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**BEFORE THE  
SURFACE TRANSPORTATION BOARD**

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<b>GENESEE &amp; WYOMING INC.</b>	)	
<b>-- CONTROL -- RAILAMERICA, INC.,</b>	)	<b>Finance Docket No. 35654</b>
<b>ET AL.</b>	)	
	)	
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**PETITION FOR LEAVE  
TO APPEAR AND COMMENT**

Pursuant to 49 CFR Part 1117.1 and consistent with the schedule for the submission of comments prescribed by the Board's September 5, 2012 decision in this proceeding, Southwestern Electric Power Company ("SWEPCO") hereby petitions for leave to appear as a party of record to this proceeding, and submit the Comments accompanying this Petition. In support hereof, SWEPCO states as follows:

1. The Board's September 5, 2012 decision set September 19, 2012 as the due date for the filing of notices of intent to participate in this proceeding. SWEPCO acknowledges that it did not file such a notice by that date, which is the reason for this Petition.

2. At the time that notices of intent were scheduled to be filed, SWEPCO was unaware that the transaction that is the subject of this proceeding potentially could impact future, competitive rail service to one of SWEPCO's electric generating facilities. However, based upon a review of its contracts and relevant file

records, and as discussed more fully in its Comments, SWEPCO has determined that the transaction could affect future service, and that SWEPCO therefore has a real and direct interest in this proceeding.

3. SWEPCO's appearance as a party and submission of the accompanying Comments will not prejudice the Applicants or any existing party to this proceeding. SWEPCO is not seeking a modification of the procedural schedule, and will serve both this Petition and its Comments on all parties of record. SWEPCO's participation will not unduly broaden the scope of issues otherwise raised by the proposed transaction, and the Applicants and all other parties will have a full and fair opportunity to review and reply to SWEPCO's Comments as they deem appropriate. Good cause therefore exists for allowing SWEPCO's appearance as a party at this time. *See Canadian National Railway Company and Grand Trunk Corporation – Control – Duluth, Missabe and Iron Range Railway Company, Bessemer and Lake Erie Railroad Company, and the Pittsburgh & Conneaut Dock Company*, STB Finance Docket No. 34424, 2004 STB LEXIS 27, 5, Decision No. 3 (STB served Jan. 14, 2004). *See also* 49 CFR Part 1112.4.

WHEREFORE, for good cause shown, SWEPCO requests that the Board grant it leave to appear as a party of record to this proceeding, and submit the accompanying Comments.

Respectfully submitted,

SOUTHWESTERN ELECTRIC  
POWER COMPANY

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Dated: October 9, 2012

Attorneys and Practitioners

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Petition for Leave to Appear and Comment were served this 9th day of October, 2012, by first-class mail, postage pre-paid, upon all Parties of Record in this Proceeding.

  
Stephanie M. Archuleta  
Stephanie M. Archuleta