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1818 FUND III LP
Form SC 13D/A
December 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

GENESEE & WYOMING INC.
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

371559105
(CUSIP Number)

T. MICHAEL LONG
Brown Brothers Harriman & Co.
59 Wall Street
New York, New York
(212) 483-1818

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

December 11, 2001
(Date of Event which Requires Filing of
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 371559105

1 NAME OF REPORTING PERSON

THE 1818 FUND III, L.P.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OR ORGANIZATION

DELAWARE

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		1,849,545 (1)
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		1,630,436
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,849,545 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.7% (1)

14 TYPE OF REPORTING PERSON

PN

1 See Item 6 of the Original 13D for description of the Stockholders Agreement. The Fund may, pursuant to Rule 13d-3 of the Securities and Exchange Act of 1934, be deemed to beneficially own shares of Common Stock owned by Mortimer B. Fuller, III as a result of the Stockholders Agreement. The Fund disclaims beneficial ownership of such shares.

CUSIP No. 371559105

1 NAME OF REPORTING PERSON

BROWN BROTHERS HARRIMAN & CO.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)

[]

6 CITIZENSHIP OR PLACE OR ORGANIZATION

NEW YORK

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

1,849,545 (1)

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

1,630,436

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,849,545 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.7% (1)

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14 TYPE OF REPORTING PERSON

PN

1 See Item 6 of the Original 13D for description of the Stockholders Agreement. BBH&Co. may, pursuant to Rule 13d-3 of the Securities and Exchange Act of 1934, be deemed to beneficially own shares of Common Stock owned by Mortimer B. Fuller, III as a result of the Stockholders Agreement. BBH&Co. disclaims beneficial ownership of such shares.

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CUSIP No. 371559105

1 NAME OF REPORTING PERSON

T. MICHAEL LONG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OR ORGANIZATION

UNITED STATES

	7	SOLE VOTING POWER
NUMBER OF		2,103
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		1,849,545 (1)
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		2,103
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		1,630,436
WITH		

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,851,648 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.7% (1)

14 TYPE OF REPORTING PERSON
IN

1 See Item 6 of the Original 13D for description of the Stockholders Agreement. Long may, pursuant to Rule 13d-3 of the Securities and Exchange Act of 1934, be deemed to beneficially own shares of Common Stock owned by Mortimer B. Fuller, III as a result of the Stockholders Agreement. Long disclaims beneficial ownership of such shares.

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CUSIP No. 371559105

1 NAME OF REPORTING PERSON
LAWRENCE C. TUCKER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)
[]

6 CITIZENSHIP OR PLACE OR ORGANIZATION
UNITED STATES

7	SOLE VOTING POWER
NUMBER OF	-0-
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	1,849,545 (1)

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OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		1,630,436
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,849,545 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	24.7% (1)	
14	TYPE OF REPORTING PERSON	
	IN	

1 See Item 6 of the Original 13D for description of the Stockholders Agreement. Tucker may, pursuant to Rule 13d-3 of the Securities and Exchange Act of 1934, be deemed to beneficially own shares of Common Stock owned by Mortimer B. Fuller, III as a result of the Stockholders Agreement. Tucker disclaims beneficial ownership of such shares.

This Amendment No. 1 ("Amendment No. 1") to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D filed on December 12, 2000 (the "Original 13D") relating to the Class A common stock, par value \$.01 per share (the "Common Stock"), of Genesee & Wyoming Inc., a Delaware corporation (the "Company"), beneficially owned by the Reporting Persons (as defined below), through their respective holdings of Series A Redeemable Convertible Participating Preferred Stock, par value \$.01 per share ("Preferred Stock") of the Company convertible into Common Stock at the option of the holder. The Company's principal executive office is located at 66 Field Point Road, Greenwich, Connecticut 06830. Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Original 13D.

Item 1. SECURITY AND ISSUER.

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No change.

Item 2. IDENTITY AND BACKGROUND.

No change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety as follows:

Pursuant to a Stock Purchase Agreement, dated as of October 19, 2000 (the "Stock Purchase Agreement"), by and between the Company and the Fund, on December 12, 2000 the Company issued, and the Fund acquired from the Company, 20,000 shares of Preferred Stock.

The consideration paid by the Fund for the shares of Preferred Stock it purchased under the Stock Purchase Agreement on December 12, 2000 was \$20,000,000

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in cash, which was obtained by the Fund from capital contributions made by its partners pursuant to pre-existing capital commitments.

On December 11, 2001, in accordance with Section 2.1(b)(ii) of the Stock Purchase Agreement, the Fund purchased an additional 5,000 shares of Preferred Stock. The consideration paid by the Fund for such shares of Preferred Stock was \$5,000,000 in cash, which was obtained by the Fund from capital contributions made by its partners pursuant to pre-existing capital commitments.

Copies of the Stock Purchase Agreement and the Certificate of Designation of the Preferred Stock were filed as EXHIBIT 1 and EXHIBIT 2, respectively, to the Original 13D and are hereby incorporated by reference. The Fund also entered into a Registration Rights Agreement, dated as of December 12, 2000 (the "Registration Rights Agreement"), among the Company, the Fund and the other parties signatory thereto, pursuant to which the Company has agreed, under the terms and conditions set forth therein, to register under the Securities Act

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of 1933, as amended, the Common Stock issuable upon the conversion of the shares of Preferred Stock held by the Fund and all other shares of Common Stock held by the Fund. A copy of the Registration Rights Agreement was filed as EXHIBIT 3 to the Original 13D and is hereby incorporated by reference.

Item 4. PURPOSE OF TRANSACTION.

No change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) through (c).

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1. FUND. As of the date hereof, after giving effect to the acquisition of 5,000 shares of Preferred Stock by the Fund on December 11, 2001 and assuming the conversion of the shares of Preferred Stock held by the Fund into shares of Common Stock as of such date, the Fund may be deemed to beneficially own 1,630,436 shares of Common Stock, which, based on calculations made in accordance with Rule 13d-3(d) promulgated under the Exchange Act and there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported by the Company in the Preliminary Prospectus Supplement to the Prospectus dated November 29, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 24.7% of the outstanding shares of Common Stock.

As described in Item 6 of the Original 13D, the Fund and Mortimer B. Fuller, III ("Fuller") are parties to a Stockholders Agreement the result of which may be that the Fund may be deemed to beneficially own Fuller's shares in addition to its own. If this were the case, the Fund may be deemed to beneficially own 1,849,545 shares of Common Stock, which, based on calculations made in accordance with Rule 13d-3(d) promulgated under the Exchange Act and

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there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported by the Company in the Preliminary Prospectus Supplement to the Prospectus dated November 29, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 24.7% of the outstanding shares of Common Stock. The Fund disclaims beneficial ownership of Fuller's shares.

2. BBH&CO. By virtue of BBH&Co.'s relationship with the Fund, BBH&Co. may be deemed to beneficially own 1,630,436 shares of Common Stock,

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which, based on calculations made in accordance with Rule 13d-3(d) of the Exchange Act, and there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported in the Company's Preliminary Prospectus Supplement to the Prospectus dated December 6, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 22.1% of the outstanding shares of Common Stock. As described in Item 6 of the Original 13D, the Fund and Fuller are parties to a Stockholders Agreement the result of which may be that BBH&Co. may be deemed to beneficially own Fuller's shares in addition to its own. If this were the case, BBH&Co. may be deemed to have beneficial ownership of 1,849,545 shares of Common Stock, which, based on calculations made in accordance with Rule 13d-3(d) promulgated under the Exchange Act and there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported by the Company in the Preliminary Prospectus Supplement to the Prospectus dated November 29, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 24.7% of the outstanding shares of Common Stock. BBH&Co. disclaims beneficial ownership of Fuller's shares.

3. LONG AND TUCKER. By virtue of the resolution adopted by BBH&Co. designating Long and Tucker, or either of them, as the sole and exclusive partners of BBH&Co. having voting power (including the power to vote

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or to direct the voting) and investment power (including the power to dispose or to direct the disposition) with respect to the securities of the Company, Long may be deemed to beneficially own 1,632,539 shares of Common Stock (which includes 2,103 shares of Common Stock consisting of units under the Company's Deferred Stock Plan for Non-

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Employee Directors and options to purchase 1,000 shares of the Common Stock) and Tucker may be deemed to beneficially own 1,630,436 shares of Common Stock, respectively, which, based on calculations made in accordance with Rule 13d-3(d) promulgated under the Exchange Act and there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported by the Company in the Preliminary Prospectus Supplement to the Prospectus dated November 29, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 22.1% and 22.1%, respectively, of the outstanding shares of Common Stock.

As described in Item 6 of the Original 13D, the Fund and Fuller are parties to a Stockholders Agreement the result of which may be that Long and Tucker be deemed to beneficially own Fuller's shares in addition to its own. If this were the case, Long may be deemed to have beneficial ownership of 1,851,648 shares of Common Stock (which includes 2,103 shares of Common Stock consisting of units under the Company's Deferred Stock Plan for Non-Employee Directors and options to purchase 1,000 shares of the Common Stock) and Tucker may be deemed to have beneficial ownership of 1,849,545 shares of Common Stock, respectively, which, based on calculations made in accordance with Rule 13d-3(d) promulgated under the Exchange Act and there being 5,757,981 shares of Common Stock outstanding as of December 3, 2001 (as reported by the Company in the Preliminary Prospectus Supplement to the Prospectus dated November 29, 2001 as filed with the Securities and Exchange Commission on December 6, 2001), represents approximately 24.7% and 24.7%, respectively, of the outstanding shares of Common Stock. Long and Tucker disclaim beneficial ownership of

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Fuller's shares.

Except as set forth above, no Reporting Person nor, to the best knowledge of each Reporting Person, any person identified on Schedule I to the original 13D,

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beneficially owns any shares of Common Stock or has effected any transaction in shares of Common Stock during the proceeding 60 days.

(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of any securities owned by any member of the group.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE COMMON STOCK OF THE ISSUER.

No change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

No change.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2001

THE 1818 FUND III, L.P.

By: Brown Brothers Harriman & Co.,
General Partner

By: /s/ Lawrence C. Tucker

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Name: Lawrence C. Tucker
Title: Partner

BROWN BROTHERS HARRIMAN & CO.

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker
Title: Partner

/s/ T. Michael Long

T. Michael Long

/s/ Lawrence C. Tucker

Lawrence C. Tucker