

RECORDATION NO. 26060 FILED ?

DEC 23 '05 12:02 PM

SURFACE TRANSPORTATION BOARD

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December 22, 2005

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 as of December 6, 2005, 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: Key Equipment Finance, Inc.
66 South Pearl Street, 8th Floor
Albany, New York 12207

Grantor: Inspiration Holdings, Inc.
2460 West 26th Ave.
Denver, Colorado 80211

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

14 railcars: AGLF 488550, AGLF 488697, AGLF 489333, MILW 101076, MSDR 30105, MSDR 30110, MSDR 30116, NAHX 53812, NAHX 54389, NAHX 54469, NAHX 477707, NAHX 488399, NAHX 488550 and NAHX 890628.

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

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$33.00 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 December 06, 2005

between

KEY EQUIPMENT FINANCE INC.
Secured Party

and

INSPIRATION HOLDINGS, INC.
Grantor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 20____, at ____:____.M
Recordation Number _____

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF December 06, 2005

Exhibit A

List of Purchased Assets

Commodity: Grain

Price Per Car: \$24,000.00

Car Mark

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	MSDR	30105
2	MSDR	30110
3	MSDR	30116
4	NAHX	53812
5	NAHX	54389
6	NAHX	54469
7	MILW	101076
8	NAHX	477707
9	NAHX	488399
10	AGLF	488550
11	AGLF	488697
12	AGLF	489333
13	NAHX	489353
14	NAHX	890628