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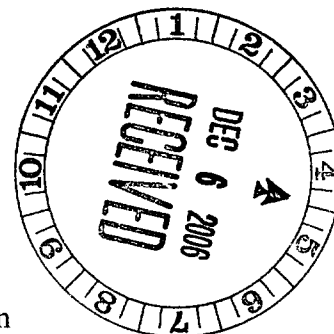
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December 6, 2006

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



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

Dear Secretary Williams:

This letter has reference to the Verified Notice of Exemption filed in the above-captioned proceeding on December 1, 2006. Specifically, RR Acquisition and Fortress wish to clarify that the proposed transaction is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family. See 49 C.F.R. § 1180.2(d)(2)(ii). Indeed, as explained in the Notice (at 2-3) RR Acquisition and Fortress are non-carriers, do not currently own or control any rail carrier, are not commonly controlled by or with any rail carrier, and are not affiliated with any rail carrier.

Sincerely,

Terence M. Hynes
Donald H. Smith

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Enclosures

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