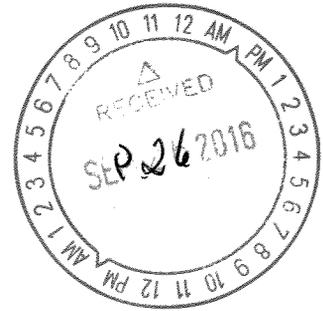


One Railway Lane, Burlington, VT 05401
Tel. 802-658-2550 Fax. 802-658-2553



September 19, 2016

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
295 E. Street, SW
Washington DC, 20423-0001

Re: *Genesee & Wyoming Inc. - Acquisition Of Control Exemption -
Providence And Worcester Railroad Company - STB Docket No. F.D. 36064*

Dear Ms. Brown:

I am writing on behalf of the commonly owned railroads of Vermont Railway, Inc., The Clarendon and Pittsford Railroad Company, Green Mountain Railroad Corporation, Washington County Railroad Company and The New York & Ogdensburg Railroad Company, Inc., which jointly and severally provide the railroad transportation and intermodal services that we collectively market under the United States Patent and Trademark Office registered service mark of the Vermont Rail System® ("VRS"), in support of the petition filed on September 1, 2016, by Genesee & Wyoming Inc. ("GWI"), a publicly-traded non-carrier holding company, for an exemption under 49 U.S.C. §10502 and 49 C.F.R. §1121 from the provisions of 49 U.S.C. §§11323-11324 to allow GWI to acquire control of Providence and Worcester Railroad Company ("P&W"), a Class III railroad. VRS operates over a rail system comprised of more than 300 miles of track in Vermont, New Hampshire and New York and interchanges freight traffic with a number of short line, regional, and Class I railroads, including freight traffic with New England Central Railroad, Inc. ("NECR") (a GWI owned and controlled short line railroad) at Burlington and Belows Falls, Vermont.

VRS supports GWI's acquisition and operation of the P&W rail lines as the proposed transaction will enhance competition in the Northeast market, improve system reliability, add capacity to handle increasing freight rail service demands, and build upon GWI's previous infrastructure investments to the NECR rail corridor in Massachusetts and Vermont and the greater New England area. The proposed transaction will give rise to a more efficient regional freight rail system and will support the region's overall economic health and well-being through improved access to freight rail alternatives.

For the above reasons, VRS supports the application of GWI before the Surface Transportation Board to acquire and operate the rail lines of the P&W. We respectfully request your expedited review and approval of this transaction.

Sincerely,

David W. Wulfson
President

Vermont Railway, Inc., The Clarendon and Pittsford Railroad Company, Green Mountain Railroad Corporation, Washington County Railroad Company and The New York & Ogdensburg Railroad Company, Inc.

241578

ENTERED
Office of Proceedings
September 26, 2016
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Public Record

cc: Eric M. Hocky, Esq., Clark Hill PLC

"Serving America's Industry With Pride"

Vermont Rail System® is a registered trademark licensed to:
Vermont Railway, Inc. - The Clarendon and Pittsford Railroad Company - Green Mountain Railroad Corporation
Washington County Railroad Company - New York & Ogdensburg Railway Company, Inc.
www.vrs.us.com



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CERTIFICATE OF SERVICE

I hereby certify that I have this day served copies of the attached document upon all listed parties of record in STB Docket No. F.D. 36064 proceeding, by E-mail.

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Rculliford@panam.com

Erika Diehl-Gibbons
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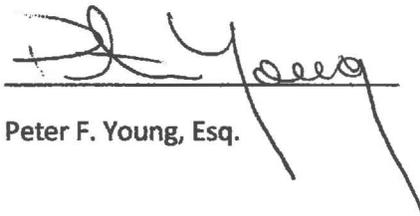
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Date: September 26, 2016

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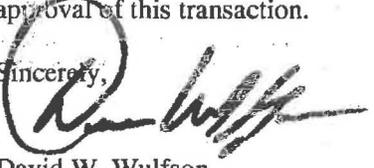
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