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September 2, 2005

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VIA FEDERAL EXPRESS

Vernon A. Williams
Secretary, Surface Transportation Board
1925 K Street NW, Room 714
Washington, D.C., 20423

RECORDATION NO. 24849-D FILED

SEP 06 '05

12-20 PM

SURFACE TRANSPORTATION BOARD

RE: Filing of Release of Lien executed by Wells Fargo Equipment Finance, Inc. ("Wells Fargo"), Secured Party (Release of Lien releasing lien secured by Security Agreement dated February 25, 2005, as amended by Amended and Restated Memorandum of Security Agreement dated January 31, 2005, between Wells Fargo, as Secured Party and Housatonic Logistics Company, LLC, as Debtor; **Recordation numbers 24849 and 24849-C**)

Dear Secretary Williams:

This firm represents The Frost National Bank ("Frost"). Frost is paying off the loan which is secured by the referenced security agreement held by Wells Fargo. At the request of Wells Fargo, this firm has agreed to file the referenced release on behalf of Wells Fargo. I have enclosed for recordation an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a release of lien, a secondary document, which has never been recorded, dated August 31, 2005. The primary documents to which this Release is connected are recorded under Recordation Numbers 24849 and 24849-C.

The names and addresses of the parties to the document are as follows:

Secured Party: Wells Fargo Equipment Finance, Inc.
Investors Building, #300
733 Marquette Avenue
Minneapolis, MN 55422

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

The railroad equipment released by the document is more particularly described as follows:

Ninety-Nine (99) 1980-1985 Ortner Model J311 Gondola Railcars with various non-consecutive marks beginning with WEPX 678 and ending with WEPX 1506, and being the same cars described in the Revised Schedule A to Amendment to Memorandum of Security Agreement having Recordation Number 24849-A, which amendment recites various new non-consecutive marks for the same cars beginning with HRLX 94002 and ending with HRLX 94199.

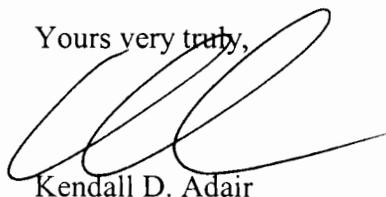
A fee of \$33.00 is enclosed. Please return the original, any extra copies not needed by the Board for recordation, and a file stamped copy as to recording to the following:

Harris, Finley & Bogle
Attn: Debra Cheek
777 Main Street, Suite 3600
Fort Worth, Texas, 76102

A short summary of the document to appear in the index follows:

Release of Lien executed by Wells Fargo Equipment Finance, Inc., dated August 31, 2005, releasing the lien secured by a Security Agreement dated February 25, 2004, as amended by Amended and Restated Memorandum of Security Agreement dated January 31, 2005, between Wells Fargo Equipment Finance, Inc., as Secured Party and Housatonic Logistics, LLC, as Debtor; **Recordation numbers 24849 and 24849-C**, covering Ninety-Nine (99) 1980-1985 Ortner Model J311 Gondola Railcars with various non-consecutive marks beginning with WEPX 678 and ending with WEPX 1506, and being the same cars described in the Amendment to Memorandum of Security Agreement having Recordation Number 24849-A, which amendment recites various new non-consecutive marks for the same cars beginning with HRLX 94002 and ending with HRLX 94199.

Yours very truly,



Kendall D. Adair

KDA/si
Enclosures

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cc: Mr. Martin McDonald
Ms. Terry Little
Ms. Margaret Holland

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**PARTIAL RELEASE OF LIEN
OF
SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Partial Release of Security Agreement Liens (the "Release") releases the liens with respect to some, but not all, of the collateral created by a Security Agreement dated as of February 25, 2004 bearing Recordation Number 24849 as amended and restated by an "Amended and Restated Memorandum of Security Agreement" dated January 31, 2005 and recorded with the Surface Transportation Board on February 24, 2005 as Recordation Number 24849-C, between Wells Fargo Equipment Finance, Inc. as Lender, and Housatonic Logistics Company, LLC, as Borrower. The collateral being released from the liens consists the collateral described on Schedule A attached hereto and made a part hereof (hereinafter, the "Released Equipment").

The remaining collateral which is not being released consists of cars described in Schedule D-1 of the Amended and Restated Memorandum of Security Agreement dated as of January 31, 2005 and bearing Recordation Number 24849-C as Twenty-Five (25) 1975-1976 Ortnr Built High Sided Gondola Railcars having various non-consecutive old markings between HRRC 2039 and HRRC 2074 and corresponding new markings between HRLX 2039 and HRLX 2074.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lender RELEASES any lien or other interest of Lender with respect to the Released Equipment .

This Release shall be recorded with the Surface Transportation Board.

In witness whereof, the Lender has caused this Release to be duly executed by its authorized officer as of the 31st day of August, 2005.

WITNESS:

Wells Fargo Equipment Finance, Inc.

Michael S. Gibson

By:

Suzanne Barnes

Name:

Suzanne Barnes

Title:

VP

Partial Release of Lien of Security Agreement
Secured Party – Wells Fargo Equipment Finance, Inc.
Debtor – Housatonic Logistics Company, LLC
Original Date – February 25, 2004 -Recordation Number 24849
Amendment Date – January 31, 2005 – Recordation Number 24849-C

Schedule A – Released Equipment

All cars listed on Schedule A of the Memorandum of Security Agreement dated as of February 25, 2004 bearing Recordation Number 24849. Such cars are described as Ninety-Nine (99) 1980-1985 Ortner Model J311 Gondola Railcars with various non-consecutive marks beginning with WEPX 678 and ending with WEPX 1506 and being the same cars set forth in Revised Schedule A to Amendment To Memorandum of Security Agreement, which amendment recites various new non-consecutive marks for the same cars beginning with HRLX 94002 and ending with HRLX 94199 and is dated as of October 12, 2004, having Recordation Number 24849-A. Some of said cars are also described in the Amended and Restated Memorandum of Security Agreement dated as of January 31, 2005 and bearing Recordation Number 24849-C as Forty-Three (43) 1980-1985 Ortner Model J311 Gondola Railcars.