

OSTER

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RECORDATION NO. 26670 FILED

NOV 30 '06 -10 4 1 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 Security Agreement dated 11/27/06 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So.
Minneapolis, MN 55402

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

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 Security Agreement dated 11/27/06 between Wells Fargo Equipment Finance, Inc. as Secured Party and Inspiration Holdings, Inc. as Debtor including 6, Tank Cars marked TRUX 771-776.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures



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

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Memorandum of Security Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 27th day of November, 2006, by and between Inspiration Holdings, Inc., a Colorado corporation ("Debtor" and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of November 27, 2006 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated November 27, 2006 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Six (6) North American Car Corp. 34,000 gal. Railroad Tank Cars with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract of otherwise, in respect of any defect in the Railcars or any part thereof;

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

Wells Fargo Equipment Finance, Inc.

Inspiration Holdings, Inc.

By: *Mark Davis*
Its: *Contract Administrator*

By: *Jeri L. Coffey*
Its: *President*



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

Schedule A
to 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

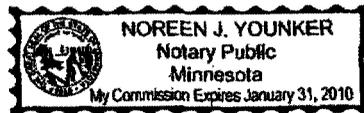
STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 29th day of November, 2006, before me, a Notary Public of the City and State aforesaid, personally appeared Marilyn Davis, to me personally known, who being by me duly sworn, says that he is the Contract Admin. of Wells Fargo Equipment Finance, Inc., an Minnesota corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Noreen J. Younker
Notary Public

My commission expires: January 31, 2010



STATE OF COLORADO
COUNTY OF JEFFERSON

On this 27 day of November, 2006, before me a Notary Public of the City and State aforesaid, personally appeared Teri L. Coffenbaw, to me personally known who being by me duly sworn, says that (he/she) is a President of Inspiration Holdings, Inc., that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

My commission expires 03/20/2007



My Commission Expires 03/20/2007

Joyce Childerston
Notary Public