

**BALL JANIK LLP**

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RECORDATION NO. 22754-N FILED

SEP 24 '01 4-27 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

September 24, 2001

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

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 September 19, 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-N.

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 one GP-30 locomotive numbered IORY 85.

**BALL JANIK** LLP

Honorable Vernon A. Williams  
September 24, 2001  
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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 one GP-30 locomotive numbered IORY 85.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Release from Surface Transportation Board Filed Encumbrance

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, this "Pledge and Security Agreement"), dated as of February 4, 2000, is made by RailAmerica, Inc., a Delaware corporation ("Holdings") Palm Beach Rail Holding, Inc., a Delaware corporation ("Intermediate Holdings"), and RailAmerica Transportation Corp., a Delaware corporation (the "Company") and each Subsidiary (as defined below) of the Company is a signatory hereto, and each other Person which may from time to time hereafter become a party hereto pursuant to Section 7.5 (each, individually, an "Additional Grantor", and collectively, the "Additional Grantors", and together with Holdings, Intermediate Holdings, the Company and each such Subsidiary, each, individually, a "Grantor", and collectively, the "Grantors"), in favor of The Bank of Nova Scotia, as administrative agent (together with its successor(s) thereto, in such capacity the "Administrative Agent") for each of the Secured Parties.

The Administrative Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of one locomotive, IORY #85, a GP-30 that was filed with the Surface Transportation Board under Recordation Number 22754.

Dated as of September 19<sup>th</sup>, 2001

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THE BANK OF NOVA SCOTIA,  
As Administrative Agent

SURFACE TRANSPORTATION BOARD

By: W. Brown  
Name: W.J. BROWN  
          VICE PRESIDENT  
Title: \_\_\_\_\_

State of Georgia}  
County of Fulton}

On this 19<sup>th</sup> day of September, 2001, before me, personally appeared William Brown Personally known to me to be the Vice President of the Bank of Nova Scotia and that such officer, being duly authorized to do so pursuant to its bylaws or a resolution of its Board of Directors, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the Bank of Nova Scotia in such officer's authorized capacity as a free and voluntary act and deed and the free and voluntary act and deed of the Bank of Nova Scotia.

By: James R. Wilber  
Notary Public

Seal  
My Commission Expires 8/22/03