

A T T O R N E Y S

Nov 10 2 53 PM '97

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RECORDATION NO. 20985 FILED

November 10, 1997

NOV 10 '97 2-54 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 20985-A FILED

NOV 10 '97 2-54 PM

Dear Secretary Williams:

I have enclosed two originals of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Memorandum of Security Agreement, a primary document, dated as of November 10, 1997. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

Marvin H. Weiner
#3 Hill Street at Prospect Road
Mt. Airy, MD 21771-0417

Borrower:

Cryo-Trans, Inc.
P.O. Box 417
Mt. Airy, MD 21771

A description of the equipment covered by the Memorandum of Security Agreement consists of 150 boxcars numbered CRYX 2000-2149, inclusive.

Counterpart - [Signature]

BALL JANIK LLP

Honorable Vernon A. Williams
November 10, 1997
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The second document is a Memorandum of Security Agreement, a secondary document, dated as of November 10, 1997. The primary document to which this is connected is recorded under a new recordation number. We request that this document be recorded under the "A" suffix.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

Crestar Leasing Corporation
120 East Baltimore Street
Baltimore, MD 21202

Borrower:

Marvin H. Weiner
#3 Hill Street at Prospect Road
Mt. Airy, MD 21771-0417

A description of the equipment covered by the Memorandum of Security Agreement consists of 150 boxcars numbered CRYX 2000-2149, inclusive.

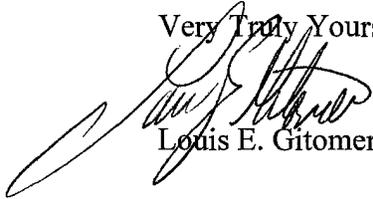
A fee of \$48.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

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A short summary of the documents to appear in the index follows: (1) a Memorandum of Security Agreement between Marvin H. Weiner, #3 Hill Street at Prospect Road, Mt. Airy, MD 21771-0417, and Cryo-Trans, Inc., P.O. Box 417, Mt. Airy, MD 21771; and (2) a Memorandum of Security Agreement between Crestar Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21202, and Marvin H. Weiner, #3 Hill Street at Prospect Road, Mt. Airy, MD 21771-0417, both covering 150 boxcars numbered CRYX 2000-2149, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF SECURITY AGREEMENT NOV 10 '97 2-54 PM

This Memorandum of Security Agreement, dated as of November 10, 1997, by and between MARVIN H. WEINER (the "Lender") and CRYO-TRANS, INC. ("Borrower").

1. The Lender has made a loan to the Borrower (the "Cryo-Trans Loan") pursuant to a Loan and Security Agreement, dated as of May 23, 1996, as amended by that certain Amendment to Loan and Security Agreement, dated as of November 10, 1997 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to all of the collateral securing the repayment of the Cryo-Trans Loan, including without limitation, (a) the railcars (the "Railcars") as more fully described in attached Exhibit A, (b) those certain Railcar Utilization Agreements more fully described in attached Exhibit A, and any other Railcar Utilization Agreements hereafter executed with respect to the Railcars, as such agreements relate to the Railcars, or any substitution or replacement thereof, pursuant to which one or more Railcars are leased to, or made available for use by, any third party (collectively, the "Leases"), and (c) the payments and all other sums due now or hereafter under or with respect to any or all of the Leases or the Railcars, and all other proceeds of the foregoing.

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

MARVIN H. WEINER,
as Lender
By: [Signature]
Name: _____
Title: _____

CRYO-TRANS, INC.
as Borrower
By: [Signature]
Name: MARVIN H. WEINER
Title: President

STATE OF MARYLAND)
) to wit:
COUNTY OF HOWARD)

I hereby certify that on this 10th day of November, 1997, before me, the undersigned Notary Public of the State of Maryland, personally appeared MARVIN H. WEINER, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS MY Hand and Notarial Seal.

Mary E. Mundy
NOTARY PUBLIC

My Commission Expires: Feb. 1, 1998

STATE OF MARYLAND)
) to wit:
COUNTY OF HOWARD)

I hereby certify that on this 10th day of November, 1997, before me, the undersigned Notary Public of the State of Maryland, personally appeared MARVIN H. WEINER who acknowledged himself to be the President of CRYO-TRANS, INC., a Maryland corporation, and acknowledged that he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of CRYO-TRANS, INC. by himself as President.

IN WITNESS MY Hand and Notarial Seal.

Mary E. Mundy
NOTARY PUBLIC

My Commission Expires: Feb 1, 1998

EXHIBIT A

1. That certain Railcar Utilization Agreement dated as of December 1, 1994, by and between CRYO-TRANS and Nestle Brands Foodservices, a Division of Nestle Foods Company, pertaining to those twenty (20) railroad boxcars with the following reporting marks:

CRYX 2000 through CRYX 2019, inclusive

2. That certain Railcar Utilization Agreement dated as of September 6, 1995, by and between CRYO-TRANS and McCain Foods, Inc., pertaining to those fifty-five (55) railroad boxcars with the following reporting marks:

CRYX 2020 through CRYX 2074, inclusive

3. That certain Railcar Utilization Agreement dated as of January 1, 1996, by and between CRYO-TRANS and Ore-Ida Foods, Inc., pertaining to those fifty (50) railroad boxcars with the following reporting marks:

CRYX 2075 through CRYX 2124, inclusive

4. That certain Railcar Utilization Agreement dated as of JANUARY 9, 1997, by and between CRYO-TRANS and Dean Foods Company, pertaining to those twenty-five (25) railroad boxcars with the following reporting marks:

CRYX 2125 through CRYX 2149, inclusive

MHW