

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

December 22, 2014

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 December 22, 2014, 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:

Lender: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
295 Fifth Avenue
Pittsburgh, Pennsylvania 15222

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

Chief, Section of Administration
December 22, 2014
Page 2

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

50 railcars: CRYX 5900 - CRYX 5949.

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

Memorandum of Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AGREEMENT

dated as of December 22, 2014

between

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

and

**PNC EQUIPMENT FINANCE, LLC,
as Lender**

Surface Transportation Board

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of December 22, 2014, by and between PNC EQUIPMENT FINANCE, LLC ("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 December 22, 2014, executed pursuant to that certain Rail Equipment Loan and Security Agreement dated as of December 22, 2014 (together with all of the schedules and other attachments thereto, collectively, the "Agreement"), each among Lender, Marvin H. Weiner and Borrower; together with any and all leases, interchange or utilization agreements (including, without limitation, that certain Railcar Utilization Agreement between Debtor and McCain Foods USA, Inc. dated July 3, 2014 solely with respect to those certain railcars with road numbers CRYX 5900 through 5946, inclusive, as now or hereafter amended, and that certain Railcar Utilization Agreement between Debtor and McCain Foods USA, Inc. dated May 17, 2002 solely with respect to those certain railcars with road numbers CRYX 5947 through 5949, 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.

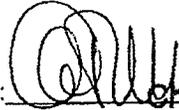
2. The Agreement shall be effective as of the date hereof.

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]

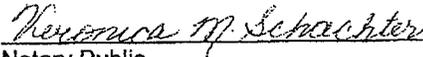
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Agreement to be executed, under seal, as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By: 
Name: Cheree F. Kurela
Title: Vice President

STATE OF Pennsylvania)
) ss.
COUNTY OF Allegheny)

On this 19th day of December, 2014, before me appeared Cheree Kurela, the person who signed this instrument, who acknowledged that (s)he is the Vice President of PNC Equipment Finance, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

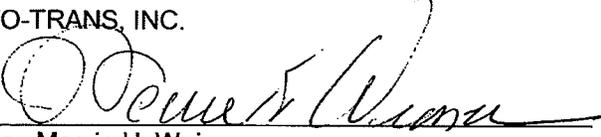

Notary Public

My commission expires:

December 5, 2015

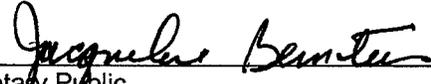
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Veronica M. Schachter, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Dec. 5, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

CRYO-TRANS, INC.

By: 
Name: Marvin H. Weiner
Title: President

STATE OF MARYLAND)
COUNTY OF Baltimore) ss.

On this 15th day of December, 2014, 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, 2016

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Year of Manufacture, Make and Model

Road Number

2014 THE GREENBRIER
COMPANIES/GUNDERSON, LLC, 72 foot
interior, mechanically refrigerated, insulated
railcars

CRYX 5900 through 5949, 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: 12/22/14

Edward M Luria
Edward M. Luria