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May 1, 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 Agreement, dated as of May 1, 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:

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

Lender: Sandy Spring Bank  
17 West Patrick Street  
Frederick, MD 21701

Chief  
Section of Administration  
May 1, 2012  
Page 2

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

40 railcars: CRYX 5389 - CRYX 5428.

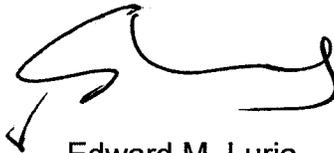
A short summary of the document to appear in the index is:

Memorandum of 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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**MEMORANDUM OF AGREEMENT**

**dated as of May 1, 2012**

**between**

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

**and**

**SANDY SPRING BANK,  
as Lender**

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## MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of May 1, 2012, by and between SANDY SPRING BANK ("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.

All of such railcars are more fully described in that certain Collateral Schedule No. 1 dated as of May 1, 2012, executed pursuant to that certain Rail Equipment Loan and Security Agreement dated as of May 1, 2012 (together with all of the schedules and other attachments thereto, collectively, the "Agreement"), each between Lender and Borrower.

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]**

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

SANDY SPRING BANK

By: *Robert T. Linthicum* [SEAL]  
Name: ROBERT T. LINTHICUM  
Title: SVP

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF FREDERICK )

On this 23 day of April, 2012, before me appeared ROBERT LINTHICUM, the person who signed this instrument, who acknowledged that  he is the SENIOR VICE PRESIDENT of SANDY SPRING BANK and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

*[Signature]*  
Notary Public

My commission expires:  
October 16, 2015

CRYO-TRANS, INC.

By: *Marvin H. Weiner* [SEAL]

Name: Marvin H. Weiner

Title: President

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

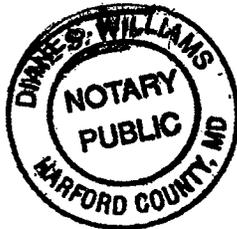
On this 17<sup>th</sup> day of April, 2012, before me appeared Marvin H. Weiner, the person who signed this instrument, who acknowledged that (s)he is the President of CRYO-TRANS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

*Dina Williams*

Notary Public

My commission expires:

April 30, 2012



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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

**Year of Manufacture, Make and Model**

2007, The Greenbrier Companies,  
approximately 72 foot interior,  
mechanically refrigerated, insulated  
railcars

**Road Number**

CRYX 5389 through 5428, inclusive

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: 5/1/12

Edward M Luria  
Edward M. Luria