

RECORDATION NO. 22138 FILED

MAY 4 '99

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 4, 1999

 Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Security Agreement, dated as of April 29, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: KeyCorp Leasing,  
a division of Key Corporate Capital, Inc.  
54 State Street  
Albany, New York 12201-1865

Grantor: Inspiration Holdings, Inc.  
2460 West 26<sup>th</sup> Avenue  
Denver, Colorado 80211

A description of the railroad equipment covered by the enclosed document is:

Set forth on Exhibit A attached to the Security Agreement

Mr. Vernon A. Williams  
May 4, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

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MEMORANDUM OF SECURITY AGREEMENT

Dated as of April 29, 1999

between

KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC.  
Secured Party

and

INSPIRATION HOLDINGS, INC.  
Grantor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_:\_\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF SECURITY AGREEMENT**

**THIS MEMORANDUM OF SECURITY AGREEMENT** dated as of April 29, 1999 is made by and between INSPIRATION HOLDINGS, INC., a Colorado corporation ("Grantor"), and KEYCORP LEASING, a Division of Key Corporate Capital Inc., a Michigan corporation ("Secured Party").

WITNESSETH

1. Pursuant to a Security Agreement of even date (the "Security Agreement"), Grantor has pledged as security to Secured Party sixty-nine (69), 4000 c.f., 100 ton, covered hoppers and five (5), jumbo pressure tank cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the pledge as defined in the Security Agreement.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Secured Party:**

KEYCORP LEASING,  
a Division of Key Corporate Capital Inc.

By: 

Name: Krista Spada  
Title: Regional Business Unit Manager

**Grantor:**

INSPIRATION HOLDINGS, INC.

By: 

Name: Teri L. Coffey  
Title: President

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF )

On this 3<sup>rd</sup> day of May, 1999, before me the subscriber personally appeared Krista Spada, who being by me duly sworn, did depose and say: that she resides at Albany, New York; that she is a Regional Business Unit Manager of KeyCorp Leasing, the corporation described in and which executed the foregoing instrument and that she signed her name thereto by order of the Board of Directors of said corporation.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

RICHARD J. NELSON, SR.  
Notary Public, State of New York  
No. 01NE6006617  
Qualified in Rensselaer County  
Commission Expires May 04, 2000

STATE OF Colorado )  
 ) ss.:  
COUNTY OF [Signature]

On this 30<sup>th</sup> day of April, 1999, before me the subscriber personally appeared Teri Coffenbaw, who being by me duly sworn, did depose and say; that (s)he resides at Denver, CO; that (s)he is a President of INSPIRATION HOLDINGS, INC. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 1-11-2000



