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RECORDATION NO. 23463 FILED

APR 18 '01 12:41 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

April 18, 2001

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 April 9, 2001, 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 Holdings, 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:

20 tank railcars within the series BTRX 3001 - BTRX 3048

Mr. Vernon A. Williams
April 18, 2001
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.

Also enclosed is a check in the amount of \$28.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of April 9, 2001

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 April ____, 2001, at ____:____.M

Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT
(Schedule No. 02)

THIS MEMORANDUM OF SECURITY AGREEMENT (Schedule No. 02) dated as of April 9, 2001 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 dated December 12, 2000 and Collateral Schedule No. 02, dated April 9, 2001 (the "Security Agreement"), Grantor has pledged as security to Secured Party twenty (20) union tank cars bearing the railroad reporting markings and numbers 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 union 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.

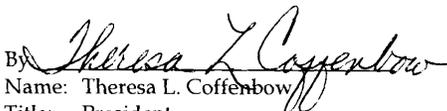
Secured Party:

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. Coffenbaw
Title: President

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

On this 13 day of April, 2001, 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

RICHARD J. NELSON, SR.
Notary Public, State of New York
No. 01NE6006617
Qualified in Rensselaer County
Commission Expires May 04, 2002

My Commission Expires:

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

On this 9 day of April, 2001, 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:

3/20/2003

My Commission Expires 03/20/2003

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF APRIL 9, 2001

MARKING

BTRX 3001
BTRX 3003
BTRX 3005
BTRX 3010
BTRX 3012
BTRX 3015
BTRX 3016
BTRX 3017
BTRX 3018
BTRX 3019
BTRX 3022
BTRX 3027
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