOH). The RailAmerica owned railroad is the Indiana & Ohio Railway Company (IORY), which has limited origination rights in this area. This area is also extensively served by CSXT and by NS over whose lines the shortlines operate in the Columbus area.

Given the presence of CSXT and NS in this region, the dependence of the shortline railroads on those two Class I railroads for access to Columbus, and the actual and potential competition that the presence of those two Class I railroads provide, I do not believe that the proposed transaction is likely to adversely affect geographic competition in this region.

BEA Region 36 – Dothan, AL-FL-GA

A number of GWI owned railroads serve stations in the Dothan BEA, including the Bay Line Railroad, L.L.C. (BAYL), the Chattahoochee Bay Railroad, Inc. (CHAT), and the Georgia Southwestern Railroad, Inc. (GSWR). The RailAmerica owned railroads in this BEA are the Three Notch Railroad (TNHR) and the Wiregrass Central Railroad (WGCR).

These railroads are scattered across the region. The BAYL runs north from Panama City through Dothan to Abbeville. The CHAT operates only 24 miles of track running northeast from Dothan. The GWSR is located primarily in Georgia, to the east of Dothan. The Three Notch Railway is located well to the west of Dothan. The WGCR operates 22 miles of track, and is also located well west of Dothan. The Dothan region is also served by CSXT.

The single commodity captured by the screen in the Dothan area – soy meal – can readily be transported by truck, especially over the relatively short distances traversed by the short lines at issue. These facts, together with the strong presence in the region of a Class I railroad, suggest that the proposed transaction is unlikely to adversely affect geographic competition in this region.

BEA Region 166 - Eugene-Springfield, OR-CA

The GWI owned railroads serving Eugene, Oregon are the Portland & Western Railroad, Inc. (PNWR) and the Willamette & Pacific Railroad, Inc. (WPRR). The RailAmerica owned railroad serving Eugene, Oregon is the Central Oregon & Pacific Railroad, Inc. (CORP). As I

have discussed above, these railroads act as handling carriers for BNSF and UP. As noted above, their Class I partners set rates for all movements that are not local to their affiliated short lines. This arrangement will not be changed in any way by the proposed transaction.

As I discussed at length above, the proposed transaction will not provide the railroads owned by the two parties with any additional rate setting freedom. Nor will it allow them to coordinate rate setting in a competitively meaningful way. Hence, there is no reason to expect the proposed transaction to have any effect on competition in this region.

BEA Region 77 - Jackson, MS-AL-LA

The GWI owned railroad in this BEA region is the MNBR, while the RailAmerica owned railroad is the AGR. This region includes the touchpoint of Linden, AL, which was discussed above. The systems of the MNBR and the AGR both terminate well east of Jackson.

The area is extensively served by Class I railroads. CN, KCS and NS provide significant service to the region on owned track, while CSXT and BNSF provide service over trackage rights.

Given the different orientations of the MNBR and AGR routes (as discussed above), the correspondingly different customer bases they serve, and the extensive Class I presence in this region, I do not believe that the proposed transaction is likely to adversely affect geographic competition in this region.

BEA Region 90 - Little Rock-North Little Rock, AR

The two GWI owned railroads in the Little Rock BEA are the Arkansas Louisiana & Mississippi Railroad Company (ALM) and the Little Rock & Western Railway, L.P. (LRWN). The latter runs north and west from Little Rock, while the latter runs north from Louisiana just across the border into southern Arkansas.

The RailAmerica owned railroads in the area include the Kiamichi Railroad LLC (KRR), and the Missouri & Northern Arkansas Railroad Company, Inc. (MNA). The former railroad runs from Texas east into Arkansas, while the MNA runs southeastward from Missouri into northern Arkansas. Thus, each of these railroads serves small territories in different parts of the state of Arkansas.

BNSF, KCS and UP have a significant presence in the area and provide service on owned track and over trackage rights. These Class I railroads appear to carry a majority of the traffic in this region in the commodities flagged by the screen. Hence there is no need to consider further the potential impacts of the proposed transaction on competition in this region.

BEA Region 101 - Peoria-Pekin, IL

The GWI owned railroads in this area include the TZPR and the IMRR. The RailAmerica owned railroad in the area is the TPW. I discussed these railroads extensively above. The TZPR is essentially a terminal railroad. It offers limited services, and is subject to significant contractual pricing restrictions. As I noted above, the Peoria area is extensively served by class one railroads, including BNSF, UP, NS, CSXT and CN.

As I have discussed above, the Peoria region is served by almost all of the Class I railroads. There is also barge service along the Illinois River. Given the significant number of competitive options that are available, there is no reason to expect the proposed transaction is likely to have a measurable effect on geographic competition in this region.

BEA Region 25 – Wilmington NC-SC

The GWI owned railroad located in the Wilmington BEA is the Wilmington Terminal Railroad, Limited Partnership (WTRY), which operates 17 miles of track in the immediate vicinity of Wilmington, NC leased from the North Carolina Port Authority and operates as a

traditional terminal railroad, interchanging traffic with CSXT. The RailAmerica Railroad located in the Wilmington BEA is the South Carolina Central Railroad Company, Inc. (SCRF). The SCRF operates approximately 130 miles of track located entirely in the state of South Carolina.

The Wilmington BEA is extensively served by CSXT.

The two railroads owned by parties to the proposed transaction are located a considerable distance apart and serve completely different functions. CSXT has a major presence in the region. Neither shortline is in a position to compete with CSXT in a significant way. For all of these reasons there is little reason to expect the proposed transaction to have a meaningful impact of geographic competition in this region.

IV. Potential Impact on Other Short Lines

Another issue that has been considered in prior proceedings is whether the transaction would have a negative impact on shortlines that interconnect with applicant railroads. If a short line connects solely either a GWI or a RailAmerica railroad, the proposed transaction would have no impact on the competitive options available to it and could not, therefore, result in competitive harm. For this reason, to evaluate this question, I searched for shortlines that connect to both a GWI owned railroad and a RailAmerica owned railroad. I identified only two shortlines, both serving the Peoria, IL, area, that connect to both a GWI-owned railroad and a RailAmerica owned railroad.

The first such railroad is the Keokuk Junction Railway (KJRY), which interchanges with the TPW at Hollis, IL, just outside Peoria and with the TZPR and IMRR in Peoria. In addition to these shortlines, which will be under common control as a result of the proposed transaction, the KJRY has numerous nearby connections to multiple Class Is and to other shortlines. The KJRY has interchanges with the UP and with BNSF that do not involve any railroad owned either by

GWI or RailAmerica. Through the TZPR the KJRY connects with a number of other railroads, including CN, NS, and IAIS. These connections and the contractual constraints on TZPR rates demonstrate there is no basis to conclude that competitive options available to KJRY will be meaningfully reduced as a result of the transaction.

The other shortline that interchanges with TZPR, IMRR and TPW is Iowa Interstate Railroad (IAIS). The interchange location is TZPR's yard in Peoria. TPW does not physically connect with IAIS, but reaches IAIS over TZPR. The same is true with respect to IMRR. Like the KJRY, IAIS has many other interchange partners in Peoria, including four Class I railroads – BNSF, UP, NS, CN – and KJRY. These connections and the contractual constraints on TZPR rates limit the impact of the transaction. Further, interchange opportunities at the other end of the IAIS are unaffected by the proposed transaction. Given the multiplicity of options available to IAIS in Peoria, there is no reason to believe that its competitive options will be meaningfully reduced as a result of the transaction.

VERIFICATION

I, Kevin Neels, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on August 3, 2012


Kevin Neels

Exhibit A

Exhibit A

BEA/Direction/Commodity Combinations for which Rail America and Genesee & Wyoming Carloads Exceed 100 Per Year

Direction	STCC Commodity	STCC	BEA Economic Region	BEA
Originating	LIQUEFIED PETRO, LPG, OR METHYLAMINE, AN	49054	Boston-Worcester-Lawrence-Lowell-Bro, MA-NH-RI-VT	3
Terminating	ROCK SALT, CRUDE, CRUSHED, LUMP OR EXC. SODIUM CHLORIDE (COMMON SALT)	14715	Boston-Worcester-Lawrence-Lowell-Bro, MA-NH-RI-VT	3
Terminating	LUMBER, ROUGH OR SOFTWOOD CUT STOCK OR FLOORING	24211	Boston-Worcester-Lawrence-Lowell-Bro, MA-NH-RI-VT	3
Terminating	LIQUEFIED PETRO, LPG, PETROLEUM GASES OR METHYLAMINE, AN	49054	Boston-Worcester-Lawrence-Lowell-Bro, MA-NH-RI-VT	3
Originating	CORN EXC. POPCORN	1132	Columbus, OH	51
Originating	SOYBEANS (SOYA BEANS)	1144	Columbus, OH	51
Terminating	INDUSTRIAL SAND, CRUDE, GROUND OR PULVERIZED ABRASIVE OR TREATED, OTHER THAN GROUND OR PULVERIZED	14413	Columbus, OH	51
Terminating	FIBREBOARD, PAPERBOARD PULPBOARD EXC. BUILDING INSULATING BOARD	26311	Columbus, OH	51
Terminating	SODIUM COMPOUNDS EXC SODIUM ALKALIES	28123	Columbus, OH	51
Terminating	PLASTIC MATERIALS OR SYNTHETIC RESINS OR NONVULCANIZABLE ELASTOMERS EXC. FABRICATED PLASTIC PRODUCTS	28211	Columbus, OH	51
Terminating	DENATURED ALCOH, ETHANOL, ALCOHOLS, N.O.S, BUTANOLS, ETHYL ACETATE, N-PROPANOL, ALCOHOL, BUTYL ACETATES, PICOLINES, HEPTANES, ACRYLAMIDE SOLU, CHLOROBENZENE, OR ISOBUTANOL	49091	Columbus, OH	51
Terminating	SOYBEAN CAKE, FLOUR, GRITS, MEAL OR OTHER BY-PRODUCTS EXC FATTY ACIDS	20923	Dothan, AL-FL-GA	36
Originating	PULPWOOD OR OTHER WOOD CHIPS	24115	Eugene-Springfield, OR-CA	166
Originating	LUMBER, ROUGH OR SOFTWOOD CUT STOCK OR FLOORING	24211	Eugene-Springfield, OR-CA	166
Originating	PLYWOOD OR VENEER OR BUILT-UP WOOD EXC. PLYWOOD OR VENEER CONTAINERS, HARD BOARD OR WOOD PARTICLE BOARD	24321	Eugene-Springfield, OR-CA	166
Terminating	PLYWOOD OR VENEER OR BUILT-UP WOOD EXC PLYWOOD OR VENEER CONTAINERS, HARD BOARD OR WOOD PARTICLE BOARD	24321	Eugene-Springfield, OR-CA	166
Terminating	ORINTD STRND BD OR RIMBOARD	24991	Eugene-Springfield, OR-CA	166
Terminating	WOOD PARTICLE BOARD	24996	Eugene-Springfield, OR-CA	166
Originating	PULP	26111	Jackson, MS-AL-LA	77
Originating	FIBREBOARD, PAPERBOARD PULPBOARD EXC BUILDING INSULATING BOARD	26311	Jackson, MS-AL-LA	77
Terminating	CORN EXC POPCORN	1132	Little Rock-North Little Rock, AR	90
Terminating	MALT EXTRACTS OR BREWERS SPENT GRAINS	20823	Little Rock-North Little Rock, AR	90
Terminating	SOYBEAN CAKE, FLOUR, GRITS, MEAL OR OTHER BY-PRODUCTS EXC FATTY ACIDS	20923	Little Rock-North Little Rock, AR	90
Terminating	METHANOL, ETHYL METHYL KE, AVIATION FUEL, FLAMMABLE LIQUI, 2-METHYL-2-BUTE, N-PROPANOL, ISOPROPANOL, TRIPROPYLENE, ALPHA-PINENE, TRIALLYLAMINE, N-PROPYL ACETAT, METHYL ISOBUTYL	49092	Little Rock-North Little Rock, AR	90
Terminating	SODIUM HYDROXIDE A K.A. CAUSTIC SODA	49352	Little Rock-North Little Rock, AR	90
Originating	CORN EXC POPCORN	1132	Peoria-Pekin, IL	101
Terminating	CORN EXC. POPCORN	1132	Peoria-Pekin, IL	101
Terminating	CORN SYRUP	20461	Peoria-Pekin, IL	101
Terminating	DENATURED ALCOH, ETHANOL, ALCOHOLS, N O S, BUTANOLS, ETHYL ACETATE, N-PROPANOL, ALCOHOL, BUTYL ACETATES, PICOLINES, HEPTANES, ACRYLAMIDE SOLU, CHLOROBENZENE, OR ISOBUTANOL	49091	Peoria-Pekin, IL	101
Terminating	AMMONIUM SULFAT, LIQUID FERTILIZ, OR NITRO FERT	28713	Wilmington, NC-SC	25

Appendix A
C.V. of Kevin Neels

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Dr. Kevin Neels directs the Transportation Practice at *The Brattle Group*. Dr. Neels has more than 30 years experience as a consultant and expert witness in the rail, trucking, courier, postal, aviation, and automotive industries. He has led many significant engagements relating to competition, market structure, pricing, revenue management, distribution strategy, regulation, and public policy. His work has addressed issues related to system planning, competition policy, privatization, and congestion management.

Prior to joining *The Brattle Group*, Dr. Neels served as Vice President and leader of the transportation practice at Charles River Associates. He has also served as a researcher in the Urban Policy Program at the Rand Corporation and the Transportation Studies Program at the Urban Institute, as a Director in the Transportation Practice at the consulting firm of Putnam, Hayes & Bartlett, as a Management Consultant in the Transportation Practice of the firm now known as KPMG. Dr. Neels is currently Chairman of the Committee on Freight Transportation Economics and Regulation of the Transportation Research Board, an arm of the National Academy of Sciences. He is also a member of the Transportation Research Board's Committee on Airline Economics and Forecasting.

Dr. Neels has authored numerous research reports, monographs and articles for peer-reviewed journals. He has often been asked to offer expert testimony in legal and regulatory proceedings. He regularly serves as an invited speaker at conferences and industry forums, and his opinions and observations on industry developments are frequently quoted in the popular and trade press. Dr. Neels earned his Ph.D. from Cornell University.

A sample of the project experience of Dr. Neels is shown below.

EXPERIENCE

Freight Transportation

- ◆ For an Ex Parte proceeding before the Surface Transportation Board Dr. Neels provided written testimony regarding procedures for settling disputes over the reasonableness of rail transportation rates. His testimony related to aspects of the Standalone Cost methodology employed by the Board in resolving these disputes, focusing in particular on the role that third party traffic plays in such analyses, and the manner in the revenues associated with such traffic are assigned to different portions of the routes followed by such traffic. His testimony discussed the typical structure of North American freight rail networks, and the roles that gathering, branch and main lines play in assuring the overall economic viability of the network as a whole.
- ◆ For a major U.S. based freight railroad, Dr. Neels developed a system of models to predict traffic levels and revenues by carrier for the North American freight rail market under alternative scenarios regarding market structure and regulatory policy. This modeling system incorporated detailed representations of the North American rail and highway networks, algorithms for determining shipment routing under alternative operating policies, and a series of statistical models capturing the underlying structure of freight traffic flows.
- ◆ For a non-U.S. government client, Dr. Neels led the team serving as fairness advisors in connection with the privatization of a government owned railroad. This engagement involved review of and commentary upon the bidding procedures employed in the transaction, analysis of the extent to which different bidders addressed and resolved policy concerns expressed by government officials, and advising government officials regarding the extent to which the various bids received reflected the full market value of the operation.
- ◆ On behalf of a provider of services to long-distance trucking firms, Dr. Neels offered expert testimony on the status of the trucking market, and on the extent to which a downturn in that market affected the value and economic viability of trucking firm service providers during a period in which his client concluded a series of acquisitions.
- ◆ In testimony before the U.S. Postal Rate Commission, Dr. Neels offered expert testimony analyzing the procedures used by the U.S. Postal Service to measure the transportation costs associated with its various products. His analysis addressed a wide range of issues, including the Service's use of its dedicated air network for transportation of expedited products, fieldwork procedures used to collect data on composition of the mail stream at different points in the rail network, potential biases in the assignment of transportation costs to products, and flaws in econometric analyses of transportation cost variability introduced by other witnesses in the proceeding.
- ◆ In support of a key economic witness in a hearing regarding refined petroleum product pipeline rates before the Federal Energy Regulatory Commission, Dr. Neels conducted an analysis of the relationship between product prices in the different geographic areas linked by the pipeline system. He also examined alternative transportation modes and concentration in the pipeline's origin markets.
- ◆ For a major U.S. railroad involved in a commercial dispute over trackage rights and trackage fees, Dr. Neels conducted a detailed analysis of over-the-track incremental operating costs. This analysis

involved, among other things, extensive use of the Uniform Rail Costing System maintained by the Surface Transportation Board.

- ◆ For a major North American rail car manufacturer involved in a patent infringement lawsuit Dr. Neels offered expert testimony on the economic value of an innovative car design relative to existing designs, and on the damages imposed on the manufacturer as a result of infringement of its patents on this new design.
- ◆ For an express package delivery carrier intervening in a rate case before the U.S. Postal Rate Commission, Dr. Neels conducted a critical review of econometric studies of cost variability introduced into evidence by a witness testifying on behalf of the U.S. Postal Service. He identified a number of serious conceptual and methodological flaws in this analysis, and demonstrated that the substantive conclusions of the analysis were sensitive to relatively minor change in its design. On the basis of his testimony the Commission rejected the arguments of the Postal Service in the Commission's final ruling.

Airline Industry

- ◆ For a major U.S. network air carrier Dr. Neels was a key member of a team of consultants charged with the development of an operations research strategy aimed at improving the carrier's performance and competitive standing across a broad range of areas of operation, including financial planning, scheduling, crew management, maintenance, flight operations, air cargo sales, marketing, reservations and distribution. This engagement involved extensive onsite interviews with numerous operating personnel at the carrier's headquarters. It identified a lengthy list of investment opportunities involving the application of a variety of advanced decision support tools.
- ◆ For a major international air carrier accused of monopoly leveraging and attempted monopolization of a key market, Dr. Neels prepared a report analyzing the carrier's use of corporate discounts and travel agent override commissions, and rebutting arguments that these agreements could be construed as exclusive dealing.
- ◆ For a major U.S. air carrier, Dr. Neels conducted an extensive empirical investigation of the responses of travel agents to carriers' incentive and override programs. Using the results of this investigation, he evaluated his client's sales force management and travel agent incentive strategies to identify specific ways in which redesign and or retargeting could increase their net revenue yields.
- ◆ Working on behalf of a major air carrier in an antitrust case involving allegations of predatory pricing. Dr. Neels worked directly with the lead litigator for the case to develop a strategy to guide discovery. Subsequently, he conducted a variety of econometric analyses measuring the extent to which plaintiffs were harmed by the alleged predation.
- ◆ For a consortium of major U.S. air carriers accused of engaging in collusion and price fixing, Dr. Neels directed a major economic analysis of industry pricing strategy and pricing dynamics. Drawing upon detailed data on daily fare changes, Dr. Neels prepared testimony and exhibits demonstrating the difficulty of engaging in coordinated pricing behavior.
- ◆ In an antitrust dispute in the airline industry, Dr. Neels was retained by the defendant to critique and rebut damage calculations prepared by experts for plaintiffs. Dr. Neels conducted a detailed analysis

of the assumptions underlying plaintiff estimates of lost profits, documenting numerous instances in which specific assumptions were contradicted by industry experience or by business plans prepared by the plaintiff prior to litigation. He showed that correcting these errors resulted in dramatic reductions in estimates of plaintiff damages. The case was eventually dismissed without an award of damages.

- ◆ Dr. Neels assisted in the preparation of statistical exhibits and an expert affidavit for submission by a major U.S. carrier in a rulemaking proceeding regarding airline computerized reservation systems conducted by the U.S. Department of Transportation.
- ◆ To support expert testimony in an antitrust case between two major U.S. air carriers, Dr. Neels developed and estimated a set of statistical models for estimating the effects of GDS display bias on the booking patterns and revenues of the affected airlines. As part of this effort Dr. Neels conducted an extensive analysis of the histories of the carriers in questions and of the development of these computerized systems as the primary channel of distribution for airline tickets. He also prepared damage estimates, assisted in the deposition of opposing expert witness, prepared trial exhibits and advised counsel on cross-examination strategy during the course of the trial.

Airport and Airway System

- ◆ For the International Air Transport Association, Dr. Neels conducted an analysis and critique of a proposed change in the structure of air traffic control user charges levied on foreign carriers entering the U.S. and overflying its territory. He pointed out a number of serious flaws in the empirical analysis that formed the basis for the new system of charges. Implementation of the new charges was halted by a federal judge.
- ◆ Dr. Neels played a critical role in a project for the Air Transport Association (ATA) of the United States to evaluate proposals for reforming the nation's air traffic control (ATC) system and to develop an effective financial and organizational structure for a reformed ATC. The plan, developed under extremely tight deadlines, required an assessment of ATC technological capabilities, estimation of the cost effects of ATC on the airline industry, an economic analysis of current and proposed ATC organizational forms and detailed financial assessment of proposed ATC entities. Dr. Neels presented his analysis and proposal to airline chief executive officers at a meeting of the ATA board.
- ◆ For the public authority responsible for the operation of one of the largest international gateway airports in the country, Dr. Neels conducted a comprehensive review of sources of information on air cargo movements. Based upon the results of this review, he worked with authority staff to devise a strategy for monitoring trends in shipments by ultimate origin and destination, commodity, carrier and type of service, and for factoring this information into an improved process for planning and executing air cargo facility improvements.
- ◆ For the operator of a major U.S. hub airport, Dr. Neels developed a series of forecasting models for use in evaluating likely passenger responses to the introduction of new types of ground access services.
- ◆ For the government of a Mexican province, Dr. Neels developed a framework for use in evaluating proposals for new airport development.

- ◆ For a conference sponsored by the National Academy of Sciences, Dr. Neels analyzed the policy issues raised by proposals for using pricing to manage demand and reduce delays at major airports. His analysis used standard antitrust tools to assess the extent of concentration in the market for airport services, and evaluated the potential for anticompetitive behavior in that market.
- ◆ To support the development of an airport system plan for a major metropolitan area, Dr. Neels prepared long-range activity forecasts for air carriers, regional airlines and general aviation.
- ◆ For an international gateway airport, he evaluated the impacts and effectiveness of a wide range of strategies for reducing delays. The policies considered included regulatory constraints on aircraft size, diversion of service to adjacent airports, a variety of pricing and slot allocation mechanisms, and expansion of facility capacity.

Aerospace Manufacturing

- ◆ For a foreign manufacturer of high end business jet aircraft Dr. Neels offered testimony on the structure of the market within which these aircraft are sold and the relationship between this market and the market aftermarket retrofits and modifications. His testimony examined the turnover of the existing fleet of high end business jet aircraft, trends over time in resale values, the relationship between new aircraft sales and trade-ins of previously owned aircraft, and the factors influencing the commercial success of aftermarket modifications under FAA supplemental types certificates.
- ◆ For a consortium of aerospace manufacturers, Dr. Neels examined and evaluated the economic, financial and policy arguments for including manufacturers as members of government sponsored insurance against war and terrorism risks. His analysis examined the nature of the risks in question, the state of the commercial market for insurance against them, the realities of multi-party tort litigation in settings where the parties enjoy dramatically different levels of insurance coverage, and the likely long-term economic impacts if aerospace manufacturers were because of the shut down of the commercial insurance market, forced involuntarily to self-insure against these risks.
- ◆ For a major manufacturer of business jet aircraft accused of monopoly leveraging and attempted monopolization Dr. Neels conducted an analysis of the structure of the business jet aircraft market, evaluating the extent to which availability of comparable models from other manufacturers constrained the ability of the defendant in the dispute to exercise market power.
- ◆ For a U.S. based manufacturer of business aircraft, Dr. Neels quantified the damages resulting from significant defects in a major subcontractor-supplied aircraft component. These defects had resulted in a number of plane crashes and the eventual grounding of a significant portion of the manufacturer's fleet. Dr. Neels developed a sophisticated econometric model that controlled for the effects of a number of market-related background factors, and isolated the effects of the component defects on sales, revenues and profits.
- ◆ For a manufacturer of high end business jet aircraft involved in a dispute over the closure of a manufacturing plant, Dr. Neels offered expert testimony on the status of the business jet aircraft market at the time of the closure and its effects on new orders, backlog and revenue for the manufacturer. His analysis focused in particular on the effects on the business jet aircraft market of the economic downturn that began in 2001 and the events on September 11, 2001. In response to testimony offered by opposing experts, he also analyzed the decision making process that led to

closure of the plant, the options open to management, and the economic justifications for closing the plant.

Automotive Industry

- ◆ For a group of automobile dealers, he conducted an econometric analysis to quantify the extent to which these dealers had suffered economic injury as a result of a scheme in which executives of the auto manufacturer accepted bribes from a subset of dealers in exchange for providing them with extra allotments of highly profitable car models. The settlement of this litigation awarded a payment of several hundred million dollars to the non-bribe paying dealers.
- ◆ For a major auto manufacturer contemplating litigation over an alleged theft of trade secrets, he developed a system of economic forecasting models to calculate the effects of the theft of sales of the company's products in a number of major international markets. Results of this confidential investigation played a key role in the company's subsequent decision to seek redress through the courts.
- ◆ For a group of automobile dealers engaged in a dispute with a distributor, Dr. Neels offered expert testimony analyzing the new auto allocation procedures used by the distributor, the distributor's policies regarding accessorization of new vehicles, and their economic effects of individual dealers. This work involved extensive econometric modeling of the dynamics of dealer inventories and the determinants of time to sale for individual vehicles.
- ◆ For a consortium of U.S., European and Japanese auto manufacturers and related firms, Dr. Neels played a key role in a major investigation of long-term trends in mobility. This study was worldwide in scope, addressing urban, rural and intercity passenger and freight transportation in both the developed and the developing world. Its particular focus was on the sustainability of the current transportation system, and the extent to which exhaustion of fossil fuels, environmental constraints, infrastructure shortages or institutional barriers were likely to constrain mobility over the next several decades.

Other Project Experience

- ◆ For an operator of vehicle and passenger ferry services to offshore islands, Dr. Neels conducted a detailed analysis of fares, costs, market structure, the extent to which particular services are subsidized, the structure of the market for ferry services, and the likely effects of changes in conditions of entry.
- ◆ For a major U.S. manufacturer that had been the target of industrial espionage and the organized theft of technology and other trade secrets, Dr. Neels offered testimony involving the stolen technology and, using a reasonable royalties approach, the damages suffered by the U.S. manufacturer as a result of the theft. At the conclusion of a jury trial in the United States, the manufacturer received a substantial damage award.
- ◆ For the U.S. Department of Energy, Dr. Neels conducted an extensive investigation of the technological, institutional and economic factors influencing the demand for residential heating fuels.

- ◆ For a Gas Research Institute study of natural gas usage in the steel industry, Dr. Neels provided consultation on statistical issues and worked closely with a team of analysts examining the economics of fuel substitution.
- ◆ Dr. Neels directed the team of economists responsible for conduct of the damages study for plaintiff in a major patent infringement lawsuit in the consumer products industry. His work included development of econometric models to forecast product sales in eight major world markets, analysis of the effects of incremental changes in sales volumes on company profits, review of historical pricing strategies and calculation of economic damages for a wide range of “but-for” pricing and product introduction strategies. He and his team also played a key role in the analysis of the case put forth by the opposing side and in the development of cross-examination strategies for opposing expert witnesses. He was designated as an expert witness in this matter, but was not called upon to testify.
- ◆ As leader of a project funded jointly by the Ford Foundation, the U.S. Department of Housing and Urban Development and a consortium of local corporations, Dr. Neels directed a year-long study by the Rand Corporation of strategies for privatizing municipal services in Saint Paul, Minnesota. A major component of this project was a detailed analysis of the incentives created by different financing mechanisms, organizational structures and personnel management systems. Findings of the study were published in a major report entitled *The Entrepreneurial City*.
- ◆ Dr. Neels played a major role in the preparation of expert testimony on behalf of a group of major domestic oil companies accused of conspiring to depress the prices paid to producers of a major input to tertiary oil recovery projects. This testimony focused on an examination of purchase contracts involving the defendants to establish market prices for the input in question over the alleged damage period.
- ◆ For the New York State Science and Technology Foundation, Dr. Neels participated in a project to facilitate the transfer to civilian firms and the commercial exploitation of photonics technology developed for military applications at a research center established at a major New York State military installation. This project included an assessment of the commercial value of the technology, the identification of firms in the vicinity of the research center with the research focus and capabilities to absorb the technology, and the design of institutional mechanisms for facilitating and supporting technology transfer.

PUBLICATIONS

“The Economic Cost of Airline Flight Delay”. With Thea Graham and Everett Peterson. *Journal of Transport Economics and Policy*, (Date Forthcoming).

“Federal Funding of Transportation Improvement in BRAC Cases.” Transportation Research Board (2011).

“Private Sector: Lessons for the Public Sector” in Freight Modeling: State of the Practice in Current Practice Session of *Freight Demand Modeling Tools for Public-Sector Decision Making* in Conference Proceedings 40, Transportation Research Board, September 25-27, 2006, pp. 25,26.

“Pricing-Based Solutions to the Problem of Weather-Related Airport and Airway System Delay.” *Air Traffic Control Quarterly*, Vol 10(3) 261–284 (2002).

“Congestion, Pricing and the Economic Regulation of Airports.” Transportation Research Board, The Federal Aviation Administration, Conference on Airports in the 21st Century (April 20, 2000).

“Estimating the Effects of Display Bias in Computer Reservation Systems.” With Franklin Fisher, In *Microeconomics Essays in Theory and Applications*. Ed. Maarten-Pieter Schinkel. Cambridge University Press, 1999.

“Clinical and Economic Value of Cardiovascular Nuclear Medicine.” With Carla Mulhern. (September 1996).

“Insurance Issues and New Treatments.” *Journal of the American Dental Association*, 125 (January 1994): 45S-53S.

“Medical Cost Savings from Pentoxifylline Therapy in Chronic Occlusive Arterial Disease.” *Pharmacoeconomics* 4, No. 2, (February 1994): 130-140.

“Analyzing Rent Control: The Case of Los Angeles.” With M. P. Murray, C. P. Rydell, C. L. Barnett, and C. E. Hillestad. *Economic Inquiry* 29, No. 4 (October 1991): 601–625.

“Forecasting Intermodal Competition in a Multimodal Environment.” With Joseph Mather. *Transportation Research Record* 1139 (1987).

“Modeling Mode Choice in New Jersey.” With Joseph Mather. *Transportation Research Record* 1139 (1987).

“Direct Effects of Undermaintenance and Deterioration.” With C. Peter Rydell. In *The Rent Control Debate*. Ed. Paul L. Niebanck. Chapel Hill, NC: University of North Carolina Press, 1985.

“Energy and the Existing Stock of Housing.” With M. P. Murray. In *Energy Costs, Urban Development, and Housing*. Ed. Anthony Downs and Katherine L. Bradbury. Washington, D.C.: The Brookings Institution, 1984.

“Reducing Energy Consumption in Housing: An Assessment of Alternatives.” *International Regional Science Review* 7, 1 (May 1982).

“Production Functions for Housing Services.” *Papers of the Regional Science Association* 48 (1981).

PROFESSIONAL AFFILIATIONS

- ◆ American Bar Association
- ◆ American Economics Association
- ◆ Licensing Executive Society
- ◆ Transportation Research Board

TESTIMONY

Before the U.S. District Court, District Court of Delaware, Expert Report in the matter of Finjan, Inc. v. McAfee, Inc., Symantec Corp., Webroot Software, Inc., Websense Inc., and Sophos, Inc., April 2012.

Before the U.S. District Court, Northern District of Ohio Eastern Division, Expert Testimony in the matter of Skurka Aerospace, Inc. v. Eaton Aerospace L.L.C., April 2012.

Before the U.S. District Court, Northern District of New York, Expert Report in the matter of X-Ray Optical Systems, Inc. v. Innov-X Systems, Inc., April 2012.

Before the U.S. District Court, Central District of California, Expert Report in the matter of PSI Systems, Inc., Plaintiff and Counterdefendant v. Stamps.com Inc., Defendant and Counterclaimant, Case No. CV08-05233 ODW(JEMx), September 2011.

Before the U.S. District Court, Southern District of California, Expert Testimony in the matter of Medtronic Sofamor Danek USA, Inc.; Warsaw Orthopedic Inc.; Medtronic Puerto Rico Operations Co.; and Medtronic Sofamor Danek Deggendorf, GmbH v. Nuvasive, Inc., September 2011.

Before the Court of Chancery of the State of Delaware, Expert Testimony in the matter of W.L. Gore & Associates, Inc., Plaintiff v. Darrell Long and BHA Group, Inc. (d/b/a GE Energy), Defendants, C.A. No. 4387-VEP, April 2011.

Before the Circuit Court for Baltimore City, Expert Disclosure in the matter of My Professional Advice, Inc. et al., v. Persels & Associates, LLC., et al., Case No. 24-C-09-004666, September 2010.

Before the U.S. District Court, District Court of Utah, Central Division, Testimony in the matter of K-Tec, Inc., v. Vita-Mix Corporation, Case No. 2:06-CV-108, May 2010.

Before the International Court of Arbitration of the International Chamber of Commerce, Testimony in the matter of Aviation Partners Inc., v. Dassault Aviation S.A., ICC Case No. 15948/VRO (c. 16047/VR), February 2010.

Before the Court of Common Pleas of Lehigh County, Pennsylvania Civil Division-At Law and in Equity, Testimony in the matter of DRS Newco III, Inc., n/k/a Night Vision Systems, LLC, vs. Night Vision Equipment Company Holdings, Inc., f/k/a Night Vision Equipment Company, Inc., Excalibur Holdings, Inc., f/k/a Excalibur Electro Optics, Inc. William H. Grube, Jr. and Phyllis Grube, Civil No. 2006-C-3878, November 2008.

Before the United States International Trade Commission, Washington, D.C., Expert Testimony in the matter of Certain Hard Disk Drives, Components Thereof, and Products Containing the Same, Inv. No. 337-TA-616, July 2008.

Before the U.S. District Court for the Northern District of Georgia Rome Division, Testimony in the matter of Interface, Inc., et. al. v. Collins & Aikman Floorcoverings, Inc., et. al., Civil Action No. 4:05-CV-0133-HLM, October 2007.

Before the U.S. District Court, Northern District of California, San Jose Division, Testimony in the matter of Tele Atlas N.V. and Tele Atlas North America vs. Navteq Corporation, Case No. C 05-1673 RMW July 2007.

Before the U.S. District Court, Middle District of Florida, Testimony in the matter of erinMedia, LLC vs. Nielsen Media Research, Inc. Civil Action No. 8:05-CV-1123-T24-EAJ. June 2007.

Before the U.S. District Court, District of Massachusetts, Testimony in the matter of DePuy AcroMed, Inc., and Biedermann Motech GMBH vs. Medtronic Sofamor Danek, Inc., f/k/a Sofamor Danek Group, Inc. and Medtronic Sofamor Danek, USA, Inc. Civil Action No. 01-CV-10165 (EFH), June 2007.

Before the U.S. Postal Rate Commission, Postal Rate and Fee Changes, Docket R2006-1. Expert Report and Live Testimony, October 2006.

Before the American Arbitration Association, Testimony in the matter of The New Piper Aircraft, Inc. v. AVCO Corporation, on behalf of its Textron Lycoming Division. Arbitration No. 55 Y 181 00528 03. June 2006.

Before the Surface Transportation Board, Docket No. 657 (Sub-No.1), Verified Statement in the opening submission of Union Pacific Railroad Company, May 2006.

Before the U.S. District Court Western District Central District of Washington at Seattle, Expert Report in the matter of Esquel Enterprises Ltd. vs. TAL Apparel Ltd and TALTECH Ltd., April 2006.

Before the U.S. Tax Court, Docket No. 21342-03, Testimony in the matter of Van der Aa Investments, Inc., a dissolved Delaware Corporation; and Terry L. Van der Aa, Trustee vs. Commissioner of Internal Revenue, December 2005.

Before the U.S. District Court for the District of Massachusetts, Docket No. 03-10820-GAO, Testimony in the matter of Paul Quaglia vs. Eaton Corporation and Cutler-Hammer, Inc., November 2005.

Before the U.S. Department of Transportation, Docket No. OST-2004-19214, Submission in support of American Airlines' comments on the joint application of Alitalia-Linee Aeree Italiane-S.p.A., Czech Airlines, Delta Airlines, Inc., KLM Royal Dutch Airlines, Northwest Airlines Inc., and Société Air France

for approval of and Antitrust Immunity for Alliance Agreements, June 2005.

In the Matter of and Arbitration under Chapter Eleven of the North American Free Trade Agreement and the UNCITRAL Arbitration Rules, United Parcel Service of America, Inc, Investor, and The Government of Canada, Party, March 2005.

Before the U.S. District Court, Western District of Oklahoma, Testimony in the matter of Ponder, *et al.* vs. Gulfstream Aero Corporation, *et al.*, Civil Docket No. 5:02cv739, October 2004.

Before the Surface Transportation Board, Docket No. 27590 (Sub-No.3), Verified Statement in support of Trinity Industries' comments on TTX Company's application for approval of pooling of car service with respect to flatcars, April 2004.

Before the American Arbitration Association, Commercial Arbitration Tribunal, Testimony in the matter of Solvay Pharmaceuticals, Inc. vs. Duramed Pharmaceuticals, Inc., Case No. 53 181 00564 02, November 2003.

Before JAMS Arbitration, Testimony in the matter of Transcore Holdings, Inc. vs. Rocky Mountain Mezzanine Funding II, L.P.; Hanifen Imhoff Mezzanine Fund, L.P.; Moramerica Capital Corporation; and NDSBIC, L.P., and W. Trent Ates and Fred H. Rayner, September 2003.

Before the U.S. District Court Southern District of Ohio Western Division (Cincinnati), Testimony in the matter of Gooby Industries Corp., Century Box Division, and David S. Kagan vs. Frank J. Veneziano, and Weltman, Weinberg & Reis Co., L.P.A., September 2003.

Before the U.S. District Court Central District of California Western Division, Testimony in the matter of Winn Incorporated and Ben Huang vs. Eaton Corporation, July 2003.

Before the Superior Court of New Jersey, Law Division Docket No. CAM-L-6235-00, Testimony in the matter of Bruce Zakheim, M.D. on behalf of himself and all others similarly situated vs. AmeriHealth HMO, Inc., October 2002.

Before the U.S. District Court, Eastern District of Pennsylvania, Testimony in the matter of National Steel Car, Ltd. vs. Canadian Pacific Railway, Civil Docket No. 2:02cv6877, August 2002.

Before the U.S. District Court for the District of New Hampshire, Affidavit in the matter of George Lussier Enterprises, Inc., d/b/a Lussier Subaru, et al. vs. Subaru of New England, Inc., Ernest J. Boch, and Joseph A. Appelbee, June 2002.

Before the U.S. District Court for the District of Massachusetts, Expert Report in the matter of City of New Bedford, and New Bedford Harbor Development vs. Woods Hole, Martha's Vineyard & Nantucket Steamship Authority, May 2002.

Before the Court of Common Pleas, Cuyahola County, Ohio, Affidavit in the matter of KeyBank National Association vs. Corillian Corporation, et al, April 2002.

Before the U.S. District Court for the District of New Hampshire, Affidavit in the matter of George Lussier Enterprises, Inc., d/b/a Lussier Subaru, et al., vs. Subaru of New England, Inc., Ernest J. Boch,

and Joseph A. Appelbee, February 2002.

Before the Court of Common Pleas, Cuyahola County, Ohio, Expert Report in the matter of KeyBank National Association vs. Corillian Corporation, et al, January 2002.

Before the District Court of the Fourth Judicial District of the State of Idaho, in and for the County of Ada, Testimony in the matter of Dirk Dunham Construction, Inc. vs. Ada County Highway District, Case No. CV OC 0005122D, June 2001.

Before the Federal Court of Australia, Queensland District Registry, Expert Report in the matter of State of Queensland vs. Pioneer Construction Materials Pty. Limited, Boral Resources (QLD) Pty. Limited, CSR Limited, Hymix Industries Pty. Limited, Goodmix Concrete Pty. Limited, Amatek Limited (trading as Rocla Concrete), and Excel Concrete Pty. Ltd., January 2001.

Before the U.S. District Court, District of Massachusetts, Expert Report in the matter of J.E. Pierce Apothecary, Inc., Sutherland Pharmacy Inc., Meetinghouse Community Pharmacy Inc., and Medfield Pharmacy, Inc., on behalf of themselves and a class of similarly situated entities v. Harvard Pilgrim Health Care, Inc., Health New England, Inc., CVS Corporation, and Pharmicare Management Services, Inc., January 2001.

Before the U.S. Postal Rate Commission, Postal Rate and Fee Changes, Docket R2000-1. Expert Report and Live Testimony, May 2000.

Before the U.S. District Court, Northern District of Ohio, Eastern Division, Testimony in the matter of Avery Dennison Corporation vs. Four Pillars Enterprise Co., Ltd., P.Y. Young, Huen-Chan (Sally) Yang and Tenhuong (Victor) Lee, Case No. 1:97 CV. 2282, September 1999.

Before the American Arbitration Association, Testimony in the matter of Westerbeke Corporation vs. Daihatsu Motor Co., Ltd., Arbitration No. 13 T 153 01057 97, August 1999.

Before the Commonwealth of Massachusetts, Superior Court Department of the Trial Court, Worcester Division, Testimony in the matter of Performance Polymers, Inc. vs. Mohawk Plastics, Inc. and Dimeling Schreiber & Park, Civil Action No. 98-0230A (Mass./Worcester), July 1999.

Before the American Arbitration Association, Testimony in the matter of GCC Technologies Inc. vs. Toshiba TEC Corporation, American Arbitration Number 50 T1815897, March 1999.

Before the U.S. District Court, District of Maryland, Testimony in the matter of Borman Motor Company Limited Liability Co., et al. vs. American Honda Motor Company Inc., et al. Civil Action MDL-1069, August 1998.

Before the U.S. Postal Rate Commission, Postal Rate and Fee Changes, Docket R97-1. Expert Report and Live Testimony, February 1998.

Before the U.S. District Court, District of Kansas, Testimony in the matter of Timothy Mellon vs. The Cessna Aircraft Company. Civil Action 96-1454-JTM, Expert Report, November 1997.

Before the U.S. District Court, Southern District of New York, Testimony in the matter of Virgin Atlantic

Airways Limited vs. British Airways PLC. Civil Action No. 93-7270 (MGC). Affidavit, August 1997.

Before the U.S. District Court, Western District of Pennsylvania, Testimony in the matter of Lazy Oil Co., John B. Andreassi and Thomas A. Miller Oil Co. vs. WITCO Corporation; Quaker State Corporation; Quaker State Oil Refining Corp.; Pennzoil Company; and Pennzoil Products Company. Civil Action No. 94-110E, Class Action. Expert Report, March 1996; live testimony April 28, 1997.

Before the U.S. District Court, Eastern District of Pennsylvania, Testimony in the matter of Stephen M. Clifton and Stephen M. Clifton Ultra Sonoco vs. Sun Refining & Marketing Company. Civil No. 95-CV-7694. Expert Report, February 1997.

Before the U.S. District Court, Northern District of Georgia, Testimony in the matter of ValuJet Airlines, Inc., vs. Trans World Airlines, Inc., and Delta Air Lines, Inc. Civil Action No. 1:95-cv-2896-GET. Expert Report, June 1996.

Before the State of Michigan, Testimony in the matter of Wayne State University, Lumigen, Inc. and A. Paul Schaap vs. Irena Bronstein and Tropix. Circuit Court Case No. 88-804-627CK, Court of Claims Case No. 88-11871CM. December 13, 1994.

Before the U.S. District Court, Central District of California, Testimony in the matter of Blecher & Collins vs. Northwest Airlines. Case No. 92-7073-RG (SHx). November 15, 1993.

Before the U.S. District Court, District of Maine, Testimony in the matter of Penobscot Bay Women's Health Center vs. Penobscot Bay Medical Center. Civil Action No. 86-0110-8. July 19, 1990.

July 3, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 35654

GENESEE & WYOMING INC.

- CONTROL -

RAILAMERICA, INC., *et al.*

VERIFIED STATEMENT

OF

WILLIAM J. RENNICKE

PARTNER

OLIVER WYMAN, INC.

August 6, 2012

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I. Introduction and Summary

Statement of WILLIAM J. RENNICKE, of the City of Boston, Massachusetts.

I am a Partner with Oliver Wyman, Inc. Oliver Wyman is a leading general management consulting firm. It maintains one of the largest practices in the world dedicated to serving the transportation and logistics sectors. That practice provides a comprehensive set of services and capabilities to transportation carriers across all modes, and to the users and regulators of transportation services. Oliver Wyman's transportation clients include national and regional governments on six continents, as well as many of the world's largest users of rail services, railroads, motor carriers, leasing companies, and industrial and consumer manufacturing firms. A description of Oliver Wyman's qualifications is provided in Annex A.

I have been a railroad executive and a consultant to railroads for more than 40 years. I have worked extensively with the railroad industry in the United States and Canada, and also have worked with railways in Europe, Asia, South America, Australia and Africa. I specialize in railroad strategic planning, cost analysis, revenue management, and operations. I have particular expertise in transportation pricing, restructuring, organizational design, and transactions (including mergers and acquisitions) to improve the performance of rail operators, major rail equipment suppliers, and users of transportation services. I have worked with senior executives at all of the major North American railroads, as well as with senior officials at many government-owned railroads worldwide. I have testified before the United States Congress and the Canadian Parliament, as well as federal transportation agencies, concerning railroad regulation, competition, rate policy, access issues, and rail mergers. I have spoken and published widely on issues affecting the railroad industry.

Before joining Oliver Wyman, I was a vice president of the Boston & Maine Railroad. During my tenure, I managed rail industry service performance project case studies as part of the industry-wide Freight Car Utilization Program. I have also held operating positions with the Southern Pacific (now Union Pacific) and New Haven (now CSX) railroads and was a transportation consultant with Deloitte Haskins & Sells (the predecessor of Deloitte & Touche). I have a B.S.B.A. in accounting from the School of Business Administration at Georgetown University and an M.B.A. with a concentration in transportation and logistics from the University of Minnesota. I am also a member of the Council of Supply Chain Management Professionals. My qualifications and experience in the railroad industry, together with a listing of cases in which I have given testimony, are provided in Annex B.

The purpose of this verified statement is to provide information on competitive issues arising from the acquisition of the RailAmerica, Inc. operating railroads by Genesee & Wyoming Inc.

II. Scope of Analysis

I have been asked to comment on how the acquisition by Genesee & Wyoming Inc. (GWI) of railroads owned and operated by RailAmerica, Inc. (RA) might affect rail shippers and other parties with interests in the railroad industry in the United States.

To determine potential impacts, I examined a number of measures typically used to classify railroads in the United States and elsewhere in the world. Specifically, I examined the following measures, with a view to determining the percentage of each that would be impacted by GWI control of the RA railroads:

- Gross freight revenues
- Originated carloads
- Employment
- Track miles

For each of the measures examined, I used statistics pertaining to the United States rather than North America. Unless noted otherwise, I used GWI and RA data for the year 2010, as this is the last year for which a complete set of comparable data for the railroad industry in the United States is available.

III. Findings

As demonstrated by Exhibit 1 below, the control of the RA railroads by GWI will have a negligible effect on rail shippers and the railroad industry in the United States. By every measure, the combined railroads represent a minimal portion of the United States railroad industry.

Exhibit 1: GWI and RA Comparison with Rail Industry Total, 2010

Metric	GWI Current	RA Current	US Rail Industry	Combined Railroads Relative to Industry
US Gross Freight Revenue	\$302.4M ¹	\$344.0M ¹	\$59.6B ²	1.1%
US Originating Carloads	412,587 ³	392,412 ³	29.2M ⁴	2.8%
US Employment	1,600 ⁵	1,632 ⁶	169,280 ²	1.9%
US Track Miles	3,729 ⁷	6,585 ⁸	204,929 ⁹	5.0%

Sources and notes: 1. Data provided by GWI. Note that GWI US revenue includes traffic for the St. Lawrence Railroad (SLR), which is partially in Canada. 2. Railroad Facts, 2011 Edition, p. 3, Association of American Railroads. 3. Data provided by GWI. Note that GWI 2010 data includes traffic for SLR, which is partially in Canada, RA 2010 data for US carloads originated is not available due to the conversion of RA's data system. 2010 RA carloads originated in the United States were estimated by applying the ratio of 2011 RA originated carloads to 2011 US originated carloads. 4. Railroad Facts, 2011 Edition, p. 9, Association of American Railroads. 5. GWI June report US RR 1449 + Corporate employees 151 (excludes non-RR retirement employees 349). 6. RA 2010 10-K, p. 8. 7. GWI 2011 10-K, pp. 25-27, excludes 2011 acquisitions. 8. RA 2011 10-K, p. 22, excludes 2011 acquisitions. RA Track Inventory file provided by GWI. Canadian railroads include CBNS, GEXR, OVR, SORR. 9. Class I RR Statistics 2012, p. 1 Association of American Railroads; 2012 Facts and Figures, p. 12, Table 3, American Short Line and Regional Railroad Association. Regional short line figure is route miles, which should be less than track miles, overstating the ratio

Based on the data in Exhibit 1, I concluded that:

- The railroads operated by RA and GWI (the Combined Railroads) constitute an insignificant portion of the railroad industry in the United States. Taken together, they generate only 1.1 percent of railroad industry revenue, and on every measure except track miles they represent less than 3 percent of the industry.
- The data demonstrates that RA and GWI both operate light-density short and regional railroad lines that connect local shippers and receivers to the mainline railroad network,

which is operated largely by the Class I railroads. While the Combined Railroads operate over 5 percent of the track miles in the United States, they generate only 2.7 percent of originated carloads and 1.1 percent of revenue. The Combined Railroads operate 10,314 track miles (including owned, leased and trackage rights lines), but these are divided among 93 different US-based railroads.¹ On average, each railroad is only about 110 miles in length.

- The Combined Railroads will have even less pricing power than is implied by the 2.7 percent of national carloads that they originate. Of the approximately 797,000 originating carloads the Combined Railroads handled in 2010, less than 5 percent were local (originated and terminated on the same railroad.)² The competitive options for shippers of local traffic will not be changed due to the creation of the Combined Railroads. The same railroad that originated and terminated local traffic before the combination will handle that traffic going forward.

Of the remaining 95 percent of traffic, 313,000 carloads or 41 percent were transported under various handling agreements with connecting railroads that limit or exclude the participation of RA and GWI in commercial interactions with the shipper and the pricing of traffic.³ The majority of these handling agreements are based on a fixed payment made to RA or GWI, plus an annual escalator.

¹ Based on 2010, when the Combined Railroads operated 93 railroads in the United States. The Combined Railroads currently operate 101 railroads in the United States.

² Source: Carload data provided by GWI.

³ Source: Carload data provided by GWI. 41 percent is based on 313,000 carloads subject to handling agreements, divided by 797,000 total originating carloads.

Backing out the local traffic and originated carloads subject to handling agreements, the Combined Railroads participate in pricing only about 1.5 percent of the originated carloads in the United States.⁴

Based on the foregoing, I conclude that GWI's acquisition and control of the railroads owned by RA will have a negligible effect on railroad shippers and others with an interest in the railroad industry in the United States.

⁴ Note: Adjusted carloads based on 797,000 total carloads, less 313,000 subject to handling agreements, less 40,000 local carloads. Source: Carload data provided by GWI. US carloads are based on 29.2 million carloads originated by the Class I's in 2010, assumes Class I railroads originate approximately 100 percent of all US carloads. Source: Railroad Facts, 2011 Edition, p. 9, Association of American Railroads.

Annex A. Oliver Wyman Overview and Qualifications

With offices in 50+ cities across 25 countries, Oliver Wyman is a leading global management consulting firm that combines deep industry knowledge with specialized expertise in strategy, operations, risk management, organizational transformation, and leadership development. The firm's 3,000 professionals help clients optimize their businesses, improve their operations and risk profile, and accelerate their organizational performance to seize the most attractive opportunities.

Oliver Wyman's thought leadership is evident in our agenda-setting books, white papers, research reports, and articles in the business press. To that end, the Oliver Wyman Institute connects the firm with prominent leaders of the academic community for joint research on frontier issues. In addition, our Leadership Development practice creates customized leadership solutions to accelerate the development of leaders as a source of value and competitive advantage.

The firm's capabilities and intellectual capital are enhanced by our deep industry expertise, geographic range, analytical rigor, and hands-on, collaborative approach. Our professionals see what others don't, challenge conventional thinking, and consistently deliver innovative, customized solutions. We also work side by side with senior executives to accelerate execution through a blend of behavioral and management approaches. As a result, we have a tangible impact on clients' top and bottom lines.

As part of Marsh & McLennan Companies [NYSE: MMC], Oliver Wyman is also able to draw on experts from our sister companies in the areas of brand and identity management, microeconomics, human capital strategies, and insurance. For more information, visit www.oliverwyman.com.

Oliver Wyman's Rail Practice

Oliver Wyman's Rail Practice employs the largest and most experienced staff in the world dedicated to the rail industry and is widely recognized as the premier management consultancy to state owned and private freight and passenger railroads. It has carried out major strategic, operational, and financial planning and evaluation assignments for nearly all major railroads in North America and for state owned railways in Europe, South America, Africa, and the Pacific Rim.

Oliver Wyman is known for its innovation and creativity. Oliver Wyman staff was heavily involved in the restructuring of the bankrupt north-eastern US railroads into Conrail, both as consultants and as senior managers at Conrail. Oliver Wyman also spearheaded the regional railroad movement following deregulation, and has led the development of unique public private partnerships and operating agreements that have helped railroads recover from bankruptcy and compete effectively in a deregulated environment.

Oliver Wyman's services cover several key areas of rail management:

- ***Rail System Restructuring, Commercialization, and Privatization.*** Oliver Wyman's key rail staff have been deeply involved in rail restructuring, commercialization, and privatization projects worldwide – including in Mexico, Canada, the Czech Republic, Hungary, Poland, Argentina, Chile, Colombia, Uruguay, Australia, New Zealand, the United Kingdom, and the United States. Oliver Wyman engagements have ranged from commercializing internal rail functions, such as engineering, construction, and workshop activities, to privatizing rail segments or entire railways. Oliver Wyman has developed privatization strategies to return maximum value to the shareholders, identified interested parties, and helped negotiate asset sales.
- ***Transportation Cost and Financial Analysis.*** Oliver Wyman has been active in rail costing and financial analysis for two decades. For such clients as the National Railway Labor Conference, major financial institutions and equipment leasing companies, British Rail, SNCF, Deutsche Bahn, Amtrak, Class I and regional railroads, major commuter rail authorities, and state departments of transportation, Oliver Wyman has assessed operating costs of rail operations, allocated costs between freight and passenger operations, analyzed joint costs of public and private rail operations, and determined the degree to which costs are fixed or variable. Oliver Wyman has presented its findings in legal proceedings, public hearings, and other public or regulatory forums.
- ***Market and Revenue Analysis for Rail Passenger and Freight Transportation Services.*** About one third of the Practice's major projects involve analysis of the market for transportation services. Clients include international transportation companies, leasing companies and financial institutions, major European and Asian railways, and North American Class I and regional railroads. Oliver Wyman provides critical insights into the transportation marketplace that serve as the basis for strategic planning, new business assessment, organizational realignment, and acquisition and divestiture planning. Oliver Wyman is experienced in analyzing the markets for most major commodities carried in freight service, as well as for intercity and commuter passenger services.
- ***Operational Strategies for Freight and Passenger Railroads.*** The Oliver Wyman rail practice brings together professionals who, as both consultants and senior railroad managers, have planned and executed a wide range of operating strategies, including a number of organizational transitions. Collectively, they possess a high degree of management and technical expertise in all the disciplines related to rail operations.
- ***Organizational Assessment of Public and Private Sector Clients.*** Since its founding, Oliver Wyman has conducted several dozen organizational and operational analyses of public and private sector service providers. For example, Oliver Wyman has analyzed the organization, operations, and deployment of funds for several state rail programs, and has evaluated the entire management structure of the PKP (the Polish State Railways) in Europe and the Port Authority of New York and New Jersey in North America.
- ***Commercial Strategy, Customer Service, Sales/Marketing Process Reengineering.*** Oliver Wyman has assisted leading railway clients and rail industry suppliers in the design and

execution of their commercial strategies. Oliver Wyman provides clients with reorganization assistance, formulation of integrated sales and marketing planning processes and techniques, channel management strategy development, preparation and installation of decision support tools (modal costing, total logistics analysis), design and development of customer service center activities, and training.

- *Asset Valuation and Line of Business Assessment.* Oliver Wyman has extensive experience valuing assets of transportation companies, using approaches including net liquidation value, going concern value, original cost less depreciation value, and comparable sales value. In addition, Oliver Wyman has analyzed transportation companies not only as single entities, but also as a collection of “unbundled” assets and rights. Because the value of the parts often differs from the value of the whole, this innovative approach has proven extremely useful in some cases. Oliver Wyman has been involved in freight and passenger service evaluations and in helping government and railways agree on equitable subsidy levels for unremunerative services.
- *Intermodal Strategy and Implementation.* Oliver Wyman has been closely involved in developing breakthrough intermodal strategies. For example, in Russia Oliver Wyman developed the Moscow/St. Petersburg intermodal strategy; in the UK it helped develop British Rail’s Channel Tunnel intermodal strategy; and in North America it advised American President Companies and CSX/Sea Land, among others, in the early development of doublestack container intermodal network strategies. In Europe, Oliver Wyman helped several companies develop intermodal and operating strategies in preparation for the EC’s single-market initiative and the opening of the Channel Tunnel.

Annex B. William J. Rennie Qualifications and Experience

William J. Rennie, a Partner in the Corporate Finance and Restructuring Practice of Oliver Wyman's Manufacturing, Transportation, and Energy Unit, specializes in transportation strategic planning, management, marketing, economics, and operations. He has particular expertise in restructuring, organizational redesign, and transactions to improve financial and operating performance of transport operators around the world.

Mr. Rennie's career in the transportation industry spans nearly four decades, including senior management and operating positions at Class I railways. He has been in the forefront of restructuring and transaction-related activities for both private and government-owned transport operators. He has also managed the development of strategic and financial planning, simulation, and control models for transportation companies. Mr. Rennie has worked closely with service providers and operating companies; commercial and investment banks; large investors and investment fund firms; operators; equipment manufacturers and leasing companies; construction and engineering companies; and government transportation entities in many countries.

Drawing on his extensive experience, Mr. Rennie has served as an expert witness in litigation, regulatory and arbitration cases, and he has provided expert testimony before the Canadian and US legislatures. His relevant experience includes the following:

Testimony on Behalf of or Before	Subject	Year
US District Court for the District of Columbia	Civil Action No. 07-489-PLF (confidential client)	Ongoing
<i>Provided expert witness testimony concerning how the railroad industry in North America is organized and the way in which it operates, together with an overview of fuel surcharge programs in non-railroad transportation industries</i>		
Before the Surface Transportation Board	Competition in the Railroad Industry (Docket No. EP 705)	04/2011
<i>Provided expert witness testimony concerning the current state of competition in the freight railroad industry and proposals to change the current regulatory structure</i>		
Confidential North American client	Confidential arbitration proceeding	05/2010
<i>Provided expert witness testimony on rail costs and rates for an arbitration between a company-owned bulk railroad and a major shipper</i>		
Confidential North American client	Confidential arbitration proceeding	03/2010
<i>Advised on approaches and analytic techniques to more accurately attribute variable and fixed costs in a volatile volume environment. Built a dynamic tool that captured all direct cost for a commodity's movement to calculate the true cost to serve at various volume levels</i>		

Testimony on Behalf of or Before	Subject	Year
Before the Surface Transportation Board	Standalone rate case, Docket No. 42110 (confidential client)	01/2010
<i>Provided expert witness testimony on railroad general and administrative costs in a standalone rate case between a North American Class I railroad and a major shipper</i>		
US District Court for the California Eastern District	Civil Action No. 08-CV-1086-AWI (confidential client)	9/2009
<i>Provided expert witness testimony with regard to the appropriate rate divisions and escalation of revenue shared between two railroads, and estimated damages for the client</i>		
US House of Representatives Committee on Transportation & Infrastructure	Hearing on Rail Competition and Service	09/2007
<i>Provided expert witness testimony evaluating the current performance of the US freight rail industry, the challenges it will face, and the potential for differential pricing to support a sound US rail network</i>		
US House of Representatives Committee on Transportation & Infrastructure	Congressional Forum on High-Speed Rail	03/2007
<i>Provided Oliver Wyman's perspective on the role high-speed rail could play in the United States, potential high-speed rail markets, structural reform options, and options for public-private development of high-speed rail</i>		
US Bankruptcy Court, Southern District of Texas	Confidential bankruptcy proceeding	02/2007
<i>Provided expert witness testimony that a copper refining mill satisfied the criteria to be considered a going concern and the appropriate methods for valuing such an operation</i>		
Confidential North American client	Confidential arbitration proceeding	10/2006
<i>Provided expert witness testimony on 1) trends in the North American surface transportation and logistics market, with a focus on motor carriers, and 2) third-party logistics contracting processes and risk mitigation strategies for an arbitration between a major consumer products company and a third-party logistics provider</i>		
Confidential Canadian client	Confidential arbitration proceeding	9/2006
<i>Provided expert witness testimony on the North American rail wheel market and rail wheel supply and demand for an arbitration between a railroad equipment distributor and a European manufacturer</i>		

Testimony on Behalf of or Before	Subject	Year
US District Court of New Jersey	Civil Action No. 05-4010 (confidential client)	12/2005
<i>Provided expert witness testimony on the interface between rail and intermodal facilities for litigation involving a Class II railroad and state environmental agency</i>		
Confidential Canadian client	Confidential arbitration proceeding	8/2005
<i>Provided expert witness testimony on rail costs and rates for an arbitration between a company-owned bulk railroad and a major shipper</i>		
Confidential Canadian client	Confidential arbitration proceeding	5/2005
<i>Provided expert witness testimony on rail costs and rates for an arbitration between a company-owned bulk railroad and a major shipper</i>		
Confidential Canadian client	Confidential arbitration proceeding	4/2005
<i>Provided expert witness testimony on rail costs and rates for an arbitration between a company-owned bulk railroad and a major shipper</i>		
Before the Surface Transportation Board	AEP Texas North Company v. Burlington Northern Santa Fe Railway (Docket No. 41191)	5/2004
<i>Provided expert witness testimony analyzing the construction schedule and cost estimates for a standalone railroad in a dispute between a utility and railroad over common carrier rates</i>		
Confidential Canadian client	Confidential arbitration proceeding	2004
<i>Provided expert witness testimony on rail costs and rates for an arbitration between a company-owned bulk railroad and a major shipper</i>		
US Surface Transportation Board	Ex Parte No. 646, Rail Rate Challenges in Small Cases	2004
<i>Submitted a statement that identified key issues and challenges facing the rail industry (in particular its significant long-term capital funding needs) and explained how the risk of increasing the regulatory exposure of significant portions of railroad revenue would adversely affect the financial condition of the industry and its ability to meet the challenges it faces.</i>		
US House of Representatives Committee on Transportation and Infrastructure, Subcommittee on Railroads	Hearing on the Status of the Surface Transportation Board and Railroad Economic Regulation	2004

Testimony on Behalf of or Before	Subject	Year
<i>Testified regarding Oliver Wyman's perspective on the state of the railroad industry, including its current financial conditions and transformation since enactment of the Staggers Rail Act of 1980</i>		
US Surface Transportation Board	Arbitration Pursuant to Article I, § 11 of the <i>New York Dock Protective Conditions</i>	2003
<i>Submitted a statement analyzing the economic and business conditions faced by the railroad industry and by Norfolk Southern (NS) preceding NS's decision to furlough certain MOE and MOW employees</i>		
US House of Representatives Committee on Transportation and Infrastructure, Subcommittee on Railroads	Hearing on Passenger Rail Service in America	2002
<i>Testified regarding worldwide trends in private sector involvement in passenger railroad restructuring and privatization, and potential public policy changes and restructuring options for the US passenger rail system</i>		
US Senate Commerce Committee	Hearing on S. 1991, the National Defense Rail Act	2002
<i>Testified as to worldwide trends toward private sector involvement in passenger railroad restructuring and privatization over the past 10 years</i>		
Canadian Transportation Agency	In the matter of an application by the Ferroequus Railway Co. Ltd. pursuant to sections 93 and 138 of the <i>Canada Transportation Act</i> , seeking third-party running rights over CN infrastructure	2002
<i>Testified as to the adverse impacts on CN and the Canadian rail system of granting FE, a "virtual railroad," forced access to CN's privately owned infrastructure.</i>		
Canadian Transportation Agency	In the matter of complaints filed by Naber Seed and Grain Co. Ltd. pursuant to section 116 of the <i>Canada Transportation Act</i> , alleging CN's failure to fulfill its level of service obligations	2002
<i>Testified as to the adverse impacts on CN and the Canadian rail system of Naber's requested remedy of granting a third-party carrier access to CN's network.</i>		
US District Court for the Northern	In the matter of Allfirst Bank vs. Progress	2002

Testimony on Behalf of or Before	Subject	Year
District of Maryland	Rail Services Corp. and Railcar Ltd.	
<i>Submitted a statement assessing the market demand for certain railcar equipment sold by PRSC and RL to Allfirst Bank.</i>		
US District Court for the Eastern District of Virginia, Alexandria Division	Civil Action No. 00-1489-A (confidential client)	2001
<i>Expert witness in a major service dispute between one of the six North American Class I railroads and a major bulk shipper. Submitted a statement analyzing the actual service performance of the carriers and the underlying causes of transit time and reliability performance issues.</i>		
US Senate Subcommittee on Surface Transportation and Merchant Marine	Hearing on the State of the Rail Industry	2001
<i>Testified as to the current financial conditions and transformation of the US rail industry since enactment of the Staggers Rail Act of 1980, infrastructure capacity and its impact on rail service, and long-term capital funding needs.</i>		
United States District Court for the District of Nebraska	Case No. 8:98CV 34 (confidential client)	2000
<i>Expert witness in a major service dispute between one of the six North American Class I railroads and a major coal shipper. Submitted a statement analyzing the actual service performance of the carriers and the underlying causes of transit time and reliability performance issues as well as the impact of the logistics practices of the rail customer.</i>		
Canada Transportation Act Review Panel	Review of the Canada Transportation Act	2000
<i>Submitted a statement regarding the state of the Canadian rail industry and the application of differential pricing and efficient component pricing theory relative to the industry's financial needs.</i>		
US Surface Transportation Board	Ex Parte No. 582, Public Views on Major Rail Consolidations	2000
<i>Assisted in preparation of Oliver Wyman's testimony with respect to Oliver Wyman's views on major railroad consolidations and the future structure of the North American railroad industry.</i>		
US Surface Transportation Board	Ex Parte No. 582, Public Views on Major Rail Consolidations	2000

Testimony on Behalf of or Before	Subject	Year
<i>Testified as to the financial and productivity trends of US freight railroads, key drivers of railroad performance, and why the railroads may have difficulty sustaining historical performance trends in the future.</i>		
US Surface Transportation Board, on behalf of Assoc. of American Railroads	Ex Parte No. 575, Review of Rail Access and Competition Issues:	1998
<i>Testified as to why open access or forced access is not required for the US freight rail network and the likely impacts if it were instituted.</i>		
US Senate Subcommittee on Surface Transportation and Merchant Marine	Hearing on the Financial Viability of Amtrak	1997
<i>Assisted in the preparation of Oliver Wyman's testimony on the financial viability of Amtrak (US intercity passenger rail).</i>		
Connecticut Department of Transportation	In the Matter of Arbitration Between the Connecticut Department of Transportation and the Metropolitan Transportation Authority (NY)	1996
<i>Testified regarding Oliver Wyman's assessment of the economics of the New Haven commuter rail line and the fair and equitable allocation of operating deficit and shared capital costs between the two states that share the line.</i>		
Canadian National Railway	Before the Interstate Commerce Commission: Finance Docket 32640 – Contract to Operate Grand Trunk Western Railroad Inc. and Duluth, Winnipeg and Pacific Railway Co.	1994
<i>Testified before the ICC concerning a restructuring of the GTW and DWP to enhance operational efficiency and overall profitability.</i>		
General Electric	For the Department of Justice and Federal Trade Commission: In the Matter of Chrysler Rail Transit	1993
<i>Statement to the DOJ and FTC concerning the level of competition relative to the ownership of rail boxcars and the impact of the proposed acquisition on competition.</i>		
Consolidated Rail Corp.	President's Emergency Board No. 221: Dispute Between Consolidated Rail Corp. and Its Employees Represented by the	1992

Testimony on Behalf of or Before	Subject	Year
	Brotherhood of Maintenance of Way Employees	
<i>Testified regarding the outlook for Conrail in the context of the financial condition and prospects of the Class I railroad industry.</i>		
Wisconsin Central	Before the Interstate Commerce Commission: Finance Docket No. 32036 – Wisconsin Central Transportation Corp. et al. – Continuance in Control – Fox Valley & Western Ltd.	1992
<i>Testified before the ICC regarding the effect on competition of Wisconsin Central's proposed acquisition of the Fox Valley & Western Railroad.</i>		
National Carriers Conference Committee	Before Presidential Emergency Board No. 219, Financial Condition and Prospects for the Class I Railroad Industry	1990
<i>Testified concerning the financial challenges facing the US freight rail industry, as part of the process of government intervention to resolve a labor dispute over wages and benefits.</i>		
Citicorp	Before the Federal Bankruptcy Court re: Chicago and Missouri Western Railway	1988
<i>Testified on behalf of a major institutional creditor of the CM&W concerning the outlook for profitable operation of the railway.</i>		
Santa Fe Southern Pacific Corporation	Before the Interstate Commerce Commission: Docket Nos. 30400, 30400 (Sub No. 1) et al. – Santa Fe Southern Pacific Corp. – Control – Southern Pacific Transportation Company	Various 1984-85
<i>Testified on behalf of the Applicants regarding the effect on competition of the proposed merger of the Santa Fe and Southern Pacific railroads.</i>		
Confidential investor in rail equipment	Confidential lawsuit	Early 1980s
<i>Assessed overall demand for rail equipment in the late 1970's and early 1980's to determine the validity of long-term equipment plans.</i>		
Boston & Maine Railroad	Before a Federal Arbitration Panel re: Crew Consist Issues on the B&M	Various 1980s

Testimony on Behalf of or Before	Subject	Year
<i>Was a key witness for the B&M in the first crew consist arbitration case in the United States. Result was the creation of single brakeman and conductor only crews, ten years before the rest of the industry.</i>		
Boston & Maine Railroad	Before the Federal Bankruptcy Court re: Boston & Maine Railroad	Various Late 70s- Early 80s
<i>Testified numerous times on a wide variety of subjects related to the future of the B&M and the validity of the reorganization plan.</i>		

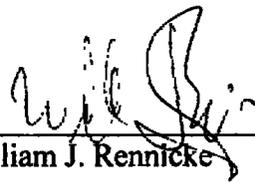
Before joining Oliver Wyman, Mr. Rennie held various senior positions at the Boston and Maine Railroad. He is a member of the Transportation Research Forum and the Council of Supply Chain Management Professionals.

Mr. Rennie holds a B.S.B.A. in accounting from the School of Business Administration at Georgetown University and an M.B.A. with a concentration in transportation and logistics from the University of Minnesota.

VERIFICATION

I, William J. Rennie, verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verified Statement.

Executed on August 6, 2012



William J. Rennie

Appendix D
Support Letters

APPENDIX D

LETTERS OF SUPPORT

SHIPPER STATEMENTS

A & M Reload
Acadia Drywall Supplies Ltd.
AgMark LLC
Alloy Polymers, Inc.
Alter Metal Recycling Co., Inc.
American Milling Company
American Refining Group, Inc.
Ampro Products Inc.
The Anastasio Group
Andes Coil Processors, L.L.C.
Ash Grove Cement Company
Aventine Renewable Energy Inc.
Baldwin Logistics Group, Inc.
Banks Lumber Co.
Batesville Cold Storage
Behr Iron & Metal
The Belden Brick Company
Berg Steel Pipe Corp.
B-H Transfer Co.
Branson Scenic Railway, Inc.
Brink Farms, Inc.
Buffalo Crushed Stone
Bunge of Canada Ltd.
Butler Milling, LLC
The C. F. Sauer Company
Cal-Chlor Corporation
Carson Oil Co., Inc.
Carthage Crushed Limestone
Cascade Pacific Pulp, LLC

Cascade Warehouse Company, Inc.
Central Ohio Farmers Co-op
Central Washington Grain Growers, Inc.
Church & Dwight Co., Inc.
Ciment Québec Inc.
Cliffs Natural Resources Inc.
Columbia River Carbonates
Columbus Brick Company
Commercial Metals Company
Commonwealth Inc.
Consolidated Environmental Waste Services
Coos Bay Rail Link
Coos-Siskiyou Shippers Coalition
Cordele Intermodal Services, Inc.
County of Siskiyou Board of Supervisors Dist. 1
County of Siskiyou Board of Supervisors Dist. 3
Cow Creek Band of Umpqua Tribe, Tribal Chairman in Oregon
D L Smith Packaging
D&D Ingredient Distributors, Inc.
D&I Silica, LLC
D. R. Johnson Lumber
Damewood Enterprises
Delta Oil Mill
Denison Development Alliance
Durant Industrial Authority
Dynergy Midwest Generation, LLC
East Coast Terminal Co.
Empire Transload Company, LLC
Enserco Energy LLC
Environmental Logistics Services
Federal White Cement
First Union Rail Corporation
Freeport-McMoRan Copper & Gold

FutureFuel Chemical Company
GE Transportation
Georgia Ports Authority
Gernatt Asphalt Products, Inc.
Golden Peanut Company
Grange Co-op Supply
Green Circle Bio Energy
Greene County Industrial Development Authority
Greenville Port Commission
Group III Asphalt, Inc.
Hampton Tree Farms dba Hampton Lumber Sales
Harsco Minerals International
Heck Cellars Winery
HollyFrontier Companies
Huron Commodities Inc.
Imperium Renewables Inc.
Indianapolis Power & Light Company
International Auto Processing, Inc.
International Forest Products LLC
International Paper Mount Vernon Container Plant
International Paper Newark Container Division
Interstate Shredding, LLC
Intsel Steel West LLC
Jack Kennedy Metal Products & Buildings, Inc.
Jacksonville Port Authority
James Austin Company
Jennmar Corporation
JH Kelly, LLC
Johnson City Chemical Company
Keyera Energy Inc.
Keynes Brothers, Inc.
Keystone Steel & Wire Co.
Knife River Corporation

Lattimore Materials Corp.
Licking River Film Center
Los Gatos Tomato Products, Inc.
The Maine Wood Treaters, Inc.
Mapleleaf Distribution Services, Inc.
McKees Rocks Industrial Enterprises, Inc.
MCRL, LLC
The Melvin Stone Company, LLC
Metro Group Inc.
Michigan Agri-Business Association
Michigan Agricultural Businesses
Michigan Sugar Company
Missouri Metal Recycling, Inc.
Monsanto Company
Muskingum Iron & Metal Company
Nassau Terminals LLC at Port of Fernandina, FL
NEPW Logistics, Inc.
New Hampshire Central Railroad, Inc.
Newark Paperboard Mills
Nicholas Enterprises, Inc.
Northern Pulp Nova Scotia Corporation
Ohio Central Railroad
OmniTRAXX, Inc.
OMYA Inc.
Oregon Department of Agriculture
The Oregon International Port of Coos Bay
Oroville Remanufacturing and Reload, Inc.
Owens Corning Sales, LLC
Oxford Mining Company, LLC
Pacific Wood Preserving Inc.
Packaging Corporation of America - Lake Forest, IL
Packaging Corporation of America - Newark, Ohio
Penn Ohio Logistics, LLC

Petroleum Products Corp.
Polyflex Division of Flex Technologies
Port of Corpus Christi Authority
The Port of Greater Baton Rouge
Power & Construction Group, Inc.
Producers Rice Mill, Inc.
Quadra Chemicals
Quality Grain Company, Inc.
Quality Logistics Systems
Raceland Raw Sugar, L.L.C.
Ralston Industries, Inc.
Rayonier Performance Fibers, LLC
RCP Transit Inc.
Resinall Corp.
Richard Best Transfer Inc.
Rickett Grain Co.
RockTenn CP, LLC
Rosebud Mining Company
Roseburg Forest Products RFP
RSI Logistics, Inc. & RSI Leasing, Inc.
Rymes Heating Oils, Inc.
Savage Safe Handling
Schnitzer Steel Industries
The Scoular Company - Overland Park, KS
The Scoular Company - Salina, KS
Seneca Sawmill Company
Severstal
SierraPine Composite Solutions
Simpson Lumber Company, LLC
Sonneborn, Inc.
Sonoco
Specialized Transport
Stafford Reload Inc.

Starke County Co-op
Steel Dust Recycling LLC
Steel Dynamics, Inc., Structural and Rail Division
Superior Gas Liquids
Synergy Recycling LLC
Teevin Bros. Land & Timber Co., LLC
Tennessee Valley Railroad Museum
TexAmericas Center
Texas Star Warehouse
Towns Brothers Construction
Traxxside Transloading Inc.
Truck-Rail Handling, Inc.
Tunnel Hill Partners
Tyree Oil, Inc.
Unimin Corporation, Gleason Plant
United Freezer & Storage Co.
United Refining Company
Valier Coal Yard
Van's Logistics Service, LLC
Virginia Port Authority
Virginia Station, LLC
Vopak Wilmington Terminals, Inc.
Vulcan Materials Company
Walsh Transportation Group, Inc.
Warren Oil Company, Inc.
Washington Penn Plastic Co., Inc.
Westside Transload LLC
Weyerhaeuser NR
Whitewater Township
Wilco-Winfield LLC
Wm. B. Morse Lumber Company
Wolfpac Technologies, Inc.
Wye Transportation Corp.

GOVERNMENT STATEMENTS OF SUPPORT

Congressional Statements

Alabama

- U.S. Congressman Spencer Bachus (AL-6), Chair, Financial Services
- U.S. Congresswoman Terri A. Sewell (AL-7)

Arkansas

- Senator Mark Pryor
- U.S. Congressman Tim Griffin (AR-2)

Arizona

- U.S. Congressman Paul A. Gosar, D.D.S. (AZ-1)

California

- U.S. Congressman Wally Herger (CA-2)

Colorado

- U.S. Congressman Scott Tipton (CO-3)

Connecticut

- U.S. Senator Joseph I. Lieberman, Chair, Homeland Security & Government Affairs

Georgia

- Joint Letter from:
 U.S. Senator Johnny Isakson
 U.S. Senator Saxby Chambliss
- U.S. Congressman Sanford D. Bishop, Jr. (GA-2)

Illinois

- U.S. Congressman Jerry F. Costello (IL-12)
- U.S. Congressman Danny K. Davis (IL-7)
- U.S. Congressman Randy Hultgren (IL-14)
- U.S. Congressman Timothy V. Johnson (IL-15)
- U.S. Congressman Daniel Lipinski (IL-3)
- U.S. Congressman Mike Quigley (IL-5)

Indiana

- U.S. Congressman Larry Buchson (IN-8)

Kansas

- U.S. Senator Pat Roberts
- U.S. Senator Jerry Moran
- U.S. Congressman Tim Huelskamp (KS-1)
- U.S. Congresswoman Lynn Jenkins (KS-2)
- U.S. Congressman Kevin Yoder (KS-3)

Louisiana

- U.S. Senator Mary L. Landrieu, Chair, Small Business and Entrepreneurship

Maryland

- U.S. Congressman Roscoe G. Bartlett (MD-6)

Massachusetts

- U.S. Senator John F. Kerry, Chair, Foreign Relations
- U.S. Senator Scott P. Brown
- U.S. Congressman Richard E. Neal (MA-2)
- U.S. Congressman John W. Olver (MA-1)

Michigan

- U.S. Congresswoman Candice S. Miller (MI-10)
- U.S. Congressman Bill Huizenga (MI-2)

Missouri

- U.S. Congressman Sam Graves (MO-6), Chair, Small Business
- U.S. Congresswoman Vicky Hartzler (MO-4)
- U.S. Congressman Billy Long (MO-7)

New Hampshire

- U.S. Senator Jeanne Shaheen
- U.S. Congressman Charles F. Bass (NH-2)

New York

- Joint Letter from:
 - U.S. Senator Charles E. Schumer
 - U.S. Senator Kirsten E. Gillibrand
- U.S. Congressman Brian Higgins (NY-27)
- U.S. Congressman Tom Reed (NY-29)
- U.S. Congresswoman Louise M. Slaughter (NY-1)

Ohio

- U.S. Congressman Patrick J. Tiberi (OH-12)
- U.S. Congressman Bill Johnson (OH-6)
- U.S. Congressman Steve LaTourette (OH-14)
- U.S. Congressman Bob B. Gibbs (OH-18)
- U.S. Congressman Tim Ryan (OH-17)

Oregon

- Joint delegation letter from:
 - U.S. Senator Ron Wyden
 - U.S. Senator Jeff Merkley
 - U.S. Congressman Earl Blumenauer (OR-3)
 - U.S. Congressman Peter DeFazio (OR-4)
 - U.S. Congressman Greg Walden (OR-2)
 - U.S. Congressman Kurt Schrader (OR-5)
 - U.S. Congresswoman Suzanne Bonamici (OR-1)

Pennsylvania

- U.S. Congressman Bill Shuster (PA-9)
- U.S. Congressman Mike Kelly (PA-3)
- U.S. Congressman Patrick Meehan (PA-7)
- U.S. Congressman Todd Russell Platts (PA-19)
- U.S. Congressman Glenn "GT" Thompson (PA-5)
- U.S. Congressman Jason Altmire (PA-4)
- U.S. Congressman Lou Barletta (PA-11)

Tennessee

- U.S. Congressman John J. Duncan, Jr. (TN-2)

Texas

- U.S. Senator John Cornyn

Utah

- U.S. Senator Michael S. Lee

State And Local Government Statements

Alabama

- John R. Cooper, Transportation Director, Alabama Department of Transportation

California

- Siskiyou Board of Supervisors, District 1
- Siskiyou Board of Supervisors, District 3

Georgia

- Senator Tommie Williams, President Pro Tempore, Georgia Senate District 19
- Senator Jeff Mullis, Chair, Senate Transportation Committee, 53rd Georgia Senate District
- Senator Cecil Staton, 18th Georgia Senate District
- Senator Doug Stoner, 6th Georgia Senate District
- Representative Ron Stephens, Chairman, Economic Development & Tourism, 164th Georgia House District
- Keith Golden, P.E., Commissioner, Georgia Department of Transportation
- Walter Jeffrey Lewis, Board Member, 11th Congressional District, Georgia Department of Transportation
- Douglas R. Hooker, Executive Director, Atlanta Regional Commission

Illinois

- Hon. Ann Schneider, Illinois Department of Transportation

Kansas

- Mike King, Secretary of Transportation, Kansas Department of Transportation

Maine

- David Bernhardt, Commissioner, Maine Department of Transportation
- Robert J. Thompson, Executive Director, Androscoggin Valley Council of Governments
- Maria R. Fuentes, Executive Director, Maine Better Transportation Association
- Dana Connors, President, Maine State Chamber of Commerce
- Lucien B. Gosselin, President, Lewlston-Auburn Economic Growth Council

Mississippi

- Governor Phil Bryant, State of Mississippi
- Senator Willie Simmons, Chair, Mississippi Senate Transportation Committee
- Representative Robert L. Johnson, III, Chair, Mississippi House Transportation Committee
- Representative Jeffrey C. Smith, Chair, Mississippi House Ways and Means Committee

- Dick Hall, Chair, Mississippi Transportation Commission

New Hampshire

- Raymond S. Burton, Executive Councilor, District One, State of New Hampshire
- George M. Bald, Commissioner, New Hampshire Department of Resources and Economic Development
- Senator John Gallus, 1st New Hampshire Senate District
- Michael P. Pillsbury, Deputy Commissioner, New Hampshire Department of Transportation
- Patrick MacQueen, City Manager, City of Berlin, New Hampshire

New York

- Senator George D. Maziarz, Senate Vice President Pro Tem, 62nd New York Senate District
- Senator Joseph E. Robach, Chair, Deputy Majority Leader for Policy, Chairman of Labor Committee, 56th New York Senate District
- Senator Catharine M. Young, Chair of House, Construction & Community Development, Chair, Legislative Rural Resources Commission, 57th New York Senate District
- Senator Thomas F. O'Mara, Chair, Committee of Elections, 53rd New York Senate District
- Senator Martin Malave Dilan, 17th New York Senate District
- Senator Joseph A. Griffo, 47th New York Senate District
- Senator Michael H. Ranzenhofer, 61st New York Senate District
- Assemblyman Daniel J. Burling, Whip, Minority Conference, 147th New York Assembly District
- Assemblyman David F. Gantt, Chairman, Assembly Transportation Committee, 133rd New York Assembly District
- Assemblyman Dennis H. Gabryszak, Chair, University-Industry Cooperation Committee, 143rd New York Assembly District
- Assemblyman William D. Reilich, Chair, Minority Economic Development, Education & Infrastructure Task Force, 134th New York Assembly District
- Assemblyman Joseph M. Giglio, Vice-Chair, Steering Committee, 149th New York Assembly District
- Assemblyman Harry B. Bronson, 131st New York Assembly District
- Assemblyman Sean T. Hanna, 130th New York Assembly District
- Assemblyman Philip A. Palmesano, 136th New York Assembly District
- Assemblyman Addie J. Russell, 118th New York Assembly District
- Assemblyman Kevin Smardz, 146th New York Assembly District

Ohio

- Senator Thomas F. Patton, Majority Floor Leader and Senate Highways and Transportation Committee Chairman, 24th Ohio Senate District

- Senator Tim Schaffer, Chair, Ways & Means & Economic Development Committee, 31st Ohio Senate District
- Senator Troy Balderson, Vice-Chair, Energy & Public Utilities Committee, 20th Ohio Senate District
- Representative Jay Hottinger, Chair, Insurance Committee, 71st Ohio House District
- Matthew R. Dietrich, Executive Director, Ohio Rail Development Commission
- Hubert Brown, Whitewater Township

Oregon

- Senator Ted Ferrioli, Senate Republican Leader, 30th Oregon Senate District
- Senator Frank Morse, Deputy Minority Leader, Chair Health Care Reform Subcommittee, Vice-Chair, Education & Workforce Development, Vice-Chair, Finance & Revenue and Co-Vice-Chair, Joint Committee on Tax Credits, 8th Oregon Senate District
- Senator Alan Bates, Oregon Senate Deputy Majority Leader, 3rd Oregon Senate District
- Senator Joanne Verger, Chair, Transportation Committee, 5th Oregon Senate District
- Representative Arnie Roblan, Co-Speaker of the House, 9th Oregon House District
- Representative Jeff Barker, Chair, Subcommittee on Criminal Law and Vice-Chair State & Federal Affairs, 28th Oregon House District
- Representative Cliff Bentz, Co-Chair of the Transportation & Economic Development Committee, 60th Oregon House District
- Representative Elizabeth Terry Beyer, Chair of the House Transportation Committee, 12th Oregon House District
- Representative Brian Clem, Co-Chair of the House Agriculture and Natural Resource Committee, 21st Oregon House District
- Representative Dave Hunt, House Democratic Leader and Co-Chair of the House Transportation and Economic Development Committee, 40th Oregon House District
- Senator Mark Hass, 14th Oregon Senate District
- Senator Betsy Johnson, 16th Oregon Senate District
- Senator Chuck Thomsen, 26th Oregon Senate District
- Senator Jackie Winters, 10th Oregon Senate District
- Representative Vicki Berger, 20th Oregon House District
- Representative Deborah Boone, 32nd Oregon House District
- Representative Peter Buckley, 5th Oregon House District
- Representative Tim Freeman, 2nd Oregon House District
- Representative Wally Hicks, 3rd Oregon House District
- Representative Val Hoyle, 14th Oregon House District
- Representative Betty Komp, 22nd Oregon House District

- Representative Tobias Read, 27th Oregon House District
- Representative Mike Schaufler, 48th Oregon House District
- Representative Brad Witt, 31st Oregon House District
- Henry Heimuller, Commissioner for Columbia County, Oregon
- Jerry W. Gardner, Oregon Department of Agriculture
- Daniel Courtney, Tribal Chairman, Cow Creek Band of Umpqua Tribes

Pennsylvania

- Senator Joseph B. Scarnati, Senate President Pro Tempore, 25th Pennsylvania Senate District
- Senator Donald C. White, Chair, Banking & Industry Committee, Vice Chair, Transportation, 41st Pennsylvania Senate District
- Senator Timothy J. Solobay, 46th Pennsylvania Senate District
- Representative Samuel H. Smith, Speaker of the House, 66th Pennsylvania House District
- Representative Richard A. Geist, Majority Chair House Transportation Committee, 79th Pennsylvania House District
- Representative Joseph F. Markosek, Chairman, Appropriations (D), 25th Pennsylvania House District
- Representative Brian L. Ellis, 11th Pennsylvania House District
- Representative Robert F. Matzie, 16th Pennsylvania House District
- Barry J. Schoch, P.E., Secretary of Transportation, Pennsylvania Department of Transportation

Tennessee

- Ron Littlefield, Mayor, City of Chattanooga, Tennessee

Shipper Letters



A & M Reload

PO BOX 11255
410 GARFIELD ST.
EUGENE, OR 97440

PHONE (541) 686-2610

FAX (541) 686-4356

VERIFIED STATEMENT of THOMAS MARTIN

on behalf of
A&M RELOAD

My name is Thomas Martin and I am the Secretary/Treasurer at A&M Reload, located at 410 Garfield St, Eugene OR. I have served in this capacity since 7/1/2009.

We are a transload facility specializing in lumber and plywood; railcars, trucks and containers.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to A&M Reload.

A&M Reload supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Thomas Martin, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Thomas Martin 7-30-12

Thomas Martin, Secretary/Treasurer, A&M Reload



To Whom It May Concern:

My name is Marcel Girouard and I am the President and Owner at Acadia Drywall located at 521 Ferdinand Blvd, Dieppe, NB. Acadia Drywall Supplies Ltd. is a diversified distributor and manufacturer serving the construction and building supply markets.

Since our inception in 1992, we have grown from a single outlet store to sixteen operational branches in Atlantic Canada, Quebec and Ontario, plus manufacturing facilities in several regions.

Presently rail service is provided to our facility in Port Hawkesbury NS, Cabot Gypsum by the Cape Breton and Central Nova Scotia Railway. The availability of safe, efficient and competitive rail service is important to Acadia Drywall.

Acadia Drywall supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Cape Breton and Central Nova Scotia Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to be "MG", is written over a horizontal line.

Marcel Girouard, President and Owner, Acadia Drywall

Monday, July 30, 2012



AGMARK LLC
204 East Court PO Box 444
Beloit, KS 67420-0444
(785) 738-8641

Member Elevators
Asherville - Beloit - Cawker City - Clay Center
Concordia (east) - Concordia Terminal Elevator
Denmark - Glen Elder - Hunter - Jamestown - Jewell
Leonardville - Kackley - Lincoln - Miltonvale - Randall
Scottsville - Solomon Rapids - Tipton - Vesper - Westfall

VERIFIED STATEMENT
of
Jeff Bechard
on behalf of
AGMARK LLC

My name is Jeff Bechard, President of AgMark LLC, located at 204 E Court, Beloit, Kansas. I have served as AgMark LLC's President since 2001.

Presently, rail service is provided to AgMark LLC by Rail America. The availability of safe, efficient and competitive rail service is important to AgMark LLC.

I support the acquisition of RailAmerica, Inc. ("RA") parent company of the Kyle Railroad, by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks. Combined, there is no overlap of service, therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. The short-haul nature of short line railroads make trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain. G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jeff Bechard, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely

Jeff Bechard

President, AgMark LLC



VERIFIED STATEMENT
of
Cam Hartley
on behalf of
Alloy Polymers, Inc

My name is Cam Hartley, and I am the Logistics Manager at the Alloy Polymers, Inc, located at 1125 Gahanna Pky, Gahanna, Ohio. I have served in this capacity since February of 2011. We make plastic pellets to supply the Automotive Industry Molders. We convert raw materials that come to us in 80% Rail, into pellets.

Presently rail service is provided to Alloy Polymers, Inc by Ohio Central. The availability of safe, efficient and competitive rail service is important to Alloy Polymers, Inc.

Alloy Polymers, Inc supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central. [Reason for support, such as: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Cam Hartley, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Cam Hartley, Logistics Manager, Alloy Polymers, Inc

7/27/2012



Certified
ISO 9001:2000 &
ISO 14001:2004

Phone 309.697.6161
www.altermetalrecycling.com

VERIFIED STATEMENT
of
Trudy B. Closen
on behalf of
Alter Recycling Co., LLC

7000 S.W. Adams St.
Bartonville, IL 61607

My name is Trudy Closen, and I am the Office Manager at Alter Recycling Co., LLC, located at 7000 S. Adams St., Bartonville, IL. 61607. I have served in this capacity since July of 2003.

Presently rail service is provided to Alter Recycling Co, LLC by the Tazewell & Peoria Railroad. The availability of safe, efficient and competitive rail service is important to Alter Recycling Co., LLC.

Alter Recycling Co., LLC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Tazewell & Peoria Railroad. Both G&W and Rail America operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Trudy Closen, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Trudy B. Closen

Office Manager, Alter Recycling Co. LLC

July 24, 2012

VERIFIED STATEMENT

of

Harold Hutson

on behalf of

American Milling

My name is Harold Hutson, and I am the VP at the American Milling Company, located at 1811 American St., Pekin, IL 61554. I have served in this capacity since January of 2000. American Milling is involved in the bulk transfer of agricultural commodities from rail car to barge.

Presently rail service is provided by the Illinois Midland Railroad. The availability of safe, efficient and competitive rail service is important to American Milling.

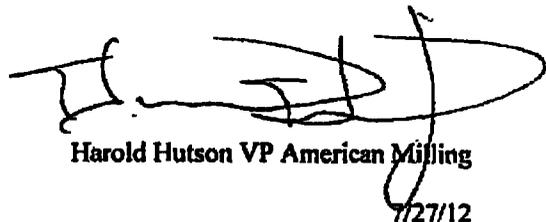
Harold Hutson supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of IMRR. The G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

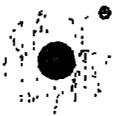
G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Harold Hutson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Harold Hutson VP American Milling
7/27/12



AMERICAN REFINING GROUP, INC.

VERIFIED STATEMENT
of
Susan M. Lerch
on behalf of
American Refining Group

My name is Susan Lerch and I am the Director, Logistics & Purchasing at American Refining Group, located at 77 North Kendall Ave. I have served in this capacity since October of 2011. Prior to Director, I was Manager of Logistics for 16 years.

American Refining Group (ARG) is a refiner of Pennsylvania grade crude oil, located in north western PA. ARG is a specialty refinery. Our product list consist of numerous lubricants oils, paraffin waxes, petroleum resins, solvents and fuels.

Presently rail service is provided to American Refining Group by Buffalo & Pittsburgh Railroad, Inc. American Refining Group supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility at [location] and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Susan Lerch, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Susan M. Lerch
Director, Logistics & Purchasing
July, 24, 2012



**VERIFIED STATEMENT
of
Scott DuChette
on behalf of
Ampro Products Inc.**

My name is Scott DuChette, and I am the president of Ampro Products Inc., located in Gainesville, GA. I have served in this capacity since 1989. Ampro Products is the protein blending division of American Proteins. We are headquartered in Gainesville, GA and operated a blending facility served by the Alabama Gulf Coast Railway.

We fully support the acquisition of Rail America Inc. by Genesee and Wyoming Inc.

Sincerely,

Scott Duchette

A. Anastasio & Sons Trucking Co., Inc.

"IN GOD WE TRUST"

Reloading & Distribution Center

80 MIDDLETOWN AVENUE
NEW HAVEN, CONNECTICUT 06513

(203) 787-5748 • FAX (203) 782-9354

Verified Statement
Of
Michael J. Maxwell
On behalf of
The Anastasio Group

The Anastasio Group, located at 80 Middletown Ave. New Haven, CT 06513 presently operates a Steel, Lumber and Telephone Pole Reload. In addition, the New Haven location houses our C&D Transfer Station/Volume Reduction facility and our New Haven National Rail and Transportation Co., which owns and operates over 290 private rail cars. We handle thousands of railcars each year at this location.

As Vice President of Business Development for the last five years we have worked closely with the railroads to grow the business and reliable rail service is vital to our operation. We are served locally by CSXT here in New Haven, CT, however, the Connecticut Southern Railroad (RailAmerica, Inc) brings all cars down from West Springfield, MA to New Haven, CT where they turn the cars over to CSXT.

Rail service is critical to our operation and to all our customers located off rail in the Northeast corridor. With our own trucking company at New Haven we have the ability at our facility to handle rail traffic from all across the country and distribute it along the east coast. Quite a few of Connecticut's industries that are not served by rail rely on our facility to off load railcars and deliver to them with our trucks.

G&W's financial strength, safety and customer satisfaction ratings and decentralized operating philosophy which allows decision making at the local level and encourages quick interaction with customers are all welcome assets for a short line operation. There also shouldn't be any overlapping service issues as both G&W and RailAmerica, Inc are both independent short line rail networks.

The Anastasio Group supports the proposed Acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc and looks forward to the improved service options the merger can bring.

I, Michael J. Maxwell, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct to the best of my knowledge. Further, I certify that I am qualified and authorized to file this verified statement.



Michael J. Maxwell
V.P. Business Development
July 27, 2012

Lumber • Steel • Freight • Rail Facilities • Warehousing / Inside & Outside Storage



VERIFIED STATEMENT

of

Howard Pena
on behalf of

Andes Coil Processors, L.L.C.

My name is Howard Pena, and I am the President at the Andes Coil Processors, L.L.C., located at 202 S. Railroad Street, Lewisville, TX. I have served in this capacity since February of 2010. Andes Coil Processors is a Steel Processor providing Slitting, Cut-to-Length, Warehousing, Handling and Distribution to Steel users in North Texas. Our Mission is to provide superior service, quick turnaround time and on time delivery for end users, Steel Mills, Steel Brokers or Steel Service Centers.

Presently rail service is provided to Andes Coil Processors, L.L.C. by Dallas Garland Northeastern Railroad. The availability of safe, efficient and competitive rail service is important to Andes Coil Processors, L.L.C.

Andes Coil Processors, L.L.C. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Dallas Garland Northeastern Railroad. G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Howard Pena, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Howard Pena, President, Andes Coil Processors, L.L.C.

A handwritten signature in black ink, appearing to read "Howard Pena", is written over the typed name.

July 30, 2012

ASH GROVE CEMENT COMPANY



11011 Cody Street
Overland Park, Kansas 66210
PHONE 913 / 451-8900 FAX 913-451-5697

VERIFIED STATEMENT
OF
JAKE SIMON
ASH GROVE CEMENT COMPANY

My name is Jake Simon, and I am the Transportation Manager at the Ash Grove Cement Company, located at 11011 Cody Street, Overland Park, KS. I have served in this capacity since April of 2003. We are a rail shipper on the Kiamichi Railroad (Rail America)

The availability of safe, efficient and competitive rail service is important to Ash Grove Cement Company and we support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W").

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner.

G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey.

G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Sincerely,
Jake Simon

Transportation Manager
Ash Grove Cement Company
July 30th, 2012

VERIFIED STATEMENT
of
Darren Smith
on behalf of
Aventine Renewable Energy Inc.

My name is Darren Smith, and I handle ethanol sales & logistics at Aventine Renewable Energy Inc., located at 1300 S. Second Street in Pekin, IL. I have served in this capacity since October of 1998. We are a producer of fuel grade ethanol and various corn milling coproducts.

Presently rail service is provided to Aventine in Pekin, IL by the Tazewell & Peoria Railroad and the Illinois Midland Railroad. The availability of safe, efficient and competitive rail service is important to Aventine.

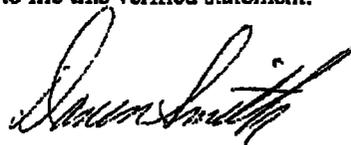
Aventine supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Tazewell & Peoria Railroad and Illinois Midland Railroad. We believe the short line combination will create favorable economics that in turn afford Aventine the ability to procure grain previously priced out of market due to transportation costs.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Darren Smith, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Darren Smith, Ethanol Sales & Logistics, Aventine Renewable Energy, Inc.

7/24/12



(413) 283-1900

VERIFIED STATEMENT

OF

William J. Rankin, President

On behalf of Baldwin Logistics Group, Inc.

14 Third Street
Bondsville MA 01009-1074
7/26/2012

My name is William J. Rankin, and I am the President of Baldwin Logistics Group, Inc., located at 14 Third Street, Bondsville MA. I have served in this capacity since 1998. Baldwin Logistics is a rail to truck Distribution Company with 3 locations in the Northeast Region serving the food, beverage, paper and metals industry.

Presently rail service is provided to our Maple Leaf Distribution facility in Bondsville MA by the New England Central Railroad which is owned and operated by Rail America. The availability of safe, efficient and competitive rail service is important to present and future growth/viability of Maple Leaf Distribution which has been in business for 25+ years & handles on average 4,200 rail cars per year.

Baldwin Logistics Group supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the New England Central Railroad. Both of these organizations have strong local management at their origin/destination railroads which provide great industrial switch service & equipment availability for both the "first & last mile" of a rail transaction. This combination of short lines will enhance G&W's North American geographical reach while driving operating economies and marketing opportunities with the Class I railroads.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, William J. Rankin, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads 'William J. Rankin'. Below the signature, the name 'William J. Rankin' is printed in a small, sans-serif font.

President – Baldwin Logistics Group INC

Banks Lumber Co.



VERIFIED STATEMENT

of

George V. Girard

My name is George V. Girard, and I am the President at Banks Lumber Company, located at 162 Commerce Street. Banks Lumber is a family owned sawmill founded in 1961 produces dimension lumber for residential and commercial construction. We ship approximately 350 rail cars of lumber annually.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to Banks Lumber.

Banks Lumber supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, George V. Girard, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

George V. Girard, President

July 26, 2012

PO Box 8
162 Commerce St.
Banks, OR 97106
(503) 324 - 2681

Fax (870) 698-0339

Batesville Cold Storage

Phone (870) 698-2288

A Division of Frostyaire of Arkansas, Inc.

VERIFIED STATEMENT

of
Steve Thomas
on behalf of
Batesville Cold Storage

My name is Steve Thomas, and I am the general manager at the Batesville Cold Storage, located at 3054 East Main Street in Batesville Arkansas. I have served in this capacity since September of 1993.

Batesville Cold Storage currently freezes, stores and exports primarily by rail frozen poultry – up to fifteen railcar loads per week. Efficient rail service is very important to our business in serving our customers.

Presently rail service is provided to Batesville Cold Storage by Missouri & North Arkansas Railroad. The availability of safe, efficient and competitive rail service is important to Batesville Cold Storage.

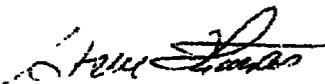
We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Missouri & North Arkansas Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Steve Thomas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Steve Thomas, General Manager
Batesville Cold Storage
July 26, 2012



VERIFIED STATEMENT

of
Roger Little
on behalf of
Behr Iron & Metal

My name is Roger Little, and I am the Senior VP of Administration at the Behr Iron & Metal, located at 1100 Seminary St, Rockford, IL 61104. I have served in this capacity since 2005.

Behr is a major processor of scrap metal with 12 facilities in the Midwest. Our Peoria facility is served by the TZPR Railroad (G&W). The availability of safe, efficient and competitive rail service is important to Behr Iron & Metal.

We, as an organization support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the TZPR. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers Behr the ability to connect to additional Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies (TZPR) to respond to our needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Roger Little, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,


Roger Little

Behr Iron & Metal

7/30/12

BELDEN

THE BELDEN BRICK COMPANY



The Standard of Comparison Since 1885

700 W. Tuscarawas Street
P.O. Box 20910
Canton, Ohio 44701-0910
Phone 330 456-0031
Fax 330 456-2694
www.beldenbrick.com

New York Office
386 Park Avenue, South
New York, NY 10016

Detroit Area Office
31470 Utica Rd.
Fraser, Michigan 48026

VERIFIED STATEMENT
of
Randy Esaly
on behalf of

The Belden Brick Company

My name is Randy Esaly, and I am the Traffic Manager at The Belden Brick Company located in Canton, OH. I have served in this capacity since October of 2008. My job is to communicate closely between the railroad, our distributors, and Belden Brick Plants to assure proper arrangements of cars.

Presently rail service is provided to our Belden Distributors by Ohio Central. The availability of safe, efficient and competitive rail service is important to our distributors as well as The Belden Brick Company.

Belden Brick supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Randy Esaly, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Randy Esaly
Customer Service Coordinator/Traffic Manager
The Belden Brick Company
7-31-12





Berg Steel Pipe Corp.

a Company of the Europeipe Group

George N. Price
General Manager Transportation

July 24, 2012

P.O. Box 59209
5315 West 19th Street
Port Industrial Park
Panama City, FL 32412-0209
Direct Dial: 850-873-7945
Fax: 850-785-6878
email: george.price@bergpipe.com

VERIFIED STATEMENT

of
George N. Price
on behalf of
Berg Steel Pipe Corp.

My name is George N. Price, and I am the General Manager of Transportation at the Berg Steel Pipe Corp., located at 5315 W. 19th Street Panama City, Florida. I have served in this capacity since June 26, 1997. Berg Steel Pipe Corp. is a major U.S. Producer of steel line pipe for the oil and natural gas industries and a large rail shipper. Presently rail service is provided to/within Berg Steel Pipe Corp. by the Bay Line Railroad, L.L.C. The availability of safe, efficient and competitive rail service is important to Berg Steel Pipe Corp.

Berg Steel Pipe Corp. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Bay Line Railroad, L.L.C. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, George N. Price, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

George N. Price
General Manager Transportation
Berg Steel Pipe Corp.



Sales Office: 10375 Richmond Ave., Suite 425, Houston, TX USA 77042
Telephone: 713-465-1600
Fax: 713-827-7423
Website: www.bergpipe.com

P.O. Box 151
Sandersville, GA 31082

800-342-6462
FAX 478-552-0384



Savannah, GA
800-762-3042

Charleston, S.C.
800-443-0928

Sylacauga, AL
800-335-9947

VERIFIED STATEMENT

of
Frank L. Young, Jr.
on behalf of
B-H Transfer Co.

My name is Frank Young, and I am the President at B-H Transfer Co. located at P. O. Box 151, 750 Sparta Road, Sandersville, GA 31082. I have served in this capacity since March of 2000.

B-H Transfer Co. is a privately owned for-hire truckload motor carrier serving the industrial minerals industry and their customers since 1971. We are the area's largest motor carrier dedicated to both the domestic and export transportation of clay. B-H Transfer Co. services four major industry segments: 1. The transport of intermodal containers, primarily to and from the ports of Savannah, Georgia and Charleston, South Carolina. 2. B-H Transfer has over-the-road truck delivery of liquid & dry bulk slurry to 48 states and Canada. 3. B-H has dump trucks that deliver crude kaolin clay from mines to processing facilities in Wilkinson County, GA. 4. We have a rail-to-truck transloading service of industrial minerals in Georgia and Alabama.

Presently rail service is provided to B-H Transfer Co. by RailAmerica, Inc. in Sylacauga, AL. The availability of safe, efficient and competitive rail service is important to B-H Transfer Co.

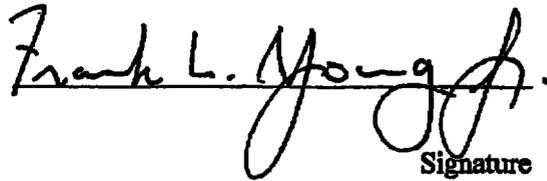
We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Eastern Alabama Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Frank Young, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement


Signature

Frank L. Young, Jr.

President

B-H Transfer Co.

July 26, 2012

BRANSON SCENIC RAILWAY, INC.

"Mainline through the Ozarks"

July 30, 2012

Subject: Customer statement of support

My name is Ila D. Kamp. I am the Vice President/General Manager and part owner of Branson Scenic Railway, Inc., located at 206 East Main Street; Branson, MO 65616. I have served in this capacity since September, 1996. The Branson Scenic Railway will celebrate its 19th anniversary on July 31, 2012. We are a part of the tourism industry in Branson, MO., and we run excursions March through December, with the year ending in 60 runs of "The Polar Express", operated under contract from Warner Brothers. A dinner train is offered on Saturday nights April through early November.

Presently rail service, including track time, engine crew and dispatching for our train, is provided to Branson Scenic Railway by the Missouri and Northern Arkansas Railroad located in Carthage, MO. The availability of safe, efficient and competitive rail service is important to Branson Scenic Railway, and we have been provided with the best service possible by the MNA. We feel that we can contact General Manager Tommy Gibson and any of his staff, at any time with any issue that might face BSR. They are always willing to help us. Branson Scenic Railway and I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Missouri and Northern Arkansas Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Ila D. Kamp, declare, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.



Ila D. Kamp
Vice President/General Manager
Branson Scenic Railway, Inc.

206 East Main Street PO Box 924 Branson, MO 65615-0924
1.800.2TRAIN2 417.334.6110 FAX 417.336.1459 www.bransontrain.com

PO Box 266
3393 South M-40
Hamilton, MI 49419

Brink Farms, Inc.

Phone(269)751-5965 Fax(269)751-5487

July 26, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423
Re: STB Docket No. FD 35654

Dear Chairman Elliott:

We are writing regarding the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W).

We support the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W) and urge the Board to give this matter an expedited hearing.

Michigan's agricultural businesses, especially the grain and fertilizer sectors rely heavily on short line railroad service. RailAmerica serve areas of our state where Class I railroads no longer exist. These lines are the only way for our businesses to stay connected to the national railroad network to secure inbound product, or for outbound shipments. We value the local management, flexible service and the ongoing cooperation to move our rail shipments. Rail transportation is critical to our success.

The proposed acquisition of RailAmerica by G&W offers the best opportunity to continue the kind of service we have come to expect, along with the promise of investment in infrastructure and partnering for the future growth that we all anticipate in the coming years.

G&W has the same management philosophy as RailAmerica. They own 63 short lines across the country and each railroad is locally managed with people "on the ground" empowered to make operating and marketing decisions that are important to shippers.

G&W has the capacity to manage and the financial strength to invest in the RailAmerica properties. G&W's 63 railroads operating 5,400 miles compare to RailAmerica's 45 railroads and 7,500 track miles. G&W has the proven ability to

manage a large group of diverse short line properties which will result in a smooth and quick transition when the sale is finalized.

G&W is also a publicly traded company with great access to the capital markets. Maintaining and upgrading rail infrastructure is a very expensive proposition and critical to our success. G&W's financial strength will help insure that infrastructure investments are made as necessary to maintain and improve service levels. This management capability and financial strength is vital to all of us.

We also strongly encourage the Board to review this application on an expedited basis so that the RailAmerica railroads are not held in a voting trust for a significant period of time. This is not a merger situation involving consolidation. There are no G&W properties in Michigan so this is merely a case of switching *one set of owners for another*

The longer the RailAmerica railroads are held in a voting trust (with limited if any long or short term investment in infrastructure), the more uncertainty for us, and the less focus there will be on long-term planning and investment decisions.

We appreciate the opportunity to present our position on this matter, and would be happy to provide additional information or answer any questions.

Sincerely,



**Brian Brink
Vice President
Brink Farms, Inc.**



BUFFALO CRUSHED STONE

Division of New Enterprise Stone & Lime Co., Inc.
2544 Clinton St. · P.O. Box 710 · Buffalo, NY 14224 (716) 826-7310 · FAX (716) 826-1342

VERIFIED STATEMENT
of
John E. Werely
on behalf of
Buffalo Crushed Stone

My name is John E. Werely and I am the Vice President-Sales at Buffalo Crushed Stone located at 2544 Clinton St. Buffalo, NY 14224. I have served in this capacity since July of 1996.

Buffalo Crushed Stone is a construction materials producer with multiply quarries, sand and gravel plants, hot mix asphalt plants, and a concrete redi-mix operation. Presently rail service is provided to Buffalo Crushed Stone by Buffalo & Pittsburgh Railroad, Inc.

Buffalo Crushed Stone supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facilities and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John E. Werely, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

7/26/12

John E. Werely
Vice President- Sales
Buffalo Crushed Stone



STATEMENT
of

Steve Cantin
on behalf of
Bunge of Canada Ltd

My name is Steve Cantin, and I am the Vice-President at Bunge of Canada Ltd, located at 300 Dalhousie, Quebec. I have served in this capacity since July of 2006.

Presently rail service is provided to our Grain Export terminal located in Quebec City by Services Ferroviaires de l'Estuaire. The availability of safe, efficient and competitive rail service is important to Bunge of Canada Ltd.

On Behalf of Bunge of Canada Ltd, I supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Services Ferroviaires de l'Estuaire. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



Steve Cantin

Vice-President, Bunge of Canada Ltd

July 31st 2012

BUTLER MILLING, LLC

707 Rice Road

Butler, MO 64730

VERIFIED STATEMENT

of

Wayne Sandberg

on behalf of

Butler Milling, LLC

My name is Wayne Sandberg, and I am the General Manager of Butler Milling, LLC, located at 707 Rice Road in Butler, MO. I have served in this capacity since November of 2009. We are a feed manufacturer specializing in the making of preblends from various feed ingredients for the Pet Food Industry.

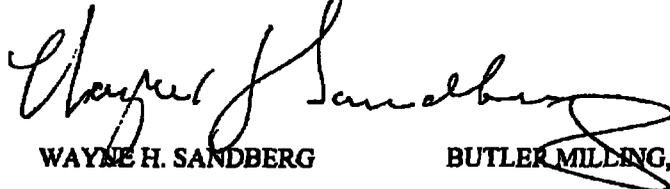
Presently rail service is provided to us by MNA railroad. The availability of safe, efficient and competitive rail service is important to Butler Milling. By gaining immediate direct access to the Kansas City interchange is very vital to our operation.

We support the acquisition of RailAmerica, Inc. ("RA"), parent company of the Missouri and Northern Arkansas Railroad ("MNA"), by the Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads especially to the Kansas City switching district, its intermodal yards, and the canadian and eastern railroads with absorbed switching preferences. Creating an additional level of competition through competitive routing options is vital to us on both inbound receiving and outbound shipping. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects. We need class I/shortline through rates that give Butler Milling a competitively equal advantage over trucking and industry that are only served by class I carriers.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring to Butler Milling.

I, Wayne Sandberg, certify that I am qualified and authorized to file this verified statement.



WAYNE H. SANDBERG

BUTLER MILLING, LLC.

JULY 26, 2012

CORPORATE HEADQUARTERS

5379 W Sixth Street
Ludington, MI 49431
616-245-1140
616-245-1141

P.O. Box 198
P.O. Box 198, Ludington, MI 49431
616-245-1140
616-245-1141

5379 W Sixth Street
Ludington, MI 49431
616-245-1140
616-245-1141



VERIFIED STATEMENT
of
Wayne Wagner
on behalf of
CAL-CHLOR CORPORATION

My name is Wayne Wagner, and I am the Vice President of Operations at the Cal-Chlor Corporation, located at 5379 W Sixth Street, Ludington, MI 49431. I have served in this capacity since December of 2008. We package calcium chloride out of hopper railcars and also ship boxcars.

Presently rail service is provided to Cal-Chlor Corporation by Marquette Rail. The availability of safe, efficient and competitive rail service is important to Cal-Chlor Corporation.

Cal-Chlor Corporation supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Marquette Rail. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Wayne Wagner, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Wayne Wagner
Wayne Wagner
Vice President of Operations, Cal-Chlor Corporation
7/27/2012



VERIFIED STATEMENT

of
Jeff Rouse
on behalf of
Carson Oil Co., Inc.

My name is Jeff Rouse, and I am the Vice President at the Carson Oil Co. Inc., located at 3125 NW 35th ave. Portland, Oregon. I have served in this capacity since April 15th of 2002. Carson Oil Company has served the needs of our customers with a variety of products and services in Oregon and Southwest Washington. We rank in the top 50 of Oregon's privately held companies, an achievement made through providing excellent products and services. Through a steady commitment to quality, Carson Oil is a leader in the petroleum business. You will find that Carson Oil offers the best value; which is quality and price. We are devoted to quality and service to help build valuable and long-lasting partnerships with our customers.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to [Organization].

Carson Oil Co. Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jeff Rouse, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read 'JR', is positioned above the printed name.

Jeff Rouse, VP, Carson Oil Co. Inc.

7/27/2012

3125 NW 35th Avenue. Portland, Oregon 97210

CARTHAGE CRUSHED LIMESTONE

1331 Civil War Road * Carthage, MO 64836
Phone (417) 358-3257 * Fax (417) 358-5527

VERIFIED STATEMENT

of

Elizabeth English

on behalf of

Carthage Crushed Limestone

My name is Elizabeth English, and I am the Office & Sales Manager at the Carthage Crushed Limestone Quarry, located at 1331 Civil War Road in Carthage, MO. I have served in this capacity since January of 1998.

Carthage Crushed Limestone is an underground limestone mine that is located on the northern border of Carthage, in Jasper County, Missouri. We produce a high-grade calcium carbonate limestone. The uses for this limestone include, but are not limited to various gradations and sizes of construction aggregates, industrial fillers, raw material for glass, agricultural lime, and agricultural feeds. We operate typically Monday through Friday 8 hours per day on the primary construction/industrial aggregates and 24 hours per day on the fine ground limestone production. Currently we are shipping approximately five railcars per week.

Presently rail service is provided to Carthage Crushed Limestone by the Missouri & Northern Arkansas Railroad. The availability of safe, efficient and competitive rail service is important to Carthage Crushed Limestone.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Missouri & Northern Arkansas Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns, as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Elizabeth English, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Elizabeth English

Office & Sales Manager

Carthage Crushed Limestone

July 30, 2012

**Cascade Pacific
Pulp, LLC**



VERIFIED STATEMENT

of

Jeanne McKibben

on behalf of

Cascade Pacific Pulp

My name is Jeanne McKibben, and I am the Customer Service Manager at Cascade Pacific Pulp, LLC, located at 30480 American Drive, Halsey, Oregon. I have served in this capacity since 1983. I have been responsible for the rail shipments and contracts regarding pulp shipments during this time.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to Cascade Pacific

Cascade Pacific supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Jeanne McKibben, Customer Service Manager

Cascade Pacific Pulp, LLC

7/27/12



CASCADE WAREHOUSE COMPANY

VERIFIED STATEMENT
of
SCOTT CANTONWINE
on behalf of
CASCADE WAREHOUSE COMPANY, INC.

My name is Scott Cantonwine, and I am the Business Development and Marketing Manager at Cascade Warehouse Company, located at 1625 Front St. NE in Salem, Oregon. I have served in this capacity since October of 2009. We are a rail transload/warehousing facility that serves to move customer product into markets via rail, often times serving as the link between non-rail-served customers, the benefits of rail transportation, and their ultimate markets. We operate locations in Oregon, California, Nevada, and Washington, and have been in business since 1958.

Our Oregon rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. ("G&W") subsidiary. The availability of safe, efficient and competitive rail service is important to us as we seek to grow our business and drive new and additional traffic into the rail network. Customer adoption of rail service into their shipping mix helps proliferate the proven benefits of rail service: economical, efficient transportation of customer's goods, as well as the public benefits derived from an environmentally-sensible mode of transportation that helps reduce congestion on America's roads and highways while also providing economic stimulus to communities across the United States.

Cascade Warehouse Company wholeheartedly supports the acquisition of RailAmerica, Inc. ("RA"), by G&W. The railroad serving our Chehalis, WA facility, the Puget Sound and Pacific Railroad ("PSAP"), a subsidiary of RA, will be acquired by G&W. Given the G&W operating and management philosophies evidenced at the P&W, I am confident this acquisition will bring much-needed management and operational improvements to the PSAP, which will in turn create positive improvements for PSAP-served customers.

Short-line and regional freight railroads are a critical component of our rail network, and G&W's long history of being a dedicated operator provides our company and customers with a high level of assurance that we have a long-term rail partner. **Extending these realities into the RA-owned network of shortline railroads will only bring positive outcomes to the nation's shortline and regional freight network.**

(CONTINUED ON PAGE 2) →

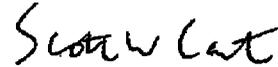
1625 Front St. N.E. • Salem, Oregon 97301
(503) 363-2483 • Fax: (503) 363-3527

Surface Transportation Board
Verified Statement of Support (Scott Cantonwine)
July 24, 2012
Page 2 of 2

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring to customers across the nation's short-line and regional railroad networks affected by this transaction.

I, SCOTT CANTONWINE, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

RESPECTFULLY SUBMITTED:



Scott Cantonwine
Business Development and Marketing Manager
Cascade Warehouse Company
July 24, 2012

Central Ohio Farmers Co-op, Inc.

730 Bellefontaine Avenue, Marion, Ohio 43302

phone: 740-383-2158 — fax: 740-382-4581

VERIFIED STATEMENT OF

Thomas Bostic

On behalf of

Central Ohio Farmers Co-op, Inc.

My name is Thomas Bostic, and I am President/CEO at the Central Ohio Farmers Co-op, Inc., located at 730 Bellefontaine Avenue, Marion, Ohio 43302. I have served in this capacity since September, 2000. Central Ohio Farmers Co-op, Inc. utilizes the railroad to receive dry bulk fertilizers and ship bulk grain out.

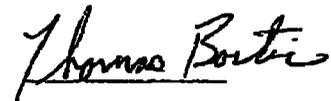
Presently rail service is provided to Central Ohio Farmers Co-op, Inc. by G&W. The availability of safe, efficient and competitive rail service is important to Central Ohio Farmers Co-op, Inc. Central Ohio Farmers Co-op, Inc. supports the acquisition of RailAmerica, Inc., by Genesee & Wyoming Inc., parent company of G&W. Reason for support, such as: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RS/G&W transaction and the enhanced transportation options and services it will bring.

I, Thomas Bostic, declare under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Thomas Bostic
President/CEO
Central Ohio Farmers Co-op, Inc.





CENTRAL WASHINGTON GRAIN GROWERS, INC.

P.O. Box 649 • Waterville, Washington 98858-0649
Main Office 509.745.8551 • Toll Free 1.800.227.7894
www.cwgg.net

VERIFIED STATEMENT

of

L. Kevin Whitehall

on behalf of

CENTRAL WASHINGTON GRAIN GROWERS, INC.

My name is L. Kevin Whitehall, and I am the CEO at Central Washington Grain Growers, Inc. (CWGG), located at 104 E Ash Street, Waterville, WA. I have served in the capacity since October of 2001.

CWGG was established in 1937, is a storage and marketing Cooperative with 21 million bushels of storage capacity and over 1,600 hundred members doing business in central Washington.

Presently rail service is provided to our Brewster, WA station by Cascade & Columbia River Railroad Company. The availability of safe, efficient and competitive rail service is important to CWGG.

CWGG supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming, Inc. ("G&W"), parent company of Cascade & Columbia River Railroad Company. Both G&W and RailAmerica operate independent short line rail networks and combined there is no overlap of service; therefore, we have no competitive concerns about this acquisition.

Short line and regional freight railroads are important to CWGG since a class I railroad does not service the Brewster location. G&W's long history as being a long-term owner/operator provides our company and our patrons with a level of assurance that we will have a new long-term rail partner.

I have been assured that G&W's commitment to safety and customer service are core values, and the latest reports from J.D. Power & Associates survey would back up those claims. I have also been reassured that their decentralized operating philosophy allows decision making to be made at the local level, which I believe will benefit CWGG.

Given what I know, I encourage favorable consideration for the RA/G&W transaction to go forward.

I, L. Kevin Whitehall, as CEO and Secretary Treasurer of CWGG, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement.

Respectively Yours,

Central Washington Grain Growers, Inc.

L. Kevin Whitehall, CEO

July 27, 2012



VERIFIED STATEMENT
of
Joseph Burst
on behalf of
The C. F. Sauer Company

My name is Joseph Burst, and I am the Plant Operations Manager at The C. F. Sauer Company located at 728 N. Main Street, Mauldin, SC 29662. I have served in this capacity since April of 2001. We are a manufacturer of mayonnaise and salad dressing products, most notably Duke's Mayonnaise.

Presently rail service is provided to The C. F. Sauer Company by the Carolina Piedmont Division Railroad, the most economical and efficient way of getting our main raw material here for use.

The C. F. Sauer Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Carolina Piedmont Division Railroad. This will afford us greater coverage and routing options at more competitive rates, something that every company needs to be aware of in these economic times. Both of these short lines have demonstrated a commitment to safety and customer service and as rail service is a critical component of our manufacturing process, this move will be a benefit to us.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Joseph Burst, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Joseph Burst
Plant Operations Manager
The C. F. Sauer Company

July 30, 2012

CHURCH & DWIGHT CO., INC.

Corporate Headquarters:
469 North Harrison Street
Princeton, New Jersey 08543-5297
Main Phone: (609) 683-5900

July 26, 2012

My name is Paul Brandimarto, and I am the Manager, Corporate Transportation at the Church & Dwight Co., Inc. I have served in this capacity since December of 1993.

Presently rail service is provided to and from our York, PA Plant by the York Railway Corporation; the Missouri & Northern Railroad for our Harrisonville, MO Plant and the Rochester & Southern Railroad for our bulk transloading location in Lackawanna, NY. All three of these short line railroads are subsidiaries of Genesee & Wyoming Inc... The availability of safe, efficient and competitive rail service that these subsidiaries of Genesee & Wyoming provides, enables our Plant's and transload location to function at peak performance.

Church & Dwight Co. Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, with no overlap of service. Additionally, the short line combination offers customers like us the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Paul Brandimarto, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



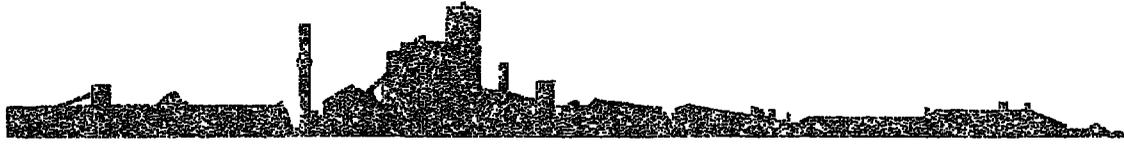
Dated: July 26, 2012

Paul Brandimarto
Manager, Corp. Transportation
Church & Dwight Co., Inc.
469 N. Harrison Street
Princeton, NJ 08543
Phone: 609-683-7013
E-mail: paul.brandimarto@churchdwright.com

CONSUMER PRODUCTS



SPECIALTY PRODUCTS



145, boul. Centenaire, St-Basile, Comté de Portneuf, Québec, Canada, G0A 3G0 Téléphone: (418) 329-2100 Télécopieur : (418) 329-3436

VERIFIED STATEMENT
of
JEAN LEBRUN
on behalf of
CIMENT QUÉBEC INC.

My name is Jean Lebrun, and I am the Director Logistics at Ciment Québec inc., located at 145, Centenaire Boulevard, St-Basile, Québec, Canada, G0A 3G0. I have served in this capacity since January of 1999. Ciment Québec inc. is one of the major cement producer in the Province of Québec. The company was founded in 1951. Presently rail service is provided to Ciment Québec by Québec Gatineau Railway ("QGRY"). The availability of safe, efficient and competitive rail service is important to Ciment Québec.

Ciment Québec inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of QGRY. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jean Lebrun declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Jean Lebrun
Director Logistics
Ciment Québec inc.
July 30th, 2012



CLIFFS NATURAL RESOURCES INC.
200 Public Square, Suite 3300, Cleveland, OH 44114-2315
P 216 694 5700 cliffsnaturalresources.com

VERIFIED STATEMENT
of
Randel W. Thomas
Cliffs Natural Resources Inc.

My name is Randel W. Thomas, and I am the Director - Rail Transportation at Cliffs Natural Resources Inc., located at 200 Public Square, Suite 3300, Cleveland, OH 44114, I have served in this capacity since July of 2010.

Cliffs Natural Resources Inc. is an international mining and natural resources company. A member of the S&P 500 Index, the Company is a major global iron ore producer and a significant producer of high and low-volatile metallurgical coal. Cliffs operates iron ore and coal mines in North America and two iron ore mining complexes in Western Australia. In addition, Cliffs has a major chromite project, in the feasibility stage of development, located in Ontario, Canada.

Presently rail service is provided to our Bloom Lake Iron Ore Mine LLC by Western Labrador Rail Services Inc. The availability of safe, efficient and competitive rail service is important to Cliffs. We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Western Labrador Rail Services Inc. Reason for support, such as: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Randel W. Thomas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Randel W. Thomas". The signature is fluid and cursive, with a long horizontal stroke at the end.

Randel W. Thomas
Director – Rail Transportation
Cliffs Natural Resources

July 30, 2012



COLUMBIA RIVER CARBONATES

P.O. Box 2350 – 300 North Pekin Road
Woodland, Washington 98674

Phone: (360) 225-6505

Fax: (360) 225-5082

VERIFIED STATEMENT

of

Don Connell

on behalf of

Columbia River Carbonates (CRC)

My name is Don Connell, and I am the Director of Purchasing at CRC, located at 300 N. Pekin Road, Woodland, WA. I have served in this capacity since February of 1999.

Columbia River Carbonates is in the industrial mineral (limestone) fillers business, and our primary raw material originates on the Cascade and Columbia River RR in Okanogan County, WA., which is owned by Rail America. The CSCD interlines with the BNSF in Wenatchee, WA.

The availability of safe, efficient and competitive rail service is important to CRC. It is critical to our business model that the CSCD continue to function and provide reliable service.

CRC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Cascade and Columbia River RR. From our perspective, G&W and Rail America operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

This short line railroad is a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the security of continued services it will bring.

I, Don Connell, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Donald E. Connell", is written over a white background.

Donald E. Connell

Director of Purchasing

Columbia River Carbonates

7/27/12

COLUMBUS BRICK COMPANY

MANUFACTURERS OF BRICK SINCE 1890

VERIFIED STATEMENT

of

Butch Reed

on behalf of

Columbus Brick Company

My name is Butch Reed, and I am the Sales Manager at the Columbus Brick Company, located at 114 Brickyard Road Columbus, Ms. I have served in this capacity since June of 1999. We manufacture and distribute clay brick.

Presently rail service is provided to Columbus Brick by Columbus & Greenville Railroad. The availability of safe, efficient and competitive rail service is important to Columbus Brick.

Columbus Brick supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Columbus & Greenville Railroad. Reason for support, such as: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, [Name], declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Butch Reed Sales Manager Columbus Brick Company

7/30/12



VERIFIED STATEMENT
of
Tom Cargill
on behalf of
Commercial Metals Company

My name is Tom Cargill, and I am the Rail Manager at Commercial Metals Company (CMC), located at 6565 N. MacArthur Blvd., Irving, TX 75039. I have served in this capacity since May of 2011.

CMC engages in recycling, manufacturing, fabricating and distributing steel and metal products and related materials and services in the United States and internationally.

Presently rail service is provided to CMC's two Dallas plants by Dallas, Garland & Northeastern Railroad (DGNO). The availability of safe, efficient and competitive rail service is important to CMC.

CMC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of DGNO. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

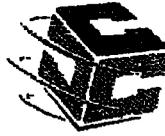
I, Tom Cargill, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Tom Cargill

Rail Manager

Commercial Metals Company

July 30, 2012



Commonwealth Inc.

Seamless Distribution Solutions

VERIFIED STATEMENT

of

Brent L. Collins

on behalf of

Commonwealth Inc.

My name is Brent L. Collins, and I am the President at Commonwealth Inc. located at 11013 Kenwood Road, Cincinnati OH 45242. I have served in this capacity since January of 2012. We are a warehousing and logistics company.

Presently rail service is provided to our transload facility by the IORY of Rail America. The availability of safe, efficient and competitive rail service is important to Commonwealth Inc.

Commonwealth Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of IORY. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Brent L. Collins, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Brent L. Collins, President, Commonwealth Inc.

7/27/2012

**Consolidated Environmental Waste Services
DBA Royal Rail
3700 Westside Avenue
North Bergen NJ, 07047**

Phone: 201-866-1973

Fax: 201-866-1975

**Verified Statement
of
Andrew Zeppetelli
Consolidated Environmental Waste Services**

My name is Andrew Zeppetelli, and I am the manager at Royal Rail, located at 3700 Westside Avenue. I served in this capacity for seven years. We are a transfer station that ships C&D debris to Tunnel Hill landfill located in New Lexington, Ohio.

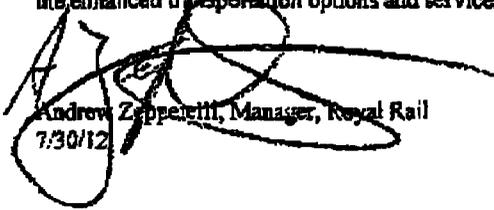
Presently rail service is provided to Royal Rail by the Ohio Central. The availability of safe, efficient, and competitive rail service is important to Royal Rail.

Royal Rail supports the acquisition of Rail America, Inc, by Genesee & Wyoming Inc. parent company of the Ohio Central. Royal Rail depends on its short line to take its material to the landfill after being turned over by the class 1 railroad.

Short line regional freight railroads are a critical component of our organization's supply chain, and G & W's 100 history of being dedicated, long term owner/operator provides our company and our customers with a high level of assurance that we have a long term rail partner. G & W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G & W's decentralized operating philosophy allows decision making to be made at a local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.


Andrew Zeppetelli, Manager, Royal Rail
7/30/12



Chairman Daniel R. Elliott III and
Board Members Francis P. Mulvey and Ann D. Bergeman
Surface Transportation Board
United States Department of Transportation
395 E Street SW
Washington, D.C. 20423
July 30, 2012

Re: Genesee & Wyoming Inc. acquisition of RailAmerica, Inc.

Dear Chairman Elliott and Board Members Mulvey and Bergeman:

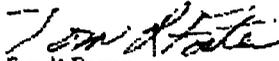
The Coos Bay Rail Link, operator of the Coos Bay rail line in southwestern Oregon, is pleased to express its support for Genesee & Wyoming, Inc. (GWI) in their planned acquisition of RailAmerica, Inc. (RA).

The Coos Bay Rail Link (CBR) which is an operating entity of ARCI Trans, of Benson AZ, has been operating between Eugene and North Bend, Oregon since October 11, 2011. During that time the CBR and GWI's railroad Portland & Western (P&W) have developed a strong marketing and operating relationship that has given two of CBR's customers a transportation option that has and will make them more competitive in these difficult times.

In its press releases about the acquisition of RA GWI has stressed that their decision-making is pushed down to the local railroad such as the P&W. I can speak first hand that this decision-making has been made within the P&W whether it be the marketing group aiding CBR in securing a waiver through the Railroad Industry Agreement which has made my customer more competitive or the mechanical group selling a start-up railroad a traction motor at a reasonable price thereby allowing them to continue serving their customers.

The CBR believes and looks forward to creating more transportation options for its and P&W's customers as the GWI integrates RA into its operation. Consequently, CBR urges the Surface Transportation Board to give favorable consideration to the GWI acquisition of RA.

Sincerely,


Tom R. Foster
General Manager

115 Hall Avenue · Coos Bay OR 97420
Phone: 541 266-RAIL (7245) / Fax: 541 266-7244



July 26, 2012

My name is Allyn Ford, Chairman of the Coos/Siskiyou Shippers Coalition located in Roseburg, Oregon. I have been Chairman of the Coalition since it was formed in 2007. We formed the organization to bring together all interested economic parties in southwestern Oregon who were negatively impacted by the abrupt closure of the Coos Bay and the Siskiyou Summit rail lines. We actively supported the reopening of the Coos line by the Port of Coos Bay and have actively worked to obtain grants for improving and reopening the Siskiyou Summit rail line.

Presently rail service to the shippers in the Coalition is provided by the Central Oregon and Pacific Railroad, a wholly owned subsidiary of RailAmerica. The availability of safe, efficient and competitive rail service is of utmost importance to our members.

We wholeheartedly support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Portland and Western Railroad. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic, creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain and G&W's 100-year history of being a dedicated, long-term owner/operator provides our members and their customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values that are clearly demonstrated by industry-leading safety performance and customer satisfaction scores, outperforming both the trucking industry and the rail industry as a whole, as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, we encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Allyn Ford
Chairman

C/O Douglas Timber Operators • 3000 NW Stewart Parkway, Suite 208 • Roseburg, OR 97471
OFFICE: 541.672.0757 • FAX: 541.672.3833

CIS



Cordele Intermodal Services, Inc.

PO Box 876 Cordele, GA 31010
phone (229) 273-8080
fax (229) 273-8086
www.cordeleintermodal.com

VERIFIED STATEMENT

of

Jonathan Lafevers

on behalf of

Cordele Intermodal Services Inc.

My name is Jonathan Lafevers, and I am the President at Cordele Intermodal Services Inc., located at 2902 East 13th Ave Cordele, GA 31015. I have served in this capacity since January of 2010.

CIS owns and operates the Cordele inland port. Our facility serves as a transfer point for freight containers to move from rail to truck and vice-versa.

Presently rail service is provided to Cordele Intermodal Services Inc. by the Heart of Georgia Railroad via the Georgia Central. The availability of safe, efficient and competitive rail service is important to CIS.

CIS supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Georgia Central. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Jonathan Lafevers, President Cordele Intermodal Services Inc.]

8-2-12





5025 N. KILL RD. DELPHOS, OH 45833
PH. (800)543-7962 OR (419)692-3205 ext 1002 FAX (419)695-9447

VERIFIED STATEMENT
of
Ted Williams
on behalf of
D&D Ingredient Distributors, Inc.

My name is Ted Williams, and I am the Director of Operations at the D&D Ingredient Distributors, Inc., located at 5025 North Kill Road, Delphos, Ohio 45833. I have served in this capacity since April of 2005. Our business is providing feed ingredients to feed manufacturers throughout a 6 state area.

Presently rail service is provided to our terminal in Delphos, Ohio by Chicago, Fort Wayne and Eastern Railroad, which is owned by Rail America. The availability of safe, efficient and competitive rail service is important to D&D Ingredient Distributors, Inc..

D&D Ingredient Distributors supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Chicago, Fort Wayne and Eastern Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

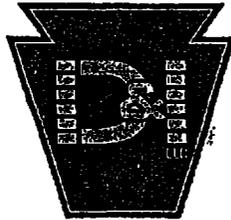
I, Ted Williams, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script that reads 'Ted Williams'.

Ted Williams
Director of Operations
D&D Ingredient Distributors, Inc.

7/26/2012

D&I, LLC
7022 Route 6
Sheffield, PA 16347



Tel: 814-968-3327
Fax: 814-968-3064
www.diterminals.com

VERIFIED STATEMENT

of

John Stewart
on behalf of
D&I Silica, LLC

My name is John Stewart, and I am the Project Coordinator at D&I Silica, LLC, located at 7022 Route 6, Sheffield, PA 16347. I have served in this capacity since May of 2011.

D&I Silica, LLC is a materials handling, transportation, warehouse and distribution company servicing the energy, industrial minerals and industrial commodity industries. Headquartered in Sheffield, PA, D&I LLC specializes in rail-based, bulk materials handling through multiple origin and destination terminals (or "transloads") primarily located throughout the Northeast and Midwest US.

Energy and industrial mineral services include the procurement and handling of specialized oil and gas well completion equipment and materials. D&I LLC's Prop' N Rail Division has become a leading supplier of proppants, such as frac sand, throughout the Marcellus Shale and Appalachian Basin. Industrial commodity services include products ranging from aggregates to salt.

Presently rail service is provided to D&I by the Columbus & Ohio River Railroad. The availability of safe, efficient and competitive rail service is essential to the business conducted by D&I.

D&I supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Columbus & Ohio River Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers D&I the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John Stewart, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



John Stewart
Project Coordinator
D&I Silica, LLC

7/30/12

D L Smith Packaging Ltd

VERIFIED STATEMENT

of
Bruce Fischer
on behalf of
D L Smith Packaging

My name is Bruce Fischer, and I am the Operations Manager at Smith Packaging, located at 95 Jarvis Str North Scaforth Ontario. I have served in this capacity since January of 2008.

Our primary activity with the rail line is that of off loading train cars for the purpose of co-packing product for a number other customers. Secondly we have loaded train cars for Sifto during the time the tornado had closed their loading facilities in Goderich.

Presently rail service is provided to D L Smith Packaging by Goderich-Exeter Railway. The availability of safe, efficient and competitive rail service is important to D L Smith Packaging.

Smith Packaging supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Goderich-Exeter Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring. To the best of my knowledge, I Bruce Fischer, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Bruce Fischer, Operations Manager, DL Smith Packaging Ltd

July 30, 2012



VERIFIED STATEMENT
of
Tom Varley
on behalf of
D. R. JOHNSON LUMBER

My name is Tom Varley and I am the Northern Timber Manager at D. R. Johnson Lumber, located at 1991 Pruner Rd. in Riddle, Oregon. I have served in this capacity since July of 1991. We purchase logs and standing timber to manufacture lumber.

D. R. Johnson's lumber mill is located at Riddle, Oregon, with rail service provided by Central Oregon & Pacific Railroad ("CORP") a subsidiary of Rail America ("RA"). Our lumber mill receives saw logs from nearby sources as well as forest land in Washington. Over the past decade, D. R. Johnson has worked with CORP and Portland & Western Railroad, Inc. ("P & W") a subsidiary of Genesee & Wyoming Inc. ("G & W") to move logs on a short-haul, about 250 miles route to supply the mill. This move is a short-line to short-line move that is truck competitive. Historically we have trucked this product but switched to rail to save on cost. We believe that rail is an economical transportation method. After working with both these short-lines, D. R. Johnson fully supports the acquisition of RA by G & W. We believe that service and rate competitiveness can only improve from this transaction.

The short-line to short-line service is very innovative to truck alternatives and is critical to our supply chain, and P & W's history of being a dedicated, long-term owner/operator provides our company a high level of assurance that we have a long-term rail partner. G & W's financial strength and long-term view allow them to properly invest in rail infrastructure as well as making investments to support customer growth projects.

G & W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G & W/P & W to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Tom Varley, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Tom Varley".

Tom Varley, Northern Timber Mgr.
July 27, 2012

DAMEWOOD ENTERPRISES

1000 Phoenix Drive
Urbana, OH
(937) 652-3454

VERIFIED STATEMENT
of
Gerald Damewood
on behalf of
Damewood Enterprises

My name is Gerald Damewood, and I am the [Owner/President] of Damewood Enterprises, located at 1570 Muzzy Rd. Urbana, Ohio 43078. I have served in this capacity since August of 2002.

Presently rail service is provided to Damewood Enterprises by Indiana & Ohio Railway (short line) and RailAmerica (parent). The availability of safe, efficient and competitive rail service is important to Damewood Enterprises. We warehouse product for several companies such as, Pulp from Alabama and Georgia for International Fiber Corp. as well as pulp from Canada for Weidmann Electrical Tech. Inc. We are receiving on average 300 cars a year for those companies. We expect that to increase to 500 cars a year as Weidmann consolidates it's operations in Urbana.

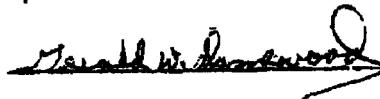
I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G & W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 110-year history of being a dedicated, long-term owner-operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA-G&W transaction and the enhanced transportation options and services it will bring.

I, Gerald Damewood, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Gerald Damewood Owner/President of Damewood Enterprises

July 27, 2012



VERIFIED STATEMENT

of
John Stewart
on behalf of
Delta Oil Mill

My name is John Stewart, and I am the Mill Manager at our Greenwood, MS location. I have served in this capacity since December of 2009. We are a cottonseed oil mill, but process other oilseeds from time to time.

Presently rail service is provided Delta Oil Mill by CAGY Railroad. The availability of safe, efficient and competitive rail service is important to Delta Oil Mill.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CAGY. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John Stewart, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "John Stewart", is written over a horizontal line.

John Stewart

Mill Manager, Delta Oil Mill

July 27, 2012

100 Mill Street • Jonestown, Mississippi 38639
Post Office Box 29 • Jonestown, Mississippi 38639-0029
OFFICE (662) 358-4481 • FAX (662) 358-4629

2015 West River Road • Greenwood, Mississippi 38930
Post Office Box 1320 • Greenwood, Mississippi 38935-1320
OFFICE (662) 453-4312 • FAX (662) 455-6607

www.deltaoilmill.com



July 27, 2012

The Denison Development Alliance (DDA) is a public non-profit entity organized and empowered by the City to develop and implement a comprehensive economic development program. Through an alliance with the Denison Development Foundation, the Denison Chamber and the City of Denison, a very strong pro-business climate has been established and maintained for several years. The Denison Development Alliance provides an array of services to a prospective new business including, but not limited to assisting local companies with their transportation needs.

Presently rail service is provided in Denison by the Union Pacific and the Dallas Garland and Northeastern short line. The availability of safe, efficient and competitive rail service is important to our economic growth.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). A short line combination offers our industries the ability to connect to multiple Class 1 railroads, creating an additional level of competition to reduce transportation rates.

Sincerely,

A handwritten signature in black ink that reads "Tony Kaai". The signature is written in a cursive, slightly slanted style.

Tony Kaai, CEcD
President

Moving Forward. Kicking Back.

311 West Woodard Street • Denison, Texas 75020 • (903) 464-0883 • Fax (903) 465-8476 • www.denisontx.org



215 North 4th • Durant, Oklahoma 74701
Phone (580) 924-7254 (580) 924-4570
E-Mail: tkramer@durant.org

www.ok-durant.org
Durant Industrial Authority

Tommy Kramer
Executive Director

VERIFIED STATEMENT
of
Tommy Kramer
on behalf of
Durant Industrial Authority

My name is Tommy Kramer, and I am the Executive Director at the Durant Industrial Authority, located at 215 N. 4th Durant, OK 74701. I have served in this capacity since June of 1998 (14 plus years). I oversee the recruitment of New Businesses, support existing business development and create workforce jobs to improve the quality of life in our community.

The present rail service is provided to Durant by the Kiamichi Rail Road located in Hugo, Oklahoma. The availability of safe, efficient and competitive rail service is important to The Durant Industrial Authority and The City of Durant for business growth and new jobs.

The Durant Industrial Authority supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Kiamichi Rail Road in Southeast Oklahoma. The reason for support is The City of Durant is one of the fastest growing rural communities in Oklahoma and as we add Industrial jobs we need daily rail service via The Kiamichi Rail Road. In the past few years the Durant Industrial Authority has funded and built four new rail spurs in our city.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring to the City of Durant, Oklahoma.

I, Tommy Kramer, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement on behalf of the Durant Industrial Authority Executive Director.

Tommy Kramer

Executive Director
Durant Industrial Authority

July 30, 2012

I Believe in TEAM DURANT

Dynegy Midwest Generation, L.L.C.

601 Travis, Suite 1400

Houston, Texas 77002

Phone 713.507.6400

www.dynegy.com



**VERIFIED STATEMENT
of
Shannon L. Brown
on behalf of
Dynegy Midwest Generation, LLC**

My name is Shannon L. Brown, and I am the Managing Director responsible for coal supply and transportation at Dynegy Inc., located at 601 Travis, Suite 1400, Houston, Texas 77040. I have served in this capacity since February of 2011. Pursuant to certain energy management and service agreements Dynegy Inc. and its subsidiaries Dynegy Administrative Services Company and Dynegy Operating Company provide services to and are authorized to act on behalf of Dynegy Midwest Generation, LLC.

Dynegy Midwest Generation, LLC ("DMG") sells wholesale power, capacity and ancillary services to utilities, cooperatives, municipalities and other energy companies in the Midwest. DMG's power generation portfolio consists of approximately 3,132 megawatts of baseload and peaking power plants fueled by a mix of coal and natural gas.

Illinois & Midland Railroad, Inc presently provides rail service to DMG and is anticipated to continue to do so in the future. The availability of safe, efficient and competitive rail service is important to DMG's continuing operations.

DMG supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), the parent company of Illinois & Midland Railroad, Inc. Based on materials provided in connection with G&W's acquisition of RA, both G&W and RA operate independent short line rail networks which do not overlap. Under these conditions, this acquisition would not reduce competition through a 2-to-1 scenario. Therefore, DMG has no competitive concerns with respect to this acquisition.

Short line and regional freight railroads are a critical component of DMG's supply chain. DMG's extensive experience with Illinois & Midland Railroad, Inc. indicates G&W's ongoing focus on customer service, safety, and long-term operational performance. This provides DMG with a high level of confidence that it has a rail partner with the financial strength and a long-term view regarding investment in rail infrastructure necessary to continue to support its customers' needs.

Given its previous experiences, DMG encourages favorable consideration for the RA/G&W transaction and the transportation options and enhanced services it will bring.

I, Shannon L. Brown, declare under penalty of perjury, under the laws of the United States, that to the best of my knowledge the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Shannon L. Brown
Managing Director, Coal Supply & Transportation
Dynegy Inc.
as agent for
Dynegy Midwest Generation, LLC
July 25, 2012



East Coast Terminal Co.

VERIFIED STATEMENT

of

Frank K. Peeples, Jr.

on behalf of

East Coast Terminal Co.

My name is Frank K. Peeples, Jr., and I am the President of East Coast Terminal Co., located at 136 Marine Terminal Drive in Savannah, GA. I have served in this capacity since February of 2002. East Coast Terminal Co. is a bulk marine terminal specializing in agriculture commodities. Our two largest commodities are wood chips and wood fuel pellets both being delivered by rail.

Presently rail service is provided to East Coast Terminal Co. by Golden Isles Railroad. The availability of safe, efficient and competitive rail service is important to East Coast Terminal Co.

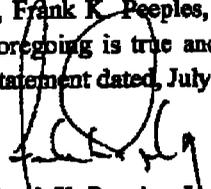
East Coast Terminal Co. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Golden Isles Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options and the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Frank K. Peeples, Jr., declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement dated, July 26, 2012.


Frank K. Peeples, Jr.
President, East Coast Terminal Co.

EMPIRE TRANSLOAD COMPANY

VERIFIED STATEMENT

of

Jerry L. Hood Jr.

My name is Jerry L. Hood Jr., and I am the Managing Partner at Empire Transload Company, LLC, located at 2933 E. Baldwin Road, Panama City, FL 32405. I have served in this capacity since August of 2008. Our company conducts rail-to-truck transload services.

Presently rail service is provided to Empire Transload by The Bay Line RR. The availability of safe, efficient and competitive rail service is important to Empire Transload Company.

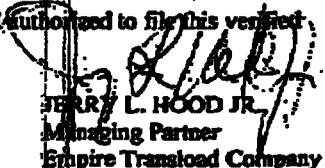
We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Bay Line RR. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jerry L. Hood Jr., declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


JERRY L. HOOD JR.
Managing Partner
Empire Transload Company

July 27, 2012



VERIFIED STATEMENT
of
Jeffrey D. Price on Behalf of
Enserco Energy LLC

My name is Jeff Price, and I am a Senior Vice President at Enserco Energy LLC ("Enserco"), located at 1515 Wynkoop Street, Suite 550, Denver, CO 80202. I have served in this capacity since June of 2010. Enserco has been involved in transportation and logistics management associated with the US domestic coal market. Among other things, Enserco often manages deliveries from primary producers to end users and as such often carries rail transportation as part of its offering.

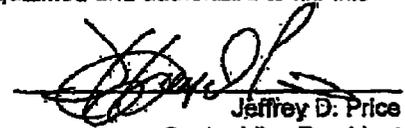
Enserco supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Utah Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RAVG&W transaction and the enhanced transportation options and services it will bring.

I, Jeff Price, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Jeffrey D. Price
Senior Vice President
August 1, 2012



Environmental Logistics Services LLC

STATEMENT
of
Darren Rizzo
on behalf of
Environmental Logistics Services

My name is Darren Rizzo and I am the CEO at Environmental Logistics Services (ELS), located at 15 Polhemus Lane in Bridgewater, NJ. I have served in this capacity since December of 2007. ELS handles municipal solid waste and construction and demolition debris through facilities located in New Jersey and Ohio. ELS operates a rail transloading facilities in Kearny and Bridgewater, New Jersey, a 1,285 acre landfill in Apex, Ohio, and a transfer station in Bridgeport, Ohio.

Presently rail service is provided to ELS Apex, Ohio landfill by the Columbus & Ohio River Rail Road (CUOH). The availability of safe, efficient and competitive rail service is important to ELS. The CUOH provides excellent and flexible service which ELS relies upon as a key component of its logistics chain. ELS supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Columbus & Ohio River Rail Road. Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. It appears that G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.


Darren Rizzo
CEO
July 30, 2012



FEDERAL WHITE CEMENT

3043 Marcor Drive
SINKING SPRING, PA 19608

PHONE: (610) 927-1410 • (800) 265-1808

FAX: (610) 670-1908

VERIFIED STATEMENT

of

Bernard J Igusky

on behalf of

Federal White Cement

My name is Bernard Igusky, and I am the Director Logistics, Marketing and Technical Services at the Federal White Cement, located at Woodstock, Ontario Canada. I have served in this capacity since May of 1998.

We operate a white portland cement company servicing all of the United States and Canada, with approximately 80% of our shipment via rail.

Presently rail service is provided to our Dallas Terminal by DGNO Railroad part of the RailAmerica, Inc. ("RA"), Group The availability of safe, efficient and competitive rail service is important to [Organization]. Federal White Cement supports the acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. ("G&W"), parent company of [serving railroad's legal name]. We support both G&W and RailAmerica as operating independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns, as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, [Name], declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Bernard J. Igusky
Director Logistics, Marketing and Technical Services
July 26th, 2012

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VERIFIED STATEMENT

of

John Thomas

on behalf of

First Union Rail Corporation

My name is John Thomas, and I am the President of First Union Rail Corporation, located at 6250 N. River Road, Rosemont, IL 60018. I have served in this capacity since May of 1994.

First Union Rail Corporation leases railcars and locomotives needed for the rail freight industry. As one of the larger railcar leasing companies in North America the financial strength of the rail industry is a major concern. First Union Rail provides railcars to both RailAmerica and to Genesee & Wyoming Inc. Short line and regional freight railroads are a significant portion of First Union Rail's customer base.

Since RailAmerica and Genesee & Wyoming, Inc., operate independent short line rail networks, they provide a critical service for all industries located on their lines. There is no overlap of service, so there would be no drop-off in rail services provided by these two short line operators. Short line railroads provide individualized service to industries on a scale not possible by the larger railroads.

I encourage favorable consideration for the RailAmerica and Genesee & Wyoming transaction.

I, John Thomas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



John Thomas, First Union Rail Corporation

July 26, 2012

**FREEMPORT-McMoRAN
COPPER & GOLD**

Phoenix Corporate Office
333 N. Central Ave.
Phoenix, AZ 85004

**VERIFIED STATEMENT
of
Eileen Madden Mitchell
on behalf of
Freeport-McMoRan Copper & Gold**

My name is Eileen Madden Mitchell and I am the Global Supply Chain Director of Logistics and Transportation at the Freeport-McMoRan Copper & Gold located at 333 N. Central Avenue, Phoenix, AZ 85004. I have served in this capacity since February of 2011. Freeport-McMoRan Copper & Gold Inc. (FCX) is a leading international mining company with headquarters in Phoenix, Arizona. FCX operates large, long-lived, geographically diverse assets with significant proven and probable reserves of copper, gold and molybdenum. FCX is the world's largest publicly traded copper producer and has a dynamic portfolio of operating, expansion and growth projects in the copper industry. FCX is also the world's largest producer of molybdenum and a significant gold producer.

Presently rail service is provided at Clifton and Miami, Arizona by Arizona Eastern Railway. The availability of safe, efficient and competitive rail service is important to FCX.

FCX supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Arizona Eastern Railway. Both G&W and RA operate independent short line rail networks. We are not aware of any overlaps in service. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads potentially creating an additional level of competition through competitive routing options. The short-haul nature of short lines makes trucking an ever-present and constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values. G&W has clearly demonstrated their commitment to safe performance and customer satisfaction through their safety investments in the Arizona Eastern Railway and their open communications regarding potential impacts to FCX as a customer. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Eileen Madden Mitchell, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Eileen Madden Mitchell
Global Supply Chain
Director, Transportation and Logistics
July 30, 2012



2800 Gap Road
P. O. Box 2357
Batesville, AR 72503
Phone: 870-698-3000
www.futurefuelcorporation.com

VERIFIED STATEMENT
of
Sam Dortch
FutureFuel Chemical Company

My name is Sam Dortch, and I am the Executive Vice President and General Manager at FutureFuel Chemical Company located at 2800 Gap Road, Batesville, AR. I have served in this capacity since August of 2010. We manufacture diversified chemical products and biofuels. Our current movement of railcars in and out of our site is approximately 700 per month. Presently rail service is provided to FutureFuel Chemical Company by M&NA Railroad which is part of RailAmerica, Inc. The availability of safe, efficient and competitive rail service is important to FutureFuel Chemical Company growth.

FutureFuel Chemical Company have been informed of the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). It is our understanding that both G&W and RA operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. We have a long history (since the early 1970's) with M&NA Railroad, first as a part of Kodak, then as part of Eastman Chemical Company and since November 2006 as FutureFuel Chemical Company. We are pleased with the service. We have developed good working relationships with M&NA personnel.

We have reviewed G&W's 100-year history of being a dedicated, long-term owner/operator. We believe that the RA/G&W combination provides a high level of assurance that we will continue to have long-term rail partner after the acquisition of RA. The combined financial strength and long-term view should allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Both companies appear to have a commitment to safety and customer service. G&W's operating philosophy would be consistent with RA in allowing decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, FutureFuel Chemical Company views the RA/G&W transaction and the enhanced transportation options and services as a positive development.

I, Sam Dortch, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sam Dortch


Executive Vice President and General Manager
FutureFuel Chemical Company



Peter Thomas
General Manager, Software and Optimization
Solutions
President, RMI
3475 Piedmont Road, NE, Suite 250
Atlanta, GA 30305-8700
USA

T +1 404 443 1996
C +1 814 323 5238
F +1 404 352 3669

July 30, 2012

VERIFIED STATEMENT
Of Peter Thomas
on behalf of GE Transportation

My name is Peter Thomas, General Manager of Software and Optimization Solutions for GE Transportation. I am also the President of RMI, a GE Transportation Company, a recent addition to the GE Transportation's solutions portfolio. I have served in this capacity since January, 2012. RMI is located at 3475 Piedmont Road, NE, in Atlanta, GA.

RMI, a GE Transportation company, is a leading provider of transportation management software and analytics to the railroad industry. Founded in 1979, RMI is part of GE Transportation's (NYSE: GE) rail, mining, and propulsion systems business, with more than 13,000 employees worldwide and \$5 billion in annual revenue. RMI emphasizes in-depth knowledge of rail operations to provide software as a service and licensed solutions to railroads and industrial shippers. RMI's software supports management of rail and intermodal operations, signal and communication assets, railcar repair billing and inventory, and multi-modal visibility, planning, and execution for industrial shippers and logistics service providers.

Short line and regional freight railroads represent RMI's core client base. Since 1993, RMI has provided transportation management software and analytic services to Genesee & Wyoming, Inc. ("G&W"). This information systems support has helped enable G&W to offer competitive rail services to their customers, improve operating performance, reduce processing time, increase automation, and streamline communications.

G&W has a 100-year history of being a dedicated owner/operator in the rail industry and has been a strong, stable, and long-term transportation partner for rail shippers across North America. G&W's financial strength allows for reinvestment in rail operations, technology, and infrastructure to support their business operations, improve service, and meet the transportation needs of their customers.

G&W's commitment to safety and customer service are core values, affirmed by its industry-leading safety performance and customer satisfaction scores. RMI respectfully requests the Board to give full consideration to G&W's demonstrated commitment to these critical compliance and performance criteria in considering G&W's capability to successfully integrate the proposed transaction.

I, Peter Thomas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read 'P. Thomas', written over a horizontal line.

Peter Thomas
GM - GE Transportation Software & Optimization Solutions
President - RMI, a GE Transportation Company
July 30, 2012



Telephone: 912.964.3811
Toll Free (in U.S.): 800.342.8012

P.O. Box 2406
Savannah, GA 31402
USA

Curtis J. Foltz
Executive Director

Email: cfoltz@gaports.com
Call Direct: 912.964.3874
Fax: 912.966.3615

VERIFIED STATEMENT
of
Curtis J. Foltz

On behalf of
Georgia Ports Authority

My name is Curtis J. Foltz and I am the Executive Director at the Georgia Ports Authority, located at 2 Main Street, Garden City, Georgia 31408. I have served in this capacity since January 1 of 2010. The Georgia Ports Authority develops, maintains and operates ocean and inland ports within Georgia. Our mission is to foster international trade and new industry for state and local communities; promote Georgia's agricultural, industrial and natural resources; and maintain the natural quality of the environment.

Presently, rail service is provided by the Genesee & Wyoming Inc.'s Rail Link. Rail Link provides rail services to Georgia Ports Authority terminals in Savannah and Brunswick, Georgia. Their ability to provide safe, efficient and competitive rail service is critical to the success of Georgia Ports Authority ("GPA").

GPA supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Rail Link. We believe this merger offers the ability to connect to multiple Class 1 railroads; thus, fostering healthy competition through competitive routing options.

G&W provides our company and our customers with a high level of assurance that we have a long-term rail partner. They are critical to the supply chains of businesses domiciled in the State of Georgia. Long-term vision, professional demeanor, commitment to safety and customer service are the obvious core values of this financially strong organization.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Curtis J. Foltz, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Curtis J. Foltz".

Curtis J. Foltz, Executive Director
Georgia Ports Authority

July 31, 2012

www.gaports.com

+ Port of Savannah
+ Port of Brunswick



13870 Taylor Hollow Rd.
Collins, NY 14034
716-532-3371
716-532-9000 (fax)
www.gernatt.com

VERIFIED STATEMENT
of
Neil Stern
on behalf of
GERNATT ASPHALT PRODUCTS, INC.

My name is Neil Stern, and I am a sales representative in charge of rail sales for Gernatt Asphalt Products, Inc., located at 13870 Taylor Hollow Rd., Collins, NY. I have served in this capacity since June of 1999.

Gernatt Asphalt Products, Inc. is a supplier of NYSDOT and PENNDOT approved construction aggregates to Western New York and Western Pennsylvania.

Presently rail service is provided to Gernatt Asphalt Products, Inc. by Buffalo & Pittsburgh Railroad, Inc.

Gernatt Asphalt Products, Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility at Great Valley and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Neil Stern, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Neil Stern, PA/Rail Sales
Gernatt Asphalt Products, Inc.
Dated: 7/26/2012



100 North Point Center East
Suite 400
Alpharetta, Georgia 30022
Telephone: (770) 752-8160

VERIFIED STATEMENT
of
James W. Dorsett
on behalf of
Golden Peanut Company

My name is James W. Dorsett, and I am the CEO at the Golden Peanut Company, located at 100 North Point Center East, Suite 400, Alpharetta, Georgia 30022. I have served in this capacity since March of 2000. Golden Peanut Company ships peanut products including peanut oil, peanut meal, and shelled peanuts.

Presently rail service is provided to Golden Peanut Company by Genesee & Wyoming, Inc. The availability of safe, efficient and competitive rail service is important to the Golden Peanut Company.

Golden Peanut Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Sincerely,

A handwritten signature in black ink that reads "James W. Dorsett".

James W. Dorsett
CEO
Golden Peanut Company

July 31, 2012



VERIFIED STATEMENT

of

Brian Wilkerson

on behalf of

Grange Co-op Supply

My name is Brian Wilkerson, and I am the Director of Ag Operations at the Grange Co-op, located at 28 S. Front Street – Central Point, OR. I have served in this capacity since 2010. Along with our 7 Retail Stores, Grange Co-op has a Grain Elevator that manufactures and distributes conventional and organic feeds. We receive most of our incoming grain shipments by rail.

Presently rail service is provided the Grange Co-op Elevator by Central Oregon and Pacific. The availability of safe, efficient and competitive rail service is important to Grange Co-op Supply.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CORP. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Brian Wilkerson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Brian Wilkerson

Director of Ag Operations

7/26/2012



VERIFIED STATEMENT

of

David A. Naas

on behalf of

Green Circle Bio Energy

My name is David A. Naas, and I am the Logistics Manager at the Green Circle Bio Energy, located at 2500 Green Circle Parkway, Cottondale, Florida 32431. I have served in this capacity since December of 2008. Green Circle produces over one half million metric tons of wood pellets for export to Europe.

Presently rail service is provided Green Circle by Bay Line/GWRR. The availability of safe, efficient and competitive rail service is important to Green Circle.

Green Circle supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Bay Line in that both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, David A. Naas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

D.A. Naas

Digitally signed by D.A. Naas
DN: cn=D.A. Naas, o=Green Circle
Bio Energy, ou,
email=dnaas@greencircle.com,
c=US
Date: 2012.07.24 14:14:26 -0500

David A. Naas
Logistics Manager
Green Circle Bio Energy
July 25, 2008



GREENE COUNTY INDUSTRIAL BOARD

Since 1981

VERIFIED STATEMENT

of

Phillis Belcher

on behalf of

Greene County Industrial Development Authority

My name is Phillis Belcher, and I am the Executive Director at the Greene County Industrial Development Authority, located at 111 Main Street, Eutaw, Alabama. I have served in this capacity since March of 1994. We manage the Crossroads of America Port and Park.

Presently rail service is provided to the Crossroads Park by Alabama Gulf Coast Railway. The availability of safe, efficient and competitive rail service is important to existing industry as well as new and expanding industry.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Alabama Gulf Coast Railway. The industrial park needs access to rail service and multi-modal transportation, such as this merger would produce. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

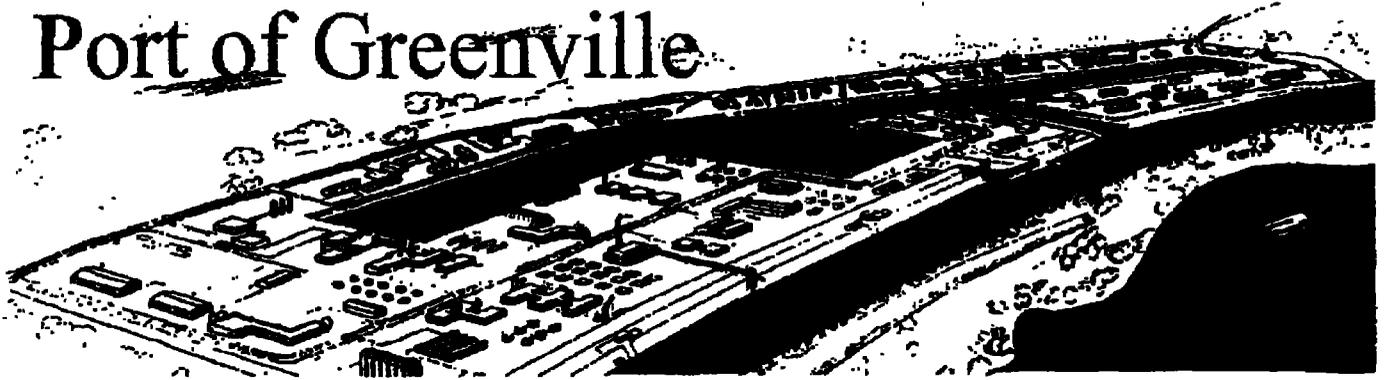
Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Phillis Belcher, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Phillis Belcher

Phillis Belcher, Executive Director,
Greene County Industrial Development Authority
July 30, 2012

Port of Greenville



TOMMY HART
Port Director

PHIELD PARISH III, *President*
CHARLES G. BEVL, *Vice-President*
THOMAS R. GORDON, *Secretary*
DAVID L. STOKES, *Commissioner*
JOSEPH L. WILEY, *Commissioner*
CHARLES S. TINDALL III, *Attorney*

VERIFIED STATEMENT
Of
Tommy Hart
On behalf of
GREENVILLE PORT COMMISSION

My name is Tommy Hart and I am the Port Director at the Greenville Port Terminal located at 2701 Harbor Front Road. I have served in this capacity since June of 2008. Some but not all of the business activities here consists of loading rail off of barges and loading railcars with scrap

Presently rail service is provided to Greenville Port by C&G or G&W railroad. The availability of safe efficient and competitive rail service is important to the Greenville Port Commission.

Greenville Port supports the acquisition of RailAmerica Inc, by Genesee & Wyoming Inc. Both G & W and RailAmerica operate independent short line rail networks and combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of sort lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure-as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Tommy Hart, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct, Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read 'Tommy Hart', with a long, sweeping horizontal line extending to the right.

Tommy Hart
Director, Greenville Port Commission
7/27/2012

Group III Asphalt, Inc.

P O Box 3687

Pensacola, FL 32516

VERIFIED STATEMENT

of

Jerry Long

on behalf of

Group III Asphalt, Inc.

My name is Jerry Long, and I am the President at the Group III Asphalt, Inc., located at 55 E. Quintette Road, Cantonment, FL 32533, I have served in this capacity since September of 2011.

We receive rail cars of different limestone and granite rocks for the use in the production of asphalt.

Presently rail service is provided Group III Asphalt, Inc. by RailAmerica, Inc. The availability of safe, efficient and competitive rail service is important to Group III Asphalt, Inc.

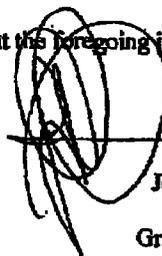
Group III Asphalt, Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of RailAmerica, Inc. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jerry Long declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Jerry Long, President

Group III Asphalt, Inc.

July 30, 2012



HAMPTON LUMBER SALES

July 30, 2012

VERIFIED STATEMENT

George Bonner
on behalf of
Hampton Tree Farms DBA Hampton Lumber Sales

9600 SW Barnes Road
Suite 200
Portland, OR 97225-6666
phone 503.297.7691
www.hamptonaffiliates.com

To whom it may concern:

My name is George Bonner, and I am the Director of Transportation for Hampton Lumber Sales, located at 9600 SW Barnes Road, Suite 200. I have been with Hampton since January 1993.

Hampton is one of the largest lumber producers in North America and employs close to 1500 employees; with six sawmill complexes in the Pacific Northwest and two in Western Canada. Hampton Lumber Sales Company, the marketing arm of Hampton Affiliates, is responsible for general wholesale lumber sales on a worldwide basis and markets over 3 billion board feet of lumber and panel products annually.

Presently rail service is provided by the Portland & Western Railroad, Inc, which is a Genesee & Wyoming, parent company of the P&W railroad. The Portland & Western Rail serves Hampton's largest lumber producing mill located at Willamina, OR. Hampton also has a distribution center located in Dallas, TX; which is served by the Dallas, Garland & Northeastern Railroad (DGNO). Rail America is the parent company to the DGNO. The ability to have continued safe, efficient, and competitive rail service is vital to Hampton's transportation network. Rail service is essential in keeping our sawmills economically viable, providing a cost efficient transportation link to our customers and the market.

Therefore, Hampton supports the acquisition of Rail America, Inc, by the Genesee & Wyoming Inc. While there is no overlap in service between the CORP and the P&W; both railroads will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organizations supply chain, and the Genesee & Wyoming's 100 year history of being a dedicated, long-term railroad; provides our company and customers with a high level of assurance that we have a long term rail partner with strong financial strength to properly invest in their rail infrastructure.

Given the aforementioned benefits, I encourage favorable consideration for the Rail America/Genesee Wyoming transaction and the enhanced options and services this will bring.

Sincerely,



George Bonner

Director of Transportation
Hampton Lumber Sales

Harsco Minerals International, a division of Harsco Corporation
5000 Ritter Rd, Suite 205
Mechanicsburg, PA 17055
Mail P.O. Box 0515
Camp Hill PA 17001-0515

Phone: 717-506-2056
Fax: 717-346-9817
www.harsco minerals.com



VERIFIED STATEMENT

of

Sandra Sinowitz

on behalf of:

Harsco Minerals International

My name is Sandra Sinowitz and I am the Logistics Coordinator at the Harsco Minerals International, located at 5000 Ritter Road * Suite 205, Mechanicsburg, PA 17055. I have served in this capacity since March of 2009. Harsco is an industry pioneer in the processing of mineral products for environmentally beneficial uses.

Presently rail service is provided to Harsco Minerals International located at 2040 Baldwin Road * Satsuma, AL by Alabama and Gulf Coast Railway (AGR). The availability of safe, efficient and competitive rail service is important to Harsco Minerals International.

Harsco Minerals International supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Alabama and Gulf Coast Railway (AGR). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Harsco Minerals International, a division of Harsco Corporation
5000 Riffer Rd, Suite 205
Mechanicsburg, PA 17055
Mail. P O. Box 0515
Camp Hill, PA 17001-0515

Phone: 717-508-2056
Fax: 717-348-9817
www.harsco minerals.com

HARSCO
MINERALS

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.] Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Sandra Sinowitz declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Sandra Sinowitz

Harsco Minerals International

Logistics Coordinator

July 31, 2012

HECK CELLARS

15401 BEAR MOUNTAIN WINERY ROAD
DI GIORGIO, CA 93203-9743
(805) 854-6120
FAX (805) 854-2876

VERIFIED STATEMENT

of

Bryan Walsh

on behalf of

Heck Cellars Winery

My name is Bryan Walsh, and I am the Winery Financial Manager at Heck Cellars, Inc, located at 15401 Bear Mountain Winery Road, DiGiorgio, CA. I have served in this capacity since July, 2006. Heck Cellars is involved in the production of alcoholic spirits.

Presently rail service is provided to Heck Cellars by the San Joaquin Valley Railroad. The availability of safe, efficient and competitive rail service is important to Heck Cellars.

Heck Cellars supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the San Joaquin Valley Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Bryan Walsh, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



7-30-12

Bryan Walsh, Winery Financial Manager, Heck Cellars Winery



VERIFIED STATEMENT

of

Lisa Valerio

on behalf of HollyFrontier Companies

My name is Lisa Valerio, and I am the Oil Movement Supervisor at the HollyFrontier Refinery, located at 393 South 800 West, Woods Cross, Utah. I have served in this capacity since December of 2007, but have handled the rail logistics for over 20 years.

We ship and receive many petroleum products both hazardous and non-hazardous.

Presently rail service is provided at Woods Cross, Utah by Utah Railway. The availability of safe, efficient and competitive rail service is important to HollyFrontier Companies.

We at the HollyFrontier Refinery supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Utah Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Lisa Valerio, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Lisa Valerio
Oil Movement Supervisor
HollyFrontier Companies - Woods Cross Refinery
July 30, 2012

Holly Refining & Marketing Company, Woods Cross Refinery
393 South 800 West • Woods Cross, Utah 84087-1435
(801) 299-6600 • Fax (801) 299-6609



Huron Commodities Inc.
P.O. Box 1353, Clinton, ON N0M 1L0
Tel. 519-482-8400 FAX: 519-482-8383

VERIFIED STATEMENT
of
Jason Gerrard
on behalf of
Huron Commodities Inc.

My name is Jason Gerrard, and I am the Logistics Manager at the Huron Commodities Inc., located at 75 Wellington St. Clinton, ON . I have served in this capacity since June of 2010.

Huron Commodities is a grain distributor.

Presently rail service is provided to Huron Commodities Inc. by Goderich-Exeter Railway. The availability of safe, efficient and competitive rail service is important to Huron Commodities Inc..

We supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Goderich-Exeter Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jason Gerrard, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Jason Gerrard

Huron Commodities Inc.

20/7/2012



568 1st Ave South, Suite 600, Seattle, WA 98104 voice +1.206.254.0203 fax +1 206.254.0204
Innovating renewables for the future www.imperiumrenewables.com

July 30, 2012

My name is Todd Ellis, and I am the Vice President of Sales and Business Development for Imperium Renewables Inc. located at 568 First Ave S Suite 600, Seattle, WA 98104. I have served in this capacity since January 2009, Imperium owns and operates Imperium Grays Harbor (IGH) one of the largest biodiesel production facilities in North America. IGH ships raw material feedstocks into Hoquiam, WA and finished products throughout North America for the operation of our facility.

Presently rail service is provided to IGH by Puget Sound and Pacific (PSAP). The availability of safe, efficient and competitive rail service is important to IGH.

Imperium supports the acquisition of RailAmerica, Inc. (RA), parent company of PSAP, by Genesee & Wyoming Inc. (G&W). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Todd Ellis

A handwritten signature in black ink that reads "Todd Ellis".

Vice President
Imperium Renewables Inc.



Re: Genesee & Wyoming/RailAmerica Merger

My name is Nicholas M. Grimmer. I am the Director, Fuel Supply for Indianapolis Power & Light Company (IPL). My current position requires me to negotiate rail rates and schedule unit train deliveries to IPL's three coal powered generating stations.

Two of IPL's coal powered generating stations are served by the Indiana Southern Rail Road. The third generating station is served by The Indiana Railroad.

I understand that Genesee & Wyoming, Inc. has proposed acquiring RailAmerica, Inc., the parent company of The Indiana Southern Rail Road. In my market, I am not aware of any overlap of services provided by Genesee & Wyoming, Inc. and RailAmerica, Inc. and therefore don't foresee any loss of competition due to this merger. In fact, IPL supports any merger that results in Indiana Southern Rail Road's parent company emerging financially stronger and committed to being a long term provider of quality rail service to IPL.

If I can be of any further assistance, please don't hesitate to contact me at (317) 261-8856. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Nicholas M. Grimmer', is written over a horizontal line.

Nicholas M. Grimmer

NMG/ds



VERIFIED STATEMENT
of Robert L. Miller on behalf of
International Auto Processing, Inc.

My name is Robert Miller, President & CEO at International Auto Processing, Inc. ("IAP") located at 1 Joe Frank Harris Blvd., Brunswick, GA 31523. I have served in this capacity for two years. IAP is an Automobile Port Processor and has been in business at this location for 26 years. Presently, rail service is provided to IAP by Golden Isles Railway. The availability of safe, efficient, and competitive rail service is important to IAP.

IAP supports the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming Inc. ("G&W"), parent company of Golden Isles Railway. Both G&W and RA operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. Also, the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole, as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Robert L. Miller, declare under penalty of perjury, under the laws of the United States, that the aforementioned is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Robert L. Miller
President & CEO
International Auto Processing
7/25/12

International
Forest Products LLC



July 30, 2012

United States Surface Transportation Board
395 E Street, SW,
Washington DC 20423

Subj: IFP Letter of Support for G&W acquisition of RailAmerica

To Whom it may concern,

I fully support the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming Inc. ("G&W").

IFP ships over 12,000 railcars/year in North America. Currently IFP enjoys the services of 8 shortline railroads in G&W's portfolio of 65 shortline railroad assets and 3 of 45 shortline railroads under RailAmerica's assets. The merger of these two shortline railroad holding companies should only enhance shippers' options as a larger shortline railroad holding company could use better leverage to negotiate terms with Class 1 railroads who control the pricing power. Furthermore, this merger would bring efficiencies and consistency in service, and the newly merged company should allow access of more capital for needed investment in infrastructure.

From a market competition standpoint, I feel there is little threat to shippers of uncompetitive economic behavior as a result of this proposed merger. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, I have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services this acquisition will bring.

I have been with IFP for over 7 years, and know the importance of a viable rail network for the successful execution of North America's export supply chain. IFP is the 27th largest containerized export in the US with over 50 North American suppliers who use rail as their primary mode of transportation. Please let me know if I can be of any further assistance.

Respectfully Submitted,

A handwritten signature in black ink that reads 'Rob Shepard'. The signature is written in a cursive, slightly slanted style.

Rob Shepard
Director of Transportation & Logistics
International Forest Products
One Patriot Place
Foxborough, MA 02035
T: 508 698 4651
E-Mail: RobS@ifpcorp.com

VERIFIED STATEMENT

of

Andy Cross

on behalf of

International Paper Mount Vernon Container Plant

My name is Andy Cross, and I am the Scheduler at the International Paper Mount Vernon Container Plant, located at 8800 Granville Road, Mount Vernon, Ohio. I have served in this capacity for 10 years. We are a corrugated business converting corrugated material for boxes, and shipping corrugated material to customers for a variety of applications.

Presently rail service is provided to International Paper by Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to International Paper.

International Paper, Mount Vernon Container Plant supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Andy Cross, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Andy Cross, Scheduler, International Paper, Mount Vernon Container Plant

07/31/2012

VERIFIED STATEMENT

of

Wade A. Cashdollar

on behalf of

International Paper Newark Container Division

My name is Wade Cashdollar, and I am the Planner/Material Controls Manager at the International Paper Newark Container Division, located at 1851 Tamarack Road, Newark, Ohio. I have served in this capacity since August of 1995. We are a corrugated business converting corrugated material for boxes and Pizza boxes and shipping corrugated material for Customer to convert to boxes.

Presently rail service is provided to International Paper by Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to International Paper.

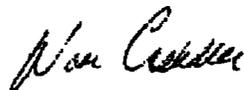
International Paper, Newark Container Division supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Wade Cashdollar, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Wade Cashdollar, Planner Material Control Manager, International Paper, Newark Container Division
07/31/2012



Interstate Shredding, LLC

VERIFIED STATEMENT
of
Gary Chandler
on behalf of
Interstate Shredding, LLC

My name is Gary Chandler and I am the Chief Operating Officer at the Interstate Shredding, LLC located at 27 Furnace Lane in Girard, OH. I have served in this capacity since April of 2011. Interstate Shredding, LLC is a metal recycling and processing facility serving the steel and other metals industry.

Presently rail service is provided to Interstate Shredding, LLC by the Youngstown Belt Railroad. The availability of safe, efficient and competitive rail service is important to Interstate Shredding, LLC. The Youngstown Belt Railroad provides flexible and economical rail service for short and long distance shipments.

Interstate Shredding, LLC supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Youngstown Belt Railroad. Both G&W and Rail America operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Gary Chandler, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Gary Chandler, COO



P.O. Box 21119
Houston, TX 77226-1119
Tel: 713.697.7105
Fax: 713.697.7335
Toll Free: 800.231.1034

VERIFIED STATEMENT

of
Robert E. Elkington

My name is Robert E. Elkington, Senior Vice President and Division Manager of Intsel Steel West LLC, a Triple S Steel Company, 1887 South 700 West, Salt Lake City, Utah 84104. We are steel service center and depend on railroad delivery of steel coils, plate, beams, tubing and other items.

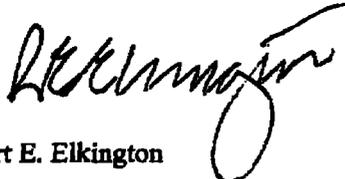
Presently rail service is provided at our location in Salt Lake City, Utah by Utah Railway. The availability of safe, efficient and competitive rail service is important to Intsel Steel.

Intsel Steel supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Utah Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there appears to be no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. The short-haul nature of short lines makes trucking a constant competitor.

Favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring is encouraged.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Intsel Steel West LLC

By: 

Robert E. Elkington

Division Manager

Date: August 1, 2012



**Jack Kennedy Metal
Products & Buildings, Inc.**
P.O. Box 138, Taylorville, Illinois 62568
Phone (217) 287-7231 / Fax (217) 287-7232
Email – info@kennedymetal.com

July 24, 2012

This document is the Verified Statement of William R. Kennedy, on behalf of Jack Kennedy Metal Products & Buildings, Inc.

Rail freight service is important to JKMP. Our Plant No. 9 at Langleyville (Calloway), Illinois is currently served by the Genesee & Wyoming's Illinois & Midland division, operating on the former Chicago and Illinois Midland Railway track. Without this rail service we would be at a competitive disadvantage due to truck freight cost.

It is our view that the combined short lines of G&W and RailAmerica will result in benefit for all concerned. I understand that they do not operate parallel trackage and do not currently compete with each other. Further, their combined operations may make for more competitive options with respect to which Class 1 roads are available to us.

I, William R. Kennedy, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

William R. Kennedy, President, CEO
Jack Kennedy Metal Products & Buildings, Inc.



BLOUNT ISLAND MARINE TERMINAL · GAMES POINT MARINE TERMINAL · TALLEYRAND MARINE TERMINAL · JAXPORT CRUISE TERMINAL · ST. JOHN'S RIVER FERRY

**Verified Statement of
Paul Anderson on behalf of
Jacksonville Port Authority**

My name is Paul Anderson and I am the Chief Executive Officer of the Jacksonville Port Authority, located at address 2831 Talleyrand Avenue, Jacksonville, Florida 32206. I have served in this capacity since January 2011.

Presently rail service is provided to the Port Authority's tenants at the Talleyrand Marine Terminal by Talleyrand Terminal Railroad, within the Genesee Wyoming Organization. This rail service provides our customers the ability to connect with Norfolk Southern and CSX. The availability of safe, efficient, and competitive rail service is important to the Jacksonville Port Authority.

The Jacksonville Port Authority supports the acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc., the parent company of Talleyrand Terminal Railroad. Both Genesee & Wyoming and RailAmerica operate independent short line rail networks and combined, there is no overlap of services; therefore, we have no competitive concerns as the merger creates no duplication of rail networks or a change of service to existing customers. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. The short haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of the Jacksonville Port Authority's supply chain through the marine terminals and Genesee & Wyoming's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. Genesee & Wyoming's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Genesee & Wyoming's commitment to safety and customer service are core values and they are clearly demonstrated by industry-leading performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. Genesee & Wyoming decentralized operating philosophy allows decision making to be made at the local level, which allows the local Genesee & Wyoming Companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RailAmerica and Genesee & Wyoming transaction that will enhance the transportation options and services.

I, Paul Anderson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


A. Paul Anderson, CEO

Austin's

JAMES AUSTIN COMPANY

115 Downieville Road
P.O. Box 827
Mars, PA 16048-0827

724-625-1535
800-245-1942
Fax: 724-625-3288

Since 1889
www.jamesaustin.com

VERIFIED STATEMENT

of
Frank Bjalobok
on behalf of
James Austin Company

My name is Frank Bjalobok and I am the Purchasing Manager/Rail Traffic Coordinator at James Austin Company, located at 115 Downieville Road, Mars, PA 16046. I have served in this capacity for 32 years.

Our Company's business activities are manufacturing of household cleaning products.

Presently rail service is provided to James Austin Company by Buffalo & Pittsburgh Railroad, Inc.

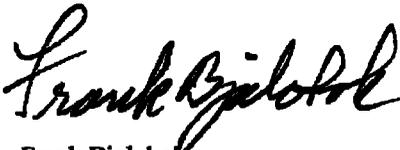
James Austin Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility at 115 Downieville Road, Mars, PA 16046 and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Frank Bjalobok, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

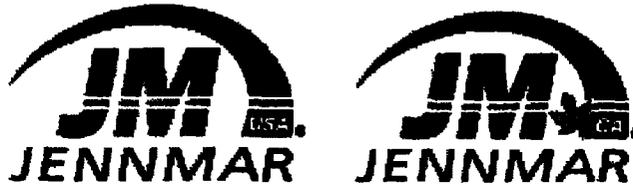


Frank Bjalobok

Purchasing Manager/Rail Traffic Coordinator

James Austin Company

July 26, 2012



VERIFIED STATEMENT

of
Todd Revtai
on behalf of
Jennmar Corporation

My name is Todd Revtai, and I am the Manager of Logistics, located at our Global Headquarters - 258 Kappa Dr, Pittsburgh, PA. I have served in this capacity since May of 2010.

Jennmar is the Global Leader in Ground Control Technology for the Mining and Tunneling Industry. Presently rail service is provided to Jennmar of Canada by The Ottawa Valley Railway. The availability of safe, efficient and competitive rail service is important to Jennmar of Canada.

Jennmar of Canada supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The Ottawa Valley Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner, especially as Jennmar of Canada adds new manufacturing facilities across Canada. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Todd Revtai, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

**Manager of Logistics, Jennmar Corporation
July 30, 2012**



JH Kelly, LLC
www.jhkelly.com
WA CRL #JHKELL044KF
OR CCB #0117544

July 25, 2012

The Board of Commissioners
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

Re: Genesee & Wyoming, Inc.

Dear Commissioners:

Please register JH Kelly Holding LLC's strong support for Genesee & Wyoming's (G&W) proposed acquisition of RailAmerica, Inc. We are the owners of a large bio-refinery that is serviced by G&W. Our facility is the largest dry mill ethanol plant on the West Coast of the United States and is strategically located on the Columbia River near Clatskanie, OR. We employ in excess of 70 workers, and we rely on G&W for the delivery of up to 12,000 rail cars of corn per year to keep our plant operational. We have found G&W to be responsive, creative and customer-oriented, even when their counterparts at the major rail lines are not. We have also been pleased with G&W's willingness to assist in difficult negotiations with the Burlington Northern Santa Fe, and we can only assume that their acquisition of RailAmerica will only increase the short line's clout with the majors – and bolster their ability to stand up for and champion the customers in their backyard. There is no overlap by G&W and RailAmerica in our service area, and we therefore have no concerns about any anti-competitive effect resulting from this merger.

As you are aware, short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

We very much appreciate your consideration of G&W's application and our perceptions of the proposed transaction. We strongly urge you and the Surface Transportation Board to approve of and authorize this acquisition with all due haste. Thank you again.

Sincerely,

Mason M. Evans
President



Johnson City Chemical Co., Inc.

Providing Quality Products and Service Since 1974

Fairview & Steel Sts. / P.O. Box 760 / Johnson City, Tenn. 37605-0760 / (423) 926-2167 / FAX (423) 434-0604

**VERIFIED STATEMENT
of
Tim Potter
on behalf of
Johnson City Chemical Company**

My name is Tim Potter, and I am the plant manager at Johnson City Chemical Company, located at 402 Steel Street, Johnson City, TN 37601. I have served in this capacity since December of 1992.

Johnson City Chemical Company was founded in 1974 as a fertilizer blending operation where the railroad was utilized for bringing in raw material.

In 2002 we moved our blending operation to our Greeneville, TN plant which allowed us to convert our Johnson City location into a transloading facility. We are currently handling between 700-800 railcars of product per year.

Presently rail service is provided to Johnson City Chemical Company by CSX and Norfolk Southern railroads with railcars being switched by East TN Railway, a shortline owned by Genesee & Wyoming Inc. The availability of safe, efficient and competitive rail service is important to Johnson City Chemical Company.

Johnson City Chemical Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



Johnson City Chemical Co., Inc.

Providing Quality Products and Service Since 1974

Fairview & Steel Sts. / P.O. Box 760 / Johnson City, Tenn. 37605-0760 / (423) 926-2167 / FAX (423) 434-0604

I, Tim Potter, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Tim Potter". The signature is written in a cursive, flowing style.

Tim Potter, General Manager, Johnson City Chemical Company

07/24/2012



VERIFIED STATEMENT
of
Anita Walth
on behalf of
Keyera Energy Inc.

My name is Anita Walth, and I am an NGL Marketing Representative at Keyera Energy Inc., located at 10370 Richmond Avenue, Suite 210; Houston TX 77042. I have served in this capacity since October of 2008.

We are a gas processing company with plants located primarily in western Canada. We ship natural gas liquids by tank car into the U.S. to our own rail terminal facilities and to other customer destinations.

Presently rail service is provided to our Keyera Energy Shelton WA facility by the Puget Sound and Pacific Railroad. The availability of safe, efficient and competitive rail service is important to Keyera Energy.

Keyera supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Puget Sound and Pacific Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

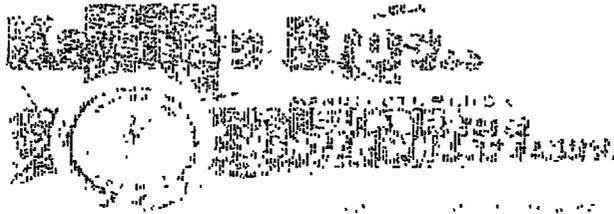
Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner.

Given the aforementioned benefits, we encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Anita Walth, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Anita Walth, Keyera Energy Inc.

7/30/12



VERIFIED STATEMENT
of
David Remley
on behalf of
Keynes Brothers, Inc.

My name is David Remley, and I am the Director of purchasing and sales at the Keynes Brothers, Inc., located at 1 West Front St. Logan, Ohio 43138. I have served in this capacity since May of 1981. Keynes Brothers is a 5th generation family flour mill serving bakeries in Ohio and surrounding States since 1869. The company has 65 full time employs. We mill about 5.5 million bushels of Ohio soft red winter wheat a year. About half our wheat needs are delivered by rail or 750 hopper car loads.

Presently rail service is provided to our facility at Logan by the IORY. The availability of safe, efficient and competitive rail service is important to Keynes Brothers if we are going to continue to operate. Without rail service Keynes Brothers would have to cease operation completely or move our operation to another state, putting 65 long time employs with out jobs in an area already facing high unemployment.

Keynes Brothers, Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of IORY. Reasons for support are: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

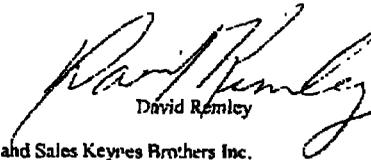
Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's

decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, David Remley, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



David Remley

Director of Purchasing and Sales Keynes Brothers Inc.

27 July 2012



Keystone Consolidated Industries, Inc.
Keystone Steel & Wire – Peoria, IL
Keystone-Calumet, Inc – Chicago Heights, IL
7000 S.W. Adams Street • Peoria, IL 61641
309/697-7020 Phone • 309/697-7487 Fax
www.redbrand.com • www.keystonesteel.com

VERIFIED STATEMENT

of

Jerry Clyatt

on behalf of

Keystone Steel & Wire Co.

My name is Jerry Clyatt, and I am the Superintendent of Planning at Keystone Steel & Wire Co, located at 7000 SW Adams Street, Peoria, Illinois. I have served in this capacity for the past 15 years. KS&W makes fabricated wire products for the agricultural, construction and do-it-yourself markets. A vertically integrated company with its own steel mini-mill, Keystone also makes Industrial Wire and Carbon Steel Rod with total annual shipments exceeding 600,000 tons.

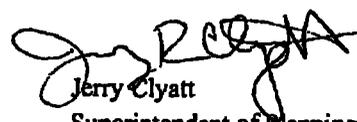
Presently Keystone Steel & Wire is served by the Tazewell and Peoria Railroad which provides local switching of cars and connects with multiple Class 1 railroads. The availability of safe, efficient and competitive rail service is vital to our company's success as it is used for both inbound and outbound shipments of raw materials and finished product.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Tazewell & Peoria Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service. We have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers us the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. Keystone Steel & Wire utilizes rail, barge and truck shipping and continually evaluates each mode of transportation to determine the optimal method of shipment to serve our customers needs.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jerry Clyatt, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Jerry Clyatt
Superintendent of Planning
Keystone Steel & Wire Co.
July 26, 2012



**Knife River Corporation - Northwest
Metro Operations
12222 NW Marina Way
Portland, OR 97231
Ph: (503) 944-3500**

CCB# 2101

www.kniferiver.com

**Admin: Fax (503) 944-3599
Const: Fax (503) 944-3555
Prepress: Fax (503) 944-3588
Central Dispatch: Fax (503) 944-3588**

**VERIFIED STATEMENT
of
David W. Jensen
on behalf of
KNIFE RIVER CORPORATION**

My name is David Jensen, and I am the Rail Operations Manager at Knife River Corporation, located at 12222 NW Marina Way, Portland OR 97231. I have served in this capacity since April of 1999.

Our company owns a small unit train (19 cars) that transports aggregate products into the Portland market area for the construction industry. We own multiple asphalt and concrete plants in the Portland area and we make use of the rail to transport those aggregate products to those plants from our mining and processing plant north of Salem, OR. Portland and Western Railroad works closely with us and operates our "Rock Train" by providing the power and labor to make the daily rail moves.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to [Knife River].

Knife River supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, David W. Jensen declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "David W. Jensen". The signature is fluid and cursive, with a long horizontal stroke at the end.

**Dave Jensen
Rail Operations Manger
Knife River – Northwest**

July 25, 2012



VERIFIED STATEMENT
of
Lee Carroll
on behalf of
Lattimore Materials Corp.

My name is Lee Carroll, and I am the General Manager, DFW Ready Mix at Lattimore Materials Corp., located at 15900 Dooley Road, Addison, TX 75001. I have served in this capacity since March of 2011.

Lattimore Materials rails construction materials to two of our material rail yards in North Texas from our Oklahoma quarry.

Presently rail service is provided Lattimore Materials Corp. by the DGNO. The availability of safe, efficient and competitive rail service is important to Lattimore Materials Corp.

Lattimore Materials Corp. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of DGNO. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Lee Carroll, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Lee Carroll, General Manager – DFW Ready Mix, Lattimore Materials Corp.

July 30, 2012

DFW Division - Headquarters
P.O. Box 2469
Addison, TX 75001-2469
(972) 221-4646 • (972) 221-4100 fax
www.lmctx.com

Houston Division
2222 Spring Stuebner Road
Spring, TX 77389
(281) 210-2777 • (281) 210-2741 fax

San Antonio Division
19347 IH 35 North
New Braunfels, TX 78132
(830) 609-0072 • (830) 609-3393 fax

VERIFIED STATEMENT

of

John Lentz

On behalf of

The Licking River Film Center

My name is John Lentz, and I am the Logistics Coordinator at the Licking River Film Center, located in Hebron, Ohio. I have served in this capacity since June of 2011. The Ohio Central Railroad provides us bulk resin to satisfy our raw material needs.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Ohio Central Railroad. They have provided us with efficient and responsive service in the past and I do not believe that this acquisition will hinder their performance and could provide us with greater benefits.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs. We always work with the Newark branch of the Ohio Central Railroad and they fill our needs at a local level.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John Lentz, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

John Lentz

John Lentz

Logistics Coordinator

7/26/2012



July 27, 2012

My name is Ray Medeiros, and I am the General Manager of Los Gatos Tomato Products, Inc, located at 19800 Gale Avenue, Huron, CA. I have served in this capacity since July, 2000. Los Gatos Tomato Products supplies tomato paste to the food and beverage industry.

Presently rail service is provided to Los Gatos Tomato Products by the San Joaquin Valley Railroad. The availability of safe, efficient and competitive rail service is important to Los Gatos Tomato Products.

Los Gatos Tomato Products supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the San Joaquin Valley Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Sincerely,

A handwritten signature in cursive script that reads "Ray Medeiros".

Ray Medeiros

Los Gatos Tomato Products



"Serving You Since 1983"

PO Box 58 Walker Road
Mechanic Falls Maine 04256
207-345-8411

Maine 800-339-8411 Adm. Fax 207-345-9439
US 877-339-8411 Lbr. Fax 207-345-8841

August 31, 2012

To Whom It May Concern;

My name is Hal Bumby and I am the President of The Maine Wood Treaters, Inc. a wood treatment facility located on the St. Lawrence and Atlantic Railroad (SLR) in Mechanic Falls, Maine.

As we receive hundreds of railcars of wood products annually the availability of safe, efficient, and competitive rail service is critically important. The SLR, a short line railroad owned by Genesee & Wyoming provides such a service. Indeed we call the SLR the best little railroad in all of New England.

Therefore, with our past experience with the SLR and the G&W since there will be no loss of service etc., we support the acquisition of Rail America Inc. by the G&W. It is an example of the class of the class growing and improving the class.

Sincerely,

Harold I. Bumby

President

The Maine Wood Treaters, Inc.



(413) 283-2971
FAX: (413) 283-7345

DISTRIBUTION SERVICES, INC.
Palmer Industrial Park, Bondsville, MA. 01009

VERIFIED STATEMENT
of
Mark A. Marasco, President
on behalf of
Mapleleaf Distribution Services, Inc.

My name is Mark A. Marasco and I am the President of Mapleleaf Distribution Services, Inc. located at 14 Third Street in Bondsville MA 01009. I have served in this capacity since June of 1986. Mapleleaf provides distribution services to shippers who want to use a combination of modes (rail, truck, intermodal) to optimize their supply chain and lower their freight costs. We provide warehousing and trucking services in coordination with the New England Central Railroad (NECR) for shippers & receivers throughout North America, giving them competitive access to rail for long-distance movement of goods combined with local truck service for the first or last miles of a freight movement.

Our customers are able to obtain very competitive rail rates to and from areas throughout the United States and Canada because the NECR directly connects to the four major railroads which serve New England – CSX, NS, CN, and CP. Our joint services help lower transportation costs and keep New England employers competitive by providing rail transportation to companies that are not located along a rail line.

Mapleleaf supports the acquisition of RailAmerica, Inc. ("RA"), the parent company of NECR, by Genesee & Wyoming Inc. ("G&W") because it will enhance our ability to offer competitive options to our customers. Since many short line railroads in the G&W family connect to multiple Class I railroads, we can offer our customers multiple rail routes to reach their destinations, allowing them to choose among various price & service options. Coordinating these service packages with other G&W railroads will help us convert more long-haul shipments from truck to rail, which consumes less fuel, reduces emissions, and prevents wear & tear on our nation's highways.

G&W's long history of being a dedicated owner/operator provides our company with a high level of confidence that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure, as well as making investments to support customer growth projects. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local short lines to respond to their customers' needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Mark A. Marasco, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Mark A. Marasco, President
Mapleleaf Distribution Services, Inc.
July 26, 2012



**McKEES ROCKS INDUSTRIAL
ENTERPRISES, INC.**

149 NICHOL AVENUE - MAIN OFFICE, McKEES ROCKS, PA 15136

VERIFIED STATEMENT

of

James J. Lind

on behalf of

McKees Rocks Industrial Enterprises, Inc.

My name is James J. Lind, and I am the President at the McKees Rocks Industrial Enterprises, Inc. (MRIE), located at 149 Nichol Ave., McKees Rocks, PA 15136. I have served in this capacity since June of 2007. MRIE has over 30 years of experience with providing material handling, storage, processing, packaging, transloading and distribution services.

Presently rail service is provided to MRIE by Pittsburgh Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to MRIE

MRIE supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. As both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, James J. Lind, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

James J. Lind, President, McKees Rocks Industrial Enterprises, Inc.

July 30, 2012



VERIFIED STATEMENT

of
Steven Vitale
on behalf of
MCRL, LLC

My name is Steven Vitale, and I am the President at the MCRL, LLC, located at 801 E. 4th Street, Gillette WY 82716. I have served in this capacity since October 1st, of 2011. MCRL provides "cartopping" services for mines and utilities to adhere to the BNSF tariff in the Powder River Basin. MCRL is the largest provider of cartopping services in the world.

I, Steven Vitale and MCRL supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Steven Vitale, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Steven Vitale, President, MCRL, LLC.

July 30th, 2012



THE MELVIN STONE COMPANY, LLC

P.O. Box 158, Sabina, Ohio 45169-0158

LOCAL 937/584-2486 • WATS 800/521-7556 • FAX 937/584-4044

VERIFIED STATEMENT

of

Dennis Garrison

on behalf of

The Melvin Stone Company, LLC.

My name is Dennis Garrison, and I am the President at The Melvin Stone Company, located at 228 Melvin Rd., Wilmington, Ohio, 45177. I have served in this capacity since June of 1995.

Presently rail service is provided to The Melvin Stone Company by RailAmerica, Inc.. The availability of safe, efficient and competitive rail service is important to our company.

Melvin Stone has been in business since 1919. Its aggregate operations provide crushed limestone and sand and gravel for use in building, maintaining, and expanding Ohio's highways, roads, streets, bridges, and other infrastructure needs as well as commercial and residential development. In addition to providing numerous other construction uses, Melvin Stone's aggregate products are incorporated into asphalt and concrete for use in highway and road construction. Melvin's products are also used for a variety of agricultural purposes. The company has quarries and distribution facilities in Bowersville, Chillicothe, Cincinnati, Circleville, Washington Court House, Williamsport and Wilmington, Ohio.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a level of assurance that we have a long-term rail partner.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



Dennis Garrison, President
July 30, 2013

METRO GROUP INC.

3150 West 900 South
Salt Lake City, UT 84104

My name is Dan Floyd, and I am the Vice President of Operations at Metro Group inc., located at 3150 West 900 South Salt Lake City, UT. I have served in this capacity for 15 plus years. We are primarily a metal recycling company with a Transloading division. At our new facility, which opened on June 4, 2012, we have 43 cars spots. We have an second, rail served, facility in Salt Lake City located at 501 South 700 West where we have 7 car spots.

Utah Railway is currently providing service to both locations and is the only provider at our new location. The availability of safe, efficient and competitive rail service is crucial to the daily operations of Metro Group Inc. Utah Railway has always been professional and provided us with excellent service.

Metro Group Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Utah Railway. Having one carrier, Utah Railway, service our new facility has made our Logistics operations flow much smoother than it did when we had Class 1 railroads switching their own cars.

We have a great business relationship with G&W and view this acquisition another step taken by G&W to strengthen that relationship and provide even better service to Metro Group Inc.



Dan Floyd
Vice President – Operations
Metro Group Inc.
July 30, 2012



**Michigan
Agri-Business
Association**

1501 North Shore Drive, Suite A
East Lansing, Michigan 48823

www.miagbiz.org

Telephone (517) 336-0223
Fax (517) 336-0227

July 26, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423
Re: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing on behalf of the Michigan Agri-Business Association, and our more than 500 agricultural businesses in Michigan, including more than 95% of the grain handlers and fertilizer retail and distribution companies doing business in Michigan.

We support the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W) and urge the Board to give this matter an expedited hearing.

Michigan's agricultural businesses, especially the grain and fertilizer sectors are heavily dependent on short line railroad service. These local railroads, in particular RailAmerica serve areas of our state where Class I railroads no longer exist, especially the northern half of the Lower Peninsula, our Thumb region and western side of the state, where there is no longer any Class I service.

Short line railroads, and in particular RailAmerica owned lines are the only way many of our members stay connected to the national railroad network to secure inbound product, or for outbound shipments. All of these shippers value the local management, flexible service and the ongoing cooperation to move their rail shipments. Rail transportation is critical to the success of these businesses.

The proposed acquisition of RailAmerica by G&W offers these shippers – and our members - the best opportunity to continue the kind of service they have come to expect, along with the promise of investment in infrastructure and partnering for the future growth that all our members anticipate in the coming years.

G&W has the same management philosophy as RailAmerica. They own 63 short lines across the country and each railroad is locally managed with people "on the ground" empowered to make operating and marketing decisions that are important to shippers.

Page 2

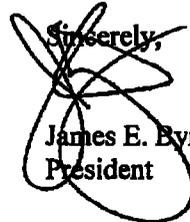
G&W has the capacity to manage and the financial strength to invest in the RailAmerica properties. G&W's 63 railroads operating 5,400 miles compare to RailAmerica's 45 railroads and 7,500 track miles. G&W has the proven ability to manage a large group of diverse short line properties which will result in a smooth and quick transition when the sale is finalized.

G&W is also a publicly traded company with great access to the capital markets. Maintaining and upgrading rail infrastructure is a very expensive proposition and critical to our members and agricultural customers on these lines. G&W's financial strength will help insure that infrastructure investments are made as necessary to maintain and improve service levels. This management capability and financial strength is critical to the shippers located on these lines, especially as they look to grow in the future.

We also strongly encourage the Board to review this application on an expedited basis so that the RailAmerica railroads are not held in a voting trust for a significant period of time. This is not a merger situation involving consolidation. There are no G&W properties in Michigan so this is merely a case of switching one set of owners for another.

The longer the RailAmerica railroads are held in a voting trust (with limited if any long or short term investment in infrastructure), the more uncertainty there is for the customers – and our members - and the less focus there will be on long-term planning and investment decisions.

I appreciate the opportunity to present our Association's position on this matter, and would be happy to provide additional information or answer any questions.

Sincerely,

James E. Byrum
President

cc: Senator Debbie Stabenow
Senator Carl Levin
Michigan Congressional Delegation
MABA Board of Directors
MABA Grain Committee
MABA Fertilizer Committee
National Grain and Feed Association
The Fertilizer Institute

July 26, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423
Re: STB Docket No. FD 35654

Dear Chairman Elliott:

We are writing regarding the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W).

We support the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W) and urge the Board to give this matter an expedited hearing.

Michigan's agricultural businesses, especially the grain and fertilizer sectors rely heavily on short line railroad service. RailAmerica serve areas of our state where Class I railroads no longer exist. These lines are the only way for our businesses to stay connected to the national railroad network to secure inbound product, or for outbound shipments. We value the local management, flexible service and the ongoing cooperation to move our rail shipments. Rail transportation is critical to our success.

The proposed acquisition of RailAmerica by G&W offers the best opportunity to continue the kind of service we have come to expect, along with the promise of investment in infrastructure and partnering for the future growth that we all anticipate in the coming years.

G&W has the same management philosophy as RailAmerica. They own 63 short lines across the country and each railroad is locally managed with people "on the ground" empowered to make operating and marketing decisions that are important to shippers.

G&W has the capacity to manage and the financial strength to invest in the RailAmerica properties. G&W's 63 railroads operating 5,400 miles compare to RailAmerica's 45 railroads and 7,500 track miles. G&W has the proven ability to manage a large group of diverse short line properties which will result in a smooth and quick transition when the sale is finalized.

G&W is also a publicly traded company with great access to the capital markets. Maintaining and upgrading rail infrastructure is a very expensive proposition and critical to our success. G&W's financial strength will help insure that infrastructure investments are made as necessary to maintain and improve service levels. This management capability and financial strength is vital to all of us.

We also strongly encourage the Board to review this application on an expedited basis so that the RailAmerica railroads are not held in a voting trust for a significant period of time. This is not a merger situation involving consolidation. There are no G&W properties in Michigan so this is merely a case of switching one set of owners for another.

The longer the RailAmerica railroads are held in a voting trust (with limited if any long or short term investment in infrastructure), the more uncertainty for us, and the less focus there will be on long-term planning and investment decisions.

We appreciate the opportunity to present our position on this matter, and would be happy to provide additional information or answer any questions.

Patricia Anderson
Cooperative Elevator Co.
Pigeon, Michigan
989/453-4500

Ron Balzer
Auburn Bean & Grain
Auburn, Michigan
989/662-4423

Thomas Ittner
Ittner Bean & Grain
Auburn, Michigan
989-662-4461

Gary M. Kaufman
Star of the West Milling Co.
Frankenmuth, Michigan
989-652-7030

Timothy L. Bailey
A&L Great Lakes Labs
Ft. Wayne, Indiana
260/557-5780

Patrick Doyle
King Milling, Co.
Lowell, Michigan
616/897-9264

Cliff Meeuwsen
Zeeland Farm Services, Inc.
Zeeland, Michigan
616/748-1847

Wesley C Edington
Falmouth Cooperative Co.
Falmouth, Michigan
231/826-3301

Bruce Sutherland
Michigan Agricultural Commodities
Lansing, Michigan
517/627-0200

MICHIGAN SUGAR COMPANY

*Anthony D Moeggenberg
Director of Logistics & Planning*

VERIFIED STATEMENT

of
Anthony D. Moeggenberg
on behalf of
Michigan Sugar Company

July 30, 2012

My name is Anthony Moeggenberg and I am the Director of Logistics and Planning for the Michigan Sugar Company, located at 2600 S. Euclid Ave, Bay City, Michigan. I have served in this capacity since February of 2004. Michigan Sugar Company is a grower owned Cooperative that manufactures and sells sugar, beet pulp pellets and beet molasses. Much of this product is distributed via rail.

Presently rail service is provided to Michigan Sugar Company by the Huron and Eastern Railroad. The availability of safe, efficient and competitive rail service is critical to the continued operation of the Michigan Sugar Company.

Michigan Sugar Company supports the acquisition of RailAmerica, Inc., parent company of the Huron and Eastern Railroad, by Genesee & Wyoming, Inc. (G&W). We feel the merger will yield a stronger more stable company positioned to operate for many years to come. The short line railroad (Huron & Eastern) that services our facilities is a critical component of our organization's supply chain operations. We feel the acquisition will strengthen the assets of both RailAmerica and Genesee & Wyoming, Inc., providing for a long-term rail partner for years to come.

Given the aforementioned benefits, I encourage favorable consideration for the RailAmerica/G&W transaction and the enhanced transportation options and services it will bring.

I, Anthony D. Moeggenberg, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,



Anthony D. Moeggenberg



GENERAL OFFICES
2600 S. EUCLID AVENUE
BAY CITY, MICHIGAN 48706
TELEPHONE (989) 686-0161 • FAX (989) 671-3719





MISSOURI METAL RECYCLING, INC.

P. O. Box 231
515 E. Ware
Webb City, MO 64870
Phone: 417-673-3232
FAX: 417-673-3748

VERIFIED STATEMENT

of

Johnnie Boyd Jr.

on behalf of

Missouri Metal Recycling

My name is Johnnie Boyd Jr. and I am the President/General Manager at Missouri Metal Recycling, located at 515 E. Ware St Webb City, MO. 64870. I have served in this capacity for over 13 years.

Missouri Metal Recycle is a full scaled metal recycling plant. We process all ferrous and non ferrous material in accordance with specifications set forth by our corporate office, brokers and mills.

Presently rail service is provided to Missouri Metal Recycling by The Missouri Northern Arkansas Railroad. The availability of safe, efficient and competitive rail service is important to Missouri Metal Recycling.

Missouri Metal Recycling supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Missouri Northern Arkansas Railroad. Both G&W and Rail America operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Johnnie Boyd Jr. declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Johnnie Boyd Jr., President, Missouri Metal Recycling

7/26/12

A handwritten signature in black ink, appearing to read "Johnnie Boyd Jr.", written in a cursive style.

of MONSANTO
INCORPORATED

MONSANTO COMPANY
P.O. Box 178
Monsanto, Missouri 64401
Phone: (314) 274-2211
Fax: (314) 274-2211

VERIFIED STATEMENT
of
James Yarbrough
on behalf of
Monsanto Company

My name is James Yarbrough and I am the Distribution Specialist, Rail at the Monsanto Luling Plant, located at 12501 River Rd. Luling, LA 70050. I have served in this capacity since July of 2008. I supervise the shipping and receiving of railroad cars into our facility.

Presently rail service is provided to Monsanto Luling Plant by the LRRR and LDRE (a Genesee & Wyoming railroad). The availability of safe, efficient and competitive rail service is important to Monsanto.

Monsanto supports the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming, Inc. ("G&W"), parent company of Louisiana & Delta Railroad (LDRE). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as to merger treaties or 2-tier scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure— as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision-making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, James Yarbrough, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


James P. Yarbrough Jr.

122412



VERIFIED STATEMENT of
Brian Ferguson on behalf of
Muskingum Iron & Metal, Company

My name is Brian Ferguson and I am the General Manager at the Muskingum Iron & Metal, Company located at 345 Arthur Street, Zanesville, Ohio. I have served in this capacity since May of 2011. We are a family owned recycling/scrap metal business established in 1929. I serve as the General Manager and oversee three facilities.

Presently rail service is provided by Ohio Central Railroad for our shipping needs throughout the U.S. The availability of safe, efficient and competitive rail service is important to Muskingum Iron & Metal.

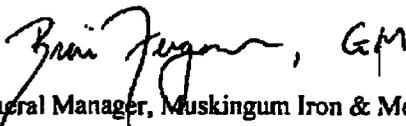
Muskingum Iron & Metal supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

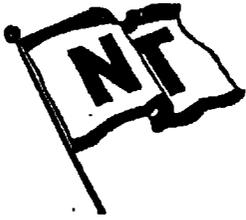
G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Brian Ferguson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Brian Ferguson, General Manager, Muskingum Iron & Metal Company

July 27, 2012



NASSAU TERMINALS, LLC
A Division of Kinder Morgan Bulk Terminals, Inc.
Port of Fernandina

501 North 3rd Street
Fernandina Beach, FL 32034
TELEPHONE 904/261-0753
FAX 904/261-4407

July 27, 2012

Val Schwec
Commercial Director
Nassau Terminals LLC
501 North 3rd Street
Fernandina Beach, FL 32034

Re: Genesee & Wyoming Inc. acquisition of Rail America

To whom it may concern:

My name is Val Schwec, and I am the Commercial Director of Nassau Terminals LLC, at The Port of Fernandina, located at 501 N 3rd Street, Fernandina Beach, FL 32034. I have served in this capacity since August of 2007. Prior to that and beginning in July 2001, I was the Terminal Manager of Nassau Terminals. Nassau Terminals operates the Port of Fernandina under a long term agreement that began in 1990 with the local Port Authority. The company provides stevedoring and terminal service to various shippers and shipping lines serving predominately the Caribbean and South America. Since we ship as well as receive cargo from throughout the Southeast and Midwest, we rely heavily on rail transportation to be cost efficient.

Presently rail service is provided to Nassau Terminals and the Port of Fernandina by First Coast Rail Road, a unit of Genesee Wyoming Inc. First Coast Rail Road is the short line operator delivering cargo to the Port of Fernandina as well as to the two paper mills adjacent to the port that originates on CSX rail road. The availability of safe, efficient and competitive rail service is important to Nassau Terminals and all its customers.

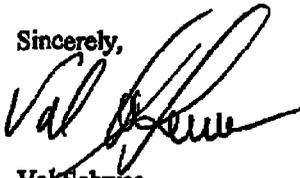
Nassau Terminals supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company First Coast Rail Road. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service at the Port of Fernandina; therefore, we have no competitive. Additionally, the short line combination will make G & W a stronger organization that could have the ability to assist Nassau County, Florida in its economic development efforts. The short-haul nature of short lines creates more competition among railroads and other modes of transportation such as trucking.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allows them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Sincerely,

A handwritten signature in black ink, appearing to read "Val Schweg". The signature is fluid and cursive, with a long horizontal stroke at the end.

**Val Schweg
Commercial Director
Nassau Terminals LLC
904-206-5031**

NEPW LOGISTICS

WAREHOUSING → TRANSPORTATION → SOLUTIONS

55 LOGISTICS DRIVE * ALBURN, ME 04210

PHONE: 207.333.3345 * FAX: 207.376.3227 * WWW.NEPW.COM

**VERIFIED STATEMENT of
Drew Gilman on behalf of
NEPW LOGISTICS, INC.**

My name is Drew Gilman, and I am the Owner and President of NEPW Logistics, Inc. ("NEPW"), a warehouse operator with 10 locations in Maine, including four locations with sidings on the St. Lawrence & Atlantic Railroad. I have served in this capacity since August of 2002.

My business transloads and stores raw materials and finished goods for the pulp and paper mills in Maine and Canada. We handle heavy materials such as woodpulp and finished rolled paper. The availability of safe, efficient and competitive rail service is critically important to NEPW.

NEPW supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of St. Lawrence & Atlantic Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, I do not believe there is any overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. Furthermore, the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

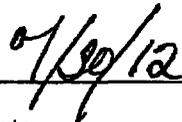
G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Drew Gilman, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Andrew T. Gilman
President, NEPW Logistics, Inc.



Date

NEW HAMPSHIRE CENTRAL RAILROAD, INC.

P.O. Box 165, North Stratford, NH 03590-0165
(603) 922-3400 Fax: (603) 922-9058

My name is Edward W. Jeffrey, and I am the President at New Hampshire Central Railroad, located at 2283 US Route 3, North Stratford, NH. I have served in this capacity since June of 1993. The New Hampshire Central Railroad, Inc., is a Class III Shortline freight railroad providing railcar repair, railcar storage and SIT storage, along with light locomotive repairs and servicing.

Presently rail service is provided to New Hampshire Central Railroad by St. Lawrence and Atlantic Railroad. The availability of safe, efficient and competitive rail service is important to New Hampshire Central Railroad.

New Hampshire Central Railroad supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of St. Lawrence and Atlantic Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Edward W. Jeffrey declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Edward W. Jeffrey, President
New Hampshire Central Railroad, Inc.
July 31, 2012

NEWARK PAPERBOARD MILLS

Ohio Paperboard Corp. 150 West State Boulevard, Cuyahoga Falls, Ohio 44221
Tel. (216) 421-1100 Fax. (216) 421-2000 www.ohio-paperboard.com

VERIFIED STATEMENT

of
James J. Jurek
in behalf of
Ohio Paperboard Corp.

My name is James Jurek, and I am the Shipping Manager at Ohio Paperboard Corp. located at 150 West State Boulevard, OH. I have served in this capacity since April of 1994.

Presently, all service is provided to Ohio Paperboard Corp by Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to Ohio Paperboard Corp.

Ohio Paperboard Corp supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no change of service; therefore, we have no competitive concerns as the merger creates a 2-to-1 scenario. Additionally, the short line combination offers customers the ability to contract on multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the idealized nature of short lines makes tracking a constant competition.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term rail provider that provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term use allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and excellent service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their recent J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decisive making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I can not see any viable competition for the R.A.G&W transaction and the enhanced transportation options and reliability it will bring.



James C. Jurek
Shipping Manager
1/11/2017

NICHOLAS ENTERPRISES, INC.

220 Rail Terminal Drive

Du Bois, PA 15801

814 371 2808 Fax 814 371 2878 Cell 724 355 0390

Email ewflamba@verizon.net

VERIFIED STATEMENT

Of

Edward W. Flambard on behalf of Nicholas Enterprises, Inc.

My name is Edward W. Flambard and I am the General Manager of Nicholas Enterprises, Inc., located at 220 Rail Terminal Drive, DuBois, PA 15801. I have served in that capacity since March, 2004.

Nicholas Enterprises, Inc. is engaged in the transportation services business in which we provide loading and unloading services to those companies who do not have rail sidings of their own, warehousing, and truck brokerage services. The materials handled include lumber, plywood, OSB, brick, super sacks, railroad ties, and construction aggregate materials.

Presently rail service to our DuBois, PA location is provided by the Buffalo & Pittsburgh RR, Inc.

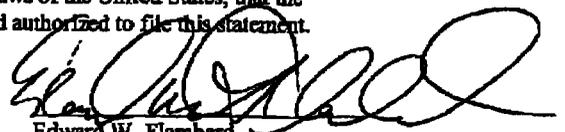
Nicholas Enterprises, Inc. supports the acquisition of RailAmerica, Inc ("RA"), by Genesee & Wyoming, Inc. ("G&W"), parent company of the Buffalo & Pittsburgh RR., since the Buffalo & Pittsburgh RR is a critical transportation service provider to our facility at DuBois, PA and we believe that this acquisition will strengthen G & W and its operating subsidiaries and will expand its reach, thereby providing us with additional rail options.

G & W's history of being a dedicated long-term owner/operator provides our company with the stability and service that we need to consistently satisfy our customers needs and grow our business with the assurance that we have a rail partner that will be there when we need them, now and in the future. G & W's financial strength and willingness to invest in equipment and infrastructure gives us the confidence to expand and grow our facility to take advantage of the growth potential of the region.

G & W's commitment to safety and customer service are constantly improving. Since we opened our site in 2004, G & W has steadfastly worked to maximize accurate and on time delivery and placement of railcars. Their marketing efforts and partnerships with the major Canadian and U.S. railroads have provided us with rates that are extremely favorable and helped us to capitalize on opportunities that we have not been able to duplicate at our other facilities.

I therefore encourage favorable consideration for the RA/G & W transaction and the enhanced transportation options and services it will bring.

I, Edward W. Flambard declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.



Edward W. Flambard
General Manager
Nicholas Enterprises, Inc.



VERIFIED STATEMENT

of

Robert Bagdon

on behalf of

Northern Pulp Nova Scotia Corporation

My name is Robert Bagdon, and I am the Vice President – Human Resources, Sales and Materials Management at Northern Pulp Nova Scotia Corporation, located at 260 Granton Abercrombie Branch Road, Abercrombie, Nova Scotia. I have served in this capacity since May of 2009. Northern Pulp is a manufacturing facility within the forest products sector producing approximately 290,000 tonnes of Northern Bleached Softwood Kraft Pulp annually. Many of our chemicals, raw materials and finished products are transported by rail.

Presently rail service is provided to Northern Pulp by the Cape Breton & Central Nova Scotia Railway (“CBNS”). The availability of safe, efficient and competitive rail service is important to Northern Pulp.

We support the acquisition of RailAmerica, Inc. (“RA”), by Genesee & Wyoming Inc. (“G&W”), parent company of CBNS. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization’s supply chain, and G&W’s 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W’s financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W’s commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W’s decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Robert Bagdon, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Robert Bagdon".

ROBERT T. BAGDON

**Vice President – Human Resources, Sales and Materials
Northern Pulp Nova Scotia Corporation**

July 30, 2012

Hopedale Mining LLC

P.O. Box 415
86900 Sinfield Road
Hopedale, Ohio 43976
Phone: (740) 937-2225
Fax: (740) 937-2831

VERIFIED STATEMENT

of

Bruce Hann

on behalf of

[Ohio Central Railroad]

My name is Bruce Hann, and I am the V.P. of Ohio Operation's and General Manager at the Hopedale Mining LLC operations, located at 86900 Sinfield Road. I have served in this capacity since March of 2002.

Hopedale Mining is an underground coal operation that ships approximately 1.3 million tons of coal by rail annually.

Presently rail service is provided to Hopedale Mining LLC by the Ohio Central Railroad and Wheeling and Lake Erie Railroad. The availability of safe, efficient and competitive rail service is important to Hopedale Mining LLC.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor. Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Bruce Hann, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Bruce Hann
VP Ohio Operations
July 25, 2012

OmniTRAX, Inc.

252 Clayton Street, 4th Floor
Denver, CO 80206
Telephone: (303) 398-4530
Facsimile: (866) 418-7519
www.omnitrax.com



July 31, 2012

Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: Acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc.

To Whom It May Concern:

My name is Gary R. Long and I am the President and CEO of OmniTRAX, Inc., located at 252 Clayton Street, 4th Floor, Denver, Colorado 80209. OmniTRAX, based in Denver, Colorado, is one of North America's largest privately-held transportation management companies, managing railroads, intermodal service providers, transload companies, ports, and related entities throughout North America. It manages 17 regional and short-line railroads, serving 11 U.S. states and three Canadian provinces. OmniTRAX is an affiliate of The Broe Group, based in Denver, Colorado, which has operations in real estate, transportation and energy businesses throughout North America.

We support the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming Inc. ("G&W") as we feel this is a transaction that is good for the short line and regional railroad industry, the shippers served by RA and G&W, and the national rail network, including those customers and markets served by OmniTRAX's network of railroads and terminals. G&W and RA operate independent short line rail networks and, combined, there is no overlap of service. Accordingly, from our perspective, we see no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads and regional and short line railroads, including OmniTRAX, creating an additional level of competition for rail customers through competitive routing options. Additionally, the short-haul nature of short lines makes trucking a constant competitor, requiring efficient, customer-tailored rail services which the Genesee & Wyoming-Rail America network will be better positioned to provide. We encourage favorable consideration for the RA/G&W transaction to enable the enhanced transportation options and services it will bring.

I, Gary R. Long, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Gary R. Long, President & CEO
OmniTRAX, Inc.
July 31, 2012



Omya Inc.
9987 Carver Road
Suite 300
Cincinnati, OH 45242
Tel: (800) 749-6692
www.omya-na.com

VERIFIED STATEMENT
of
Erik G. Bohn
on behalf of
OMYA INC.

My name is Erik Bohn, and I am the Director of Logistics and Customer Service at Omya Inc., located at 9987 Carver Road, Cincinnati, Ohio 45242. I have been employed by Omya Inc. since 2001 and have served in my present capacity since January of 2011.

Omya Inc. is one of the largest producers of calcium carbonate, which is used in many industries, including, but not limited to paper, paint, plastics, and food and pharmaceutical. The company operates eight facilities throughout the United States. Presently, rail service is provided to our facilities by a number of Class 1 and regional railroads, including those owned and operated by Rail America and Genesee & Wyoming. The availability of safe, efficient and competitive rail service is vitally important to Omya Inc.

Omya supports the Genesee & Wyoming Inc. (G & W) acquisition of RailAmerica, Inc. (RA). Both G & W and RA operate independent short line rail networks, and combined, there appears to be no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers, in many cases, the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. Also, the short haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain. G&W's 100-year history of being a dedicated, long-term owner/operator provides Omya and its customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure-as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows local G&W companies to respond to customer needs on a timely basis.

Given the aforementioned benefits, I encourage favorable consideration for the G&W/RA transaction and the enhanced transportation options and services it will bring.

I, Erik G. Bohn, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Erik G. Bohn
Director, Logistics & Customer Service
Omya Inc.

July 30, 2012



July 30, 2012

Chairman Daniel R. Elliott III and
Board Members Francis P. Mulvey and Ann D. Begeman
Surface Transportation Board
U.S. Department of Transportation
395 E Street, SW
Washington, D.C. 20423

Re: Genesee & Wyoming Inc. acquisition of RailAmerica, Inc.

Dear Chairman Elliott and Board Members Mulvey and Begeman:

The Oregon International Port of Coos Bay, owner of the Coos Bay rail line in southwestern Oregon, is pleased to express support for Genesee & Wyoming Inc. (GWI) in their planned acquisition of RailAmerica, Inc. (RA).

Freight rail service on the Coos Bay rail line is provided by the Coos Bay Rail Link—CBR, an operating entity of ARG Trans, Inc. of Benson, Arizona. The CBR and GWI's Portland & Western (P&W) Railroad maintain a cooperative working relationship which benefits both short line railroads, and freight rail shippers throughout western and southwestern Oregon.

Future integration of GWI's P&W Railroad with RA's Central Oregon & Pacific (CORP) Railroad should further benefit rail shippers in the region through more cost effective utilization of railroad infrastructure, assets and personnel. Additionally, the Port anticipates that the merger could generate additional short line to short line interchanges, while providing improved competitive transportation access for regional industrial operations and marine cargo terminals in the Coos Bay harbor.

The Port looks forward to maintaining a beneficial and productive relationship with the P&W Railroad and Genesee & Wyoming Inc. on behalf of the CBR Railroad and rail shippers in the CBR service region, and we urge the Surface Transportation Board to give favorable consideration to the GWI acquisition of RA.

Sincerely,

Martin Callery
Chief Commercial Officer
Oregon International Port of Coos Bay
— owner of the Coos Bay Rail Line

Cc: Board of Commissioners and Management Staff; Oregon International Port of Coos Bay
Scott Parkinson and Tom Foster; Coos Bay Rail Link—CBR



VERIFIED STATEMENT

of
Vince McGrath
on behalf of

Oroville Remanufacturing and Reload, Inc.

My name is Vince McGrath, and I am the Production Manager at the Gorman Bros. Lumber Ltd, owner and operator of Oroville Remanufacturing and Reload in Oroville, WA, located at 301 9th Ave, Oroville, WA 98844 I have served in this capacity for eight years. Our business is a provider of transloading services from non-rail served mills in Washington and Canada in addition to milling lumber.

Presently rail service is provided to Oroville Reman and Reload by the Cascade and Columbia River Railroad. The availability of safe, efficient and competitive rail service is important to Oroville Reman and Reload

Gorman Bros. Lumber Ltd, on behalf Oroville Reman and Reload, supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Cascade and Columbia River Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring

Vince McGrath, Production Mgr.

July 30, 2012



Owens Corning Sales, LLC.
One Owens Corning Parkway
Toledo, OH 43659
419.248.8000

VERIFIED STATEMENT
of
Mark Lones
on behalf of
Owens Corning Sales, LLC.

My name is Mark Lones, I am the Carrier Relations Leader at Owens Corning Sales, LLC., located at One Owens Corning Parkway Toledo, OH. I have served in this capacity since August of 2011. Owens Corning Sales, LLC., operates in two segments, Composites and Building Materials.

Presently rail service is provided to our Irving, TX and Brookville, IN plants via the DGNO and IORY, Dallas Garland & Northeastern, and Indiana & Ohio Railway. The availability of safe, efficient and competitive rail service is important to Owens Corning Sales, LLC.

Owens Corning Sales, LLC., supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Dallas Garland & Northeastern, and Indiana & Ohio Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Mark Lones, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Mark Lones

Carrier Relations Leader

Owens Corning Sales, LLC

7/30/2012



Reliability Matters

41 South High Street
Suite 3450
Columbus, OH 43215-6150
P 614.843.0337
F 614.754.7100
www.oxfordresources.com

July 30, 2012

**Re: Verified Statement of Charles C. Ungurean
On behalf of Oxford Mining Company, LLC**

My name is Charles C. Ungurean, and I am the President and Chief Executive Officer at Oxford Mining Company, LLC (the "Company"), which has executive offices at 41 South High Street, Suite 3450, Columbus, Ohio 43215. I have served in this capacity for the Company and its predecessors for more than 20 years.

The Company is in the business of the surface mining of coal, and requires rail services in connection with the delivery of mined coal to various of its customers.

Presently rail service is provided to the Company by Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to the Company. The Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. The Company is supportive because both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, the Company has no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of the Company's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides the Company with a high level of assurance that it has a long-term rail partner for the supply of its customers. G&W's financial strength and long-term view allow it to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

We understand that G&W's commitment to safety and customer service are core values, and that is clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by the latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, the Company encourages favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

July 30, 2012
Page 2

I, Charles C. Ungurean, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Charles C. Ungurean, President and CEO
Oxford Mining Company, LLC



PACIFIC WOOD PRESERVING
OF OREGON, INC.

P.O. Box 40, Sheridan, OR 97378 • Ph: 503-843-2122 • Fax 503-843-7058
Email: information@pacificwood.com • Web: www.pacificwood.com

VERIFIED STATEMENT

of

Debra Smith

on behalf of

Pacific Wood Preserving Inc.

My name is Debra Smith, and I am the Corporate Logistics Transportation Manager at Pacific Wood Preserving (PWP), located at 22125 Rock Creek Rd, Sheridan OR. I have served in this capacity since March of 2011. PWP treats, sells and distributes utility poles throughout the US, Canada and Europe. We are also a treating facility for lumber products; our customers are primarily in the US including Hawaii.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is vital to Pacific Wood Preserving.

PWP supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Debra Smith, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Debra L Smith

Corporate Logistics Transportation Manager

July 27, 2012

IPWPS P.O. Box 40698, Bakersfield, CA 93384 • Ph: 661-833-0429 • Fax: 661-836-0766
IPWPA P.O. Box 968, Elroy, AZ 85231 • Ph: 520-466-7801 • Fax: 520-466-3607
INWP P.O. Box 350, Silver Springs, NV 89429 • Ph: 775-577-2000 • Fax: 775-577-9045
IPWPO P.O. Box 40, Sheridan, OR 97378 • Ph: 503-843-2122 • Fax: 503-843-7058



July 27, 2012

My name is Mark Donnelly and I am the Production Manager at the Newark plant for Packaging Corporation of America, located at 205 S. 21st Street in Newark, Ohio. I have served in this capacity since August of 2009. PCA is the 4th largest manufacturer of corrugate product in the United States.

Presently rail service is provided PCA, Newark by the Ohio Central Railroad. The availability of safe, efficient and competitive rail service is preeminently important to PCA. I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Ohio Central Railroad. I do not believe there will be reduction in competition since the rails do not overlap service in our area and we hope to see increased service and/or better pricing since this merger will connect multiple Class 1 rails. This merger also in no way competes with our service and supplies received by truck.

Short line and regional freight railroads are a critical component of our organization's supply and we support the Ohio Central's (and G&W's) stated commitment to achieve high levels of customer service and a long-term partnership as well as investment in the local rail infrastructure.

G&W's stated commitment to safety and customer service are also the same core values as our organization. The G&W has demonstrated some industry-leading safety performance metrics and improved customer satisfaction in our area which were noted in their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies, specifically the Ohio Central Rail in our area, to respond to customer needs and they have done a great job demonstrating this to us for the last 18 months.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Mark Donnelly
Production Manager
PCA, Newark



VERIFIED STATEMENT
of
Bruce Ridley
on behalf of
Packaging Corporation of America

My name is Bruce Ridley, and I am the Vice President of EH&S and Operations at Packaging Corporation of America, located at 1955 West Field Court in Lake Forest, IL. I have served in this capacity since June of 2011.

Packaging Corporation of America (PCA) is the fourth largest manufacturer of containerboard and corrugated packaging in the United States. We focus on providing customers with superior packaging solutions and serve them through a strong network of locations, including 4 containerboard mills and 72 corrugated packaging manufacturing locations. PCA's product mix is comprised of shipping containers, point-of-sale packaging and displays, specialty packaging, and bulk containers.

Presently rail service is provided to our Filer City, MI medium mill by the Marquette Railroad. The availability of safe, efficient and competitive rail service is important to PCA.

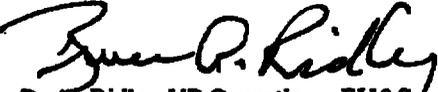
PCA supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Marquette Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, [Name], declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Bruce Ridley VP Operations, EH&S

7/30/12



Austintown Rail Services
3710 Hendricks Road Youngstown, Ohio 44515
330.799.8762 Fax: 330.799.8782
www.pennohiologistics.com

VERIFIED STATEMENT
of
Bud Hallsky
on behalf of
Penn Ohio Logistics, LLC

My name is Bud Hallsky and I am the President at Penn Ohio Logistics LLC, located at 3710 Hendricks Road in Youngstown, OH. I have served in this capacity since May of 1998. Penn Ohio Logistics provides warehousing, transloading, and toll-processing of various steel products in Youngstown, Ohio.

Presently rail service is provided to Penn Ohio Logistics by the Youngstown & Austintown Railroad (YARR). The availability of safe, efficient and competitive rail service is important to Penn Ohio Logistics. The YARR provides excellent and flexible service which Penn Ohio Logistics relies upon as a key component of its service and logistics chain.

Penn Ohio Logistics supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Youngstown & Austintown Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service. Penn Ohio Logistics has no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making



Austintown Rail Services
3710 Henricks Road Youngstown, Ohio 44515
330.799.8762 Fax: 330.799.8782
www.pennohiologistics.com

to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Budd Hallsky, declare that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Budd Hallsky", written in a cursive style.

Penn-Ohio Logistics

7/30/12



Petroleum Products Corp.
Phone 717-939-0466

PO Box 2621
Harrisburg, PA. 17105
Fax 717-939-9355

"Year Round Fuel Quality"

VERIFIED STATEMENT
of
Brian P. Gerhart
on behalf of
Petroleum Products, Corp.

My name is Brian Gerhart, and I am the Vice President at Petroleum Products Corporation, located at 900 South Eisenhower Blvd - Middletown, PA 17057. I have served in this capacity since June of 2012, prior to this I served as the rail and logistics manager.

Petroleum Products Corporation is a petroleum storage and terminaling company that hold and dispenses pipeline and barge delivered petroleum via truck for major oil companies and independent operators. We also bring ethanol and Biodiesel in via rail to be blended with the petroleum. We operate 13 terminals across the state of Pennsylvania with 5 of those facilities having rail terminals that service those facilities totaling 114 car offload positions averaging 700+ carloads per month.

Presently rail service is provided to PPC Neville Island by the Pittsburgh and Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to Petroleum Products Corp.

Petroleum products Corp. supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Pittsburgh and Ohio Central Railroad. As the Pittsburgh and Ohio Central Railroad has provided us with nothing but quality service and although we are serviced by another railroad it is not RailAmerica, I see no competitive concerns with the potential sale. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking and Barge access a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Brian P. Gerhart, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Brian P. Gerhart
Vice President
Petroleum Products Corp.

July 24, 2012



DIVISION OF FLEX TECHNOLOGIES

P.O. Box 300, Baltic, Ohio 43804
(330) 897-6311

VERIFIED STATEMENT

of

Brian Harrison

on behalf of

Polyflex Division of Flex Technologies

My name is Brian Harrison, I am the General Manager of the Polyflex Division of Flex Technologies, 3430 St.Rte 93, Baltic, OH, 43804. I have served in this capacity since 1991. We are a manufacturer of compounded plastics. Presently, our rail service is provided the Ohio Central RR. Obviously, the availability of safe, efficient and competitive rail service is important to our Company.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), the parent company of the Ohio Central. The reason for our support, is: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Brian Harrison, General Manager

Polyflex Division of Flex Technologies

July 30, 2012



PORTCORPUSCHRISTI

VERIFIED STATEMENT
of
John LaRue
on behalf of
Port of Corpus Christi Authority

My name is John LaRue and I am the Executive Director at the Port of Corpus Christi located at 222 Power Street, Corpus Christi, Texas 78401. I have served in this capacity since 1994. The Port of Corpus Christi (Port) is the sixth largest port in the United States by tonnage. It is critically dependent on quality rail service. The Port has the benefit of being served by three Class I railroads—BNSF, KCS and UP.

Presently, rail service is provided by Corpus Christi Terminal Railway (CCPN) Inc., a Genesee & Wyoming owned railroad. The availability of safe, efficient and competitive rail service is important to the Port of Corpus Christi.

The Port of Corpus Christi supports the acquisition of RailAmerica Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CCPN. The combination of RA and G&W will expand the reach and visibility of the Port to the 45 RA short-lines. With a total of 110 operating railroads under the leadership of G&W, the Port will have a substantial opportunity to increase market reach throughout the United States and International exposure.

Short-line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides the Port and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure—as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by their industry-leading safety performance and customer satisfaction scores that outperform both the trucking and rail industries as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given these benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

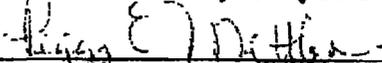
I, John LaRue, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



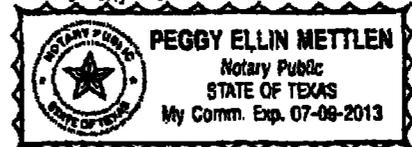
John LaRue
Executive Director
Port of Corpus Christi Authority

July 31, 2012

Sworn to and subscribed before me by John P. LaRue on this 31st day of July 2012.



Notary Public, State of Texas





PORT OF GREATER BATON ROUGE

Post Office Box 380 • Port Allen, Louisiana 70767-0380 • Phone (225) 342-1660 • Fax (225) 342-1666 • www.portgbr.com

VERIFIED STATEMENT

of

Gregory Johnson

on behalf of

The Port of Greater Baton Rouge

My name is Gregory Johnson. I am the Director of Business Development at the Port of Greater Baton Rouge, located at 2425 Ernest Wilson Drive, in Port Allen, Louisiana on the Lower Mississippi River. I have served in this capacity for the past 12 years and as an executive in the maritime industry for over 30 years.

The Port of Greater Baton Rouge operates a public deepwater Port Authority and has several large tenants within the port that require all modes of transportation, including rail, barge, truck and ocean-going vessels to accommodate commerce and international trade. The Port of Greater Baton Rouge covers 85-miles on the Mississippi River and is a center of the petrochemical industry corridor in Louisiana. The port is ranked 13th in the nation in total tonnage and annually handles over 55 million tons of cargo.

Presently, rail service within the port is provided by Rail Link Inc., a division of Genesee & Wyoming Inc. The availability of safe, efficient and competitive rail service is of critical importance to the Port of Greater Baton Rouge. For the last 10 years, Rail Link, Inc. operates as an Independent Industrial Switching Service at the Port connecting directly with the Union Pacific Railroad on a daily basis. Having Rail Link serving our Port has provided a tremendous advantage to the port and companies located at the port, due to the level of customer service and rail safety the company provides.

The Port of Greater Baton Rouge wholeheartedly supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Rail Link, Inc. Both G&W and Rail America operate independent short-line rail networks and combined, there is no overlap of service. Therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short-line combination offers rail customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. The short-haul nature of short lines makes trucking a constant competitor.

Short-line and regional freight railroads are a critical component of the Port of Greater Baton Rouge and the regional supply chain. The G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs

Port of Greater Baton Rouge

Page 2

July 26, 2012

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Gregory Johnson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script, reading "Gregory Johnson", is written over a solid horizontal line.

Gregory Johnson

Port of Greater Baton Rouge

Director of Business Development

July 26, 2012



96 West River Road
PO Box 196
Scottsville, New York 14546

585-889-6016
585-889-6018 fax

VERIFIED STATEMENT
of
Jane Seen
on behalf of
MCE Transportation Div. of
Power & Construction Group, Inc.

Good morning,

My name is Jane Seen and I am the Operations Manager for the MCE Transportation division of Power & Construction Group, Inc. located at 96 W. River Road, Scottsville, NY. I have served in this capacity since October of 2008. Prior to this, I was the VP of Monroe Contractors Equipment in Fishers, NY for 13 years in the same business.

Power & Construction Group is a multi-faceted corporation, serving all aspects of the construction and utility industry, the MCE Transportation division focuses on the warehousing and distribution of utility poles throughout the Northeast. I have had a very satisfying relationship with the G&W for over 15 years and their service is crucial to our ability to meet the stringent demands of the utilities as well as to our continued, company-wide growth.

Presently rail service is provided, for our NY facilities, to P&CG, Inc. by Rochester & Southern Railroad, Inc.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Rochester & Southern Railroad, since the Rochester & Southern Railroad is a critical transportation service provider to our facility at Beahan Rd, Rochester, NY and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jane Seen, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

**MCT Transportation Div. of
Power & Construction Group, Inc.**



Kent Lockwood
Vice President
Finance & Administration

VERIFIED STATEMENT
of
Kent Lockwood
on behalf of
Producers Rice Mill, Inc.

My name is Kent Lockwood, and I am the Vice President – Finance & Administration at Producers Rice Mill, Inc., located at Stuttgart, Arkansas and Greenville, Mississippi. I have served in this capacity since 1988. Producers Rice Mill, Inc. is a farmer-owned cooperative and one of the largest rice milling companies in the world. We dry, store, mill and market rice. We ship rice and rice co-products throughout the United States, Canada and internationally.

Presently rail service is provided to our Greenville, Mississippi facility by the Columbus & Greenville Railway (CAGY). The availability of safe, efficient and competitive rail service is important to Producers Rice Mill, Inc.

Producers Rice Mill, Inc. supports the acquisition of RailAmerica, Inc. (“RA”), by Genesee & Wyoming Inc. (“G&W”), parent company of the Columbus & Greenville Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization’s supply chain, and G&W’s 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W’s financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W’s commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W’s decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Kent Lockwood, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Kent Lockwood". The signature is written in a cursive style with a large initial "K" and a prominent "L".

Kent Lockwood
Vice President – Finance & Administration
July 31, 2012



July 27, 2012

VERIFIED STATEMENT of Jim Hunter on behalf of Quadra Chemical's

My name is Jim Hunter and I am the National Logistics Manager at the Quadra Chemicals located at Burlington. I have served in this capacity since October of 2006. Quadra is a distributor of chemical products to pulp and paper industry in Canada. Presently rail service is provided Quadra by both the CBNS and the IORY. The availability of safe, efficient and competitive rail service is important to Quadra.

Quadra Chemicals Ltd.
Quadra Chimie Ltée.

3901 FX Tessier
Vaudreuil-Dorion, Qc
Canada J7V 5V5
t 450.424.2665

1100 Blair Road
Burlington, Ontario
Canada L7M 1K9
t 905.336.9133

12925 - 146th Street
Edmonton, Alberta
Canada T5L 2H6
t 780.665.1213

700 - 4th Avenue S.W.
Suite 470
Calgary, Alberta
Canada T2P 3J4
t 403.232.8130

7930 Vantage Way
Delta, B.C.
Canada V4G 1A8
t 604.940.2313

7802 -98th Street
Clairmont, Alberta
Canada T8V 7B9
t 780.832.4832

Quadra supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CBNS/IORY. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring. I, Jim Hunter, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

National Logistics Manager



WWW.QUADRACHEMICALS.COM

T: 800.665.6553 F: 866.424.2665





Quality Grain Company, Inc.

phone. 909.591.3800 fax. 909.591.3122 P.O. Box 351 Chino, CA 91708

VERIFIED STATEMENT

of
Casey Doelman
on behalf of
Quality Grain, Inc

My name is Casey Doelman, and I am the President of Quality Grain, Inc, located at 13619 12th Street, Suite A, Chino, CA, 91710. I have served in this capacity since April 1995. Quality Grain is a distributor of cattle feeds.

Presently rail service is provided to Quality Grain by the San Joaquin Valley Railroad. The availability of safe, efficient and competitive rail service is important to Quality Grain.

Quality Grain supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the San Joaquin Valley Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Casey Doelman, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


(SIGNATURE)

Casey Doelman, President, Quality Grain, Inc.

[7/27/2012



200 James River Way
P.O. Box 5637, Meridian, MS 39302

Telephone: 601-483-0265 • Fax: 601-483-7928

VERIFIED STATEMENT
of
Cindy Thomas
on behalf of
Quality Logistics Systems

My name is Cindy Thomas and I am the Customer Service Manager at Quality Logistics Systems, located at 200 Georgia-Pacific Way, Meridian MS 39301. I have served in this capacity since September of 1991.

We provide warehousing and distribution services to Georgia-Pacific.

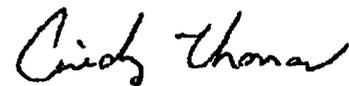
Presently rail service is provided by Meridian & Bigbee Railroad L.L.C. . The availability of safe, efficient and competitive rail service is important to Quality Logistics Systems and Georgia-Pacific.

Quality Logistic Systems supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Meridian & Bigbee Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Cindy Thomas, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Cindy Thomas

Customer Service Manager

Quality Logistic Systems

7/27/12



RACELAND RAW SUGAR LLC

POST OFFICE BOX 159 - RACELAND, LA 70394-0159

TELEPHONE: (985) 537-3533

MAIN OFFICE FAX # (985) 537-7779

FACTORY FAX # (985) 537-4845

August 2, 2012

VERIFIED STATEMENT
of
Daniel W. Duplantis
on behalf of
RACELAND RAW SUGAR, L.L.C.

My name is Daniel W. Duplantis, and I am the Executive Vice-President & General Manager at the Raceland Raw Sugar, L.L.C., located at 175 Highway 182, P. O. Box 159; Raceland, LA 70394. I have served in this capacity since 1970.

We use the railroad to ship our molasses on the BNSF and UP to customers designated by ED&F Man at the present time. We have been using the rail service for the product since I had been at the sugar mill in 1970. However, I'm sure the rail service was used before that time as well.

Presently rail service is provided to Raceland Raw Sugar, L.L.C. by Louisiana & Delta Railroad. The availability of safe, efficient and competitive rail service is important to Raceland Raw Sugar, L.L.C.

Raceland Raw Sugar, L.L.C. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Louisiana & Delta Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

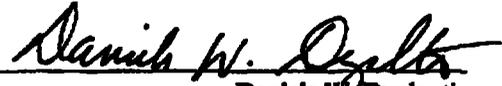
Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's

decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Daniels W. Duplantis, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Daniels W. Duplantis
Exec. Vice-President & Gen. Manager
Raceland Raw Sugar, L.L.C.

RALSTON INDUSTRIES, INC.

2901 East Fourth Avenue
Columbus, Ohio 43219
614-252-5233

July 21, 2012

VERIFIED STATEMENT

My name is Don Pullins, and I am the Property Manager for Ralston Industries, Inc. dba Ralston Industrial Warehouse Complex, with over 40 commercial and light industrial tenants, and Warehouse Services, a 3rd party warehouse division of Ralston. I have served in this capacity since 1994. We occupy the former Ralston Steel Car site and provide transload, reload, and 3rd party warehousing and distribution to many varied companies with our small rail yard and switch engine. We have two indoor rail sidings, a spur, and two reload pads.

Our facility is served by CUOH (Columbus and Ohio River, a div. of GWI RR) who provide excellent daily service delivering cars interchanged from both class I rail roads serving central Ohio, the CSX an N-S. We are the only facility, that I know of, in central Ohio that is able to receive cars from both Class I carriers. We used to receive alternating service from the short line and CSX. Our experience makes the service focus and capability of the short line, to far outshine what the class I can, or will, offer.

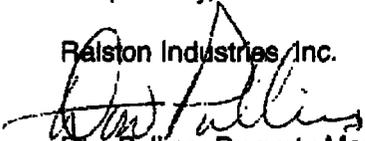
I support the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming, Inc., parent company of CUOH. The short line rail roads are the life-blood veins connecting the larger arteries to the industries that provide the commerce for small-town America. Additionally, the short line combination offers customers the ability to create another level of competition through varied routing options. The short haul nature of short lines makes trucking a constant competitor.

G&W's 100-year history of being a dedicated owner/operator provides us and our customers with a high level of assurance that their financial strength gives them the ability to invest in the rail infrastructure, and a pro-active commitment to safety and customer service.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportations services it will bring.

Respectfully,

Ralston Industries Inc.


Don Pullins, Property Manager



Value From The Ground Up™

Performance Fibers

Supply Chain

Tuesday, July 31, 2012

VERIFIED STATEMENT

of

Terry L Bunch

on behalf of

Rayonier Performance Fibers, LLC

My name is Terry L. Bunch and I am the Director, Logistics and Customer Service for Rayonier Performance Fibers, LLC, located at 4474 Savannah Highway, Jesup, GA 31545. I have served in this capacity since April of 1995. [Paragraph(s) describing the shipper's business activities] Presently rail service is provided Rayonier Performance Fibers, LLC by First Coast Railroad and RailLink Inc. The availability of safe, efficient and competitive rail service is important to Rayonier Performance Fibers, LLC.

Rayonier Performance Fibers, LLC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of First Coast Railroad. The short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated in the service they provide to our organization. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Terry L Bunch declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,



Terry L Bunch
Director, Logistics and Customer Service



Monday, July 30th, 2012

**Verified Statement of
Richard C. Pelletier
on behalf of
RCP Transit Inc.**

My name is Richard C. Pelletier, and I am the owner and President at the RCP Transit Inc., located at 230 rte. 105 E. Brighton Road, Island Pond Vt. I have served in this capacity since its creation in 1989.

RCP Transit Inc. is a reload yard which specializes in the storage and transit of lumber as well as other varying merchandise.

Presently rail service is provided to RCP Transit Inc. by Saint Lawrence and Atlantic Railroad. The availability of safe, efficient and competitive rail service is important to RCP Transit Inc.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Saint Lawrence and Atlantic Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

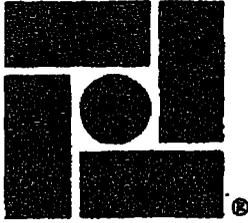
Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Richard C. Pelletier, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Richard C. Pelletier
President, RCP Transit Inc.
July 30th 2012

230 Rte 105 East Brighton Road
P.O. Box 438
Island Pond, VT
U.S.A. 05846-0438

tel : 802-723-4239
fax : 802-723-4109
e-mail: rcp@transit@swan.com



resinall corp

Post Office Box 195 • Severn, North Carolina 27877 • 252-585-1445

Quality Resins for Industry

VERIFIED STATEMENT

of
Paul Pearce
on behalf of
Resinall Corp.

My name is Paul Pearce, and I am the Plant Manager at Resinall Corp, located at 302 North Water Street in Severn, NC. I have served in this capacity since August of 1999.

Resinall Corp. is a manufacturer of thermoplastic resins/polymers used as elastomer modifiers in a wide range of industrial applications. The primary markets that we serve are printing inks, adhesives, tires and rubber, paints, road marking, and other specialty applications.

The resins that we manufacture are made from both natural and synthetic raw materials using numerous chemical reactions and process equipment. The bulk of our raw materials are received by rail.

Presently rail service is provided to Resinall Corp by NCVA Railroad. The availability of safe, efficient and competitive rail service is important to Resinall Corp.

Resinall Corp. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the NCVA Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's

decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Paul Pearce, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script, appearing to read "Paul Pearce".

Paul Pearce, Plant Manager, Resinall Corp.

July 26, 2012

Richard Best Transfer Inc.
6801 Avenue 430
Reedley, CA 93654
559-591-4075

Date: July 27, 2012

Letter of Support

Richard Best Transfer (RBT) is a rail transloading company that offloads approximately 3,500 railcars annually of various agricultural commodities for the California Dairy Industry. RBT is located on the Exeter Subdivision of the San Joaquin Valley Railroad (SJVR) at rail station Ivory and has been operating at this location since 2001.

RBT relies specifically on consistent rail service in order to operate their business. The SJVR and RBT work hand-in-hand to make the business succeed and provide a valued service to Central Valley dairy users.

It has come to our attention that the GWI is acquiring RA, the holding company of the SJVR. From all of our research, we find GWI to be an outstanding organization that has a strong de-centralized management approach that places decision-making at the local level where we believe it needs to be for prompt customer support and action. Furthermore, we find GWI to be a customer-based/responsive organization that believes in developing strong customer partnerships for growth and development opportunities through strategic supply chain alignments. From a financial standpoint, GWI certainly appears to be more than capable of providing and maintaining a safe quality rail service for area rail users. We see this to be a huge benefit.

Therefore, as long as this acquisition continues to allow the SJVR to provide RBT with a quality cost effective rail service that continues to meet and/or exceeds our expectations, we fully and completely support GWI's efforts to acquire RA.

Sincerely yours,



Chuck Littlefield
Chief Operating Officer
RBT INC
559-994-9784

Rickett Grain Co.

**BUYERS OF GRAIN AND CROP SPECIALTIES
CUSTOM TRUCKING, DRYING AND STORING**

PHONE 309-597-2331 • P.O. BOX 32 - FOREST CITY, ILLINOIS 61532 • FAX 309-597-2657

VERIFIED STATEMENT of Lynn Coers, Rickett Grain Co.

My name is Lynn Coers, and I am the Manager and Sec./Treas. at Rickett Grain Co., located at Forest City, IL. I have served in this capacity since January of 1992. Mostly we use the railroad to ship corn to the processor in Pekin, IL. Over time we have shipped grain to other locations, but not very often.

Presently rail service is provided Rickett Grain by the Illinois and Midland Railroad. The availability of safe, efficient and competitive rail service is important to Rickett Grain.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Illinois & Midland. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Lynn Coers, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Lynn Coers

Manager, Sec./Treas.

Rickett Grain Co.

July 24, 2012



VERIFIED STATEMENT
of
Harry Lewis
on behalf of
RockTenn CP, LLC

My name is Harry Lewis, and I am the Rail Manager, Corporate Transportation, RockTenn, located at 3950 Shackleford Road, Duluth GA 30096. I have served in this capacity since August of 2011. RockTenn is the second largest producer of containerboard and corrugated packaging.

Presently rail service is provided to our Demopolis AL containerboard/pulp mill by the Alabama & Gulf Coast Railway and our Cincinnati OH packaging plant by the Indiana & Ohio Rail System. The availability of safe, efficient and competitive rail service is important to RockTenn.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Alabama & Gulf Coast Railway and Indiana & Ohio Rail System. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor. Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Harry Lewis
Rail Manager
July 30, 2012



ROSEBUD MINING COMPANY

301 Market Street Kittanning, PA 16201

Phone: (724) 545-6222 FAX: (724) 543-6375

Web Site: www.rosebudmining.com

VERIFIED STATEMENT

of

James R. Barker

on behalf of

Rosebud Mining Company

My name is James R. Barker, and I am the Executive Vice President at Rosebud Mining Company, located at 301 Market Street, Kittanning, PA 16201. I have served in this capacity since November of 2007.

Rosebud Mining Company operates 19 underground coal mines, 8 coal preparation plants, and 7 surface mines in Pennsylvania and Ohio. We ship coal by both truck and rail. For rail coal, we ship on the Buffalo & Pittsburgh Railroad, Ohio Central, RJ Corman, Norfolk Southern, and CSX railroads as our operations are spread out geographically.

Rosebud Mining Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facilities in Pennsylvania and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, James R. Barker, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

James R. Barker
Executive Vice President
Rosebud Mining Company

July 26, 2012



R O S E B U R G

VERIFIED STATEMENT

of

Jeffrey S. Brandt

on behalf of

Roseburg Forest Products

My name is Jeffrey S. Brandt, and I am the Director of Transportation at Roseburg Forest Products RFP, located at 10599 Old Hwy 99 South, Roseburg, OR 97432. I have served in this capacity since August of 2009.

RFP currently has facilities located on both Genesee & Wyoming Inc.'s ("G&W") and Rail America's ("RA") railroads in Oregon. Our primary lumber manufacturing facility is located in Roseburg, Oregon with rail service provided by Central Oregon & Pacific Railroad ("CORP") a subsidiary of RA. Our Roseburg plant is the largest customer for CORP and one of the largest employers in the area. RFP also has a warehouse in Junction City, Oregon with rail service provided by Portland & Western Railroad ("P&W") a subsidiary of G&W. RFP has good working relationship with both CORP and P&W.

RFP supports the acquisition of RA, by G&W, parent company of P&W. There is no overlap of service between RA's CORP and G&W's P&W; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked together to build short line to short line traffic creating short-haul truck competitive moves to the benefit of RFP. We encourage this development and again support the merger.

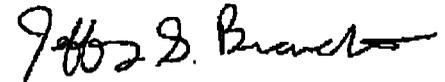
Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

P.O. Box 1085
Roseburg, OR 97470
PH 541.879.9311
TF 800.548.5275
FX 541.879.2640
www.Roseburg.com

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jeffrey S. Brandt, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Jeffrey S. Brandt
Director of Transportation
Roseburg Forest Products

July 26, 2012



VERIFIED STATEMENT
of
Robert B. Tuchek
on behalf of
RSI Logistics, Inc & RSI Leasing, Inc.

My name is Robert Tuchek, and I am the President at RSI Logistics, Inc and RSI Leasing, Inc, located at 2419 Science Parkway, Okemos, MI 48864. I have served in this capacity since April of 2001.

RSI Logistics, Inc is a 3rd party rail logistics provider which represents 93 rail shippers and their rail transportation. In total, RSI is managing approximately 98,000 revenue carloads annually with a freight spend of \$389M. RSI's second company is RSI Leasing, Inc. RSI Leasing is a our bulk transloading entity that currently maintains 15 bulk transloading locations within the United States. In 2011, RSI Leasing transloaded over 15,000 railcars.

RSI presently works with all Class I carriers and most of the smaller rail carriers in North America as a part of our rail logistics services and bulk transloading activities. RSI is very involved in both businesses with Genesee & Wyoming and Rail America.

RSI Logistics and Leasing supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our logistics business and bulk operations and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Robert Tuchek, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Robert B. Tuchek

July 27, 2012

Rymes Heating Oils, Inc.

VERIFIED STATEMENT
of
Charles Cosseboom
on behalf of
Rymes Heating Oils

My name is Charles Cosseboom, and I am the Operations Manager at the Rymes Heating Oils, Inc., located at Pembroke NH. I have served in this capacity since August of 1991.

Rymes imports Petroleum into New Hampshire from many points across North America. Quality Rail service is critical to meeting the needs of our customers.

Presently rail service is provided Rymes North Stratford NH facility by St. Lawrence Atlantic. The availability of safe, efficient and competitive rail service is important to Rymes Heating Oils, Inc.

Rymes supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of St. Lawrence Atlantic. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options:

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Charles Cosseboom, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Charles Cosseboom

Operations Manager

Rymes Heating Oils, Inc.

7/31/2012

Bob Drake
Vice President
Logistics & Marketing



Savage Services Corporation
Railway & Industry Services Group
123 Rodman Rd.
Auburn, ME 04210

(207) 783-1020 ext. 137
Fax (207) 783-1120
bobdrake@SavageSafeHandling.com

VERIFIED STATEMENT OF ROBERT T. DRAKE ON BEHALF OF SAVAGE SAFE HANDLING

My name is Robert Drake and I am Vice-President of Savage Safe Handling located at 123 Rodman Road in Auburn, Maine. I have served with this and the predecessor company in various roles since 1999. We provide trans-loading, warehousing, trucking and toll processing to New England businesses.

Our rail service is provided by the Saint Lawrence & Atlantic Railroad (SLR), whose parent company is Genesee & Wyoming Inc. Without efficient rail service we would not be in business.

We support the acquisition of Rail America by Genesee & Wyoming Inc., the parent company of our serving railroad. Reviewing service maps, we find no service overlap nor have competitive concerns. We feel this combination will offer more connections to Class 1 railroads and create more competition and the prospect of improved service.

The SLR has proved to be reliable and gained the favor of our customers. Without their consistent service we would not be in a competitive position.

We have found the SLR willing to invest in infrastructure and it has maintained a strong safety culture.

Given the proven benefits of the SLR service, we urge favorable consideration of the RA/G&W transaction.

I, Robert Drake, declare under the penalty of perjury, under the laws of the United States, that the foregoing is true and correct. I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script that reads "Robert Drake".

Robert Drake, V.P. Savage Safe Handling.

July 31, 2012.



SCHNITZER NORTHEAST

69 Rover Street P.O. Box 490905 Everett, Massachusetts 02149
Phone: (781) 873-1628 FAX: (503) 471-4744

My name is David M Pagliuca, and I am the NE Regional logistics Manager at the Schnitzer Steel Industries, located at 69 Rover Street, Everett, Ma. I have served in this capacity since October of 2010. We are the largest scrap metal recycler in the northeast operating in 13 yards throughout the region.

Presently rail service is provided Prolerized New England in Claremont, NH by the NECR. The availability of safe, efficient and competitive rail service is important to Schnitzer Steel.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of New England Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, David Pagliuca, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

David M Pagliuca
NE Regional Logistics Manager
Schnitzer Steel Industries
7/30/2012



VERIFIED STATEMENT
of
Curt Engel
on behalf of
The Scoular Company

My name is Curt Engel, and I am Vice-President for Operations at the The Scoular Company, located at 2880 E. Country Club Road, Salina, KS 67401. I have served in this capacity since May of 2006. The Scoular Company is a century-old, employee-owned agricultural marketing company located across North America, shipping goods around the globe. Scoular serves customers in growing food, feed and renewable fuels markets by managing logistics, storing, buying, and selling, and managing risk related to price, quality, transportation or other market factors.

Presently rail service is provided to The Scoular Company's facilities in Downs, KS and Goodland, KS by the KYLE Railroad Company. The availability of safe, efficient, timely and competitive rail service is important to The Scoular Company.

The Scoular Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of The KYLE Railroad Company. The G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



I, Curt Engel, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Curt Engel". The signature is fluid and cursive, with a long horizontal stroke at the end.

Curt Engel, Vice-President

The Scoular Company

7-30-2012



VERIFIED STATEMENT

Steven J. Dunn
on behalf of
The Scoular Company

10801 Mastin Blvd.
Bldg 84, Suite 800
Overland Park, KS, 66210
913-338-1474
800-487-1474
Fax: 913-338-2899
www.scoular.com

My name is Steven J. Dunn and I am a Vice President for Operations at The Scoular Company located at 10801 Mastin Blvd, Overland Park, KS 66210. I have served in this capacity since May of 2006.

The Scoular Company is a century-old, employee-owned agricultural marketing company located across North America, shipping goods around the globe. Scoular serves customers in growing food, feed and renewable fuels markets by managing logistics, storing, buying, and selling, and managing risk related to price, quality, transportation or other market factors.

Presently rail service is provided to The Scoular Company's facility in Harrisonville, MO by the Missouri Northern Arkansas Railroad Company. The availability of safe, efficient, timely and competitive rail service is important to The Scoular Company.

The Scoular Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of [serving railroad's legal name]. [Reason for support, such as: Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Steven J. Dunn, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Steven J. Dunn The Scoular Company Date 7/30/12



Seneca Sawmill Company

Highway 99 North at Airport Junction

Post Office Box 851
Eugene, Oregon 97440-0851

Phone (541) 689-1011
FAX (541) 689-6509

VERIFIED STATEMENT
of
Richard T. Re
on behalf of
Seneca Sawmill Company

My name is Richard T. Re, and I am the Senior Vice President and General Manager of Seneca Sawmill Company, located at 90201 Highway 99 North, Eugene, Oregon 97402. I have served in this capacity since 1990. We are lumber manufacturers and ship roughly 60 percent of our product by rail.

Presently, rail service is provided by Portland & Western Railroad, Inc. ("P&W"), a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is of great importance to Seneca Sawmill.

We support the acquisition of RailAmerica, Inc., ("RA"), by Genesee & Wyoming, Inc. ("G&W"), parent company of P&W. It is my understanding that there is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns, as the merger creates no 2-to-1 scenarios. We expect CORP and P&W will work together to build short-line to short-line traffic, creating short-haul truck-competitive transportation solutions.

Short-line and regional freight railroads are a critical component of our organizations' supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Richard T. Re
Senior Vice President &
General Manager

RTR:dme



VERIFIED STATEMENT of Larry Hall on behalf of Severstal NA Columbus, MS

My name is Larry Hall, and I am the Transportation Manager of Severstal located at 1945 Airport Road Columbus, MS 39701. I have served in this capacity since May of 2010. Severstal is a producer of flat rolled steel that services many markets within our region. We handle approximately 3000 rail shipments in and out of our Columbus facility each month.

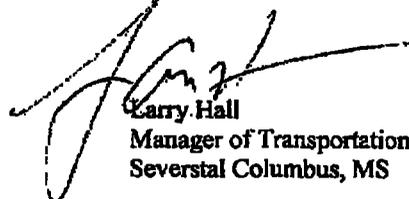
Presently rail switching service is provided to Severstal by the Columbus and Greenville railway (Gennessee & Wyoming subsidiary). The availability of safe, efficient and competitive rail service is important to Severstal. Severstal supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Columbus and Greenville railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor. The acquisition of the Rail America asset AGR is very critical and beneficial to Severstal as it will allow us a seamless transportation option directly to the gulf coast.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Larry Hall, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Larry Hall
Manager of Transportation
Severstal Columbus, MS

Severstal Columbus
1945 Airport Rd.
PO Box 1467
Columbus, MS 39703
USA

Toll Free: +1 (866) 369 3047
T: +1 (662) 245 4200
F: +1 (662) 848 0999
www.severstalms.com

July 30, 2012

TO WHOM IT MAY CONCERN:

My name is Alan Lambert, and I am the Rail Transportation Manager for SierraPine, located in Medford OR. I have served in this capacity since September 1999. SierraPine is a producer of MDF and Particleboard and distributes product nationwide via the US Rail Network.

Presently rail service is provided to SierraPine by Central Oregon and Pacific (CORP). The availability of safe, efficient and competitive rail service is important to SierraPine and is required in order to serve customers requiring our products in the USA/Canada and Mexico.

SierraPine supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CORP. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring. I, Alan Lambert, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,



Alan Lambert
Rail Transportation Manager
SierraPine
alanlambert@sierrapine.com



Simpson Lumber Company, LLC
917 E. 11th
Tacoma, WA 98421

VERIFIED STATEMENT
of
Laurie Creech
on behalf of
Simpson Lumber Company, LLC

My name is Laurie Creech, and I am the Director of Sales & Marketing at the Simpson Lumber Company, LLC, located at 917 E. 11th St., Tacoma, WA 98421. I have served in this capacity since 2000. We are a privately held company that began over 120 years ago. Our corporate offices are located in Tacoma, WA and we operate five sawmills in Washington state, one in South Carolina and one in Georgia.

Presently rail service is provided to our Shelton, WA sawmill by Puget Sound & Pacific Railroad Co. and our Medrim, GA sawmill by Georgia Central Railroad. The availability of safe, efficient and competitive rail service is important to the success of Simpson Lumber.

Simpson Lumber supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"). Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Laurie Creech, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Laurie Creech
Director of Sales & Marketing
July 30, 2012

sonneborn

REFINED PRODUCTS

VERIFIED STATEMENT

of
Jon Giberson
on behalf of
Sonneborn, Inc.

My name is Jon Giberson and I am the Vice President, Purchasing & Logistics at Sonneborn Inc located at 100 Sonneborn Lane, Petrolia, PA 16050. I have served in this capacity since October, 2005.

Sonneborn Inc. Petrolia, PA is one of the leading manufactures of white mineral oil, petrolatums, waxes, cable fillers and sulfonates, all of which, are shipped from our Petrolia location. We currently have a tankcar fleet of 160 tankcars, and are very dependent on the rail service for our inbound raw material needs, as well as, our outbound shipments to our customers.

Presently rail service is provided to Sonneborn Inc. by Buffalo & Pittsburgh Railroad, Inc.

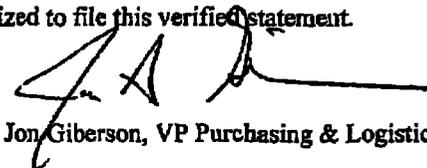
Sonneborn, Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility at Petrolia, PA and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jon Giberson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Jon Giberson, VP Purchasing & Logistics

Sonneborn, Inc, Petrolia, PA 16050

July 30, 2012



VERIFIED STATEMENT

of
Donna W. Clinton
on behalf of
SONOCO

My name is Donna W. Clinton, and I am the Strategic Sourcing Manager at Sonoco, located at One North Second Street Hartsville, SC, 29550. I have served in this current position since November of 2010. I have been employed with Sonoco for 23 years, serving in various logistics roles during this time.

Founded in 1899, Sonoco is a global provider of a variety of consumer packaging, industrial products, protective packaging and packaging supply chain services. With annualized net sales of approximately \$4.5 billion, the Company has 19,600 employees working in more than 340 facilities in 34 countries, serving some of the world's best known brands in some 85 nations. Sonoco is a proud member of the Dow Jones Sustainability World Index.

Presently rail service is provided to Sonoco by Rail America (SCRF). The availability of safe, efficient and competitive rail service is important to Sonoco.

Sonoco supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of SCRF. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Donna W. Clinton, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely:

A handwritten signature in black ink that reads "Donna W. Clinton".

Donna W. Clinton
Strategic Sourcing Manager
Logistics
July 31, 2012

Specialized Transport**P.O. Box 2847****East Peoria, IL 61611-0847****VERIFIED STATEMENT****Of****Dave Hibbert****On behalf of****Specialized Transport**

My name is Dave Hibbert, owner of Specialized Transport located at 305 Wesley Road East Peoria, IL. Specialized Transport has been in business since January of 2000. The TZPR in Creve Coeur, IL and the I&MRR in Springfield, IL provide services to our cross dock operations and our transload facilities. Our customers for the transload facilities include Commonwealth Edison (electrical supplier for Central & Northern Illinois), Do It Best Corporation, Nudo, Truss-Slater and several other smaller companies. They depend on these two railroads for services as well. We unload poles from flat cars, roofing shingles & plywood from box cars and lumber from center beam cars. We have also reloaded Caterpillar parts into boxcars.

The availability of safe, efficient and competitive rail service is important and vital to my company and our customers. G&W has a 100 year history and clearly demonstrate commitment to safety and customer satisfaction. I support the acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. I believe this could bring us even more business and provide faster, more efficient service.

I, Dave Hibbert, declare under penalty of perjury, under the laws of the United States, that the foregoing is true & correct. Further, I certify that I am qualified and authorized to file this verified statement.



Dave Hibbert, owner, Specialized Transport
7/29/2012

Stafford Reload Inc.
607 43rd Avenue
Sweet Home, OR 97386
Phone: 541-979-7630 Fax: 541-367-5298
Email: reloadsta@netscape.net



VERIFIED STATEMENT
of
Steve Stafford
on behalf of
Stafford Reload Inc.

My name is Steve Stafford, and I am the President of Stafford Reload Inc located in Albany, Oregon. I have served in this capacity since September of 2007.

Stafford Reload has done business with the railroad since 1986 in the Albany Rail Yard. Over the years we have loaded/reloaded various wood products and metal. Portland and Western have always given us excellent service.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important Stafford Reload.

Stafford Reload Inc. supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Steve Stafford, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Steve Stafford", located below the text of the statement.

Steve Stafford, President, Stafford Reload, Inc.
July 30, 2012

**STARKE COUNTY FARM BUREAU
COOPERATIVE ASSOCIATION, INC.**

BREMS BRANCH
2451 NORTH PEABODY
KNOX, INDIANA 46534
PHONE (574) 772-4590
FAX (574) 772-6430



MAIN OFFICE
P.O. BOX 390
HAMLET, INDIANA 46532
PHONE (574) 867-2411
FAX (574) 867-2431

VERIFIED STATEMENT

of
Brian Leydens
on behalf of
Starke County Co-op

My name is Brian Leydens, and I am the Grain Division Manager at the Starke County Co-op, located at 4 West Plymouth St in Hamlet, Indiana. I have served in this capacity since September of 1994. Starke County Co-op is a full service agricultural cooperative supplying petroleum products, crop inputs, custom application services, and grain handling. We handle approximately 10 million bushels of corn, soybeans, and wheat which is delivered to us by truck and primarily shipped out by rail.

Presently rail service is provided to our grain facility by Chicago, Ft. Wayne & Eastern, (CFE). The availability of safe, efficient and competitive rail service is important to Starke County Co-op.

Starke County Co-op supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CFE. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Brian Leydens, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Brian Leydens

Brian Leydens
Starke County Co-op

07-27-12



VERIFIED STATEMENT
of
Art Rowland

Steel Dust Recycling LLC

My name is Art Rowland and I am the Plant Manager at Steel Dust Recycling LLC, located at 13209 Highway 96 Millport Alabama. I have served in this capacity since January of 2007.

Steel Dust recycling LLC receives Electric Arc Furnace Dust from 12 major steel mills located mainly in the southeast portion of the US. SDR received approximately 2,300 loaded rail cars a year. After processing this material SDR produced Waelz Zinc Oxide. This material is shipped out by rail. SDR currently ships out approximately 700 rail cars of finished product.

Presently rail service is provided to SDR by the Luxapalila Railway. The availability of safe, efficient and competitive rail service is important to SDR.

SDR supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Luxapalila Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



I, Art Rowland, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Art Rowland

A handwritten signature in black ink, appearing to read 'Art Rowland', written over a horizontal line.

Plant Manager

Steel Dust Recycling LLC

07/30/2012



2601 County Road 700 E
Columbia City, Indiana 46725
Tel: 260-625-8100
Fax: 260-625-8950

VERIFIED STATEMENT
of
Douglas A Rees-Evans
on behalf of
Steel Dynamics, Inc., Structural and Rail Division

My name is Douglas A Rees-Evans, and I am the Materials and Transportation Manager at Steel Dynamics, Inc., Structural and Rail Division, located at 2601 South County Road 700 East, Columbia City, Indiana. I have served in this capacity since December of 2007.

Since the Structural and Rail Division's greenfield start-up in 2002, the mill has become Steel Dynamic's second-largest steel operation. Uniquely, its primary rolling mill is capable of producing both structural steel and railway 'T'- rail. Initially, the focus was on producing wide-flange beams with web heights ranging from 6 inches to 36 inches. Within five years the company became a major North American supplier of high-quality structural steel. SDI's beam shipments reached a peak of 1.2 million tons in 2007. Our production scheduling flexibility allows us to offer the shortest lead times in the structural-steel industry. This is a result of mill design and technology allowing quick changeovers of products. Adding a second rolling mill in 2008 expanded production capacity and improved the division's efficiency, plus it allowed extending the structural product line to include new sizes and shapes. Initial development of rail products was gradual while we focused on the success of wide-flange beams. As the 2008 recession reduced the demand for beams, it allowed us to focus on rail products. Volume shipments of standard-strength AREMA rails began in 2010 after our products gained certification by all the U.S. Class I railroads. Our on-site continuous-rail-welding facility allows us to ship rails up to 1,620 feet in length.

From start-up to present, rail service has been provided to Steel Dynamics, Inc., Structural and Rail Division by RailAmerica's ("RA") Chicago, Fort Wayne & Eastern Railroad ("CFE"). The availability of safe, efficient and competitive rail service is vital important to Steel Dynamics, Inc., Structural and Rail Division.

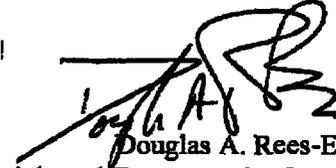
Steel Dynamics, Inc., Structural and Rail Division supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Chicago, Fort Wayne & Eastern Railroad ("CFE"). Both G&W and RA operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

Short line and regional freight railroads are a critical component of our organization's raw material supply chain and finished products delivery logistics. G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs. As such, G&W's core values match with Steel Dynamic's core values.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Douglas Rees-Evans, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Douglas A. Rees-Evans
Materials and Transportation Manager
Steel Dynamics, Inc., Structural and Rail Division
July 27, 2012



Innovative Dependable
Energy Solutions

To: Gareth Martin

Fax:

Pages: 1

Phone:

Date: July 30, 2012

Re:

Rail & SGL's Business

CC:

Urgent

For Review

Please Comment

Please Reply

Please Recycle

Rail transit is a key component of propane supply to the Atlantic Canada region for home heating and industrial use. Historically SGL, as a supplier to Superior Propane, has utilized a high amount of railcar traffic to ensure continued supply to large bases in Atlantic Canada.

Recently the changes in price structure for accessorial costs have meant that trucking has gained some market traction. We now move 25% versus none year-over-year of our traffic at origin supply point by truck and are targeting a higher percentage going forward.

Rail does remain a critical infrastructure need for the region and any change would of course be subject to CTA approval processes. As a shipper that relies on rail Superior Gas Liquids appreciates the chance to comment on the G & W proposal and reiterates our interest in receiving rail service.

Andrew Duffy.
(888) 849-3525

Suite 1400, 840 - 7 Avenue SW Calgary, Alberta T2P 3G2

phone 403.283.4443 fax 403.283.6589

toll free 1.888.849.3525

www.superiorgasliquids.com

Synergy Recycling LLC

105 Industrial Park Drive

Kingsland, Ga 31548

VERIFIED STATEMENT

of

Elliott Paul

on behalf of

Synergy Recycling LLC

My name is Elliott Paul, and I am the Managing Member at Synergy Recycling, located at 105 Industrial Park Drive. I have served in this capacity since September of 2005. Synergy currently collects and recycles Used Motor Oil's at our Kingsland facility.

Presently rail service is provided to Synergy by Genesee & Wyoming. The availability of safe, efficient and competitive rail service is important to us.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. Reason for support is as follows:

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Elliott Paul, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Synergy Recycling, LLC.

Elliott Paul, Managing Member

July 27, 2012



VERIFIED STATEMENT

of

Paul Langner
on behalf of

Teevin Bros. Land & Timber Co., LLC

KNAPPA
OFFICE

42894
OLD HWY. 30
ASTORIA
OREGON
97103

OFFICE
(503)
458-6671

FAX
(503)
458-6106

RAINIER
OFFICE

29191
DIKE ROAD
RAINIER
OREGON
97048

OFFICE
(503)
556-0410

FAX
(503)
556-2805

WWW.
TEEVIN BROS.
COM

My name is Paul Langner and I am the intermodal coordinator and marine facilities manager at Teevin Bros Intermodal Terminal, located at 29191 Dike Road, Rainier, Oregon. I have served in this capacity since November of 2004. The Rainier intermodal terminal operates as a log yard, log reload, timber export facility, rail-to-barge reload facility, log barge-to-rail reload, Hawaii commodities consolidation and shipping terminal, Southern California (Long Beach and San Diego serviced) lumber rail-to-barge reload, Columbia-Snake River marine highway terminal (timber, steel products, food), and regional emergency management staging and response facility; amongst other services provided.

Rail service is provided by Portland & Western Railroad, Inc. ("P&W"), a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to Teevin Bros and the sixty-two regional firms that move commodities through our intermodal terminal.

Teevin Bros Land & Timber Co. LLC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W cooperation and interchange is critical to the regional movement of timber, lumber and construction materials intrastate. In 2007, Teevin Bros moved over 10,000 rail cars between northwest Oregon and southern Oregon mills, using a combination of P&W and CORP infrastructure. While the downturn in the US economy has temporarily changed those numbers, as the economy recovers, the call for increased service between these regions has resumed. A more seamless connection between these railroads truly benefits thousands in the timber, lumber and construction materials industries.

Short line railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs. This local level of decision making has led to the renaissance of rail within the state of Oregon. The synergies of CORP and P&W operations strengthen intrastate rail opportunities that will provide seamless connections from the California border to the Columbia River.



LAND & TIMBER CO.

KNAPPA
OFFICE

42894
OLD HWY. 30
ASTORIA
OREGON
97103

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(503)
458-6671

FAX
(503)
458-6106

RAINIER
OFFICE

29191
DIKE ROAD
RAINIER
OREGON
97048

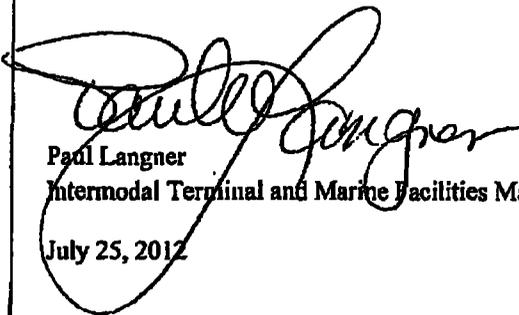
OFFICE
(503)
556-0410

FAX
(503)
556-2805

WWW.
TERVIN BROS.
COM

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Paul Langner, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Paul Langner
Intermodal Terminal and Marine Facilities Manager

July 25, 2012



TENNESSEE VALLEY RAILROAD

4119 Cromwell Road • Chattanooga, Tennessee 37421-2119

Telephone: Office (423) 894-8028 • Fax (423) 894-8029

Rebuilding Yesterday for Tomorrow

www.tvrail.com

VERIFIED STATEMENT

of

Tim Andrews

on behalf of

Tennessee Valley Railroad Museum

My name is Tim Andrews, and I am the President of the Tennessee Valley Railroad Museum (TVRM) a not-for-profit educational corporation, located at 4119 Cromwell Rd., Chattanooga, TN 37421. I have served in this capacity since February of 1997. TVRM operates excursions in the Chattanooga area in support of our mission to preserve, restore, operate and interpret steam locomotives and passenger equipment for the public's education.

TVRM presently utilizes the trackage operated by the Chattooga and Chickamauga Railway ("CCKY") for excursions between Chattanooga and points in Georgia including Chickamauga and Summerville. The availability of this trackage to host our excursions, in a safe and efficient manner is important to TVRM.

TVRM supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of CCKY. The continuation of quality freight service by the combined companies will strengthen all of the individual railroads under the G&W umbrella including CCKY making the continued operation of our excursions possible.

Short line and regional freight railroads are a critical component of our region's growth strategy, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our area with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Tim Andrews, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Tim Andrews, President, TVRM

July 29, 2012



MEMBER ASSOCIATION OF RAILWAY MUSEUMS, NRHS, CHATTA. CONVENTION & VISITORS' BUREAU
A NON-PROFIT EDUCATIONAL CORPORATION, FOUNDED IN 1961 • PUBLICATION: SMOKE & CINDERS



107 CHAPEL LANE | NEW BOSTON, TEXAS 75570

July 30, 2012

To Whom it May Concern:

My name is William Cork and I am the Executive Director/CEO at TexAmericas Center located at 107 Chapel Lane, New Boston, TX 75570. I have served in this capacity since 2008. We are a Special Purpose District in the State of Texas chartered to redevelop 12,000 acres of surplus military property into an industrial park. Our site contains 36 miles of on-site rail and is served by RailAmerica, Inc.

The availability of safe, efficient and competitive rail service is important to TexAmericas Center, for this reason, I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W").

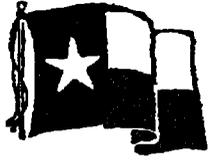
Short line and regional freight railroads are a critical component of our tenant and local business supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs. This local flexibility is absolutely critical for our competitive advantage and for the advantage of our tenants and prospects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Sincerely,

William V. Cork
Executive Director/CEO



Texas Star Warehouse & Distribution, Inc.

VERIFIED STATEMENT
of
Rick Morgan
on behalf of
TEXAS STAR WAREHOUSE

My name is Rick Morgan, and I am the owner at the Texas Star Warehouse, located at 5200 E. Grand Ave., Dallas, Texas 75223. I have served in this capacity since April of 1993. We are a bonded public warehouse and logistics company.

Presently rail service is provided to Texas Star Warehouse by the Dallas Garland Northeastern Railroad. The availability of safe, efficient and competitive rail service is important to Texas Star Warehouse.

Texas Star Warehouse supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Dallas Garland Northeastern Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Rick Morgan, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Rick Morgan

President, Owner

Texas Star Warehouse

July 26, 2012

5200 East Grand Avenue ☆ Suite 400 ☆ Dallas 75223-2216

(214) 821-1999

FAX (214) 821-1033

TOWNS BROTHERS CONSTRUCTION

PO Box 608
Ludington, Mi 49431
231-845-5115
231-845-6099 (fax)

VERIFIED STATEMENT OF

Robert Towns
On behalf of Towns Brothers Construction

My name is Robert Towns and I am the President of Towns Brothers Construction, located at 679 S. Pere Marquette Hwy, Ludington, MI 49431. I have served in this capacity since July of 1985.

Presently rail service is provided to Towns Brothers Construction by RailAmerica. The availability of safe, efficient and competitive rail service is important to Towns Brothers Construction.

Our business consists of trucking, loading and unloading various materials from railcars, drying and loading of sand into railcars and the crushing of gravel.

WE, Towns Brothers Construction supports the acquisition of RailAmerica, Inc. ("RA") by Genesee & Wyoming Inc. ("G&W"). Both G & W and RA operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short-line and regional freight railroads are a critical component of our organization's supply chain and G & W's 100 year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G & W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power and Associates survey. G & W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G & W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G & W transaction and the enhanced transportation options and services it will

bring.

I Robert Towns declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Robert Towns

Robert Towns

President

Towns Brothers Construction

July 30, 2012



Tel. 519.824.1345
Fax. 519.822.7994

231 Speedvale Avenue West Guelph, Ontario N1H 1C5

VERIFIED STATEMENT
of
Robert Havekes
on behalf of
Traxxside Transloading Inc.

My name is Robert Havekes and I am the President at Traxxside, located at 231 Speedvale Avenue West, Guelph, ON Canada. I have served in this capacity since December of 2007.

Traxxside is a third party rail truck transloader of food grade & industrial commodities, handling over 3000 carloads annually.

Presently rail service is provided to Traxxside by The Goderich-Exeter Railway. The availability of safe, efficient and competitive rail service is important to Traxxside.

Traxxside supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Goderich-Exeter Railway. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Robert Havekes, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Robert Havekes".

Robert Havekes, President, Traxxside Transloading Inc.

July 27, 2012

Truck-Rail Handling, inc.

CORPORATE OFFICE • 45051 INDUSTRIAL DRIVE • FREMONT, CA 94538-8436 • (510) 657-4267 • CSR-(FAX) (510) 657-5083 • ADM-(FAX) (510) 354-3941

August 2, 2012

My name is Lee Schorno and I am the President at the Truck-Rail Handling, Inc. located at Fremont, CA. I have served in this capacity since August of 2004. Our company currently unloads 4000 rail cars per year in our 7 locations out in the Western USA.

Presently our Murray UT rail service is provided by a G&W subsidiary Utah Railway. The availability of safe, efficient and competitive rail service is important to Truck-Rail Handling and is an everyday struggle in our industry

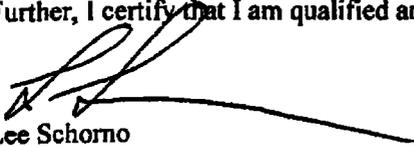
Truck-Rail Handling supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Utah Railway. TRH supports the service provided by a short line rail road when compared to a Class 1 rail road. Since both the G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Lee Schorno, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Lee Schorno

President

Truck-Rail Handling, Inc.



Tunnel Hill Partners

VERIFIED STATEMENT

of
William W. Gay

July 25, 2012

My name is William Gay and I am the Chief Executive Officer of Tunnel Hill Partners. I have served in this capacity since September of 2008. Tunnel Hill Partners owns the Tunnel Hill Reclamation Landfill, which is a large waste-by-rail landfill located in New Lexington, Ohio. Our business is substantially tied to the delivery of waste products from the Northeast. The most cost-effective way of getting waste to our landfill is via rail.

Presently rail service is provided to Tunnel Hill by the Ohio Central Railroad, which is a subsidiary of the Genesee & Wyoming. Cooperatively working with the Ohio Central Railroad we have been able to more than triple the size of our business since 2009. The vast majority of that increase was due to rail-delivered waste products to our landfill. Ohio Central was and is a reliable service provider and has helped us in the marketing of our landfill.

Tunnel Hill supports the acquisition of RailAmerica, Inc. ("RA"), by the Genesee & Wyoming Inc. ("G&W"). Some of the reasons for our support includes the facts that a) both the G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service, and b) the short line combination offers customers like us the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects. I specifically like G&W's decentralized operating philosophy which allows decision making to be made at the local level, and allows the local G&W companies (like the Ohio Central) to respond to customer needs.

Given the aforementioned benefits, we encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, William Gay, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

William W. Gay
Chief Executive Officer

Office: (740) 342-1180 • Fax: (740) 342-1331 • Website: www.tunnelhillpartners.com
2500 Township Road 205 • (Route 2) • New Lexington, OH 43764



TYREE OIL, INC.

July 31, 2012

RE: Genesee & Wyoming / Rail America Proposed Merger
Verified Statement / Letter of Support

To Whom It May Concern:

My name is Ron Tyree and I am the president of Tyree Oil, Inc. located at 1355 West 1st Avenue Eugene, Oregon. I have served in this capacity since September of 1988. Our company is a distributor of petroleum products and one of the owners of the Sequential-Pacific biodiesel plant in Salem, OR. In our normal course of business we often move product in tankers by rail. We also operate a rail spur and a trans loading terminal for ethanol. Our company is also a supplier of fuel, lubricants, rail grease and related dispensing equipment to all classes of railroads in the Western U.S., including BNSF, UP, PNWR and CORP.

Presently rail service is provided to our company's spurs by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to our company and our continued operation.

I personally and my company support the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Ron Tyree, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Ronald L. Tyree
President

P. O. Box 2706
Eugene, Oregon 97402
(541) 687-0076
Fax: (541) 343-0552

P. O. Box 778
Roseburg, Oregon 97470
(541) 673-6215
Fax: (541) 672-1301

341 Newmark Street
North Bend Oregon 97459
(541) 756-9776
Fax: (541) 756-1476

229 Port Dock Road
Reedsport, Oregon 97467
(541) 271-2411
Fax: (541) 271-2412



KWT

**VERIFIED STATEMENT
of**

**Phillip Boyd
on behalf of**

Unimin Corporation Gleason Plant

My name is Phillip Boyd, and I am the Plant Manager at the Unimin Corporation Plant, located at 5110 SR22, Gleason, Tennessee. I have served in this capacity since January of 1988. The Gleason Plant has been in operation since the 1930's. This operation mines and processes ceramic clays utilized in making sanitary ware, wall and floor tile, refractory, electrical porcelain, dinnerware, hobby ware, fiberglass and various other ceramic applications. Our products can be shipped as powder, semi-dried lumps, and blended crude clays, and sold as bulk or packaged in IBC's or 50# paper bags and shipped via hopper cars, boxcars or trucks

Presently rail service is provided to Unimin Gleason by Kentucky & West Tennessee RR. The availability of safe, efficient and competitive rail service is important to Unimin.

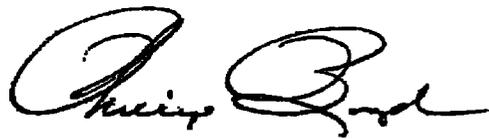
I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Kentucky & West Tennessee RR. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Phillip Boyd, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Phillip Boyd", written in a cursive style.

Phillip Boyd

Plant Manager Unimin Corporation

July 28, 2012



United Freezer and Storage Company

Freezer & Storage Specialists / 650 N. Meridian Rd., Youngstown, Ohio 44509 / (330) 792-1739

VERIFIED STATEMENT

of

Diane Perica

on behalf of

United Freezer & Storage Co.

My name is Diane Perica, and I am the General Manager at the United Freezer & Storage Co., located at 650 N. Meridian Rd. Youngstown, OH. I have served in this capacity since January of 2009. United Freezer & Storage Co. is a public warehousing facility. We operate two warehouses, one located at 650 N. Meridian Rd. and one located at 555 N. Meridian Rd. We operate our rail siding at both facilities to receive cooler products for several customers.

Presently rail service is provided to United Freezer & Storage by YARR. The availability of safe, efficient and competitive rail service is important to United Freezer & Storage Co.

United Freezer & Storage Co. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of YARR. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking

industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



Diane Perica

General Manager

7/30/12



United Refining Company • Petroleum Products

**VERIFIED STATEMENT
of
Fred Martin, Jr.
on behalf of
UNITED REFINING COMPANY**

My name is Fred Martin, Jr. and I am the Vice President Supply and Transportation at United Refining Company, located at 15 Bradley Street, Warren, PA. I have served in this capacity since February of 1993.

United Refining Company is a regional refiner and marketer of petroleum products serving the PADD 1 region of the United States. We are the leading integrated refiner and marketer of petroleum products in our primary market area, which encompasses western New York and northwestern Pennsylvania. We own and operate a medium complexity 70,000 barrel per day ("bpd") petroleum refinery in Warren, Pennsylvania where we produce a variety of products, including various grades of gasoline, ultra low sulfur diesel fuel, kerosene, No. 2 heating oil and asphalt. Our operations are organized into two business segments: wholesale and retail. The wholesale segment is responsible for the acquisition of crude oil, petroleum refining, supplying petroleum products to the retail segment and the marketing of petroleum products to wholesale and industrial customers. The retail segment sells petroleum products under the Kwik Fill®, Citgo®, Keystone® and Country Fair® brand names at a network of Company-operated retail units and convenience and grocery items through convenience stores under the Red Apple Food Mart® and Country Fair® brand names.

Presently rail service is provided to United Refining by Buffalo & Pittsburgh Railroad, Inc.

United Refining Company supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Buffalo & Pittsburgh Railroad, since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility at Warren, PA and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach, thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure -- as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Fred Martin, Jr., declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Fred Martin, Jr.", with a long horizontal flourish extending to the right.

Fred Martin, Jr.

Vice President Supply and Transportation

July 24, 2012

814-938-5171 Office
814-938-5008 Fax

*Producer and Shipper
of Bituminous Coal.*

VALIER COAL YARD
P.O. Box 343
PUNXSUTAWNEY, PENNSYLVANIA 15767

**VERIFIED STATEMENT OF DAVID OSIKOWICZ
VALIER COAL YARD**

July 26, 2012

My name is David Osikowicz and I am the Owner of Valier Coal Yard located at 91 Coolspring Road, Punxsutawney, PA. I have served in this capacity since March 1980.

Valier Coal Yard is organized as a sole-proprietorship. It is a coal processing and brokerage firm located near Valier, Pennsylvania. In operation since 1980, the yard handles truck coal and also has a rail siding on the Buffalo and Pittsburgh Railroad that is equipped to load single cars and up to 130-car unit trains under power. The BP has the advantage of interchanging with both the CSX and NS railroads. Valier Coal Yard has the capacity to handle 50,000 tons of coal per month. VCY has the ability to ship mine run coal and a 2"x 0" product. It can screen various sizes of industrial coal from pea stoker up to a 6"x2" or an 8"x2" lump product.

Presently rail service is provided to Valier Coal Yard by Buffalo & Pittsburgh Railroad, Inc.

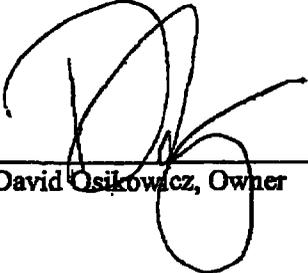
Valier Coal Yard supports the acquisition of RailAmerica, Inc.(RA) by Genesee & Wyoming, Inc.(G&W), parent company of the Buffalo & Pittsburgh Railroad. Since the Buffalo & Pittsburgh Railroad is a critical transportation service provider to our facility in Valier and we believe that this acquisition will strengthen G&W and its operating subsidiaries and will enable it to expand its reach thereby providing us with additional rail transportation options.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates' survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore, encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, David Osikowicz, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



David Osikowicz, Owner



**DELIVERY SERVICE, INC.
INTERSTATE SERVICE, INC.
LOGISTICS SERVICE, LLC
BROKERAGE SERVICE, LLC**

*Courtesy & Promptness
Around Since 1925*

VERIFIED STATEMENT

of

John E. Nieuwenhuis

on behalf of

Van's Logistics Service, LLC

My name is John E. Nieuwenhuis, and I am the Managing Member at Van's Logistics Service, LLC, located at 2280 Turner NW, Grand Rapids, MI 49544. I have served in this capacity since May of 2006. Van's Logistics Service, LLC (Van's) provides contract warehousing services to a variety of clients in a number of various industries.

Presently rail service is provided to Van's by Marquette Rail. The availability of safe, efficient and competitive rail service is vital to Van's.

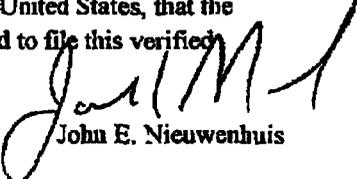
Van's supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Marquette Rail. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class I railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

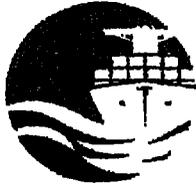
G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John E. Nieuwenhuis, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


John E. Nieuwenhuis

July 27, 2012



THE PORT OF VIRGINIA

Virginia Port Authority
600 World Trade Center
Norfolk, Virginia 23510-1679
Telephone (757) 683-8000
Fax (757) 683-8500

BOARD OF COMMISSIONERS

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Manju S. Ganerwala, State Treasurer

Jerry A. Bridges
Executive Director

ISO Certified: 9001
Quality Management System -
14001 Environmental
Management System

VERIFIED STATEMENT
of
Jeffrey A. Florin
on behalf of
Virginia Port Authority

My name is Jeffrey A. Florin and I am the Chief Operating Officer at the Virginia Port Authority, located in Norfolk Virginia. I have served in this capacity since July 2002. The Virginia Port Authority is an agency of the Commonwealth of Virginia that operates 5 marine terminals that import/export international cargo and serve as one of the main economic engines for the Commonwealth, responsible for 343,000 jobs contributing more than \$40 billion annually in economic activity. The fastest growing segment of our business is intermodal cargo and Genesee and Wyoming, Incorporated has been instrumental in that growth. The availability of safe, efficient, and competitive rail service is extremely important to the Virginia Port Authority's business plans.

The Virginia Port Authority supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Commonwealth Railway, Incorporated. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns about the merger. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating additional competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we will have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure - as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, as clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, the Virginia Port Authority strongly encourages favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jeffrey A. Florin, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Jeffrey A. Florin, PE
Chief Operating Officer
Virginia Port Authority

July 27, 2012

Virginia Station, LLC

4636-B Bit & Spur Rd.

Mobile, AL 36608

251-652-3000 Telephone

251-652-6566 Facsimile

VERIFIED STATEMENT

of

John R. Goodloe, III

on behalf of

Virginia Station, LLC

My name is John R. Goodloe, III, and I am the Managing Member of Virginia Station, LLC, located at 4636-B Bit & Spur Road, Mobile, AL 36608. I have served in this capacity since June of 2007. Virginia Station, LLC owns a private industrial park with rail that is leased to private users.

Presently rail service is provided to our tenants by Alabama-Gulf Coast Railroad. The availability of safe, efficient and competitive rail service is important to Virginia Station, LLC

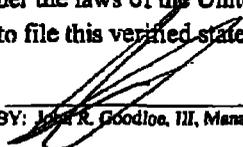
Virginia Station, LLC supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Alabama-Gulf Coast Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, John R. Goodloe, III, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

BY:  _____
John R. Goodloe, III, Managing Member, Virginia Station, LLC

Date

7-30-12



VERIFIED STATEMENT
of
Troy Sturtz
on behalf of
Vopak Wilmington Terminals, Inc.

My name is Troy Sturtz, and I am the Operations Manager for Vopak Wilmington Terminals, Inc. located at 1710 Woodbine and 3340 River Road in Wilmington, NC. I have served in this capacity since September of 2008. Vopak Wilmington Terminals, Inc. are two separate import export terminal for bulk chemicals and petroleum products.

Presently rail service is provided to Vopak Wilmington Terminals, Inc. by Wilmington Terminal Railroad Atlantic and Western Railway which is owned by Genesee and Wyoming Companies. The availability of safe, efficient and competitive rail service is important to Vopak Wilmington Terminals, Inc.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Wilmington Terminal Railroad Atlantic and Western Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Troy Sturtz declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

A handwritten signature in black ink, appearing to read "Troy Sturtz", written over a horizontal line.

Troy Sturtz
Operations Manager
Vopak Wilmington Terminals, Inc.



VERIFIED STATEMENT

of

Gary Gray

on behalf of

Vulcan Materials Company

My name is Gary Gray and I am Manager of Transportation Services for the East Region of Vulcan Materials Company, based in Birmingham, Alabama. I have served in this capacity since January of 2012. I served as Transportation Manager for Vulcan's Southeast Division from November of 2007 until January of 2012.

In my previous and current roles, I oversee rail shipments that move over the Georgia Southwestern and Hilton-Albany line, both of which are Genesee and Wyoming subsidiaries, as well as shipments that move over the Chesapeake and Albemarle Railroad, a Rail America subsidiary. The availability of safe, efficient and competitive rail service is important to Vulcan.

I support the acquisition of RailAmerica, Inc. ("RA"), parent company of the Chesapeake and Albemarle Railroad, by Genesee & Wyoming Inc. ("G&W"). Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios of which I am aware. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, potentially creating an additional level of competition through competitive routing options. The short-haul nature of short lines makes trucking a constant competitor as well.

Short line and regional freight railroads are an important component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Gary Gray, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Gary Gray

Manager, Transportation Services – East Region

Vulcan Materials Company

July 24, 2012

**Verified Statement
Of
William M. Walsh
On behalf of
Walsh Transportation Group, Inc.**



My name is William M. Walsh and I am the President of Walsh Transportation Group (WTG), located in Exeter NH. I have served in this capacity since October 1995. WTG is all service transportation company, with contracts for intermodal, highway, brokers, NVOCC and our own fleet of tractors and trucks.

Presently rail service is provided through our Monson Massachusetts Warehouse, by NECR (New England Central Railroad). The availability of safe, efficient and competitive rail service is important to WTG.

WTG supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of NECR. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure, as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.



I, William M. Walsh, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "W. M. Walsh", is written in a cursive style.

William M. Walsh
President, Walsh Transportation Group
July 27, 2012



WARREN
Oil Company, Inc.
Corporate Office
P.O. Box 1507 • 2340 US 301 North
Dunn, NC 28334 • 910-892-6458



VERIFIED STATEMENT

of
[Willie Mc Reynolds]
on behalf of
[Warren Oil Company]

My name is Willie McReynolds, and I am the inventory manager at Warren Oil Company, located at 14220 US HWY 80 W TYLER, AL 36785. I have served in this capacity since March of 2009.

Presently rail service is provided to Warren Oil Company by M & B which is a G&W COMPANY. The availability of safe, efficient and competitive rail service is important to Warren oil Company.

I supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Meridian & Bigbee. The reason that I support the acquisition of this company is that, I have no dealings with (RA) but giving the commitment and dedication of (M & B) with the service that they give to our company, the acquisition of this company can only be a plus to those that are effected. The professionalism of the crew that run M&B their quick resolution process and their dedication to their customers, is the thing that has me well pleased with this company

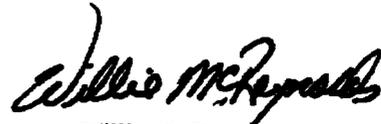
This acquisition of (RA) will allow them expand to more connectivity, therefore being more competitive in the supply market, which would allow for even better service as compared to short line, regional, and trucking companies

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs]

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Willie McReynolds, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Willie McReynolds". The signature is written in a cursive style with a large initial "W".

Willie Mc Reynolds

Inventory Manager

Warren Oil Company



Washington Penn Plastic Co., Inc.

450 Racetrack Road • P.O. Box 236
Washington, Pennsylvania 15301-6183
Phone (724) 228-1260
Fax (724) 223-9300
Website www.washpenn.com

VERIFIED STATEMENT
of
J. Bryan Clelland
on behalf of
Washington Penn Plastic Co., Inc.

My name is J. Bryan Clelland and I am the Corporate Purchasing & Logistics Manager at Washington Penn Plastic Co., Inc., located at 45 Racetrack Road, Washington, Pennsylvania. I have served in this capacity since 2000. Washington Penn Plastic Co., Inc. is a compounder of thermo plastics which supplies the automotive, appliance, packaging, industrial and construction industries.

Presently rail service is provided Washington Penn Plastic Co., Inc. by the Pittsburgh and Ohio Central. The availability of safe, efficient and competitive rail service is important to Washington Penn Plastic Co., Inc.

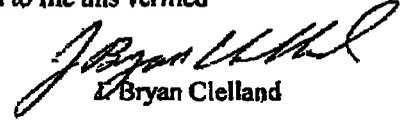
Washington Penn Plastic Co., Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Pittsburgh & Ohio Central. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, J. Bryan Clelland declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



J. Bryan Clelland

Corporate Purchasing & Logistics Manager

July 26, 2012



WESTSIDETRANLOAD

Recycling and Transporting Waste the Green Way

VERIFIED STATEMENT

of

Christopher Cardella

on behalf of

Westside Transload LLC.

My name is Christopher Cardella, and I am the Operations Manager at the Westside Transload LLC/Cardella Waste Services, located at 5600 Westside Ave North Bergen, NJ. I have served in this capacity since August of 2008. Our company collects construction and demolition debris, recycles them and disposes of the non recyclable material at various landfills in Ohio. We ship non recycled material to the landfills via rail through the NYS&W, Norfolk Southern and the Ohio Central Railroad. The availability of safe, efficient and competitive rail service is important to Westside Transload LLC/Cardella Waste Services.

Westside Transload LLC/Cardella Waste Services supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central Railroad. Both G&W and RailAmerica operate independent short line rail networks and, combined, there is no overlap of service; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. Additionally, the short line combination offers customers the ability to connect to multiple Class 1 railroads, creating an additional level of competition through competitive routing options. And the short-haul nature of short lines makes trucking a constant competitor.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

Christopher Cardella

Operations Manager

Westside Transload LLC/CardellaWaste Services

July 30, 2012

VERIFIED STATEMENT

of

Thomas Gennarelli on

behalf of

Weyerhaeuser NR

My name is Thomas Gennarelli, and I am the Director of Logistics at Weyerhaeuser, located at 33663 Weyerhaeuser Way South, Federal Way, WA. I have served in this capacity since March of 2011. We currently provide service for the Wood Products segment of Weyerhaeuser at approximately 250M spend per year.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to Weyerhaeuser.

Weyerhaeuser supports the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Thomas Gennarelli, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Thomas Gennarelli

Director of Logistics WP

Weyerhaeuser

July 30th 2012



VERIFIED STATEMENT
of

Michael Wilhoit
on behalf of
Wilco-Winfield LLC

200 Industrial Way
PO Box 258
Mt. Angel, OR 97362

My name is Michael Wilhoit, and I am the Key Account Representative at the Wilco-Winfield LLC, located at P.O. Box 258, Mt Angel, OR 97362. I have served in this capacity since March of 2010.

Among other duties I am responsible for purchasing from Willamette Valley growers, their wheat production and then selling this wheat to Columbia River District exporters or other end users. This responsibility also means that I regularly interface with employees of Portland & Western Railroad, to schedule cars for shipping of wheat to market.

Presently rail service is provided by Portland & Western Railroad, Inc. ("P&W") a Genesee & Wyoming Inc. subsidiary. The availability of safe, efficient and competitive rail service is important to Wilco-Winfield LLC.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Michael Wilhoit, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Michael Wilhoit

Key Account Rep., Wilco-Winfield LLC

7/26/12

WM. B. MORSE LUMBER CO.
340 WEST MAIN STREET
ROCHESTER, NEW YORK 14608

WM. B. MORSE & SONS
MORSE SASH & DOOR CO.

Phone: 585.328.1400
Fax: 585.328.5454

WILLIAM B. MORSE, President
PATRICK M. CLANCY, Vice Pres.
MICHAEL R. MORSE, Secretary
WALTER W. MORSE, Treasurer.

VERIFIED STATEMENT

of

William B. Morse, 3rd on behalf of
The Wm. B. Morse Lumber Company

My name is Bill Morse, and I am the President of Wm. B. Morse Lumber Company located at 340 West Main Street, Rochester, New York. I have served in this capacity since 1983.

We are a 150 plus year old company providing lumber and building materials to industry, contractors, and serious do-it-yourselfers in the Rochester area for five generations. Our lumber yard was located on the intersection of the Erie and Genesee Valley Canals to take advantage of freight cost advantages provided by canal shipping in the eighteenth century. As canal service dwindled, Rail replaced the canals as the most efficient way to ship the commodities we sell.

Presently rail service is provided to Morse Lumber by Rochester & Southern Railroad, Inc. They are successors to the Baltimore & Ohio and before that the Buffalo, Rochester and Pittsburgh. We have found the Rochester and Southern to be very responsive to our needs and safe and efficient in their operations.

We support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Rochester & Southern Railroad. The R&S is a critical transportation service provider to our facility at 340 West Main Street in Rochester. We believe that this acquisition will strengthen G&W and its operating subsidiaries and will make them a more stable and valuable business partner ensuring our company dependable economical rail service into the future.

G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

I therefore encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, William B. Morse, 3rd, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Yours Truly

William B Morse, 3rd, President
William B Morse Lumber Company
July 24, 2012

VERSATEX
TRIM BOARD
TRIM SMARTER.

VERIFIED STATEMENT

of

James H. Wolf

on behalf of

Wolfpac Technologies, Inc.

My name is James H. Wolf and I am the CEO at the Wolfpac Technologies, Inc., located at 400 Steel Street, Aliquippa, PA 15001. I have served in this capacity since December of 2003. Wolfpac Technologies, Inc. is a manufacturer of PVC trimboard.

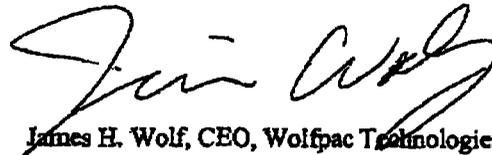
Presently rail service is provided to Wolfpac Technologies, Inc. by Ohio Central. The availability of safe, efficient and competitive rail service is important to Wolfpac Technologies, Inc.

Wolfpac Technologies, Inc. supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Ohio Central.

Short line and regional freight railroads are a critical component of our organization's supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides our company and our customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support customer growth projects.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, James H. Wolf declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



James H. Wolf, CEO, Wolfpac Technologies, Inc.

7/31/2012

A product of
WolfPac Technologies, Inc.™
400 Steel Street
Aliquippa, PA 15001

P 724.857.1111
F 724.857.1171

WYE TRANSPORTATION CORP.

P.O. BOX 369004

COLUMBUS, OH 43236

PH: 614-253-8511 FAX: 614-253-6327

VERIFIED STATEMENT

of

John Gerhold

on behalf of

WYE TRANSPORTION CORP.

Wye Transportaion is an Ohio based railroad and trucking company formed in 1983, and is located at 1920 Leonard Ave., Columbus, Ohio, 43219. We have recently opened a new transloading facility, for the purpose of unloading rail into tankwagons, and delivering material to customers lacking rail. I have been the President of Wye since 1989.

Presently, the Ohio Central Railroad, now part of Genesee and Wyoming Inc., is providing connecting service to our rail spur. Effective rail service is of the utmost importance to Wye Transportaion.

We support the acquisition of RailAmerica, Inc., by Genesee & Wyoming Inc., because we feel that this merger would be synergistic, and would offer us increased ability to connect to multiple Class I railroads. Both entities operate independent short line rail networks and have no overlap of services, thus we see no competitive concerns.

Since G&W brings a 100-year commitment to customer service and safety, and has the financial wherewithal to continually invest in rail infrastructure, we feel that this merger would be beneficial to our own long term growth. In fact, the latest J.D. Powers survey gives G&W high marks consistently above both trucking and rail as a whole in both customer satisfaction and safety.

Given the mentioned benefits, we are in favor of the RA/G&W transaction, and support its favorable consideration, given the enhanced service it will bring.

I, John Gerhold, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and auathorized to file this verified statement.



John Gerhold, President, Wye Transportation Corp.

July 31, 2012

Government Letters

SPENCER BACHUS
6TH DISTRICT, ALABAMA

COMMITTEE:
FINANCIAL SERVICES
CHAIRMAN

Congress of the United States
House of Representatives
Washington, DC

2246 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 926-4871

1800 INTERNATIONAL PARK DRIVE
SUITE 107
BIRMINGHAM, AL 35243
(205) 969-2286

713 SECOND AVENUE NORTH
P.O. BOX 502
CLANTON, AL 35036
(205) 280-0764
<http://bachus.house.gov>

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423-0011

Re: STB Docket No. FD 35654

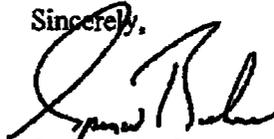
Dear Chairman Elliott,

On July 23, 2012, Genesee & Wyoming and RailAmerica jointly announced a proposed acquisition of RailAmerica by Genesee & Wyoming.

Having worked closely on railroad issues during my tenure in Congress, I have seen firsthand the work of the short line railroads owned and operated by Genesee & Wyoming and the positive impact these railroads have had in our state and throughout the country. Genesee & Wyoming is a recognized industry leader in rail safety and customer service and an integral part of our freight rail network. It has a long history of acquiring, investing in, and developing growth opportunities for short line railroads.

It is my belief that Genesee & Wyoming would greatly enhance the railroads currently operated by RailAmerica. As such, I support this proposal, and request that the Surface Transportation Board give this matter expedited review. Thank you for your consideration of my views.

Sincerely,



Spencer Bachus
Member of Congress

STB/tc

TERRI A. SEWELL
7TH DISTRICT, ALABAMA

1133 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
PHONE (202) 226-2866
FAX (202) 226-9567

HOUSE COMMITTEE ON
AGRICULTURE
SUBCOMMITTEE ON
RURAL DEVELOPMENT, RESEARCH, BIOTECHNOLOGY,
AND FOREIGN AGRICULTURE

Congress of the United States
House of Representatives
Washington, DC 20515-0107

SUBCOMMITTEE ON
GENERAL FARM COMMODITIES AND RISK MANAGEMENT

HOUSE COMMITTEE ON
SCIENCE, SPACE, AND TECHNOLOGY

SUBCOMMITTEE ON
SPACE AND AERONAUTICS

SUBCOMMITTEE ON
RESEARCH AND SCIENCE EDUCATION

SENIOR WHIP

July 30, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Representing the 7th Congressional District of Alabama, I have worked with the Genesee & Wyoming short line railroad[s] and believe this transaction will provide significant public benefits, not only in Alabama, but also across the country.

My experiences working with Genesee & Wyoming have been very positive. This company is very focused on safety, the environment, and customer service. Their railroads provide the "first mile - last mile" of freight service to many areas of Alabama that otherwise would have no access to the national rail network without short line service. Safety is a key area of focus for Genesee & Wyoming Inc and their operations in Alabama demonstrate this commitment.

This company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. We need private partners like to help us grow industry and jobs in our state.

Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. I support this proposal, and ask for careful review and approval of it by the Surface Transportation Board.

Sincerely,



Terri A. Sewell
Member of Congress

BIRMINGHAM
TWO 20TH STREET NORTH
SUITE 1113D
BIRMINGHAM, AL 35203
PHONE: (205) 264-1980
FAX: (205) 264-1874

MEMPHIS
180 FIELD OF DREAMS DRIVE
MEMPHIS, AL 36732
PHONE: (334) 267-0800
FAX: (334) 267-0870

LIVINGSTON
205 NORTH WASHINGTON STREET
UWA STATION 40 WEBB HALL 238-237
LIVINGSTON, AL 35473-2089
PHONE: (205) 652-8834
FAX: (205) 652-6885

MARION
300 WASHINGTON STREET
MARION, AL 36766-2336
PHONE: (334) 683-2167
FAX: (334) 683-2207

SELMA
908 ALABAMA AVENUE
FEDERAL BUILDING, SUITE 112
SELMA, AL 36701
PHONE: (334) 877-4414
FAX: (334) 877-4488

TUSCALOOSA
2501 7TH STREET
SUITE 300
TUSCALOOSA, AL 35401
PHONE: (205) 762-6380
FAX: (205) 762-6488

MARK PRYOR
ARKANSAS
SENATE
APPOINTMENTS

COMMERCE, SCIENCE AND
TRANSPORTATION

INDUSTRIAL SECURITY AND
GOVERNMENTAL AFFAIRS

SMALL BUSINESS AND
ENTREPRENEURSHIP

RAILS AND ADMINISTRATION

SELECT COMMITTEE ON ETIQUETTE

255 DICKEN SENATE OFFICE BUILDING
WASHINGTON, DC 20510
(202) 724-2353

500 PRESIDENT CLINTON AVENUE
SUITE 401

LITTLE ROCK, AR 72201

(501) 224-8358

Toll Free: (877) 259-9602

<http://pryor.senate.gov>

United States Senate

WASHINGTON, DC 20510

July 30, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Chairman Elliott:

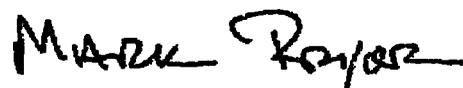
On July 23, that Genesee & Wyoming Inc. announced the intention to acquire RailAmerica. I have worked with the Genesee & Wyoming short line railroad, which is the parent company of the Little Rock & Western, Fordyce & Princeton, and Arkansas Louisiana & Mississippi railroads. I believe this transaction may provide significant public benefits in Arkansas and across the country.

My experiences working with Genesee & Wyoming has been positive. Their railroads provide the "first mile – last mile" of freight service to many areas of Arkansas that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming Inc. has demonstrated its commitment to safety with operations in Arkansas. In fact, two of its railroads won the 2011 Harriman rail safety awards.

This company has a long history acquiring short lines throughout the United States. Genesee & Wyoming anticipates this acquisition as an opportunity to help grow industry and jobs in Arkansas and across the country.

Genesee & Wyoming Inc. will enhance the short line railroads now operated by RailAmerica. I support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Thank you,



TIM GRIFFIN
2ND DISTRICT, ARKANSAS
ASSISTANT MAJORITY WHIP

1501 NORTH UNIVERSITY AVENUE
SUITE 150
LITTLE ROCK, AR 72207
PHONE: (501) 324-8941
FAX: (501) 324-6029

1232 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20518
PHONE: (202) 225-2506
FAX: (202) 225-6909

Congress of the United States
House of Representatives
Washington, DC 20515-0402

COMMITTEE ON ARMED SERVICES
SUBCOMMITTEE ON READINESS
SUBCOMMITTEE ON
SEAPOWERS AND PROJECTION FORCES
COMMITTEE ON THE JUDICIARY
SUBCOMMITTEE ON CRIME,
TERRORISM, AND HOMELAND SECURITY
SUBCOMMITTEE ON INTELLECTUAL PROPERTY,
COMPETITION, AND THE INTERNET
COMMITTEE ON FOREIGN AFFAIRS
SUBCOMMITTEE ON EUROPE AND EURASIA
(VICE CHAIRMAN)
SUBCOMMITTEE ON TERRORISM,
NONPROLIFERATION, AND TRADE

July 31, 2012

Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

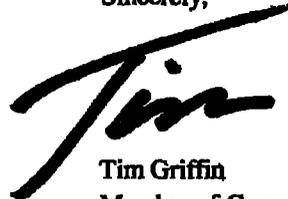
I write to express my support for the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Genesee & Wyoming short line railroad is integral to job creation and economic development in my district, and I believe this transaction will provide significant benefits both in Arkansas and across the country.

Genesee & Wyoming is focused on safety, customer service and local economic development. Their railroads provide the vital "first mile – last mile" of freight service to many areas of my district that otherwise would have no access to the national rail network. Safety is also a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards, and their operations in Arkansas demonstrate this commitment to safety.

This company has a strong record of acquiring short lines throughout the United States, investing in the community and growing local business. We need partners like this to help grow private industry and create jobs in Arkansas.

Genesee & Wyoming Inc. will enhance the short line railroads now operated by RailAmerica in Arkansas, and I ask for an expedited review and approval of its acquisition by the Surface Transportation Board. Please apprise me of this review's progress by contacting Phil Jarvis in my Little Rock office at (501) 324-5941 or at Phil.Jarvis@mail.house.gov.

Sincerely,



Tim Griffin
Member of Congress

PAUL A. GOSAR, D.D.S.
FIRST DISTRICT, ARIZONA

504 CANNON HOUSE OFFICE BUILDING
WASHINGTON, D.C. 20515
(202) 225-2315

211 NORTH FLORISSA STREET, #3
CASA GRANDE, AZ 85122
(520) 838-5289

240 SOUTH MONTZUMA STREET, #101
PRESCOTT, AZ 86303
(928) 445-1683

550 NORTH 9TH PLACE
SHOW LOW, AZ 85901
(928) 537-2251

WWW.GOSAR.HOUSE.GOV



Congress of the United States

House of Representatives

Washington, DC 20515-0301

July 31, 2012

COMMITTEE ON OVERSIGHT AND GOVERNMENT REFORM

SUBCOMMITTEES

VICE CHAIRMAN, HEALTH CARE,
DISTRICT OF COLUMBIA,
CENSUS AND THE NATIONAL ARCHIVES
NATIONAL SECURITY, HOMELAND DEFENSE
AND FOREIGN OPERATIONS

GOVERNMENT ORGANIZATION, EFFICIENCY
AND FINANCIAL MANAGEMENT

COMMITTEE ON NATURAL RESOURCES

SUBCOMMITTEES

ENERGY AND MINERALS
INDIAN AND ALASKA NATIVE AFFAIRS
WATER AND POWER

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23, Genesee & Wyoming, Inc. announced an agreement to acquire RailAmerica, Inc. As the representative of Arizona's First Congressional District, I have worked with both GWI and RailAmerica short line railroads. Based on these experiences, I believe this transaction will provide significant public benefits—not only to Arizona, but also across the country.

Genesee & Wyoming, Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long-term growth opportunities. These activities in turn help maintain and grow industrial sector jobs in our communities.

In addition, I have been impressed with Genesee & Wyoming's strong focus on safety. Their operations in Eastern Arizona have demonstrated their commitment to provide superior service to the communities along its lines. It is an industry leader in rail safety. In fact, two of its railroads won the 2011 Harriman Rail Safety awards.

In conclusion, I strongly believe Genesee & Wyoming Inc. will enhance the short line railroads in my state. I urge the Surface Transportation Board to review the proposal expeditiously.

Thank you for your attention to this important matter. As always, I ask that this matter is handled in strict accordance with existing agency rules, regulations, and ethical guidelines. Please do not hesitate to contact my office if I can provide further assistance.

Sincerely,

Paul A. Gosar, D.D.S.
Member of Congress

WALLY HERGER

2ND DISTRICT, CALIFORNIA

PLEASE REPLY TO:

- WASHINGTON OFFICE:
242 CANNON HOUSE OFFICE BUILDING
(202) 225-3076

DISTRICT OFFICES:

- 2595 CEANOTHOS AVENUE, SUITE 182
CHICO, CA 95973
(530) 893-8363

- 280 HEMSTED DRIVE, SUITE 105
REDDING, CA 96002
(530) 223-5898

herger.house.gov



COMMITTEE ON
WAYS AND MEANS

SUBCOMMITTEES

CHAIRMAN
HEALTH
TRADE

Congress of the United States

House of Representatives

Washington, DC 20515-0502

August 2, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I was recently contacted by Northern California constituents I represent who support the expedited review of the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). I have enclosed a letter from Siskiyou County Supervisor Jim Cook expressing his support for the merger. Considering the strong local support, I likewise request the timely review of this transaction.

RailAmerica operates a short line railroad in Northern California that is a vital connection for local shippers. The proposed acquisition stands to provide a number of benefits to local communities, including better transportation options, greater safety, increased economic growth, and strong customer service resulting from local decision making authority. Furthermore, I understand the acquisition enjoys solid support from local business leaders.

With that said, I understand a lengthy approval process could bring uncertainty to shippers who depend upon this rail line and make it difficult for railroad management to plan future capital investment. An efficient review, on the other hand, will reduce ambiguity for the business community and limit the amount of time the short line freight railroad in Northern California remains in regulatory limbo.

For these reasons, I request that the Surface Transportation Board review this transaction as quickly as possible. I appreciate your consideration of my request.

Sincerely,

A handwritten signature in black ink that reads "Wally Herger". The signature is written in a cursive, flowing style.
WALLY HERGER
Member of Congress

Enclosure

SCOTT R. TIPTON
3RD DISTRICT, COLORADO

218 CANNON HOUSE OFFICE BUILDING
12021 725-4761

AGRICULTURE
NATURAL RESOURCES
SMALL BUSINESS

Congress of the United States
House of Representatives
Washington, DC 20515-0603

July 30, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423

Dear Chairman Elliott:

It has been brought to my attention that Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica. For the past two years, I have seen firsthand the quality service that the Utah Railway—owned by Genesee & Wyoming—provides to local shippers in my district, and write you to strongly support an expedited review and approval of this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. Through its trackage rights, the Utah Railway hauls coal from Grand Junction, Colorado to interchange with larger railroads helping to transport local natural resources produced in Colorado's third congressional district to the national freight railroad network.

Since Genesee & Wyoming Inc. began operations in 1899, it has bought other short line railroads and invested in their infrastructure in order to develop long term growth opportunities. This work is absolutely critical to help us maintain and grow industrial sector jobs in our communities. *Genesee & Wyoming understands the importance of the services a short line common carrier freight railroad provides to the communities and states it serves.*

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I appreciate your attention to this matter.

Sincerely,



Scott Tipton
Member of Congress

JOSEPH I. LIEBERMAN
CONFIDENTIAL

COMMITTEES:
ARMED SERVICES
HOMELAND SECURITY AND GOVERNMENTAL AFFAIRS
SMALL BUSINESS

United States Senate
WASHINGTON, DC 20510 0703

SENATE OFFICE BUILDING
WASHINGTON, DC 20510
(202) 224-4041
STATE OFFICE:
ONE CONSTITUTION PLAZA
7TH FLOOR
HARTFORD, CT 06103
810-849-8463
TOLL FREE: 1-800-225-5805
HOME PAGE:
<http://lieberman.senate.gov>

July 30, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

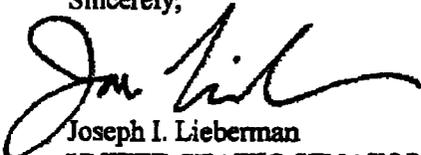
Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). RailAmerica operates two short line railroads in my state and they are a vital connection for many of our shippers that would otherwise be cut off from the national railroad network.

I am writing to ask that the Board handle the matter in a timely fashion. A lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment. A timely review will reduce uncertainty and limit the amount of time the short line freight railroads in my state are in limbo.

I appreciate your consideration of my views on the matter.

Sincerely,


Joseph I. Lieberman
UNITED STATES SENATOR

United States Senate

WASHINGTON, DC 20510

July 26, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dr. Francis P. Mulvey
Vice Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Ms. Ann Begeman
Member
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

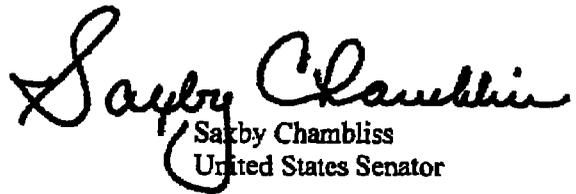
Dear Mr. Elliott, Dr. Mulvey, and Ms. Begeman:

We are writing in regard to the Surface Transportation Board's Docket Number FD 35654. As you know Genesee & Wyoming, Inc. has agreed to purchase RailAmerica, Inc. This acquisition would combine the two largest short-line railroad operators in North America.

We urge the Board's timely review of this acquisition, consistent with your published policies and procedures. We appreciate your consideration of our views, and should you or your staff have any questions please do not hesitate to contact us or Michael Quiello (Isakson) and Sarah Bell (Chambliss).

Sincerely,


Johnny Isakson
United States Senator


Saxby Chambliss
United States Senator

SANFORD D. BISHOP, JR.
SECOND DISTRICT, GEORGIA

COMMITTEE ON APPROPRIATIONS

SUBCOMMITTEES:
RANSOM MEMBER
MILITARY CONSTRUCTION/VA
AGRICULTURE
LEGISLATIVE BRANCH

WASHINGTON OFFICE:
2429 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-1002
PHONE: (202) 225-3631
FAX: (202) 225-2205



Congress of the United States
House of Representatives
Washington, DC 20515
July 26, 2012

DISTRICT OFFICES
ALBANY
235 ROOSEVELT AVENUE
ALBANY TOWERS, SUITE 114
ALBANY, GA 31701
PHONE: (228) 438-8087
FAX: (228) 438-2098
COLUMBUS
19 NINTH STREET, SUITE 201
COLUMBUS, GA 31901
PHONE: (706) 320-8477
FAX: (706) 320-8479
THOMASVILLE
210 SOUTH BROAD STREET
THOMASVILLE, GA 31782
PHONE: (228) 228-7789
FAX: (228) 228-7860

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423
Re: STB Docket No. FD 35654

Dear Chairman Elliott:

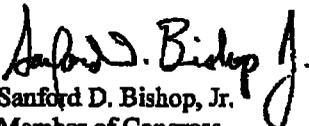
I understand that recently the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was announced. Over the years I have seen first hand the work of the short line railroads owned by Genesee & Wyoming in Georgia; and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and consideration of it by the Surface Transportation Board.

Sincerely,


Sanford D. Bishop, Jr.
Member of Congress

SDB: cc

JERRY F. COSTELLO

12TH DISTRICT, ILLINOIS
costello.house.gov

PLEASE RESPOND TO THE
OFFICE CHECKED BELOW:

Congress of the United States
House of Representatives
Washington, DC 20515-1312

COMMITTEES & SUBCOMMITTEES:
TRANSPORTATION & INFRASTRUCTURE
AVIATION (Ranking Member)
RAILROADS, PIPELINES, AND HAZARDOUS MATERIALS
WATER RESOURCES AND ENVIRONMENT
SCIENCE, SPACE, AND TECHNOLOGY
ENERGY AND ENVIRONMENT
SPACE AND AERONAUTICS

July 31, 2012

The Honorable Daniel Elliott
Chairman
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

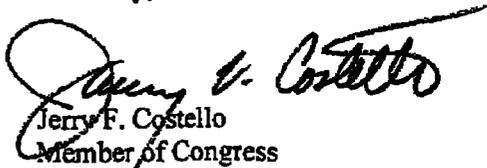
Dear Chairman Elliott:

I am writing regarding the proposed acquisition of RailAmerica by Genesee & Wyoming, Inc., and urge you to give it timely and thorough consideration.

Genesee & Wyoming has a strong safety record and understands the importance of the services a short line common carrier freight railroad provides to the communities and states it serves. The combination of these operators, which have complimentary networks and a presence in Illinois, should make our transportation system more efficient and create further economic development opportunities. Overall, the transaction should allow Genesee & Wyoming to offer better service to its customers with cumulative benefits for the national economy.

Thank you for your attention to this matter. Please feel free to contact me if you need any additional information.

Sincerely,


Jerry F. Costello
Member of Congress

<input type="checkbox"/> 2408 RAYBURN HOB WASHINGTON, DC 20515 TEL: (202) 225-8661 FAX: (202) 225-0285	<input type="checkbox"/> 144 LINCOLN PLACE CT., STE. 4 BILLEVILLE, IL 62221 TEL: (618) 233-8220 FAX: (618) 233-8705	<input type="checkbox"/> 2080 DELMAR AVE., STE. B GRANITE CITY, IL 62040 TEL: (618) 451-7085 FAX: (618) 451-2128	<input type="checkbox"/> 250 WEST CHERRY ST. CARBONDALE, IL 62901 TEL: (618) 533-3791 FAX: (618) 540-3768	<input type="checkbox"/> 8787 STATE ST., STE. 102 E. ST. LOUIS, IL 62203 TEL: (618) 397-8833 FAX: (618) 397-7065	<input type="checkbox"/> 1330 SWANWICK ST. CHESTER, IL 62233 TEL: (618) 828-3043 FAX: (618) 828-1823	<input type="checkbox"/> 201 E. NOLEN ST. W. FRANKFORT, IL 62386 TEL: (618) 837-8402 FAX: (618) 837-3307
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DANNY K. DAVIS
7TH DISTRICT, ILLINOIS

WASHINGTON OFFICE
2189 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20518
(202) 225-5006
(202) 225-8641 (fax)



Congress of the United States
House of Representatives

COMMITTEE ON OVERSIGHT
AND GOVERNMENT REFORM
SUBCOMMITTEES:
RANKING MEMBER, HEALTH CARE, DISTRICT OF
COLUMBIA, CENSUS AND THE NATIONAL ARCHIVES
FEDERAL WORKFORCE,
POSTAL SERVICE AND LABOR POLICY
COMMITTEE ON
HOMELAND SECURITY
SUBCOMMITTEES
TRANSPORTATION SECURITY
OVERSIGHT, INVESTIGATIONS, AND MANAGEMENT

July 30, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). Over the years I have seen first-hand the critical link that short line railroads have provided for many of our shippers that would otherwise be cut off from the national railroad network. This connection is vital to businesses and local jobs in Illinois and across the country. I am writing to support this transaction and to ask that the Board handle the matter in the most expeditious manner possible.

I support the G&W acquisition for a number of reasons. First, G&W is one of the most successful short line operators in the country. They have a proven track record of acquiring short lines, investing in them and developing long term growth opportunities. Their company began as a short line in 1899, and has been in this business ever since. They are in the short line business to run short lines.

Second, G&W has the capacity to manage the RailAmerica properties. RailAmerica currently manages 45 railroads operating 7,500 track miles. G&W manages 63 railroads operating 5,400 miles. The scale of these companies is comparable which helps guarantee that G&W will have the experience and management expertise to bring about a smooth transition.

Third, like RailAmerica today, G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their rail operations. That is the strength of the short line industry nationally and this acquisition will insure that strength going forward. It is also a key for superior customer service and sensitivity to local community concerns.

I support this transaction and I hope the STB will deal with it on an expedited basis. A lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment.

I appreciate your consideration of my views on the matter.

Sincerely,


Danny Davis
Member of Congress

RANDY HULTGREN
15TH DISTRICT, ILLINOIS

427 CANNON HOUSE OFFICE BUILDING
(202) 225-2975

1707 WEST STATE STREET, SUITE A
GENEVA, IL 60134
(815) 232-7104

119 WEST FIRST STREET
DARON, IL 61021
(815) 288-1174

128 West Main
Geneva, IL 61264

<http://hultgren.house.gov>

Congress of the United States
House of Representatives
Washington, DC 20515-1314
July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

RailAmerica and Genesee & Wyoming (G&W) operate short line railroads in Illinois and the proposed acquisition between these two companies could affect service for many Illinoisans reliant on these short lines to connect them with the national railroad network. I am writing to ask that the Board to consider this matter fairly and expeditiously.

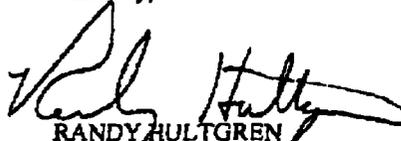
G&W is one of the most successful short line operators in the country, with a proven track record of acquiring short lines, investing in them and developing long term growth opportunities since 1899. Current employees and customers of RailAmerica would be well served by a company like G&W. They are in the short line business to run short lines. By preserving a focus on local communities, the combined holding company would continue to generate growth and benefits to the customers of the Chicago, Ft. Wayne & Eastern, the Toledo, Peoria & Western, and the Illinois & Midland Railroad.

G&W has the capacity to manage the RailAmerica properties. The scale of these companies is comparable which helps guarantee that G&W will have the experience and corporate bench strength to bring about a smooth transition. Again, that is important for RailAmerica's current employees and customers.

G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their rail operations. That is the strength of the short line industry nationally and this acquisition will insure that strength going forward. It is also important for superior customer service and sensitivity to local community concerns.

I hope the STB will deal with the proposed acquisition of RailAmerica by G&W in a timely way. A lengthy approval process will bring uncertainty to customers and make it difficult for these railroads to plan future and ongoing capital investment. I appreciate your consideration.

Sincerely,


RANDY HULTGREN
Member of Congress

TIMOTHY V. JOHNSON
15TH DISTRICT, ILLINOIS

AGRICULTURE
CHAIRMAN, RURAL DEVELOPMENT, RESEARCH,
BIOTECHNOLOGY, AND FOREIGN AGRICULTURE
DEPARTMENT OPERATIONS OF
OVERSIGHT AND CREDIT
TRANSPORTATION AND
INFRASTRUCTURE
ECONOMIC DEVELOPMENT, PUBLIC
BUILDINGS, AND EMERGENCY
MANAGEMENT
HIGHWAYS AND TRANSIT
WATER RESOURCES AND ENVIRONMENT



Congress of the United States
House of Representatives
Washington, DC 20515-1315

July 26, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. As a Representative from Illinois who has served on the Transportation and Infrastructure Committee, I have worked with Genesee & Wyoming on several short line railroad issues in the past and believe this transaction will provide significant public benefits in Illinois and across the country.

I have had very positive experiences working with Genesee & Wyoming. This company is very focused on safety, the environment, and customer service. Their railroads provide the "first mile - last mile" of freight service to many rural areas of Illinois that otherwise would have no access to the national rail network without short line service. Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in central Illinois demonstrate this commitment to safety.

This company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. We need private partners like to help us grow industry and jobs in our state.

Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Sincerely,

Timothy V. Johnson
Member of Congress

- REPLY TO:
WASHINGTON OFFICE:
 207 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-2371
- DISTRICT OFFICES:
 2024 FOX DRIVE
CHAMPAIGN, IL 61820
(217) 402-4680
 202 NORTH PROSPECT ROAD
SUITE 203
BLOOMINGTON, IL 61704
(309) 883-7049
 655 WEST LINCOLN
UNIT B
CHARLESTON, IL 61820
(217) 348-8759
 1007 MARKET STREET
SUITE 102
MOUNT CARMEL, IL 62863
(618) 262-8719

DANIEL LIPINSKI
3RD DISTRICT, ILLINOIS
www.lipinski.house.gov

717 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-1303
(202) 225-5761
(202) 225-1012 FAX
TOLL FREE FROM IL (866) 872-5701

COMMITTEE ON TRANSPORTATION
AND INFRASTRUCTURE

COMMITTEE ON SCIENCE, SPACE,
AND TECHNOLOGY

Congress of the United States
House of Representatives
Washington, DC 20515-1303

July 31, 2012

Mr. Daniel R. Elliott III
Chairman
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423

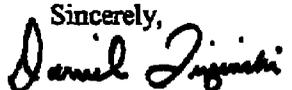
RE: STB Docket No. FD 35654

Dear Chairman Elliott:

I write to express my support for Genesee & Wyoming's proposed acquisition of RailAmerica and urge you to review this transaction on an expedited basis within the guidelines of the Board. Given the merits, I believe this transaction will strengthen the rail industry and ensure competitive options for the movement of freight throughout the country.

As you know, Illinois is the rail hub of the nation. Although our region is known for linking major U.S. rail carriers, Illinois is also host to a number of critical short lines. These carriers, like Genesee & Wyoming and RailAmerica, play an integral role in the national rail network. As northeast Illinois' most senior member of the House Committee on Transportation and Infrastructure, I believe this transaction will strengthen freight rail service by enhancing the ability of these railroads to undertake necessary infrastructure improvements and better serve customers in Illinois and across the nation.

For these reasons, I support this proposed transaction and urge its prompt consideration. I appreciate your attention to this matter and look forward to continuing to work with you as we preserve and strengthen America's leadership in freight railroading.

Sincerely,

DANIEL LIPINSKI
Member of Congress

8246 SOUTH ANCHER AVENUE
CHICAGO, IL 60638
(312) 886-0481
(773) 767-8395 FAX

26 SOUTH LAGRANGE ROAD, #204
LAGRANGE, IL 60525
(708) 352-0524
(708) 352-0928 FAX

5309 WEST 96TH STREET
OAK LAWN, IL 60453
(708) 424-0853
(708) 424-1855 FAX

PRINTED ON RECYCLED PAPER

1124 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON DC 20515
202-225-4061
202-225-5603 (FAX)
3742 WEST IRVING PARK ROAD
CHICAGO IL 60618
773-287-5926
773-287-6583 (FAX)
1057 WEST BELMONT AVENUE
CHICAGO, IL 60657



MIKE QUIGLEY
CONGRESS OF THE UNITED STATES
5TH DISTRICT, ILLINOIS

COMMITTEE ON OVERSIGHT AND GOVERNMENT REFORM
SUBCOMMITTEES:
RANKING MEMBER
TARP, FINANCIAL SERVICES AND BAILOUTS
NATIONAL SECURITY, HOMELAND DEFENSE
AND FOREIGN OPERATIONS
COMMITTEE ON THE JUDICIARY
SUBCOMMITTEES:
COURTS, COMMERCIAL AND ADMINISTRATIVE LAW
CRIME, TERRORISM, AND HOMELAND SECURITY
THE CONSTITUTION

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23, it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Representing the Fifth Congressional District of Illinois, I have worked with the Genesee & Wyoming short line railroad and believe this transaction will provide significant public benefits, not only in Illinois, but also across the country.

My experiences working with Genesee & Wyoming have been very positive. This company is very focused on safety, the environment, and customer service. Their railroads provide the "first mile – last mile" of freight service to many areas of Illinois that otherwise would have no access to the national rail network without short line service. Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Illinois demonstrate this commitment to safety.

This company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. We need private partners like to help us grow industry and jobs in our state.

Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. I strongly support this proposal, and ask for its prompt consideration by the Surface Transportation Board.

Sincerely,

MIKE QUIGLEY
Member of Congress

QUIGLEY.HOUSE.GOV



LARRY BUCSHON, M.D.
5th District, Indiana

COMMITTEE ON
EDUCATION AND THE WORKFORCE
SUBCOMMITTEES

HEALTH, EMPLOYMENT, LABOR, AND PENSIONS
HIGHER EDUCATION AND WORKFORCE TRAINING
WORKFORCE PROTECTION

COMMITTEE ON
TRANSPORTATION AND INFRASTRUCTURE
SUBCOMMITTEES

HIGHWAYS AND TRANSIT
RAILROADS, PIPELINES, AND HAZARDOUS MATERIALS
WATER RESOURCES AND ENVIRONMENT

REPUBLICAN POLICY COMMITTEE

Congress of the United States
House of Representatives
Washington, DC 20515-1408

WASHINGTON, DC OFFICE:
1123 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-4638

DISTRICT OFFICE:
101 NW MARTIN LUTHER KING JR. BOULEVARD
ROOM 124
EVANSVILLE, IN 47705
(812) 485-6484

901 WABASH AVENUE, SUITE 140
TERRE HAUTE, IN 47707
(812) 232-0523

<http://bucshon.house.gov>

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

I understand the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. has been announced. I have been an active supporter of efforts to increase the viability of short line freight railroad service in southern Indiana, and across the nation.

RailAmerica, Inc. is the owner of one of the major rail connections in my Congressional District – the Indiana Southern Railroad (ISRR). I have hi-railed this railroad and I know that is a critical link for major employers in my district.

I respect and appreciate your duty to review railroad transactions in order to protect railroad customers across America. I ask only that your review of this item be done in a manner that is efficient, expedited, and in keeping with the traditional handling of short line railroad transactions that do not involve the mergers of large railroads that interchange traffic with one another.

An unnecessarily burdensome review process could create unnecessary delay and uncertainty. I have seen the ISRR, and I know that long-term investment decisions must be made to keep Indiana coal and other commodities moving efficiently. A quick review will help to provide the certainty necessary for long-term infrastructure investments. For these reasons, I hope the STB will review this transaction on an expedited basis.

Sincerely,


Larry Bucshon

PAT ROBERTS
KANSAS

109 HART SENATE OFFICE BUILDING
WASHINGTON, DC 20510-1605
202-224-5774
<http://roberts.senate.gov>

United States Senate

WASHINGTON, DC 20510-1605

COMMITTEES:
AGRICULTURE
FINANCE
HEALTH, EDUCATION
LABOR, AND PENSIONS
ETHICS
RULES

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

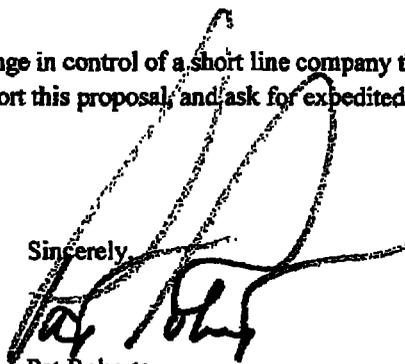
Dear Chairman Elliott:

Genesee & Wyoming, Inc. has proposed to acquire RailAmerica, Inc., the owners of the Kyle Railroad, based in Phillipsburg, Kansas. I have been an active supporter of short line railroads for many years, and I believe that short line railroads thrive when they are allowed to operate in an environment of minimal government intrusion. For this reason, I urge an expedited review of this proposed acquisition.

In major transactions where railroads are merging in a manner that directly impacts service offerings and rail access for railroad customers, a more stringent review of the transaction may be warranted. In this case, of the over 100 short line railroads impacted by this change in ownership, only two railroads directly interchange traffic between each other. Neither of those railroads are in Kansas. As such, there is minimal opportunity for Genesee & Wyoming to engage in behavior that is harmful to Kansas rail customers. Also, unlike major past mergers between two very large railroad companies, no environmental impacts are expected from the construction of new railroad yards since the vast majority of these railroads do not directly connect.

Because this transaction is more akin to a change in control of a short line company than it is to a major merger between large Class I railroads, I support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Sincerely,



Pat Roberts

U.S. Senator

JERRY MORAN
KANSAS

354 FUSSELL SENATE OFFICE BUILDING
WASHINGTON, DC 20510-1906
P. (202) 224-6521
F. (202) 223-6956
moran@senate.gov

United States Senate

July 31, 2012

COMMITTEES
APPROPRIATIONS
BANKING, HOUSING, AND
URBAN AFFAIRS
HOMELAND SECURITY AND
GOVERNMENTAL AFFAIRS
VETERANS AFFAIRS
SMALL BUSINESS AND
ENTREPRENEURSHIP
SPECIAL COMMITTEE ON AGING

The Honorable Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, D.C. 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

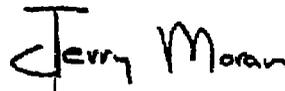
I am writing concerning the proposed acquisition of RailAmerica, Inc. (RA) by Genesee & Wyoming, Inc. (G&W). I respectfully request that the Board review the matter in the most expeditious manner possible.

Short line and regional freight railroads are a vital connection for many of our Kansas farmers and manufacturers that would otherwise be cut off from the national railroad network. One short line railroad located in Kansas, the Kyle Railroad, is presently operated by RailAmerica and utilized by many Kansas companies. These organizations depend on the safe, efficient, timely and competitive rail service that the Kyle Railroad provides. The national railroad network relies on the movement of grain, raw materials, and manufactured goods provided by these local rail operations and provides economic development opportunities to surrounding regions.

A lengthy approval process will bring uncertainty to farmers and rail customers and make it difficult for current management to plan future capital investment that is critical to the future of short line railroading. I ask that the STB consider this transaction on an expedited basis.

I appreciate your consideration of this matter.

Very truly yours,


Jerry Moran

HAYS OFFICE
1200 MAIN STREET
SUITE 402
HAYS, KS 67601

OLATHE OFFICE
25050 COLLEGE BOULEVARD
SUITE 201
OLATHE, KS 66061

PITTSBURG OFFICE
308 NORTH BROADWAY STREET
SUITE 126
PITTSBURG, KS 67702

TOPEKA OFFICE
300 SW JACKSON
SUITE 1108
TOPEKA, KS 66612

WICHITA OFFICE
3450 NORTH ROCK ROAD, BLDG 200
SUITE 209
WICHITA, KS 67226

TIM HUELSKAMP
1ST District, Kansas

E-MAIL: timh@ks.house.gov
WWW: www.house.gov/timhuelskamp

Congress of the United States
House of Representatives
Washington, DC 20515-1601

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

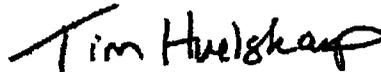
Dear Chairman Elliott:

I am contacting you regarding the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. RailAmerica is the parent company of Kyle Railroad, which is located in Phillipsburg, Kansas. I am proud to have Kyle Railroad in my congressional district, and I have seen firsthand what an important role short line rail plays for the many agriculturally-based businesses in Kansas. Rail provides a quick, reliable, affordable method of transporting goods throughout the Heartland. I am hopeful that the Surface Transportation Board will be able to review this transaction as quickly as possible so that short line rail can continue to provide excellent services without unnecessary regulatory burdens.

In rural areas, the ability to adapt quickly is critical to developing new opportunities in these difficult economic times. Lengthy regulatory approvals make long-term planning difficult and complicate investment decisions that are critical to the local economy. Genesee & Wyoming, Inc. has a reputation for acquiring short lines, investing in them, and developing long-term growth opportunities, and I believe this acquisition would be positive for Kansas.

I appreciate your attention to this matter and hope the Board will take into account my recommendation when determining whether or not to conduct the review of this transaction on an expedited basis.

Sincerely,



Tim Huelskamp
Member of Congress

AGRICULTURE COMMITTEE
SUBCOMMITTEE ON
GENERAL FARM COMMODITIES AND
RISK MANAGEMENT
SUBCOMMITTEE ON
CONSERVATION, ENERGY, AND FORESTRY
SUBCOMMITTEE ON
LIVELIHOOD, WATER, AND FORESTRY
BUDGET COMMITTEE
VETERANS' AFFAIRS COMMITTEE
SUBCOMMITTEE ON
ECONOMIC OPPORTUNITIES

WASHINGTON, DC
720 CAPITOL HILL, ROOM 2110
WASHINGTON, DC 20516
(202) 225-2715
FAX: (202) 225-3734

PHILLY CITY
100 MARKET AVENUE, SUITE 204
P.O. BOX 308
DOUGLASS CITY, PA 17826
(610) 225-0172
FAX: (610) 245-0297

HUTCHINSON
ONE HINETA ROAD, SUITE 524
P.O. BOX 1244
HUTCHINSON, KS 67504
(620) 465-1138
FAX: (620) 695-8340

SEBIEE
119 WEST BUSH AVENUE, 4TH FLOOR, SUITE A
P.O. BOX 767
SEBIEE, KS 67502
(785) 368-0572
FAX: (785) 377-8572

Congress of the United States
Washington, DC 20515

July 27, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

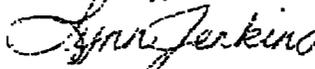
I am writing in regard to the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. I am proud to have been a leader in supporting America's short line railroads during my two terms in Congress. I believe that short line railroads are a critical element of our national transportation network and that we must do everything we can to ensure the future of short line railroading, particularly in rural areas like those I represent in the Kansas Second Congressional District.

As you determine how to proceed with your review of this proposed transaction, I would urge you to review the matter in the most expeditious manner possible.

One short line railroad located in Kansas, the Kyle Railroad, will be encompassed within this transaction. Kyle Railroad is successful because it is a locally managed railroad focused on growing its traffic base in rural communities in north central Kansas. I have come to know both RailAmerica and Genesee & Wyoming over the last four years. I understand both companies' management philosophies, and I believe that Genesee & Wyoming family will continue to make the necessary investments in infrastructure that Kyle Railroad needs in order to develop long term opportunities, particularly when it comes to transporting Kansas grain to market.

I support this transaction and I hope the Surface Transportation Board will deal with it on an expedited basis. Unnecessary regulatory delays in this process will create uncertainty for the Kansas agricultural transportation marketplace. I appreciate your attention to this matter.

Sincerely,



Lynn Jenkins, CPA
Member of Congress

KEVIN YODER
3RD DISTRICT, KANSAS
214 CANNON HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-2885

DISTRICT OFFICE
7325 WEST 79TH STREET
OVERLAND PARK, KS 66204
(913) 621-0832
<http://yoder.house.gov>



Congress of the United States
House of Representatives
Washington, DC 20515-1603

COMMITTEE ON APPROPRIATIONS
SUBCOMMITTEES
COMMERCE, JUSTICE, SCIENCE, AND
RELATED AGENCIES
FINANCIAL SERVICES AND GENERAL GOVERNMENT
MILITARY CONSTRUCTION, VETERANS AFFAIRS,
AND RELATED AGENCIES

July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing to express my support for the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc.

I believe that small railroad companies have an important role to play in the future of American transportation in the greater Kansas City region. Based on the importance of efficient freight railroad service, and the need for long-range planning certainty in this industry, I would urge you to review the matter in the most expeditious manner possible.

The two railroads that provide service to rail customers in an around the greater Kansas City economic region are the Kyle Railroad, and the Missouri and Northern Arkansas Railroad. Both will be encompassed within this transaction, and both are owned by RailAmerica. Much of the traffic that originates or terminates on these railroads travels through the important rail yards and hubs of the greater Kansas City area.

I believe that if the Kyle Railroad and Missouri and Northern Arkansas become a part of the G&W system, G&W will continue to make necessary investments in infrastructure to develop the long term opportunities, particularly when it comes to transporting Kansas grain to market, and fuel to Kansas City area power facilities.

I support this transaction and I hope the STB will deal with it on an expedited basis. Unnecessary regulatory delays in this process will create uncertainty for the Kansas agricultural transportation marketplace.

I appreciate your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin Yoder".

Kevin Yoder
Member of Congress

MARY L. LANDRIEU
LOUISIANA

United States Senate

WASHINGTON, DC 20510-1804

July 30, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

RE: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing on behalf of Genesee & Wyoming Inc. which has recently announced the acquisition of RailAmerica. Over the years I have seen, firsthand, the work of the short line railroad(s) owned by Genesee & Wyoming in Louisiana, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities. In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines. I would appreciate every appropriate consideration be given to this transaction, within the applicable guidelines, during the review.

In closing, I ask for any information that you may now provide on this matter and look forward to hearing from you about the final decision.

Thanking you in advance for your consideration and with kindest regards, I am

Sincerely,



Mary L. Landrieu
United States Senator

MLL: ans

ROSCOE G. BARTLETT
6TH DISTRICT, MARYLAND

2412 KAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20513
(202) 225-2721



**UNITED STATES
HOUSE OF REPRESENTATIVES**

July 30, 2012

COMMITTEES
ARMED SERVICES
SUBCOMMITTEES:
CHAIRMAN
TACTICAL AIR AND LAND FORCES
SEAPOWER AND PROTECTION FORCES
SCIENCE, SPACE, AND TECHNOLOGY
SUBCOMMITTEES:
ENERGY AND ENVIRONMENT
RESEARCH AND SCIENCE EDUCATION
SMALL BUSINESS
SUBCOMMITTEES:
AGRICULTURE, ENERGY AND TRADE

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Dear Chairman Elliott,

I am writing in support of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. One of the Genesee and Wyoming short line railroads serves my district, Maryland Midland Railway, and I believe this transaction will provide significant public benefits, not only in Maryland, but also across the country.

The company is very focused on safety, the environment, and customer service. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

In this tough economic period, it is crucial that the United States has a strong regional freight transportation network to maintain and grow the industrial and manufacturing sectors. The approval of this transaction will allow Genesee and Wyoming, a company with a strong reputation for investing and developing short lines, to meet our country's needs.

I endorse this proposal, and ask for an expedited full and fair review of the proposed transaction by the Surface Transportation Board. Please contact my Chief of Staff- District, Sallie Taylor, at 202-225-2721 with any question you might have.

Sincerely,

A handwritten signature in black ink, appearing to read "Roscoe G. Bartlett", written over a circular stamp.

ROSCOE G. BARTLETT
Member of Congress

7350 GUILFORD DRIVE
SUITE 101
FREDERICK, MD 21704
(301) 694-1030

1800 DUAL HIGHWAY
SUITE 301
HAGERSTOWN, MD 21740
(301) 797-6041

1 FREDERICK STREET
SUITE 2
CUMBERTLAND, MD 21502
(301) 724-3105

412 MALCOLM DRIVE
SUITE 200
WESTMINSTER, MD 21157
(301) 857 1115

United States Senate

WASHINGTON, DC 20510-2102

July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Chairman Elliott,

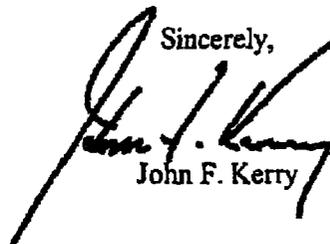
I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). RailAmerica operates a short line railroad in Massachusetts providing a key service for our shipping industry that is not connected to the national railroad network. I hope this transaction will be approved and respectfully request that the Surface Transportation Board (STB) review and rule on this application as quickly as appropriate.

G&W has previously acquired other short lines, investing in them and developing long term growth opportunities. Acquiring will grow their business by adding 45 railroads operating 7,500 track miles to the 63 railroads operating 5,400 miles they already run.

This deal would increase G&W's capacity however, it is my understanding that they will continue to operate as they always have - with local managers who have decision-making authority over their rail operations. This is an important commitment that will help ensure better customer service and sensitivity to local community concerns.

I support this transaction and I hope the STB will deal with it on an expedited basis. Providing certainty to shippers, RailAmerica and G&W will provide a smoother transition and limit disruptions to short line freight railroads in Massachusetts. Thank you for your consideration.

Sincerely,



John F. Kerry

SCOTT P. BROWN
MASSACHUSETTS

389 DIPTON SPICATE OFFICE BUILDING
WASHINGTON, DC 20510
(202) 224-4543
(702) 728-2846 FAX

United States Senate

WASHINGTON, DC 20510

COMMITTEES:
HOMELAND SECURITY
AND GOVERNMENTAL AFFAIRS

ARMED SERVICES

VETERANS' AFFAIRS

SMALL BUSINESS

July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

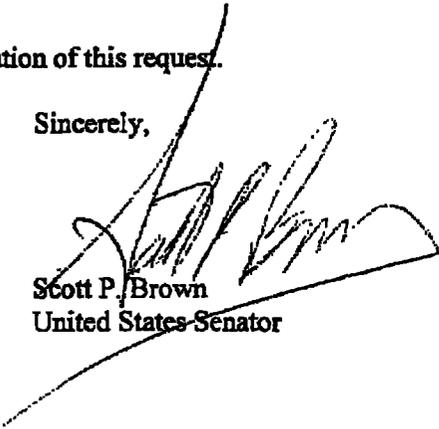
I am writing regarding the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). It is important that this matter be reviewed in an expedient manner.

Since 1995, RailAmerica has operated New England Central Railroad, which services western Massachusetts. This line provides transport for commodities such as lumber, printing paper, foodstuffs and other important materials and products. This connection is vital for many shippers that would otherwise be separated from the national railroad network.

As our economy continues to recover, the strength of our freight rail industry is invaluable. An unnecessarily lengthy approval process could create uncertainty for shippers, and make it difficult for current RailAmerica management to plan future capital investment. A timely review will reduce such uncertainty and limit the amount of time the short line freight railroads in Massachusetts are in limbo.

I greatly appreciate your consideration of this request.

Sincerely,



Scott P. Brown
United States Senator

2406 JFK FEDERAL BUILDING
BOSTON, MA 02203
PHONE (617) 585-3170
FAX (617) 722-7325

13 MAIN STREET EXTENSION, SUITE 202
PLYMOUTH, MA 02360
PHONE (508) 830-9340
FAX (508) 830-7288

1568 MAIN STREET, SUITE 406
SPRINGFIELD, MA 01103
PHONE (413) 788-2893
FAX (413) 788-2692

HAROLD D. DONOHUE FEDERAL BUILDING
595 MAIN STREET, SUITE 105
WORCESTER, MA 01608
PHONE (508) 791-3570
FAX (508) 791-3572

RICHARD E. NEAL
SECOND DISTRICT, MASSACHUSETTS

AT LARGE WHIP



COMMITTEE ON WAYS AND MEANS
RANKING MEMBER,
SUBCOMMITTEE ON SELECT
REVENUE MEASURES
DEMOCRATIC LEADER,
FRIENDS OF IRELAND CAUCUS

Congress of the United States
House of Representatives
Washington, DC 20515

July 30, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). RailAmerica operates a short line railroad in my district and it is a vital connection for many of our shippers that would otherwise be cut off from the national railroad network.

I am writing to support this transaction and to ask that the Board handle the matter in the most expeditious manner possible. A lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment. An expedited review will reduce uncertainty and limit the amount of time the short line freight railroad in my district is in limbo.

I appreciate your consideration of my views on the matter.

Sincerely,

A handwritten signature in black ink that reads "Richard E. Neal".

Richard E. Neal
Member of Congress

2208 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-5601

300 STATE STREET
SUITE 200
SPRINGFIELD, MA 01105
(413) 785-0325

2 CONGRESS STREET
POST OFFICE BUILDING
MILFORD, MA 01757
(508) 834-8198

JOHN W. OLVER
1ST DISTRICT, MASSACHUSETTS

COMMITTEE
APPROPRIATIONS

SUBCOMMITTEES
TRANSPORTATION, HOUSING AND URBAN
DEVELOPMENT, AND RELATED AGENCIES
RANKING MEMBER

ENERGY AND WATER DEVELOPMENT
HOMELAND SECURITY

Congress of the United States
House of Representatives
Washington, DC 20515-2101

PLEASE REPLY TO
 1111 LONGWORTH BRIDGE OFFICE BUILDING
WASHINGTON, DC 20515-2101
(202) 226-5335
(202) 226-1224 FAX

DISTRICT OFFICE
57 SUFFOLK STREET
SUITE 310
HOLYOKE, MA 01540
(413) 532-7010
(413) 532-6643 FAX

CONTE FEDERAL BUILDING
78 CENTER STREET
PITTSFIELD, MA 01201
(413) 443-0949
(413) 443-2792 FAX

463 MAIN STREET
FITZBURGH, MA 01420
(978) 342-8722
(978) 342-8159 FAX

July 30, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). RailAmerica operates a short line railroad in my district and it is a vital rail connection for many of our shippers. I am writing to support this transaction and to ask that the Board handle the matter in the most expeditious manner possible.

I support the G&W acquisition for a number of reasons. First G&W has a proven track record of acquiring short lines, investing in them and developing long term growth opportunities. Their company began as a short line in 1899, and has been in this business ever since. They are in the short line business to run short lines.

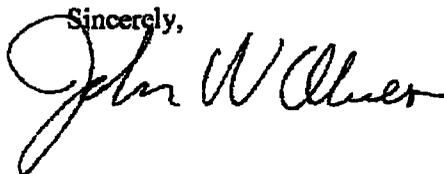
Second, G&W has the capacity to manage the RailAmerica properties. RailAmerica currently manages 45 railroads operating 7,500 track miles. G&W manages 63 railroads operating 5,400 miles. The scale of these companies is comparable which helps guarantee that G&W will have the experience and management expertise to bring about a smooth transition.

Third, like RailAmerica today, G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their rail operations. That is the strength of the short line industry nationally and this acquisition will insure that strength going forward. It is also a key for superior customer service and sensitivity to local community concerns.

I support this transaction and I hope the STB will deal with it on an expedited basis in order to reduce uncertainty, limit the amount of time the short line freight railroad in my district is in limbo, and ensure the RailAmerica's capital management decision are not disrupted.

I appreciate your consideration of my views on the matter.

Sincerely,



CANDICE S. MILLER
10TH DISTRICT, MICHIGAN

WASHINGTON OFFICE:
1034 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-2108
FAX: (202) 225-1160

DISTRICT OFFICE:
48701 VAN DYKE AVENUE
SHELBY TOWNSHIP, MI 48317
(586) 987-5010
FAX: (586) 987-5013



Congress of the United States
House of Representatives
Washington, DC 20515-2210
July 30, 2012

COMMITTEE ON
TRANSPORTATION
AND INFRASTRUCTURE
HIGHWAYS AND TRANSIT
RAILROADS, PIPELINES,
AND HAZARDOUS MATERIALS
WATER RESOURCES
AND ENVIRONMENT
COMMITTEE ON
HOMELAND SECURITY
CHAIRMAN
BORDER AND MARITIME SECURITY

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing regarding the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W) and want to urge the Board to consider this application as expeditiously as possible.

Michigan agriculture is served primarily by short line railroads that operate in rural areas of the state no longer served by the large national railroads. RailAmerica is one of the dominant short lines in the state, operating over 800 miles in central and northern Michigan. Many of those track miles are in my Congressional District.

I appreciate the Board's responsibility to fully review this application to ensure it meets the requirements governing these matters and I hope the Board can do that as expeditiously as possible. Short line railroads are small businesses that are managed in local communities by local residents to serve local shippers. Every day these managers must make decisions concerning marketing and investment. Inevitably the uncertainty surrounding a long regulatory process will make it difficult for these managers to focus on long-term planning.

I appreciate the opportunity to present my views in this matter. Should you have any additional questions, please contact Dena Kozanas in my office at (202) 225-2106 or at dena.kozanas@mail.house.gov.

Sincerely,

A handwritten signature in black ink that reads "Candice S. Miller".

Candice S. Miller

BILL HUIZENGA
2ND DISTRICT, MICHIGAN

COMMITTEE ON FINANCIAL SERVICES
SUBCOMMITTEES:
FINANCIAL INSTITUTIONS AND CONSUMER CREDIT
INTERNATIONAL MONETARY POLICY AND TRADE
DOMESTIC MONETARY POLICY
AND TECHNOLOGY

Congress of the United States
House of Representatives
Washington, DC 20515-2202

1217 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-2202
PHONE: 202-225-4401
FAX: 202-226-0779

HOLLAND DISTRICT OFFICE
184 SOUTH RIVER AVENUE
HOLLAND, MI 49423
PHONE: 616-395-0030
FAX: 616-395-0271

MUSKEGON DISTRICT OFFICE
900 THIRD STREET, SUITE 203
MUSKEGON, MI 49440
PHONE: 231-722-6086
FAX: 231-722-4176

CADILLAC DISTRICT OFFICE
210 1/2 NORTH MITCHELL STREET
CADILLAC, MI 49601
PHONE: 231-775-0050
FAX: 231-775-0288

www.huizenga.house.gov

July 26, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W). RailAmerica operates short line railroads in Michigan and one of its primary lines is in my Congressional District. Marquette Rail, headquartered in Ludington, Michigan provides the only service in this area of the state. I know the railroad and they are a vital connection for many of our shippers that would otherwise be cut off from the national railroad network. I am writing to strongly support this transaction and to ask that the Board handle the matter in the most expeditious manner possible.

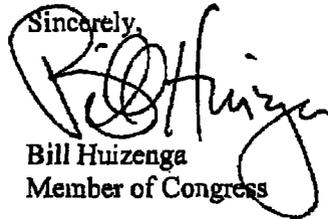
I support the G&W acquisition for a number of reasons. First G&W is one of the most successful short line operators in the country. They have a proven track record of acquiring short lines, investing in them and developing long term growth opportunities. Their company began as a short line in 1899, and has been in business ever since. They are in the short line business to run short lines. That is good for the current employees and customers of RailAmerica.

Second, G&W has the capacity to manage the RailAmerica properties. RailAmerica currently manages 45 railroads operating 7,500 track miles. G&W manages 63 railroads operating 5,400 miles. The scale of these companies is comparable which helps guarantee that G&W will have the experience and corporate bench strength to bring about a smooth transition. Again, that is important for RailAmerica's current employees and customers.

Third, like RailAmerica today, G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their rail operations. That is the strength of the short line industry nationally and this acquisition will insure that strength going forward. That has been an important strength for Marquette Rail and has been a big plus for its customers in Michigan.

I support this transaction and I hope the STB will deal with it on an expedited basis. A lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment.

I appreciate your consideration of my views on the matter.

Sincerely,

Bill Huizenga
Member of Congress

SAM GRAVES
6TH DISTRICT, MISSOURI

1415 LONGWORTH HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(202) 225-7041

113 BLUE JAY DRIVE, SUITE 109
LINTTIV, MO 64088
(816) 792-3378

251 SOUTH 8TH STREET, ROOM 230
ST. JOSEPH, MO 64501
(816) 233-8218

Congress of the United States
House of Representatives
Washington, DC 20515-2506

July 30, 2012

The Honorable Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

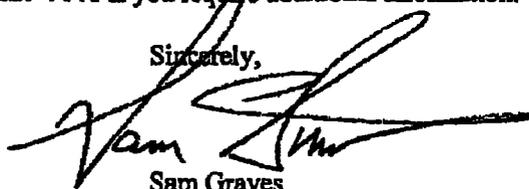
I am contacting you regarding the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. (G&W). I would like to express my support for this transaction and ask that the Board review the matter in an expeditious manner.

While there are no G&W short lines currently in Missouri, I am aware of the company through my history of work in support of America's small freight railroads. I support the G&W acquisition for a number of reasons. First G&W has a proven track record of acquiring short lines, investing in infrastructure, and developing long term growth opportunities. Second, their company began as a short line in 1899, and has stayed true to its small railroad roots. Third, they have the size and management ability to execute a smooth transition.

I support railroads because they are a means to an end. That end is to efficiently move Missouri's raw materials and manufactured goods to market. I hope the STB will deal with this transaction on an expedited basis. An expedited review will reduce uncertainty and limit the amount of time the short line freight railroad is in limbo.

I appreciate your consideration of my views on the matter. Please contact me or JP Mason of my staff at 202-225-7041 if you require additional information.

Sincerely,



Sam Graves
Member of Congress

VICKY HARTZLER
4TH DISTRICT, MISSOURI

COMMITTEE ON ARMED SERVICES
SUBCOMMITTEES:
READINESS
MILITARY PERSONNEL
TACTICAL AIR AND LAND FORCES

COMMITTEE ON AGRICULTURE
SUBCOMMITTEES:
GENERAL FARM COMMODITIES AND
FORE MANAGEMENT
RURAL DEVELOPMENT, RESEARCH,
BIOTECHNOLOGY, AND DOMESTIC AGRICULTURE



Congress of the United States
House of Representatives
Washington, DC 20515-2504

1023 LONGWORTH BUILDING
WASHINGTON, D.C. 20515
(202) 225-2878

2409 HYDE PARK
JEFFERSON CITY, MO 65108
(673) 634-4884

1909 NORTH COMMERCIAL STREET
HARRISONVILLE, MO 64701
(816) 864-3411

215 NORTH ADAMS STREET
LEBANON, MO 65538
(417) 532-5582

445 SOUTH OHIO, SUITE 2128
SEDALIA, MO 65301
(573) 634-4884

WWW.HARTZLERHOUSE.GOV

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

RailAmerica is the owner of the Missouri & Northern Arkansas Railroad (MNA), a short line railroad in my district. MNA operates almost 600 miles of track serving customers in both western Missouri and Arkansas. Genesee & Wyoming, Inc. has proposed to purchase RailAmerica, Inc., which would include MNA. Rail is an important part of the intermodal transportation system that serves the farmers, processors, businessmen, and consumers of my District.

During a time of sparse capital and unpredictable economic swings, it is important to avoid creating unnecessary regulatory burdens on our business communities. We should particularly support enterprises seeking to make significant capital investments in their businesses. Rail is a capital intensive business, requiring substantial investment in maintenance for continued service. Resolving any uncertainty about the ownership and control of the MNA will allow infrastructure investment to proceed more rapidly.

I support the purchase of RailAmerica, Inc. by Genesee & Wyoming, Inc., and look forward to an expeditious and smooth approval process that allows the MNA to plan for the future, and best serve the people of Missouri's 4th District.

Sincerely,


Vicky Hartzler

Congress of the United States
House of Representatives
Washington, DC 20515-2507

August 1, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing concerning the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. (G&W). RailAmerica operates the Missouri & Northern Arkansas Railroad headquartered in Carthage, Missouri. They are a vital connection for many of our farmers and manufacturers which would otherwise be cut off from the national railroad network. I am writing to support this transaction and respectfully request that the Board review the matter in the most expeditious manner possible.

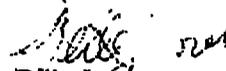
While there are no G&W short lines currently in Missouri, I have come to know the company by reputation given my history of work in support of America's small freight railroads. I support the G&W acquisition for a number of reasons. First, G&W has a proven track record of acquiring short lines, investing in infrastructure and developing long term growth opportunities. Their company began as a short line in 1899 and has stayed true to its small railroad roots. I believe that this acquisition will be beneficial to the current employees and customers of RailAmerica and create more jobs which our economy truly needs.

I do not support railroads because they are railroads. I support railroads because they are an effective way to move Missouri's raw materials and manufactured goods to market. Like RailAmerica today, G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their local rail operations. That is the strength of the short line industry nationally and this acquisition will build upon that tradition. Local railroading is critical to maintain quality customer service and G&W's track record in this regard is commendable.

I support this transaction and I hope the STB will deal with it on an expedited basis. A lengthy approval process will bring uncertainty to farmers and rail customers which could make it difficult for RailAmerica to plan for future capital investment which is critical in the short line and regional railroad industry.

I appreciate your consideration of my views on the matter.

Sincerely,


Billy Long
Member of Congress

JEANNE SHAHEEN
NEW HAMPSHIRE

SUITE 5H-570
HART BUILDING
WASHINGTON, DC 20510
(202) 224-2841

United States Senate

WASHINGTON, DC 20510

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

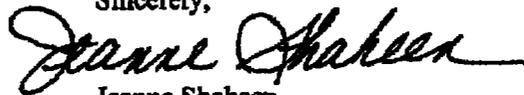
I write to request you give all due consideration to the recently proposed acquisition of RailAmerica by Genesee & Wyoming, Incorporated. I have worked extensively with the St. Lawrence & Atlantic Railroad, which is owned by Genesee & Wyoming, and have been impressed by their commitment to providing safe and efficient freight rail service to New Hampshire.

The St. Lawrence & Atlantic Railroad serves rural northern New Hampshire, Maine and Vermont. While the Northern Forest region in these states has insufficient coverage from other modes of transportation, this short-line railroad enables local industries to access national and international markets at competitive rates. Genesee & Wyoming recognizes the critical nature of freight service in this region and I have worked closely with the company on initiatives to upgrade obsolete sections of the St. Lawrence & Atlantic line.

I am impressed by the exemplary safety record compiled by St. Lawrence & Atlantic; the company just marked ten years without a reportable employee injury in New Hampshire. This evidence of Genesee & Wyoming's commitment to safety has been replicated across the country, as two of its other railroads recently won 2011 Harriman rail safety awards.

Genesee & Wyoming has been a strong partner in ensuring that New Hampshire and New England have access to a vital, efficient and safe freight transportation network. I support Genesee & Wyoming's acquisition of RailAmerica and urge your approval of the company's proposal.

Sincerely,



Jeanne Shaheen
United States Senate

CHARLES F. BASS
2ND DISTRICT, NEW HAMPSHIRE
MEMBER OF CONGRESS

WASHINGTON OFFICE:
2350 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
PHONE: (202) 225-5206
FAX: (202) 225-2948

<http://bass.house.gov>

Congress of the United States
House of Representatives
Washington, DC 20515-2902

COMMITTEE ON
ENERGY AND COMMERCE
SUBCOMMITTEE ON
COMMUNICATIONS AND TECHNOLOGY

SUBCOMMITTEE ON
ENVIRONMENT AND ECONOMY

SUBCOMMITTEE ON
COMMERCE, MANUFACTURING, AND TRADE

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am contacting you to express my support for the recently-announced proposed acquisition of RailAmerica by Genesee & Wyoming, Inc. It has been my pleasure working with the railroads owned by Genesee & Wyoming in New Hampshire's 2nd District in the past.

In New Hampshire, freight service is a vital piece of our economy and freight volumes have increased over the past several years. Short line and regional railroads that operate in New Hampshire provide an economical and environmentally friendly alternative to shippers, especially for heavy items and commodities, and it is important that we maintain an infrastructure that continues to allow such an alternative. As the parent company of the St. Lawrence & Atlantic short line railroads in the northern part of New Hampshire, Genesee & Wyoming has a record of investing in and strengthening railroads, something which is critical to help us maintain and grow industrial sector jobs in our communities. I am encouraged that this commitment will continue with the current RailAmerica owned line that crosses into New Hampshire at points along the Connecticut River helping bring goods to the north and the south.

I am very hopeful that there will be numerous positive benefits for New Hampshire and the New England economy as a whole associated with this proposed acquisition and it is for these reasons that I look forward to the decision by the Surface Transportation Board.

Sincerely,



Charles F. Bass
Member of Congress

CONCORD OFFICE:
114 NORTH MAIN STREET, SUITE 200
CONCORD, NH 03301
PHONE: (603) 225-0064

NASHUA OFFICE:
70 EAST PEARL STREET
NASHUA, NH 03060
PHONE: (603) 598-7701

NEWPORT OFFICE:
24 MAIN STREET, SUITE 3
NEWPORT, NH 03773
PHONE: (603) 278-0831

LITTLETON OFFICE:
32 MAIN STREET, ROOM 110
LITTLETON, NH 03581
PHONE: (603) 444-5305

United States Senate

WASHINGTON, DC 20510

August 3, 2012

Mr. Daniel R. Elliott III
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

We understand that recently the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was announced. Over the years we have seen first-hand the work of the short line railroads owned by Genesee & Wyoming in several counties across upstate New York, and write in support of the railroad's request for an expedited review of this transaction.

Genesee & Wyoming Inc. is an important partner in our regional freight transportation network. Started in 1899 as a 14-mile railroad in the Rochester, New York area, Genesee & Wyoming still maintains its administrative headquarters in Monroe County, NY. Since its founding, it has had a strong history of investing in other short line railroads and developing long term growth opportunities. Indeed this latest proposed acquisition has great potential to sustain the company's current Monroe County workforce and could provide greater opportunities to grow their local employment in the near future. This growth in turn serves other area businesses and helps maintain and bolster industrial sector jobs in our communities. In addition, Genesee & Wyoming has been a leader in rail safety, a direct reflection of its commitment to provide superior service to the communities along its lines.

For these reasons, we respectfully request an expedited review and full consideration by the Surface Transportation Board.

Sincerely,



Charles E. Schumer
U.S. Senator



Kirsten E. Gillibrand
U.S. Senator

BRIAN HIGGINS
27TH DISTRICT, NEW YORK

COMMITTEE ON HOMELAND SECURITY
SUBCOMMITTEE ON
BORDER AND MARITIME SECURITY
SUBCOMMITTEE ON COUNTERTERRORISM
AND INTELLIGENCE

COMMITTEE ON FOREIGN AFFAIRS
SUBCOMMITTEE ON THE
MIDDLE EAST AND SOUTH ASIA
SUBCOMMITTEE ON TERRORISM,
NONPROLIFERATION AND TRADE

REVITALIZING OLDER CITIES
TASK FORCE
CO-CHAIR

Congress of the United States
House of Representatives
Washington, DC 20515-3227

July 30, 2012

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FENTON BUILDING
2 EAST 2ND STREET
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higgins.house.gov

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, D.C. 20423

Re: Acquisition of RailAmerica by Genesee & Wyoming Inc. (STB Docket No. FD 35654)

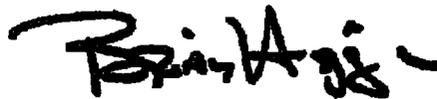
Dear Chairman Elliott,

I write today regarding the acquisition of RailAmerica by Genesee & Wyoming Inc., a matter that has recently been brought to your attention. Genesee & Wyoming has served as a critical partner to countless firms in Buffalo and Western New York, the region that I represent, and would be able to enhance the scale of their offerings through this important transaction.

As you know, short line railroads are a critical piece of our nationwide transportation and logistics network. Without short lines like Genesee & Wyoming, it would be more difficult to move raw materials, industrial products, manufactured goods, and countless other things around our country. It is imperative that the short lines remain economically vibrant and competitive, all the while maintaining safety, environmental, and customer service standards prescribed by regulators.

I urge you to give this acquisition your full and fair consideration in an expedited manner, reflecting on the longstanding reputation of Genesee & Wyoming as a proactive partner in markets across the country, including my own in Western New York, where it is a well-respected and valuable component of our economy and community.

Sincerely,



BRIAN HIGGINS

TOM REED
29TH DISTRICT, NEW YORK

**COMMITTEE ON
WAYS AND MEANS**
SUBCOMMITTEES:
HUMAN RESOURCES
OVERSIGHT

WASHINGTON, DC OFFICE
1037 LONGWORTH HOUSE OFFICE BUILDING
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Congress of the United States
House of Representatives

Washington, DC 20515

July 31, 2012

CORNING DISTRICT OFFICE
89 WEST MARKET STREET
CORNING, NY 14830
PHONE: (607) 854-7566

PITTSFORD DISTRICT OFFICE
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PITTSFORD, NY 14534
PHONE: (585) 218-0840

OLEAN DISTRICT OFFICE
1 BLUEBIRD SQUARE
OLEAN, NY 14780
PHONE: (716) 379-8434

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23, 2012 the proposed acquisition of RailAmerica by Genesee & Wyoming, Inc., was announced. Representing the 29th Congressional District of New York, I have worked with the Genesee & Wyoming short line railroads and believe this transaction will provide significant public benefits, not only in New York State, but also across the country.

My experiences working with Genesee & Wyoming have been very positive. This company is very focused on safety, the environment, and customer service. Their railroads provide the "first mile - last mile" of freight service to many areas of my district that otherwise would have no access to the national rail network without short line service. Safety is a key area of focus for Genesee & Wyoming Inc. with two of its railroads winning the 2011 Harriman rail safety awards. Their operations in New York demonstrate this commitment to safety.

This company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. We need private partners like Genesee & Wyoming Inc. to help us grow industry and jobs in our state.

Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. Within all relevant rules and regulations, I respectfully request prompt and fair consideration of this proposal by the Surface Transportation Board. Please feel free to contact Laura Ringdahl in my office at 202.225.3161 with any additional questions.

Sincerely,



Tom Reed
Member of Congress

COMMITTEE ON RULES

RANKING MEMBER

WASHINGTON OFFICE
2400 RAYBURN BUILDING
WASHINGTON, D.C. 20515 3221
(202) 225 3615



LOUISE M. SLAUGHTER
CONGRESS OF THE UNITED STATES
28TH DISTRICT, NEW YORK

DISTRICT OFFICE

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(716) 853 5813

840 PARK PLACE
NIAGARA FALLS, NY 14201
(716) 282 1274

Website: <http://www.louise.house.gov>

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 East Street, SW
Washington, DC 20423

Dear Chairman Elliott:

I would like to express my strong support for Genesee & Wyoming's (G&W) proposed acquisition of RailAmerica and respectfully request that the Board review the transaction in the most expeditious manner possible. The transaction will not only provide public benefits to my district and New York, but also across the country.

G&W is one of the most successful short line operators in the country. They have a proven track record of acquiring short lines, investing in them and developing long term growth opportunities. Their company began as a short line in 1899, and has been in this business ever since. They are in the short line business to run short lines.

G&W also has the capacity to manage the RailAmerica properties. RailAmerica currently manages 45 railroads operating 7,500 track miles, while G&W manages 63 railroads operating 5,400 miles. G&W has the experience and management expertise for a smooth operational transition.

Finally, similar to RailAmerica's current business model, G&W's business model depends on each of its short lines operating as local railroads with local managers who have decision-making authority over their rail operations. That is the strength of the short line industry nationally and this acquisition will insure its strength going forward. It is also a key factor for superior customer service and sensitivity to local community concerns.

It is important to expedite the consideration of the proposed transaction because a lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment. An expedited review will also reduce uncertainty for freight rail customers and allow the stronger combined company to begin realizing the benefits of the transaction sooner.

I appreciate your consideration of this important matter to my district, state and country.

Sincerely,

A handwritten signature in black ink that reads "Louise M. Slaughter".

Louise M. Slaughter
Member of Congress

PATRICK J. TIBERI
12TH DISTRICT, OH 0

**COMMITTEE ON
WAYS AND MEANS**
CHAIRMAN, SUBCOMMITTEE ON
SELECT REVENUE MEASURES

SUBCOMMITTEE ON SOCIAL SECURITY



Congress of the United States
House of Representatives

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FAX: (202) 226-4523
<http://tiberi.house.gov>

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott,

I write to you regarding the proposed acquisition of RailAmerica by Genesee & Wyoming, Inc. I ask that the Surface Transportation Board move quickly in reviewing the proposed acquisition.

The Central Ohio district that I represent includes portions of Franklin and Licking Counties. As you may know, Genesee & Wyoming has rail lines in these counties as well as many other parts of Ohio. In addition, RailAmerica currently has lines in Central Ohio as well as many other parts of Ohio.

During these hard economic times, I believe it is important to provide certainty to business owners and job creators. I encourage you to move expeditiously through your review process in order to provide the certainty needed by Genesee & Wyoming, Inc., RailAmerica and their customers who contribute to Central Ohio's economy.

Sincerely,

A handwritten signature in black ink that reads "Pat Tiberi".

Patrick J. Tiberi
Representative to Congress



BILL JOHNSON
6TH DISTRICT, OHIO

WASHINGTON OFFICE
317 Cannon House Office Building
Washington, DC 20515

(202) 226-5705



CONGRESS OF THE UNITED STATES
HOUSE OF REPRESENTATIVES

July 30, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

I write today regarding the proposed acquisition of RailAmerica (RA) by Genesee & Wyoming Inc. (GWI), which was publicly announced on July 23. The Genesee & Wyoming railroads have an important presence serving eastern and southeastern Ohio, and I strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in America's regional freight transportation network. Since the company began operations in 1899, it has worked to buy additional short line railroads, invest in them, and develop long term growth opportunities.

Approval of this acquisition will result in various public benefits. Genesee & Wyoming is an industry leader in rail safety, which will improve safety results for RA railroads as well. In addition, the transaction will enhance supply chains for GWI and RA's combined customer bases and the broader reach of the railroads will increase the likelihood for prospective industrial and manufacturing development opportunities located in nearby communities.

Genesee & Wyoming understands the importance of the services that a short line common carrier freight railroad provides to the communities and states it serves. Their railroads often provide the "first mile - last mile" of freight service to many areas that otherwise would have no access to the national rail network without short line service.

For these reasons, I support the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. and respectfully request its expedited review and approval by the Surface Transportation Board. Thank you for your attention to this request.

Sincerely,


Bill Johnson
Member of Congress

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(740) 376-0868

SALEM OFFICE
182 East State Street
Salern, OH 44460
(330) 337-6951

IRONTON OFFICE
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Ironton, OH 45639
(740) 534-8431

COMMITTEE ON VETERANS AFFAIRS
SUBCOMMITTEE ON
OVERSIGHT AND INVESTIGATION, CHAIRMAN
SUBCOMMITTEE ON ECONOMIC OPPORTUNITY

COMMITTEE ON NATURAL RESOURCES
SUBCOMMITTEE ON MINERAL RESOURCES
SUBCOMMITTEE ON NATIONAL PARKS,
FORESTS AND PUBLIC LANDS

COMMITTEE ON FOREIGN AFFAIRS
SUBCOMMITTEE ON ASIA AND THE PACIFIC
SUBCOMMITTEE ON
TERRORISM, NONPROLIFERATION AND TRADE



Steven C. LaTourette
Congress of the United States
14th District, Ohio

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

Dear Chairman Elliott:

The proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. (G&W) has recently been announced, and I write to encourage the STB to review this transaction on an expedited basis. I am a supporter of the short line freight railroad industry and encourage efforts to increase the viability of freight railroad service in Ohio, and across the nation. Both RailAmerica and G&W own several major short line railroads in Ohio. Over the years I have seen first-hand the work of these short line railroads and know the critical link they provide for major employers in Ohio.

A lengthy approval process will bring uncertainty to shippers and make it difficult for current RailAmerica management to plan future capital investment. An expedited review will reduce uncertainty and limit the amount of time the short line freight railroads in my state are in regulatory limbo.

I appreciate your consideration of my views on this matter. I remain,

Very truly yours,

A handwritten signature in black ink, appearing to read "S. LaTourette", written over a horizontal line.

Steve LaTourette
Member of Congress

BOB GIBBS
18TH DISTRICT, OHIO

TRANSPORTATION AND
INFRASTRUCTURE COMMITTEE
SUBCOMMITTEES

CHAIRMAN
WATER RESOURCES AND ENVIRONMENT

HIGHWAYS AND TRANSIT

ECONOMIC DEVELOPMENT, PUBLIC
BUILDINGS AND EMERGENCY MANAGEMENT

AGRICULTURE COMMITTEE
SUBCOMMITTEES

CONSERVATION, ENERGY AND FORESTRY

GENERAL FARM COMMODITIES AND
RISK MANAGEMENT

Congress of the United States
House of Representatives
Washington, DC 20515-3518

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(202) 225-6265

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SUITE 53
ZANESVILLE, OH 43701
(740) 452-7279

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

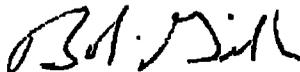
On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. During my time in Congress, I have worked with short line railroads like Genesee & Wyoming and understand the critical role that rail plays in moving commerce and creating jobs. I believe that this transaction has the potential to provide significant public benefits, not only in Ohio, but also across the country.

My experiences working with Genesee & Wyoming have been very positive. Their railroads provide the "first mile – last mile" of freight service to many areas of Ohio that otherwise would have no access to the national rail network without short line service.

Furthermore, this company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and creating jobs. Given the current economic situation, our nation needs to focus on ways to get our economy moving again. By investing in high-quality transportation infrastructure, this proposal has the potential to boost our nation's economic competitiveness by providing a reliable system for the movement of goods.

Given our need to encourage private investment and create jobs, I strongly urge STB to conduct an expedited review of the proposal to avoid any costly delays.

Sincerely,



Bob Gibbs
Member of Congress

1421 LONGWORTH BUILDING
WASHINGTON, DC 20515
202-225-5261
202-225-3719 FAX



ARMED SERVICES COMMITTEE
COMMITTEE ON THE BUDGET

TIM RYAN
CONGRESS OF THE UNITED STATES
17TH DISTRICT, OHIO
July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

Recently it has been brought to my attention that Genesee and Wyoming Inc. has announced the proposed acquisition of RailAmerica. I am writing you today to lend my support for this proposed transaction. As the US Representative for Ohio's 17th district, I can attest to the significant positive ramifications this can have for Northeast Ohio, with multiple lines within and around the region.

I have been impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety and this is a direct reflection of its commitment to provide superior service to the communities along its lines. I especially welcome this transaction for the opportunity it provides Genesee and Wyoming to improve their ability to capitalize important expansion projects that will serve industrial customers in Northeast Ohio and Western Pennsylvania with low-cost, short-distance rail freight service.

Since Genesee & Wyoming Inc. began operations in 1899, it has bought other short line railroads, invested in them, and developed long term growth opportunities. As you are no doubt aware of the recent natural gas exploration and development boom that is taking place in Northeast and Eastern Ohio, this work is as critical as ever to help us maintain and grow industrial sector jobs in our communities.

Genesee & Wyoming has built a track record of very successful acquisitions of other short line railroads in the United States, and I have every reason to believe there will be many positive benefits associated with its proposed acquisition of RailAmerica.

For these reasons, I strongly support this proposal and appreciate your consideration. Thank you.

Sincerely,


Tim Ryan
Member of Congress

197 WEST MARKET STREET
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WWW.HOUSE.GOV/TIMRYAN



Congress of the United States
Washington, DC 20515

Chairman Daniel R. Elliott III
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423

July 31, 2012

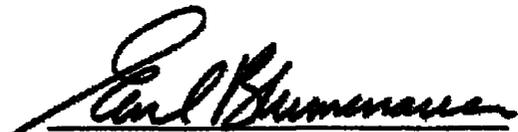
Dear Chairman Elliot:

We write regarding the proposed merger between Genesee & Wyoming and RailAmerica. We care deeply about the health and efficiency of America's short line railroads and this transaction appears to provide operating efficiencies without materially modifying the competitive landscape. We hope this process can proceed quickly so that uncertainties can be resolved and efficiencies can be obtained.

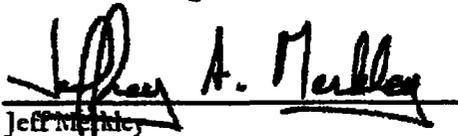
It is our understanding that the merger will help improve Genesee & Wyoming's ability to offer the local, flexible, responsive operations and customer service that has made them vital to Oregon's manufacturers, farmers, and small businesses. The merger will also continue to drive future rail traffic across all Class I connections. For the combined employee workforce, the merger will ensure that the two companies are stronger in the long term, and share best business practices to create a better work environment. Finally, Genesee & Wyoming and RailAmerica have a strong record of engaging in their local communities, ensuring that their railways meet local business needs, and maintaining an open dialogue with government officials and stakeholders to foster local economic development. This merger is supported by a wide array of stakeholders, including the Oregon Department of Transportation and the Coos-Siskiyou Shippers Coalition.

We deeply appreciate the hard work of the Board in ensuring that America's railroads play a vital role in our transportation system and look forward to your review of this merger.

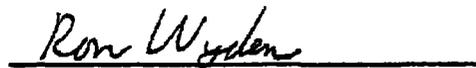
Sincerely,



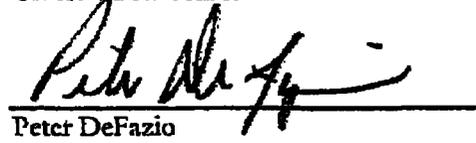
Earl Blumenauer
Member of Congress



Jeff Merkley
United States Senate



Ron Wyden
United States Senate

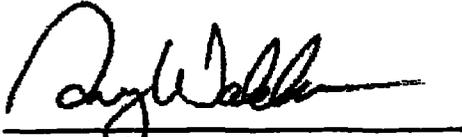


Peter DeFazio
Member of Congress

Page 1 of 2

Letter to Surface Transportation Board
July 31, 2012

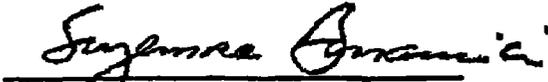
PRINTED ON RECYCLED PAPER



Greg Walden
Member of Congress



Kurt Schrader
Member of Congress



Suzanne Bonamici
Member of Congress

BILL SHUSTER
9TH DISTRICT, PENNSYLVANIA
DEPUTY REPUBLICAN WHIP

COMMITTEE ON TRANSPORTATION
AND INFRASTRUCTURE
SUBCOMMITTEES:
CHAIRMAN
RAILROADS, PIPELINES AND
HAZARDOUS MATERIAL
HIGHWAYS AND TRANSIT
WATER RESOURCES AND ENVIRONMENT

Congress of the United States
House of Representatives
Washington, DC 20515-3809

COMMITTEE ON ARMED SERVICES
SUBCOMMITTEES:
TACTICAL AIR AND LAND FORCES
EMERGING THREATS AND CAPABILITIES
CONGRESSIONAL RURAL CAUCUS
RURAL HEALTH CARE COALITION
CONGRESSIONAL
SPORTSMEN'S CAUCUS
MILITARY DEPOT CAUCUS

July 30, 2012

The Honorable Daniel Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Dear Chairman Elliott:

I am contacting you regarding the recently announced proposed acquisition of RailAmerica by Genesee & Wyoming Inc. and to express my support for this proposal.

The proposed transaction will provide a number of public benefits, including expanding current and future rail customers' transportation options. Specifically, I believe this proposal will strengthen our nation's freight rail infrastructure, improve safety, and contribute to increased economic development. Furthermore, the railroad geographies of the two organizations are complimentary and, as I understand the transaction, it will clearly not result in any anticompetitive effects. In sum, I believe the proposed transaction will strengthen the ability of Genesee & Wyoming to offer local, flexible, responsive operations.

Thank you in advance for your consideration of my views. I look forward to the expedited review and full and fair consideration of the proposed transaction by the Surface Transportation Board. Please contact me or my Deputy Chief of Staff, Stephen Martinko, at 202-225-2431 if you require any additional information.

Sincerely,



Bill Shuster
Member of Congress

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SUITE 104
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FAX: (814) 443-8373

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www.shuster.house.gov
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www.twitter.com/repbillshuster
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MIKE KELLY
3RD DISTRICT, PENNSYLVANIA

COMMITTEE ON
OVERSIGHT AND GOVERNMENT REFORM
VICE CHAIRMAN, SUBCOMMITTEE ON TECHNOLOGY,
INFORMATION POLICY, INTERGOVERNMENTAL
RELATIONS AND PROCUREMENT REFORM
SUBCOMMITTEE ON REGULATORY AFFAIRS,
STIMULUS OVERSIGHT AND GOVERNMENT SPENDING

Congress of the United States
House of Representatives
Washington, DC 20515

COMMITTEE ON
EDUCATION AND THE WORKFORCE
SUBCOMMITTEE ON EARLY CHILDHOOD,
ELEMENTARY, AND SECONDARY EDUCATION
SUBCOMMITTEE ON WORKFORCE PROTECTIONS

COMMITTEE ON FOREIGN AFFAIRS
VICE CHAIRMAN, SUBCOMMITTEE ON ASIA
AND THE PACIFIC
SUBCOMMITTEE ON
OVERSIGHT AND INVESTIGATIONS

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Re: STB Docket No. FD 35654

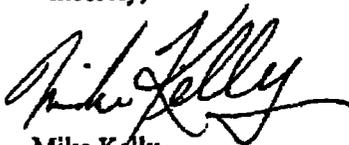
Dear Chairman Elliott:

On July 23, 2012, Genesee & Wyoming Inc. (GWI) and Rail America Inc. jointly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. This acquisition will combine North America's two largest short line and regional rail operators. The work done by short line railroads owned by GWI in Pennsylvania has been exemplary; I write to you in support of this acquisition.

GWI's excellent safety record has resulted in an industry leading low injury rate. It has received awards for its customer service and satisfaction. In addition, GWI has a strong history of acquiring other short line railroads and developing long term growth opportunities through new investment, while maintaining and creating industrial job growth in our communities.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Sincerely,



Mike Kelly
Member of Congress

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FAX: (202) 225-3103

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FAX: (814) 464-8197

108 EAST DIAMOND STREET
BUTLER PA 16001
TEL: (724) 282-2557
FAX: (724) 282-3882

182 MAIN STREET
GREENVILLE, PA 16126
TEL: (724) 885-1113
FAX: (724) 885-1114

302 DIAMOND PARK SQUARE
MEADVILLE, PA 16335
OPEN EVERY WEDNESDAY 8AM-4PM
TEL: (814) 464-8180
FAX: (814) 464-8197

PATRICK MEEHAN
7TH DISTRICT, PENNSYLVANIA

HOMELAND SECURITY COMMITTEE
CHAIRMAN, SUBCOMMITTEE ON
COUNTERTERRORISM AND INTELLIGENCE
SUBCOMMITTEE ON CYBERSECURITY,
INFRASTRUCTURE PROTECTION AND
SECURITY TECHNOLOGIES



Congress of the United States
House of Representatives
Washington, DC 20515-3807

July 30, 2012

OVERSIGHT AND GOVERNMENT
REFORM COMMITTEE
SUBCOMMITTEE ON TARP AND
FINANCIAL SERVICES
SUBCOMMITTEE ON TECHNOLOGY,
INFORMATION POLICY, INTERGOVERNMENTAL
RELATIONS AND PROCUREMENT REFORM

TRANSPORTATION AND
INFRASTRUCTURE COMMITTEE
SUBCOMMITTEE ON AVIATION
SUBCOMMITTEE ON RAILROADS, PIPELINES
AND HAZARDOUS MATERIALS
SUBCOMMITTEE ON ECONOMIC DEVELOPMENT,
PUBLIC BUILDINGS AND
EMERGENCY MANAGEMENT

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing to you today to express my support for the proposed acquisition of RailAmerica by Genesee & Wyoming Inc.

This proposed transaction, if approved, would provide many benefits to not only my constituents, but to freight rail customers across the country. Both companies have demonstrated a strong record of safe operation, community engagement, and economic development. By acquiring Rail America, Genesee & Wyoming will be able deepen their commitment to our local communities while maintaining their high standards of service. From what I understand, the planned acquisition is not anti-competitive, and will provide improved and expanded services for short line rail customers across the country. This transaction is not only in the best interest of these two companies and their workers but it is also in the best interest of the American people.

I look forward to the expedited review of this proposed acquisition by the Surface Transportation Board and appreciate you taking my views into account. Please feel free to contact my office if you have any questions or require any additional information.

Sincerely,

Patrick Meehan
Member of Congress

TODD RUSSELL PLATTS
19th District, Pennsylvania

2465 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20516

TELEPHONE: (202) 225-6838
FAX: (202) 226-1006
www.house.gov/platts



COMMITTEE ASSIGNMENTS
ARMED SERVICES
EDUCATION AND THE WORKFORCE
OVERSIGHT AND GOVERNMENT REFORM
CAPABILITY, SUBJECT MATTER OR
GOVERNMENT ORGANIZATION, EFFICIENCY AND
FINANCIAL MANAGEMENT

Congress of the United States
House of Representatives

July 30, 2012

Mr. Daniel Elliott
Chairman
Surface Transportation Board
395 E Street S.W.
Washington, D.C. 20423

Dear Mr. Elliott:

I am writing in regards to the application submitted by Genesee & Wyoming, Inc. to the Surface Transportation Board regarding its proposed acquisition of RailAmerica, Inc. By way of this letter, I ask that this application be given full and fair consideration for approval.

Genesee & Wyoming, Inc. currently operates the York Railway Company (YRC) which is located in the 19th Congressional District. YRC and its top ten customers employ thousands of workers in highly-skilled industrial sector jobs, including such companies as ES3 LLC, BAE Systems, Glatfelter and LWB Refractories. These companies rely on safe, sound and sturdy rail infrastructure to transport their inbound and outbound bulk goods by rail. The proposed acquisition of RailAmerica Inc. by Genesee & Wyoming, Inc. will expand rail transportation options for these customers and help maintain and grow industrial sector jobs in our communities.

If there is any additional assistance that I can provide you in the review of this application, please do not hesitate to call me at (717) 600-1919. I would appreciate if you could keep my office posted of any developments on this application. Best wishes!

Sincerely,

TODD RUSSELL PLATTS
Member of Congress
19th District, Pennsylvania

ADAMS COUNTY DISTRICT OFFICE
22 CHAMBERSBURG STREET
GETTYSBURG, PA 17325
TELEPHONE: (717) 338-1819
FAX: (717) 334-6314

CUMBERLAND COUNTY DISTRICT OFFICE
59 WEST LOUHER STREET
CARLISLE, PA 17013
TELEPHONE: (717) 249-0190
FAX: (717) 218-0190

YORK COUNTY DISTRICT OFFICE
2200 EAST MARKET STREET
YORK, PA 17402
TELEPHONE: (717) 606-1818
FAX: (717) 767-6001

PRINTED ON RECYCLED PAPER

GLENN "GT" THOMPSON
5TH DISTRICT, PENNSYLVANIA

124 CANNON HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-3805
(202) 226-5121
(202) 226-5796 (FAX)



AGRICULTURE
Chairman, Subcommittee on
Conservation, Energy, and Forestry
EDUCATION & THE WORKFORCE
NATURAL RESOURCES

Congress of the United States
House of Representatives
July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

RE: STB Docket No. FD 35654

Dear Chairman Elliott:

It has recently been brought to my attention that Genesee & Wyoming Inc. has acquired RailAmerica. It has always been a pleasure working with the railroads owned by Genesee & Wyoming in Pennsylvania's Fifth Congressional District, and I write you in support of this transaction.

I have always been especially impressed with Genesee & Wyoming's focus on safety. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

Since Genesee & Wyoming Inc. began operations in 1899, it has bought other short line railroads, invested in them, and developed long term growth opportunities. This work is absolutely critical to help us maintain and grow industrial sector employment in our communities.

Genesee & Wyoming understands the importance of the services a short line common carrier freight railroad provides to the communities and states it serves. Genesee & Wyoming's previous acquisitions have been successful, which leads me to believe that the acquisition of RailAmerica will follow suit.

For these reasons, I respectfully request that you explore the option of an expedited review by the Surface Transportation Board.

Sincerely,


Glenn 'GT' Thompson
Member of Congress

JASON ALTMIRE
4TH DISTRICT, PENNSYLVANIA

COMMITTEE ON
TRANSPORTATION AND
INFRASTRUCTURE

COMMITTEE ON
EDUCATION AND THE WORKFORCE



332 CANNON BUILDING
WASHINGTON, DC 20515
(202) 225-7685
FAX: (202) 228-2274

DISTRICT OFFICES:

2110 MCLAN STREET
ALTOONA PA 15001
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FAX: (724) 378-6171

2124 FREEPORT ROAD
NATRONA HEIGHTS, PA 15065
(724) 228-1304
FAX: (724) 228-1308

Congress of the United States
House of Representatives
Washington, DC 20515

July 31, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I write in support of Genesee & Wyoming Inc.'s (GWI) proposal before the Surface Transportation Board (Board) to acquire RailAmerica. Representing Pennsylvania's Fourth Congressional District, I can speak to the good work and excellent short line railroad service GWI has provided to my constituents across the western Pennsylvania region. Approval of this transaction will result in significant public benefits to both the industrial sector and consumers, not only in Pennsylvania, but also across the country.

Since GWI began operations in 1899, it has acquired and successfully managed dozens of other short line railroads. GWI's acquisition of RailAmerica will continue this tradition by making their combined 111 railways more efficient and expanding short line freight service for businesses and consumers across the country that would not otherwise have access to the national rail network.

Genesee & Wyoming has built a track record of very successful acquisitions of other short line railroads in the United States, and I have every reason to believe there will be many positive benefits associated with its proposed acquisition of RailAmerica. It is for these reasons that I support GWI's proposal and respectfully request the Board's timely consideration of its application.

Sincerely,

A handwritten signature in black ink that reads "Jason Altmire". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Jason Altmire
Member of Congress

LOU BARLETTA
11TH DISTRICT, PENNSYLVANIA

TRANSPORTATION AND
INFRASTRUCTURE COMMITTEE

EDUCATION AND THE WORKFORCE
COMMITTEE

SMALL BUSINESS COMMITTEE



Congress of the United States
House of Representatives
Washington, DC 20515-3811

WASHINGTON, DC OFFICE:
610 CANNON HOUSE OFFICE BUILDING
WASHINGTON, DC 20515
(855) 241-5144 PHONE
(202) 226-6260 FAX

HAZLETON, PA OFFICE:
1 SOUTH CHURCH STREET, SUITE 100
HAZLETON, PA 18201
(670) 751-0050 PHONE
(670) 751-0054 FAX

WILKES-BARRE, PA OFFICE:
1112 HIGHWAY 315 BOULEVARD
WILKES-BARRE, PA 18702
(570) 235-1420 PHONE
(570) 235-1417 FAX

TAYLOR, PA OFFICE:
882 SOUTH MAIN STREET
TAYLOR, PA 18317
(670) 582-6240 PHONE
(670) 582-6238 FAX

July 30, 2012

The Honorable Daniel Elliott
Chairman
Surface Transportation Board
395 E St., S.W.
Washington, D.C. 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing in regards to the proposed acquisition of RailAmerica by Genesee & Wyoming, Inc. and to express my strong support for this proposal.

My understanding is that the proposed acquisition will provide for increased security, a strengthening of our freight rail infrastructure, and overall economic growth for the industry and those they serve. I understand that, as a result of the transaction of the two companies, there will not be an anticompetitive effect. Finally, it's encouraging to note that each of Genesee & Wyoming's current short lines are operating as local railroads with local managers who have decision-making authority over their rail operations. This is the strength of the short line industry nationally, and this acquisition will ensure continued strength moving forward.

Thank you in advance for your consideration of my views. I look forward to an expedited review of the proposed acquisition by the Surface Transportation Board that is both full and fair in its consideration. Should you require any additional information, please do not hesitate to contact me or Rob Wehagen in my office at (202) 225-6511.

Sincerely,

Lou Barletta
Member of Congress

JOHN J. DUNCAN, JR.
2ND DISTRICT, TENNESSEE

2207 RAYBURN HOUSE OFFICE BUILDING
WASHINGTON, DC 20515-4202
PHONE (202) 225-8435
FAX (202) 225-6440

800 MARKET STREET, SUITE 110
KNOXV E, TN 37902
PHONE: (865) 523-3772
FAX: (865) 544-0178

331 COURT STREET
MARYVILLE, TN 37804
PHONE: (865) 984-5404
FAX (865) 984-0521

6 EAST MADISON AVENUE COURTHOUSE
ATHENS, TN 37303-4297
PHONE: (423) 745-4671
FAX: (423) 745-6025

Congress of the United States
House of Representatives
Washington, DC 20515-4202

COMMITTEES:
TRANSPORTATION AND INFRASTRUCTURE
SUBCOMMITTEES:
HIGHWAYS AND TRANSIT—CHAIRMAN
WATER RESOURCES AND ENVIRONMENT
AVIATION
NATURAL RESOURCES
SUBCOMMITTEE:
NATIONAL PARKS, FORESTS, AND PUBLIC LANDS

July 30 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing to support the proposed acquisition of RailAmerica by Genesee & Wyoming Inc because I believe this transaction will provide significant public and economic benefits across the Country.

I have worked with Genesee & Wyoming, and I have found that they are very focused on safety, the environment, and customer service. Their railroads provide the freight service to many areas that otherwise would have no access to the national rail network without short line service. This service helps provide economic development in areas that need these jobs.

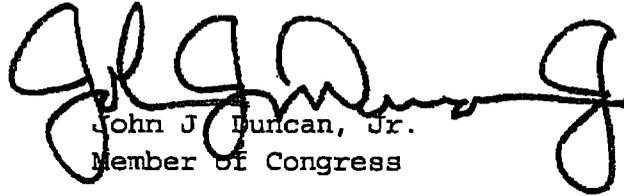
Genesee & Wyoming Inc. is committed to safety. In fact, two of its railroads won the 2011 Harriman rail safety awards.

This company has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. I believe this acquisition will improve the short line rail industry and benefit everyone that relies on rail services for delivering their goods to the marketplace.

Again, I am writing in support of this proposal, and I hope you can review this as soon as possible. Thank you for your consideration.

With kindest regards, I am

Yours truly,

A handwritten signature in black ink, appearing to read "John J. Duncan, Jr.", written in a cursive style. The signature is positioned above the printed name and title.

John J. Duncan, Jr.
Member of Congress

JOHN CORNYN
TEXAS

United States Senate

WASHINGTON, DC 20510-4305

July 31, 2012

Mr. Daniel R. Elliot
Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dr. Francis P. Mulvey
Vice Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Ms. Ann Begeman
Member
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Mr. Elliot, Dr. Mulvey, and Ms. Begeman:

I am writing in regard to the Surface Transportation Board's Docket Number FD 35654. As you know Genesee & Wyoming, Inc. has agreed to purchase RailAmerica, Inc. This acquisition would combine the two largest short-line railroad operators in North America.

I urge the Board's timely review of this acquisition, consistent with your published policies and procedures. I appreciate your consideration, and should you or your staff have any questions please do not hesitate to contact Andrew Blaylock of my staff.

Sincerely,



JOHN CORNYN
United States Senator

MICHAEL S. LEE
UTAH

SPENCER F. STOKES
CHIEF OF STAFF

United States Senate

WASHINGTON, DC 20510-4404

COMMITTEES:

JUDICIARY

ENERGY AND
NATURAL RESOURCES

FOREIGN AFFAIRS

JOINT ECONOMIC
COMMITTEE

July 27, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

The announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. has recently come to my attention and I write to express my support for this transaction.

Since Genesee & Wyoming Inc. began operations in 1899, it has bought other short line railroads, invested in them, and developed long term growth opportunities. This work is absolutely critical to help us maintain and grow industrial sector jobs in our communities.

Genesee & Wyoming company has built a track record of very successful acquisitions of other short line railroads in the United States, and I have every reason to believe there will be many positive benefits associated with its proposed acquisition of RailAmerica.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Sincerely,



Michael S Lee
United States Senator

RJ/ss



ALABAMA DEPARTMENT OF TRANSPORTATION

1409 Coliseum Boulevard, Montgomery, Alabama 36110



Robert Bentley
Governor

John R. Cooper
Transportation Director

STB Docket No. FD 35654

VERIFIED STATEMENT
of
John R. Cooper
on behalf of the
Alabama Department of Transportation

My name is John R. Cooper. I am the Transportation Director of the Alabama Department of Transportation, 1409 Coliseum Boulevard, Montgomery, Alabama 36110. I have served in this capacity since January of 2011.

ALDOT's goal is to provide a safe, efficient, environmentally sound intermodal transportation system for all users, especially the taxpayers of Alabama; to also facilitate economic and social development and prosperity through the efficient movement of people and goods and to facilitate intermodal connections within Alabama. ALDOT must also demand excellence in transportation and be involved in promoting adequate funding to promote and maintain Alabama's transportation infrastructure.

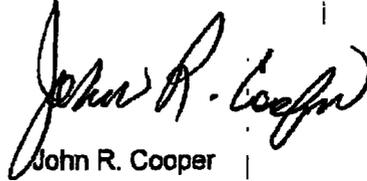
ALDOT supports the acquisition of RailAmerica, Inc. (RA), by Genesee & Wyoming Inc. (GWI).

From an economic and industrial approach, the acquisition could bring additional industry to the state. We believe a safe railroad is an efficient railroad, and one that will allow our customers to fully capture the benefits of fuel efficient and cost effective rail freight transportation. We anticipate that locally focused customer service efforts will enhance supply chains for GWI and RA's combined customer bases. We anticipate that the broader reach of the GWI and RA railroads will increase the likelihood for prospective industrial and manufacturing development opportunities locating in the communities we serve.

From a Highway-Rail Administrative position, working with a single entity rather than as many as eight shortlines would be an advantage. GWI has always provided a professional relationship and responds to our requests in a timely manner.

I encourage favorable consideration for the RA/GWI transaction and the enhanced transportation options and services it will bring.

I, John R. Cooper, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

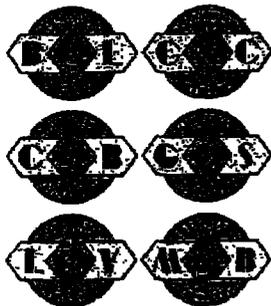
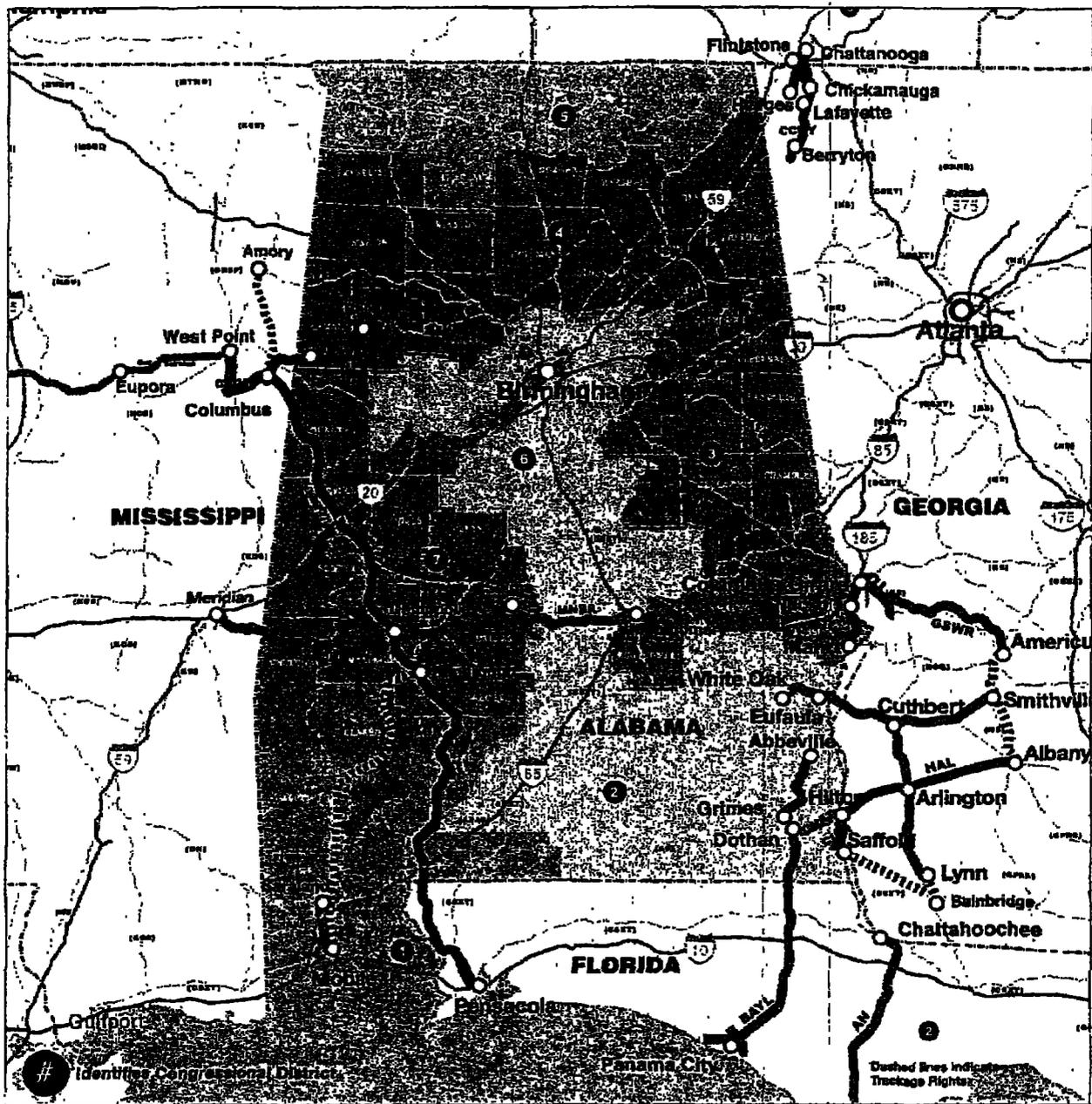
A handwritten signature in black ink, appearing to read "John R. Cooper". The signature is written in a cursive style with a large initial "J".

John R. Cooper

Transportation Director

Alabama Department of Transportation

July 30, 2012



Genesee & Wyoming (GWI) Railroads in Alabama

-  BAYL The Bay Line Railroad, L.L.C.
-  CCH Columbus & Chattahoochee Railroad, Inc.
-  CHAT Chattahoochee Bay Railroad, Inc.
-  GSWR Georgia Southwestern Railroad, L.P.
-  LXVR Luxapallia Valley Railroad, Inc.
-  MNBR Meridian & Bigbee Railroad, L.L.C.

RailAmerica in Alabama

-  AGR The Alabama & Gulf Coast Railway

GWI Nearby Railroads

-  AN AN Railway, L.L.C.
-  CAGY Columbus and Greenville Railway Company
-  CIRR Chattahoochee Industrial Railroad
-  CCKY Chattooga & Chickamauga Railway Co.
-  HAL Hilton & Albany Railroad, Inc.



COUNTY OF SISKIYOU

Board of Supervisors

P.O. Box 750 • 201 Fourth Street
Yreka, California 96097
www.co.siskiyou.ca.us

(530) 842-8005
FAX (530) 842-8013
Toll Free: 1-888-854-2000, ext. 8005

July 27, 2012

Dear Mr. Anzur;

I support the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Portland and Western Railroad. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, there are no competitive concerns, as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic, creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of industries in Siskiyou County. G&W's 100-year history of being a dedicated, long-term owner/operator provides our industries and their customers with a high level of assurance that we have a long-term rail partner. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure.

G&W's commitment to safety and customer service are core values that are clearly demonstrated by industry-leading safety performance and customer satisfaction scores, outperforming both the trucking industry and the rail industry as a whole, as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making at the local level that allows the local G&W companies to respond to customer needs.

I encourage favorable consideration for the RA/GW transaction. It will provide Siskiyou County industries enhanced transportation options and services.

Sincerely,

Jim Cook
Siskiyou County Supervisor, District 1

Jim Cook
District 1

Ed Valenzuela
District 2

Michael N. Kobseff
District 3

Grace Bennett
District 4

Marcia H. Armstrong
District 5



COUNTY OF SISKIYOU

Board of Supervisors

P.O. Box 750 • 201 Fourth Street
Yreka, California 96097
www.co.siskiyou.ca.us

(530) 842-8005
FAX (530) 842-8013
Toll Free: 1-888-854-2000, ext. 8005

July 27, 2012

Dear Mr. Anzur,

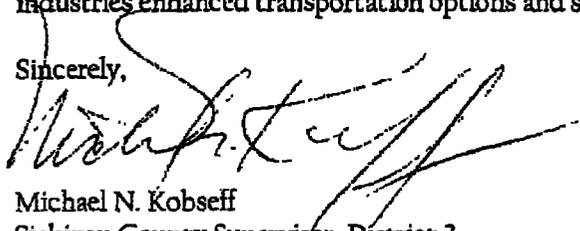
I support the acquisition of Rail America, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of the Portland and Western Railroad. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, there are no competitive concerns, as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic, creating short-haul truck competitive transportation solutions.

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G&W's commitment to safety and customer service are core values that are clearly demonstrated by industry-leading safety performance and customer satisfaction scores, outperforming both the trucking industry and the rail industry as a whole, as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making at the local level that allows the local G&W companies to respond to customer needs.

I encourage favorable consideration for the RA/GW transaction. It will provide Siskiyou County industries enhanced transportation options and services.

Sincerely,



Michael N. Kobseff
Siskiyou County Supervisor, District 3

Jim Cook
District 1

Ed Valenzuela
District 2

Michael N. Kobseff
District 3

Grace Bennett
District 4

Marcia H. Armstrong
District 5

TOMMIE WILLIAMS
District 19
148 Williams Avenue
Lyons, Georgia 30438
(912) 526-7444
(912) 526-8730

321 State Capitol
Atlanta, Georgia 30334
(404) 858-0089
FAX: (404) 463-5220

Email: tommie.williams@senate.ga.gov



The State Senate
Atlanta, Georgia 30334
PRESIDENT PRO TEMPORE

July 27, 2012

COMMITTEES:
Appropriations
Education and Youth
Health and Human Services
Reapportionment and Redistricting
Rules

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E. Street SW
Washington, DC 20423

REFERENCE: STB DOCKET No. FD 35854

Dear Chairman Elliott:

It is my understanding that the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was publicly announced on July 23rd. I enjoy a very constructive working relationship with the short line railroad owned by Genesee & Wyoming in Georgia and I give my full support.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

I strongly support this proposal and request that the Surface Transportation Board expedite its approval.

I, Tommie Williams, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Senator Tommie Williams, President Pro Tempore

District 53

Capitol Office
121-F State Capitol
Atlanta, Georgia 30334
Tel: (404) 856-0057
Fax: (404) 661-6787

District Office
212 English Avenue
Chickamauga, Georgia 30707

E-mail: jeffmullis@comcast.net



SENATOR JEFF MULLIS

STB DOCKET No. FD 35654

VERIFIED STATEMENT

of

Senator Jeff Mullis

on behalf of the

Senate Transportation Committee of Georgia

COMMITTEES:

Transportation, Chairman
Appropriations - Subcommittee Chairman,
Transportation
Rules, Secretary
Banking and Financial Institutions
Committee on Assignments
Economic Development, Ex Officio

SPECIAL APPOINTMENTS:

Georgia Music Hall of Fame, Chairman
Sportsmen's Caucus, Chairman Emeritus

My name is Senator Jeff Mullis. I am the Chairman of the Senate Transportation Committee, located at 121F State Capitol, Atlanta, Georgia 30334. I have served in this capacity since January of 2007.

I understand that recently the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was announced. Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Jeff Mullis, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Senator Jeff Mullis
Chairman of the Senate Transportation Committee
July 26, 2012

CECIL STATON
District 18
P. O. Box 26427
Macon, Georgia 31221
Tel: (478) 757-0983
Fax: (478) 757-1305

421-A State Capitol
Atlanta, Georgia 30334
Tel: (404) 656-5039
Fax: (404) 651-6788

E-mail: Cecil.Staton@senate.ga.gov



The State Senate
Atlanta, Georgia 30334

MAJORITY WHIP

COMMITTEES:

Appropriations
Subcommittee on Higher Education, Chairman
Subcommittee on Community Health, Vice Chairman
Subcommittee on Transportation
Banking and Financial Institutions
Committee on Assignments
Finance
Reapportionment and Redistricting
Rules, Ex Officio
Transportation, Vice Chairman

VERIFIED STATEMENT OF SENATOR CECIL STATON

**RE: Genesee & Wyoming Inc.'s Proposed Acquisition of RailAmerica
STB DOCKET NO. FD 35654**

My name is Cecil Staton. I am the State Senator of the Georgia's 18th Senate District and I have served in this capacity since January, 2005.

I serve as Vice-Chairman of the Senate Transportation Committee.

On July 23 the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was publicly announced.

My knowledge and experience with Genesee & Wyoming has been very positive. Their railroads provide freight service to many areas that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Cecil Staton, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Senator Cecil Staton

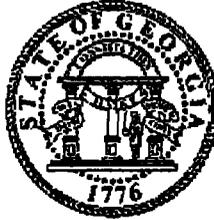
July 26, 2012

Doug Stoner
Senator, District 6

P.O. Box 1781
Smyrna, Georgia 30081
Tel: (770) 436-0699

121-A State Capitol
Atlanta, Georgia 30334
(404) 463-2518
Fax: (404) 463-4226

E-mail: doug.stoner@senate.ga.gov



COMMITTEES:

Economic Development
Retirement
State & Local Governmental Operations
Transportation
Urban Affairs

CHAIRMAN
Senate Democratic Caucus

The State Senate
Atlanta, Georgia 30334

VERIFIED STATEMENT
of
Senator Doug Stoner
on behalf of the
Georgia State Senate

My name is Doug Stoner. I am the State Senator representing the 6th District of Georgia, of the Georgia General Assembly, in Atlanta, Georgia. I have served in this capacity since January 1, 2005.

A form of representative government, the Georgia General Assembly is the legislative body for the state of Georgia, and is one of the largest state legislatures in the nation. The General Assembly consists of two bodies, the House of Representatives and the Senate.

I understand that recently was announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with the short line railroads owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Doug Stoner, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sen. Doug Stoner
Georgia State Senate
July 26, 2012



House of Representatives

RON STEPHENS
REPRESENTATIVE, DISTRICT 164
45 COVE DRIVE
SAVANNAH, GEORGIA 31419
(912) 984-6885 (O)
(912) 984-0081 (H)
(912) 984-6898 (FAX)
E-MAIL: ron.stephens@house.ga.gov

STATE CAPITOL, ROOM 228
ATLANTA, GEORGIA 30334
(404) 856-5118
(404) 463-4122 (FAX)

STANDING
COMMITTEES:
ECONOMIC DEVELOPMENT & TOURISM,
CHAIRMAN
APPROPRIATIONS
RULES
WAYS & MEANS

July 29, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

REFERENCE: STB DOCKET No. FD 35654

Dear Chairman Elliott:

On behalf of the citizens of Georgia's 164th State House District, I would like to submit a letter of support on behalf of the proposed acquisition of RailAmerica by Genesee and Wyoming, Inc. I strongly support the short line railroads owned by Genesee & Wyoming.

Genesee & Wyoming, Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long-term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities. As a member of the Georgia General Assembly from Savannah, Georgia, I am very interested in the success of the Georgia Ports Authority. Genesee & Wyoming is a valuable and critically important partner in the success of Georgia Ports Authority terminals in both Savannah and Brunswick, Georgia.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for an expedited review and approval of it by the Surface Transportation Board.

Sincerely,

Ron Stephens

RS/gm

Keith Golden, P.E., Commissioner



GEORGIA DEPARTMENT OF TRANSPORTATION

One Georgia Center, 600 West Peachtree Street, NW
Atlanta, Georgia 30308
Telephone: (404) 631-1000

**STB DOCKET No. FD 35654
VERIFIED STATEMENT**

**of
Keith Golden, P.E.
on behalf of the
Georgia Department of Transportation**

My name is Keith Golden. I am the Commissioner of the Georgia Department of Transportation, 600 W. Peachtree Street, N.W., Atlanta, GA 30308. I have served in this capacity since April of 2012.

The Georgia Department of Transportation is responsible for providing a safe, seamless and sustainable transportation system that supports Georgia's economy and is sensitive to its citizens and the environment. Highways, Aviation, Transit, Waterways and Rail are all integral components of our statewide transportation system.

I understand that recently announced was the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Our Department enjoys a very constructive working relationship with the short line railroads owned by Genesee & Wyoming in Georgia, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. They have a strong history of buying short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in communities across our state.

In addition, we have been impressed with Genesee & Wyoming's very strong focus on safety, as they are an industry leader in rail safety.

For these reasons, the Department strongly supports this proposal, and asks for expedited review and approval by the Surface Transportation Board.

I, Keith Golden, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

**Keith Golden, P.E., Commissioner, Georgia Department of Transportation
July 30, 2012**



State Transportation Board of Georgia
Atlanta, Georgia

Jeff Lewis
11TH CONGRESSIONAL DISTRICT

VERIFIED STATEMENT
of
Jeff Lewis
on behalf of the
The Department of Transportation

P.O. BOX 480
WHITE, GEORGIA 30184
PHONE (770) 382-4111
FAX (770) 387-2122
email: repjefflewis@bellouth.net

My name is Jeff Lewis. I am the Board Member, 11th Congressional District of the Department of Transportation, 600 West Peachtree Street, Atlanta, Georgia 30308. I have served in this capacity since April 15 of 2011.

The Georgia Department of Transportation (Georgia DOT) plans, constructs, and maintains the state's network of highways and bridges, while providing planning and financial support for other transportation systems ranging from airports to mass transit and bicycle trails. With its General Office in Midtown Atlanta, the Georgia DOT operates seven district offices throughout the state.

The Department is overseen by a 13-member State Transportation Board that includes representatives from each of the state's Congressional districts. The Board determines policy and generally governs the Department.

I understand that it was recently announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship[s] with the short line railroad[s] owned by Genesee & Wyoming in Georgia, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Jeff Lewis, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Walter Lewis", written over a horizontal line.

Walter Jeffrey Lewis, Board Member, 11th Congressional District
Department of Transportation Board

July 26, 2012



ATLANTA REGIONAL COMMISSION

40 Courtland Street, NE
Atlanta, Georgia 30303
atiantaregional.com

VERIFIED STATEMENT
of
Douglas R. Hooker

On behalf of the
Atlanta Regional Commission

My name is Douglas R. Hooker. I am the Executive Director of the Atlanta Regional Commission, located at 40 Courtland Street, NE, Atlanta, Georgia 30303. I have served in this capacity since October of 2011. The Atlanta Regional Commission (ARC) is the regional planning and intergovernmental coordination agency for the Atlanta region, including the Metropolitan Planning Organization (MPO) responsible for transportation planning for our 18 county region. For 60 years, ARC and its predecessor agencies have helped to focus the region's leadership, attention and resources on key issues of regional consequence.

I understand that the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was recently announced. ARC enjoys a constructive working relationship with the short line railroads owned by Genesee & Wyoming in Georgia, including the Georgia Central Railroad, and write you to support this transaction.

Genesee & Wyoming Inc. is a great partner in our freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities, including economic activity related to moving goods between Atlanta and the ports of Savannah and Brunswick.

For these reasons, I support this proposal, and encourage favorable consideration of it by the Surface Transportation Board.

I, Douglas R. Hooker, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Douglas R. Hooker
Executive Director

July 30, 2012

regional impact + local relevance





Illinois Department of Transportation

Office of the Secretary
2300 South Dirksen Parkway / Springfield, Illinois / 62764
Telephone 217/782-5597

July 27, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 East Street, SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

I am writing to support the proposed acquisition of RailAmerica by Genesee & Wyoming (G&W) and the potential job growth this transaction will bring in Illinois and the overall vitality of our national railroad system. As the rail hub of the nation, I believe Illinois brings a unique perspective as to how this acquisition will improve our national and regional freight rail system and economies.

From a local perspective, G&W and RailAmerica both have a significant presence in Illinois. G&W's Illinois region headquarters is based in Springfield, Illinois, and that office will see expanded responsibilities through the proposed transaction and the additional RailAmerica short lines in Missouri, Indiana, and Arkansas. This will mean a strong presence in Illinois and likely new jobs in G&W's regional headquarters in Springfield to oversee those additional properties.

From a national perspective, keeping these short-line railroads in the hands of an experienced and competent company is very important for our state's transportation system. I believe the proposed G&W acquisition of RailAmerica does just that.

First, G&W is an extremely successful short-line railroad operator. They have a proven track record of acquiring short lines, investing in them, promoting safety and developing long-term growth opportunities.

Second, G&W has the capacity to manage the RailAmerica properties. RailAmerica currently manages 45 railroads operating 7,500 track miles. G&W manages 63 railroads operating 5,400 miles. The scale of these companies is comparable which helps guarantee that G&W will have the experience and corporate bench strength to bring about a smooth transition. This is important both for RailAmerica's current employees and its customers.

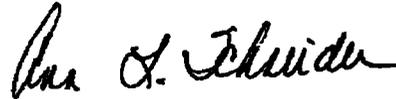
Mr. Daniel R. Elliott
Page Two
July 27, 2012

Third, railroading, and short-line railroading in particular is a capital intensive business. Maintaining efficient and safe railroad track is essential to providing rail shippers with competitively priced service. G&W is a public company with strong finances and excellent access to the capital markets. That strength will benefit Illinois' RailAmerica properties.

I hope the Board will consider this transaction as expeditiously as possible. A lengthy process will bring uncertainty to shippers and make planning for future growth more difficult.

Thank you, I appreciate your consideration of our views on the matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Ann L. Schneider".

Ann L. Schneider
Secretary

Dwight D. Eisenhower State Office Building
700 S.W. Harrison Street
Topoka, KS 66803-3746

Mike King, Secretary



Phone: 785-298-3481
Fax: 785-298-1086
Hearing Impaired - 711
publicinfo@ksdot.org
<http://www.ksdot.org>

Sam Brownback, Governor

July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Chairman Elliott:

Subject: STB Docket No. FD 35654

I am writing to support the proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming, Inc. The Kyle Railroad headquartered in Phillipsburg, Kansas is owned by RailAmerica. The Kansas Department of Transportation has a successful history in working with this partner to better develop freight rail transportation in Kansas. I encourage the Board to review this acquisition in an expedited manner to facilitate critical infrastructure upgrades under way in Kansas.

In 2011 the Kansas Department of Transportation partnered with Kyle and RailAmerica to pursue and successfully secure a Transportation Investment Generating Economic Recovery (TIGER) grant to upgrade and rehabilitate the Solomon Subdivision of the Kyle Railroad. This project is very important to Kansas farmers and the future of agricultural transportation in Kansas.

In the context of a merger I believe that keeping the Kyle under the control of an experienced and financially sound company such as Genesee & Wyoming is critical for our state's transportation future. I am confident in Genesee & Wyoming's ability to operate this railroad and its national track record is solid in working on public-private infrastructure projects.

It is my hope that by considering this acquisition in the most expeditious manner possible, the Board will resolve the question quickly. By quickly completing an expedited proceeding you will help the Kansas Department of Transportation and Kyle Railroad to proceed rapidly to complete the work necessary to upgrade the Solomon Subdivision.

I appreciate your consideration of this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike King".

Mike King
Secretary of Transportation



Paul R. LePage
GOVERNOR

STATE OF MAINE
DEPARTMENT OF TRANSPORTATION
16 STATE HOUSE STATION
AUGUSTA, MAINE 04333-0016

David Bernhardt
COMMISSIONER

STB DOCKET No. FD 35654

**VERIFIED STATEMENT
of
David Bernhardt
on behalf of the
Maine Department of Transportation**

My name is David Bernhardt. I am the Commissioner of the State of Maine, Department of Transportation. I have served in this capacity since February of 2011.

I understand that recently was announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with the St. Lawrence and Atlantic Railroad owned by Genesee & Wyoming in Auburn, Maine and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities. This transaction will grow the freight rail connections and opportunities to Maine businesses.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, David Bernhardt, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

David Bernhardt

July 24, 2012



RECYCLED PAPER



STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
Robert J. Thompson
on behalf of the
Androscoggin Valley Council of Governments

My name is Robert J. Thompson. I am the Executive Director of the Androscoggin Valley Council of Governments, 125 Manley Road, Auburn, Maine. I have served in this capacity since November of 1992.

The Androscoggin Valley Council of Governments is the state designated regional planning and development agency for the Western Maine communities of Androscoggin, Franklin and Oxford counties. AVCOG has also been federally designated as the region's Economic Planning and Development District by the Department of Commerce Economic Development Administration.

I understand that recently the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was announced. I enjoy a very constructive working relationship with the short line railroad owned by Genesee & Wyoming in Maine, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Robert J. Thompson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Robert J. Thompson, Executive Director
Androscoggin Valley Council of Governments
July 27, 2012



**Better
Transportation**

**Maine
Better
Transportation
Association**

**146 State Street
Augusta
ME 04330**

**PHONE: 207.622.0526
FAX: 207.623-2928
www.mbiaonline.org**

STB Docket No. FD 35654
VERIFIED STATEMENT of

Maria R. Fuentes
on behalf of the
Maine Better Transportation Association

My name is Maria Fuentes. I am the Executive Director of the Maine Better Transportation Association, 146 State Street, Augusta, ME 04330. I have served in this capacity since July of 1991.

The Maine Better Transportation Association is a statewide coalition of companies and individuals committed to strengthening the state's economy through increased investment in transportation infrastructure. Our members include companies and individual who plan, design, build, maintain and use the state's transportation system including design and construction companies, rail and bus companies, equipment dealers, insurance and bonding firms, marine and aviation interests, tourism firms and others committed to advocating for a safe transportation network.

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroad[s] in Maine, where the railroad has an excellent reputation for its service and delivery options for shippers throughout our state.

Genesee & Wyoming provides freight service to areas of Maine that otherwise would have no access to the national rail network without short line service; and provides valuable and efficient transportation options for many shippers who operate of narrow margins. Reducing transportation costs for Maine businesses is critical in terms of improving our economic climate. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that, again, help us grow industry and jobs in our state.

Genesee & Wyoming Inc. is uniquely focused on safety. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Maine clearly demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Maria R. Fuentes, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Maria R. Fuentes, Executive Director
Maine Better Transportation Association

July 30, 2012

MAINE
S T A T E
CHAMBER
of
COMMERCE

The voice of Maine business

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Dana Connors
on behalf of the
Maine State Chamber of Commerce

My name is Dana Connors. I am the President of the Maine State Chamber of Commerce, 125 Community Drive, Suite 101, Augusta, ME 04330-8010. I have served in this capacity since October of 1994.

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroad[s] in Maine.

My experiences working with Genesee & Wyoming has been very positive. Their railroads provide freight service to many areas of Maine that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This result in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Maine demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Dana Connors, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Dana Connors, President

Maine State Chamber of Commerce

July 27, 2012



STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Lucien B. Gosselin
on behalf of the
Lewiston-Auburn Economic Growth Council

My name is Lucien B. Gosselin. I am the President of the Lewiston-Auburn Economic Growth Council, 415 Lisbon Street, Lewiston, Maine 04240-1188. I have served in this capacity since January of 1997.

For over 30 years, the Lewiston-Auburn Economic Growth Council has been *A Partnership for Prosperity*. It is the central economic development agency serving Lewiston and Auburn, Maine. It is a nonprofit public / private partnership that assists emerging and expanding businesses in the Cities of the Androscoggin. Historically, the Growth Council's efforts have played a positive role in the decisions of many companies to locate in this community. The Growth Council is focused on fostering a business environment that enhances job opportunities and the local tax base.

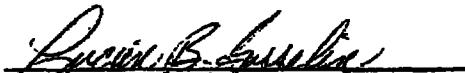
I understand that recently was announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with the short line railroad owned by Genesee & Wyoming in Auburn, Maine, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus on safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Lucien B. Gosselin, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Lucien B. Gosselin, President

Lewiston-Auburn Economic Growth Council

July 30, 2012



PHIL BRYANT
GOVERNOR

July 27, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

Subject: STB Docket No. FD 35654

Dear Chairman Elliott:

On July 23, 2012, the proposed acquisition of RailAmerica by Genesee & Wyoming Inc was publicly announced. It has been my pleasure working with the railroads owned by Genesee & Wyoming in Mississippi, and I write you to strongly support this transaction.

Since Genesee & Wyoming Inc. began operations in 1899, it has bought other short line railroads, invested in them, and developed long term growth opportunities. This work is absolutely critical to help us maintain and grow industrial sector jobs in the State of Mississippi.

Genesee & Wyoming understands the importance of the services a short line common carrier freight railroad provides to the communities and states it serves. This company has built a track record of very successful acquisitions of other short line railroads in the United States, and I have every reason to believe there will be many positive benefits associated with its proposed acquisition of RailAmerica.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

Sincerely,

A handwritten signature in black ink, appearing to read "Phil Bryant".

Phil Bryant
Governor

STATE OF MISSISSIPPI • OFFICE OF THE GOVERNOR

POST OFFICE BOX 139 • JACKSON, MISSISSIPPI 39205 • TELEPHONE: (601) 359-3150 • FAX: (601) 359-3741 • www.governorbryant.com



Mississippi State Senate

COMMITTEE ASSIGNMENTS:
Highways & Transportation, Chairman
Agriculture
Appropriations
Congressional Redistricting
Corrections
Legislative Budget Committee
Legislative Reapportionment
Ports & Marine Resources
Public Health & Welfare
State Library

SENATOR WILLIE SIMMONS
13th District
Bolivar, Humphreys, Sunflower Counties
P.O. Box 297 • Cleveland, MS 38732-0297
Business: 662/846-7434
Home: 662/846-7080

STB Docket No. FD 35654

July 27, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Mr. Elliott:

As a State Senator from the great state of Mississippi and Chairman of the Senate Transportation Committee, I am pleased to submit this letter of support on behalf of the recently announced acquisition of Rail America by Genesee and Wyoming, Inc.

I enjoy a very constructive working relationship with the short line railroad owned by Genesee & Wyoming in Columbus and Greenville, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Willie Simmons, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

A handwritten signature in cursive script that reads "Willie Simmons".

Willie Simmons
WS/pt

HOUSE OF REPRESENTATIVES



ROBERT L. JOHNSON, III
District 94
Adams, Claiborne and
Jefferson Counties
P.O. Box 1578
Natchez, Mississippi 39121

Office (601) 442-9371
Capitol (601) 389-2355
rjohnson@house.ms.gov

COMMITTEE ASSIGNMENTS:

Transportation, Chairman
Appropriations
Gaming
Judiciary A
Judiciary En Banc

STATE OF MISSISSIPPI

FD35654
VERIFIED STATEMENT

of

Robert L. Johnson

Mississippi House Transportation Committee Chairman

Mr. Daniel R. Elliott
Surface Transportation Board
395 E. Street SW
Washington, DC 20423

Dear Mr. Elliott:

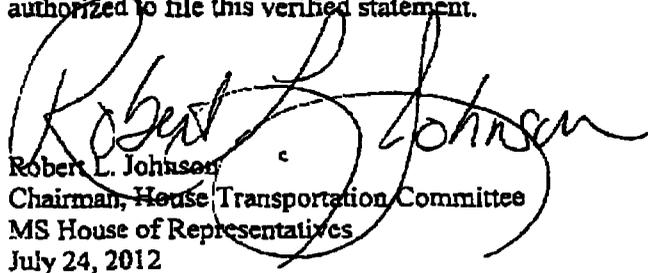
I understand the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was recently announced.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, Genesee & Wyoming is an industry leader in rail safety, and this is a direct reflection of its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Robert L. Johnson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Robert L. Johnson
Chairman, House Transportation Committee
MS House of Representatives
July 24, 2012

MISSISSIPPI HOUSE OF REPRESENTATIVES

PERCY W. WATSON
Chairman
(601) 359-3343
Fax: (601) 359-3164



BART SPERRY
Committee Counsel

PEGGY MARTIN
Committee Assistant

WAYS AND MEANS COMMITTEE

Docket: FD 35654

VERIFIED STATEMENT OF

Jeffrey C. Smith, Chairman
House Ways and Means Committee
Mississippi House of Representatives

My name is Jeffrey C. Smith. I am Chairman of the Mississippi House Ways and Means Committee and a member of the Mississippi House of Representatives for twenty-one years. I represent the citizens of District 39 and the only district in Mississippi served by railroads owned by both Genesee & Wyoming, Inc. and Rail America.

On July 23, 2012, the acquisition of Rail America by Genesee & Wyoming, Inc. was publicly announced. For many years, I have worked with shortline railroads in my district, particularly the Columbus and Greenville Railway, now owned and operated by Genesee and Wyoming.

My experience working with Genesee & Wyoming, Inc. has been very positive. Their railroads provide a valuable freight service to many areas in Mississippi that otherwise would have no access to the national rail network without the shortline service they provide. Genesee & Wyoming, Inc. has a very strong record of acquiring shortlines throughout the United States, investing in properties, and growing business. This results in safe, reliable rail freight services that support growth in economic and industrial development, job creation, and service to our industry across Mississippi.

Rail freight service in my district across Mississippi is very important, and for the reasons stated herein, I strongly support this proposed acquisition, and ask for an expedited review and approval of the acquisition by the Surface Transportation Board.

I, Jeffrey C. Smith, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Jeffrey C. Smith".

Jeffrey C. Smith
Member of Mississippi House of Representatives
Chairman of Ways and Means Committee
District 39
July 26, 2012



State of Mississippi
TRANSPORTATION COMMISSION

MIKE TAGERT
NORTHERN DISTRICT

DICK HALL
CENTRAL DISTRICT
CHAIRMAN

TOM KING
SOUTHERN DISTRICT

VERIFIED STATEMENT
Of
Transportation Commission Chairman Dick Hall
On behalf of the
Mississippi Transportation Commission
FD 35654

My name is Dick Hall. I am the Chairman of the Mississippi Transportation Commission, located at 401 North West Street; Jackson, Mississippi. I have served in this capacity since August of 1999.

The state of Mississippi vests oversight of its transportation resources and operations in a three-member elected commission representing three geographic areas in the state—Northern, Central and Southern districts. In accordance with state law, the commissioners have the authority and responsibility for the supervision of all modes of transportation in the state dealing with aeronautics, highways, public transit, ports and rail safety.

While Rail America has a very limited presence in Mississippi, this acquisition will allow the users of rail transportation in the Columbus-Lowndes County area significant improvement in rail transportation services to and from our area and direct access to the Port of Mobile, AL.

On behalf of the Mississippi Transportation Commission, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services that it will bring.

I, Dick Hall, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Dick Hall", is written over a horizontal line.

Dick Hall, chairman
Mississippi Transportation Commission
July 24, 2012

STATE OF NEW HAMPSHIRE
Executive Council

STATE HOUSE ROOM 207

CONCORD, NEW HAMPSHIRE 03301

(603) 271-3632 FAX: 271-3633



JOHN H. LYNCH, GOVERNOR

EXECUTIVE COUNCILORS:
CHRISTOPHER T. SUNUNU

RAYMOND S. BURTON
RAYMOND J. WIECZOREK

DANIEL I. ST. HILAIRE
DAVID K. WHEELER

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
RAYMOND S. BURTON

As an elected constitutional officer of the State of New Hampshire, I have served on the Executive Council for thirty-four years. The Executive Council address is 107 North Main Street/State House Room 207/Concord, NH 03301.

I understand there is a proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I am writing to offer strong support of this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our state.

I have been very impressed with the strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection on its commitment to provide superior service to the communities along the rail lines it travels.

For these reasons, I strongly support this proposal, and ask for expedited review and approval by the Surface Transportation Board.

I, Raymond S. Burton, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Raymond S. Burton Executive Councilor, District One

State of New Hampshire

Date: July 27, 2012

DISTRICT ONE	DISTRICT TWO	DISTRICT THREE	DISTRICT FOUR	DISTRICT FIVE
RAYMOND S. BURTON 338 RIVER ROAD BATH, NH 03740 TELEPHONE 747-3682	DANIEL ST. HILAIRE 13 GREEN ST CONCORD, NH 03301 TELEPHONE 588-5515	CHRISTOPHER T. SUNUNU 71 HEMLOCK COURT NEWFIELDS, NH 03104 TELEPHONE 658-1187	RAYMOND J. WIECZOREK 1060 RAY STREET MANCHESTER, NH 03104 TELEPHONE 824-1655	DAVID K. WHEELER 523 MASON ROAD MILFORD, NH 03055 TELEPHONE 672-6062



STATE OF NEW HAMPSHIRE
 DEPARTMENT of RESOURCES and ECONOMIC DEVELOPMENT.
 OFFICE of the COMMISSIONER
 172 Pembroke Road P.O. Box 1856 Concord, New Hampshire 03302-1856

GEORGE M. BALD
 Commissioner

603-271-2411
 FAX: 603-271-2629
 george.bald@dred.state.nh.us

STB DOCKET No. FD 35654
 VERIFIED STATEMENT
 of
 George M. Bald
 on behalf of the
 Department of Resources and Economic Development

My name is George M. Bald. I am the Commissioner of the Department of Resources and Economic Development, 172 Pembroke Road, Concord, New Hampshire. I have served in this capacity since April of 2006.

My agency is responsible for Forests & Lands, Travel & Tourism, Parks and Recreation and Economic Development.

I understand that recently was announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with the short line railroad owned by Genesee & Wyoming in New Hampshire, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, George M. Bald, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

George M. Bald
 Commissioner
 July 27, 2012



The Senate of the State of New Hampshire

107 North Main Street, Room 302, Concord, N.H. 03301-4951

JOHN T. GALLUS
District 1

Office 271-3077

TTY/TDD
1-800-735-2964

STB Docket No. FD 35654

VERIFIED STATEMENT

of

John Gallus

on behalf of the

NH Senate District 1

My name is John Gallus. I am the State Senator from District 1, 292 Prospect St., Berlin NH 03570. I have served in this capacity since December of 2002. The district is comprised of 57 communities in 3 counties.

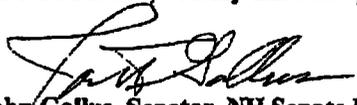
On July 23, the proposed acquisition of RailAmerica by Genesee & Wyoming Inc was announced. Over the years I have worked with the Genesee & Wyoming short line railroad in New Hampshire

My experiences working with Genesee & Wyoming have been very positive. Their railroads provide freight service to many areas of New Hampshire that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state, a key factor in the economic well-being of the North Country.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in New Hampshire demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, John Gallus, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


John Gallus, Senator, NH Senate District 1

July 24, 2012



THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION



CHRISTOPHER D. CLEMENT, SR.
COMMISSIONER

JEFF BRILLHART, P.E.
ASSISTANT COMMISSIONER

STB DOCKET No. FD 35654

VERIFIED STATEMENT

of

Michael P. Pillsbury

on behalf of the

NEW HAMPSHIRE DEPARTMENT OF TRANSPORTATION

My name is Michael P. Pillsbury. I am the Deputy Commissioner of the New Hampshire Department of Transportation, 7 Hazen Drive, Concord, NH 03301. I have served in this capacity since March, 2010.

The New Hampshire Department of Transportation is the state's transportation agency, managing the state's highway, bridge, rail, public transportation, aviation and other transportation systems and programs.

This statement relates to the recently announced proposed acquisition of RailAmerica by Genesee & Wyoming Inc. The New Hampshire Department of Transportation has a longstanding and constructive working relationship with the St. Lawrence & Atlantic Railroad, which is owned by Genesee & Wyoming and serves Maine, New Hampshire, and Vermont. The state of New Hampshire is also served by the New England Central Railroad on the Connecticut River line in Vermont and western New Hampshire. The Department believes that improvements to the freight rail system strengthen the overall economy of New Hampshire, and supports this transaction.

The St. Lawrence & Atlantic Railroad has proven to be an innovative short line railroad since its takeover of the former Canadian National Grand Trunk line. The railroad serves the rural northern region of New Hampshire in addition to Maine and Vermont. This region has seen a decline in its pulp and paper and related industries, and the railroad has provided an important resource to these industries and to the effort to redevelop the region's industrial economy and vitality. The Department of Transportation has worked closely with the railroad on federal and state funding initiatives to upgrade its line with track improvements.

As Deputy Commissioner, I have also been very impressed with the successful safety record of the St. Lawrence & Atlantic/Genesee & Wyoming. It is an industry leader in rail safety, and this is a reflection of its commitment to provide superior service to the communities along its lines.

The New England Central Railroad provides freight service to the western portion of New Hampshire as well as neighboring states. A number of important industries are located in this region, and its economic health should benefit from a more efficient and effective freight rail network managed by a railroad company with a strong commitment to successful freight rail service and industrial growth. The New England Central is poised to grow its contribution to the region's economy as a result of a major track upgrade funded by a federal grant. This acquisition should strengthen the railroad's ability to contribute to industry in the Connecticut Valley.

For these reasons, I strongly support this proposal, and recommend expedited review and approval of it by the Surface Transportation Board.

I, Michael P. Pillsbury, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

(SIGNATURE)



Michael P. Pillsbury

Deputy Commissioner

New Hampshire Department of Transportation

July 30, 2012

City of Berlin, NH
City Manager's Office



STB Docket No. FD 35654

VERIFIED STATEMENT

of
Patrick MacQueen
on behalf of the
City of Berlin, NH

My name is Patrick MacQueen. I am the City Manager of the City of Berlin, 168 Main Street, Berlin, NH 03570. I have served in this capacity since September of 2002.

The City of Berlin is a City in Coos County in northern New Hampshire with a population of approximately 10,000 people.

I understand that it was recently publicly announced that the Genessee & Wyoming RR has proposed the acquisition of RailAmerica. Over the years the City of Berlin has worked with the St. Lawrence and Atlantic Railroad which I understand is wholly owned by the Genessee & Wyoming Inc.

The City's experiences working with St. Lawrence & Atlantic have been very positive. Their railroads provide freight service to many areas of New Hampshire and New England that otherwise would have no access to the national rail network without this short line service. The SL&A provides safe, reliable rail freight services that help us grow industry and jobs in our city, county and state.

The Mayor and Council of Berlin have a long history of supporting the efforts of the St. Lawrence and Atlantic toward improving rail service in this economically challenged region. Unfortunately the Tuesday July 31st, 2012, deadline for this response does not permit further consideration of this matter by the Mayor and Council of the City of Berlin. However, I am confident based on their past record of support that they would support this acquisition as a means of strengthening overall rail service in the region.

I, Patrick MacQueen, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Patrick MacQueen", is written over a horizontal line.

Patrick MacQueen
City Manager
July 30, 2012

City Hall, 168 Main Street
Berlin, NH 03570
Tel: 603-752-7532 Fax: 603-752-8550
www.berlinnh.gov

VICE PRESIDENT PRO TEMPORE
CHAIRMAN
ENERGY & TELECOMMUNICATIONS
COMMITTEE MEMBER
CRIME VICTIMS CRIME & CORRECTION
EDUCATION
ENVIRONMENTAL CONSERVATION
HIGHER EDUCATION
RULES
TRANSPORTATION

**THE SENATE
STATE OF NEW YORK**



GEORGE D. MAZIARZ
Senator, 62nd District

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FAX: (716) 434-3297

E-MAIL ADDRESS:
maziarz@nysenate.gov

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. George D. Maziarz
New York State Senate

My name is George D. Maziarz. I represent New York's 62nd Senate District, which encompasses parts of Niagara, Orleans and Monroe. I have served in the state legislature since 1995, where I am the Vice President Pro Tempore of the Senate and the Chairman of the Senate Energy Committee.

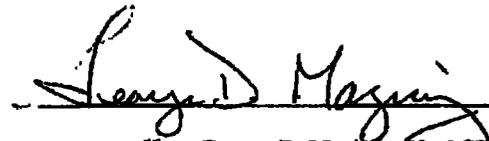
Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, and it has a strong reputation as a good corporate citizen in our state. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, George D. Maziarz, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Hon. George D. Maziarz, 62nd SD

July , 2012

DEPUTY MAJORITY LEADER FOR POLICY
CHAIRMAN
LABOR
COMMITTEE MEMBER
AGING
CITIES
COMMERCE, ECONOMIC DEVELOPMENT
& SMALL BUSINESS
EDUCATION
ENERGY
FINANCE
HIGHER EDUCATION
TRANSPORTATION

THE SENATE
STATE OF NEW YORK



JOSEPH E. ROBACH
Senator, 56th District

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FAX: (585) 223-3661

INTERNET ADDRESS:
www.robach.nysenate.gov
robach@nysenate.gov

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. Joseph E. Robach
New York State Senate

My name is Joseph E. Robach. I represent New York's 56th Senate District, which encompasses parts of Monroe County. I have served in the state Senate since 2002, and I sit on the Senate Transportation Committee.

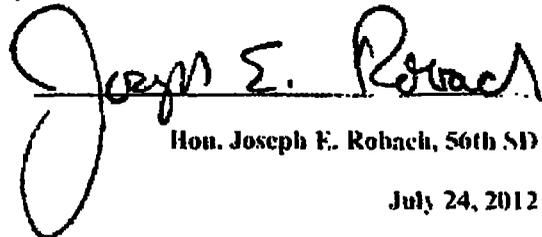
Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Joseph E. Robach declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Hon. Joseph E. Robach, 56th SD

July 24, 2012

THE SENATE
STATE OF NEW YORK



CATHARINE M. YOUNG
SENATOR
57TH DISTRICT

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CHAIR
HOUSING, CONSTRUCTION &
COMMUNITY DEVELOPMENT
LEGISLATIVE RURAL RESOURCES COMMISSION

STANDING COMMITTEES
AGRICULTURE
CHILDREN & FAMILIES
ENVIRONMENTAL CONSERVATION
FINANCE
HEALTH
INSURANCE
TRANSPORTATION

1708815_1

STB DOCKET No. FD 35654

VERIFIED STATEMENT

of

Hon. Catharine M. Young
New York State Senate

My name is Catharine M. Young. I represent New York's 57th Senate District, which encompasses parts of the counties of Allegany, Cattaraugus, Chautauqua and Livingston. I have served in the state legislature since 1998, and I sit on the Senate Transportation Committee.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Catharine M. Young declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read 'Catharine M. Young', written over a horizontal line.

Hon. Catharine M. Young, 57th SD
July 27, 2012

CHAIRMAN
COMMITTEE ON ELECTIONS

COMMITTEES
AGRICULTURE
BANKS
CIVIL SERVICE AND PENSIONS
CODES
CONSUMER PROTECTION
ENERGY AND TELECOMMUNICATIONS
ENVIRONMENTAL CONSERVATION
ETHICS
JUDICIARY

THE SENATE
STATE OF NEW YORK



THOMAS F. O'MARA
SENATOR
53RD DISTRICT

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E-MAIL ADDRESS:
omara@nystate.gov

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of

Hon. Thomas F. O'Mara
New York State Senate

I am writing in support of Genesee & Wyoming Inc.'s proposed acquisition of RailAmerica to include two small rail lines in New York, one of which is called the Wellsboro Corning Railroad that runs right through the New York State 53rd Senatorial District which I represent.

Recently, Genesee & Wyoming Inc. announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district encompasses, and it has a strong reputation as a good corporate citizen in our region.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Thomas F. O'Mara declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Thomas F. O'Mara".

Hon. Thomas F. O'Mara, 53rd SD

July 26, 2012

MARTIN MALAVE DILAN
SENATOR, 17TH DISTRICT

ASSISTANT MINORITY LEADER
FOR POLICY AND ADMINISTRATION

MEMBER
LEGISLATIVE TASK FORCE ON DEMOGRAPHIC
RESEARCH & REAPPORTIONMENT



THE SENATE
STATE OF NEW YORK
ALBANY 12247

RANKING MINORITY MEMBER
TRANSPORTATION

COMMITTEES
CIVIL SERVICE & PENSIONS
ELECTIONS
ENERGY & TELECOMMUNICATIONS
FINANCE
JUDICIARY
LABOR
RULES

STB DOCKET No. FD 35654

VERIFIED STATEMENT

of

Hon. Martin Malavé Dilan
New York State Senate

My name is Martin Malavé Dilan. I represent New York's 17th Senate District encompassing parts of Kings County. I have served in the state legislature since 2002 and I am the former Chair, and current ranking member of the Senate Transportation Committee.

Genesee & Wyoming Inc., recently announced its proposed acquisition of RailAmerica, a short-line rail company. Genesee & Wyoming owns and operates several short-line and regional railroads in Western New York. Throughout the state, it is respected member of the business community. I write in support of this acquisition.

Genesee & Wyoming is a key component of our statewide freight transportation network. The company has been active in the freight rail industry since its 1899 founding here in New York. It has a strong record of buying other short-line railroads, investing in them, and developing long-term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area. In 2011 two of its railroads won the E.H. Harriman Award in recognition of their safety records and Genesee & Wyoming's commitment to provide service to the communities along its lines.

For these reasons, I strongly support Genesee & Wyoming Inc.'s acquisition of RailAmerica and ask for expedited review and approval of it by the Surface Transportation Board.

I, Martin Malavé Dilan, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Martin Malavé Dilan".

Hon. Martin Malavé Dilan, 17th SD

July 26, 2012

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BROOKLYN OFFICE: 786 KNICKERBOCKER AVENUE • BROOKLYN, NEW YORK 11207 • (718) 573-1726 • FAX: (718) 573-2407
WEBSITE: DILAN.NYSENATE.GOV • E-MAIL: DILAN@NYSENATE.GOV

JOSEPH A. GRIFFO
SENATOR, 47TH DISTRICT



THE SENATE
STATE OF NEW YORK

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FAX: 518-475-3134

EMAIL ADDRESS:
griffo@ny.senate.gov

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. Joseph A. Griffo
New York State Senate

My name is Joseph A. Griffo. I represent New York's 47th Senate District, which encompasses parts of the counties of Lewis, Oneida, and St. Lawrence. I have served in the state legislature since 2006.

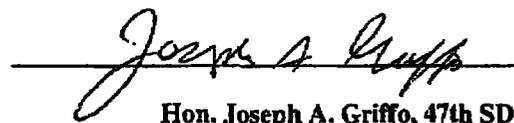
Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, and it has a strong reputation as a good corporate citizen in our state. Moreover, one of the rail lines involved in this transaction, the Massena Terminal Railroad Company, is located in my Senate district. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Joseph A. Griffo declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Hon. Joseph A. Griffo, 47th SD

July 26, 2012



MICHAEL H. RANZENHOFER
SENATOR, 61ST DISTRICT

CHAIRMAN
COMMITTEE ON CORPORATIONS,
AUTHORITIES & COMMISSIONS

THE SENATE
STATE OF NEW YORK
ALBANY

PLEASE RESPOND TO:
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TOLL FREE 1-800-997-3517
E-MAIL: RANZ@NYSENATE.GOV

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. Michael H. Ranzenhofer
New York State Senate

My name is Michael H. Ranzenhofer. I represent New York's 61st Senate District, which encompasses parts of the counties of Erie and Genesee. I have served in the New York State Senate since 2009.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, including one in Genesee County, which I represent, and I believe that it is recognized as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming Inc. is an important partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a successful record of buying other short line railroads, investing in them, and developing long term growth opportunities. This development in turn helps to maintain and grow industrial sector jobs in our communities.

It is my understanding that Genesee & Wyoming Inc. has a strong focus on safety, which is a direct reflection of its commitment to provide superior service to the communities along its lines. In 2011, two of its railroads won Harriman Rail Safety Awards.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Michael H. Ranzenhofer declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Michael H. Ranzenhofer, 61st NYSD

July 27, 2012



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

DANIEL J. BURLING
Assemblyman 147th District

COUNTIES
Wyoming and portions of
Livingston, Allegany, Genesee

WHIP
Minority Conference
COMMITTEES
Rules
Ways and Means
Environmental Conservation
Veterans' Affairs
Legislative Commission on
Rural Resources
MEMBER
Minority Task Force on
Agriculture, Tourism and
Outdoor Recreation

STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
HON. DANIEL J. BURLING
NEW YORK STATE ASSEMBLY

My name is Daniel J. Burling. I represent New York's 147th Assembly District, which encompasses parts of the counties of Allegany, Genesee, Livingston and Wyoming. I have served in the state legislature since 1998.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Daniel J. Burling declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Daniel J. Burling, 147th AD

July 26, 2012



DAVID F. GANTT
Assemblyman 133rd District

CHAIRMAN
Transportation Committee

THE ASSEMBLY
STATE OF NEW YORK
ALBANY

COMMITTEE MEMBERSHIP
Transportation
Rules
Ways and Means
Economic Development, Job Creation,
Commerce and Industry
Local Governments

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. David F. Gantt

New York State Assembly

My name is David F. Gantt. I represent New York's 133rd Assembly District, which encompasses parts of the county of Monroe. I have served in the state legislature since 1982, and I am the chair of the Assembly Transportation Committee.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, David F. Gantt declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. David F. Gantt, 133rd AD

July 27, 2012



Dennis H. Gabryszak
143rd Assembly District
Erie County

THE ASSEMBLY
STATE OF NEW YORK
ALBANY

Committees
Chair, University-Industry
Cooperation
Consumer Affairs and Protection
Economic Development
Energy
Local Governments
Tourism, Arts and Sports
Development
Transportation

STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
Hon. Dennis H. Gabryszak
New York State Assembly

My name is Dennis H. Gabryszak. I represent New York's 143rd Assembly District, which encompasses parts of the county of Erie. I have served in the state legislature since 2006.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Dennis H. Gabryszak declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Dennis H. Gabryszak, 143rd AD
July 27, 2012

ASSISTANT MINORITY LEADER



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

WILLIAM D. REILICH
Assemblyman 134th District
Monroe County

CHAIRMAN
Minority Economic Development,
Education & Infrastructure Task Force

COMMITTEES
Transportation
Small Business
Banks
Aging
Education

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of

Hon. William D. Reilich

New York State Assembly

My name is William D. Reilich. I represent New York's 134th Assembly District, which encompasses part of Monroe County. I have served in the state legislature since 2002.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, William D. Reilich declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Bill Reilich".

Hon. William D. Reilich, 134th AD

July 27, 2012



JOSEPH M. GIGLIO
Assemblyman 149th District
Allegany, Cattaraugus, and
Chautauqua Counties

**THE ASSEMBLY
STATE OF NEW YORK
ALBANY**

VICE-CHAIR
STEERING COMMITTEE

COMMITTEES
Corrections
Children & Families
Aging
Codes
Ethics & Guidance

**STB DOCKET No. FD 35654
VERIFIED STATEMENT OF:
Hon. Joseph M. Giglio
Member, New York State Assembly**

My name is Joseph M. Giglio. I represent New York's 149th Assembly District, which encompasses parts of the counties of Allegany, Cattaraugus and Chautauqua. I have served in the State Legislature since 2005.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district is located, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Joseph M. Giglio, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

**Hon. Joseph M. Giglio
149th Assembly District
July 26, 2012**



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

□ 840 University Avenue
Rochester, New York 14607
(585/244-5255 • FAX 585/244-1635

Assemblymember Harry B. Bronson
131st Assembly District

COMMITTEES
Agriculture
Economic Development
Labor
Local Government
Transportation

□ Room 821
Legislative Office Building
Albany, New York 12248-0001
518/455-4627 • FAX 518/455-5342
Email: bronsonh@assembly.state.ny.us

STB DOCKET No. FD 35654

VERIFIED STATEMENT

of

Hon. Harry B. Bronson

New York State Assembly

My name is Harry B. Bronson. I represent New York State's 131st Assembly District, which encompasses parts of the county of Monroe. I have served in the state legislature since January 2011.

I write this verified statement in support of Genesee & Wyoming Inc. (GWI), a short line rail company. I have been informed that GWI has recently announced its intent to acquire RailAmerica, another short line rail company and is requesting an expedited review. I am familiar with GWI in that it owns and operates several short line and regional railroads in the western New York region in part where my district resides; and based on generally published sources of information, I believe GWI has a reputation as a good corporate citizen in our region and company safety.

GWI focuses its business in our state freight transportation network and has been active in this industry since it started here in New York in 1899. It has a long history in the freight short line rail industry and through the years has a record of buying other short line railroads to invest in the industry and develop long term growth opportunities. This in turn helps maintain and grow industrial sector jobs and supports commercial transportation within our area.

In addition, GWI is known to focus on safety as evidenced by its recognition as the recipient of top safety awards --for example, two of its railroads won the Harriman rail safety award for its safety performance in 2011.

For these reasons and based on information and belief set forth above and the facts existing or expressly assumed to exist on the date hereof, I submit this statement in support of this transaction and in support of an expedited review of the proposal by the Surface Transportation Board.

I, Harry B. Bronson declare under penalty of perjury, under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Harry B. Bronson

Harry B. Bronson
Member, New York State Assembly, 131st District
July 27, 2012



SEAN T. HANNA
 Assemblyman, 130th District

THE ASSEMBLY
 STATE OF NEW YORK
 ALBANY

RAISING MINORITY MEMBER
 Committee on Environmental Conservation

COMMITTEES
 Housing
 Judiciary
 Social Services
 Tourism, Parks, Arts and
 Sports Development

STB DOCKET No. FD 35654

VERIFIED STATEMENT
 of
 Hon. Sean T. Hanna
 New York State Assembly

My name is Sean T. Hanna. I represent New York's 130th Assembly District, which encompasses parts of the counties of Livingston, Monroe, and Ontario. I have served in the state legislature since 2011.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction. Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Sean T Hanna declare under penalty of perjury, under the laws of the United States, and upon information and belief, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement by virtue of the office I hold.

Hon. Sean T. Hanna, 130th AD
 July 27, 2012



PHILIP A. PALMESANO
Stauben and Yates Counties
Assemblyman 136th District

THE ASSEMBLY
STATE OF NEW YORK
ALBANY

RANKING MINORITY MEMBER
Libraries and Education Technology
Committee
House Operations Committee

COMMITTEES
Energy
Corporations, Authorities and Commissions
Transportation
Legislative Commission on Rural Resources

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Hon. Philip A. Palmesano
New York State Assembly

My name is Philip A. Palmesano. I represent New York's 136th Assembly District, which encompasses Stauben and Yates counties. I have served in the state legislature since 2010.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, crossing a portion of my district, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long-term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I'm impressed with Genesee & Wyoming's safety record. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Philip A. Palmesano declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Philip A. Palmesano, 136th AD

July 25, 2012



ADDIE J. RUSSELL
 Assemblywoman for 118th "River" District

**THE ASSEMBLY
 STATE OF NEW YORK
 ALBANY**

COMMITTEES
 Agriculture
 Corporations, Authorities & Commissions
 Economic Development, Job Creation,
 Commerce and Industry
 Energy
 Export Trade
 Local Governments
 Veterans' Affairs
CHAIR
 Subcommittee on Women Veterans

STB DOCKET No. FD 35654

**VERIFIED STATEMENT
 of
 Hon. Addie J. Russell
 New York State Assembly**

My name is Addie J. Russell. I represent New York's 118th Assembly District, which encompasses parts of Jefferson and St. Lawrence counties. I have served in the state legislature since 2008.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, and it has a strong reputation as a good corporate citizen in our state. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. I understand that it has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Addie J. Russell declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Addie J. Russell, 118th AD

July 30, 2012



KEVIN SMARDZ
Assemblyman 146th District
Erie County

**THE ASSEMBLY
STATE OF NEW YORK
ALBANY**

RANKING MINORITY MEMBER
Election Law

COMMITTEES
Corporation
Economic Development
Education
Local Government

**STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
Hon. Kevin Smardz
New York State Assembly**

My name is Kevin Smardz. I represent New York's 146th Assembly District, which encompasses parts of Erie County. I have served in the state legislature since 2010.

Genesee & Wyoming Inc. recently announced the proposed acquisition of RailAmerica, another short line rail company. Genesee & Wyoming owns and operates several short line and regional railroads in Western New York, where my district resides, and it has a strong reputation as a good corporate citizen in our region. I write in support of this transaction.

Genesee & Wyoming is a great partner in our state freight transportation network. The company has been active in the freight rail industry since it started here in New York in 1899. It has a strong record of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with Genesee & Wyoming's focus on safety. It is an industry leader in this area, and this is a direct reflection of its commitment to provide superior service to the communities along its lines. In fact, in 2011, two of its railroads won the Harriman rail safety award.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Kevin Smardz declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Hon. Kevin Smardz, 146th AD
July 31, 2012



THOMAS F. PATTON
MAJORITY FLOOR LEADER

OHIO SENATE
24th District

Seahouse
1 Capitol Square
Columbus, Ohio 43215
614-466-8056

STB Docket No. FD 35654

VERIFIED STATEMENT

of

Senator Thomas F. Patton

My name is Senator Thomas F. Patton. I am the State Senator of Ohio's 24th Senate District and have served in this capacity since 2008.

Before my tenure as State Senator I served in the Ohio House of Representatives since 2003. In addition, I currently serve as Majority Floor Leader and Senate Highways and Transportation Committee Chairman.

I am writing in support of the recently announced proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. (GWI). I have had a very constructive working relationship with short line railroads owned by Genesee & Wyoming here in Ohio and my experiences have been very positive.

Genesee & Wyoming is a valued partner in our regional freight transportation network. Their railroads provide freight services to many areas of Ohio that otherwise would have no access to the national rail network. They have a strong record of investing in the properties they acquire and contributing to the economic development and retention efforts in the regions where they are located.

Additionally, I have been impressed with GWI's strong focus on safety. They are an industry leader in rail safety and this is a direct reflection of their commitment to their employees as well as the communities they serve.

For these reasons, I strongly support this proposal and respectfully request expedited review and approval by the Surface Transportation Board.

I, Thomas F. Patton, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Thomas F. Patton
Majority Floor Leader
Ohio Senate District 24

July 30, 2012



Tim Schaffer
State Senator
31st District

Ohio Senate
Senate Building, Room 222
1 Capitol Square
Columbus, Ohio 43215
614-466-5838
800-282-0293

Committees:
Ways & Means & Economic Development, Chair
Agriculture, Environment and Natural Resources,
Vice Chair
Energy and Public Utilities
Insurance Commerce and Labor

STB Docket No. FD 35654

VERIFIED STATEMENT
of

Tim Schaffer, State Senator, 31st Ohio Senate District

My name is Tim Schaffer. I am the state senator for the 31st district of the Ohio Senate and have served in this capacity since January 3, 2007.

The Ohio Senate is one of two chambers of Ohio's state legislature. There are 33 elected members in the Ohio Senate.

I am writing in support of the recently announced proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. (GWI). Genesee & Wyoming is a valued partner in our regional freight transportation network. Their railroads provide freight services to many areas of Ohio that otherwise would have no access to the national rail network. They have a strong record of investing in the properties they acquire and contributing to the economic development and retention efforts in the regions where they are located. Their engagement has assisted with industry growth and jobs in my district.

Additionally, I have been impressed with GWI's strong focus on safety. They are an industry leader in rail safety and this is a direct reflection of their commitment to their employees as well as the communities they serve.

For these reasons, I strongly support this proposal and respectfully request expedited review and approval by the Surface Transportation Board.

I, Tim Schaffer, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Tim Schaffer".

Tim Schaffer, State Senator, 31st Ohio Senate District
July 26, 2012



TROY BALDERSON
STATE SENATOR
20TH DISTRICT

COMMITTEES:

Agriculture & Natural Resources.....Member
Energy & Public Utilities.....Vice-Chairman
Health, Human Services, & Aging.....Member
Highways & Transportation.....Member

STB Docket No. FD 35654

VERIFIED STATEMENT

of

Troy Balderson, State Senator, 20th District of the Ohio Senate

My name is Troy Balderson. I am the State Senator representing the 20th District of the Ohio Senate.

The Ohio Senate is the Upper Chamber of the Bicameral Legislature of the State of Ohio. There are 33 elected members.

I am writing in support of the recently announced proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. (GWI). I have had a very constructive working relationship with short line railroads owned by Genesee & Wyoming here in Ohio and my experiences have been very positive.

Genesee and Wyoming is a valued partner in our regional freight transportation network. Their railroads provide freight services to many areas of Ohio that otherwise would have no access to the national rail network. They have a strong record of investing in the properties they acquire and contributing to the economic development and retention efforts in the regions where they are located. Their engagement has assisted with industry growth and jobs in my area.

Additionally, I have been impressed with GWT's strong focus on safety. They are an industry leader in rail safety and this is a direct reflection of their commitment to their employees as well as the communities they serve.

For these reasons, I strongly support this proposal and respectfully request expedited review and approval by the Surface Transportation Board.

I, Troy Balderson, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Troy Balderson". The signature is written in a cursive style with a large initial "T" and "B".

Troy Balderson
State Senator
Ohio Senate, 20th District

7/26/2012

Ohio House of Representatives



CAPITAL OFFICE:
77 SOUTH HIGH STREET
13TH FLOOR
COLUMBUS, OHIO 43215
PHONE: (614) 466-1482
DISTRICT71@OHR.STATE.OH.US

JAY HOTTINGER
STATE REPRESENTATIVE
DISTRICT 71

STB Docket No. FD 35654
VERIFIED STATEMENT
of
Jay Hottinger, State Representative

COMMITTEES
CHAIRMAN
INSURANCE COMMITTEE
HEALTH AND AGING
COMMITTEE
JOINT COMMITTEES
STATE CONTROLLING
BOARD

My name is Jay Hottinger. I am a State Representative at the Ohio House of Representatives and have served in this capacity since 2007. Additionally, I served as State Representative from 1995 to February of 1998 and as State Senator from February of 1998 to 2006.

The Ohio House of Representatives is the one of the legislative chambers of the Ohio General Assembly. Our aim at the legislature is to produce laws that improve the quality of life for all Ohioans.

I am writing in support of the recently announced proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. (GWI).

Genesee & Wyoming is a valued partner in our regional freight transportation network. Their railroads provide freight services to many areas of Ohio that otherwise would have no access to the national rail network. They have a strong record of investing in the properties they acquire and contributing to the economic development and retention efforts in the regions where they are located. Their engagement has assisted with industry growth and jobs in my area.

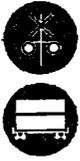
Additionally, I have been impressed with GWI's strong focus on safety. They are an industry leader in rail safety and this is a direct reflection of their commitment to their employees as well as the communities they serve.

For these reasons, I strongly support this proposal and respectfully request expedited review and approval by the Surface Transportation Board.

I, Jay Hottinger, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Jay Hottinger".

Jay Hottinger, State Representative, Ohio House of Representatives
07/26/2012



OHIO RAIL DEVELOPMENT COMMISSION

1980 West Broad Street, Columbus OH 43223

John R. Kasich, Governor • James G. Bradley, ORDC Chairman

July 31, 2012

Mr. Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

STB Docket No. FD 35654 - Verified Statement of Matthew R. Dietrich, Executive Director, Ohio Rail Development Commission

Dear Chairman Elliott:

My name is Matthew R. Dietrich. I am the Executive Director of the Ohio Rail Development Commission (ORDC) and have served in this capacity since 2007.

The ORDC was formed by the Ohio General Assembly in 1994 to bring together all of the state's non-regulatory rail activities. The ORDC currently administers programs that provide low interest loans and grants for rail-related infrastructure improvements and economic development projects, administers the state's federal railroad-highway grade crossing safety programs and provides technical expertise on railroad issues to other state agencies, local communities and companies located in Ohio.

I am writing to provide my conditional support to the recently announced proposed acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. (G&W) for the following reasons.

The G&W is an established shortline railroad operator with existing operations in Ohio. The ORDC has a very good relationship with G&W affiliates here in Ohio. The G&W, through its affiliate, the Columbus and Ohio River Railroad, has one of the longest and most successful rail related public-private partnerships in Ohio with the lease of the 131-mile, state-owned Panhandle Rail Line. This partnership has provided the ORDC with extraordinary interaction with the G&W at both the local and corporate levels. All of that interaction has been positive. It is also reassuring that this acquisition is a strategic acquisition by another railroad rather than a financially driven acquisition by a non-railroad entity.

Railroads play a critical role in the economic well-being of the State of Ohio. A strong rail infrastructure provides Ohio companies cost competitive options for moving goods and materials that are necessary for a strong economy. Since this is an end to end acquisition in Ohio, there does not appear to be any loss of competitive access to current and prospective shippers on either RailAmerica or G&W lines.

Given the magnitude of this acquisition, I realize that there are a great number of details that need to be considered. The ORDC looks forward to working with the G&W so that it can provide more formal support for this acquisition at its next regularly scheduled meeting in September.



www.rail.ohio.gov

phone: 614.644.0306

IMPROVING RAIL TODAY FOR TOMORROW'S ECONOMY

Page 2

STB Docket No. FD 35654

Verified Statement of Matthew Dietrich, Ohio Rail Development Commission

For these reasons, I conditionally support this proposal and respectfully request expedited review and approval by the Surface Transportation Board.

I, Matthew R. Dietrich, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Cordially,

A handwritten signature in black ink, appearing to read "Matthew R. Dietrich". The signature is written in a cursive style with a large initial "M".

Matthew R. Dietrich
Executive Director
Ohio Rail Development Commission
July 31, 2012



HUBERT BROWN
WHITEWATER TOWNSHIP TRUSTEE

5258 Lawrenceburg Road • Harrison, Ohio 45030 • 353-3111

July 30, 2012

IN SUPPORT OF THE ACQUISITION OF RAILAMERICA BY GWI

Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423

As a Trustee of Whitewater Township in Hamilton County, Ohio, I know the significance the short line railroads hold to our industries and farmers. The acquisition of RailAmerica by the Genesee and Wyoming (GWI) offers complimentary railroad geographies which will have the potential to enhance and expand our township's economic development.

I understand that GWI has a commitment to working closely with the communities they are a part of and I strongly support that business approach.

I write you urging swift approval of the acquisition of RailAmerica by GWI.

Sincerely,

A handwritten signature in black ink, appearing to read "Hubert Brown", written over a horizontal line.

Hubert Brown
Trustee, Whitewater Township

TED FERRIOLI
District 30



Senate Republican Leader

OREGON STATE SENATE
SALEM, OR
97301

STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
Senate Republican Leader Ted Ferrioli
Oregon State Senate District 30

My name is Ted Ferrioli. I am the State Senator serving Oregon's 30th Senate District, 900 Court St. NE, S-323, Salem, OR 97301. I have served in this capacity since 1997.

My district includes Baker, Grant, Harney, Jefferson, Malheur, Wheeler and parts of Wasco, Deschutes, and Lake Counties. I also serve as the Senate Republican Leader.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus on safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection of its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Senator Ted Ferrioli, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Ted Ferrioli".

Senator Ted Ferrioli
July 30, 2012

FRANK MORSE
DEPUTY MINORITY LEADER
STATE SENATOR
LINN & BENTON COUNTIES
DISTRICT 8



COMMITTEES:

Chair, Health Care Reform Sub-Committee
Vice-Chair, Education & Workforce Development
Vice-Chair, Finance & Revenue
Co-Vice-Chair, Joint Committee on Tax Credits
Health Care, Human Services & Rural Health Policy

OREGON STATE SENATE

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Senator Frank Morse
on behalf of the
Oregon State Senate District 8

My name is Frank Morse. I am the Oregon State Senator for District 8 which represents the greater Albany and Corvallis areas. I have served in this capacity since 2003.

Presently rail service is provided within my district by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to the District 8 constituency.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction, facilitating increasing traffic from both new and future rail freight customers. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I had the good fortune in my previous position as President of Morse Bros. Inc. to work directly with P & W to implement a unit train to transport aggregate from the Salem area into the Portland Metro market. Thus my recommendation to you comes from the real world of a practical, positive experience with P & W.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Frank Morse, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Frank Morse".

Frank Morse
State Senator
District 8
7/31/2012

Dr. Alan C. Bates
Oregon Senate Deputy Majority Leader
State Senate District 3



sen.alanbates@state.or.us
phone: 503-986-1703
2859 State St, suite 101
Medford, OR 97504

OREGON LEGISLATURE

27 July 2012

Surface Transportation Board
395 E St. SW
Washington, DC 20423

To Whom It May Concern:

Presently rail service is provided within Oregon State Senate District 3, by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is vital to our economy in Southern Oregon and Jackson County.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction, facilitating increasing traffic from both new and future rail freight customers. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

In Health,

A handwritten signature in black ink, appearing to read 'Alan Bates'.

Alan Bates, D.O.
State Senate District 3

*Committees: Co-Chair Human Services Sub-Committee
Emergency Board
Joint Ways and Means
Healthcare, Human Services and Rural Health Policy*



JOANNE VERGER
STATE SENATOR
DISTRICT 5

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Senator Joanne Verger
on behalf of the
Senate District 5

COMMITTEES:

Chair:

Transportation

Member:

General Government

Ways & Means Subcommittee on

Transportation & Economic Development

Road User Fee Task Force

(HB 3946)

My name is Joanne Verger. I am the Senator of the Oregon's Senate District 5, which is the coast of Oregon from Coos Bay to Lincoln City. I have served in the Oregon Legislature since 2001.

Presently rail service is provided to District 5 by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to all of my coastal communities.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction, facilitating increasing traffic from both new and future rail freight customers. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Joanne Verger, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Senator Joanne Verger

Oregon Senate District 5

July 31, 2012



**REP. ARNIE ROBLAN
CO-SPEAKER OF THE HOUSE**

July 27, 2012

Re: STB Docket No. FD 35654- Verified Statement

To whom it concerns,

As the Representative of several rural Counties, and in my capacity as Co-Speaker of the Oregon Legislature, I write to offer my strong support for Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad, in their acquisition of RailAmerica, Inc. ("RA").

Similar to the restoration of the Coos Bay Rail Line in my District, the acquisition proves vitally important to Oregon's long term job and economic growth. Moreover, the availability of safe, efficient and competitive rail service is important to all Oregonians, as our communities continue to re-build from the economic recession.

The acquisition of RA by G&W works in-concert with our rural communities' objective – find long term solutions to the critical issues facing rural Oregon. For example, when the Coos Bay International Port acquired the Rail Road line in 2009, they did so by working with regional and state partners. To that end, the Port secured funding to support the rehabilitation of the Coos Bay rail line serving several Oregon Counties. With G&W's acquisition, I hope to continue our regional and statewide efforts in securing a solid investment in Oregon's transportation infrastructure.

G&W is committed to improving customer satisfaction by facilitating service to both new and future freight rail customers. Their decentralized operations are structured to have the maximum focus on the customers within the local communities they serve. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

The G&W management team approaches new opportunities in the spirit of Oregon entrepreneurship - seeking the best possible outcome for the customer, community and railroad.

I strongly urge your support of the RA/G&W transaction and the enhanced transportation options and services it will bring. Please do not hesitate to contact me at your earliest convenience as I am eager to do whatever I can to facilitate the process.

Sincerely,

Co-Speaker Arnie Roblan
State Representative House District 9





JEFF BARKER
STATE REPRESENTATIVE
DISTRICT 28
HOUSE OF REPRESENTATIVES

Committees:
Member
Judiciary
Chair:
Subcommittee on
Criminal Law
Vice-Chair:
State & Federal Affairs

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of State Representative Jeff Barker
Oregon House District 28

My name is Representative Jeff Barker. I am the State Representative serving Oregon's 28th House District, 900 Court St. NE, H-491, Salem, OR 97301. I have served in this capacity since 2003.

House District 28 is located in Washington County. The district includes portions of the city of Beaverton and part of Aloha, in unincorporated Washington County.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction. Portland & Western Railroad takes a unique community centered approach to the way they do business.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This, in turn, helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection of its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Jeff Barker, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Jeff Barker

State Representative Jeff Barker

JB:elh

July 31, 2012



CLIFF BENTZ
STATE REPRESENTATIVE
DISTRICT 60
Baker, Harney, Malheur
and a portion of Grant County



Committees:
Transportation &
Economic Development - Co-Chair
Energy, Environment & Water
Revenue
Joint Committee on Tax Credits

HOUSE OF REPRESENTATIVES

Surface Transportation Board
395 "E" Street SW
Washington, DC 20423

July 27, 2012

STB Docket No. FD 35654

VERIFIED STATEMENT
Of
Representative Cliff Bentz
On behalf of the
Oregon Legislative Assembly—House District 60

To whom it may concern:

I am the State Representative for District 60 and Co-Chair of the Oregon State Legislature's Committee on Transportation & Economic Development. I have served in this capacity for about two years. I have been a member of the Oregon Legislature since January 2008. I am also Co-Chair of the Columbia River Crossing Oversight Committee.

In my capacity as a State Legislator and as Co-Chair of these transportation committees, the availability of safe, efficient, and competitive rail services is apparent and extremely important.

I support the acquisition of RailAmerica, Inc., by Genesee & Wyoming Inc. ("G&W"), a parent company of Portland & Western Railroad. I have had the pleasure of working with Portland & Western Railroad on many issues. I have found the organization to be supportive of its customers, and extraordinarily valuable to Oregon in general.

I note that in a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, that G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees. Obviously, these attributes are important to all of us.

I encourage favorable consideration of the proposed transaction and I am hopeful that this acquisition will improve Oregon's transportation options.

I, Cliff Bentz, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Very truly yours,

A handwritten signature in black ink, appearing to read "Cliff Bentz", with a long horizontal flourish extending to the right.

Representative Cliff Bentz
House District 60

Elizabeth Terry Beyer
State Representative
District 12-Springfield
House of Representatives



Address: 900 Court St. NE H-277
Salem, OR 97301
Phone: 503-986-1412
Email: rep.terrybeyer@state.or.us

STB Docket No. FD 35654
VERIFIED STATEMENT
of
State Representative Terry Beyer

My name is Representative Terry Beyer. I am the State Representative serving Oregon's 12th House District, 900 Court St. NE, H-277, Salem, OR 97301. I have served in this capacity since 2001.

I have served as Chair and Vice-Chair of the House Transportation Committee. In this role, I have worked with many transportation stakeholders including Portland & Western Railroad, a subsidiary of Genesee & Wyoming. I appreciate Portland & Western's community centered approach to the way they do business.

On July 23 the proposed acquisition of RailAmerica by Genesee & Wyoming Inc was announced. Over the years I have worked with Portland & Western Railroad, a subsidiary of Genesee & Wyoming, in Oregon.

My experiences working with Genesee & Wyoming have been very positive. Their railroads provide freight service to many areas of my district and the State of Oregon that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. These results in safe, reliable rail freight services that help Oregon grow industry and jobs.

Safety is a key area of focus for Genesee & Wyoming Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Oregon demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Terry Beyer, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Elizabeth Terry Beyer". The signature is written in a cursive style with a large, stylized initial "E".

State Representative Terry Beyer

July 26, 2012

BRIAN CLEM
STATE REPRESENTATIVE
DISTRICT 21



HOUSE OF REPRESENTATIVES

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
State Representative Brian Clem
Oregon State House District 21

My name is Representative Brian Clem. I am the State Representative serving Oregon's 21st House District, 900 Court St. NE, H-284, Salem, OR 97301. I have served in this capacity since 2007.

My district includes most of the City of Salem. I have the privilege of serving as co-chair of the Agriculture and Natural Resource Committee, as well as serving on the Consumer Protection and Information, Audits and Technology Committees.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Brian Clem, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script that reads "Brian".

State Representative Brian Clem

July 27, 2012



DAVE HUNT
HOUSE DEMOCRATIC LEADER
OREGON HOUSE DISTRICT 40
CLACKAMAS COUNTY



900 Court St. NE, #395
Salem, OR 97301
503-986-1900
Fax: 503-986-1901
rep davehunt@state.or.us

HOUSE OF REPRESENTATIVES
SALEM, OR 97301

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Dave Hunt, Oregon State Representative
7/30/12

My name is Dave Hunt. I have served as a Member of the Oregon House of Representatives since 2003.

As Co-Chair of the House Transportation and Economic Development Committee, I believe that an effective and efficient rail system is a critically important link to economic vitality for our state, region, and country.

Rail service is currently provided to and through my district by Portland & Western Railroad. The availability of safe, efficient, and competitive rail service is important to my district and our state.

I support the acquisition of RailAmerica, Inc. by Genesee & Wyoming Inc. ("G&W"), the parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction as well as facilitating increasing traffic from both new and future rail freight customers. In a 2011 survey of G&W railroad customers, G&W railroad scored high levels of customer satisfaction. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on customers and the local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community, and railroad.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring to my district and state.

I, Dave Hunt, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Dave Hunt, State Representative
Co-Chair, Transportation & Economic Development Committee

MARK HASS
STATE SENATOR
DISTRICT 14



COMMITTEES:
Education & Workforce
Development, Chair
Environment & Natural
Resources
Finance & Revenue

OREGON STATE SENATE

July 25, 2012

STB DOCKET: No. FD 35654

To Whom It May Concern:

I write today in support of the proposed acquisition of RailAmerica by Genesee & Wyoming, Inc. In the past I have worked closely with Portland & Western Railroad, which is owned by Genesee & Wyoming, and I look forward to future collaboration with RailAmerica.

Genesee & Wyoming Inc. has a strong history of buying other short line railroads, investing in them, and developing long-term growth opportunities. This in turn helps maintain and grow industrial sector jobs across Oregon. I value their contributions to our regional freight transportation network.

I have been happy to observe Genesee & Wyoming's strong focus on safety. I believe their standing as an industry leader in rail safety signals their commitment to participate positively in communities along their rail lines and treat their employees with respect.

For these reasons, I support Genesee & Wyoming's acquisition proposal and ask for an expedited review and approval of it by the Surface Transportation Board.

Thank you for your consideration. Please let me know if my office can ever be of service to you.

Sincerely,

Mark Hass

BETSY JOHNSON

State Senator

DISTRICT 16

Columbia, Clatsop, Tillamook Counties
Banks & Sauvie Island



**OREGON STATE SENATE
900 COURT ST NE
SALEM, OREGON 97301**

July 27, 2012

To Whom It May Concern,

I have recently become aware that Genesee & Wyoming, Inc. is proposing to acquire RailAmerica.

The purpose of this letter is to offer my unqualified support for the transaction.

I represent Senate District 16 in the Oregon Legislature. The Portland & Western Railroad ("P&W") runs the full length of the east side of my district. This short line railroad provides critical infrastructure to move freight throughout Oregon.

Under Genesee & Wyoming's leadership, rail capacity on the P&W line has grown substantially. With increased rail speeds has come increased freight traffic. Without this rail line, a number of businesses would have no access to the national rail network.

From my personal observation, and based on my close working relationship with the local P&W management personnel, Genesee & Wyoming has put a premium on safe operations. Their intense focus on safety and track improvements has resulted in reliable freight rail services. The State of Oregon has partnered financially with the P&W Railroad to grow industry and jobs in our state.

I believe Genesee & Wyoming has the financial strength and operating expertise to enhance the short line railroad system now operated by RailAmerica.

I hope the Surface Transportation Board provides an expedited review and approval for the proposal.

Sincerely,

A handwritten signature in black ink that reads "Betsy Johnson".

Betsy Johnson





**STATE SENATOR CHUCK THOMSEN
SENATE DISTRICT 26**

**STB DOCKET No. FD 35654
VERIFIED STATEMENT**

My name is Senator Chuck Thomsen. I am the State Senator serving Oregon's 26th Senate District, 900 Court St. NE, S-316, Salem, OR 97301. I have served in this capacity since 2011.

Senate District 26 is made up of all of Hood River County, as well as parts of Multnomah and Clackamas Counties. A portion of Portland & Western Railroad's track runs through my district. Portland & Western is a great community partner. They do an excellent job of meeting our region's freight transportation needs while working with individual communities to address their concerns.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in Oregon.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Senator Chuck Thomsen, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

A handwritten signature in cursive script that reads "Chuck".

**State Senator Chuck Thomsen
Senate District 26**

JACKIE WINTERS
State Senator
Deputy Republican Leader
DISTRICT 10

REPLY TO ADDRESS
900 Court St NE, S-301
Salem, OR 97301



OREGON STATE SENATE

Committees:

Member:

Full Ways & Means
Subcommittee Ways & Means on
Human Services
Subcommittee Ways & Means on
General Government
Public Lands Advisory Committee

TB Docket No. FD 35654
VERIFIED STATEMENT
of
Senator Jackie Winters
Senate District 10

My name is Jackie Winters. I am the State Senator from Oregon Senate District 10, 900 Court St. NE, Salem, OR 97301. I have served in this capacity since 2002.

The Oregon State Senate is comprised of 30 Senators representing 30 different regions of the state. Senate District 10 is in the mid-Willamette Valley, including the cities of Salem, Aumsville and Monmouth and much of Marion and Polk Counties.

Presently rail service is provided to Senate District 10 by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to Senate District 10

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction, facilitating increasing traffic from both new and future rail freight customers. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jackie Winters declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Jackie Winters".

Senator Jackie Winters
Oregon State Senator
Senate District 10

July 27, 2012



VICKI BERGER
State Representative
District 20

STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
State Representative Vicki Berger
Oregon State House District 20

My name is Representative Vicki Berger. I am the State Representative serving Oregon's 20th House District, 900 Court St. NE, H-479, Salem, OR 97301. I have served in this capacity since 2003.

The 20th district includes the communities of West Salem, South Salem, Monmouth and Independence.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction. Portland & Western Railroad takes a unique community centered approach to the way they do business.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Vicki Berger, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

State Representative Vicki Berger

July 30, 2012



**Deborah Boone
State Representative
HD 32**



**900 Court Street NE
Salem, OR 97301
503-986-1432**

July 26, 2012

**STB Docket No. FD 35654
VERIFIED STATEMENT
of
State Representative Deborah Boone
Oregon House District 32**

My name is Representative Deborah Boone. I am the State Representative serving Oregon's 32nd House District, 900 Court St. NE, H-375, Salem, OR 97301. I have served in this capacity since 2004.

House District 32 is located along the coast in Northwest Oregon. The district includes the communities of Cannon Beach, Arch Cape, Seaside, Gearhart, Warrenton, Hammond, Hamlet, Jewell, Tillamook, Garibaldi, Pacific City, Manzanita, and Banks. A section of Portland & Western Railroad's track runs through my district. Portland & Western is a great community partner. They do an exceptional job of meeting our region's freight transportation needs while working with individual communities to address their concerns.

On July 23 the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was announced. Over the years I have worked with Portland & Western Railroad, a subsidiary of Genesee & Wyoming, in Oregon.

My experiences working with Portland & Western Railroad have been very positive. Their railroads provide freight service to many areas of Oregon that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This result in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Oregon demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Deborah Boone, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

Deborah Boone

PETER BUCKLEY
State Representative
District 5



HOUSE OF REPRESENTATIVES

STB Docket No. FD 35654

**VERIFIED STATEMENT of Representative Peter Buckley on behalf of
Oregon House District 5 (South Jackson County)**

My name is Peter Buckley. I am the State Representative of District 5, representing Ashland, Talent, Phoenix, West Medford, Jacksonville and Ruch in the Oregon legislature. I have served in this capacity since 2005.

Presently rail service has been provided for and through my district by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to my district and all of Southern Oregon.

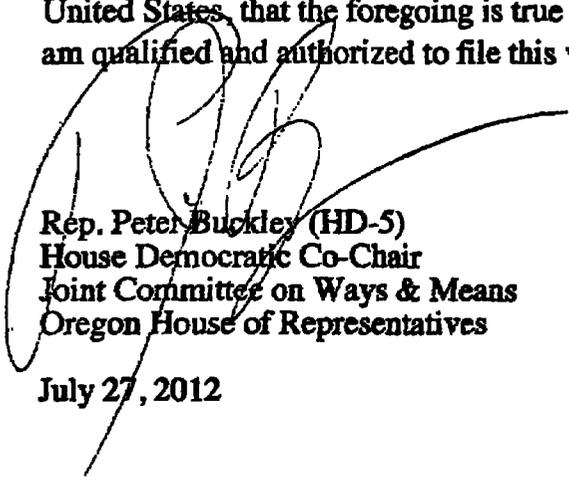
I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction, facilitating increasing traffic from both new and future rail freight customers. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Peter Buckley, declare under penalty of perjury, under the laws of the

United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



**Rep. Peter Buckley (HD-5)
House Democratic Co-Chair
Joint Committee on Ways & Means
Oregon House of Representatives**

July 27, 2012



STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
State Representative Tim Freeman
Oregon State House District 2

My name is Representative Tim Freeman. I am the State Representative serving Oregon's Second House District, 900 Court St. NE, H-371, Salem, OR 97301. I have served in this capacity since 2009.

The second district, which spans much of the I-5 corridor from Roseburg to Merlin, includes parts of Douglas, Josephine, and Jackson counties.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction. Portland & Western Railroad takes a unique community centered approach to the way they do business.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Tim Freeman, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Tim Freeman", with a long horizontal line extending to the right.

State Representative Tim Freeman

July 26, 2012

WALLY HICKS
STATE REPRESENTATIVE
DISTRICT 3



HOUSE OF REPRESENTATIVES
STB Docket No. FD 35654

VERIFIED STATEMENT
of

Oregon State Representative Wally Hicks
on behalf of

Oregon Legislative House District 3

My name is Wally Hicks. I am the State Representative for Oregon's House District 3. I have served in this capacity since 2011.

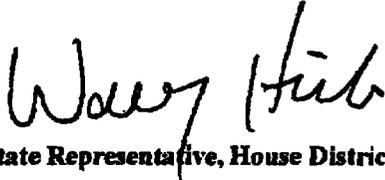
The Oregon Legislature is comprised of sixty representatives and thirty senators. My house district covers most of Josephine County, and contains around 62,500 residents.

Presently, rail service is provided within my district by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to my district.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad because it will improve rail service in Oregon. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were the railroad's commitment to the safety and professionalism of its employees.

I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Wally Hicks, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


State Representative, House District 3

July 31, 2012

**VAL HOYLE
STATE REPRESENTATIVE
DISTRICT 14**



HOUSE OF REPRESENTATIVES

**STB DOCKET No. FD 35654
VERIFIED STATEMENT
of
State Representative Val Hoyle**

July 31, 2012

Chair Elliott and Members of the Committee;

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Val Hoyle, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

State Representative Val Hoyle
House District 14
West Eugene, Junction City, Cheshire and Alvadore

BETTY KOMP
STATE REPRESENTATIVE
DISTRICT 22



STB Docket No. FD 35654

VERIFIED STATEMENT
of
State Representative Betty Komp

My name is Representative Betty Komp. I am the State Representative serving Oregon's 22nd House District, 900 Court St. NE, H-273, Salem, OR 97301. I have served in this capacity since 2004.

House District 22 encompasses the region of the Willamette Valley including North Salem, Gervais, Brooks and Woodburn.

Presently rail service is provided within my district by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to my district, and the rest of the State of Oregon.

I support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad. G&W is committed to improving customer satisfaction. In a formal 2011 survey of all G&W railroad customers conducted by a noted survey firm, G&W railroads scored higher levels of customer satisfaction than the trucking and overall rail freight industries. The attributes scored highest by G&W railroad customers were commitment to safety and professionalism of employees.

G&W's decentralized operations are structured to have the maximum focus on the customers and local communities they serve. The G&W management team approaches new development opportunities in the spirit of a local entrepreneur, seeking the best possible outcome for the customer, community and railroad.

I strongly encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Representative Betty Komp, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

State Representative Betty Komp

July 26, 2012

TOBIAS READ
STATE REPRESENTATIVE
DISTRICT 27



HOUSE OF REPRESENTATIVES
STB DOCKET No. FD 35654

VERIFIED STATEMENT
of
Representative Tobias Read

As the State Representative for Oregon's 27th House District since 2007, I am writing to express my support for the proposed acquisition of RailAmerica by Genesee & Wyoming Inc.

House District 27 covers parts of the cities of Beaverton and Portland, as well as areas of unincorporated Washington and Multnomah counties. A portion of railroad track operated by Portland & Western Railroad, a subsidiary of Genesee & Wyoming Inc., runs through my district. Portland & Western does an excellent job of meeting our region's freight transportation needs while working with individual communities to address their concerns. They are a great community partner.

I enjoy a constructive working relationship with Portland & Western Railroad, and encourage your support for the proposed acquisition of RailAmerica by Genesee & Wyoming Inc.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. Their railroads provide freight service to many areas of Oregon that would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. The rail freight services they provide help us grow industry and jobs in our state.

In addition, I have been very impressed with the very strong focus on safety at Genesee & Wyoming. They are an industry leader in rail safety, and two of their railroads won the 2011 Harriman rail safety awards. Genesee & Wyoming's operations in Oregon demonstrate their dedication to safety and reflect their commitment to provide superior service to the communities along their lines.

The overall corporate focus of Genesee & Wyoming Inc. will enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Tobias Read, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, appearing to read "Tobias Read".

Representative Tobias Read
July 31, 2012



MIKE SCHAUFLER
State Representative
District 48



**HOUSE OF REPRESENTATIVES
SALEM, OR 97301**

STB DOCKET No. FD 35654

**VERIFIED STATEMENT
of
Representative Michael Schaufler**

My name is Representative Mike Schaufler. I am the State Representative serving Oregon's 48th House District, 900 Court St. NE, H-382, Salem, OR 97301. I have served in this capacity since 2003.

I understand that there was a recent announcement of the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship with Portland & Western Railroad, which is owned by Genesee & Wyoming, and write you to strongly support this transaction.

Genesee & Wyoming Inc. is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Representative Michael Schaufler, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


State Representative Michael Schaufler
July 27, 2012

BRAD WITT
State Representative
DISTRICT 31
PORTIONS OF COLUMBIA,
CLATSOP & SAUVIE ISLAND



HOUSE OF REPRESENTATIVES

July 25, 2012

Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Re: STB Docket No. FD 35654

Dear Mr. Elliott:

It has come to my attention that Genesee & Wyoming, Inc. (GWI) and RailAmerican (RA) have entered into an agreement that will combine the two largest short line and regional rail operators in North America. GWI is the parent company to Portland and Western Railroad, which currently serves a large portion of my district, providing goods and services to many businesses along their extensive route.

I believe that the combination of these two industry leaders will lead to improved safety, reliability and efficiency. I also anticipate that the broader reach of the GWI and RA railroads will facilitate economic development opportunities for entrepreneurs both small and large in our local communities. In addition, improved service to local business translates into an enhanced customer base that benefits the entire community.

I strongly urge you to look favorably on the acquisition of RailAmerica by Genesee & Wyoming, Inc., and the enhanced transportation options and services it will bring.

Sincerely,

A handwritten signature in black ink, appearing to read "Brad Witt".

Brad Witt
Representative District 31



Columbia County



Board of Commissioners

230 Strand Street, Rm 331, St. Helens, Oregon 97051-2096
•Ph: 503-397-4322 •Fax 503-397-7243

Commissioner Anthony Hyde	(tony.hyde@co.columbia.or.us)
Commissioner Earl Fisher	(earl.fisher@co.columbia.or.us)
Commissioner Henry Heimuller	(henry.heimuller@co.columbia.or.us)
Jan Greenhalgh, Board Secretary	(jan.greenhalgh@co.columbia.or.us)

DATE: July 30, 2012

FROM: Commissioner Henry Heimuller
On Behalf of the Columbia County Board of Commissioners

RE: Letter of Support for RA/G&W

Presently rail service is provided within Columbia County by Portland & Western Railroad. The availability of safe, efficient and competitive rail service is important to our county. The Board of County Commissioner's support the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of Portland & Western Railroad.

The local staff at Portland & Western have been excellent to work with and we have favorable reports from local businesses about their performance. Assuming the same would hold true for southern Oregon after the acquisition of RailAmerica, we would encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring

Sincerely,

A handwritten signature in black ink, appearing to read "H. Heimuller", is written over the word "Sincerely,".

Henry Heimuller,
Commissioner for Columbia County



Oregon
Department
of Agriculture

VERIFIED STATEMENT
of
Jerry W. Gardner
on behalf of
Oregon Department of Agriculture

My name is Jerry Gardner and I am the Business Development Manager at the Oregon Department of Agriculture, located at 1207 NW Naito Parkway, Suite 104, Portland, Oregon, 97209. I have served in this capacity since February of 2001.

The farm gate value of agricultural production in Oregon is \$5.2 billion. Food processing adds another \$2 billion. Much of this production takes place in the Willamette Valley. From grass seed to nursery products, processed vegetables to hazelnuts and hay, Oregon's agri-businesses need a convenient, economical means of transporting their goods to national and international markets. The availability of safe and efficient, reasonably priced rail service is important to a wide variety of agri-businesses.

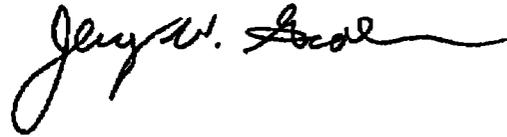
The Oregon Department of Agriculture supports the acquisition of RailAmerica, Inc. ("RA"), by Genesee & Wyoming Inc. ("G&W"), parent company of P&W. We believe there is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP"); therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic creating short-haul truck competitive transportation solutions.

Short line and regional freight railroads are a critical component of the agricultural supply chain, and G&W's 100-year history of being a dedicated, long-term owner/operator provides Oregon agriculture with a high level of service. G&W's financial strength and long-term view allow them to properly invest in rail infrastructure – as well as making investments to support agriculture's growth.

G&W's commitment to safety and customer service are core values, and they are clearly demonstrated by industry-leading safety performance and customer satisfaction scores that outperform both the trucking industry and the rail industry as a whole as noted by their latest J.D. Power & Associates survey. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

Given the aforementioned benefits, I encourage favorable consideration for the RA/G&W transaction and the enhanced transportation options and services it will bring.

I, Jerry W. Gardner declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink, reading "Jerry W. Gardner". The signature is written in a cursive style with a long, sweeping underline.

Jerry W. Gardner
Business Development Manager
Oregon Department of Agriculture
July 27, 2012



July 30, 2012

David Anzur
Director of Marketing & Sales
Portland & Western Railroad
Via E-mail: danzur@gwrr.com

GOVERNMENT

OFFICES

2 3 7 1

NE STEPHENS

STREET

SUITE 100

ROSEBURG

OREGON

9 7 4 7 0

(541) 672-9405

FAX NUMBER

(541) 673-0432

Dear Mr. Anzur:

Portland & Western Railroad Inc. ("P&W") began operations in 1993 under the name "Willamette & Pacific Railroad, Inc." ("W&P"), providing local rail service on former low density branch lines from the major class I railroads. Since 1993, the P&W system has grown to 466 miles with 158 employees. P&W has been dedicated to providing safe, customer focused service as well as investing in the lines for future growth. Both P&W and W&P have always been Genesee & Wyoming Inc. ("G&W") subsidiaries. G&W's decentralized operating philosophy allows decision making to be made at the local level, which allows the local G&W companies to respond to customer needs.

The merger between G&W and Rail America ("RA") will not have any negative impact on our service. There is no overlap of service between RA's Central Oregon & Pacific Railroad, Inc. ("CORP") and P&W; therefore, we have no competitive concerns as the merger creates no 2-to-1 scenarios. While there is no overlap in service, CORP and P&W have worked and will continue to work together to build short line to short line traffic, through our limited interchange in Eugene, creating short-haul truck competitive transportation solutions.

Please let us know if you have any questions.

Very truly yours,

Daniel Courtney
Tribal Chairman

25TH DISTRICT
JOE SCARNATI
SENATE BOX 203025
HARRISBURG, PA 17120-3025
717-787-7084
FAX: 717-772-2783
www.senatorsarnati.com

Office of the President Pro Tempore



Senate of Pennsylvania

July 30, 2012

DISTRICT OFFICES
WARREN OFFICE:
318 SECOND AVENUE, SUITE 203
WARREN, PA 16365
814-726-7261
FAX: 814-726-7012
BROCKWAY OFFICE:
410 MAIN STREET
BROCKWAY, PA 15824
814-368-2000
FAX: 814-368-2040
WELLSBORO OFFICE:
8 MAIN STREET
WELLSBORO, PA 16901
870-724-2221
FAX: 870-723-2118
TOLL FREE: 1-877-787-7084

Daniel R. Elliott, Chairman
Surface Transportation Board
395 E. Street SW
Washington, D.C. 20423

RE: STB Docket No. FD 35654

Dear Chairman Elliott:

My name is Senator Joseph B. Scarnati. I represent Pennsylvania's 25th Senatorial District, which encompasses all or parts of eight counties along the Northern Tier of the Commonwealth. I have served as a State Senator since 2001 and as President Pro Tempore of the Pennsylvania Senate since 2006.

On July 23, Genesee & Wyoming Inc. publicly announced the proposed acquisition of RailAmerica. During my time in the legislature, I have worked with the Genesee & Wyoming short line railroad Buffalo and Pittsburgh RR in Pennsylvania.

My experiences working with Genesee & Wyoming have been very positive. Genesee & Wyoming railroads provide freight service to many areas of the 25th senatorial district that otherwise would have no access to the national rail network without short line service.

I have found safety to be a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Joseph B. Scarnati, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified to file this verified statement.

Sincerely,

A handwritten signature in black ink, appearing to read "Joseph B. Scarnati".

Joseph B. Scarnati
State Senator- 25th Senatorial District

JBS/cl

State Senator
Don White
41st Senatorial District



Senate of Pennsylvania

VERIFIED STATEMENT

of

Donald C. White

as a member of the Pennsylvania Senate

COMMITTEES

BANKING & INSURANCE, CHAIRMAN
TRANSPORTATION, VICE CHAIRMAN
COMMUNITY & ECONOMIC DEVELOPMENT
ENVIRONMENTAL RESOURCES & ENERGY
STATE GOVERNMENT

PA INFRASTRUCTURE INVESTMENT
AUTHORITY (PENNVEST)

MINING & RECLAMATION ADVISORY BOARD

- SENATE BOX 203041
THE STATE CAPITOL
HARRISBURG, PA 17120-3041
717-787-8724
FAX: 717-772-1589
- 618 PHILADELPHIA STREET
INDIANA, PA 15701
724-357-0151
FAX: 724-357-0148
(TOLL FREE) 866-357-0151
- 109 SOUTH JEFFERSON STREET
KITTTANNING, PA 15201
724-243-3025
FAX: 724-248-4856
- 3930 WILLIAM PENN HIGHWAY
MURRYSVILLE, PA 15668
724-327-2433
FAX: 724-327-2436

My name is Donald C. White. I am a State Senator in the Pennsylvania Senate, 41st District. I have served in this capacity since January of 2000.

On July 23 the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. was publicly announced. Over the years I have worked with the Genesee & Wyoming Buffalo and Pittsburgh RR in Pennsylvania.

My experiences working with Genesee & Wyoming have been very positive. Their railroads provide freight service to many areas of the 41st District that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business resulting in safe, reliable rail freight services that help us grow industry and provide jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Armstrong, Butler & Indiana counties demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Don White, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

A handwritten signature in black ink, appearing to read "Don White".

Don White, Senate of Pennsylvania, 41st District

July 27, 2012

STB Docket No. FD35654

COMMITTEES

**VETERANS AFFAIRS &
EMERGENCY PREPAREDNESS,
MINORITY CHAIRMAN**

AGRICULTURE & RURAL AFFAIRS

**CONSUMER PROTECTION &
PROFESSIONAL LICENSURE**

ENVIRONMENTAL RESOURCES & ENERGY

TRANSPORTATION

POLICY

**SENATE BOX 203046
ROOM 13-EW THE STATE CAPITOL
HARRISBURG, PA 17120-3046
TELEPHONE: (717) 767-1463
FAX: (717) 773-2108**

**EMAIL: tsolobay@psenate.com
WEBSITE: www.senate.tsolobay.com**



Senate of Pennsylvania

**TIMOTHY J. SOLOBAY
46TH DISTRICT**

July 27, 2012

**VERIFIED STATEMENT of
TIMOTHY J. SOLOBAY
Pennsylvania State Senator, 46th District**

DISTRICT OFFICE

**CANONSBURG BOROUGH BUILDING
66 EAST PIKE STREET, ROOM 205
CANONSBURG, PA 15317
TELEPHONE: (724) 746-3762
FAX: (724) 746-3509**

SATELLITE OFFICES

**GEORGE WASHINGTON HOTEL
60 SOUTH MAIN STREET, SUITE 207
WASHINGTON, PA 15301
TELEPHONE: (724) 223-2114
FAX: (724) 223-2117**

**GREENE COUNTY OFFICE BUILDING
83 E. HIGH STREET, ROOM 308
WAYNESBURG, PA 15370
TELEPHONE: (724) 627-9902**

Daniel R. Elliott, Chairman
Surface Transportation Board
395 E Street SW
Washington DC 20423

Dear Mr. Elliott:

My name is Timothy J. Solobay. I am a State Senator in the Pennsylvania Senate, 46th District. I have served in this capacity since November of 2010. Prior to that, I served six terms in the Pennsylvania House of Representatives, representing the 48th Legislative District.

On July 23, 2012, it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over my tenure in the Pennsylvania legislature, I have worked with the Genesee & Wyoming's short line Pittsburgh and Ohio Central RR in Pennsylvania.

My experience with Genesee & Wyoming has been a very positive one. Their railroads provide freight service to many areas of my legislative district that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. In addition, safety is a key area of focus for Genesee & Wyoming Inc. In fact, two of its railroads won the 2011 Harriman Rail Safety Awards.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of STB DOCKET No. FD 35654 by the Surface Transportation Board.

I, Senator Timothy J. Solobay, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

With kindest regards,

A handwritten signature in black ink that reads "Timothy J. Solobay".

**TIMOTHY J. SOLOBAY
State Senator**



**SAMUEL H. SMITH
THE SPEAKER**

House of Representatives
Commonwealth of Pennsylvania
Harrisburg
STB Docket No. FD 35654

VERIFIED STATEMENT
of
Representative Sam Smith
as a member of the Pennsylvania House of Representatives

My name is Sam Smith. I am a State Representative in the Pennsylvania House of Representatives, Legislative District 66. I have served in this capacity since January of 1987.

On July 23rd the proposed acquisition of RailAmerica by Genesee & Wyoming Inc was publically announced. Over the years I have worked with the Genesee & Wyoming short line railroad and, specifically, the Buffalo and Pittsburgh RR in Pennsylvania.

My experience working with Genesee & Wyoming has been very positive. Their railroads provide freight service to many areas of my legislative district that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Punxsutawney, Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Sam Smith, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Sam Smith".

Sam Smith
State Representative
66th Legislative District
July 31, 2012

RICHARD A. "RICK" GEIST, MEMBER

144 MAIN CAPITOL BUILDING
PO BOX 202079
HARRISBURG, PA 17120-2079
PHONE: (717) 767-6418
FAX: (717) 772-6852

GABLES OFFICE BUILDING
1331 12TH AVENUE, SUITE 104
ALTOONA, PA 16601
PHONE: (814) 949-7828
FAX: (814) 949-7815



House of Representatives
Commonwealth of Pennsylvania
Harrisburg

COMMITTEES

TRANSPORTATION, CHAIRMAN
COMMITTEE ON COMMITTEES, CHAIRMAN
COMMERCE

July 24, 2012

Mr. Daniel R. Elliott
Chairman
Surface Transportation Board
395 E Street SW
Washington, DC 20423

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Richard A. Geist
as a member of the Pennsylvania House of Representatives

My name is **Richard A. Geist**. I am a State Representative in the Pennsylvania House of Representatives, 79th District. I have served in this capacity since **January of 1978**. I also serve as the Majority Chairman of the House Transportation Committee in Pennsylvania. I also serve on the Pennsylvania Rail Freight Advisory Committee by virtue of my office.

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroad Pittsburgh and Ohio Central and the Buffalo and Pittsburgh in Pennsylvania.

My experiences working with Genesee & Wyoming has been very positive. Their railroads provide freight service to many areas of this Commonwealth that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This has resulted in safe, reliable rail freight services that help us grow industry and jobs in our state.

Page 2

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Richard A. Geist, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick Geist", written in a cursive style.

Richard A. Geist

House Transportation Committee

RAG:kah

JOSEPH F. MARKOSEK, MEMBER
CHAIRMAN, APPROPRIATIONS (D)

MIRIAM A. FOX
EXECUTIVE DIRECTOR



512E MAIN CAPITOL BUILDING
HARRISBURG, PENNSYLVANIA 17120-2025
PHONE: (717) 783-1540
FAX: (717) 787-2334

COMMERCE BUILDING, SUITE 303
4232 NORTHERN PIKE
MONROEVILLE, PENNSYLVANIA 15146
PHONE: (412) 858-8284
FAX: (412) 374-8242

House of Representatives
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Joseph F. Markosek

on behalf of the
The 25th State House District of the Commonwealth of Pennsylvania

My name is Joseph F. Markosek. I serve as the State Representative of the Commonwealth of Pennsylvania representing the 25th District, composed of parts of Allegheny and Westmoreland counties. I have been a member of the Pennsylvania State House of Representatives since 1983.

Over the years I have worked with the Genesee & Wyoming short line railroads in western Pennsylvania, specifically the Buffalo & Pittsburgh Railroad. It has been my impression that the company has made efforts to be professionally managed, focused on safety and customer service, and an important part of the rail freight network in our Commonwealth.

The Buffalo & Pittsburgh Railroad serves western Pennsylvania, supporting the industrial sector and contributes to the overall economic health in the Commonwealth. For these reasons, I support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Joseph F. Markosek, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in cursive script that reads "Joseph F. Markosek".

Joseph F. Markosek

25th Pennsylvania State House District

**BRIAN ELLIS, MEMBER
11TH LEGISLATIVE DISTRICT**

**HARRISBURG OFFICE:
PO BOX 202011
HARRISBURG, PA 17120-2011
PHONE: (717) 787-7686
FAX: (717) 260-6573**



House of Representatives
Commonwealth of Pennsylvania
Harrisburg

**DISTRICT OFFICE:
6 CHESAPEAKE STREET, SUITE 200
LYNDORA, PA 16045
PHONE: (724) 283-5852
FAX: (724) 284-8253**

**E-MAIL: bellis@pahousegop.com
WEB: www.RepEllis.com**

STB Docket No. FD 35654

**VERIFIED STATEMENT
of
Brian L. Ellis
as a member of the Pennsylvania House of Representatives**

My name is Brian L. Ellis. I am a State Representative in the Pennsylvania House of Representatives, District 11. I have served in this capacity since December of 2004.

On July 23 it was publicly announced the proposed acquisition of Rail America by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroad (Choose either the Pittsburgh and Ohio Central RR or the Buffalo and Pittsburgh RR) in Pennsylvania.

My experiences working with Genesee & Wyoming has been very positive. Their railroads provide freight service to many areas of my legislative district that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Butler County, Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Brian L. Ellis declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Brian L. Ellis".

**Brian L. Ellis
PA State Representative
PA House of Representatives
July 31, 2012**

ROBERT F. MATZIE, MEMBER
16TH LEGISLATIVE DISTRICT



HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA
HARRISBURG

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WWW.PAHOUSE.NET/MATZIE

STB Docket No. FD 35654

VERIFIED STATEMENT
of
Robert F. Matzie
as a member of the Pennsylvania House of Representatives

My name is Robert F. Matzie. I am a State Representative in the Pennsylvania House of Representatives, District 16. I have served in this capacity since December of 2008.

On July 23 it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroad (Aliquippa and Ohio River Railroad) in Pennsylvania.

My experiences working with Genesee & Wyoming has been very positive. Their railroads provide freight service to areas in my legislative district that otherwise would have no access to the national rail network without short line service. They have shown a strong commitment to the Aliquippa Industrial Park through capital improvements to the rail line. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state.

Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in Beaver County, Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Robert F. Matzie declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

A handwritten signature in black ink that reads "Robert F. Matzie".

**Robert F. Matzie
PA State Representative
PA House of Representatives
July 31, 2012**



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF TRANSPORTATION
HARRISBURG, PENNSYLVANIA 17101-1900

OFFICE OF
SECRETARY OF TRANSPORTATION

**STB Docket No. FD 35654
VERIFIED STATEMENT
of
Barry Schoch, P.E.
on behalf of the
Pennsylvania Department of Transportation**

My name is Barry Schoch, P.E. I am the Secretary of Transportation for the Commonwealth of Pennsylvania, Harrisburg, PA. I have served in this capacity since April of 2011.

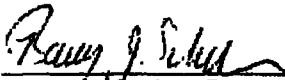
With 67 railroads operating approximately 6,000 miles of track, the economic impact of a healthy rail industry is of vital importance to the Commonwealth of Pennsylvania. Our short line partners are fundamental to the state's economic vitality through their safe, efficient and effective freight transportation services.

On July 23, 2012, it was publicly announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. Over the years I have worked with the Genesee & Wyoming short line railroads throughout the Commonwealth.

My experiences working with Genesee & Wyoming have been very positive. Their railroads provide freight service to many areas of the Commonwealth that otherwise would have no access to the national rail network without short line service. Genesee & Wyoming has a very strong record of acquiring short lines throughout the United States, investing in the properties, and growing business. This results in safe, reliable rail freight services that help us grow industry and jobs in our state. Safety is a key area of focus for Genesee & Wyoming Inc. Two of its railroads won the 2011 Harriman rail safety awards. Their operations in western and central Pennsylvania demonstrate this commitment to safety.

The overall corporate focus of Genesee & Wyoming Inc. will definitely enhance the short line railroads now operated by RailAmerica. For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Barry Schoch P.E., declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.


Barry J. Schoch, P.E.
Secretary of Transportation
July 31, 2012



City of Chattanooga
Ron Littlefield, Mayor

VERIFIED STATEMENT
of
Ron Littlefield, Mayor
on behalf of the
City of Chattanooga, Tennessee

My name is Ron Littlefield. I am the Mayor of the City of Chattanooga, Tennessee, 101 East 11th Street, Chattanooga, Tennessee 37402. I have served in this capacity since April of 2005.

The City of Chattanooga is the 4th largest city in the state and is located in Southeast Tennessee near the borders of Georgia and Alabama at the junction of 3 major interstate highways. It has a population of 170,136 (2011). Chattanooga has won 3 national awards in this decade for outstanding "livability", and 9 Gunther Blue Ribbon Awards for excellence in housing and consolidated planning. It is known world wide as "Gig City" demonstrating that Chattanooga has one of the fastest internet services in the nation.

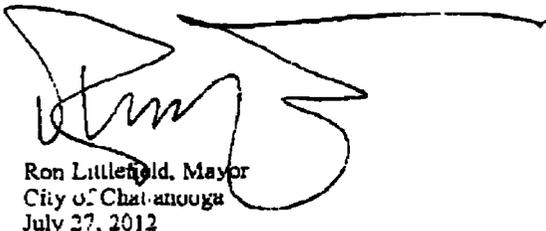
I understand that recently was announced the proposed acquisition of RailAmerica by Genesee & Wyoming Inc. I enjoy a very constructive working relationship[s] with the short line railroad[s] owned by Genesee & Wyoming in Georgia and Tennessee, and write you to strongly support this transaction.

Genesee & Wyoming Inc is a great partner in our regional freight transportation network. It has a strong history of buying other short line railroads, investing in them, and developing long term growth opportunities. This in turn helps maintain and grow industrial sector jobs in our communities.

In addition, I have been very impressed with the very strong focus of safety at Genesee & Wyoming. It is an industry leader in rail safety, and this is a direct reflection in its commitment to provide superior service to the communities along its lines.

For these reasons, I strongly support this proposal, and ask for expedited review and approval of it by the Surface Transportation Board.

I, Ron Littlefield, declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.



Ron Littlefield, Mayor
City of Chattanooga
July 27, 2012