

LAW OFFICES OF  
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April 8, 2009

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

RECORDATION NO. 26829-D FILED

APR 08 '09 -2 35 PM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

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

The document is a Partial Termination and Release of Security Interest, a secondary document, dated as of April 6, 2009. 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-D.

The name and address of the party to the Partial Termination and Release of Security Interest is:

Collateral Agent

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

A description of the equipment covered by the Partial Termination and Release of Security Interest consists of one GP38 locomotive numbered NECR 3854.

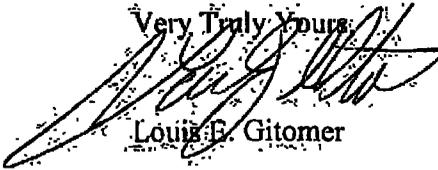
Honorable Anne K. Quinlan  
April 8, 2009  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Partial Termination and Release of Security Interest by Citicorp North America Inc., Penns Way, Suite 200, New Castle, DE 19720, covering one GP38 locomotive numbered NECR 3854.

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

Enclosure

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**SURFACE TRANSPORTATION BOARD**

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

A Memorandum of U.S. Security Agreement, dated as of February 26, 2007 among Citicorp North America, Inc., as Collateral Agent (the "Collateral Agent"), RR Acquisition Holding LLC, as the obligor (the "Obligor"), RailAmerica, Inc., RailTex, Inc. and RailAmerica Transportation Corp., as U.S. Borrowers (the "U.S. Borrowers") and several entities as Domestic Subsidiary Guarantors (the "Domestic Subsidiary Guarantors") was recorded with the Surface Transportation Board on February 27, 2007, under Recordation No. 26829 for all locomotives, railcars and other rolling stock of the Obligor, the U.S. Borrowers and the Domestic Subsidiary Guarantors, whether now owned or hereafter acquired effective as of the date above and subject to the terms of the U.S. Security Agreement (the "Security Agreement").

The Collateral Agent hereby terminates and releases its liens and security interests in:

EMD Locomotive, Model GP38, NECR 3854, serial numbers unknown, and in the present condition, thereof, as is, with all defects (the "Released Locomotive").

provided that the foregoing release shall not apply to the proceeds of the disposition of the Released Locomotive.

Dated as of April 6, 2007.

CITICORP NORTH AMERICA, INC.

As Collateral Agent

By: 

**Blake Gronich**  
Vice President

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

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

On this 6<sup>th</sup> day of April, 2009, before me Denise C. Perry  
the undersigned Notary Public, personally appeared Blake G. Grew  
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.

Denise C. Perry  
Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_  
**DENISE C. PERRY**  
Notary Public, State of New York  
No. 01PE6045304  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires: 07/31/2010