

OSTER
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June 4, 2010

RECORDATION NO. 29310 FILED

JUN 04 '10 -1 5 2 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Security Agreement 12/8/08

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

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

Equipment: 23, 33,500 gal. Tank Cars
ROCX 8002-8049, NI
Previously: FLIX 8002-8049, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Security Agreement dated 12/8/08 between Wells Fargo Equipment Finance, Inc. as Secured Party and Inspiration Holdings, Inc. as Debtor including 23, Tank Cars.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investor's Building, Suite 700
Minneapolis, MN 55479-2048

Memorandum of Security Agreement

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 8th day of December, 2008, 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 December 8, 2008 (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 December 8, 2008 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) Twenty-Three (23) 33,500 Gallon Tank Cars 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 or otherwise, in respect of any defect in the Railcars or any part thereof;

(e) any agreement now or hereafter entered into for leasing the Railcars to any third party;

(f) all rent, damages and other moneys from time to time payable to or receivable by the Debtor in respect of the Railcars; and

(g) all proceeds (cash and non-cash), including insurance proceeds, settlement proceeds and condemnation awards thereof.

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

Inspiration Holdings, Inc.

By: Jeri L. Copenbow
Its: President

Wells Fargo Equipment Finance, Inc.

By: [Signature]
Its: Sp. Contract Admin.

**Schedule A to
Memorandum of Security Agreement Dated as of December 8, 2008**

Equipment Description:**Twenty-Three (23) 33,500 Gallon Tank Cars****Current Serial Numbers:**

FLIX 8002	FLIX8005	FLIX 8007	FLIX 8008
FLIX 8010	FLIX 8015	FLIX 8016	FLIX 8019
FLIX 8020	FLIX 8021	FLIX 8023	FLIX 8025
FLIX 8026	FLIX 8027	FLIX 8029	FLIX 8032
FLIX 8034	FLIX 8035	FLIX 8036	FLIX 8037
FLIX 8043	FLIX 8045	FLIX 8049	

New Serial Numbers:

ROCX 8002	ROCX 8005	ROCX 8007	ROCX 8008
ROCX 8010	ROCX 8015	ROCX 8016	ROCX 8019
ROCX 8020	ROCX 8021	ROCX 8023	ROCX 8025
ROCX 8026	ROCX 8027	ROCX 8029	ROCX 8032
ROCX 8034	ROCX 8035	ROCX 8036	ROCX 8032
ROCX 8043	ROCX 8045	ROCX 8049	

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 4th day of June, 20010 before me personally appeared,
Peter J. Neas to me personally known, who being by me duly sworn, says that s/he is the
Contract Admin 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]

Margaret J. Kiernan
Notary Public

My commission expires: 1-31-2015



STATE OF Colorado
COUNTY OF Jefferson

On this 27 day of May, 20010 before me personally appeared,
Teri Childerton to me personally known, who being by me duly sworn, says that s/he is the
President of Inspiration Holdings, a(n) 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 Childerton
Notary Public

My commission expires: 3/31/2011



My Commission Expires 03/20/2011