

**BALL JANIK LLP**  
ATTORNEYS

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. 23529 FILED  
JUN 28 '01 12-02 PM  
SURFACE TRANSPORTATION BOARD  
lgitomer@bjllp.com

June 28, 2001

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 Memorandum of Lease Agreement, a primary document, dated as of June 27, 2001. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation  
160 International Parkway, Suite 120  
Heathrow, FL 32746

Lessee:

RailAmerica Transportation Corporation  
5300 Broken Sound Boulevard, N.W.  
Boca Raton, FL 33487

Guarantor:

RailAmerica, Inc.  
5300 Broken Sound Boulevard, N.W.  
Boca Raton, FL 33487

A description of the equipment covered by the Memorandum of Lease Agreement 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

BALL JANIK LLP

Honorable Vernon A. Williams  
June 28, 2001  
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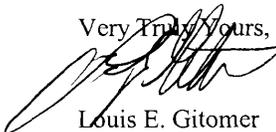
3837 and 3858, NECR 3859, NEKM 3860, SDIY 3861, and TNER 3862 and 3863; one GP-7 locomotive numbered TNER 2219; one GP-9 locomotive numbered CSCD 1758; two SD-9 locomotives numbered GSWR 1900 and 1901; and five SLUG locomotives numbered CORP 4165 and 4166, ISRR 4162, and MNA 4163 and 4164.

A fee of \$ 28.00 is enclosed. Please return one 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 Memorandum of Lease Agreement among General Electric Capital Corporation, 160 International Parkway, Suite 120, Heathrow, FL 32746, RailAmerica Transportation Corporation, 5300 Broken Sound Boulevard, N.W., Boca Raton, FL 33487, and RailAmerica, Inc., 5300 Broken Sound Boulevard, N.W., Boca Raton, FL 33487, 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

RECORDATION NO. 23529 FILED

JUN 28 '01 12-02 PM

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement

Between

General Electric Capital Corporation (Lessor)

and

RailAmerica Transportation Corporation (Lessee) and RailAmerica, Inc. (Guarantor)

Dated as of June \_\_, 2001

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of June \_\_, 2001, is by and between General Electric Capital Corporation ("Lessor"), and RailAmerica Transportation Corporation ("Lessee") and RailAmerica, Inc. ("Guarantor").

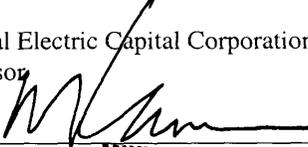
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Locomotives described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit. Guarantor has agreed to guarantee the lease payment to Lessor.

2. The Lease of the Locomotives shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

General Electric Capital Corporation  
as Lessor

By:   
Name: MIKE CARUSO  
Title: SENIOR RISK ANALYST

RailAmerica Transportation Corporation  
as Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RailAmerica, Inc.  
as Guarantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of June \_\_, 2001, is by and between General Electric Capital Corporation ("Lessor"), and RailAmerica Transportation Corporation ("Lessee") and RailAmerica, Inc. ("Guarantor").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Locomotives described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit. Guarantor has agreed to guarantee the lease payment to Lessor.

2. The Lease of the Locomotives shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

General Electric Capital Corporation  
as Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RailAmerica Transportation Corporation  
as Lessee

By: Michael J. Howe  
Name: Michael J. Howe  
Title: VP/Treasurer

RailAmerica, Inc.  
as Guarantor

By: Michael J. Howe  
Name: Michael J. Howe  
Title: VP/Treasurer

State of Georgia )  
 ) ss.  
County of Fulton )

On this 26 day of June, 2001, before me personally appeared Mike Caruso  
to me personally known, who, being by me duly sworn, says that (s)he is Senior Risk Analyst  
of General Electric Capital Corporation, and that (s)he is duly authorized to sign the foregoing  
instrument on behalf of General Electric Capital Corporation, and (s)he acknowledged that the  
execution of the foregoing instrument was the free act and deed of General Electric Capital  
Corporation.

Debbie M. Harmon  
Notary Public  
My commission expires:  
July 1, 2003



State of )  
 ) ss.  
County of )

On this \_\_\_ day of June, 2001, before me personally appeared \_\_\_\_\_,  
to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_  
of RailAmerica, Transportation Corporation and that (s)he is duly authorized to sign the  
foregoing instrument on behalf of RailAmerica Transportation Corporation, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of  
RailAmerica Transportation Corporation.

\_\_\_\_\_  
Notary Public  
My commission expires:

State of )  
 ) ss.  
County of )

On this \_\_\_ day of June, 2001, before me personally appeared \_\_\_\_\_,  
to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_  
of RailAmerica, Inc. and that (s)he is duly authorized to sign the foregoing instrument on behalf  
of RailAmerica, Inc., and (s)he acknowledged that the execution of the foregoing instrument was  
the free act and deed of RailAmerica, Inc.

\_\_\_\_\_  
Notary Public  
My commission expires:

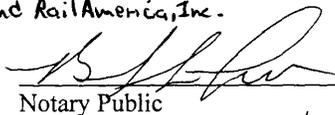
State of )  
 ) ss.  
County of )

On this \_\_ day of June, 2001, before me personally appeared \_\_\_\_\_,  
to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_  
of General Electric Capital Corporation, and that (s)he is duly authorized to sign the foregoing  
instrument on behalf of General Electric Capital Corporation, and (s)he acknowledged that the  
execution of the foregoing instrument was the free act and deed of General Electric Capital  
Corporation.

\_\_\_\_\_  
Notary Public  
My commission expires:

State of Florida )  
 ) ss.  
County of Palm Beach)

On this 26<sup>th</sup> day of June, 2001, before me personally appeared Michael Howe,  
to me personally known, who, being by me duly sworn, says that (s)he is VP/Treasurer  
of RailAmerica, Transportation Corporation <sup>and RailAmerica, Inc.</sup> and that (s)he is duly authorized to sign the  
foregoing instrument on behalf of RailAmerica Transportation Corporation <sup>and RailAmerica, Inc.</sup> and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of  
RailAmerica Transportation Corporation <sup>and RailAmerica, Inc.</sup>

  
Notary Public

My commission expires: Aug 20, 2004



State of Florida )  
 ) ss.  
County of Palm Beach)

On this \_\_ day of June, 2001, before me personally appeared \_\_\_\_\_,  
to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_  
of RailAmerica, Inc. and that (s)he is duly authorized to sign the foregoing instrument on behalf  
of RailAmerica, Inc., and (s)he acknowledged that the execution of the foregoing instrument was  
the free act and deed of RailAmerica, Inc.

\_\_\_\_\_  
Notary Public  
My commission expires:

EXHIBIT  
To

Memorandum of Lease Agreement between General Electric Capital Corporation and  
RailAmerica Transportation Corporation

Mark	Locomotive Number Type	Entity
CPDR 8383	GP-10	South Carolina Central Railroad Company, Inc.
SCRIF 75	GP-10	South Carolina Central Railroad Company, Inc.
SCRIF 77	GP-10	South Carolina Central Railroad Company, Inc.
SCRIF 2027	GP-16	South Carolina Central Railroad Company, Inc.
CORP 3820	GP-38	Central Oregon & Pacific Railroad, Inc.
GSWR 3837	GP-38	Georgia Southwestern Railroad, Inc.
GSWR 3858	GP-38	Georgia Southwestern Railroad, Inc.
NECR 3859	GP-38	New England Central Railroad, Inc.
NEKM 3860	GP-38	Mid-Michigan Railroad, Inc.
SDIY 3861	GP-38	San Diego & Imperial Valley Railroad Company, Inc.
TNER 3862	GP-38	Mid-Michigan Railroad, Inc.
TNER 3863	GP-38	Mid-Michigan Railroad, Inc.
TNER 2219	GP-7	Mid-Michigan Railroad, Inc.
CSCD 1758	GP-9	The Cascade and Columbia River Railroad Company
GSWR 1900	SD-9	Georgia Southwestern Railroad, Inc.
GSWR 1901	SD-9	Georgia Southwestern Railroad, Inc.
CORP 4165	SLUG	Central Oregon & Pacific Railroad, Inc.
CORP 4166	SLUG	Central Oregon & Pacific Railroad, Inc.
ISRR 4162	SLUG	Indiana Southern Railroad, Inc.
MNA 4163	SLUG	Missouri & Northern Arkansas Railroad Company, Inc.
MNA 4164	SLUG	Missouri & Northern Arkansas Railroad Company, Inc.