

DEC 17 '07

3-30 PM

LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

December 17, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

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 Release, a secondary document, dated as of December 17, 2007. The primary document to which this is connected is recorded under Recordation No. 26764. We request that one copy of this document be recorded under Recordation No. 26764-A.

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

Security Agent:

Plainfield Direct, Inc.
55 Railroad Avenue
Greenwich, CT 06830

A description of the equipment covered by the Partial Security consists of three GP-9 locomotives numbered TSRR 1962, 1974, and 1977.

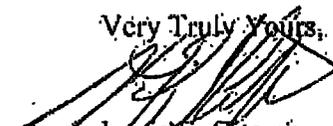
A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

Honorable Vernon A. Williams
December 17, 2007
Page 2

A short summary of the document to appear in the index follows: a Partial Release by Plainfield Direct, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering three GP-9 locomotives numbered TSRR 1962, 1974, and 1977.

Very Truly Yours,



Louis E. Gitomer

Enclosure

DEC 17 '07

3:30 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE

THIS PARTIAL RELEASE is made as of December 17, 2007, by PLAINFIELD DIRECT INC. (the "Security Agent").

WITNESSETH:

1. Plainfield Direct Inc. is the successor-in-interest to Plainfield Offshore Holdings XI Inc.
2. The Security Agent's predecessor in interest and Tennessee Southern Railroad Company, Inc. ("TSRR") have entered that certain Security Agreement dated as of November 8, 2006 (the "Security Agreement").
3. A Memorandum of Security Agreement was recorded with the Surface Transportation Board on January 10, 2007 under Recordation No. 26764.
4. Pursuant to Section 17 of the Security Agreement, TSRR has requested the Security Agent to execute this Partial Release to evidence for the public record the termination of the Security Agreement, as represented by the Memorandum of Security Agreement, with respect to the Locomotives identified in Exhibit A attached hereto.
5. This Partial Release shall be effective as of the date hereof.

IN WITNESS WHEREOF, the Security Agent has executed or caused this Partial Release to be executed, as of the date first above written.

PLAINFIELD DIRECT INC.
as Security Agent

By: [Signature]
Name: Thomas K. Fritch
Title: Authorized Individual

STATE OF CONNECTICUT)
)ss.
COUNTY OF FAIRFIELD)

On this 17th day of December, 2007, before me appeared Thomas X. Fritsch, the person who signed this instrument, who acknowledged that (s)he is an Authorized Individual of PLAINFIELD DIRECT, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Lucille Leach

Notary Public

My commission expires:

Lucille Leach
Notary Public, State of Connecticut
Commission Expires October 31, 20 08

**EXHIBIT A
TO PARTIAL RELEASE**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

Three GP-9 four axle 1,850 HP Locomotives numbered TSRR 1962, 1974, and 1977.