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March 20, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RE: Finance Docket No. 35592, *RailAmerica, Inc., Palm Beach Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Control Exemption—Marquette Rail, LLC*

EXPEDITED HANDLING REQUESTED

Dear Ms. Brown:

By a Petition for Exemption filed on February 3, 2012 (the "Petition"), RailAmerica, Inc., Palm Beach Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC ("RailAmerica, et al.") sought an exemption to acquire control of Marquette Rail, LLC ("Marquette"). The Surface Transportation Board served a decision on February 28, 2012 establishing a procedural schedule and requesting comments on the proposed transaction by March 19, 2012. No comments have been filed.

In the Petition, RailAmerica, et al., demonstrated that the acquisition of control of Marquette will not result in any competitive harm. The proposed transaction fosters the transportation policy, will not result in the abuse of market power, and is of limited scope. There is no evidence or argument in the record to the contrary.

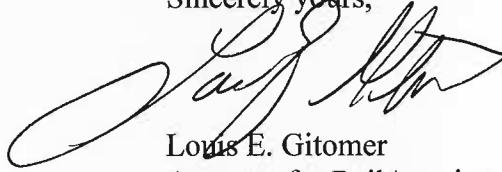
In the Petition, RailAmerica, et al., also requested expedited handling of the Petition. Expedited handling is warranted to enable RailAmerica et al. to make capital improvements to the Marquette and to the locomotive fleet in order to improve cycle time for shippers. Winter has ended in Michigan and the short construction season will begin shortly. RailAmerica, et al. would like to take advantage of the start of the construction season. In addition, expeditious approval of the Petition will allow RailAmerica et al. to talk to shippers and potential shippers about improved service and to begin implementing improved service sooner rather than later.

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Office of Proceedings
March 20, 2012
Part of
Public Record

Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer". The signature is fluid and cursive, with a large initial "L" and "G".

Louis E. Gitomer
Attorney for RailAmerica, Inc., Palm Beach
Holding, Inc., RailAmerica Transportation Corp.,
RailTex, Inc., Fortress Investment Group, LLC, and
RR Acquisition Holding, LLC—Control Exemption—
Marquette Rail, LLC