



Reconciliation of non-GAAP Financial Measures
4th Quarter 2009 Earnings Conference Call

Non-GAAP Financial Measures Reconciliation

This earnings release contains adjusted total revenues, adjusted U.S. and Canada operating expenses, adjusted operating ratios and free cash flow, 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.

Adjusted Total Revenues Description and Discussion

Management views its Total Revenues 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, Total Revenues for the three months ended December 31, 2009, are presented excluding the year over year change in fuel sales and the impact of foreign exchange. The Adjusted Total Revenues presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, Total Revenues calculated using amounts in accordance with GAAP.

Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Total Revenues calculated using amounts determined in accordance with GAAP to Adjusted Total Revenues (\$ in millions):

	<u>Q4 2009</u>	<u>Q4 2008</u>	<u>Change</u>	<u>%</u>
As reported	\$ 139.9	\$ 149.2	\$ (9.3)	(6.2%)
Fuel sales	1.3			
Foreign exchange *	<u>(7.5)</u>			
Adjusted	<u>\$ 133.7</u>		\$ (15.5)	(10.4%)

* Calculated by comparing reported revenues in 2009 with estimated revenues in 2008 assuming average rates in effect in 2009.

Adjusted U.S. and Canada Operating Expenses Description and Discussion

Management views its U.S. and Canada Operating Expenses as an important measure of GWI's operating performance. Because management believes that this is useful for investors in assessing GWI's financial results compared with the same period in the prior year, the U.S. and Canada Operating Expenses for the three months ended December 31, 2009 and 2008, are presented excluding 1) the cost of diesel fuel, 2) net gain on the sale of assets, 3) acquisition-related expense, 4) non-freight transportation expense associated with industrial and port switching, contract coal loading, Class I switching and commuter rail services and 4) the impact of foreign currency exchange. The Adjusted U.S. and Canada Operating Expenses presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the U.S. and Canada Operating Expenses calculated using amounts in accordance with GAAP.

Non-GAAP Financial Measure Reconciliation

The following table sets forth a reconciliation of GWI's Operating Expenses calculated using amounts determined in accordance with GAAP to the Adjusted U.S. and Canada Operating Expenses for the three months ended December 31, 2009 and 2008 (\$ in millions):

	Q4 2009	Q4 2008	Change	%
As reported	\$ 112.4	\$ 118.8	\$ (6.3)	(5.3%)
Australia and Netherlands operating expenses	(25.6)	(18.2)		
U.S. and Canada operating expenses	\$ 86.8	\$ 100.6	\$ (13.8)	(13.7%)
Diesel fuel	(9.3)	(11.7)		
Net gain on sale of assets	0.8	3.9		
Acquisition-related expense	-	(2.0)		
Certain non-freight transportation expenses	(7.0)	(6.9)		
Foreign currency exchange	(1.3)	-		
Adjusted U.S. and Canada operating expenses	<u>\$ 70.0</u>	<u>\$ 83.9</u>	\$ (13.9)	(16.6%)

Adjusted Operating Ratios Description and Discussion

Management views its Operating Ratio, calculated as total Operating Expenses divided by total Revenues, as an important measure of GWI's operating performance. Because management believes that this is useful for investors in assessing GWI's financial results compared with the same period in the prior year, the Operating Ratio for the three months ended December 31, 2009, is presented excluding net gain on sale of assets and for the three months ended December 31, 2008, is presented excluding net gain on sale of assets and acquisition-related expense. The Adjusted Operating Ratios presented excluding these effects are not intended to represent, and should not be considered more meaningful than, or as an alternative to, the Operating Ratios calculated using amounts in accordance with GAAP.

Non-GAAP Financial Measure Reconciliation

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

	Total Revenues	Total Operating Expenses	Operating Income	Operating Ratio
2009				
As reported	\$ 139.9	\$ 112.4	\$ 27.5	80.4%
Net gain on sale of assets	-	0.8	(0.8)	
Adjusted	<u>\$ 139.9</u>	<u>\$ 113.2</u>	<u>\$ 26.7</u>	80.9%
2008				
As reported	\$ 149.2	\$ 118.8	\$ 30.4	79.6%
Net gain on sale of assets	-	3.9	(3.9)	
Acquisition-related expense	-	(2.0)	2.0	
Adjusted	<u>\$ 149.2</u>	<u>\$ 120.6</u>	<u>\$ 28.5</u>	80.9%

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, proceeds from divestitures and contingent consideration held in escrow. 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):

	Year Ended December 31,	
	2009	2008
Net cash provided by operating activities from continuing operations	\$ 126.9	\$ 128.7
Net cash used in investing activities from continuing operations	(58.3)	(413.8)
Net cash paid/(received) for acquisitions/divestitures	6.4	345.5
Contingent consideration held in escrow	-	7.5
Free cash flow	<u>\$ 75.0</u>	<u>\$ 67.9</u>