

July 23, 2012

The Carlyle Group to Invest in Genesee & Wyoming, Enabling Genesee's Acquisition of RailAmerica, Inc. for \$2 Billion

Strategic Acquisition Will Help Sustain Long Term EPS Growth

Financial Partnership with Carlyle Will Foster Genesee's Profitability and Global Growth

WASHINGTON--(BUSINESS WIRE)-- Global alternative asset manager The Carlyle Group (NASDAQ: CG) announced today that it has agreed to invest up to \$800 million in Genesee & Wyoming Inc. (GWI) (NYSE: GWR), which will enable Genesee & Wyoming to acquire RailAmerica, Inc. (NYSE: RA) for an all cash purchase price of \$2 billion (\$27.50 per share). Equity for the investment will come from Carlyle Partners V, a \$13.7 billion U.S. buyout fund. Financing will be provided by Bank of America Merrill Lynch. The transaction is subject to customary closing conditions and regulatory approval and is expected to close in the fourth quarter of 2012.

Greg Ledford, Carlyle Managing Director and Head of the Transportation and Industrial team, said, "We believe this partnership offers strategic benefits and will create significant operational synergies. Carlyle's industry expertise and global network will help surface acquisition and growth opportunities that will strengthen GWI's long-term profitability. We look forward to partnering with Jack and his team as we capitalize on these high quality assets and the favorable dynamics of the domestic and global rail industry."

Jack Hellmann, President and CEO of GWI, said, "This strategic acquisition will create significant shareholder value. Based on our new partnership with Carlyle and the number of additional rail opportunities that we see worldwide, we remain confident in our ability to execute our acquisition and investment strategy to sustain our long term EPS growth. Expanding our footprint provides us with strong leverage to the eventual recovery of the U.S. economy and creates a powerful platform for future domestic and global industrial development. The combination strengthens our ability to offer local, flexible, responsive operations with outstanding customer service."

Overview of Combined Operations

GWI's acquisition of RailAmerica will combine the two largest short line and regional rail operators in North America. The transaction is transformational for GWI's North American operations, as GWI will now operate 108 railroads over more than 12,000 track miles. The transaction increases GWI's total revenues by nearly two-thirds to approximately \$1.4 billion (2011) and doubles North American revenue to approximately \$1.1 billion (2011). Following the transaction, GWI will have 111 railroads (108 in North America), 15,120 miles of track (12,300 in North America), 1.9 million carloads (1.7 million in North America), 1,000 locomotives (900 in North America) and 4,300 employees (3,900 in North America).

The transaction significantly increases GWI's customer and commodity diversification. In 2011, no single customer would have represented more than 3% of pro forma revenues, and no single commodity group would have represented more than 13% of pro forma freight revenues. On a geographic basis, GWI's footprint of railroads will grow from 24 U.S. States to 37 U.S. States, while the United States overall will represent approximately 70% of GWI's pro forma revenue, with Australia at 20%, Canada at 10% and Europe at less than 1%. Following the transaction, GWI expects to originate or terminate more than 4% of carload traffic in the United States, with volumes well balanced across all of the Class I carriers.

GWI plans to integrate RailAmerica's 45 railroads into GWI's eight existing North American Regions and to create two new regions, headquartered in Michigan and Texas, respectively. Centralized administrative functions, including accounting, information technology, human resources, operations support, customer service and others will continue to be provided from offices in both Jacksonville, FL and Rochester, NY, with GWI's corporate headquarters remaining in Connecticut.

GWI is an experienced acquirer of short line railroads, having integrated 65 railroads through 36 acquisitions since 1985. The operational integration of RailAmerica will be led by GWI's current Chief Operating Officer, Jim Benz, who will manage the integration until its completion, postponing his previously announced retirement. Upon Mr. Benz assuming his integration responsibilities, David A. Brown will succeed Mr. Benz as Chief Operating Officer of GWI.

Expected Timing

RailAmerica's majority stockholder, RR Acquisition Holding LLC, controlled by Fortress Investment Group, executed a written consent adopting the merger agreement. No further approval of the stockholders of RailAmerica is required to adopt the merger agreement. However, until the 30th day following the execution of the merger agreement, RailAmerica may terminate

the merger agreement to accept a superior proposal, subject to payment to GWI of a termination fee of \$49 million.

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About The Carlyle Group

The Carlyle Group is a global alternative asset manager with \$159 billion of assets under management in 94 active funds and 63 fund of funds vehicles as of March 31, 2012. Carlyle invests across four segments — Corporate Private Equity, Real Assets, Global Market Strategies and Fund of Funds Solutions — in Africa, Asia, Australia, Europe, the Middle East, North America and South America. Carlyle has developed expertise in various industries, including: aerospace, defense & government services, consumer & retail, energy, financial services, healthcare, industrial, technology & business services, telecommunications & media and transportation. The Carlyle Group employs more than 1,300 people in 32 offices across six continents.

www.carlyle.com.

About Genesee & Wyoming Inc.

GWI owns and operates short line and regional freight railroads and provides railcar switching services in the United States, Australia, Canada, the Netherlands and Belgium. In addition, we operate the Tarcoola to Darwin rail line, which links the Port of Darwin with the Australian interstate rail network in South Australia. Operations currently include 66 railroads organized in 10 regions, with more than 7,600 miles of owned and leased track and approximately 1,400 additional miles under track access arrangements. We provide rail service at 17 ports in North America and Europe and perform contract coal loading and railcar switching for industrial customers.

About RailAmerica

RailAmerica, Inc. owns and operates short-line and regional freight railroads in North America, operating a portfolio of 45 individual railroads with approximately 7,500 miles of track in 28 U.S. states and three Canadian provinces.

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Source: The Carlyle Group L.P.

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