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RECORDATION NO. 24796-A FILED

OCT 21 '04 10-48 AM

SURFACE TRANSPORTATION BOARD

October 21, 2004

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

Dear Sir:

Enclosed for recording with the Surface Transportation Board is an Amendment to Memorandum of Security Agreement dated 10/12/04 involving the following parties and railroad equipment:

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

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

Equipment: 97, J311 Gondolas
HRLX 94001-94197, NI
Previously WEPX 684-1496, NI; JTSX 900808

Please file this agreement as a secondary document to STB Recordation #24796. The filing fee of \$30 is enclosed. Thank you.

Summary: Amendment to Memorandum of Security Agreement 10/12/04 between Wells Fargo Equipment Finance, Inc. as Secured Party and Housatonic Logistics Company, LLC. as Debtor including 97, J311 Gondolas, HRLX 94001-94197, NI, previously WEPX 684-1496, NI, JTSX 900808, a secondary document to STB Recordation #24796.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

**AMENDMENT TO RECORDATION NUMBER 24796
FILED JANUARY 27, 2004
TO MEMORANDUM OF SECURITY AGREEMENT**

THIS AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 12th day of October, 2004, by and between Houatonic Logistics Company, LLC, a Connecticut Limited Liability Company ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. Debtor and Secured Party hereby agree to amend the collateral description filed under Recordation Number 24796 filed January 27, 2004 to read:

(a) Ninety-seven (97) 1980-1985 Ortner Model J311 Gondola Railcars with the following marking described on Revised Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof.

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

HOUSATONIC LOGISTICS COMPANY, LLC

WELLS FARGO EQUIPMENT FINANCE, INC.

By: *Edward J. Rodriguez*

By: *[Signature]*

Title: Member

Title: JVP

122338-700

STATE OF Connecticut
COUNTY OF New London

On this 12th day of October, 2004, before me, a Notary Public of the City and State aforesaid, personally appeared Edward F. Mente to me personally known, who being by me duly sworn, says that he is the Member of Housatonic Logistics Company, 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.

Connelia Jane Chopin
Notary Public

My commission expires: 4-30-08

STATE OF Minnesota
COUNTY OF Hennepin

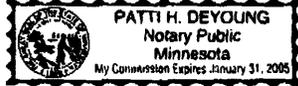
On this 15th day of October, 2004, before me a Notary Public of the City and State aforesaid, personally appeared Jacqueline to me personally known who being by me duly sworn, says that (he/she) is a AVP Branch of Wells Fargo Equipment Finance, Inc. that foregoing instrument is/was signed on behalf of 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.

Patti H. Devoung
Notary Public

(Seal)

My commission expires:



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

Revised Schedule A

Contract Number 122330-700 dated as of December 18, 2002

Debtor: **Houstonic Logistics Company, LLC**

**Ninety-Seven (97) 1980-1985 Ortner Model J311 Gondola Railcars
 with the following markings:**

| Old Markings | New Markings |
|--------------|--------------|
| WEPX 884 | HRLX 94003 |
| WEPX 885 | HRLX 94004 |
| WEPX 691 | HRLX 94005 |
| WEPX 892 | HRLX 94006 |
| WEPX 969 | HRLX 94007 |
| WEPX 697 | HRLX 94008 |
| WEPX 711 | HRLX 94011 |
| WEPX 714 | HRLX 94012 |
| WEPX 722 | HRLX 94015 |
| WEPX 730 | HRLX 94017 |
| WEPX 738 | HRLX 94020 |
| WEPX 764 | HRLX 94025 |
| WEPX 767 | HRLX 94026 |
| WEPX 783 | HRLX 94032 |
| WEPX 801 | HRLX 94034 |
| WEPX 821 | HRLX 94042 |
| WEPX 836 | HRLX 94045 |
| WEPX 842 | HRLX 94047 |
| WEPX 854 | HRLX 94049 |
| WEPX 899 | HRLX 94058 |
| WEPX 909 | HRLX 94059 |
| WEPX 914 | HRLX 94060 |
| WEPX 917 | HRLX 94061 |
| WEPX 943 | HRLX 94066 |
| WEPX 945 | HRLX 94067 |
| WEPX 954 | HRLX 94071 |
| WEPX 962 | HRLX 94073 |
| WEPX 970 | HRLX 94075 |
| WEPX 973 | HRLX 94077 |
| WEPX 985 | HRLX 94080 |
| WEPX 987 | HRLX 94081 |
| WEPX 990 | HRLX 94082 |
| WEPX 994 | HRLX 94084 |
| WEPX 1002 | HRLX 94085 |



Schedule A to Contract 122330-700

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| | | | |
|------|------|------|-------|
| WEPX | 1003 | HRLX | 94086 |
| WEPX | 1009 | HRLX | 94088 |
| WEPX | 1022 | HRLX | 94091 |
| WEPX | 1025 | HRLX | 94092 |
| WEPX | 1043 | HRLX | 94098 |
| WEPX | 1050 | HRLX | 94101 |
| WEPX | 1058 | HRLX | 94103 |
| WEPX | 1059 | HRLX | 94104 |
| WEPX | 1063 | HRLX | 94105 |
| WEPX | 1066 | HRLX | 94106 |
| WEPX | 1081 | HRLX | 94110 |
| WEPX | 1080 | HRLX | 94111 |
| WEPX | 1091 | HRLX | 94112 |
| WEPX | 1095 | HRLX | 94113 |
| WEPX | 1102 | HRLX | 94114 |
| WEPX | 1110 | HRLX | 94115 |
| WEPX | 1117 | HRLX | 94116 |
| WEPX | 1177 | HRLX | 94122 |
| WEPX | 1178 | HRLX | 94123 |
| WEPX | 1183 | HRLX | 94124 |
| WEPX | 1187 | HRLX | 94125 |
| WEPX | 1206 | HRLX | 94128 |
| WEPX | 1234 | HRLX | 94139 |
| WEPX | 1235 | HRLX | 94134 |
| WEPX | 1240 | HRLX | 94135 |
| WEPX | 1248 | HRLX | 94138 |
| WEPX | 1249 | HRLX | 94138 |
| WEPX | 1253 | HRLX | 94139 |
| WEPX | 1254 | HRLX | 94140 |
| WEPX | 1255 | HRLX | 94141 |
| WEPX | 1261 | HRLX | 94142 |
| WEPX | 1263 | HRLX | 94143 |
| WEPX | 1265 | HRLX | 94144 |
| WEPX | 1280 | HRLX | 94145 |
| WEPX | 1300 | HRLX | 94146 |
| WEPX | 1327 | HRLX | 94148 |
| WEPX | 1341 | HRLX | 94150 |
| WEPX | 1353 | HRLX | 94164 |
| WEPX | 1354 | HRLX | 94155 |
| WEPX | 1361 | HRLX | 94156 |
| WEPX | 1362 | HRLX | 94157 |
| WEPX | 1366 | HRLX | 94158 |
| WEPX | 1369 | HRLX | 94159 |
| WEPX | 1374 | HRLX | 94161 |
| WEPX | 1377 | HRLX | 94162 |
| WEPX | 1378 | HRLX | 94163 |
| WEPX | 1384 | HRLX | 94164 |
| WEPX | 1388 | HRLX | 94166 |
| WEPX | 1390 | HRLX | 94167 |
| WEPX | 1391 | HRLX | 94138 |

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| | | | |
|------|--------|------|-------|
| WEPX | 1393 | HRLX | 94169 |
| WEPX | 1401 | HRLX | 94173 |
| WEPX | 1408 | HRLX | 94176 |
| WEPX | 1413 | HRLX | 94177 |
| WEPX | 1420 | HRLX | 94181 |
| WEPX | 1421 | HRLX | 94182 |
| WEPX | 1423 | HRLX | 94183 |
| WEPX | 1428 | HRLX | 94184 |
| WEPX | 1433 | HRLX | 94186 |
| WEPX | 1442 | HRLX | 94187 |
| WEPX | 1486 | HRLX | 94196 |
| WEPX | 1496 | HRLX | 94197 |
| JTSX | 900808 | HRLX | 94001 |

Dated: October 12, 2004

Debtor: Housatonic Logistics Company, LLC

By: 

Title: Member