

RECORDATION NO. 24788-14 FILED

NOV 13 '06 3-07 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 13, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

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 November 8, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 24788.

The names and addresses of the parties to the enclosed document are:

Lender: Wachovia Financial Services, Inc.  
One First Union Center  
Charlotte, NC 28288-0738

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

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

23 railcars: CRYX 5042 – CRYX 5053 (excluding CRYX 5044) and CRYX 5155 – CRYX 5166.

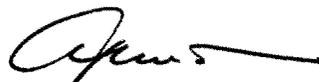
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$34.00 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,



Robert W. Alvord

RWA/sem  
Enclosures

NOV 13 '06

3-07 PM

**MEMORANDUM OF SECURITY AGREEMENT  
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of November 8, 2006 is between WACHOVIA FINANCIAL SERVICES, INC. (the "Lender") and CRYO-TRANS, INC., a Maryland corporation ("Lessor").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessor has granted to the Lender a first priority security interest in certain railcars identified on Schedule 1 attached hereto (the "Railcars") pursuant to the terms of (i) that certain Loan and Security Agreement (H.J. Heinz Company, L.P.) dated as of August 24, 2006 between the Lender and Lessor, (ii) that certain Loan and Security Agreement (ConAgra Foods Packaged Foods Company, Inc.) dated as of August 24, 2006 between the Lender and Lessor and (iii) that certain Loan and Security Agreement (The Martin-Brower Company, L.L.C.) dated as of August 24, 2006 between the Lender and Lessor.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WACHOVIA FINANCIAL SERVICES, INC.

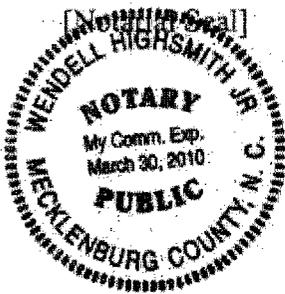
By: M. Randall Ross  
Name: M. Randall Ross  
Title: Vice President

STATE OF NORTH CAROLINA )  
 ) ss:  
COUNTY OF MECKLENBURG )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Mecklenburg this 8th day of November, 2006 by M. Randall Ross as Vice President of Wachovia Financial Services, Inc.

Wendell Highsmith Jr.  
Notary Public

My commission expires: March 30, 2010





**SCHEDULE 1**

<b><u>Manufacturer</u></b>	<b><u>Reporting Marks</u></b>
Greenbrier/Gunderson	CRYX-5042 – 5043
Greenbrier/Gunderson	CRYX-5045 – 5053
Greenbrier/Gunderson	CRYX-5155 - 5166

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

11/13/06



\_\_\_\_\_  
Robert W. Alvord