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December 15, 2006

The Honorable Vernon Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

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Re: Finance Docket No. 34972, Verified Notice of Exemption
*Fortress Investment Group LLC, et al. - Control Exemption -
RailAmerica, Inc., et al.*

Dear Secretary Williams:

Fortress Investment Group LLC ("Fortress"), RR Acquisition Holding LLC ("RR Acquisition") and RailAmerica, Inc. ("RailAmerica") request that the Board clarify the notice served today in the above-captioned proceeding (the "*December 15 Notice*"). In the Verified Notice of Exemption filed on December 1, 2006 (as clarified by letter filed on December 6, 2006), they indicated that neither Fortress nor RR Acquisition is currently a rail carrier, nor do they own or control, or are affiliated with, any rail carrier. Therefore, the transaction described in the Verified Notice of Exemption will not (indeed, it cannot) result in a connection of the lines of any RailAmerica railroad subsidiary with any rail line owned or controlled by Fortress or RR Acquisition.

Accordingly, Fortress, RR Acquisition and RailAmerica request that the language on page 3 of the *December 15 Notice* be corrected from "Applicants state that: (1) the RailAmerica Railroads do not connect with each other or any railroads in their corporate family; (2) the proposed transaction is not part of a series of anticipated transactions that would connect the RailAmerica Railroads with each other or any railroad in their corporate family" to "Applicants state that: (1) the RailAmerica Railroads do not connect with any rail line owned or controlled by Fortress or RR Acquisition; (2) the proposed transaction is not part of a series of anticipated transactions that would connect any railroad owned or controlled by Fortress or RR Acquisition with the RailAmerica Railroads, or connect any of the RailAmerica Subsidiaries with each other."

Sincerely,

Terence M. Hynes
Donald H. Smith

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