

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

August 24, 2016

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 Agreement, dated as of August 23, 2016, 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:

Borrower: Cryo-Trans, Inc.
Three Hill Street
P.O. Box 417
Mt. Airy, MD 21771

Lender: First National Bank of Pennsylvania
12 Federal Street, Suite 503
Pittsburgh, PA 15212

A description of the railroad equipment covered by the enclosed document is:

25 railcars: CRYX 6152 - CRYX 6176, inclusive.

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

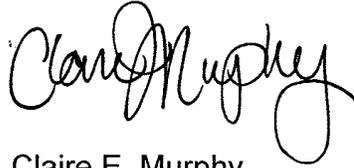
Memorandum of Agreement.

Section Chief
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Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF AGREEMENT

dated as of August 23, 2016

between

**CRYO-TRANS, INC.,
as Borrower,**

and

**FIRST NATIONAL BANK OF PENNSYLVANIA,
as Lender**

Surface Transportation Board

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of August 23 2016, by and between FIRST NATIONAL BANK OF PENNSYLVANIA ("Lender") and CRYO-TRANS, INC. ("Borrower"), with reference to the following:

1. Lender has agreed to make a loan to Borrower, and Borrower has agreed to borrow certain sums from Lender, secured by those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

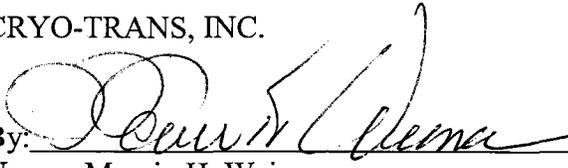
All of such railcars are more fully described in that certain Collateral Schedule No. 1 dated as of August 23, 2016, executed pursuant to that certain Rail Equipment Loan and Security Agreement dated as of August 23, 2016 (together with all of the schedules and other attachments thereto, collectively, the "Agreement"), each between Lender and Borrower; together with any and all leases, interchange or utilization agreements (including, without limitation, that certain Railcar Utilization Agreement between Borrower and Cornerstone Systems, Inc., a Tennessee corporation, dated September 16, 2013, solely with respect to those certain railcars with road numbers CRYX 6152 through CRYX 6176, inclusive, as now or hereafter amended), solely to the extent relating to such railcars, and any and all replacements, substitutions and exchanges therefor and thereof.

2. The Agreement shall be effective as of the date hereof.

This Memorandum of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

CRYO-TRANS, INC.

By:  [SEAL]
Name: Marvin H. Weiner
Title: President

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 17th day of August, 2016, before me appeared Marvin H. Weiner, the person who signed this instrument, who acknowledged that he is the President of CRYO-TRANS, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.


Notary Public

My commission expires:
July 20, 2020

**EXHIBIT NO. 1
TO MEMORANDUM OF AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Year of Manufacture, Make and Model

2016 Gunderson LLC, 68'6" interior,
mechanically refrigerated, insulated railcars

Road Number

CRYX 6152 through CRYX 6176, inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: August 24, 2016



Claire E. Murphy