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SERVICE DATE – DECEMBER 15, 2006

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34972]

Fortress Investment Group LLC, Et Al.—Control Exemption—RailAmerica, Inc., Et Al.

Fortress Investment Group LLC, on behalf of certain private equity funds managed by it and its affiliates (Fortress), and RR Acquisition Holding LLC (RR Acquisition) (collectively, applicants),¹ both noncarriers, have filed a verified notice of exemption to acquire control of RailAmerica, Inc. (RailAmerica), Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., and RailAmerica's 30 freight rail carrier subsidiaries located in the United States (RailAmerica Railroads).

RailAmerica controls one Class II carrier, the Central Oregon & Pacific Railroad, Inc., and the following Class III carriers in the United States: Alabama & Gulf Coast Railway LLC, Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, Huron & Eastern Railway Company, Inc., Indiana & Ohio Railway Company, Indiana Southern Railroad, Inc.,

¹ Fortress is a global investment and asset management firm with \$26 billion of capital under management. RR Acquisition is owned by private equity funds that are managed by Fortress.

Kiamichi Railroad LLC, Kyle Railroad Company, Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., North Carolina & Virginia Railroad Company, Inc., Otter Tail Valley Railroad Company, Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, South Carolina Central Railroad Company, Inc., Toledo, Peoria & Western Railway Corporation, and Ventura County Railroad Company.²

According to applicants, the proposed transaction will be carried out through a merger of RailAmerica with a wholly owned subsidiary of RR Acquisition (known as RR Acquisition Sub Inc.), with RailAmerica the surviving corporation. RailAmerica's shareholders will receive \$16.35 in cash for each share of RailAmerica's common stock. The total value of the transaction, including the refinancing of RailAmerica's existing debt, is approximately \$1.1 billion. Upon completion of the transaction, RailAmerica will become a wholly owned subsidiary of RR Acquisition, and RR Acquisition and (indirectly) Fortress will thereby acquire control of the RailAmerica Railroads. RailAmerica will become a privately held company, and its common stock will no longer be publicly traded.

The transaction is scheduled to be consummated during the 1st Quarter of 2007. Under the Board's recently revised rules at 49 CFR 1180.4(g)(1), consummation of the

² The RailAmerica Railroads operate in the states of Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Illinois, Indiana, Kansas, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Oregon, South Carolina, Texas, Vermont, Virginia and Washington.

transaction may not occur prior to December 31, 2006, which is 30 days from the date of filing of this notice of exemption.³

Applicants state that: (1) the RailAmerica Railroads do not connect with each other or any railroads in their corporate family; (2) the proposed transaction is not part of a series of anticipated transactions that would connect the RailAmerica Railroads with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I rail carrier. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. 11323. See 49 CFR 1180.2(d)(2).

Applicants also state that, because RR Acquisition and Fortress are not currently engaged in providing any freight rail transportation services, the proposed transaction will not result in any lessening of competition or abuse of market power. The purpose of the transaction is to promote the investment objectives of Fortress and to improve RailAmerica's efficiency, financial strength, and ability to meet the needs of shippers.

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Because the transaction involves the control of one Class II rail carrier and one or more Class III rail carriers, the exemption is subject to the labor protection requirements of 49 U.S.C. 11326(b).

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the

³ See Public Participation in Class Exemption Proceedings, STB Ex Parte No. 659 (STB served Oct. 19, 2006) (Public Participation), revising the notice of exemption procedures for certain class exemptions, effective for notices filed on or after November 23, 2006.

effectiveness of the exemption. Stay petitions must be filed by December 22, 2006 (at least 7 days before the exemption becomes effective). See 49 CFR 1180.4(g)(1)(iii), as recently revised in Public Participation, supra.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34972, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, one copy of each pleading must be served on Terence M. Hynes, Sidley Austin LLP, 1501 K Street, N.W., Washington, DC 20005, and Louis E. Gitomer, Esq., Law Offices of Louis E. Gitomer, 600 Baltimore Avenue, Suite 301, Towson, MD 21204.

Board decisions and notices are available on our website at WWW.STB.DOT.GOV.

Decided: December 8, 2006.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary