

# CLARK HILL

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December 7, 2016

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December 7, 2016  
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## VIA ELECTRONIC FILING

Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20024

Re: Genesee & Wyoming Inc. - Acquisition of Control Exemption - Providence &  
Worcester Railroad Company  
STB Docket No. FD 36064

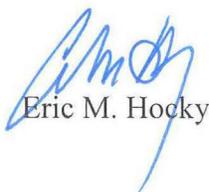
Dear Ms. Brown:

Enclosed for filing with the Board is a letter to the Board from John C. Hellmann, President and Chief Executive Officer of Genesee & Wyoming Inc. ("GWI") reiterating GWI's request for an expeditious decision from the Board regarding GWI's Petition for Exemption to control of Providence & Worcester Railroad Company ("P&W").

Copies have been sent to all persons shown on the attached certificate of service.

Respectfully,

CLARK HILL PLC

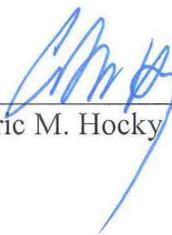
  
Eric M. Hocky

EMH/dml  
Enclosure

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**CERTIFICATE OF SERVICE**

I hereby certify that on this date a copy of the foregoing document was served on each of the parties of record in this proceeding, in the manner shown, on Exhibit A to this Certificate of Service.



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Eric M. Hocky

Dated: December 7, 2016

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December 7, 2016  
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**Exhibit A**

***By email:***

Edward D. Greenberg  
GKG Law, P.C.  
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***By U.S. mail, postage prepaid:***

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City Hall  
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Woonsocket, RI 02805

Doug Beaupre  
PO Box 580  
Putnam, CT 06260

Honorable Stephen M. Casey  
State of Rhode Island and Providence  
Plantations House of Representatives  
State House, Room 19  
Providence, RI 02903

Honorable Harriette L. Chandler  
Massachusetts State Senate  
State House Room 333  
Boston, MA 02133-1053

Gregory E. Christy  
201 Springfield Road  
Belchertown, MA 01007

Honorable Marc A. Cote  
State of Rhode Island and Providence  
Plantations Senate  
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Stephen Cotrone  
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Worcester, MA 01607-1534

Donald Joseph Cotter  
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Stella-Jones Corporation  
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Gateway Terminal  
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New Haven, CT 06536

Daniel Kane  
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Patricia LaPlatney  
Can-Am Trading & Logistics LLC  
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Dennison Lubricants, Inc.  
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Lakeville, MA 02347

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Honorable Michael Morin  
State of Rhode Island and Providence  
Plantations House of Representatives  
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Honorable James P. McGovern  
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Honorable James J. O'Day  
14<sup>th</sup> Worcester District  
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State House, Room 540  
Boston, MA 02133-1054

Honorable David K. Muradian, Jr.  
State House, Room 156  
Boston, MA 02133-1054

Honorable Robert D. Phillips  
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Honorable James R. Langevin  
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Denny Jenks  
Eagle Logistics Group LLC  
140 Bethany Road  
Monson, MA 01057

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John C. Hellmann  
President and Chief Executive Officer

December 7, 2016

Daniel R. Elliott, III, Chairman  
Deb Miller, Vice Chairman  
Ann D. Begeman, Member  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20024

RE: Genesee & Wyoming Inc. - Acquisition of Control Exemption –  
Providence & Worcester Railroad Company  
STB Docket No. FD 36064

Dear Chairman Elliott, Vice Chairman Miller and Member Begeman:

I am the President and Chief Executive Officer of Genesee & Wyoming Inc. (“GWI”). I am writing this letter to request, for the reasons outlined below, that the Board issue a decision in this matter as expeditiously as possible.

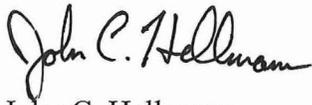
GWI, a non-carrier holding company that owns a number of short line and regional railroads, commenced this proceeding by filing a Petition for Exemption with the Board on September 1, 2016. The Petition requested that the Board exempt GWI’s control of an additional Class III railroad, Providence & Worcester Railroad Company (“P&W”). In order to complete the transaction promptly after approval by P&W’s shareholders, GWI requested that the Board issue its decision by November 15, 2016, and that the decision be effective immediately. Pursuant to the Board’s decision instituting a proceeding, replies were due by October 11, 2016. Although none of the replies requested that the Petition be denied, GWI filed a rebuttal on October 20, 2016, to address concerns raised in some of the replies. There have been no other substantive filings in the proceeding.

On November 1, 2016, after giving the appropriate notice to the Board, GWI closed on the acquisition of the stock of P&W through the use of the voting trust, the form of which was reviewed by the Board’s staff to ensure that GWI would effectively be insulated from unauthorized control of P&W. P&W is now being managed by the Voting Trustee and the Board that he elected.

Although closing has taken place, it is still imperative to receive a decision from the Board to eliminate the uncertainty and short-term focus of the voting trust operations. P&W has already seen several employees resign (including 3 of 8 dispatchers). Additionally, we understand that P&W, while continuing ongoing projects, is deferring discussions on new projects that would entail long term, or substantial financial commitments that could only be supported if and when GWI's control were approved. Deferral of control is also keeping the P&W's shippers and the public from capitalizing on the efficiencies and other benefits of the proposed transaction. For all of these reasons, GWI requests that, to the extent possible, the Board expedite its issuance of its decision on GWI's Petition.

Thank you for your consideration of this request.

Respectfully,

A handwritten signature in black ink that reads "John C. Hellmann". The signature is written in a cursive, flowing style.

John C. Hellmann  
President and Chief Executive Officer