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June 27, 2001

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

RECORDATION NO. 22754-J FILED
JUN 26 '01 11:02 AM
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of June 25, 2001. 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-J.

The name and address of the party to the 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 Release from Surface Transportation Board Filed Encumbrance consists of three GP-10 locomotives numbered CPDR 8383 and SCRF 75 and 77; one GP-16 locomotive numbered SCRF 2027; eight GP-38 locomotives numbered CORP 3820, GSWR 3837 and 3858, NECR 3859, NEKM 3860, SDIY 3861, and TNER 3862 and 3863; one GP-7 locomotive numbered TNER 2219; one GP-9 locomotive numbered CSCD 1758; two SD-9 locomotives numbered GSWR 1900 and 1901; and five SLUG locomotives numbered CORP 4165 and 4166, ISRR 4162, and MNA 4163 and 4164.

BALL JANIK LLP

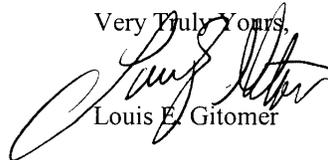
Honorable Vernon A. Williams
June 27, 2001
Page 2

A fee of \$28.00 is enclosed. Please return the original 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 Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering three GP-10 locomotives numbered CPDR 8383 and SCRF 75 and 77; one GP-16 locomotive numbered SCRF 2027; eight GP-38 locomotives numbered CORP 3820, GSWR 3837 and 3858, NECR 3859, NEKM 3860, SDIY 3861, and TNER 3862 and 3863; one GP-7 locomotive numbered TNER 2219; one GP-9 locomotive numbered CSCD 1758; two SD-9 locomotives numbered GSWR 1900 and 1901; and five SLUG locomotives numbered CORP 4165 and 4166, ISRR 4162, and MNA 4163 and 4164.

Very Truly Yours,



Louis E. Gitomer

Enclosures

BANK OF NOVA SCOTIA
600 PEACHTREE STREET, SUITE 2700
ATLANTA, GA 30308
PHONE: (404) 877-1505

RECORDATION NO. 22754-J FILED
JUN 25 2001 11-82 AM
SUGGESTED RECORDATION FEE

Release from Surface Transportation Board Filed Encumbrance

Release 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 hereby release the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of the property listed on Exhibit A as attached hereto that was recorded with the Surface Transportation Board under Recordation Number 22754.

Dated as of June 25, 2001.

THE BANK OF NOVA SCOTIA,
As Administrative Agent
By: [Signature]
Title: W.J. BROWN
VICE PRESIDENT

State of Georgia)
County of Fulton) ss.

On this 25 day of June, 2001, before me James R. Williams the undersigned Notary Public, personally appeared William Brown personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Signature]
Notary Public for Georgia

My Commission expires 8/22/03

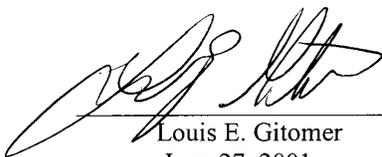
EXHIBIT A

LOCOMOTIVES

CPDR	8383	GP-10
SCRF	75	GP-10
SCRF	77	GP-10
SCRF	2027	GP-16
CORP	3820	GP-38
GSWR	3837	GP-38
GSWR	3858	GP-38
NECR	3859	GP-38
NEKM	3860	GP-38
SDIY	3861	GP-38
TNER	3862	GP-38
TNER	3863	GP-38
TNER	2219	GP-7
CSCD	1758	GP-9
GSWR	1900	SD-9
GSWR	1901	SD-9
CORP	4165	SLUG
CORP	4166	SLUG
ISRR	4162	SLUG
MNA	4163	SLUG
MNA	4164	SLUG

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of June 25, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
June 27, 2001