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Office of Proceedings
October 11, 2016
Part of
Public Record

October 11, 2016

Ms. Cynthia Brown
Chief, Section of Administration
Surface Transportation Board, Office of Proceedings
395 E. Street, S.W.
Washington, D.C 20423-0001

Re: Genesee & Wyoming Inc.—Acquisition of Control Exemption—Providence
and Worcester Railroad Company
Finance Docket No. 36064

Dear Ms. Brown:

Genesee & Wyoming Inc. (“GWI”) and the Springfield Terminal Railway Company (“ST”) have been engaged in discussions regarding the potential impacts of GWI’s acquisition of the Providence and Worcester Railroad Company (“P&W”) in the above-referenced proceeding. In order to resolve ST’s concerns with such potential impacts, GWI has agreed that it will not take or fail to take any actions that would adversely impact the ability of ST to interchange traffic with CSX Transportation, Inc. at Barbers Station in Worcester, Massachusetts in violation of: (a) the Providence and Worcester Railroad Company Grant of Trackage Rights, as amended, dated June 30, 1989; or (b) applicable law. In addition, GWI has agreed to have any exemption authority or Board approval of this transaction conditioned upon GWI’s commitment reflected in this letter. GWI’s recognition of this condition is memorialized by the signature below.

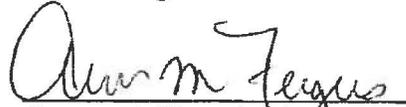
Based upon GWI’s representations and ST’s review of this transaction, ST fully supports the acquisition of P&W by GWI.

Sincerely,

Robert B. Culliford
Senior Vice President & General Counsel
Springfield Terminal Railway Company
(978) 663-1126
rculliford@panam.com

AMF

Acknowledged:


Genesee & Wyoming Inc.
General Counsel & Secretary

CERTIFICATE OF SERVICE

This certifies that copies of the foregoing has been served on this 11th day of October, 2016, by e mail upon all parties of record.


Robert B. Cullford

AMF