

CLARK HILL

Eric M. Hocky
T 215.640.8523
F 215.640.8501
Email: ehocky@clarkhill.com

Clark Hill PLC
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103
T 215.640.8500
F 215.640.8501
clarkhill.com

February 12, 2016

240113

VIA E-FILING

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

ENTERED
Office of Proceedings
February 12, 2016
Part of
Public Record

Re: Genesee & Wyoming Inc. -
Continuance in Control Exemption -
Olympia & Belmore Railroad, Inc.
STB Docket No. FD 36000

Dear Ms. Brown:

Enclosed for e-filing on behalf of Genesee & Wyoming Inc. is a continuance in control notice of exemption filed pursuant to 49 CFR 1180.2(d)(2).

Also enclosed (as a confidential document) is the authorization for payment of the applicable filing fee of \$1,400.

FILED
February 12, 2016
Surface Transportation Board

204057165

FEE RECEIVED
February 12, 2016
Surface Transportation Board

Cynthia T. Brown
February 12, 2016
Page 2

Please let me know if there are any questions regarding this filing. Thank you for your assistance.

Respectfully,

CLARK HILL PLC



Eric M. Hocky

EMH/dml
Encls.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36000

GENESEE & WYOMING INC.
- CONTINUANCE IN CONTROL EXEMPTION -
OLYMPIA & BELMORE RAILROAD, INC.

NOTICE OF EXEMPTION

(contains color images)

ERIC M. HOCKY
CLARK HILL PLC
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500
ehocky@clarkhill.com

Dated: February 12, 2016

Attorneys for Genesee & Wyoming Inc.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. FD 36000

**GENESEE & WYOMING INC.
– CONTINUANCE IN CONTROL EXEMPTION –
OLYMPIA & BELMORE RAILROAD, INC.**

NOTICE OF EXEMPTION

Genesee & Wyoming Inc. (“GWI”), a publicly-traded non-carrier holding company, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323, its continuance in control of Olympia & Belmore Railroad, Inc. (“OBRR”), a non-carrier, when OBRR becomes a carrier. GWI currently controls, through direct or indirect equity ownership, two Class II carriers and 105 Class III carriers operating in the United States.¹

GWI, an entity that controls through equity ownership a number of railroads, is filing this Notice of Exemption to enable it to continue to control OBRR, a non-carrier, when OBRR becomes the lessee and operator of a line of railroad as described below and shown on Exhibit B (the “Rail Line”) in the State of Washington. *See Olympia & Belmore Railroad, Inc. Lease and Operations Exemption Including Interchange Commitment – BNSF Railway Company*, STB Docket No. FD 35999. The Rail Line to be operated by OBRR does not connect with any of the railroads in GWI’s corporate family, nor is the control of OBRR part of a series of anticipated transactions that would connect the Rail Line to be operated by OBRR with the rail lines of any

¹ Most recently, GWI was authorized to control three railroads in Arkansas in common with the other carriers in its corporate family. *Genesee & Wyoming Inc. – Acquisition of Control Exemption (Including Existing Interchange Commitment) – Arkansas Midland Railroad Company, Inc., The Prescott and Northwestern Railroad Company, and Warren & Saline River Railroad Company*, STB Docket No. FD 35877 (served December 5, 2014).

carriers in GWI's corporate family. The proposed transaction does not involve a Class I railroad. Accordingly, this transaction qualifies for the class exemption described in 49 C.F.R. §1180.2(d)(2).

Required Information

In accordance with the provisions of 49 C.F.R. 1180.4(g), GWI provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

1180.6(a)(1)

(i) The proposed transaction as described above involves the continuance in control of OBRR, a non-carrier, when OBRR becomes the lessee and operator of the Rail Line. Because GWI is the owner of other carriers, its continuance in control of OBRR when OBRR becomes a carrier requires authorization under 49 U.S.C. §11323(a)(5) or an exemption therefrom.

The full name and address of the applicant is: Genesee & Wyoming Inc., 20 West Avenue, Darien, CT 06820.

The name, address and telephone number of GWI's counsel who should receive correspondence is: Eric M. Hocky, Esquire, Clark Hill PLC, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(ii) OBRR is filing its notice of exemption contemporaneously with the filing of this Notice of Exemption to operate the Rail Line between Olympia and Belmore, Washington, together with incidental trackage between East Olympia and Olympia, Washington, and joint terminal rights at Olympia. *See Olympia & Belmore Railroad, Inc. Lease and Operations Exemption Including Interchange Commitment – BNSF Railway Company*, STB

Docket No. FD 35999. OBRR's authority to lease and operate will be effective on March 13, 2016. OBRR expects to begin operating on March 16, 2016.

(iii) The purpose of the transaction is to allow GWI, a non-carrier that directly or indirectly owns a number of rail carriers, to continue in control of OBRR when OBRR begins to operate as a carrier. The continuance in control will allow OBRR to take advantage of the administrative, financial, marketing and operational support that GWI and its existing subsidiary railroads can provide, thus promoting the ability of OBRR to provide safe and efficient service to their shippers. Although OBRR will not connect with any of the railroads currently controlled by GWI, it will expand the presence of GWI affiliates in the State of Washington.

1180.6(a)(5)

OBRR will operate solely in the State of Washington. The railroads currently in the GWI corporate family, and the states in which each operates, are shown on Exhibit A. The GWI-controlled railroads operate in the following states:

Alabama	Maine	Oklahoma
Arizona	Maryland	Oregon
Arkansas	Massachusetts	Pennsylvania
California	Michigan	South Carolina
Colorado	Minnesota	South Dakota
Connecticut	Mississippi	Tennessee
Florida	Missouri	Texas
Georgia	Nebraska	Utah
Illinois	New Hampshire	Vermont
Indiana	New Mexico	Virginia
Kansas	New York	Washington
Kentucky	North Carolina	Wisconsin
Louisiana	Ohio	Wyoming

None of the railroads controlled by GWI will connect with the Rail Line to be operated by OBRR.

1180.6(a)(6)

A map showing the Rail Line to be operated by OBRR is attached as Exhibit B. (The map also shows the rail lines in the area operated by one of the GWI-controlled railroads, Puget Sound & Pacific Railroad.) A map of the United States generally showing the locations of the GWI-controlled railroads, is attached as Exhibit C.²

1180.6(a)(7)(ii)

There is no agreement covering the control of OBRR by GWI, nor any agreement covering the common control of OBRR and the other railroads controlled by GWI.

Interchange Commitments

GWI does not believe that the Board's interchange disclosure requirements are intended to apply to equity control transactions such as this one in which no new interchange commitment is being imposed as part of the transaction. *See generally* 49 C.F.R. §1180.4(g)(4) "Transactions imposing interchange commitments." *See also Information Required in Notices and Petitions Containing Interchange Commitments*, STB Docket No. EP714 (served September 5, 2013), slip op. at 1 ("disclosure requirements for notices and petitions for exemption where *the underlying lease or line sale* includes an interchange commitment"), p.9 ("regulations adopted here will affect all railroads filing notices and petitions for exemption for *sales and leases* that contain interchange commitments") (emphasis added).

This Notice of Exemption covers only the continuance in control of OBRR and is not a direct purchase or lease of a rail line. No interchange commitment is being imposed in connection with the continuance in control of OBRR in common with the other GWI-controlled

² Because GWI is filing this Notice of Exemption electronically, it is not submitting extra copies of the maps.

railroads. However, the lease that OBRR has entered into does contain an interchange commitment; OBRR's notice of exemption contains the required disclosures with regard to the interchange commitment. *See Olympia & Belmore Railroad, Inc. – Lease and Operations Exemption Including Interchange Commitment – BNSF Railway Company*, STB Docket No. FD 35999.

Labor Protection

GWJ recognizes that under 49 U.S.C. §10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Because this transaction will involve the control of two Class II carriers³ and a number of Class III carriers, the labor protection requirements of 49 U.S.C. §11326(a), as set forth by the Interstate Commerce Commission in *New York Dock Railway—Control—Brooklyn Eastern District Terminal*, 360 I.C.C. 60 (1979), will apply to this control transaction.

Environmental and Historic Reports

The proposed acquisition of control involves only the continuance in control of a non-carrier when it becomes a carrier, and will not affect the level of operations on the Rail Line to be operated by OBRR, or the rail lines operated by any of the railroads in GWJ's corporate family. As such, the proposed transaction should be exempt from the Board's environmental reporting requirements pursuant to 49 C.F.R. §1105.6(c)(2)(ii). Further, the proposed transaction is exempt from the historic preservation reporting requirements since the proposed acquisition of control will not substantially change the level of operations over, or maintenance of, the Rail

³ GWJ currently controls two Class II carriers, Buffalo & Pittsburgh Railroad, Inc. and Rapid City, Pierre & Eastern Railroad, Inc.
204044207.2

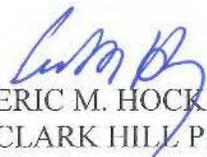
Line be operated by OBRR, or the rail lines or any of the railroads in GWI's corporate family.

See 49 C.F.R. §1105.8(b)(3).

Conclusion

For the foregoing reasons, GWI requests that the Board issue a notice of exemption pursuant to 49 C.F.R. §1180.2(d)(2).

Respectfully submitted,


ERIC M. HOCKY
CLARK HILL PLC
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500
ehocky@clarkhill.com

Dated: February 12, 2016

Attorneys for Genesee & Wyoming Inc.

VERIFICATION

I, Allison M. Fergus, General Counsel & Secretary of Genesee & Wyoming Inc., verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on February 12, 2016.

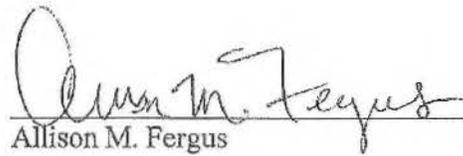

Allison M. Fergus

EXHIBIT A

LIST OF GWI RAILROADS

GWICONTROLLED RAILROADS⁴

Class II Carriers

Buffalo & Pittsburgh Railroad, Inc. [New York, Pennsylvania]
Rapid City, Pierre & Eastern Railroad, Inc. [Minnesota, Nebraska, South Dakota, Wyoming]

Class III Carriers

Alabama & Gulf Coast Railway LLC [Alabama, Florida, Mississippi]
Aliquippa & Ohio River Railroad Co., The [Pennsylvania]
Allegheny & Eastern Railroad, LLC [Pennsylvania]
AN Railway, L.L.C. [Florida]
Arizona & California Railroad Company [Arizona, California]
Arizona Eastern Railway Company [Arizona, New Mexico]
Arkansas Louisiana & Mississippi Railroad Company [Arkansas, Louisiana]
Arkansas Midland Railroad Company, Inc. [Arkansas]
Atlantic and Western Railway, Limited Partnership [North Carolina]
Bauxite & Northern Railway Company [Arkansas]
Bay Line Railroad, L.L.C., The [Alabama, Florida]
California Northern Railroad Company [California]
Carolina Piedmont Railroad [South Carolina]
Cascade and Columbia River Railroad Company [Washington]
Central Oregon & Pacific Railroad, Inc. [California, Oregon]
Central Railroad Company of Indiana, The [Indiana, Ohio]
Central Railroad Company of Indianapolis [Illinois, Indiana, Ohio]
Chattahoochee Bay Railroad, Inc. [Alabama, Georgia]
Chattahoochee Industrial Railroad [Georgia]
Chattooga & Chickamauga Railway Co. [Georgia, Tennessee]
Chesapeake & Albemarle Railroad [North Carolina, Virginia]
Chicago, Ft. Wayne & Eastern Railroad [Indiana and Ohio]
Columbus & Chattahoochee Railroad, Inc. [Alabama]
Columbus and Greenville Railway Company [Mississippi]
Columbus & Ohio River Rail Road Company, The [Ohio]
Commonwealth Railway, Incorporated [Virginia]
Conecuh Valley Railway, L.L.C. [Alabama]
Connecticut Southern Railroad, Inc. [Connecticut, Massachusetts]

⁴ 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. Western Kentucky Railway, LLC has 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).

Corpus Christi Terminal Railroad, Inc. [Texas]
Dallas, Garland & Northeastern Railroad, Inc. [Texas]
Dansville and Mount Morris Railroad Company, The [New York]
Delphos Terminal Company, Inc. [Ohio]
Eastern Alabama Railway, LLC [Alabama]
East Tennessee Railway, L.P. [Tennessee]
First Coast Railroad Inc. [Florida, Georgia]
Fordyce & 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, Georgia]
Golden Isles Terminal Railroad, Inc. [Georgia]
Grand Rapids Eastern Railroad [Michigan]
Hilton & Albany Railroad, Inc. [Georgia]
Huron & Eastern Railway Company, Inc. [Michigan]
Illinois & Midland Railroad, Inc. [Illinois]
Indiana & Ohio Railway Company [Indiana, Michigan, Ohio]
Indiana Southern Railroad, LLC [Indiana]
Kiamichi Railroad Company L.L.C. [Arkansas, Oklahoma, Kansas]
KWT Railway, Inc. [Kentucky, Tennessee]
Kyle Railroad Company [Colorado, Kansas]
Little Rock & Western Railway, L.P. [Arkansas]
Louisiana & Delta Railroad, Inc. [Louisiana]
Luxapalila Valley Railroad, Inc. [Alabama, Mississippi]
Mahoning Valley Railway Company, The [Ohio]
Marquette Rail, LLC [Michigan]
Maryland and Pennsylvania Railroad, LLC [Pennsylvania]
Maryland Midland Railway, Inc. [Maryland]
Massena Terminal Railroad Company, The [New York]
Meridian & Bigbee Railroad, L.L.C. [Alabama, Mississippi]
Michigan Shore Railroad [Michigan]
Mid-Michigan Railroad, Inc. [Michigan]
Missouri & Northern Arkansas Railroad Company, Inc. [Arkansas, Kansas, Missouri]
New England Central Railroad, Inc. [Connecticut, Massachusetts, New Hampshire, Vermont]
North Carolina & Virginia Railroad Company, LLC [North Carolina, Virginia]
Ohio and Pennsylvania Railroad Company [Ohio]
Ohio Central Railroad, Inc. [Ohio]
Ohio Southern Railroad, Inc. [Ohio]
Otter Tail Valley Railroad Company, Inc. [Minnesota, South Dakota]
Pittsburg & Shawmut Railroad, LLC [Pennsylvania]
Pittsburgh & Ohio Central Railroad Company, The [Pennsylvania]
Point Comfort & Northern Railway Company [Texas]
Portland & Western Railroad, Inc. [Oregon]
Prescott and Northwestern Railroad Company, The [Arkansas]

Puget Sound & Pacific Railroad [Washington]
Riceboro Southern Railway, LLC [Georgia]
Rochester & Southern Railroad, Inc. [New York]
Rockdale, Sandow & Southern Railroad Company [Texas]
Salt Lake City Southern Railroad Company, Inc. [Utah]
San Diego & Imperial Valley Railroad Company, Inc. [California]
San Joaquin Valley Railroad Co. [California]
Savannah Port Terminal Railroad, Inc. [Georgia]
South Buffalo Railway Company [New York]
South Carolina Central Railroad Company, LLC [South Carolina]
St. Lawrence & Atlantic Railroad Company [Maine, New Hampshire, Vermont]
St. Lawrence & Atlantic Railroad (Quebec) Inc. [Vermont]
Talleyrand Terminal Railroad Company, Inc. [Florida]
Tazewell & Peoria Railroad, Inc. [Illinois]
Texas Northeastern Railroad [Texas]
Three Notch Railway, L.L.C. [Alabama]
Toledo, Peoria & Western Railway Corp. [Illinois, Indiana]
Tomahawk Railway, Limited Partnership [Wisconsin]
Utah Railway Company [Colorado, Utah]
Valdosta Railway, L.P. [Georgia]
Ventura County Railroad Company [California]
Warren & Trumbull Railroad Company, The [Ohio]
Warren & Saline River Railroad Company [Arkansas]
Wellsboro & Corning Railroad, LLC [Pennsylvania, New York]
Western Kentucky Railway, L.L.C. [Kentucky]
Willamette & Pacific Railroad, Inc. [Oregon]
Wilmington Terminal Railroad, Limited Partnership [North Carolina]
Wiregrass Central Railway, L.L.C. [Alabama]
Yorkrail, LLC [Pennsylvania]
York Railway Company [Pennsylvania]
Youngstown & Austintown Railroad, Inc. [Ohio]
Youngstown Belt Railroad Company, The [Ohio]

EXHIBIT B

**MAP OF RAIL LINE
OF OBRR**

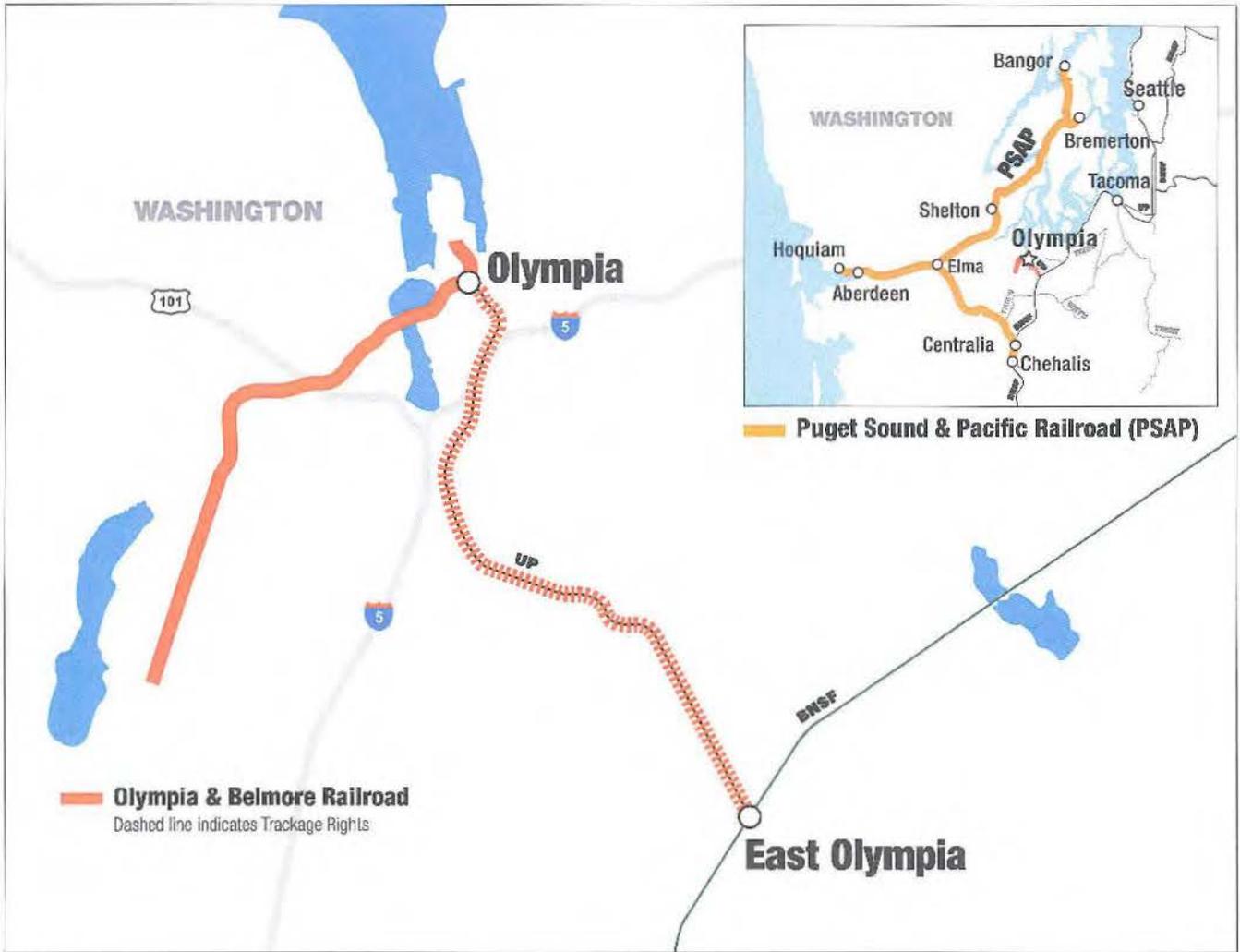


EXHIBIT C

**MAP OF LOCATIONS OF
GWI-CONTROLLED RAILROADS**

Genesee & Wyoming Inc. 2016

