

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 22754-0 FILED

SEP 28 '01

2-22 PM

TS

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

September 28, 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 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-O.

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 41 locomotives listed on Exhibit A.

BALL JANIK LLP

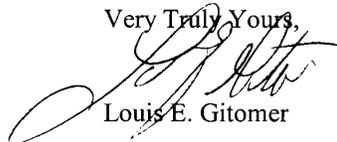
Honorable Vernon A. Williams
September 28, 2001
Page 2

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 41 locomotives listed on Exhibit A.

Very Truly Yours,



Louis E. Gitomer

Enclosures

EXHIBIT A to RELEASE

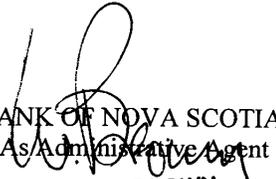
I & O	81	GP - 30
I & O	82	GP - 30
I & O	83	GP - 30
IOYR	86	GP - 30 M
TNMR	173	GP - 9
TNER	272	GP - 9
MKNR	1750	GP - 9
MKNR	1806	GP - 18
TPW	2001	GP - 20
CBNS	2003	MF - 30-C
CSOR	2008	B - 23 - 7
TPW	2011	GP - 20
DGNO	2014	GP - 7
TPW	2016	GP - 20
CBNS	2016	MF - 30-C
TPW	2017	GP - 20
TPW	2018	GP - 20
CBNS	2032	MF - 30-C
CBNS	2034	MF - 30-C
CBNS	2039	MF - 30-C
TPW	2060	GP - 20
GAAB	2077	GP - 7
SDIY	2168	GP - 7
GSWR	2185	GP - 7
CERA	2251	GP - 30
CERA	2253	GP - 30
CERA	2254	GP - 30
CERA	2255	GP - 30
SOR	3502	M - 420
SOR	3508	M - 420
SOR	3509	M - 420
CBNS	3627	MR - 18
CBNS	3675	MR - 18
CBNS	3716	MR - 18
CBNS	3842	MR - 18
LWR	4204	GP - 9
MKNR	4302	GP - 7
MKNR	4303	GP - 7
SCRF	6187	GP - 9
NCVA	6515	GP - 9
MKNR	9309	GP - 40

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 41 (forty-one) locomotives listed on Exhibit A as attached hereto that was recorded with the Surface Transportation Board under Recordation Number 22754.

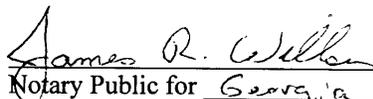
Dated as of September 25th, 2001.


THE BANK OF NOVA SCOTIA,
As Administrative Agent

By: W.J. BROWN
Title: VICE PRESIDENT

State of Georgia)
) ss.
County of Fulton)

On this 25th day of September, 2001, before me James R. Wilson 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.


Notary Public for Georgia

My Commission expires 8/22/03

RECORDATION NO. 22754-0 FILED

SEP 28 '01 2-22 PM

SURFACE TRANSPORTATION BOARD

EXHIBIT A to RELEASE

I & O	81	GP - 30
I & O	82	GP - 30
I & O	83	GP - 30
IOFY	86	GP - 30 M
TNMR	173	GP - 9
TNER	272	GP - 9
MKNR	1750	GP - 9
MKNR	1806	GP - 18
TPW	2001	GP - 20
CBNS	2003	MF - 30-C
CSOR	2008	B - 23 - 7
TPW	2011	GP - 20
DGNO	2014	GP - 7
TPW	2016	GP - 20
CBNS	2016	MF - 30-C
TPW	2017	GP - 20
TPW	2018	GP - 20
CBNS	2032	MF - 30-C
CBNS	2034	MF - 30-C
CBNS	2039	MF - 30-C
TPW	2060	GP - 20
GAAB	2077	GP - 7
SDIY	2168	GP - 7
GSWR	2185	GP - 7
CERA	2251	GP - 30
CERA	2253	GP - 30
CERA	2254	GP - 30
CERA	2255	GP - 30
SOR	3502	M - 420
SOR	3508	M - 420
SOR	3509	M - 420
CBNS	3627	MR - 18
CBNS	3675	MR - 18
CBNS	3716	MR - 18
CBNS	3842	MR - 18
LWR	4204	GP - 9
MKNR	4302	GP - 7
MKNR	4303	GP - 7
SCRf	6187	GP - 9
NCVA	6515	GP - 9
MKNR	9309	GP - 40

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of September 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.

A handwritten signature in black ink, appearing to read "L. E. Gitomer", written over a horizontal line.

Louis E. Gitomer
September 28, 2001