

**OSTER
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March 11, 2004

RECORDATION NO. 24849 FILED

MAR 11 '04 12:33 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 2/25/04 between the following parties:

Secured Party: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Debtor: Housatonic Logistics Company, LLC
8 David Road West
Old Lyme, CT 06371

Equipment: 99, J311 Gondolas
WEPX 678-1506, NI
(See Attached)

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.

Summary: Memorandum of Security Agreement dated 2/25/04 between Wells Fargo Equipment Finance, Inc. as Secured Party and Housatonic Logistics Company, LLC as Debtor involving 99, J311 Gondolas, WEPX 678-1506, NI, a primary document.

Sincerely,



Mary Ann Oster
Research Consultant



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Memorandum of Security Agreement

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 25th day of February, 2004 by and between Housatonic Logistics Company, LLC a Connecticut corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of February 25, 2004 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated February 25, 2004 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Ninety-Nine (99) 1980-1985 Model J311 Gondola Railcars with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract of otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

HOUSATONIC LOGISTICS COMPANY, LLC

By: Edward J. Rodriguez

Its: Member

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Datti H. Deljourny

Its: Senior Contract Admin

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STATE OF MINNESOTA
DEPARTMENT OF REVENUE
TRANSPORTATION BOARD



Wells Fargo Equipment Finance
Investors Building , Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Security Agreement

Debtor: *Housatonic Logistics Company, LLC*

Ninety-Nine (99) 1980-1985 Model J311 Gondola Railcars with the following markings:

WEPX 678	WEPX 805	WEPX 947	WEPX 1076	WEPX 1395
WEPX 704	WEPX 806	WEPX 949	WEPX 1124	WEPX 1397
WEPX 705	WEPX 811	WEPX 952	WEPX 1138	WEPX 1399
WEPX 715	WEPX 812	WEPX 961	WEPX 1140	WEPX 1403
WEPX 719	WEPX 819	WEPX 968	WEPX 1143	WEPX 1409
WEPX 724	WEPX 826	WEPX 971	WEPX 1170	WEPX 1416
WEPX 733	WEPX 831	WEPX 974	WEPX 1193	WEPX 1417
WEPX 736	WEPX 838	WEPX 976	WEPX 1197	WEPX 1418
WEPX 739	WEPX 853	WEPX 993	WEPX 1207	WEPX 1429
WEPX 744	WEPX 866	WEPX 1017	WEPX 1227	WEPX 1431
WEPX 753	WEPX 869	WEPX 1018	WEPX 1230	WEPX 1454
WEPX 756	WEPX 872	WEPX 1030	WEPX 1232	WEPX 1456
WEPX 768	WEPX 876	WEPX 1031	WEPX 1248	WEPX 1457
WEPX 769	WEPX 884	WEPX 1036	WEPX 1316	WEPX 1467
WEPX 776	WEPX 890	WEPX 1038	WEPX 1336	WEPX 1468
WEPX 778	WEPX 893	WEPX 1042	WEPX 1342	WEPX 1474
WEPX 780	WEPX 924	WEPX 1044	WEPX 1343	WEPX 1483
WEPX 796	WEPX 927	WEPX 1047	WEPX 1350	WEPX 1497
WEPX 802	WEPX 938	WEPX 1056	WEPX 1373	WEPX 1506
WEPX 803	WEPX 939	WEPX 1067	WEPX 1386	

Dated: *February 25, 2004*

Debtor: *Housatonic Logistics Company, LLC*

By: _____

Its: *Member*



STATE OF CONNECTICUT

SS: Old Lyme

COUNTY OF NEW LONDON

On this the 3rd day of March, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared Edward J. Rodriguez, to me personally known, who being by me duly sworn, says that he is a member of Housatonic Logistics Co., LLC., a Connecticut Limited Liability company. the foregoing instrument was signed on behalf of said company by authority of its members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.


Susan W. Fairbanks
Notary Public
My Comm. Expires: 7/31/06

(Seal)

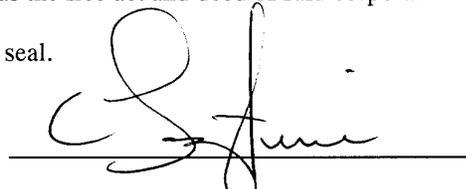
STATE OF *Minnesota*

SS:

COUNTY OF *Hennepin*

On this the *8th* day of *March*, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared *Patti H DeYoung*, to me personally known who being by me duly sworn, says that (he/she) is a *Senior Contract Admini* of *Wells Fargo Equipment Fin* the foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.


Notary Public

(Seal)

