



First Quarter 2009

Earnings Call

April 29, 2009

Forward-looking Statements This presentation contains forward-looking statements regarding future events and the future performance of Genesee & Wyoming Inc. that involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to, economic conditions, customer demand, increased competition in the relevant market and others. The Company refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as the Company's Forms 10-Q and 10-K, which contain additional important factors that could cause its actual results to differ from its current expectations and from the forward-looking statements discussed during this presentation. Genesee & Wyoming Inc. disclaims any obligation to update the forward-looking statements contained in this presentation.



First Quarter Income and EPS

<i>(\$ in millions)</i>	1Q 2009	1Q 2008
Income from Cont Ops	\$14.0	\$11.2
Diluted EPS from Cont Ops	\$0.38	\$0.31
Short Line Tax Credit (after-tax)	\$2.0	-
Diluted EPS Impact (per share)	\$0.05	-
Diluted Shares	36.4	36.0



1Q 2009 Actual Versus Guidance

<i>(\$ in millions)</i>	1Q09	Guidance
Revenues	\$138.5	\$145-\$150
Operating Ratio	81%	~81%
Tax Rate	27%	~30%
Earnings Per Share*	\$0.38	\$0.40
Same Railroad Carloads	(8.3%)	(6%-7%)
U.S. and Canada Same Railroad Average Revenue Per Carload**	5.0%	5.0%

* Continuing Operations

** Excluding impact of Mix, Fuel Surcharges and FX



First Quarter Revenues

<i>(\$ in millions)</i>	1Q 2009	1Q 2008	Change
Revenues	\$138.5	\$140.7	(\$2.2)
New Operations			\$21.2
FX (Depreciation of A\$ and C\$)			(\$8.4)
Third-Party Fuel Sales			(\$5.5)
Same Railroad (Ex. Fuel Sales and FX)			(\$9.5)



First Quarter Freight Revenues

<i>(\$ in millions)</i>	1Q 2009	1Q 2008	Change
Freight Revenues	\$89.2	\$87.7	\$1.4
New Operations			\$16.0
FX (Depreciation of A\$ and C\$)			(\$4.7)
Same Railroad (ex. FX)			(\$9.9)



Same Railroad Carloads

1Q 2009 vs. 1Q 2008

Commodity	Change	%	Comment
Coal, Coke and Ores	200	0%	Generally Stable
Pulp & Paper	(7,300)	(24%)	Newsprint/Pulp
Farm and Food	6,400	35%	Australian Grain Harvest
Metals	(6,500)	(34%)	Steel/Scrap/Pipe
Minerals and Stone	(2,200)	(7%)	Plant Maintenance
Chemicals and Plastics	(700)	(6%)	Auto/Paper/Mfg
Lumber and Forest	(3,600)	(20%)	Housing
Petroleum Products	100	1%	New Customer
Auto and Auto Parts	(1,600)	(49%)	Auto Industry
Other	(500)	(5%)	General Economy
Total	(15,800)	(8.3%)	



Average Revenues Per Carload

<i>(\$ in millions)</i>	1Q 2009	1Q 2008	Change
Average Revenues Per Carload	\$416	\$463	(10.2%)
Same Railroad (Reported)			(9.1%)
FX (depreciation of C\$ & A\$)			(5.2%)
Fuel Surcharge			(3.1%)
Mix			(5.4%)
Average Revenue per Carload Increase (ex. Fuel, FX, Mix)			4.6%
U.S. & Canada Same Railroad (ex. Fuel, FX, Mix)			5.0%



First Quarter Non-Freight Revenues

<i>(\$ in millions)</i>	1Q 2009	1Q 2008	Change
Non-Freight Revenues	\$49.3	\$53.0	(\$3.7)
New Operations			\$5.1
FX (Depreciation of A\$ and C\$)			(\$3.7)
Third-Party Fuel Sales			(\$5.5)
All Other Same Railroad			\$0.4



First Quarter Operating Income

<i>(\$ in millions)</i>	1Q 2009	1Q 2008	Change
Operating Income	\$26.1	\$21.3	22.5%
Operating Ratio	81.1%	84.9%	3.8%
Gains on Sale of Assets	\$0.2	\$0.6	
Adj. Operating Income*	\$25.9	\$20.7	25.1%
Adj. Operating Ratio*	81.3%	85.2%	3.9%

*Adjusted Operating Income and Adjusted Operating Ratio are Non-GAAP measures. A Non-GAAP financial measure reconciliation is included at the end of this presentation.



Operating Expense Comparison*

(\$000's)	2009		2008		Variance
	Amount	% of Revenue	Amount	% of Revenue	
Labor and benefits	49,964	36.1%	46,117	32.8%	3,847
Equipment rents	7,890	5.7%	8,381	6.0%	(491)
Purchased services	9,311	6.7%	10,837	7.7%	(1,526)
Depreciation & Amortization	11,506	8.3%	9,199	6.5%	2,307
Diesel fuel used in operations	8,993	6.5%	15,785	11.2%	(6,792)
Diesel fuel sold to third parties	3,389	2.4%	8,567	6.1%	(5,178)
Causalities and Insurance	3,584	2.6%	4,234	3.0%	(650)
Materials	5,603	4.1%	6,105	4.4%	(502)
Net gain on sale of assets	(239)	-0.2%	(550)	-0.4%	311
Other expenses	12,357	8.9%	10,700	7.6%	1,657
Total Operating Expense	112,358	81.1%	119,375	84.9%	(7,017)

* Note: RRF, CAGY, OCR and Georgia Southwestern acquisitions are included in Q1 2009 but not Q1 2008



First Quarter Free Cash Flow

(\$ in millions)	Three Months Ended March 31,	
	2009	2008
Net cash provided by operating activities	\$25.5	\$8.1
Net cash used in investing activities	(19.1)	(7.0)
Net cash paid for acquisitions	5.8	3.6
Free cash flow*	\$12.2	\$4.7

*Free cash flow is a non-GAAP measure.



Strong Balance Sheet

<i>\$ in millions</i>	March 31, 2009
Cash & Equivalents	\$ 31.1
Debt:	
4.85% Senior Notes, <i>due November 2011</i>	\$ 75.0
5.36% Senior Notes, <i>due August 2015</i>	100.0
Floating Rate Senior Notes, <i>due August 2012</i>	25.0
Other Long-Term Debt, <i>due October 2013</i>	352.8
TOTAL LONG-TERM DEBT	\$ 552.8
Stockholders' Equity	\$ 493.5
TOTAL CAPITALIZATION	\$1,046.3
Total Debt/Total Capitalization	52.8%
Net Debt/Total Capitalization	51.4%
Funded Debt to EBITDAR	3.1x



Updated Guidance In Uncertain Economy

<i>(\$ in millions, except per share amounts)</i>	2Q 2009	FY 2009
Revenues	\$140-\$145	
Operating Ratio	79% - 80%	
Tax Rate	27%	
EPS	~\$0.45	\$1.75 - \$1.80
Free Cash Flow*		\$75 - \$80

*Free cash flow is a non-GAAP measure.



2009 Free Cash Flow Guidance

\$ in millions

Operating Cash Flow	\$130 - \$140
Less: 2009 Capital Expenditures	(58)
Timing of Receipt of Government Grants	TBD
Changes in Working Capital	TBD
2009 Total Free Cash Flow*	\$75 - \$80

*Free cash flow is a non-GAAP measure.







**Reconciliation of Non-GAAP Financial Measures
1st Quarter 2009 Earnings Conference Call**

Non-GAAP Financial Measures Reconciliation

This earnings release contains free cash flow, adjusted operating income, labor and benefits as a percentage of adjusted operating revenues, adjusted same railroad operating expenses, and adjusted diluted earnings per common share from continuing operations, which are "non-GAAP financial measures" as this term is defined in Regulation G of the Securities Exchange Act of 1934. In accordance with Regulation G, GWI has reconciled these non-GAAP financial measures to their most directly comparable U.S. GAAP measures.



Free Cash Flow Description and Discussion

Management views Free Cash Flow as an important financial measure of how well GWI is managing its assets. Subject to the limitations discussed below, Free Cash Flow is a useful indicator of cash flow that may be available for discretionary use by GWI. Free Cash Flow is defined as Net Cash Provided by Operating Activities from Continuing Operations less Net Cash Provided by Investing Activities from Continuing Operations, excluding the cost of acquisitions. Key limitations of the Free Cash Flow measure include the assumptions that GWI will be able to refinance its existing debt when it matures and meet other cash flow obligations from financing activities, such as principal payments on debt. Free Cash Flow is not intended to represent, and should not be considered more meaningful than, or as an alternative to, measures of cash flow determined in accordance with GAAP.



Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Net Cash Provided by Operating Activities from Continuing Operations to GWI's Free Cash Flow (\$ in millions):

	Three Months Ended March 31,	
	2009	2008
Net cash provided by operating activities from continuing operations	\$25.5	\$8.1
Net cash used in investing activities from continuing operations	(19.1)	(7.0)
Cash paid for acquisitions, net of cash acquired	5.8	3.6
Free cash flow	<u>\$12.2</u>	<u>\$4.7</u>



Adjusted Operating Income Description and Discussion

Management views its Operating Income as an important measure of GWI's operating performance. Because management believes this is useful for investors in assessing GWI's financial results compared with the same period in the prior year, Operating Income for the three months ended March 31, 2009 and 2008, is presented excluding the impact of Net Gain on Sale of Assets. The Adjusted Operating Income presented excluding these effects is not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Income calculated using amounts determined in accordance with GAAP.



Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Operating Income calculated using amounts determined in accordance with GAAP to the Adjusted Operating Income described above for the three months ended March 31, 2009 and 2008 (\$ in millions):

	<u>2009</u>	<u>2008</u>	<u>% Increase</u>
Operating Income - As Reported	\$ 26.1	\$ 21.3	22.5%
Net Gain on Sale of Assets	(0.2)	(0.6)	
Adjusted Operating Income	<u>\$ 25.9</u>	<u>\$ 20.7</u>	25.1%



Adjusted Same Railroad Operating Expenses Description and Discussion

Management views its Adjusted Same Railroad Operating Expenses as an important measure of GWI's operating performance. Because management believes it is useful for investors in assessing GWI's financial results compared with the same period in the prior year, Same Railroad Operating Expenses for the three months ended March 31, 2009 and 2008, are presented excluding the impacts of Currency and Diesel Fuel Sold to Third Parties. The Adjusted Same Railroad Operating Expenses presented excluding these effects is not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Expenses calculated using amounts determined in accordance with GAAP.



Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Adjusted Same Railroad Operating Expenses calculated using amounts determined in accordance with GAAP as described above for the three months ended March 31, 2009 and 2008 (\$ in millions):

	<u>2009</u>	<u>2008</u>	<u>Change</u>
Operating Expenses - As Reported	\$ 112.4	\$ 119.4	\$ (7.0)
Acquisitions	(15.0)	-	
Same Railroad Operating Expenses	<u>\$ 97.4</u>	<u>\$ 119.4</u>	(22.0)
Currency Impact	6.1	-	
Diesel Fuel Sold to Third Parties	(3.4)	(8.6)	
Adjusted Same Railroad Operating Expenses	<u>\$ 100.1</u>	<u>\$ 110.8</u>	\$ (10.7)



Adjusted Diluted Earnings Per Common Share from Continuing Operations Description and Discussion

Management views its Adjusted Diluted Earnings Per Common Share from Continuing Operations as an important measure of GWI's operating performance. Because management believes this is useful for investors in assessing GWI's financial results compared with the same period in the prior year, Diluted Earnings Per Common Share from Continuing Operations for the three months ended March 31, 2009 and 2008, is presented excluding the positive impact of the Short Line Tax Credit. The Adjusted Diluted Earnings Per Common Share from Continuing Operations presented excluding this effect is not intended to represent, and should not be considered more meaningful than, or as an alternative to, Diluted Earnings Per Common Share from Continuing Operations calculated using amounts determined in accordance with GAAP.



Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Adjusted Diluted Earnings Per Common Share from Continuing Operations calculated using amounts determined in accordance with GAAP as described above for the three months ended March 31, 2009 and 2008 (\$ in millions):

	<u>2009</u>	<u>2008</u>	<u>% Change</u>
Income from continuing operations, net of tax	\$ 14.0	\$ 11.2	
Short line tax credit	<u>(2.0)</u>	<u>-</u>	
Adjusted income from continuing Operations, net of tax	<u>\$ 12.0</u>	<u>\$ 11.2</u>	
 Diluted earnings per common share from continuing operations	 \$ 0.33	 \$ 0.31	 6%

