

OSTER
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RECORDATION NO. 26669 FILED

NOV 30 '06 -11 03 AM

SURFACE TRANSPORTATION BOARD

November 30, 2006

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 Railcar Lease Agreement dated 11/27/06 including the following parties and railroad equipment:

Lessor: Inspiration Holdings, Inc.
2460 W. 26th Avenue
Denver, CO 80211

Lessee: Rocky Mountain Transportation Services, Inc.
6850 W. 52nd, Suite 103
Arvada, CO 80002

Equipment: 6, 34,000 gal. Tank Cars
TRUX 771-776

Please record this agreement as a primary document. The filing fee of \$34 is enclosed.

Summary: Memorandum of Railcar Lease Agreement dated 11/27/06 between Inspiration Holdings, Inc. as Lessor and Rocky Mountain Transportation Services, Inc. as Lessee including 6, Tank Cars marked TRUX 771-776.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

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Memorandum of Railcar Lease Agreement

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of **November 27, 2006** by and between *Inspiration Holdings, Inc.*, a Colorado corporation ("Lessor") and *Rocky Mountain Transportation Services, Inc.*, a(n) Colorado corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Car Leasing Agreement dated as of January 1, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Rider No(s) 5 dated November 20, 2006 to Car Leasing Agreement, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor **Six (6) North American Car Corp. 34,000 gal. Railroad Tank Cars** bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

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

Lessor: Inspiration Holdings, Inc.

By: *Teri L. Coffenbaw*
 Name: TERI L. COFFENBOW
 Title: PRESIDENT

Lessee: Rocky Mountain Transportation Services, Inc.

By: *Richard M. Coffenbaw*
 Name: RICHARD M. COFFENBOW
 Title: VICE-PRESIDENT



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

Schedule A
ix Memorandum of
Security Agreement

Debtor: Inspiration Holdings, Inc.

Six (6) North American Car Corp. 34,000 gal. Railroad Tank Cars

Car Mark	Car Number
1) TRUX	771
2) TRUX	772
3) TRUX	773
4) TRUX	774
5) TRUX	775
6) TRUX	776

Dated: November 27, 2006

Debtor: Inspiration Holdings, Inc.

By: Jeri L Coffey
Title: President

scha

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 2006 before me personally appeared,
_____ to me personally known, who being by me duly sworn,
says that (he/she) is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____

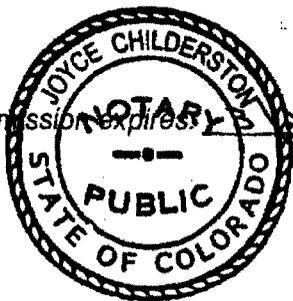
STATE OF COLORADO
COUNTY OF JEFFERSON

On this 27th day of November, 2006 before me personally appeared,
Teri L Coffenow to me personally known, who being by me duly sworn says that
(he/she) is the President of Inspiration Holdings, Inc., a(n) Colorado corporation,
that said instrument was signed on behalf of said corporation, and s/he acknowledged that the
execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Joyce Childerston
Notary Public

My commission expires 03/20/2007



My Commission Expires 03/20/2007

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 2006 before me personally appeared,
_____ to me personally known, who being by me duly sworn,
says that (he/she) is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____

STATE OF COLORADO
COUNTY OF JEFFERSON

On this 27th day of November, 2006 before me personally appeared,
Richard M. Coffenbarger to me personally known, who being by me duly sworn says that
(he/she) is the Vice President of Rocky Mountain Transportation Services, Inc., a(n) Colorado
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Joyce Childerston
Notary Public

My commission expires 03/20/2007



My Commission Expires 03/20/2007