

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](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

October 28, 2015

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 October 28, 2015, 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: Branch Banking and Trust Company  
2661 Riva Road  
Annapolis, MD 21401

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

77 railcars: CRYX 6075 – CRYX 6151.

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

Memorandum of Agreement.

Section Chief  
October 28, 2015  
Page 2

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

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**MEMORANDUM OF AGREEMENT**

**dated as of October 28, 2015**

**between**

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

**and**

**BRANCH BANKING AND TRUST COMPANY,  
as Lender**

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**Surface Transportation Board**

## MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of October 28, 2015, by and between BRANCH BANKING AND TRUST COMPANY ("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 October 28, 2015, executed pursuant to that certain Rail Equipment Loan and Security Agreement dated as of October 28, 2015 (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 Cornerstone Systems, Inc., a Tennessee corporation dated September 16, 2013, solely with respect to those certain railcars with road numbers CRYX 6075 through 6149, inclusive, and CRYX 6151, as now or hereafter amended, and that certain Railcar Utilization Agreement between Debtor and Cornerstone Systems, Inc., a Tennessee corporation dated March 14, 2011, solely with respect to that certain railcar with road number CRYX 6150, 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.

BRANCH BANKING AND TRUST COMPANY

By: [Signature]  
Name: Bart Boland  
Title: Vice President

STATE OF Maryland )  
COUNTY OF Baltimore ) ss.

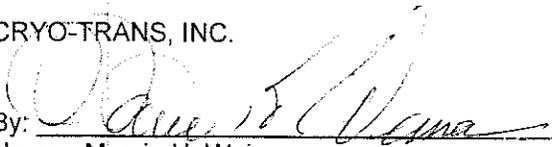
On this 22<sup>nd</sup> day of October, 2015, before me appeared Bart Boland, the person who signed this instrument, who acknowledged that he is a Vice President of Branch Banking and Trust Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Signature]  
Notary Public

My commission expires:

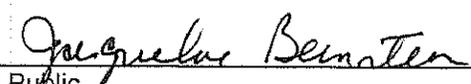
July 20, 2016

CRYO-TRANS, INC.

By:   
Name: Marvin H. Weiner  
Title: President

STATE OF MARYLAND )  
COUNTY OF Baltimore ) ss.

On this 22nd day of October, 2015, 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

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

Road Number

CRYX 6075 through 6151, 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: October 28, 2015

*Edward M. Luria*

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Edward M. Luria