



**Genesee & Wyoming Inc.****GWR NYSE****Rails / Roads - Freights**

Market Capitalization USD:

\$1,966.61 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: John C. Hellmann**Age: 41****CEO Since: 2007**

	2009	2010	2011
Base Salary	\$703,000	\$703,000	\$720,575
Discretionary Bonus	\$109,408	\$0	\$0
Annual Cash Incentive	\$171,792	\$1,124,800	\$698,836
Benefits and Perquisites	\$97,150	\$92,062	\$92,852
TOTAL ANNUAL COMPENSATION	\$1,081,350	\$1,919,862	\$1,512,263
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$861,131	\$450,000	\$900,003
Stock Awards	\$369,085	\$1,050,007	\$1,200,043
TOTAL COMPENSATION	\$2,311,566	\$3,419,869	\$3,612,309
Median of Other Named Executive Officers Total Compensation	\$1,195,305	\$1,152,621	\$1,012,258
Value Realized on Exercise of Stock Option	\$883,215	\$1,106,249	\$3,596,334
Value Realized on Vesting of Stock	\$279,537	\$297,387	\$826,604
TOTAL REALIZED EQUITY COMPENSATION	\$1,162,752	\$1,403,636	\$4,422,938

Proxy Date: 10 Apr 2012

Annual Meeting Date: 22 May 2012

Equity Reserves: 5.84%

Stock Option Run Rate: 0.53%

Genesee & Wyoming Inc.

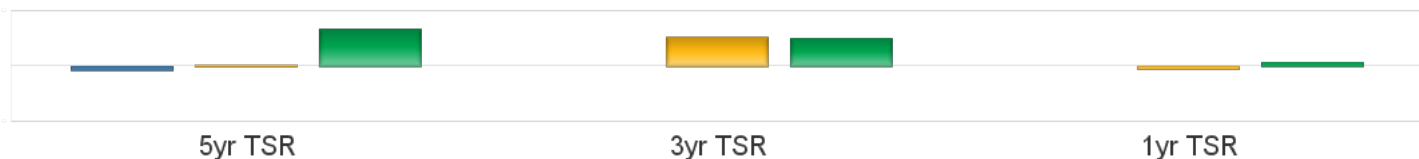
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Performance Comparison

■ S&P500 ■ Industry ■ GWR



Peer Comparisons (TRBC) = Rails / Roads - Freights

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GWR	Genesee & Wyoming Inc.	\$2,311,566	\$3,419,869	\$3,612,309	\$1,966,612,484
KSU	Kansas City Southern	\$1,357,018	\$3,683,624	\$3,347,314	\$5,486,453,972
JBHT	J.B. Hunt Transport Services, Inc.	\$3,166,995	\$3,038,445	\$5,348,736	\$4,216,323,719
R	Ryder System, Inc.	\$4,115,885	\$5,312,879	\$6,233,093	\$1,935,046,899
LSTR	Landstar System, Inc.	\$1,778,276	\$3,573,857	\$2,634,438	\$1,887,689,583
ODFL	Old Dominion Freight Line, Inc.	\$1,267,263	\$1,981,283	\$2,959,876	\$1,664,133,096
WERN	Werner Enterprises, Inc.	\$1,614,744	\$1,716,798	\$1,747,106	\$1,516,530,545

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Kansas City Southern, Kirby Corporation, Hexcel Corporation, Westinghouse Air Brake Technologies Corporation, Gartner Inc., Teledyne Technologies Incorporated, Esterline Technologies Corporation, Knight Transportation, Inc., Bristow Group Inc., Heico Corporation, Triumph Group, Inc., Hubbell Inc., Carbo Ceramics Inc., Waddell & Reed Financial, Inc., Atwood Oceanics, Inc., Valmont Industries, Inc., Woodward, Inc., Atlas Air Worldwide Holdings, Inc., The Middleby Corporation, RailAmerica, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Mark A. Scudder	Chairman	49	Male	9	Outside
Robert M. Melzer	Member	71	Male	15	Outside Related