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JOAN McDONALD  
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GOVERNOR

October 5, 2012

The Honorable Cynthia T. Brown  
Chief, Section of Administration  
Surface Transportation Board  
395 E Street. SW, Room #100  
Washington, DC 20423-0001

Re: Genesee & Wyoming, Inc. – Control – RailAmerica, Inc., et al.  
STB Finance Docket No. 35654

Dear Ms. Brown:

Transmitted herewith for filing in the above matter are the NYS Department of Transportation's (NYSDOT) "Comments" in the above matter.

Sincerely,

KEITH D. MARTIN, Associate Attorney  
NYSDOT Office of Legal Services

KDM/kdm  
Enclosure  
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cc: Service List  
R. Hessinger, Director of Freight and Passenger Rail Bureau, NYSDOT



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JOAN McDONALD  
COMMISSIONER

ANDREW M. CUOMO  
GOVERNOR

September 28, 2012

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

**RE: *Genesee & Wyoming Inc. – Control – RailAmerica Inc., et.al.***  
**STB Finance Docket No. 35654**

Dear Ms. Brown:

The New York State Department of Transportation ("NYSDOT") submits the following comments regarding the railroad control application of Genesee & Wyoming, Inc. ("GWI") for the acquisition and control of RailAmerica, Inc. ("RailAmerica"), a noncarrier holding company and the indirect control of the 41 U.S. based Class III railroads owned or controlled by RailAmerica.

NYSDOT is an agency of the State of New York whose mission is to ensure that those who live, work and travel in New York State have a safe, efficient, balanced and environmentally sound transportation system.

GWI operates three railroads in New York; the Buffalo & Pittsburgh Railroad, Inc. (BPRR), the Rochester & Southern Railroad, Inc. (RSR), and the South Buffalo Railway Co. (SB). GWI also controls the Dansville & Mount Morris Railroad Co. (DMM) and the Genesee & Wyoming Railroad Co. (GNWR), whose properties are operated by the RSR. RailAmerica operates two railroads in New York; the Massena Terminal Railroad Co. (MSTR) and the Wellsboro & Corning Railroad, LLC.

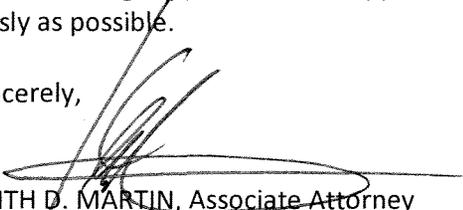
The two RailAmerica railroads are disconnected from each other and from the three GWI railroads in New York. Combining these five railroads under common ownership will have no adverse impacts on the shippers or communities they serve. NYSDOT therefore concurs with the applicants' finding that the transaction will not result in a lessening of competition or other anticompetitive effects.

GWI's safety record, as indicated by their 2011 FRA reportable injury rate of 0.5 reportable injuries per 200,000 man-hours worked, is among the best in the country. While RailAmerica's safety record is better than the industry average, it is anticipated that the adoption of GWI's safety policies and procedures will improve the safety results of the RailAmerica railroads, to the betterment of their employees and the communities they serve.

GWI's corporate accounting, human resources, payroll and information technology departments are located in Rochester, New York, as is the regional headquarters of their New York / Pennsylvania Region. The expansion of GWI through the acquisition of RailAmerica will have no adverse impact on the employees of each individual railroad and will likely increase employment at GWI's corporate support department and regional headquarters in Rochester.

Therefore, NYSDOT submits these comments in strong support of GWI's application, and asks the Board to approve the transaction as expeditiously as possible.

Sincerely,



KEITH D. MARTIN, Associate Attorney  
For: RAYMOND F. HESSINGER, P.E.  
Director, Freight & Passenger Rail Bureau  
New York State Department of Transportation

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Cc:  
All Parties of Record and Non-Parties  
Appearing on Service List Dated October 1, 2012  
Docket FD 35654