

LAW OFFICES OF  
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August 6, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO.

26829-A  
FILED

AUG 06 '08

-10 08 AM

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

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 July 15, 2008. The primary document to which this is connected is recorded under Recordation No. 26829. We request that the copy of this document be recorded under Recordation No. 26829-A.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Collateral Agent

Citicorp North America Inc.  
2 Penns Way, Suite 200  
New Castle, DE 19720

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of one GP16 locomotive numbered NCVA 1326 and one GP9 locomotive numbered TNMR 2053.

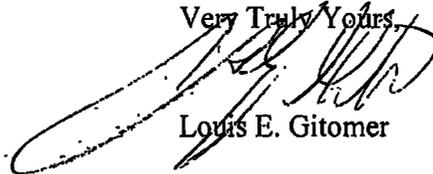
Honorable Anne K. Quinlan  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by Citicorp North America Inc., Penns Way, Suite 200, New Castle, DE 19720, covering one GP16 locomotive numbered NCVA 1326 and one GP9 locomotive numbered TNMR 2053.

Very Truly Yours,

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

Louis E. Gitomer

Enclosures

AUG 06 '08 -10 08 AM

Release from Surface Transportation Board Filed Encumbrance

**SURFACE TRANSPORTATION BOARD**

Release herein is made to the Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of February 14, 2007, and First Amended and Restated Credit Agreement, dated as of July 1, 2008 made by RR ACQUISITION HOLDING LLC, a Delaware limited liability company ("Holdings"); RAILAMERICA, INC., a Delaware corporation ("RailAmerica"), RAILTEX, INC., a Texas corporation, ("RailTex"), RAILAMERICA TRANSPORTATION CORP., a Delaware corporation, ("RATC", together with RailAmerica and Railtex, the "U.S. Borrowers" and each individually, a "U.S. Borrower"), RAILINK CANADA LTD., a corporation organized and existing under the laws of Canada (the "Canadian Borrower" and together with the U.S. Borrowers, the "Borrowers" and each individually a "Borrower"); the LENDERS party hereto from time to time, the ISSUING BANKS party hereto from time to time; the SUBSIDIARY GUARANTORS party hereto from time to time; CITICORP NORTH AMERICA, INC., as administrative agent (in such capacity, the "Administrative Agent") and as collateral agent (in such capacity, the "Collateral Agent") for the Lenders; MORGAN STANLEY SENIOR FUNDING, INC., as syndication agent (in such capacity, the "Syndication Agent"); and CITIGROUP GLOBAL MARKETS INC. ("CGMI") and MORGAN STANLEY SENIOR FUNDING, INC., as lead arrangers and book managers (in such capacity, the "Co-Lead Arrangers"). Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

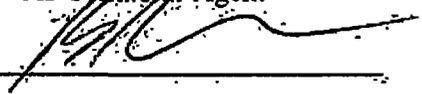
The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of:

Two (2) EMD Locomotives, Model GP16, NCVA 1326 and EMD Model GP9, TNMR 2053, serial numbers unknown, and in the present condition, thereof, as is, with all defects.

that were recorded with the Surface Transportation Board.

Dated as of July 19, 2008.

CITICORP NORTH AMERICA, INC.  
As Collateral Agent

By: 

**Blake Gronich**  
**Vice President**

Title: \_\_\_\_\_

State of NEW YORK            )  
  )  
County of NEW YORK        )

On this 15<sup>th</sup> day of JULY, 2008, before me Kamla D. Haniff  
the undersigned Notary Public, personally appeared BLAKE GRONICH  
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.

Kamla D. Haniff  
Notary Public for New York

My Commission expires 04/26/2011

**KAMLA D. HANIFF**  
Notary Public, State of New York  
No. 01148023523  
Qualified in Nassau County  
Commission Expires April 26, 2011