

RECORDATION NO. 24788 FILED

JAN 20 '04 2-35 PM

SURFACE TRANSPORTATION BOARD

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A T T O R N E Y S

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January 20, 2004

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

Dear Secretary Williams:

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

The document is a Memorandum of Security Agreement, a primary document, dated as of January 14, 2004. 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:

Wachovia Bank, N.A.
7 St. Paul Street, 2nd Floor
Baltimore, MD 21202

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 251 64 foot interior, mechanically refrigerated, insulated railcars numbered CRYX 3182-3230, inclusive (formerly numbered CRYX 1273-1301, inclusive, 1303-1320, inclusive, 1322, and 2012, respectively), 3003-3098, inclusive, and 3109-3181, inclusive, and S00 288000-288032, inclusive.

BALL JANIK LLP

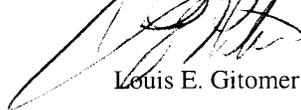
Honorable Vernon A. Williams
January 20, 2004
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A fee of \$30.00 is enclosed. Please return one original to:

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

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between Wachovia Bank, N.A., 7 St. Paul Street, 2nd Floor, Baltimore, MD 21202, and Cryo-Trans, Inc., P.O. Box 417, Mt. Airy, MD 21771, covering 251 64 foot interior, mechanically refrigerated, insulated railcars numbered CRYX 3182-3230, inclusive (formerly numbered CRYX 1273-1301, inclusive, 1303-1320, inclusive, 1322, and 2012, respectively), 3003-3098, inclusive, and 3109-3181, inclusive, and S00 288000-288032, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JAN 20 2004 2-35 PM

MEMORANDUM OF SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of January 14, 2004, by and between CRYO-TRANS, INC. ("Borrower") and WACHOVIA BANK, N.A., a national banking association ("Lender") is made with reference to the following:

1. Lender has agreed to make available to Borrower certain loans described in that certain Loan and Security Agreement dated as of the date hereof (together with all of the riders, schedules and other attachments thereto; collectively, the "Security Agreement"), between Lender and Borrower.

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 (among other things), (i) each vendor agreement described on Exhibit A attached hereto and made a part hereof, (ii) the railroad cars described on Exhibit A attached hereto, including, without limitation, all equipment, inventory, or other property comprising the same, together with all related software (embedded therein or otherwise) and general intangibles, all additions, attachments, accessories and accessions thereto whether or not originally furnished with such railroad cars (including the modifications) and all substitutions and replacements thereof, including replacement cars, (iii) all leases, subleases, railcar utilization agreements (including the lease agreements described on Exhibit A attached hereto and any and all rents and other amounts payable thereunder or in connection therewith), and any and all guaranties of payment or performance of any user's or other obligor's obligations under any of the same, and any and all chattel paper, accounts, security deposits relating thereto, and any and all substitutions, replacements or exchanges for any such item of collateral, including replacement leases, in each such case in which Borrower shall from time to time acquire an interest, and (iv) any and all insurance and/or other proceeds of the afore-described property and other collateral.

3. The Security Agreement shall be effective as of the date hereof.

This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Memorandum of Security Agreement.

[SIGNATURE PAGE FOLLOWS]

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.

WACHOVIA BANK, N.A.,
as Lender

By: 
Name: LUCY C. CAMPBELL
Title: VICE PRESIDENT

CRYO-TRANS, INC.
as Borrower

By: 
Name: MARVIN H. WEISER
Title: PRESIDENT

STATE OF Maryland)
) to wit:
CITY/COUNTY OF Anne Arundel)

I hereby certify that on this 14th day of January, 2004, before me, the undersigned Notary Public of said State, personally appeared Lucy C. Campbell, who acknowledged himself/herself to be the Vice President of WACHOVIA BANK, N.A., a national banking association, and acknowledged that he/she, as such Vice President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of WACHOVIA BANK, N.A. by himself/herself as Vice President.

IN WITNESS MY Hand and Notarial Seal.

Quay Wong
Notary Public

My Commission Expires: 01-01-08

STATE OF Maryland)
) to wit:
CITY/COUNTY OF Fredrick)

I hereby certify that on this 14 day of January, 2004, before me, the undersigned Notary Public of said State, 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.

Christina J. O'Neil
Notary Public

My Commission Expires: 10/28/06

EXHIBIT A

1. Vendor Agreements:

- a) Letter agreement dated October 8, 2002, between Gunderson Rail Services and Borrower.
- b) Order confirmation re: quote number JD8-2-02 dated August 6, 2002, between Thermo King Corporation and Borrower and related emails dated May 4, 2003, by Thermo King Corporation and dated August 7, 2003, by Borrower.
- c) Purchase Order number 080803 with Miles Fiberglass & Composites.
- d) Official quote relating to purchase order number 080703 dated August 7, 2003, between Applied Plastics Machining and Borrower.

2. Railroad Cars:

MANUFACTURER	DESCRIPTION	CURRENT CAR NUMBERS	NEW CAR NUMBERS
The Greenbrier Companies	64 foot interior, mechanically refrigerated, insulated railcars	CRYX 1273 through 1301, inclusive; CRYX 1303 through 1320, inclusive; CRYX 1322; and CRYX 2012	CRYX 3182 through 3230, inclusive
The Greenbrier Companies	64 foot interior, mechanically refrigerated, insulated railcars	CRYX 3003 through 3098, inclusive; and CRYX 3109 through 3181, inclusive	
The Greenbrier Companies	64 foot interior, mechanically refrigerated, insulated railcars	S00 288000 through 288032, inclusive	

3. Lease Agreements:

- a) Railcar Utilization Agreement dated July 9, 2001, between Borrower and The Martin-Brower Company, L.L.C., including the Letter of Agreement dated June 19, 2001 between the same parties.
- b) Railcar Utilization Agreement dated June 1, 2003, between Borrower and SOO Line Railroad Company.
- c) Short Term Car Lease Agreement dated as of April 1, 2003, between Borrower and The Burlington Northern and Santa Fe Railway Company.
- d) Railcar Utilization Agreement dated March 9, 2001, between Borrower and Heinz Frozen Food Company.