

AUG 25 '06 11-28 AM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

August 25, 2006

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

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of August 24, 2006. The primary document to which this is connected is recorded under Recordation No. 25389. We request that one copy of this document be recorded under Recordation No. 25389-C.

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

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessees:

RailTex, Inc.
RailAmerica Transportation Corp.
5300 Broken Sound Boulevard N.W.
Second Floor
Boca Raton, FL 33487

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Guarantor:

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

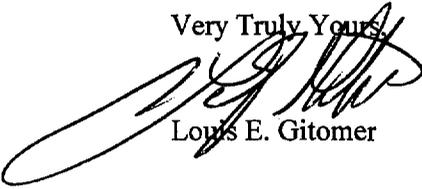
A description of the equipment covered by the Memorandum of Lease Agreement consists of one SD-40-2 locomotive numbered MNA 4077 (formerly numbered NREX 784).

A fee of \$ 34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, RailTex, Inc., and RailAmerica Transportation Corp., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, and RailAmerica, Inc., 5300 Broken Sound Boulevard N.W., Second Floor, Boca Raton, FL 33487, covering one SD-40-2 locomotive numbered MNA 4077 (formerly numbered NREX 784).

Very Truly Yours,


Louis E. Gitomer

Enclosures

RECORDATION NO.

25389-C
FILED

AUG 25 '06

11-28 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of August 24, 2005

among

**RAILTEX, INC.,
as Co-Lessee,**

and

**RAILAMERICA TRANSPORTATION CORP.
as Co-Lessee,**

and

**RAILAMERICA, INC.,
as Guarantor,**

and

**LASALLE NATIONAL LEASING CORPORATION,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, _____ at _____:_____m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 24, 2006, by and among LASALLE NATIONAL LEASING CORPORATION ("Lessor") and RAILTEX, INC. and RAILAMERICA TRANSPORTATION CORP. (jointly "Lessee") and RAILAMERICA, INC. ("Guarantor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Equipment Lease Agreement dated as of November 6, 1997, as amended, and Equipment Schedule No. E-1 thereto and incorporating the terms thereof, dated as of August 19, 2006, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee (as successor in interest to ParkSierra Corp. which, in turn was successor in interest to Arizona & California Company Limited Partnership).

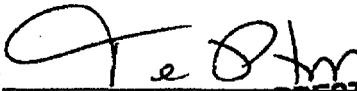
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. Guarantor has agreed to guaranty all of Lessee's obligations now existing or hereafter arising under the Lease with respect to such railcars as set forth in that certain Equipment Lease Guaranty dated September 10, 2002 (the "Guaranty") by Guarantor in favor of Lessor. The Guaranty shall be effective as of the date hereof.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

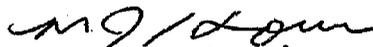
LASALLE NATIONAL LEASING CORPORATION

By: 
Name: TERRI J. PRESTON
Title: FIRST VICE PRESIDENT

RAILTEX, INC.

By: 
Name: MICHAEL J. HOWE
Title: PRESIDENT

RAILAMERICA TRANSPORTATION CORP.

By: 
Name: MICHAEL J. HOWE
Title: PRESIDENT

RAILAMERICA, INC.

By: 
Name: MICHAEL J. HOWE
Title: EXECUTIVE VICE PRESIDENT,
CHIEF FINANCIAL OFFICER,
+ TREASURER

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 24th day of August, 2006, before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that (s)he is the First Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Stacey L. Roig
Notary Public

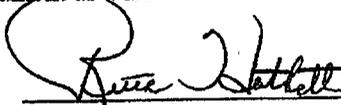
My commission expires: August 4, 2009



STATE OF Texas)
)ss.
COUNTY OF Bexar)

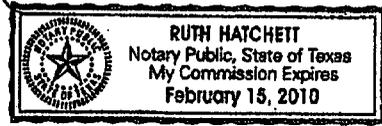
On this 19th day of August 2006, before me appeared Michael J. Howe, the person who signed this instrument, who acknowledged that he is the President of RAILTEX, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

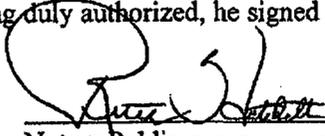
My commission expires:



STATE OF Texas)
)ss.
COUNTY OF Bexar)

On this 19th day of August 2006, before me appeared Michael J. Howe, the person who signed this instrument, who acknowledged that he is the President of RAILAMERICA TRANSPORTATION CORP. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

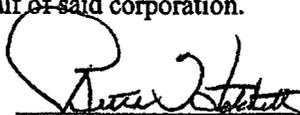


My commission expires:

STATE OF Texas)
)ss.
COUNTY OF Bexar)

On this 19th day of August 2006, before me appeared Michael J. Howe, the person who signed this instrument, who acknowledged that he is the Executive Vice President, Chief Financial Officer and Treasurer of RAILAMERICA, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires:

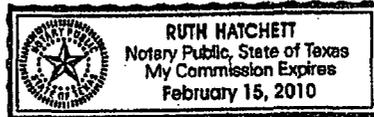


Exhibit 1

1 SD40-2 Locomotive

Old Number	New Number
NREX784	MNA4077