

LAW OFFICES OF  
**LOUIS E. GITOMER**

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February 11, 2011

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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

RECORDATION NO. 29219-A FILED

FEB 11 '11 -10 25 AM

Dear Ms Brown.

**SURFACE TRANSPORTATION BOARD**

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

The document is a Release of Security Interest, a secondary document, dated as of December 22, 2010. The primary document to which this is connected is recorded under Recordation No. 29219. We request that one copy of this document be recorded under Recordation No 29219-A.

The names and addresses of the parties to the Release of Security Interest are.

Security Agent:

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

Lender:

Fifth Third Bank  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Security Provider:

Sacramento Valley Railroad, Inc , successor  
One Boca Place  
2255 Glades Road, Suite 342-W  
Boca Raton, FL 33431

A description of the equipment covered by the Release of Security Interest consists of all railroad equipment now owned or hereafter acquired.

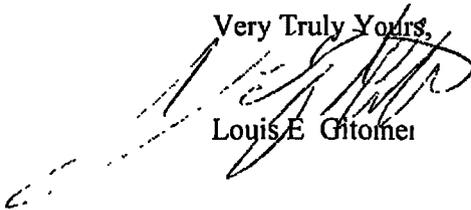
Ms. Cynthia T. Brown  
February 11, 2011  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Release of Security Interest among Plainfield Direct, Inc., 55 Railroad Avenue, Greenwich, CT 06830, Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, and Sacramento Valley Railroad, Inc, One Boca Place, 2255 Glades Road, Suite 342-W, Boca Raton, FL 33431, covering all railroad equipment now owned or hereafter acquired

Very Truly Yours,



Louis E. Gitomer

Enclosure

RELEASE OF SECURITY INTEREST

The undersigned, Plainfield Direct, LLC, successor in interest to Plainfield Offshore Holdings XI, Inc., as Security Agent ("Security Agent"), Fifth Third Bank, as Lender, and Sacramento Valley Railroad, LLC, successor-in-interest to Sacramento Valley Railroad, Inc., as Security Provider, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, do hereby terminate, release, and discharge the security interest granted pursuant to that certain Security and Subordination Agreement, dated as of March 4, 2010, between Security Agent and Lender, insofar as the same encumbers all now owned and hereafter acquired locomotives, rail cars and other rolling stock, as well as rolling stock accessories. A Memorandum of Security and Subordination Agreement dated as of March 18, 2010 among Security Agent, Security Provider, and Lender was recorded at the Surface Transportation Board on March 19, 2010 at 11:46 am under Recordation No. 29219.

Dated December 22, 2010.

PLAINFIELD DIRECT, LLC,  
as Security Agent

FIFTH THIRD BANK,  
as Lender

By: [Signature]

By: \_\_\_\_\_

Name: Thomas X Kraft

Name: \_\_\_\_\_

Title: Co - General Counsel

Title: \_\_\_\_\_

SACRAMENTO VALLEY RAILROAD, LLC,  
as Security Provider

By: [Signature]

Name: CARLO MARINO

Title: President

FEB 11 '11 -10 25 AM

SURFACE TRANSPORTATION BOARD

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FIFTH THIRD BANK,  
as Lender

By: [Signature]

By: [Signature]

Name: Thomas X. Kraft

Name: Craig Schuth

Title: Co - General Counsel

Title: Vice President

SACRAMENTO VALLEY RAILROAD, LLC,  
as Security Provider

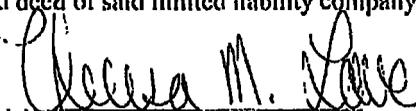
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On December 22, 2010 before me personally appeared Thomas X. Fedtch me personally known, who being by me duly sworn, says that (s)he is the G. General Counsel of Planfield Direct, L.L.C, that said instrument was signed on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



NOTARY PUBLIC

my commission expires: 11/30/2015

STATE OF ILLINOIS     )  
  ) ss:  
COUNTY OF COOK     )

*JANUARY 31 2011*

On ~~December~~ *January 31*, 2010 before me personally appeared *Craig Seltzer*, to me personally known, who being by me duly sworn, says that (s)he is the *VICE PRESIDENT* of Fifth Third Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Linda F. Boswell*  
NOTARY PUBLIC



STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF PALM BEACH    )

On December 30<sup>th</sup>, 2010 before me personally appeared Casey D. Martin to me personally known, who being by me duly sworn, says that (s)he is the President of Sacramento Valley Railroad, LLC, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

