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GENESEE & WYOMING INC Form 8-K December 13, 2001

> SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2001 _____

> GENESEE & WYOMING INC. _____

(Exact Name of registrant specified in its charter)

_____ (State or other Jurisdiction
of Incorporation)(Commission File
Number)(I.R.S. Employer
Identification No.)

Delaware

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0-20847

06-0984624

66 Field Point Road Greenwich, Connecticut 06830 _____

(Address of principal executive offices)

Registrant's telephone number: (203) 629-3722

Item 5. Other Events _____

The Registrant released a press release on November 13, 2001 and on December 13, 2001 reporting traffic volume for October 2001 and for November 2001, respectively, for its North American and 50% owned Australian operations.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits _____

(c) Exhibits.

The exhibits listed below and in the accompanying Exhibit Index are filed as part of this Current Report on Form 8-K.

EXHIBIT NO.

DESCRIPTION

10.1 The Memorandum of Common Provisions between ARG Financing as

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Borrower, Australia and New Zealand Banking Group Limited (in its capacity as agent, Agent), ANZ Capel Court Limited (Security Trustee), AWR Lease Co. & Pty Ltd, the Sponsors listed in part A of schedule 1 thereto, the Subordinated Lenders listed in part B of schedule 1 thereto, the Hedge Counterparties listed in part E of schedule 1 thereto and the Senior Working Capital Facility Provider listed in part F of schedule 1 thereto.

99.1 Press release dated November 13, 2001

99.2 Press release dated December 13, 2001

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESEE & WYOMING INC.

(Registrant)

By: /s/ Alan R. Harris

Name: Alan R. Harris Title: Senior Vice President and Chief Accounting Officer

December 13, 2001

INDEX TO EXHIBITS

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