

RECORDATION NO 30251 FILED
June 13, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

June 13, 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, dated as of June 12, 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: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

Chief
Section of Administration
June 13, 2012
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A description of the railroad equipment covered by the enclosed document
is:

100 box cars: CRYX 5700 - CRYX 5799.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement (“Memorandum”) is made and entered into as of June 12, 2012, 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 June 12, 2012 (as amended, modified or supplemented, the “Security Agreement”) between the Borrower and the Lender.

W I T N E S S E T H:

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.

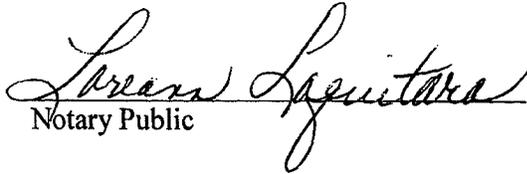
By: Charles M. Flumefreddo
Name: _____
Title: _____
Charles M. Flumefreddo
Director of Operations

STATE OF NEW JERSEY)
) ss.:
COUNTY OF CAMDEN)

On this, the 8th day of June, 2012, before me, a Notary Public in and for said County and State, personally appeared Charles Fumefreddo, 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.

[Notarial Seal]


Notary Public

LORIANN LAQUITARA
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 3, 2015

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	H.J. Heinz Company, L.P.	50	72' Plate "F" railroad box cars, 286,00 GRL	CRYX 5700-5749, inclusive	None
2	The Martin-Brower Company, L.L.C.	37	72' Plate "F" railroad box cars, 286,000 GRL	CRYX 5750-5786, inclusive	None
N/A	N/A	13	72' Plate "F" railroad box cars, 286,000GRL	CRYX 5787-5799, inclusive	None

Railcar Utilization Agreement No. 1 – H. J. Heinz Company, L.P.

Railcar Utilization Agreement entered into on August 15, 2005, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Eighth Amendment to Railcar Utilization Agreement entered into on November 4, 2011, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Ninth Amendment to Railcar Utilization Agreement entered into on March 19, 2012, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Note: The Collateral includes the Railcar Utilization Agreement only to the extent relating to those specific Railcars described in this EXHIBIT A.

Railcar Utilization Agreement No. 2 – The Martin-Brower Company, L.L.C.

Railcar Utilization Agreement entered into on February 3, 2012, by and between Cryo-Trans, Inc. and The Martin-Brower Company, L.L.C.

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: 6/13/14

Edward M Luria
Edward M. Luria