

RECORDATION NO. 30195 FILED  
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SURFACE TRANSPORTATION BOARD

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April 27, 2012

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

Dear Section Chief,

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 (Collateral Schedule No. 7), dated as of April 24, 2012, 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, 8<sup>th</sup> Floor  
Albany, NY 12207

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

Section Chief  
April 27, 2012  
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A description of the railroad equipment covered by the enclosed document is:

13 tank cars: PTSX 213 – PTSX 217, PTLX 223789, PTLX 223813, PLWX 224265, NATX 76472, NATX 76800, NATX 77080, NATX 77089 and NATX 77299 as more particularly set forth in the attachment to the document.

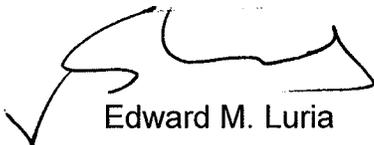
A short summary of the document to appear in the index is:

Memorandum of Security Agreement (Collateral Schedule No. 7).

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF SECURITY AGREEMENT  
(Collateral Schedule No. 07)

Dated as of April 24, 2012

between

KEY EQUIPMENT FINANCE INC.,  
Secured Party

and

INSPIRATION HOLDINGS, INC.  
Debtor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2012, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF SECURITY AGREEMENT**

**THIS MEMORANDUM OF SECURITY AGREEMENT** (Collateral Schedule No. 07) dated as of April 24, 2012 is made by and between INSPIRATION HOLDINGS, INC., a Colorado corporation ("Debtor"), and KEY EQUIPMENT FINANCE INC., a Michigan corporation ("Secured Party").

WITNESSETH

1. Pursuant to a Security Agreement dated April 24, 2012, together with Collateral Schedule No. 07 of even date (collectively, the "Security Agreement"), Debtor has pledged to Secured Party 13 railcars 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 Term as defined in the Security Agreement.
3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

**[SIGNATURE PAGE FOLLOWS]**



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Security Agreement (Collateral Schedule No. 07) to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

INSPIRATION HOLDINGS, INC.

By: Teri L Coffenbaw  
Name: Teri L Coffenbaw  
Title: President

STATE OF OK )  
 ) ss.:  
COUNTY OF Oklahoma )

On this 25 day of April 2012, before me the subscriber personally appeared Teri Coffenbaw, who being by me duly sworn, did depose and say; that (s)he resides at Denver, CO; that (s)he is a President of Inspiration Holdings, the \_\_\_\_\_ described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said Corp.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 3-18-15



[Debtor signature page-STB]

EXHIBIT A  
TO MEMORANDUM OF SECURITY AGREEMENT COLLATERAL SCHEDULE NO. 07  
DATED AS OF April 24, 2012

Asset Description	Vin/Serial #
Jumbo 33,500 gal pressure tank car	PTX-213
Jumbo 33,500 gal pressure tank car	PTX-214
Jumbo 33,500 gal pressure tank car	PTX-215
Jumbo 33,500 gal pressure tank car	PTX-216
Jumbo 33,500 gal pressure tank car	PTX-217
23,500 gal general purpose tank car	PTLX223789
23,500 gal general purpose tank car	PTLX223813
23,500 gal general purpose tank car	PLWX224265
(5) 23,500 GALLON TANK CARS	NATX76472, NATX76800, NATX77080, NATX77089, NATX77299

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/27/12

Edward M Luria  
Edward M. Luria