

RECORDATION NO. 23254 FILED

DEC 14 '00 12-33 PM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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SUITE 200
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 14, 2000

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 a Memorandum of Security Agreement, dated December 12, 2000, 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:

Grantor: Inspiration Holdngs, Inc.
6850 W. 52nd Avenue
Arvada, Co 80002

Secured Party: KeyCorp Leasing
54 State Street
9th Floor
Albany, NY 12207

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

15 tank railcars within the series SUNX 33518 - SUNX 33602

gls

Mr. Vernon A. Williams
December 8, 2000
Page Two

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

Memorandum of Security Agreement between Inspiration Holdings,
Inc., Grantor, and KeyCorp Leasing, Secured Party, covering 15 tank
railcars within the series SUNX 33518 - SUNX 33602

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23254 FILED

DEC 14 '00 12-33 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of December 12, 2000

between

KEYCORP LEASING, a Division of Key Corporate Capital Inc.,

Secured Party

and

INSPIRATION HOLDINGS, INC.

Grantor

Filed with the Surface Transportation Board pursuant to

49 U.S.C. § 11301 on December ____, 2000, at ____:____.M

Recordation Number _____

RECORDATION NO. 23254 FILED

MEMORANDUM OF SECURITY AGREEMENT DEC 14 '00 12-33 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of December 12, 2000 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 Master Security Agreement and Collateral Schedule No. 01, each dated December 12, 2000 (the "Security Agreement"), Grantor has pledged as security to Secured Party 15 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.

3. Grantor grants to Secured Party a first priority security interest and lien in the tank cars listed on Exhibit A, senior and superior to all claims and interests in and to the subject tank cars.

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: Theresa L. Coffenbow
Title: President

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of December 12, 2000 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 Master Security Agreement and Collateral Schedule No. 01, each dated December 12, 2000 (the "Security Agreement"), Grantor has pledged as security to Secured Party 15 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.

3. Grantor grants to Secured Party a first priority security interest and lien in the tank cars listed on Exhibit A, senior and superior to all claims and interests in and to the subject tank cars.

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: Theresa L. Coffenbow
Title: President

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

On this 12th day of December, 2000, 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 Regional Business Unit Manager of KeyCorp Leasing, a Division of Key Corporate Capital Inc. 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.



NOTARY PUBLIC

My Commission Expires:

DANIEL VAZQUETELLES
Notary Public, State of New York
Qualified in Albany County
No 5052361
Commission Expires Nov. 20, 2001

STATE OF COLORADO)
) ss.:
COUNTY OF _____)

On this ____ day of December, 2000, before me the subscriber personally appeared THERESA L. COFFENBOW, who being by me duly sworn, did depose and say; that she resides at _____, Colorado; that she is President of INSPIRATION HOLDINGS, INC. 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.

NOTARY PUBLIC

My Commission Expires:

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

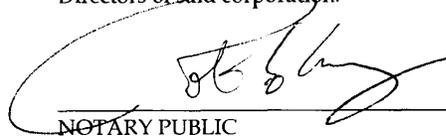
On this ___ day of December, 2000, before me the subscriber personally appeared KRISTA SPADA, who being by me duly sworn, did depose and say: that she resides at Albany, New York; that she is Regional Business Unit Manager of KeyCorp Leasing, a Division of Key Corporate Capital Inc. the corporation described in and which executed the foregoing instrument and that she signed her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

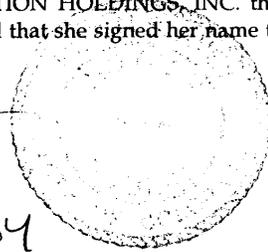
My Commission Expires:

STATE OF COLORADO)
) ss.:
COUNTY OF Jefferson)

On this 10th day of December, 2000, before me the subscriber personally appeared THERESA L. COFFENBOW, who being by me duly sworn, did depose and say; that she resides at Denver, Colorado; that she is President of INSPIRATION HOLDINGS, INC. 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.



NOTARY PUBLIC



My Commission Expires: 1-11-2004

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF DECEMBER 12, 2000

MARKING

SUNX 33518
SUNX 33519
SUNX 33528
SUNX 33530
SUNX 33534
SUNX 33537
SUNX 33541
SUNX 33564
SUNX 33567
SUNX 33569
SUNX 33572
SUNX 33573
SUNX 33595
SUNX 33596
SUNX 33602