

RECORDATION NO. 28070 FILED

NOV 32 '09 -12 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C ALVORD (1942)  
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OF COUNSEL  
URBAN A LESTER

November 2, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 October 30, 2009, 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: TD Equipment Finance, Inc.  
2059 Springdale Road  
Cherry Hill, NJ 08003

Anne K. Quinlan, Esquire  
November 2, 2009  
Page 2

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

75 box cars: CRYX 5500 - CRYX 5574.

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 \$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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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NOV 02 '09 12 00 PM

MEMORANDUM OF SECURITY AGREEMENT

~~SURFACE TRANSPORTATION BOARD~~

This Memorandum of Security Agreement ("Memorandum") is made and entered into as of October 30, 2009, between Cryo-Trans, Inc., a Maryland corporation (the "Borrower") and TD Equipment Finance, Inc., a Maine corporation ("Lender"). Terms used in this Memorandum have the meanings assigned thereto in the Railcar Security Agreement and Railcar Utilization Agreement Assignment dated as of October 30, 2009 (as amended, modified or supplemented, the "Security Agreement") between the Borrower and the Lender.

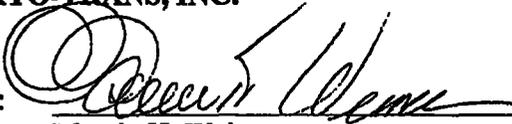
WITNESSETH:

The undersigned are parties to the Security Agreement, by which the Borrower has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each railcar utilization agreement as also set forth on Exhibit A attached hereto to the Lender in order to secure the Borrower's performance of its obligations as described in the Security Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

**CRYO-TRANS, INC.**

By:   
Marvin H. Weiner  
President

**TD EQUIPMENT FINANCE, INC.**

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written

**CRYO-TRANS, INC.**

By. \_\_\_\_\_  
Marvin H Weiner  
President

**TD EQUIPMENT FINANCE, INC.**

By Charles M. Flumefreddo  
Name Charles M. Flumefreddo  
Title Director of Operations

STATE OF nd. )  
COUNTY OF Baltimore ) ss.:

On this, the 30th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Marvin H. Weiner, the President of Cryo-Trans, Inc., who acknowledged himself to be a duly authorized officer of Cryo-Trans, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

A. Elaine Sauer  
Notary Public

[Notarial Seal]

STATE OF New Jersey )  
 ) ss.  
COUNTY OF CLAMDEN )

On this, the 2<sup>nd</sup> day of November, 2009, before me, a Notary Public in and for said County and State, personally appeared Charles RIMEFREDDO, the Director of Operations of TD Equipment Finance, Inc, who acknowledged himself/herself to be a duly authorized officer of TD Equipment Finance, Inc, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Loriann Laquitarra  
Notary Public

LORIANN LAQUITARRA  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
MY COMMISSION EXPIRES OCTOBER 03, 2014

[Notary Seal]

EXHIBIT A

Description of Items of Equipment and Railcar Utilization Agreements

EQUIPMENT AND RAILCAR UTILIZATION AGREEMENTS

Railcar Utilization Agreement #	Railcar User	# of Units	Description	Reporting Marks	Casualty Marks
1	Allens, Inc.	35	72' Plate "F" railroad box cars, 286,000 GRL	CRYX 5500-5534, inclusive	None
2	Heinz North America, Division of H. J. Heinz Company, L.P.	40	72' Plate "F" railroad box cars, 286,000 GRL	CRYX 5535-5574, inclusive	None

Railcar Utilization Agreement No. 1 – Allens, Inc.

Railcar Utilization Agreement entered into on March 27, 2009, by and between Cryo-Trans, Inc. and Allens, Inc.

First Amendment to Railcar Utilization Agreement entered into on May 21, 2009, by and between Cryo-Trans, Inc. and Allens, Inc.

Second Amendment to Railcar Utilization Agreement entered into on July 21, 2009, by and between Cryo-Trans, Inc. and Allens, Inc.

Railcar Utilization Agreement No. 2 – H. J. Heinz Company, L.P.

Railcar Utilization Agreement entered into on July 27, 2009, by and between Cryo-Trans, Inc. and Heinz North America, Division of H. J. Heinz Company, L.P.