

June 12, 2012 10:08 AM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

June 12, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

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

The document is a Third Amendment to Memorandum of Security Agreement, a secondary document, dated as of May 31, 2012. The primary document to which this is connected is recorded under Recordation No. 27990. We request that this document be recorded under Recordation No. 27990-F.

The names and addresses of the parties to the Third Amendment to Memorandum of Security Agreement are:

Collateral Agent:

U.S. Bank National Association
60 Livingston Avenue
EP-MN-WS3C
St. Paul, MN 55107-2292

Borrowers:

RailAmerica, Inc.
Palm Beach Rail Holding, Inc.
RailAmerica Transportation Corp.
A & R Line, Inc.
Alabama & Gulf Coast Railway L.L.C.
Arizona & California Railroad Company
Bauxite & Northern Railway Company
California Northern Railroad Company
Cascade and Columbia River Railroad Company
Central Oregon & Pacific Railroad, Inc.

Ms. Cynthia T. Brown

June 12, 2012

Page 2

The Central Railroad Company of Indiana
Central Railroad Company of Indianapolis
Connecticut Southern Railroad, Inc.
Dallas, Garland & Northeastern Railroad, Inc.
Eastern Alabama Railway, Inc.
Huron & Eastern Railway Company, Inc.
Indiana & Ohio Rail Corp.
Indiana & Ohio Railway Company
Indiana Southern Railroad, Inc.
Kiamichi Railroad Company L.L.C.
Kyle Railroad Company
Kyle Railways, LLC
The Massena Terminal Railroad Company
Mid-Michigan Railroad, Inc.
Missouri & Northern Arkansas Railroad Company, Inc.
New England Central Railroad, Inc.
New StatesRail Holdings, LLC
North Carolina & Virginia Railroad Company, LLC
Otter Tail Valley Railroad Company, Inc.
Point Comfort and Northern Railway Company
Puget Sound & Pacific Railroad Company
RailAmerica Contract Switching Services, Inc.
RailAmerica Equipment Corp.
RailAmerica Intermodal Services, Inc.
RailAmerica Operations Shared Services, Inc.
RailAmerica Operations Support Group, Inc.
RailTex, Inc.
Rockdale, Sandow & Southern Railroad Company
San Diego & Imperial Valley Railroad Company, Inc.
San Joaquin Valley Railroad Company
San Pedro Trails, Inc.
South Carolina Central Railroad Company, Inc.
South East Rail, Inc.
StatesRail II Railroad LLC
StatesRail, LLC
Toledo, Peoria & Western Railway Corporation
Ventura County Railroad Company
Conecuh Valley Railway, LLC
Three Notch Railway, LLC
Wiregrass Central Railway, LLC
Delphos Terminal Company, Inc.
TransRail Holdings LLC

Ms. Cynthia T. Brown
June 12, 2012
Page 3

Wellsboro & Corning Railroad, LLC
TransRail North America, LLC
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256

A description of the equipment covered by the Third Amendment to Memorandum of Security Agreement consists of two (2) SD40-3 locomotives numbered 6059 and 6072; one (1) RS-3U 506; three (3) Coaches numbered 212, 263, and 285; one (1) open air coach numbered 300; one (1) Budd Coach numbered 365; one (1) CN Diner numbered 370; one (1) PRR P-70 Coach; one (1) Baggage/Power car numbered 500; one (1) CN Hwt. Coach numbered 500; one (1) Boxcar numbered 759; one (1) PRR Hopper numbered 671044; one (1) Erie box numbered 71570; one (1) tank car numbered 18902; and one (1) OBS car numbered 54.

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

Ms. Cynthia T. Brown
June 12, 2012
Page 4

A short summary of the document to appear in the index follows: a Third Amendment to Memorandum of Security Agreement between U.S. Bank National Association, 60 Livingston Avenue, EP-MN-WS3C, St. Paul, MN 55107-2292, and RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., A & R Line, Inc., Alabama & Gulf Coast Railway L.L.C., Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, Inc., Huron & Eastern Railway Company, Inc., Indiana & Ohio Rail Corp., Indiana & Ohio Railway Company, Indiana Southern Railroad, Inc., Kiamichi Railroad Company L.L.C., Kyle Railroad Company, Kyle Railways, LLC, The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., New StatesRail Holdings, LLC, North Carolina & Virginia Railroad Company, LLC, Otter Tail Valley Railroad Company, Inc., Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, RailAmerica Contract Switching Services, Inc., RailAmerica Equipment Corp., RailAmerica Intermodal Services, Inc., RailAmerica Operations Shared Services, Inc., RailAmerica Operations Support Group, Inc., RailTex, Inc., Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, San Pedro Trails, Inc., South Carolina Central Railroad Company, Inc., South East Rail, Inc., StatesRail II Railroad LLC, StatesRail, LLC, Toledo, Peoria & Western Railway Corporation, Ventura County Railroad Company, Conecuh Valley Railway, LLC, Three Notch Railway, LLC, and Wiregrass Central Railway, LLC, Delphos Terminal Company, Inc., TransRail Holdings LLC, Wellsboro & Corning Railroad, LL, TransRail North America, LLC 7411 Fullerton Street Suite 300, Jacksonville, FL 32256, covering two (2) SD40-3 locomotives numbered 6059 and 6072; one (1) RS-3U 506; three (3) Coaches numbered 212, 263, and 285; one (1) open air coach numbered 300; one (1) Budd Coach numbered 365; one (1) CN Diner numbered 370; one (1) PRR P-70 Coach; one (1) Baggage/Power car numbered 500; one (1) CN Hwt. Coach numbered 500; one (1) Boxcar numbered 759; one (1) PRR Hopper numbered 671044; one (1) Erie box numbered 71570; one (1) tank car numbered 18902; and one (1) OBS car numbered 54.

Very Truly Yours,



Melanie B. Yasbin

Enclosure

THIRD AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT

This Third Amendment to Memorandum of Security Agreement is made and entered into as of May 31, 2012 by and among RailAmerica, Inc., a Delaware corporation (the "Company"), Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., A. & R. Line, Inc., Alabama & Gulf Coast Railway L.L.C., Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Conecuh Valley Railway, L.L.C., Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, LLC (f/k/a Eastern Alabama Railway, Inc.), Huron & Eastern Railway Company, Inc., Indiana & Ohio Rail Corp., Indiana & Ohio Railway Company, Indiana Southern Railroad, LLC (f/k/a Indiana Southern Railroad, Inc.), Kiamichi Railroad Company L.L.C., Kyle Railroad Company, Kyle Railways, LLC (f/k/a formerly known Kyle Railways, Inc.), The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., New StatesRail Holdings, LLC (f/k/a New StatesRail Holdings, Inc.), North Carolina & Virginia Railroad Company, LLC (f/k/a North Carolina & Virginia Railroad Company, Inc.), Otter Tail Valley Railroad Company, Inc., Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, RailAmerica Contract Switching Services, Inc., RailAmerica Equipment Corp., RailAmerica Intermodal Services, Inc., RailAmerica Operations Shared Services, Inc., RailAmerica Operations Support Group, Inc., RailTex, Inc., Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, San Pedro Trails, Inc., South Carolina Central Railroad Company, LLC (f/k/a South Carolina Central Railroad Company, Inc.), South East Rail, Inc., StatesRail II Railroad LLC (f/k/a StatesRail II Railroad Corp.), StatesRail, LLC (f/k/a known as StatesRail, Inc.), Three Notch Railway, L.L.C., Toledo, Peoria & Western Railway Corporation, Ventura County Railroad Company and Wiregrass Central Railway, L.L.C. (each individually a "Domestic Subsidiary Grantor"), Delphos Terminal Company, Inc., TransRail Holdings LLC, Wellsboro & Corning Railroad, LLC and TransRail North America, LLC (each a "New Domestic Subsidiary Grantor," collectively the "New Domestic Subsidiary Grantors" and together with the Domestic Subsidiary Grantors, collectively the "Domestic Subsidiary Grantors") and U.S. Bank National Association, as collateral agent (in such capacity, the "Collateral Agent"), pursuant to that certain Security Agreement (the "Security Agreement"), dated as of June 23, 2009, among the Company, each Domestic Subsidiary Grantor and the Collateral Agent to secure, *inter alia*, certain rail equipment.

The Company and each Domestic Subsidiary Grantor granted the Collateral Agent a first priority security interest in all locomotives, railcars and other rolling stock of the Company and each Domestic Subsidiary Grantor, whether now owned or hereafter acquired, as evidenced by that certain Memorandum of Security Agreement, dated as of June 23, 2009, which was recorded at the Surface Transportation Board on June 23, 2009 at 2:10 pm under Recordation No. 27990, as amended by that certain First Amendment to Memorandum of Security Agreement, dated as of June 30, 2011, which was recorded at the Surface Transportation Board on July 14, 2011 at 12:21 pm under Recordation No. 27990-A, as amended by that certain Second Amendment to Memorandum of Security Agreement, dated as of August

12, 2011, which was recorded at the Surface Transportation Board on October 12, 2011 at 9:56 am under Recordation No. 27990-B.

The Company acquired control of the New Domestic Subsidiary Grantors on December 15, 2011 and April 9, 2012. Pursuant to the Security Agreement, the Company has caused the New Domestic Subsidiary Grantors to become party to the Security Agreement. The New Domestic Subsidiary Grantors hereby grant the Collateral Agent a first priority security interest in all locomotives, railcars and other rolling stock of the New Domestic Subsidiary Grantors whether now owned or hereafter acquired, a current list of which is attached hereto as Attachment 1, effective as of the date first above written and subject to the terms of the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this First Amendment to Memorandum of Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

COLLATERAL AGENT:

U.S. BANK NATIONAL ASSOCIATION,
as Collateral Agent

By: Donald T. Hurrelbrink
Name: **Donald T. Hurrelbrink**
Title: **Vice President**

COMPANY:

RAILAMERICA, INC.

By: _____
Name: Scott G. Williams
Title: Senior Vice President and Secretary

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this First Amendment to Memorandum of Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

COLLATERAL AGENT:

U.S. BANK NATIONAL ASSOCIATION,
as Collateral Agent

By: _____
Name:
Title:

COMPANY:

RAILAMERICA, INC.

By:  _____
Name: Scott G. Williams
Title: Senior Vice President and Secretary

DOMESTIC SUBSIDIARY GRANTORS:

PALM BEACH RAIL HOLDING, INC.

By: 
Name: Scott G. Williams
Title: President

RAILAMERICA TRANSPORTATION CORP.

By: _____
Name: Joshua Putterman
Title: Vice President

A. & R. LINE, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

ALABAMA & GULF COAST RAILWAY L.L.C.

By: _____
Name: Joshua Putterman
Title: Vice President

ARIZONA & CALIFORNIA RAILROAD COMPANY

By: _____
Name: Joshua Putterman
Title: Vice President

BAUXITE & NORTHERN RAILWAY COMPANY

By: _____
Name: Joshua Putterman
Title: Vice President

DOMESTIC SUBSIDIARY GRANTORS:

PALM BEACH RAIL HOLDING, INC.

By: _____
Name: Scott G. Williams
Title: President

RAILAMERICA TRANSPORTATION CORP.

By:  _____
Name: Joshua Putterman
Title: Vice President

A. & R. LINE, INC.

By:  _____
Name: Joshua Putterman
Title: Vice President

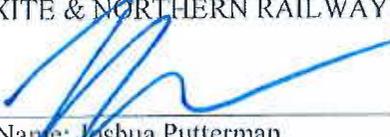
ALABAMA & GULF COAST RAILWAY L.L.C.

By:  _____
Name: Joshua Putterman
Title: Vice President

ARIZONA & CALIFORNIA RAILROAD COMPANY

By:  _____
Name: Joshua Putterman
Title: Vice President

BAUXITE & NORTHERN RAILWAY COMPANY

By:  _____
Name: Joshua Putterman
Title: Vice President

CALIFORNIA NORTHERN RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

CASCADE AND COLUMBIA RIVER RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

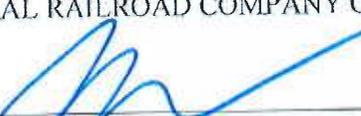
CENTRAL OREGON & PACIFIC RAILROAD, INC.

By: 
Name: Joshua Putterman
Title: Vice President

THE CENTRAL RAILROAD COMPANY OF INDIANA

By: 
Name: Joshua Putterman
Title: Vice President

CENTRAL RAILROAD COMPANY OF INDIANAPOLIS

By: 
Name: Joshua Putterman
Title: Vice President

CONNECTICUT SOUTHERN RAILROAD, INC.

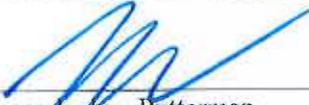
By: 
Name: Joshua Putterman
Title: Vice President

DALLAS, GARLAND & NORTHEASTERN RAILROAD, INC.

By: 
Name: Joshua Putterman
Title: Vice President

[SIGNATURE PAGE TO AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT]

EASTERN ALABAMA RAILWAY, LLC

By: 

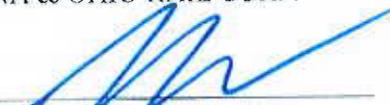
Name: Joshua Putterman
Title: Vice President

HURON & EASTERN RAILWAY COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

INDIANA & OHIO RAIL CORP.

By: 

Name: Joshua Putterman
Title: Vice President

INDIANA & OHIO RAILWAY COMPANY

By: 

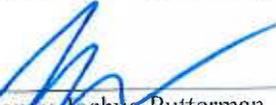
Name: Joshua Putterman
Title: Vice President

INDIANA SOUTHERN RAILROAD, LLC

By: 

Name: Joshua Putterman
Title: Vice President

KIAMICHI RAILROAD COMPANY L.L.C.

By: 

Name: Joshua Putterman
Title: Vice President

KYLE RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

[SIGNATURE PAGE TO AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT]

KYLE RAILWAYS, LLC

By: 

Name: Joshua Putterman
Title: Vice President

THE MASSENA TERMINAL RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

MID-MICHIGAN RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.

By: 

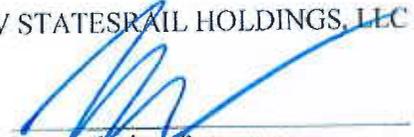
Name: Joshua Putterman
Title: Vice President

NEW ENGLAND CENTRAL RAILROAD, INC.

By: 

Name: Joshua Putterman
Title: Vice President

NEW STATESRAIL HOLDINGS, LLC

By: 

Name: Joshua Putterman
Title: Vice President

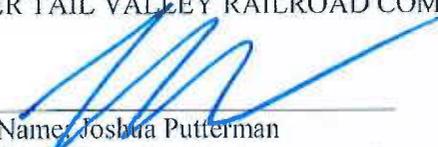
NORTH CAROLINA & VIRGINIA RAILROAD COMPANY, LLC

By: 

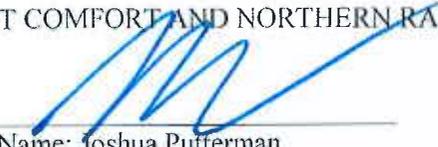
Name: Joshua Putterman
Title: Vice President

[SIGNATURE PAGE TO AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT]

OTTER TAIL VALLEY RAILROAD COMPANY, INC.

By: 
Name: Joshua Putterman
Title: Vice President

POINT COMFORT AND NORTHERN RAILWAY COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

PUGET SOUND & PACIFIC RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

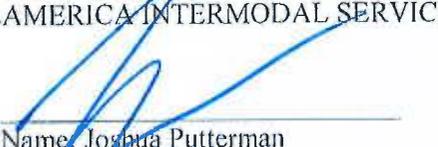
RAILAMERICA CONTRACT SWITCHING SERVICES, INC.

By: 
Name: Joshua Putterman
Title: Vice President

RAILAMERICA EQUIPMENT CORP.

By: 
Name: Joshua Putterman
Title: Vice President

RAILAMERICA INTERMODAL SERVICES, INC.

By: 
Name: Joshua Putterman
Title: Vice President

RAILAMERICA OPERATIONS SHARED SERVICES, INC.

By: _____
Name: David Novak
Title: President

OTTER TAIL VALLEY RAILROAD COMPANY, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

POINT COMFORT AND NORTHERN RAILWAY COMPANY

By: _____
Name: Joshua Putterman
Title: Vice President

PUGET SOUND & PACIFIC RAILROAD COMPANY

By: _____
Name: Joshua Putterman
Title: Vice President

RAILAMERICA CONTRACT SWITCHING SERVICES, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

RAILAMERICA EQUIPMENT CORP.

By: _____
Name: Joshua Putterman
Title: Vice President

RAILAMERICA INTERMODAL SERVICES, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

RAILAMERICA OPERATIONS SHARED SERVICES, INC.

By:  _____
Name: David Novak
Title: President

RAILAMERICA OPERATIONS SUPPORT GROUP, INC.

By: 

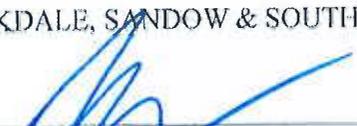
Name: Joshua Putterman
Title: Vice President

RAILTEX, INC.

By: 

Name: Joshua Putterman
Title: Vice President

ROCKDALE, SANDOW & SOUTHERN RAILROAD COMPANY

By: 

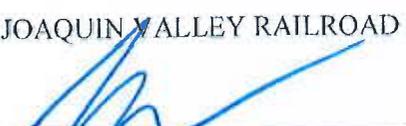
Name: Joshua Putterman
Title: Vice President

SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY, INC.

By: 

Name: Joshua Putterman
Title: Vice President

SAN JOAQUIN VALLEY RAILROAD COMPANY

By: 

Name: Joshua Putterman
Title: Vice President

SAN PEDRO TRAILS, INC.

By: 

Name: Joshua Putterman
Title: Vice President

SOUTH CAROLINA CENTRAL RAILROAD COMPANY, LLC

By: 

Name: Joshua Putterman
Title: Vice President

[SIGNATURE PAGE TO AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT]

SOUTH EAST RAIL, INC.

By: 
Name: Joshua Putterman
Title: Vice President

STATESRAIL II RAILROAD LLC

By: 
Name: Joshua Putterman
Title: Vice President

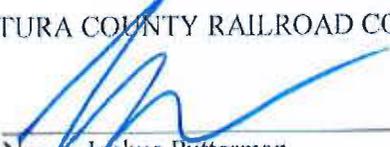
STATESRAIL, LLC

By: 
Name: Joshua Putterman
Title: Vice President

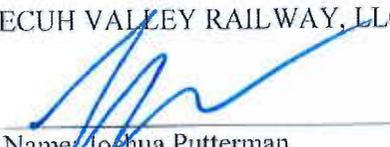
TOLEDO, PEORIA & WESTERN RAILWAY CORPORATION

By: 
Name: Joshua Putterman
Title: Vice President

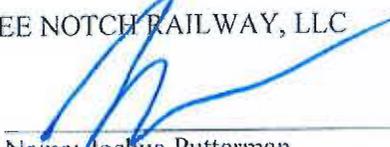
VENTURA COUNTY RAILROAD COMPANY

By: 
Name: Joshua Putterman
Title: Vice President

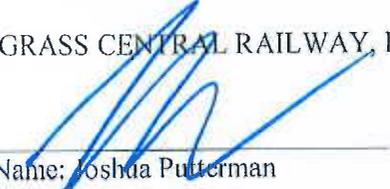
CONECUH VALLEY RAILWAY, LLC

By: 
Name: Joshua Putterman
Title: Vice President

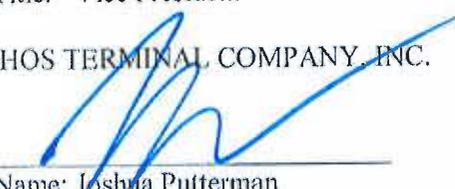
THREE NOTCH RAILWAY, LLC

By: 
Name: Joshua Putterman
Title: Vice President

WIREGRASS CENTRAL RAILWAY, LLC

By: 
Name: Joshua Putterman
Title: Vice President

DELPHOS TERMINAL COMPANY, INC.

By: 
Name: Joshua Putterman
Title: Vice President

TRANSRAIL HOLDINGS, LLC

By: _____
Name: Scott Williams
Title: Vice President & Secretary

WELLSBORO & CORNING RAILROAD, LLC

By: _____
Name: James Shefelbine
Title: Vice President & Secretary

TRANSRAIL NORTH AMERICA, LLC

By: _____
Name: Scott Williams
Title: Vice President & Secretary

WIREGRASS CENTRAL RAILWAY, LLC

By: _____
Name: Joshua Putterman
Title: Vice President

DELPHOS TERMINAL COMPANY, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

TRANSRAIL HOLDINGS, LLC

By:  _____
Name: Scott Williams
Title: Vice President & Secretary

WELLSBORO & CORNING RAILROAD, LLC

By: _____
Name: James Shefelbine
Title: Vice President & Secretary

TRANSRAIL NORTH AMERICA, LLC

By:  _____
Name: Scott Williams
Title: Vice President & Secretary

WIREGRASS CENTRAL RAILWAY, LLC

By: _____
Name: Joshua Putterman
Title: Vice President

DELPHOS TERMINAL COMPANY, INC.

By: _____
Name: Joshua Putterman
Title: Vice President

TRANSRAIL HOLDINGS, LLC

By: _____
Name: Scott Williams
Title: Vice President & Secretary

WELLSBORO & CORNING RAILROAD, LLC

By: _____
Name: James Shefelbine
Title: Vice President & Secretary

TRANSRAIL NORTH AMERICA, LLC

By: _____
Name: Scott Williams
Title: Vice President & Secretary

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

SS:

On this 9th day of May, 2012, before me personally appeared Scott G. Williams, to me personally known, who being duly sworn, stated that he is the Senior Vice President, General Counsel and Secretary of RailAmerica, Inc., President of Palm Beach Rail Holding, Inc. and Vice President and Secretary of TransRail Holdings, LLC and TransRail North America, LLC, and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:



Notary Public for Florida
My Commission expires: 6/26/2013
JENNIFER L. TAYLOR

SEAL



STATE OF FLORIDA)
)
COUNTY OF DUVAL)

SS:

On this 9th day of May, 2012, before me personally appeared James Shefelbine, to me personally known, who being duly sworn, stated that he is the Vice President and Secretary of Wellsboro & Corning Railroad, LLC, and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:


Notary Public for Florida
My Commission expires: 6/26/2013

JENNIFER L. TAYLOR

SEAL



STATE OF FLORIDA)

COUNTY OF DUVAL) SS:

On this 9th day of May, 2012, before me personally appeared Joshua Putterman,, to me personally known, who being duly sworn, stated that he is the Vice President, RailAmerica Transportation Corp., Alabama & Gulf Coast Railway L.L.C., Arizona & California Railroad Company, Bauxite & Northern Railway Company, California Northern Railroad Company, Cascade and Columbia River Railroad Company, Central Oregon & Pacific Railroad, Inc., The Central Railroad Company of Indiana, Central Railroad Company of Indianapolis, Connecticut Southern Railroad, Inc., Dallas, Garland & Northeastern Railroad, Inc., Eastern Alabama Railway, Inc., Huron & Eastern Railway Company, Inc., Indiana & Ohio Rail Corp., Indiana & Ohio Railway Company, Indiana Southern Railroad, Inc., Kiamichi Railroad Company L.L.C., Kyle Railroad Company, Kyle Railways, Inc., The Massena Terminal Railroad Company, Mid-Michigan Railroad, Inc., Missouri & Northern Arkansas Railroad Company, Inc., New England Central Railroad, Inc., New StatesRail Holdings, Inc., North Carolina & Virginia Railroad Company, Inc., Otter Tail Valley Railroad Company, Inc., Point Comfort and Northern Railway Company, Puget Sound & Pacific Railroad Company, RailAmerica Contract Switching Services, Inc., RailAmerica Equipment Corp., RailAmerica Intermodal Services, Inc., RailAmerica Operations Shared Services, Inc., RailAmerica Operations Support Group, Inc., RailTex, Inc., Rockdale, Sandow & Southern Railroad Company, San Diego & Imperial Valley Railroad Company, Inc., San Joaquin Valley Railroad Company, San Pedro Trails, Inc., South Carolina Central Railroad Company, Inc., South East Rail, Inc., StatesRail II Railroad Corp., StatesRail, Inc., Toledo, Peoria & Western Railway Corporation, Ventura County Railroad Company, Conecuh Valley Railway, LLC, Three Notch Railway, LLC, Wiregrass Central Railway, LLC and Delphos Terminal Company, Inc., and that the instrument was signed on behalf of the said corporation or said limited liability company by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:

Jennifer L. Taylor
Notary Public for Florida
My Commission expires: 6/26/2013

JENNIFER L. TAYLOR

SEAL



STATE OF FLORIDA)

COUNTY OF DUVAL)

SS:

On this 9th day of May, 2012, before me personally appeared David Novak, to me personally known, who being duly sworn, stated that he is the President of RailAmerica Operations Shared Services, Inc., and that the instrument was signed on behalf of the said corporation by authority of its board of directors, and he acknowledged that the execution of said instrument to be its voluntary act and deed. Before me:


Notary Public for Florida
My Commission expires: 6/26/2013

JENNIFER L. TAYLOR

SEAL



ATTACHMENT 1

RAIL EQUIPMENT

Loco #6059 (SD40-3)
Loco #6072 (SD40-3)
RS-3U 506
Coach #263
Coach#285
Open Air Coach #300
Budd Coach #365
CN Diner #370
PRR P-70 Coach
Baggage/Power #410
CN Hwt. Coach #500
Boxcar #759
PRR Hopper #671044
Erie Box #71570
Tank Car #18902
Coach #212
OBS Car #54