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RECORDATION NO. **22754-E**

DEC 27 '00

11:32 AM

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

December 27, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release from Surface Transportation Board Filed Encumbrance a secondary document, dated as of December 27, 2000. The primary document to which this is connected is recorded under Recordation No. 22754. We request that one copy of this document be recorded under Recordation No. 22754-E.

The name and address of the party to the Partial Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

The Bank of Nova Scotia  
600 Peachtree Street, Suite 2700  
Atlanta, GA, 30308

A description of the equipment covered by the Partial Release from Surface Transportation Board Filed Encumbrance consists of 36 locomotives identified on Schedule 1.

BALL JANIK LLP

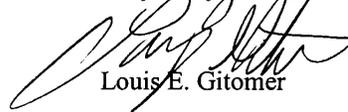
Honorable Vernon A. Williams  
December 27, 2000  
Page 2

A fee of \$26.00 is enclosed. Please return one original of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering 36 locomotives identified on Schedule 1.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**SCHEDULE 1**

<b>Locomotive Marking</b>	<b>Locomotive Number</b>	<b>Model Type</b>	<b>FMV by Group</b>
CSO	2009	B23-7	125,000
CSO	2010	B23-7	125,000
CSO	2011	B23-7	125,000
CSO	2012	B23-7	125,000
CSO	2013	B23-7	125,000
CSO	3983	B23-7	125,000
CSO	3977	B23-7-CU	150,000
CSO	3988	B23-7-CU	150,000
CSO	5215	SLUG	30,000
DGNO	3859	GP-38	225,000
DGNO	3860	GP-38	225,000
DGNO	3862	GP-38	225,000
DGNO	3863	GP-38	225,000
DGNO	2000	SD-20	167,000
DGNO	2001	SD-20	167,000
GSWR	1900	SD-9	150,000
GSWR	1901	SD-9	150,000
I&O	71	GP-18	90,000
MNA	1011	SD-20	167,000
MNA	1021	SD-20	167,000
MNA	1023	SD-20	167,000
TPW	189	GP-18	90,000
TPW	2002	GP-20	82,150
TPW	2010	GP-20	82,150
TPW	2013	GP-20	82,150
TPW	2020	GP-20	82,150
TPW	2021	GP-20	82,150
TPW	2050	GP-20	82,150
TPW	2052	GP-20	82,150
TPW	2054	GP-20	82,150
TPW	2056	GP-20	82,150
TPW	2058	GP-20	82,150
TPW	2060	GP-20	82,150
TPW	2011	GP-20	82,150
TPW	2014	GP-20	82,150
TPW	2015	GP-20	82,150

Partial Release from Surface Transportation Board Filed Encumbrance

SURFACE TRANSPORTATION BOARD

DEC 27 00 11-32 AM

RECORDATION NO. 22754-E FILED

Reference herein is made to the U.S. Pledge and Security Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Pledge and Security Agreement"), dated as of February 4, 2000, made by RailAmerica, Inc., a Delaware corporation, Palm Beach Rail Holdings, Inc., a Delaware corporation, and RailAmerica Transportation Corp., a Delaware corporation (the "Company") and each Subsidiary (as defined in the Pledge and Security Agreement) of the Company a signatory thereto, in favor of The Bank of Nova Scotia, as Administrative Agent for each of the Secured Parties.

The Administrative Agent, as of December 27 2000, hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of the property listed on Schedule 1 as attached hereto that was recorded with the Surface Transportation Board under Recordation Number 22754.

THE BANK OF NOVA SCOTIA,  
As Administrative Agent

By: W.J. Brown  
Title: VICE PRESIDENT

State of Georgia            )  
  }  
County of Fulton         )

On this 21<sup>st</sup> day of December, 2000, before me, James R. Willis, the undersigned Notary Public, personally appeared William Brown personally known to me to be the person who executed the within instrument as Managing Director + V.P. on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

James R. Willis  
Notary Public for Guinnatt Co.

My Commission expires 8/22/03

SCHEDULE 1

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TPW	2054	GP-20	82,150
TPW	2056	GP-20	82,150
TPW	2058	GP-20	82,150
TPW	2060	GP-20	82,150
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TPW	2014	GP-20	82,150
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