



FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35764]

Genesee & Wyoming Inc.—Corporate Family Transaction Exemption

Genesee & Wyoming Inc. (GWI), a noncarrier holding company, filed a verified notice of exemption under 49 CFR 1180.2(d)(3) for a corporate family transaction within the family of business entities in which it owns controlling interests.

According to GWI, it currently controls, directly and indirectly, 101 U.S. railroads. Applicant proposes to merge two of its intermediate holding company subsidiaries, GSW Acquisition Sub, Inc. and MMID Holding, Inc., with and into their respective Class III common carrier subsidiaries, Georgia Southwestern Railroad Company, Inc. (GSWR) and Maryland Midland Railway, Inc. (MMID). According to GWI, upon consummation of the mergers, it will have direct instead of indirect control of GSWR and MMID.

Applicant anticipates consummating the proposed transaction on or after September 27, 2013, the effective date of the exemption (30 days after the exemption was filed).

GWI states that the purpose of the proposed transaction is to eliminate two unnecessary intermediate subsidiaries, which will save unnecessary accounting and corporate maintenance.

This is a transaction within a corporate family of the type exempted from prior review and approval under 49 CFR 1180.2(d)(3). GWI states that the transaction will not

result in adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family.

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 GWI controls one Class II rail carrier¹ and one or more Class III rail carriers, the transaction is subject to the labor protection requirements of 49 U.S.C. 11326(b) and Wisconsin Central Ltd.—Acquisition Exemption—Lines of Union Pacific Railroad, 2 S.T.B. 218 (1997).

If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than September 20, 2013 (at least seven days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to Docket No. FD 35764, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on counsel for GWI, Eric M. Hocky, Clark Hill Thorp Reed, One Commerce Square, 2005 Market Street, Suite 1000, Philadelphia, PA 19103.

¹ The Class II rail carrier is Buffalo & Pittsburgh Railroad, Inc. See Genesee & Wyoming Inc.—Control—RailAmerica, Inc., FD 35654, slip op. at 9 (STB served Dec. 20, 2012).

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Decided: September 9, 2013.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

Derrick A. Gardner

Clearance Clerk

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