

RECORDATION NO. 23981-KK FILED

DEC 20 '06 -12 27 PM

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SURFACE TRANSPORTATION BOARD

December 20, 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 Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of December 7, 2006. The primary document to which this is connected is recorded under Recordation No. 23981. We request that one copy of this document be recorded under Recordation No. 23981-KK.

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-7 locomotive numbered I&O 53, one GP-9 locomotive numbered I&O 61, one GP-18 locomotive numbered I&O 71, and one GP-30M locomotive numbered IORY 87.

Honorable Vernon A. Williams

December 20, 2006

Page 2

A fee of \$34.00 is enclosed. Please return the original to:

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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-7 locomotive numbered I&O 53, one GP-9 locomotive numbered I&O 61, one GP-18 locomotive numbered I&O 71, and one GP-30M locomotive numbered IORY 87.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosure

Release from Surface Transportation Board Filed Encumbered DEC 20 '06 -12 27 PM

SURFACE TRANSPORTATION BOARD

Release herein is made to the Amended and Restated Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of September 29, 2004, made by RailAmerica Transportation Corp., a Delaware corporation (the "Company"), RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Canada Corp., and RaiLink, Ltd., the various financial institutions as are or may become parties thereto (collectively, the "Lenders"), UBS Warburg LLC, as Sole Arranger and Bookrunner, UBS AG, Stamford Branch as the Administrative Agent for the Lenders, and The Bank of Nova Scotia, as Collateral Agent (in such capacity, the "Collateral Agent") for the Lenders. Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of:

EMD GP-7 locomotive:

I & O 53

EMD GP-9 locomotive

I & O 61

EMD GP 18 locomotive

I & O 71

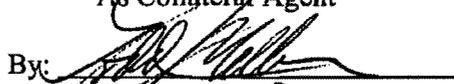
EMD GP 30M locomotive

IORY 87

that were recorded with the Surface Transportation Board under Recordation Number _____.

Dated as of December 7, 2006.

THE BANK OF NOVA SCOTIA,
As Collateral Agent

By: 
Title: MANAGING DIRECTOR

State of New York)
)
County of New York) ss.

On this 7th day of December 2006, before me Ernestine Stephens the undersigned Notary Public, personally appeared Todd Miller personally known to me to be the person who executed the within instrument as Managing Director on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

My Commission expires June 1, 2008 Ernestine Stephens
Notary Public for _____

ERNESTINE STEPHENS
Notary Public, State of New York
No. 01816110595
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires June 1, 2008

