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December 27, 2006



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The Honorable Vernon Williams, Secretary
 Surface Transportation Board
 1925 K Street, N.W.
 Washington, DC 20423

Re: Finance Docket No. 34972, Verified Notice of Exemption
 Fortress Investment Group LLC, et al. - Control Exemption -
 RailAmerica, Inc., et al.

Dear Secretary Williams:

We have been served, as counsel for Fortress Investment Group LLC ("Fortress") and RR Acquisition Holding LLC ("RR Acquisition") in the above-captioned proceeding, with a letter dated December 16, 2006, from Mr. Walter Jackson to Chairman Nottingham. In his letter, Mr. Jackson attributes to Fortress, RR Acquisition and RailAmerica, Inc. ("RailAmerica") the statement that "all 30 [RailAmerica] railroads do not connect with each other." Mr. Jackson does not provide a citation to the page in the Verified Notice of Exemption where this statement supposedly was made, nor could he, since the Notice contains no such statement.

Indeed, by letter filed on December 15, 2006, Fortress, RR Acquisition and RailAmerica requested that the language on page 3 of the Board's *December 15 Notice* in this proceeding be corrected to remove any suggestion that none of the RailAmerica Railroads currently connect with each other. Rather, neither Fortress nor RR Acquisition is currently a rail carrier, nor do they own or control, or are affiliated with, any rail carrier. Therefore, the transaction described in the Verified Notice of Exemption will not (indeed, it cannot) result in a connection of the lines of any RailAmerica railroad subsidiary with any rail line owned or controlled by Fortress or RR Acquisition. On December 22, 2006, the Board issued a corrected order incorporating the corrections suggested by Fortress, RR Acquisition and RailAmerica.

Sincerely,

Terence M. Hynes/gsm

Terence M. Hynes
 Donald H. Smith

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