



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
RR Acquisition Holding LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
RR Acquisition MM LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		

## Signatures

/s/ David N. Brooks, as Secretary of Fortress Investment Group LLC

10/01/2012

\_\_Signature of Reporting Person

Date

/s/ John Morrissey, as Chief Financial Officer of RR Acquisition MM LLC, Managing Member of RR Acquisition Holding LLC

10/01/2012

Edgar Filing: RAILAMERICA INC /DE - Form 4

__Signature of Reporting Person	Date
/s/ David N. Brooks, as Secretary of FIG LLC	10/01/2012
__Signature of Reporting Person	Date
/s/ David N. Brooks, as Secretary of Fortress Operating Entity I LP	10/01/2012
__Signature of Reporting Person	Date
/s/ David N. Brooks, as Secretary of FIG Corp.	10/01/2012
__Signature of Reporting Person	Date
/s/ John Morrissey, as Chief Financial Officer of RR Acquisition MM LLC	10/01/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
RR Acquisition Holding LLC is wholly-owned by Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV  
(1) (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). RR Acquisition MM LLC is the managing member of RR Acquisition Holding LLC. RR Acquisition MM LLC is wholly-owned by the Fund IV Funds. (Continued in Footnote 2)  
(Continued from Footnote 1) FIG LLC is the investment manager of each of the Fund IV Funds. Fortress Operating Entity I LP ("FOE I")  
(2) is the 100% owner of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.