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TEL 202 628 2000
FAX 202 628 2011

December 19, 2003

BY HAND DELIVERY

The Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423



Re: Finance Docket No. 34453, Genesee & Wyoming Inc. – Control
Exemption – Arkansas, Louisiana & Mississippi Railroad Company and
Fordyce & Princeton Railroad Company

Re: Finance Docket No. 34454, Genesee & Wyoming Inc. – Control
Exemption – Chattahoochee Industrial Railroad

Dear Secretary Williams:

Please find enclosed an original and 10 copies of (i) non-carrier Genesee & Wyoming Inc.'s ("GWI's) petition for exemption from 49 U.S.C. § 11323 for filing in Finance Docket No. 34453, and (ii) GWI's notice of exemption, pursuant to 49 CFR § 1180.2(d), for filing in Finance Docket No. 34454. For each proceeding, as required by 49 CFR § 1180.6(a)(6), we also enclose 20 additional unbound copies of the pertinent maps.

In addition, pursuant to 49 CFR §§ 1002.2(f)(39)(vi) and 1002.2(f)(39)(iv), please find our check in the amount of \$8,000 to cover the filing fees for these proceedings.

Please acknowledge receipt, by date-stamping the enclosed acknowledgment copies of this letter, the petition for exemption and the notice of exemption, returning them to our messenger.

Sincerely,

Troy W. Garris

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**SURFACE
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Enclosures

cc: Mark Hastings

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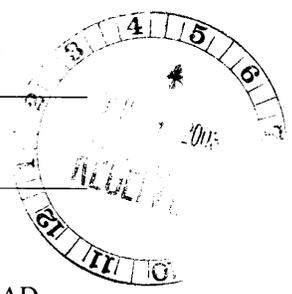
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209697

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34454

GENESEE & WYOMING INC.
- CONTROL EXEMPTION -
CHATTAHOOCHEE INDUSTRIAL RAILROAD



NOTICE OF EXEMPTION
PURSUANT TO 49 CFR § 1180.2(d)(2)

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Pursuant to 49 CFR §§ 1180.2(d)(2) and 1180.4(g), Genesee & Wyoming Inc. ("GWI") files this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 to permit GWI to control class III rail carrier Chattahoochee Industrial Railroad ("CIRR") through purchase from Great Northern Nekoosa Corp., a subsidiary of Georgia Pacific Corporation, of all of the stock of CIRR (the "Proposed Transaction").¹

Applicant's full name and current mailing address:

Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, Connecticut 06830
(203) 629-3722

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Applicant's representative to receive correspondence:

Troy W. Garris
Weiner Brodsky Sidman Kider PC
1300 Nineteenth Street, NW
Fifth Floor
Washington, D.C. 20036-1609
(202) 628-2000

¹ This proceeding is related to Genesee & Wyoming Inc. - Control Exemption - Arkansas, Louisiana & Mississippi Railroad Company and Fordyce & Princeton Railroad Company, STB Finance Docket No. 34453, in which Petitioner has concurrently filed a petition for exemption to acquire from GP Corp. the stock of two carriers that do not connect with CIRR.

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Description of the Proposed Transaction:

GWI is a non-carrier holding company. GWI currently controls Buffalo & Pittsburgh Railroad, Inc., a class II carrier operating in New York and Pennsylvania, and the following class III rail carriers: Allegheny & Eastern Railroad, Inc., operating in Pennsylvania; Bradford Industrial Rail, Inc., operating in Pennsylvania and New York; Corpus Christi Terminal Railroad, Inc., operating in Texas; Dansville and Mount Morris Railroad Company, operating in New York; Genesee & Wyoming Railroad Company, Inc., operating in New York; Golden Isles Terminal Railroad, Inc., operating in Georgia; Illinois & Midland Railroad, Inc., operating in Illinois; Louisiana & Delta Railroad, Inc., operating in Louisiana; Pittsburg & Shawmut Railroad, Inc., operating in Pennsylvania; Portland & Western Railroad, Inc., operating in Oregon; Rochester & Southern Railroad, Inc., operating in New York; Savannah Port Terminal Railroad Inc., operating in Georgia; South Buffalo Railway Company, operating in New York; Utah Railway Company ("Utah"), operating in Colorado and Utah; and Willamette & Pacific Railroad, Inc., operating in Oregon.

GWI also controls the following class III rail carriers through ownership of non-carrier Rail Link, Inc.: Commonwealth Railway, Inc., operating in Virginia; and Talleyrand Terminal Railroad, Inc., operating in Florida.

GWI also controls the following class III rail carriers, through ownership of Emons Transportation Group, Inc. ("Emons Transportation"), which in turn, owns Emons Railroad Group, Inc.: St. Lawrence & Atlantic Railroad Company, operating in Vermont, New Hampshire and Maine; St. Lawrence & Atlantic Railroad (Quebec), Inc., operating in Vermont; and York Railway Company ("York"), operating in Pennsylvania.²

GWI also controls Salt Lake City Southern Railroad company through ownership of Utah. The direct and indirect subsidiary rail carriers of GWI are collectively referred to herein as the "Affiliates."

The target of this acquisition, CIRR, is a class III railroad operating from Hilton to Suffolk, Georgia. In the Proposed Transaction, GWI seeks to acquire all of the stock of CIRR, thereby obtaining control of that carrier.

None of the lines owned and/or operated by CIRR connect with any of the lines of the Affiliates, nor is the Proposed Transaction part of a series of anticipated transactions that would connect such lines.

² GWI also controls, through its control of Emons Transportation, two non-operating class III common carriers, which separately hold the rail assets over which York operates; Maryland and Pennsylvania Railroad, LLC and Yorkrail, LLC. See Maryland and Pennsylvania Railroad Company and Yorkrail, Inc. – Intracorporate Family Transaction Exemption, STB Finance Docket No. 33815 (served Dec. 13, 1999).

There are no class I carriers involved.

Proposed consummation date:

The Proposed Transaction is expected to be consummated on or after December 26, 2003.

Purpose of the Proposed Transaction:

GWI is an experienced owner of shortline railroads. GWI intends to use its expertise in the short line industry, efficiencies of scale, and purchasing power for the benefit of CIRR. GWI expects to strengthen the economic viability of the company and hopes to improve service to shippers.

GWI intends to insulate the assets and operations of itself and the Affiliates from the financial, legal and operational risks associated with ownership and control of CIRR. GWI has arranged the Proposed Transaction so as to substantially maintain the current corporate structure of the companies involved, except that GWI will become the parent of CIRR.

States where property is located:

GWI's subsidiaries operate in the States of Colorado, Florida, Georgia, Illinois, Louisiana, Maine, New Hampshire, New York, Oregon, Pennsylvania, Texas, Utah, Vermont, and Virginia.

CIRR operates in the State of Georgia, but not in the immediate vicinity of any operations by an Affiliate.

Maps of lines:

Maps of the lines of the Affiliates are attached hereto as Exhibit A.

A map of the CIRR line is attached hereto as Exhibit B.

Labor protection:

The Proposed Transaction will be subject to the labor protective conditions set forth in 49 U.S.C. § 11326(b). *See, e.g., Genesee & Wyoming Inc.-Control Exemption-Utah Railway Company and Salt Lake City Southern Railroad Company, STB Finance Docket No. 34235 (served Sept. 16, 2002).*

Environmental issues:

The Proposed Transaction qualifies under 49 CFR § 1105.6(c)(2), as it will not result in significant changes in railroad operations, service, or traffic levels, nor in traffic diversions

or operating changes exceeding the quantitative thresholds set forth in 49 CFR §§ 1105.7(e)(4) and (5). In addition, GWI has no plans to dispose of or alter properties subject to Board jurisdiction that are 50 years old or older. Accordingly, neither an Environmental nor Historic Report is required.

Respectfully submitted,



Jo A. DeRoche
Troy W. Garris
Weiner Brodsky Sidman Kider PC
1300 Nineteenth Street, NW
Fifth Floor
Washington, D.C. 20036-1609
(202) 628-2000

Attorneys for:

GENESEE & WYOMING INC.

Dated: December 19, 2003

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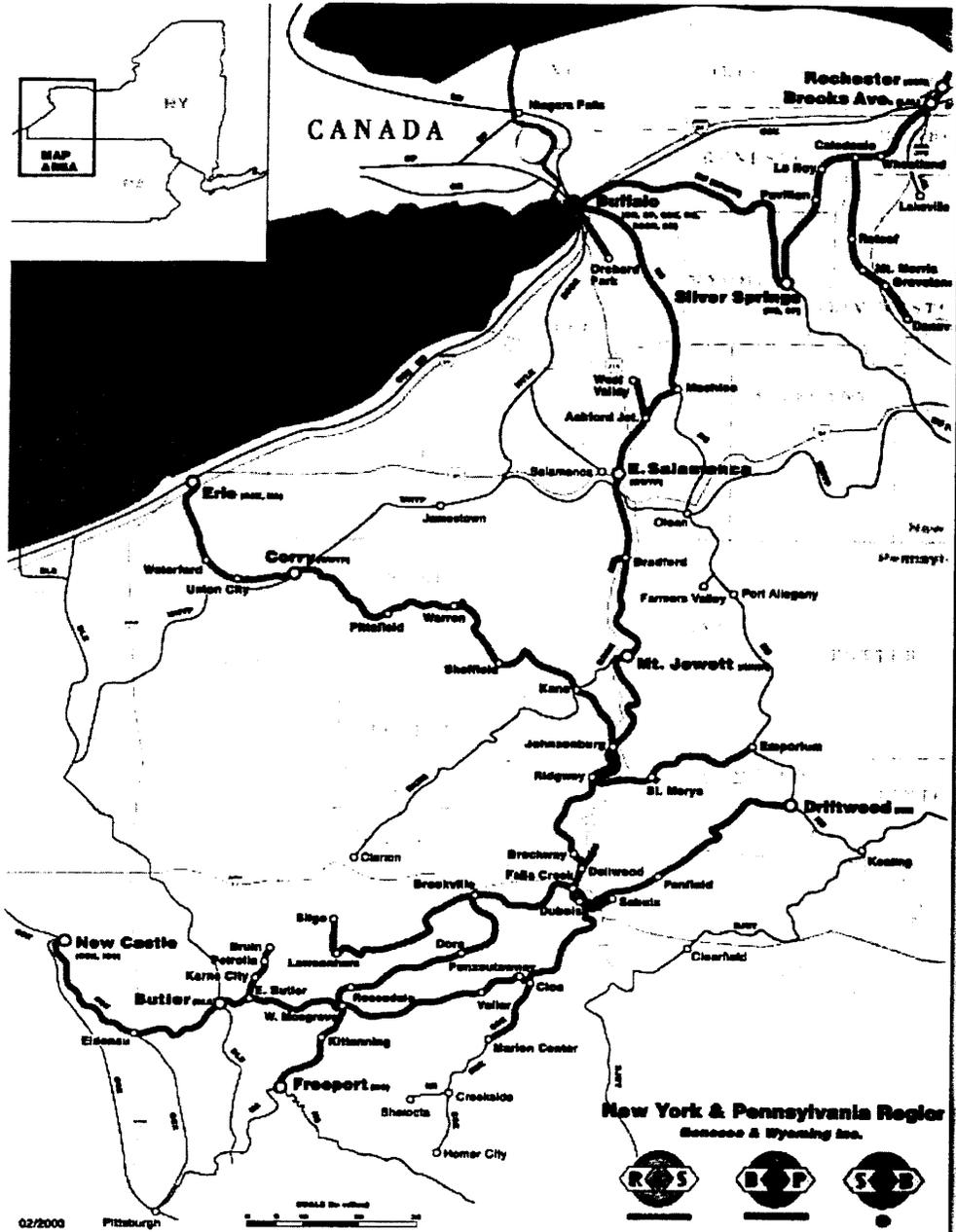
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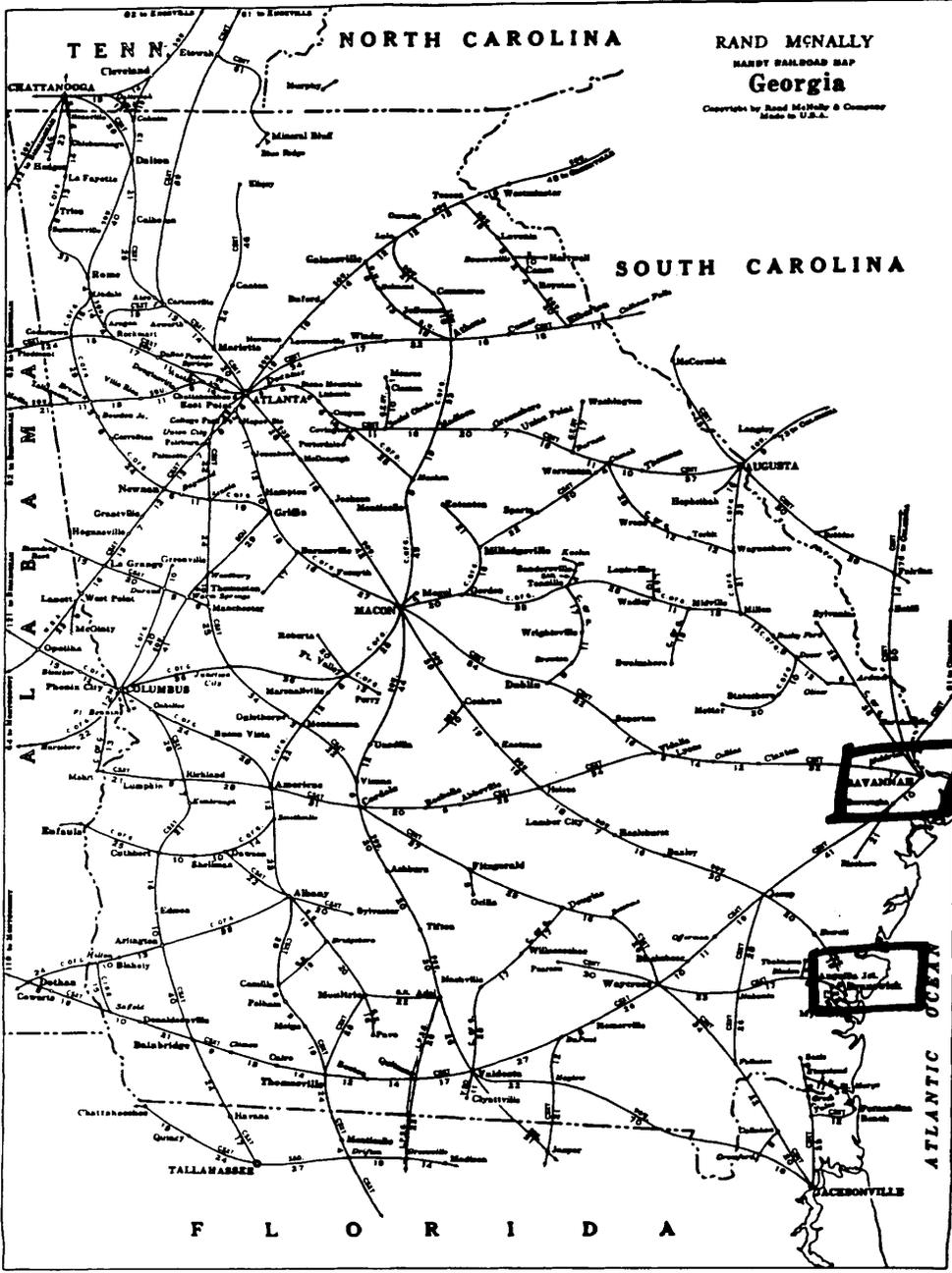
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– CONTROL EXEMPTION –
CHATTAHOOCHEE INDUSTRIAL RAILROAD

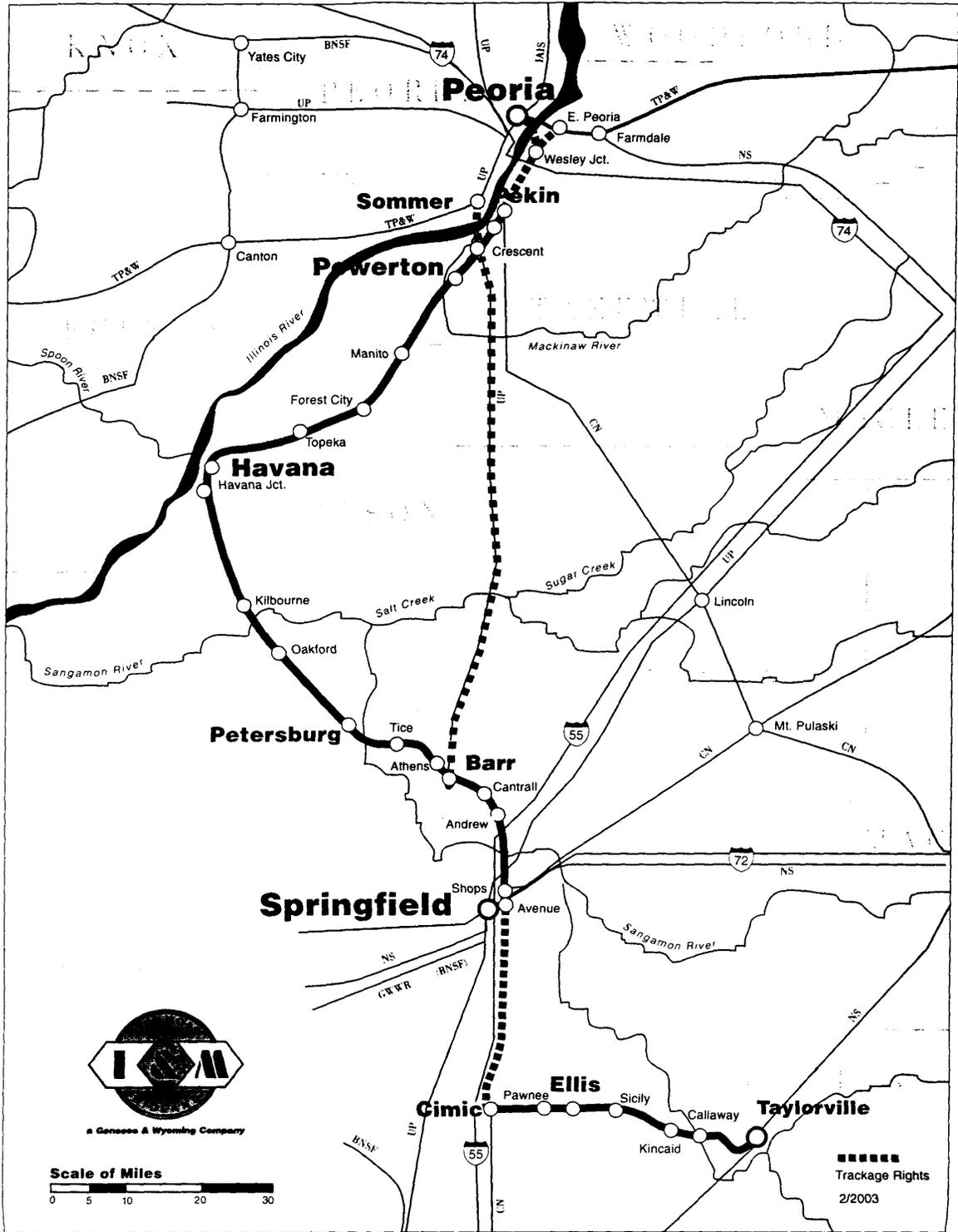
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PURSUANT TO 49 CFR § 1180.2(d)(2)

EXHIBIT A

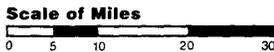
MAPS



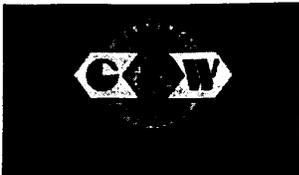




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Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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Mexico

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South America

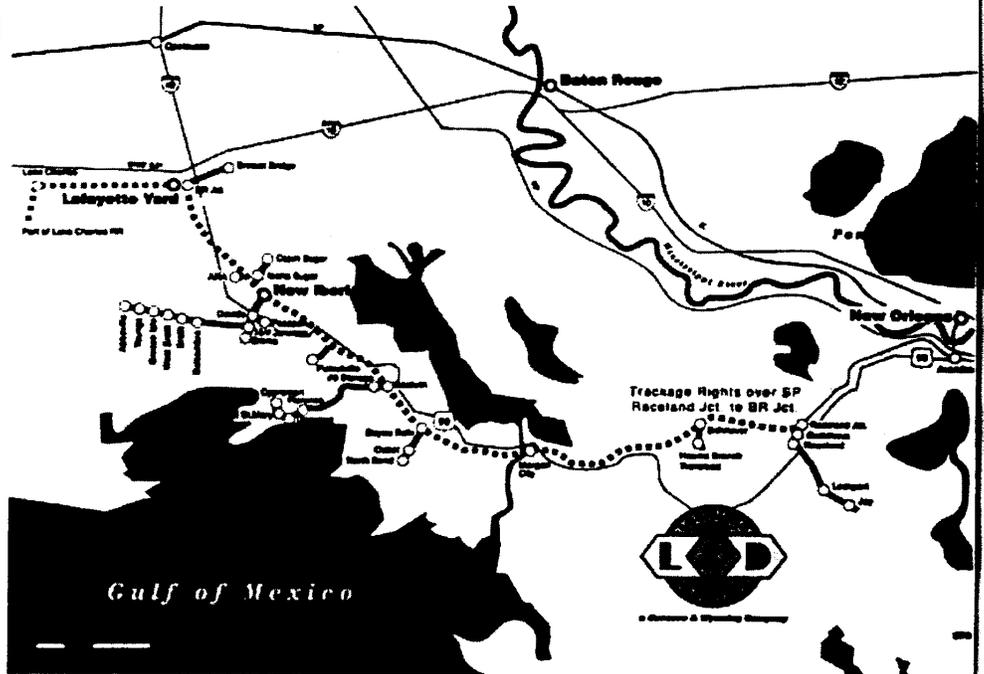
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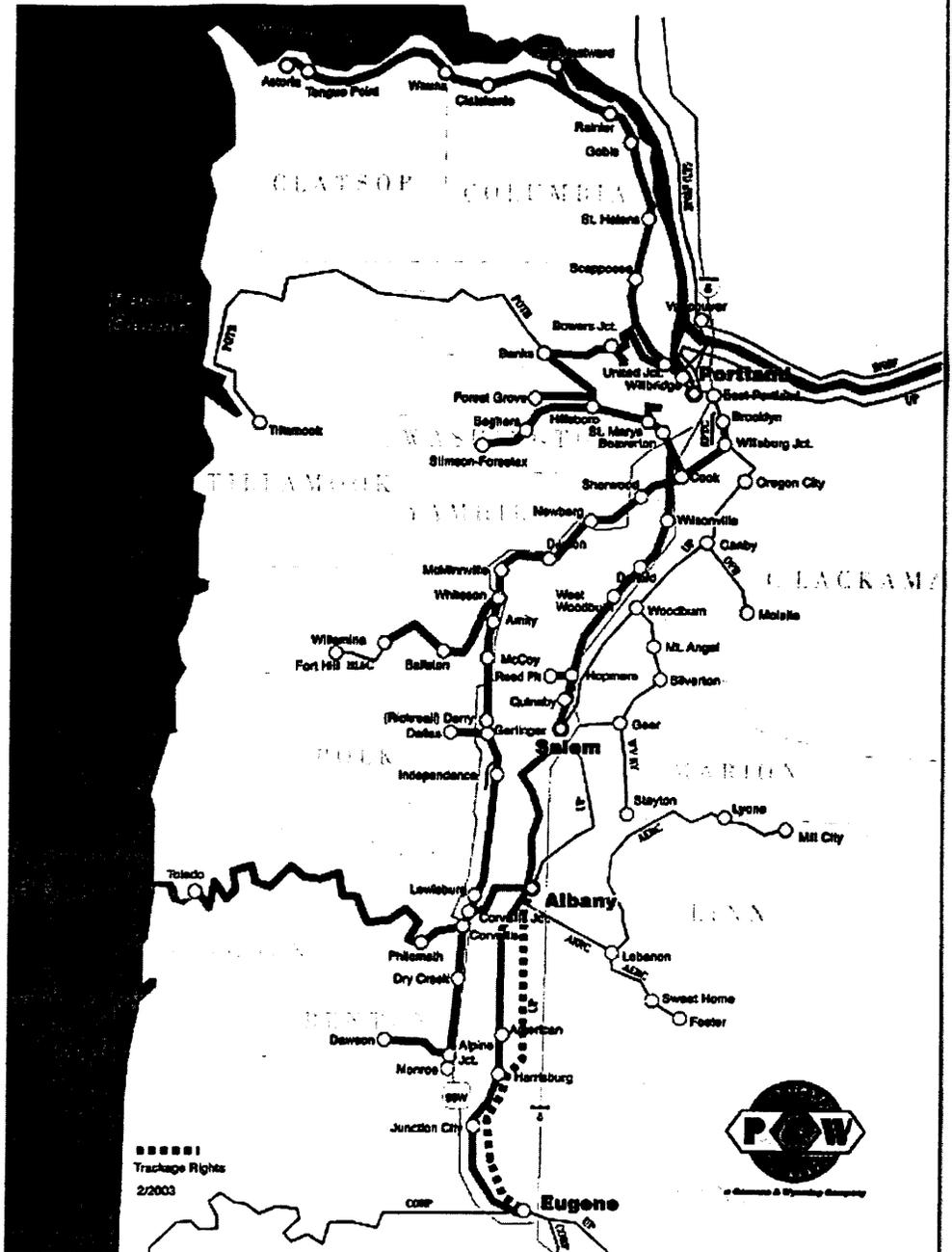
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Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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Mexico

- [Chiapas-Mayab](#)

South America

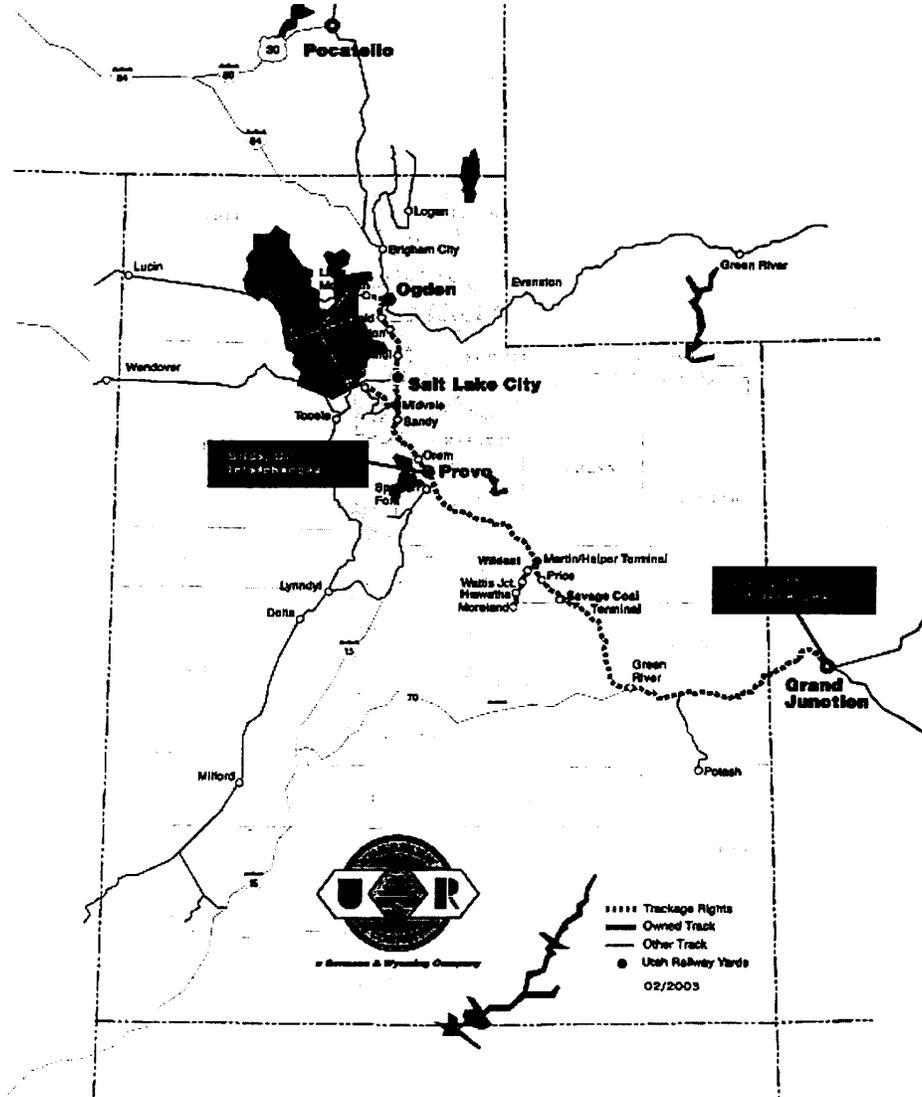
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- [Oriental](#)

Australia

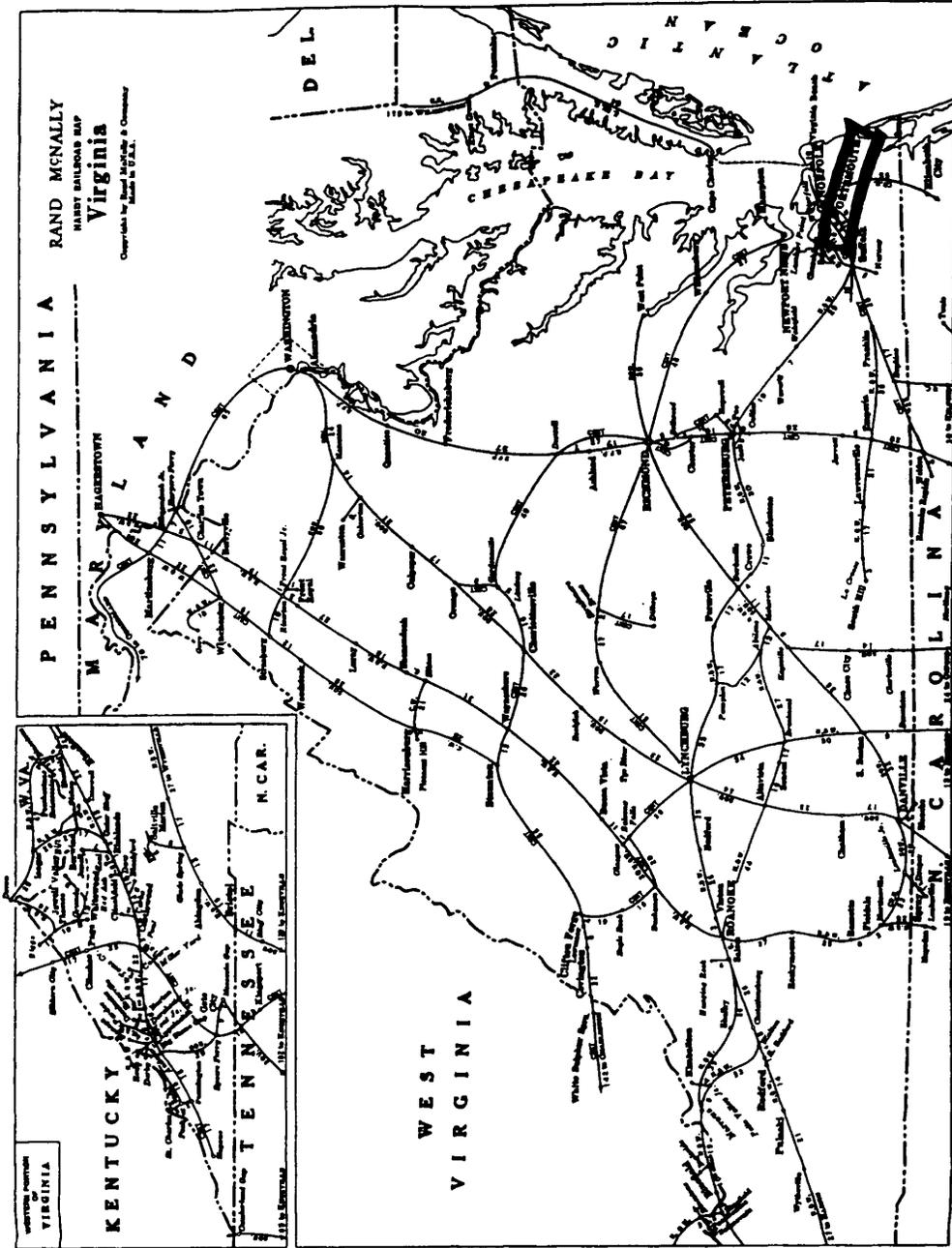
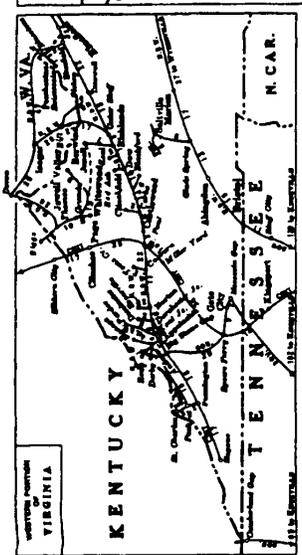
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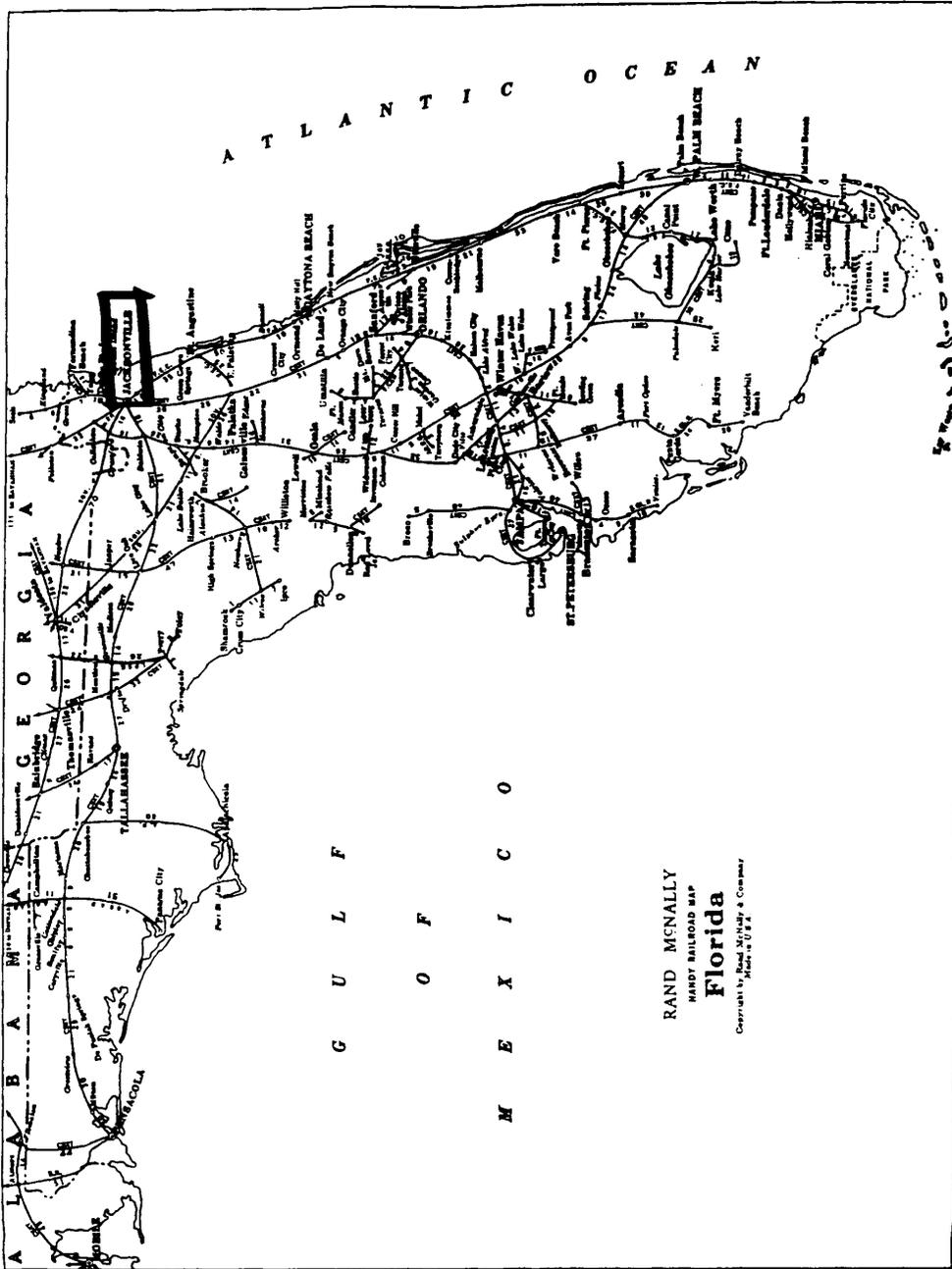
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Rail Operations

[Huron Central Railway](#) | [Quebec Gatineau Railway](#) | [St. Lawrence & Atlantic Railroad](#)

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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- [Huron Central](#)
- [Quebec-Gatineau](#)
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Mexico

- [Chiapas-Mayab](#)

South America

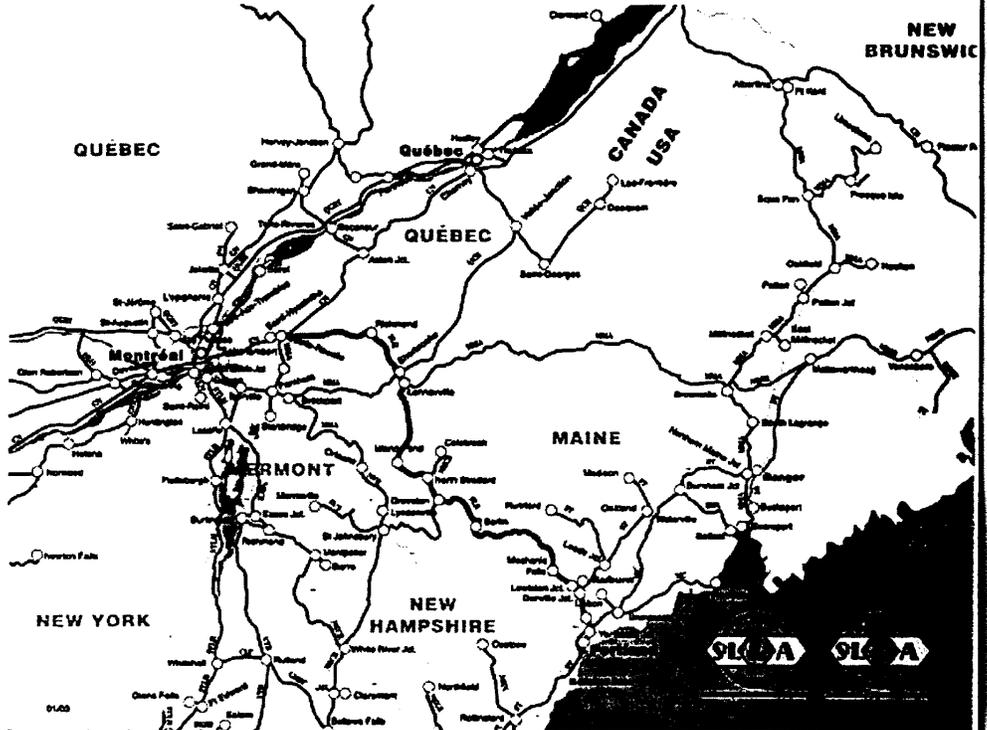
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- [Oriental](#)

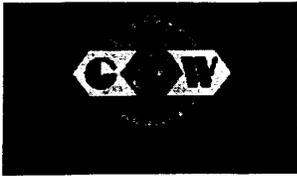
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Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

Canada

- [Huron Central](#)
- [Quebec-Gatineau](#)
- [St. Lawrence & Atlantic](#)

Mexico

- [Chiapas-Mayab](#)

South America

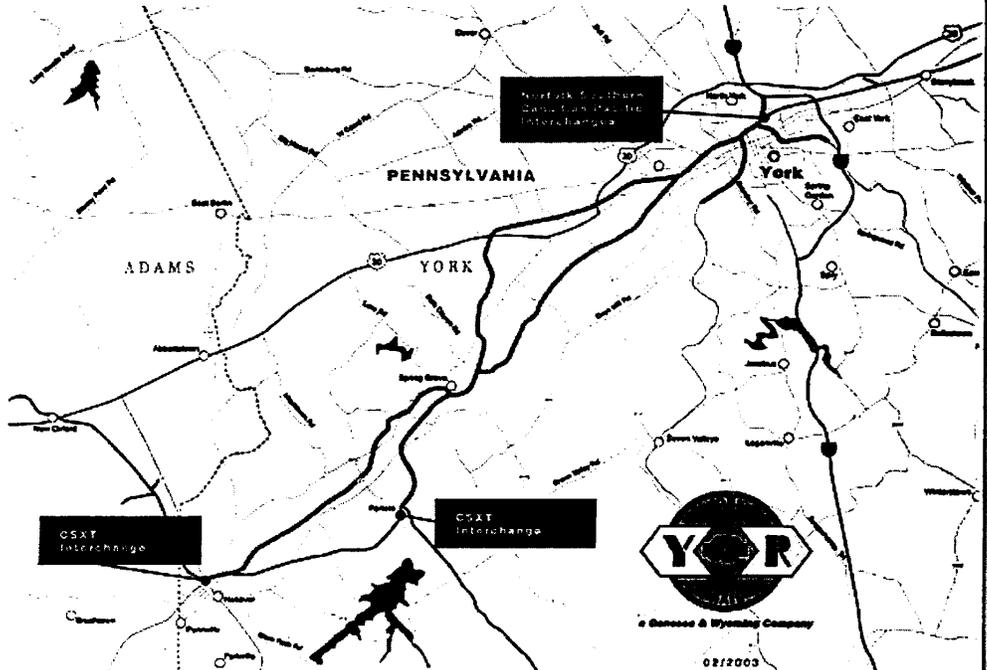
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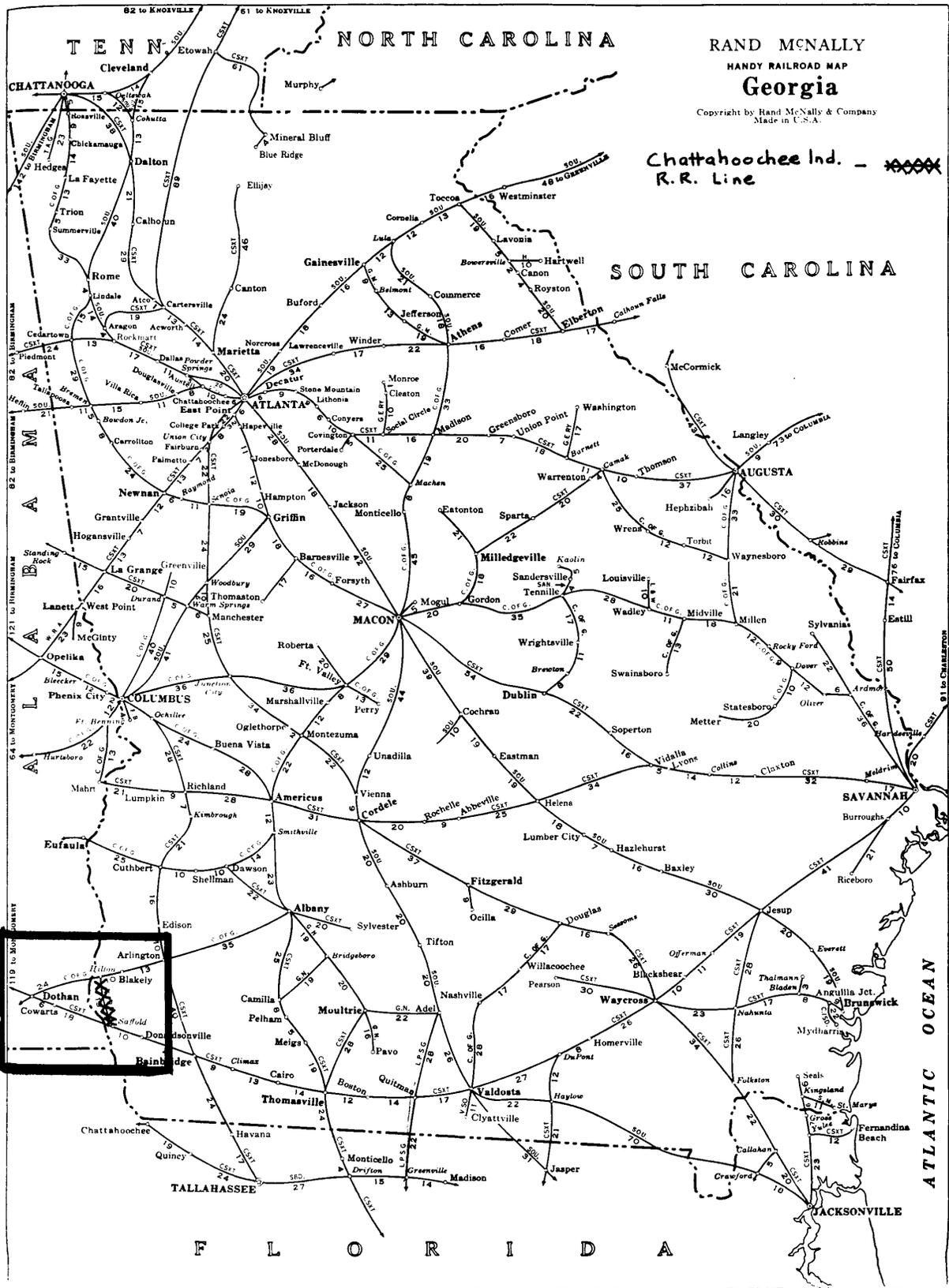
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GENESEE & WYOMING INC.
– CONTROL EXEMPTION –
CHATTAHOOCHEE INDUSTRIAL RAILROAD

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PURSUANT TO 49 CFR § 1180.2(d)(2)

EXHIBIT B

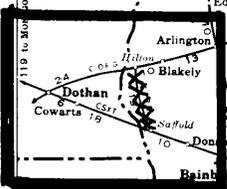
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Georgia

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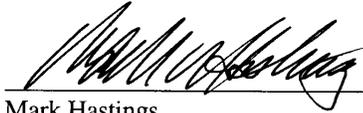
Chattahoochee Ind. - ~~XXXX~~
R.R. Line



ATLANTIC OCEAN

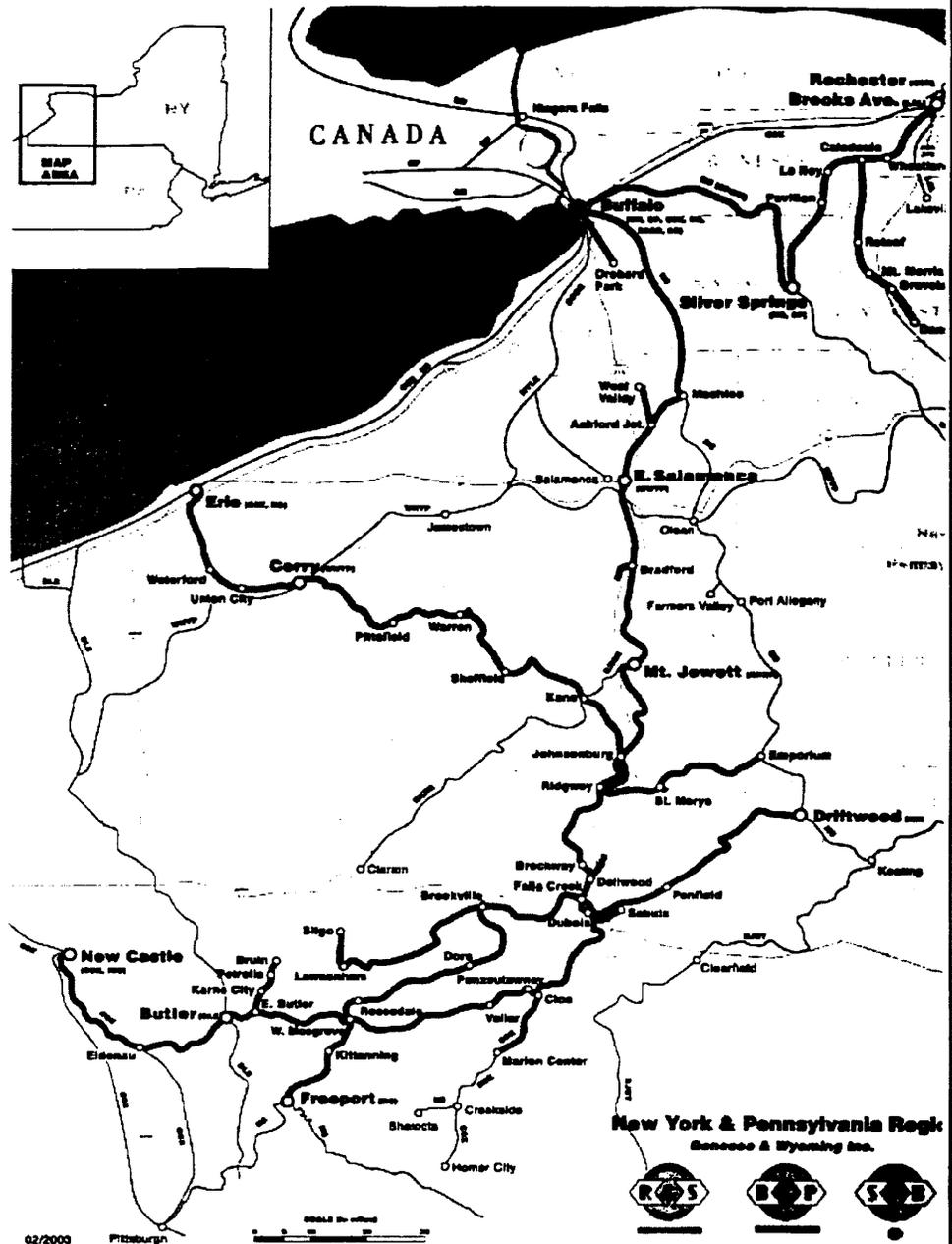
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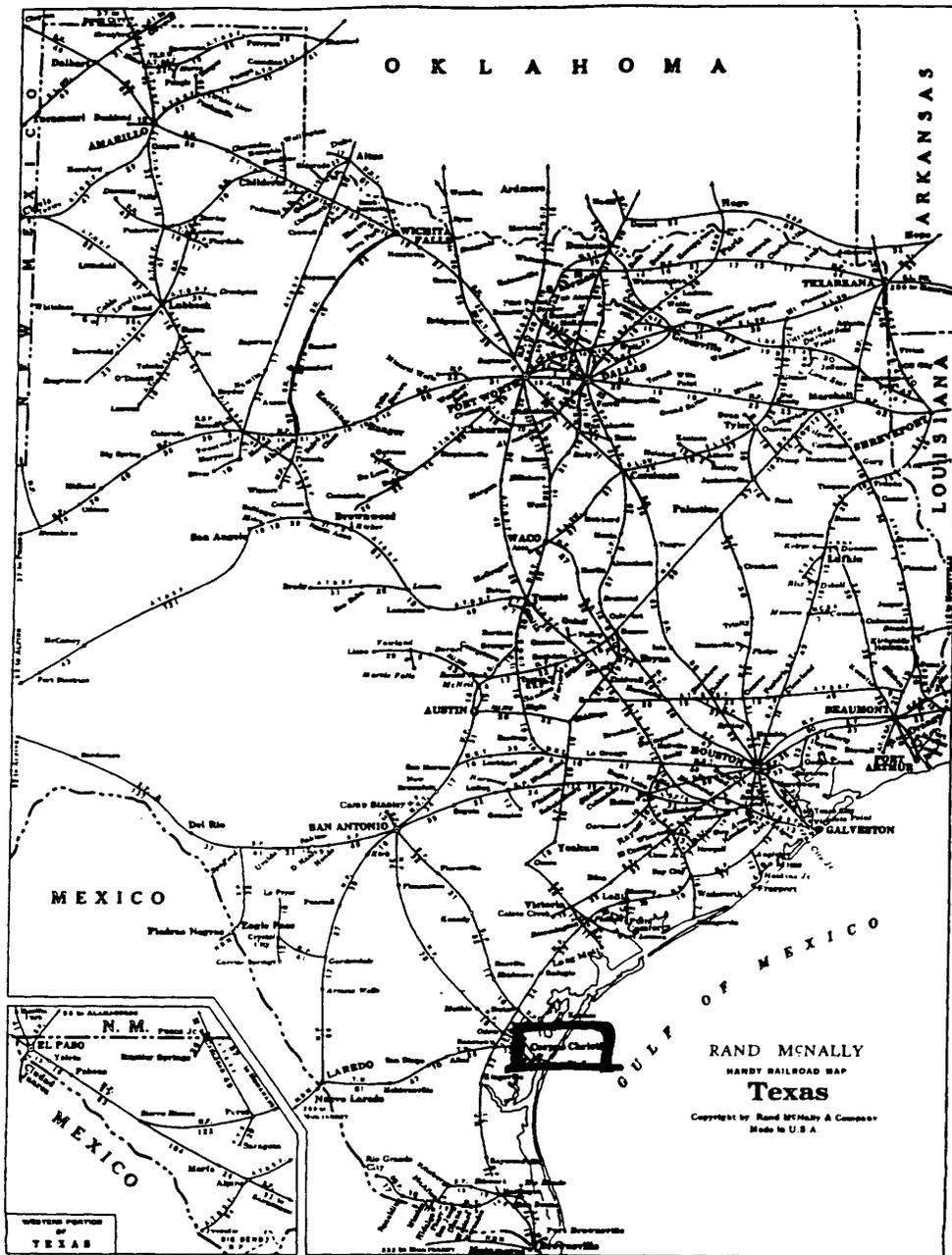
I, Mark Hastings, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to file the foregoing document.

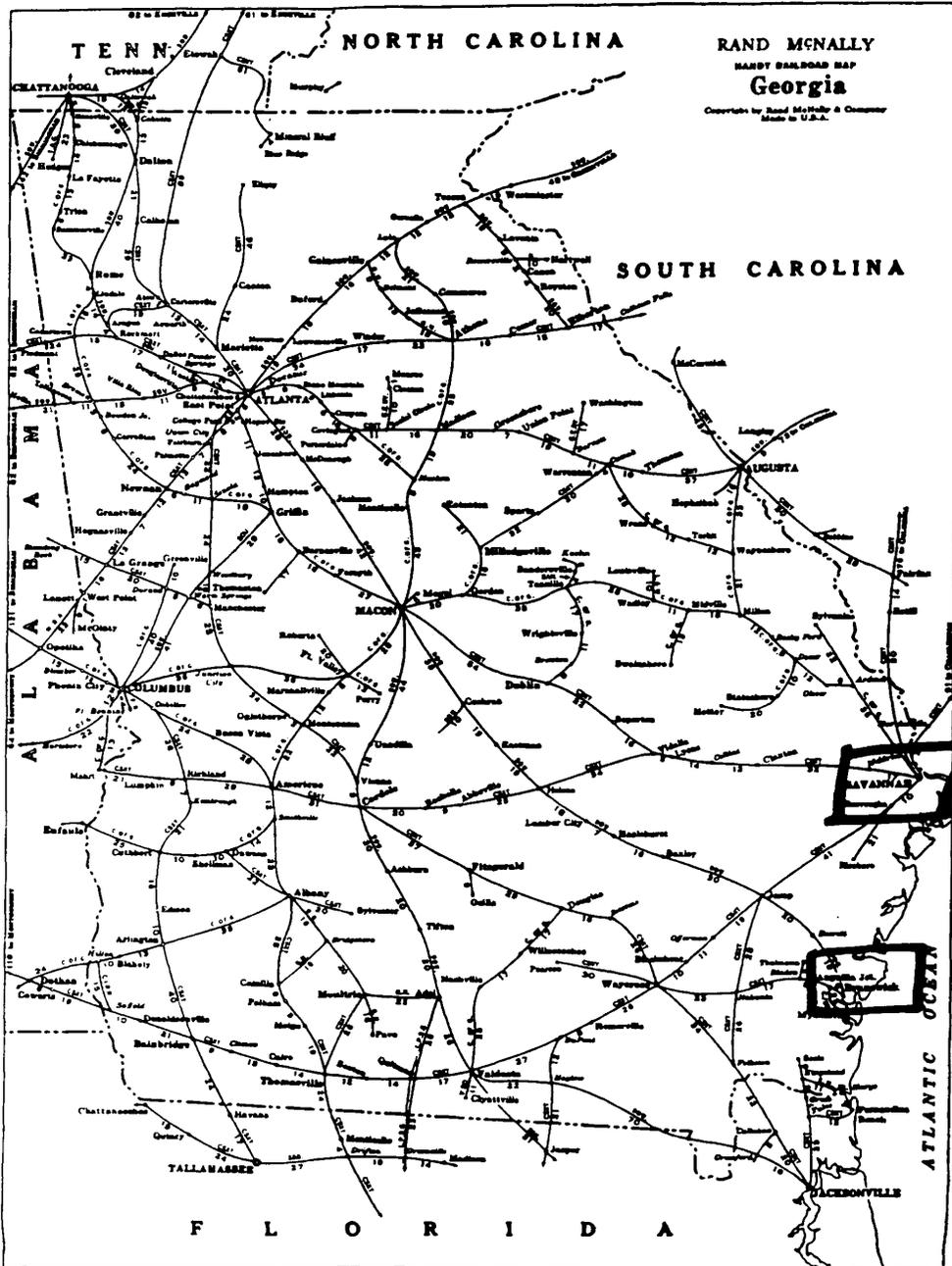
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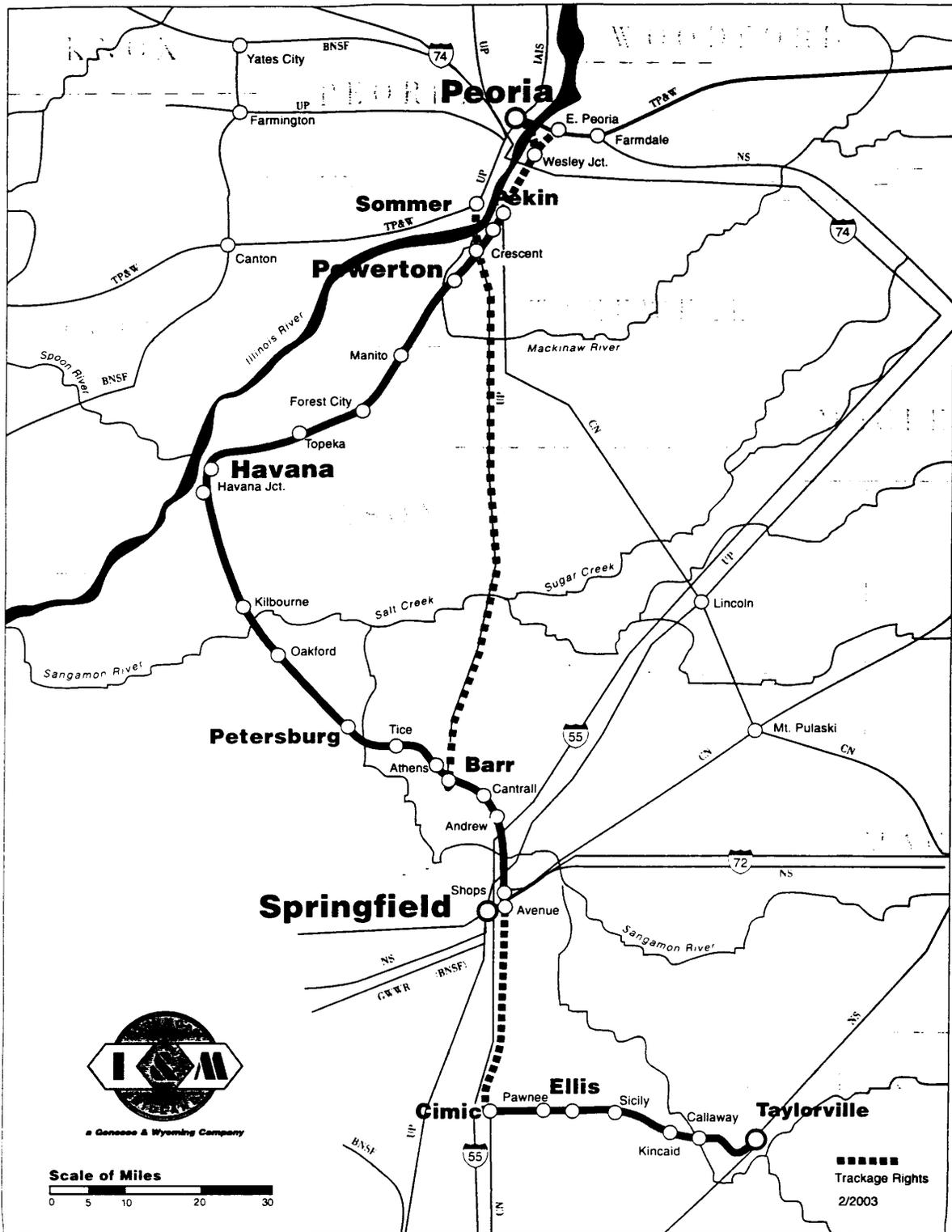
Mark Hastings
Genesee & Wyoming Inc.

Dated: December 19, 2003

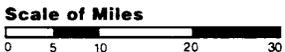




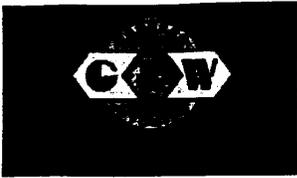




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Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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Mexico

- [Chiapas-Mayab](#)

South America

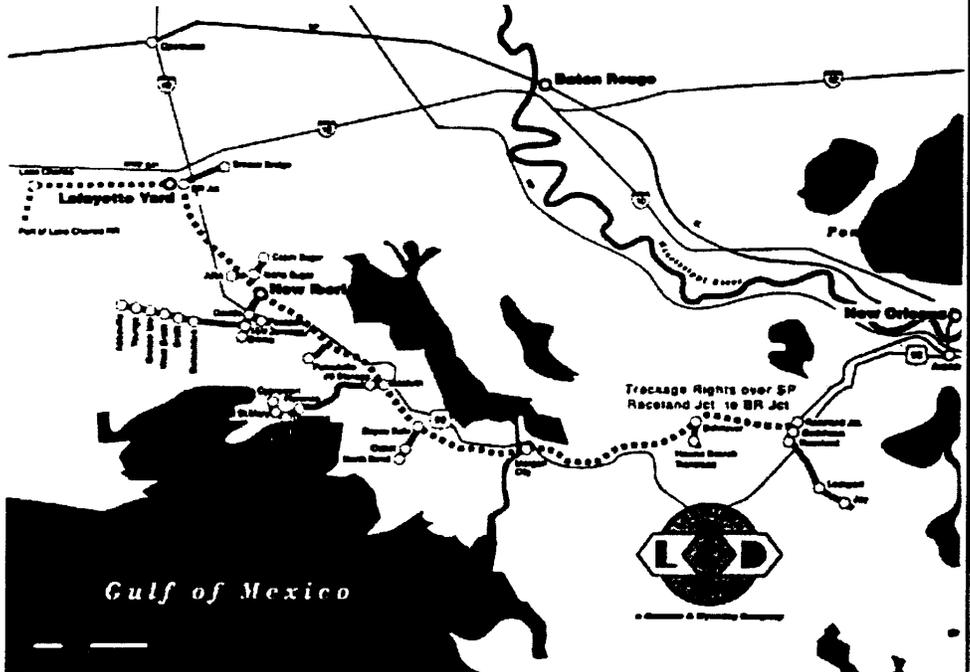
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- [Oriental](#)

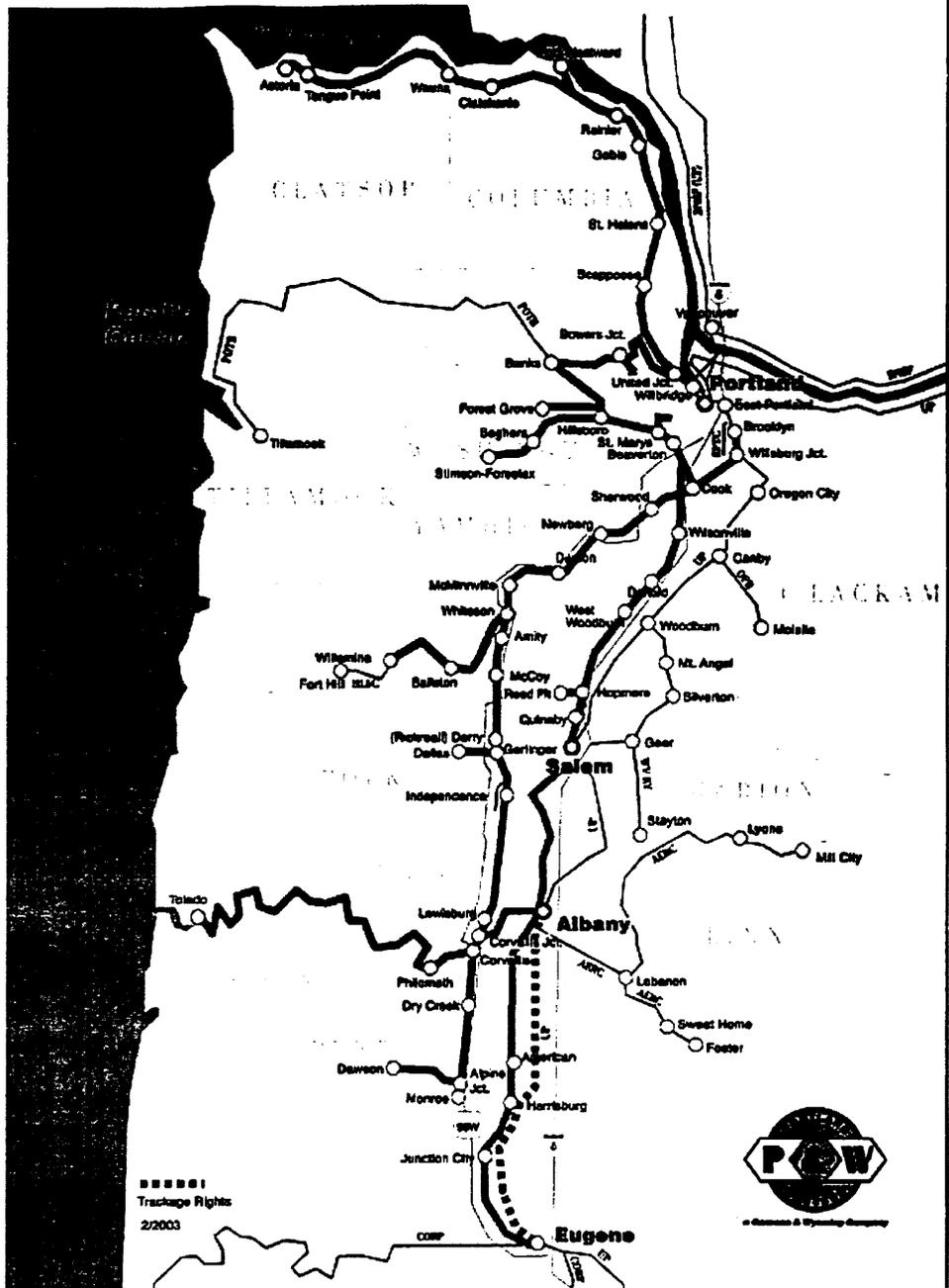
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[General Information](#) | [Regional Contacts](#) | [Route Map](#) | [Print Map](#)

Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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- [Huron Central](#)
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Mexico

- [Chiapas-Mayab](#)

South America

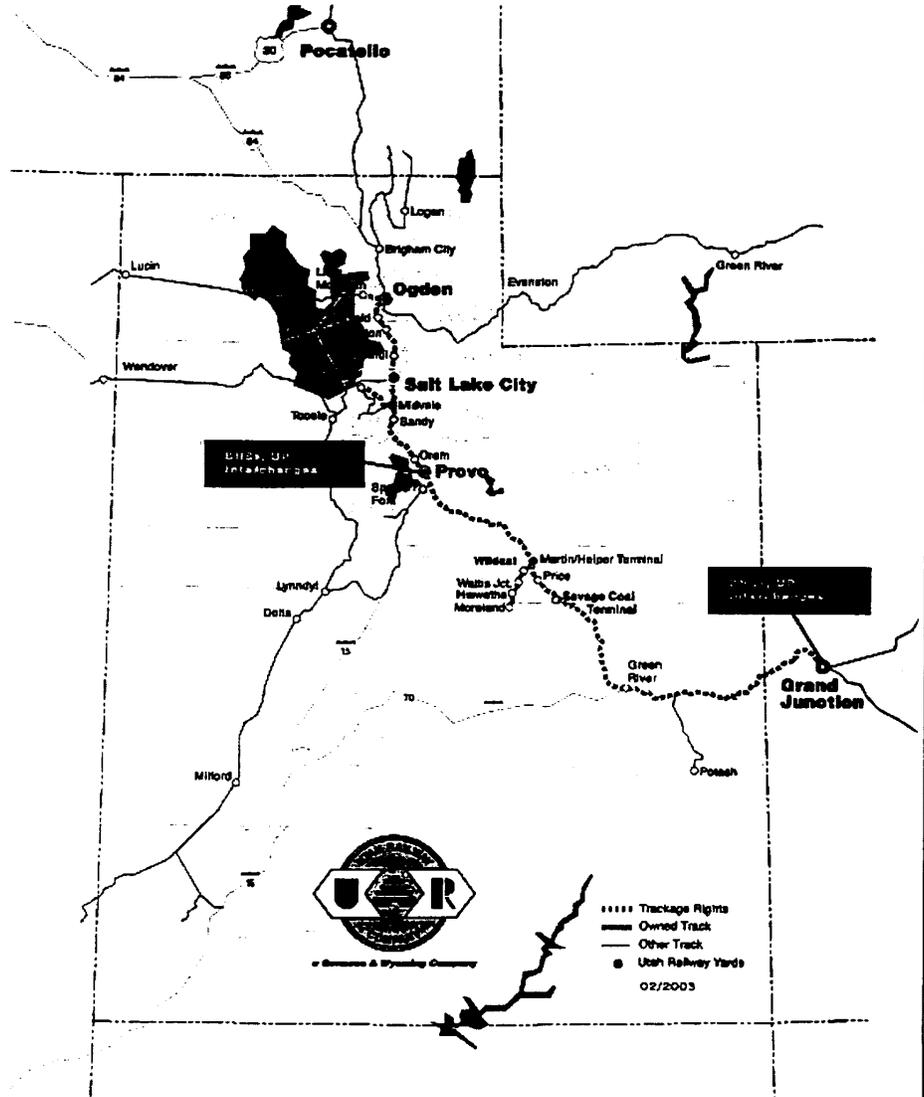
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- [Oriental](#)

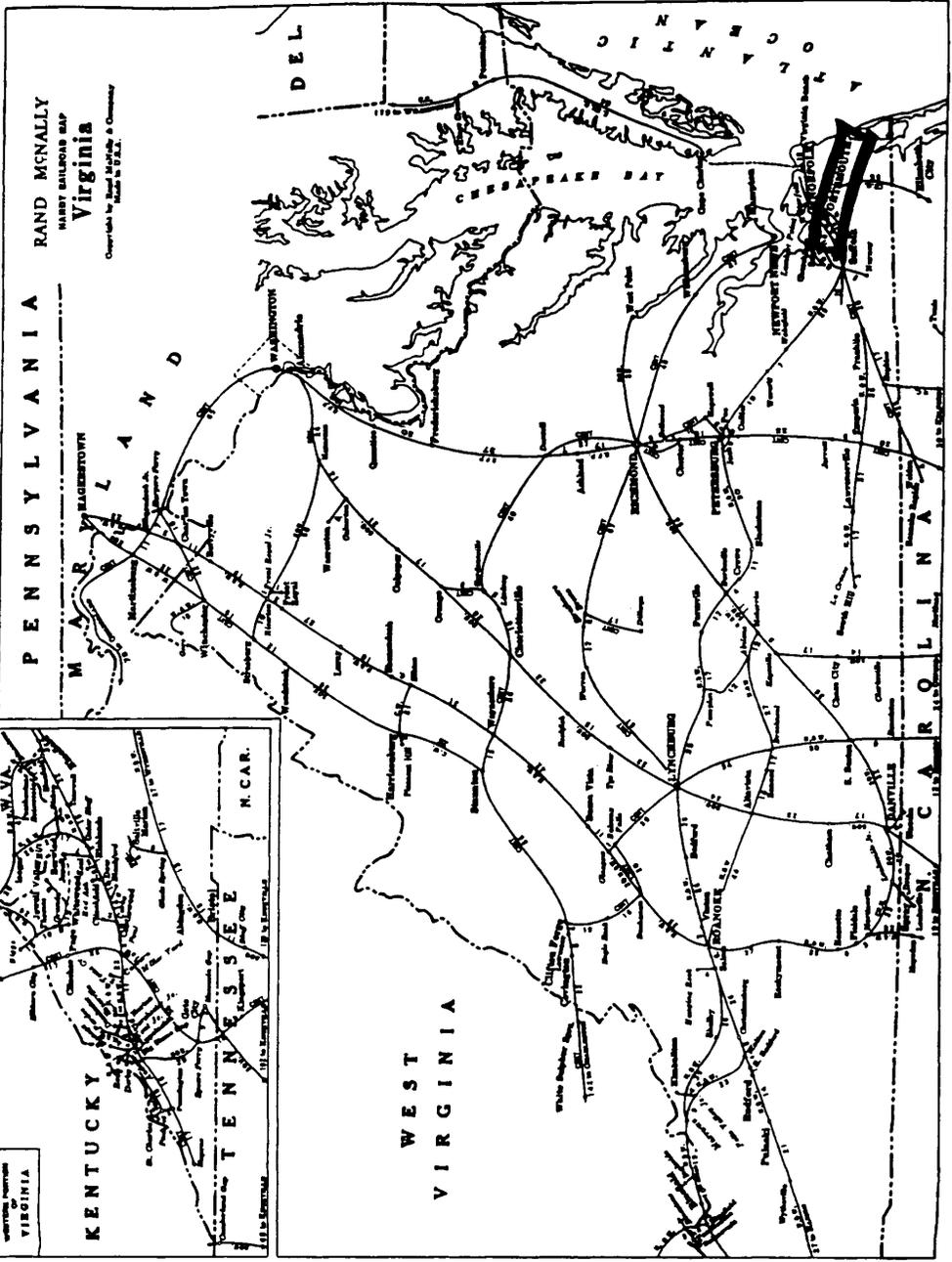
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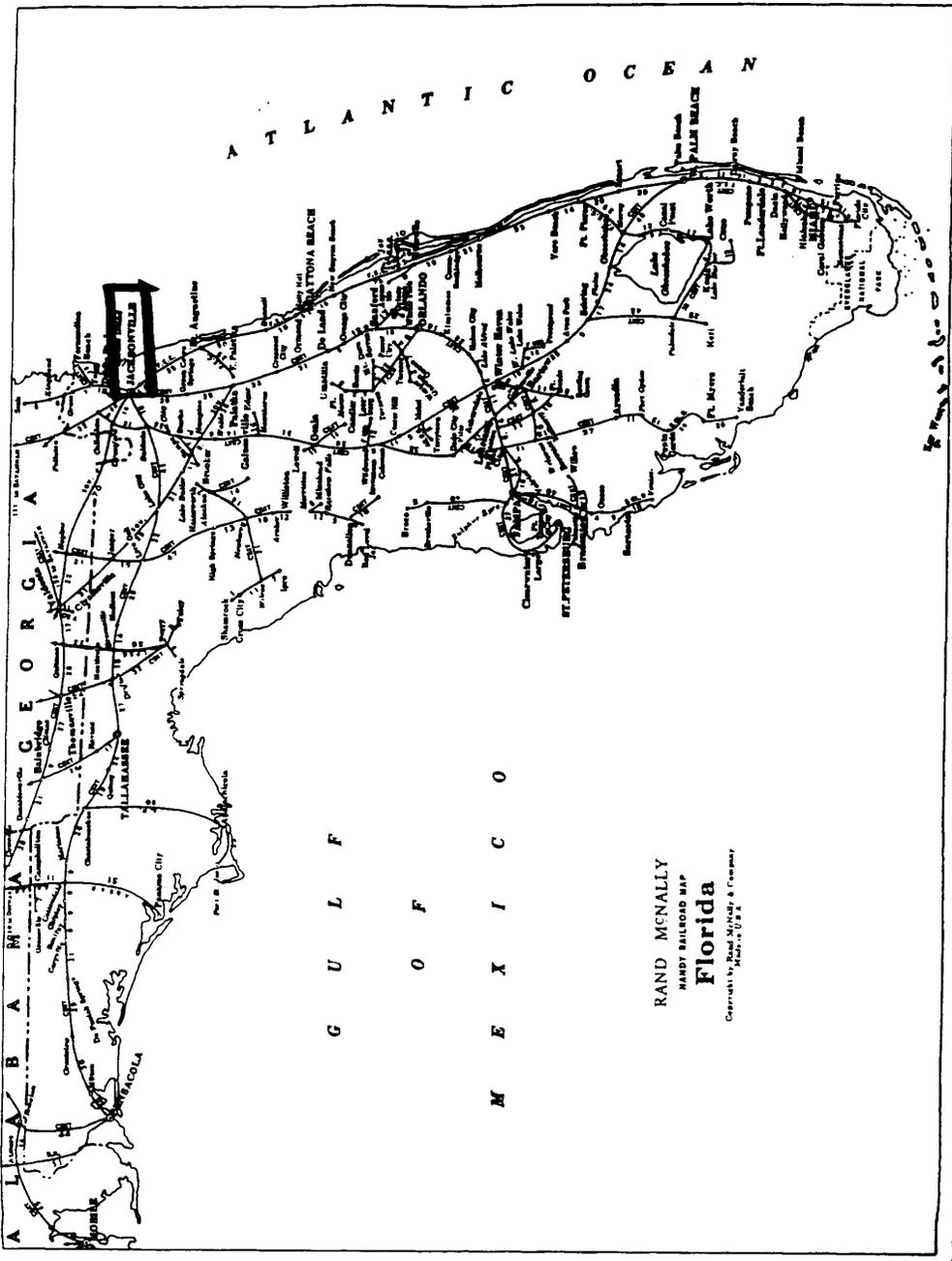
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[General Information](#) | [Regional Contacts](#) | [Route Maps](#) | [Print Map](#)

[Huron Central Railway](#) | [Quebec Gatineau Railway](#) | [St. Lawrence & Atlantic Railroad](#)

Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

Canada

- [Huron Central](#)
- [Quebec-Gatineau](#)
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Mexico

- [Chiapas-Mayab](#)

South America

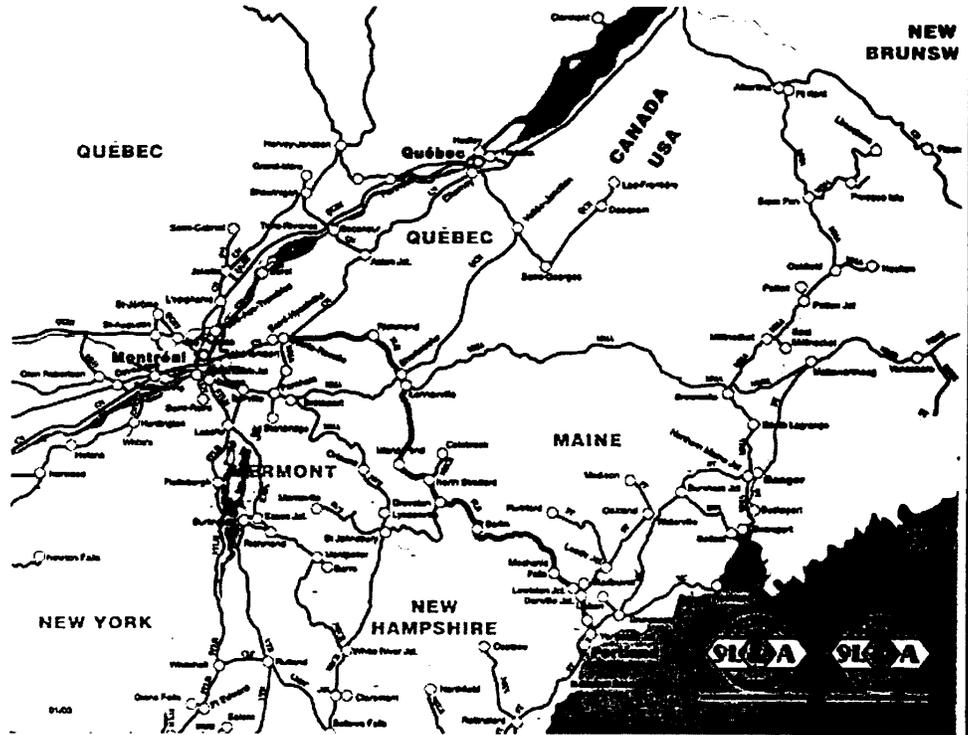
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Rail Operations

Rail Operations

Maps

North America

United States

- [Illinois](#)
- [Maine/NH/VT](#)
- [NY/PA](#)
- [Oregon](#)
- [Utah](#)
- [Rail Link](#)
- [Louisiana](#)
- [Pennsylvania](#)

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- [Huron Central](#)
- [Quebec-Gatineau](#)
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- [Chiapas-Mayab](#)

South America

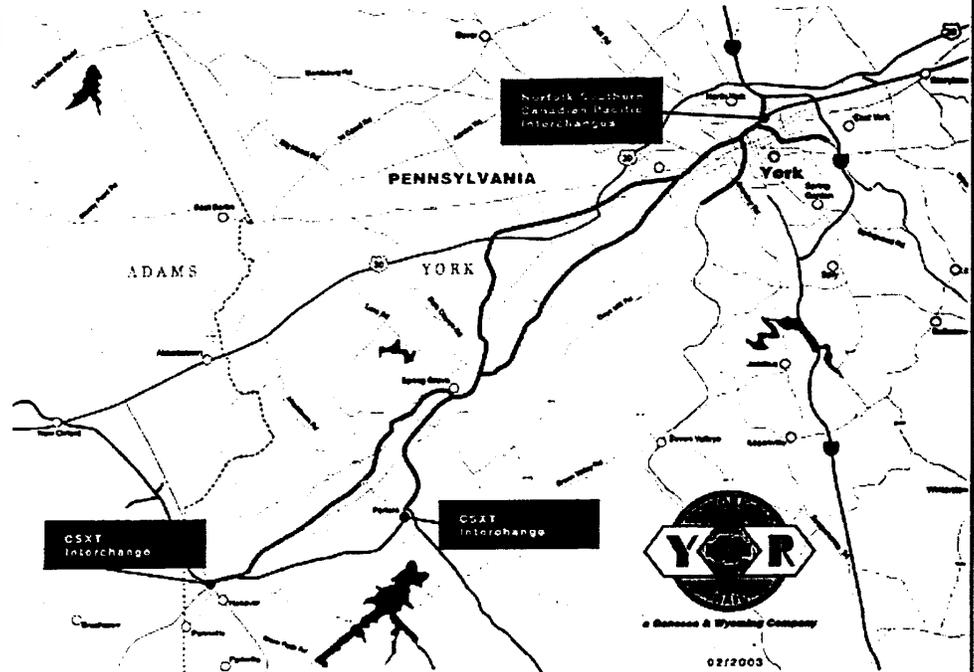
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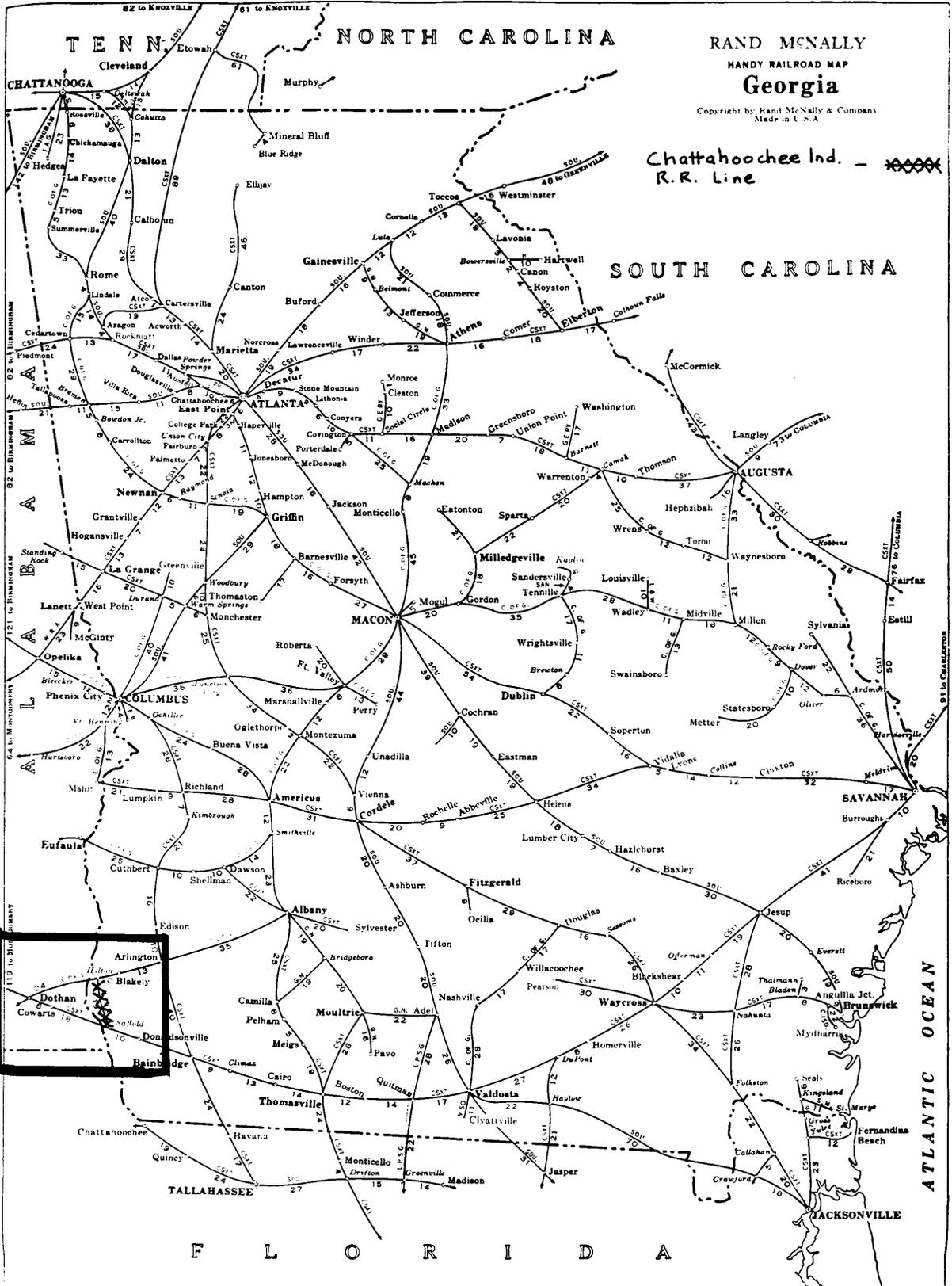
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