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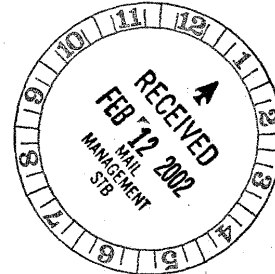
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1300 NINETEENTH STREET NW
FIFTH FLOOR
WASHINGTON DC 20036 1609
TEL 202 628 2000
FAX 202 628 2011
4788

February 12, 2002

BY HAND DELIVERY

0101881002

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



Re: Finance Docket No. 34148, Genesee & Wyoming Inc. - Control Exemption - ETR Acquisition Corporation and Emons Transportation Group, Inc.

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are an original and 10 copies of the notice of exemption, pursuant to 49 CFR § 1180.2(d), for non-carrier Genesee & Wyoming Inc. ("GWI") to control the rail carrier subsidiaries of Emons Transportation Group, Inc. ("Emons"), through acquisition of the stock of Emons. ETR Acquisition Corporation is a non-carrier subsidiary of GWI being used as an acquisition vehicle. Also enclosed, pursuant to 49 CFR § 1180.6(6), are 20 additional copies of the maps of the lines that are the subject of this proceeding.

In addition, pursuant to 49 CFR § 1002.2(f)(39), please find our check in the amount of \$950 to cover the filing fee for this proceeding.

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

Sincerely,

FEE RECEIVED

FEB 12 2002

Troy W. Garriss

FILED

Enclosures

cc: Mark Hastings
Kevin Sheys

SURFACE
TRANSPORTATION BOARD

ENTERED
Office of the Secretary

FEB 12 2002

Part of
Public Record

FEB 12 2002

SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34148

GENESEE & WYOMING INC.
– CONTROL EXEMPTION –
ETR ACQUISITION CORPORATION AND EMONS TRANSPORTATION GROUP, INC.

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

Pursuant to 49 CFR §§ 1180.2(d)(2) and 1180.4(g), Genesee & Wyoming Inc. ("GWT") files this Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 to permit GWI to: (i) control the wholly-owned class III rail carrier subsidiaries of Emons Railroad Group, Inc. ("Emons Rail"), a non-carrier holding company, which is a wholly-owned subsidiary of Emons Transportation Group, Inc. ("Transportation"), another non-carrier holding company¹ (Emons Rail, Transportation, and the subsidiary carriers referred to collectively herein as "Emons"), through the acquisition by GWI of all of the stock of Transportation; and (ii) continue in control of ETR Acquisition Corporation ("Acquisition Corp."), a non-carrier wholly-owned subsidiary of GWI, that will merge into Transportation concurrently with the acquisition of Transportation (such acquisition and merger referred to herein as the "Proposed Transactions").²

Applicant's full name and current mailing address:

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

¹ Emons Railroad Group, Inc. and Emons Transportation Group, Inc. were formerly known as Emons Development Corporation and Emons Holdings, Inc., respectively. Corporate name change forms were filed with the State of Delaware for the companies in December 1989 and November 1993, respectively.

² The merger of Acquisition Corp. (a non-carrier) into Transportation, and GWI's continuance in control of Acquisition Corp. as it is merged into Transportation, likely do not require authority from the Surface Transportation Board (the "Board"), as Acquisition Corp. will be absorbed into Transportation at the moment Acquisition Corp. might be deemed to come into control of any rail carriers, but in the interest of completing the record, GWI includes Acquisition Corp. in this filing.

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

Description of the Proposed Transactions:

GWJ is a non-carrier holding company. GWJ currently has direct control of Buffalo & Pittsburgh Railroad, Inc. ("B&P"), a class II carrier operating in New York and Pennsylvania,³ 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; Savannah Port Terminal Railroad Inc., operating in Georgia; Illinois & Midland Railroad, Inc., operating in Illinois; Louisiana & Delta Railroad, Inc., operating in Louisiana; Pittsburgh & Shawmut Railroad, Inc., operating in Pennsylvania; Portland & Western Railroad, Inc., operating in Oregon; Rochester & Southern Railroad, Inc., operating in New York; South Buffalo Railway Company, operating in New York; and Willamette & Pacific Railroad, Inc., operating in Oregon.

GWJ has indirect control of three class III rail carriers, through its ownership of non-carrier Rail Link, Inc.: Carolina Coastal Railway, Inc., operating in North Carolina; Commonwealth Railway, Inc., operating in Virginia; and Talleyrand Terminal Railroad, Inc., operating in Florida. The direct and indirect subsidiary rail carriers of GWJ are collectively referred to herein as the "Affiliates".

Transportation is a non-carrier holding company. Through its control of Emons Rail, Transportation currently has indirect control of the following class III carriers: York Railway Company, operating in Pennsylvania ("York");⁴ Penn Eastern Rail Lines, Inc., operating in Pennsylvania; St Lawrence & Atlantic Railroad Company ("SLR"), operating in Vermont, New Hampshire and Maine; and St Lawrence & Atlantic Railroad (Quebec) Inc., operating in Vermont via trackage rights over a portion of the rail line owned by SLR.

³ B&P became a class II railroad in January 1997.

⁴ Transportation also controls two non-operating 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).

In the Proposed Transactions, GWI seeks to acquire all the stock of Transportation, thereby obtaining indirect control of the class III rail carrier subsidiaries of Transportation. GWI will use Acquisition Corp. for this purpose. In summarized form, the following will occur automatically at the effective moment of the Proposed Transactions: (i) the shareholders of Transportation will become entitled to payment of money and their shares will be canceled; and (ii) Acquisition Corp. will be merged into the surviving Transportation, with each share of Acquisition Corp. being converted into a share of stock of the surviving Transportation and GWI thereby becoming the sole shareholder of Transportation.

None of the respective lines owned and/or operated by a subsidiary of Transportation connect with any of the respective lines of the Affiliates, nor are the Proposed Transactions part of a series of anticipated transactions that would connect the lines. Pennsylvania is the only state in which both an Emons railroad and an Affiliate is located. As is clear from the Maps in Exhibit A, these lines are distant from each other. The lines in Pennsylvania owned and/or operated by subsidiaries of Emons are located in the south central and southeast portions of the State, while the Pennsylvania lines of Affiliates are located in the northwest portion of the State.

There are no class I carriers involved.

Proposed consummation date:

The Proposed Transactions are expected to be consummated on or after February 22, 2002.

Purpose of the Proposed Transactions:

GWI is an experienced owner and operator of shortline railroads, currently operating 16 subsidiary shortlines. GWI intends to use its experience and expertise in operating short line railroads and its purchasing power to effect operating efficiencies for the carrier subsidiaries of Emons, to improve the service to shippers by such carriers, and to strengthen the carriers' economic viability.

By maintaining the current corporate structure of the various entities involved, 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 Emons. Accordingly, GWI has arranged the Proposed Transactions so as to substantially maintain the current corporate structure of the companies involved, except that GWI will become the parent.

States where property is located:

GWI's subsidiaries operate in the States of Georgia, North Carolina, Virginia, Florida, Illinois, Louisiana, New York, Oregon, Pennsylvania, and Texas.

Emons' subsidiaries operate in the States of Maine, New Hampshire, Pennsylvania and Vermont.

Maps of lines:

See Exhibit A.

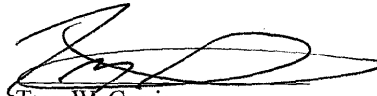
Labor protection:

The Proposed Transactions involve a single class II and a number of class III rail carriers. To the extent the Board deems it legally necessary to prescribe labor protective conditions, such conditions must be limited pursuant to 49 U.S.C. § 11326(b). See, e.g., Genesee & Wyoming Inc. – Control Exemption – South Buffalo Railway Company, STB Finance Docket No. 34107 (served Nov. 21, 2001).

Environmental issues:

The Proposed Transactions qualify under 49 CFR § 1105.6(c)(2), as they 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,



Troy W. Garriss
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: February 12, 2002

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34148

GENESEE & WYOMING INC.
- CONTROL EXEMPTION -
ETR ACQUISITION CORPORATION AND EMONS TRANSPORTATION GROUP, INC.

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

EXHIBIT A

MAPS



Genesee & Wyoming Inc.

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Genesee & Wyoming
66 Field Point Road
Greenwich, CT 06830
Telephone: 203.629.3722
Fax: 203.661.4106

NY/PA Region - Route Map

[General Information](#) | [Regional Contacts](#) | [RouteMap](#)
[Marketing Department](#) | [Industrial Development/Property Contacts](#)

Rail Operations

Rail Operations

Maps

North America

United States

[Illinois](#)
[NY/PA](#)
[Oregon](#)
[Rail Link](#)
[Louisiana](#)

Canada

[Huron Central](#)
[Québec-Gatineau](#)

Mexico

[Chiapas-Mayab](#)

South America

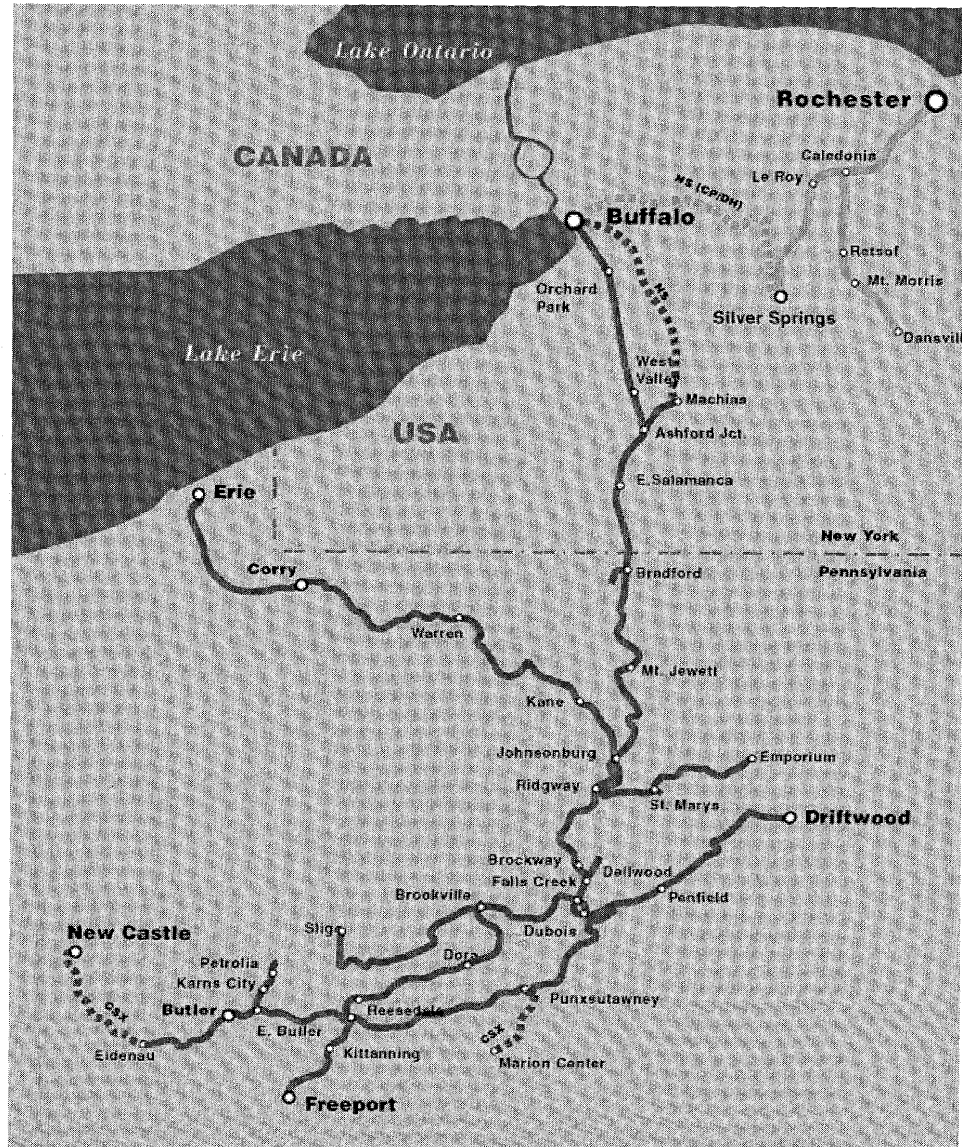
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[Oriental](#)

Australia

[Australian RR Group](#)
[AWR Holdings Pty. Ltd.](#)
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[WestNet Rail](#)
[Australia Southern](#)
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Fax: 203.661.4106

Illinois & Midland - Route Map

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Rail Operations

Rail Operations

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Australia

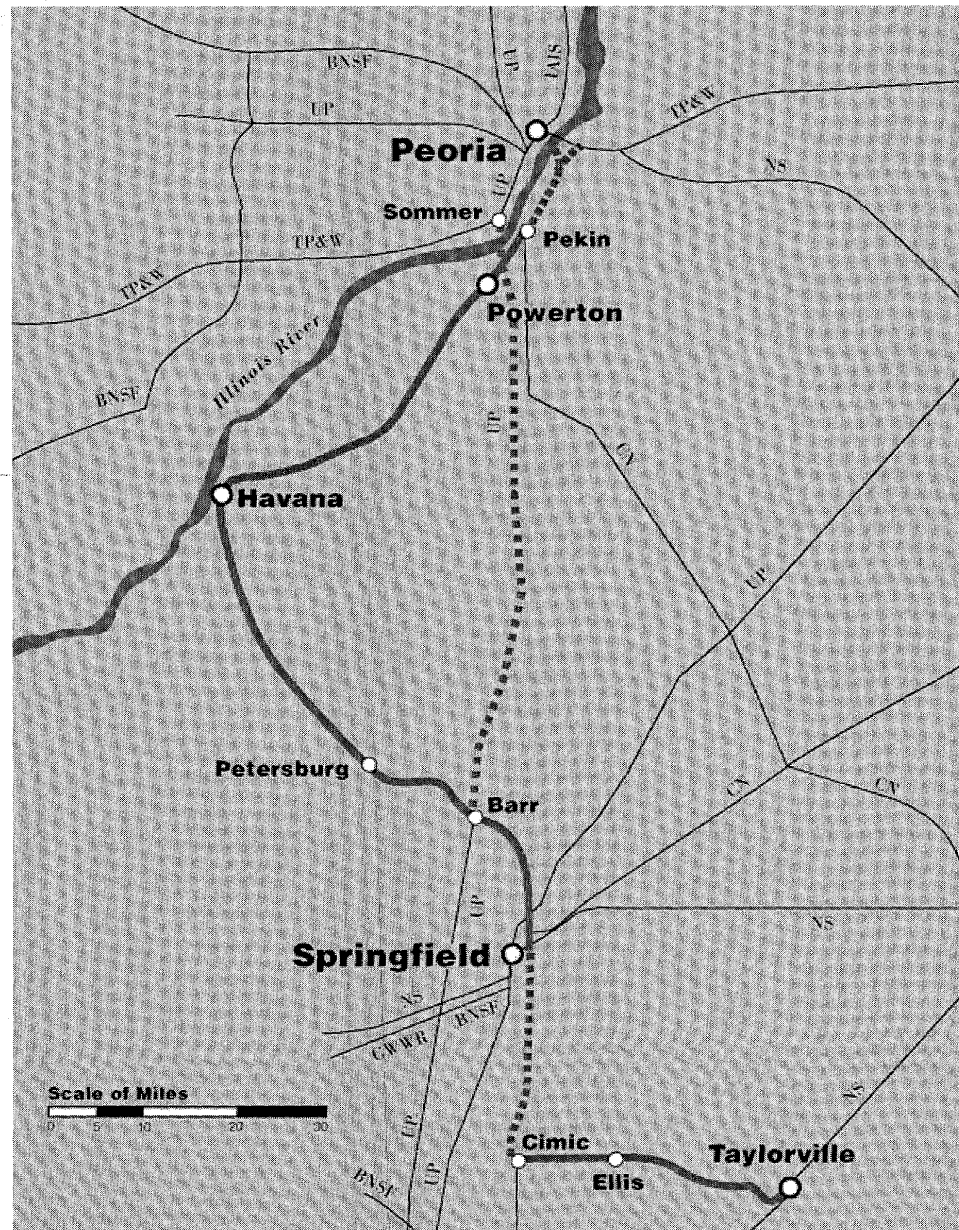
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Oregon Region - Route Map

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Rail Operations

Rail Operations

Maps

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Australia

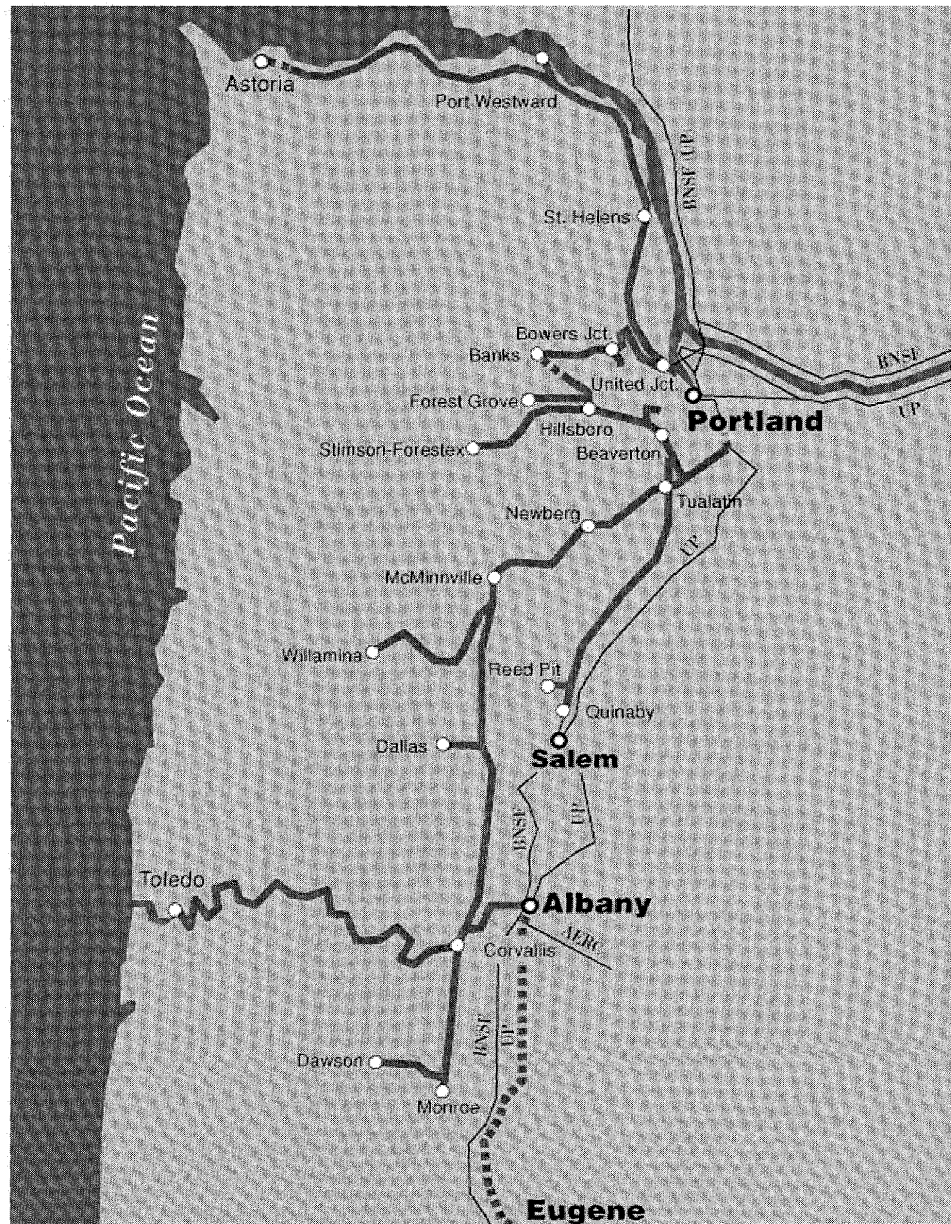
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Rail Operations

Rail Operations

Maps

North America

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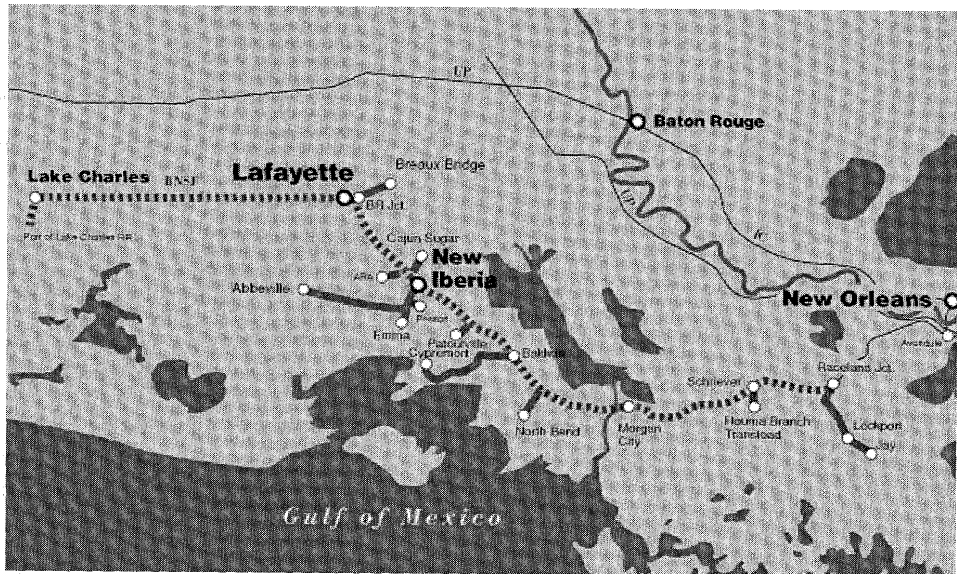
[Australia Southern](#)
[Australia Northern](#)

Home

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Louisiana & Delta - Route Map

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



A detailed map of the St. Lawrence & Atlantic Railroad route, showing the path from Montreal, Quebec, Canada, through Vermont, New Hampshire, and Massachusetts to Boston and Providence, Rhode Island. The map includes state and provincial boundaries, major cities, and the Atlantic Ocean. Callouts SLQ and SLR point to specific locations on the route.

SLQ

SLR

ME

NH

MA

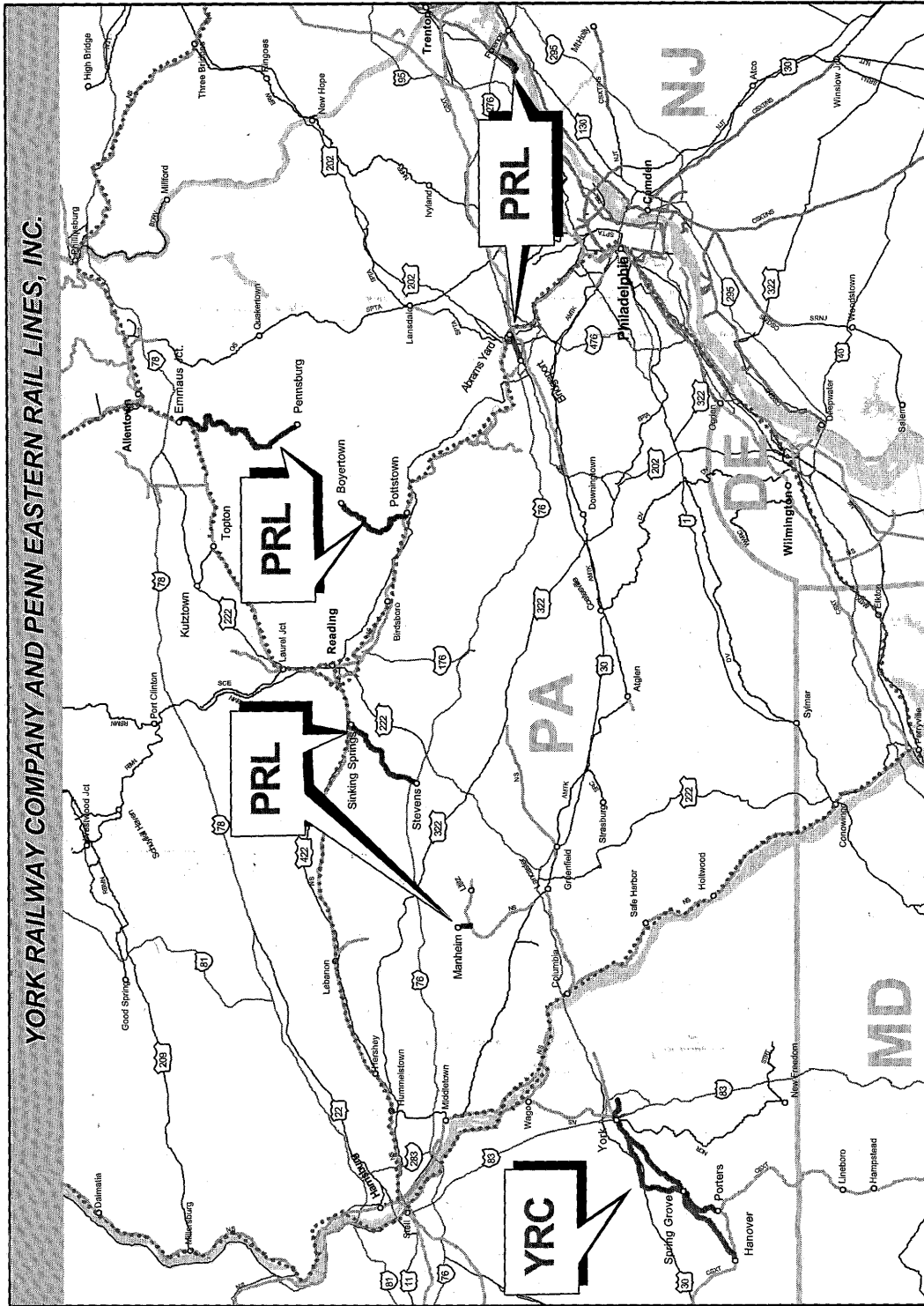
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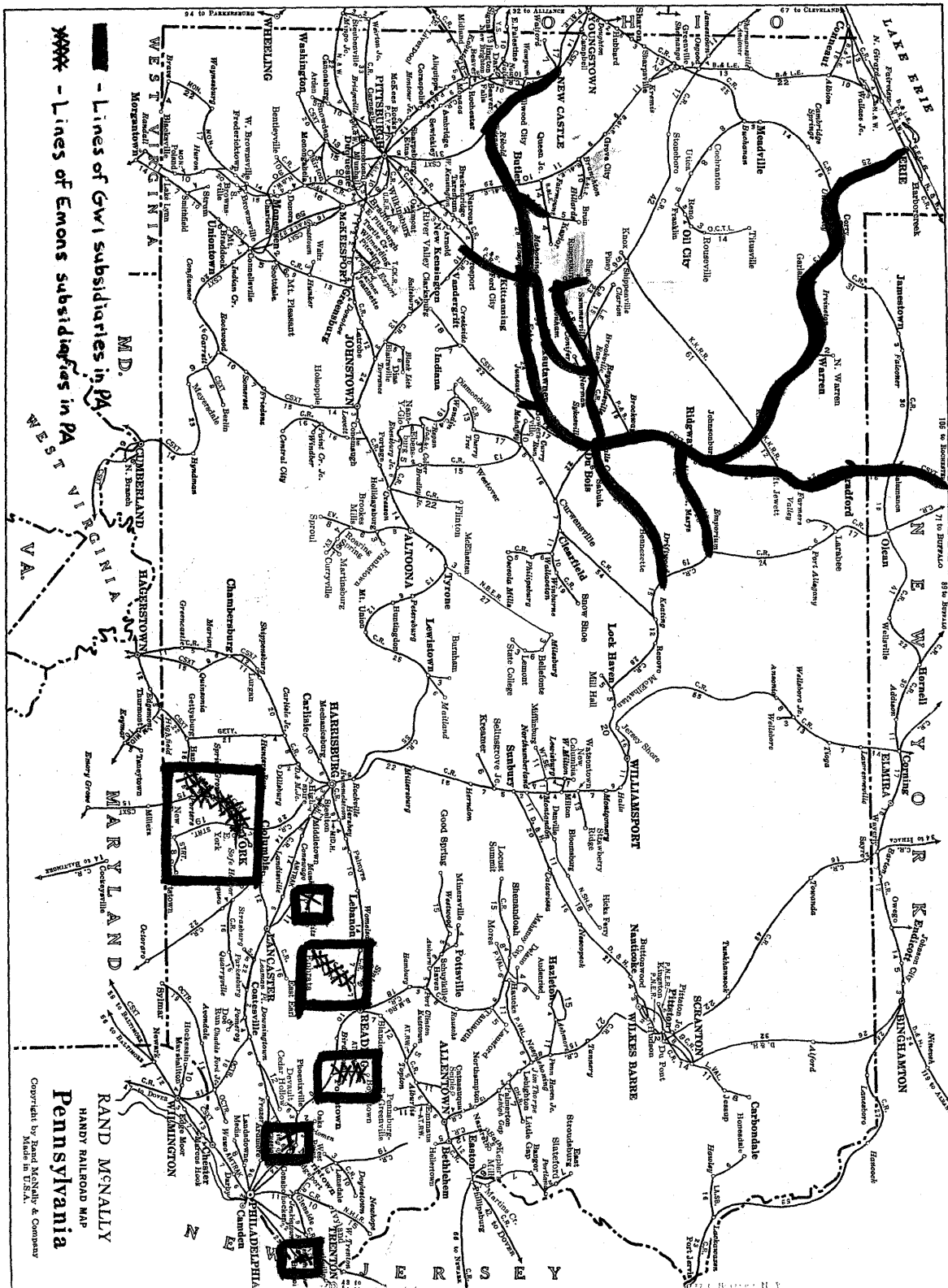
RI

Atlantic Ocean

Emons Transp. Group, Inc.

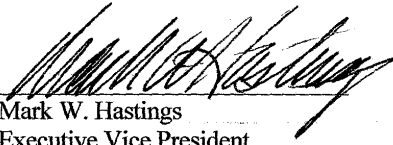
YORK RAILWAY COMPANY AND PENN EASTERN RAIL LINES, INC.





VERIFICATION

I, Mark W. 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 this Notice of Exemption.


Mark W. Hastings
Executive Vice President
Genesee & Wyoming Inc.

Dated: February 12, 2002
