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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

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November 27, 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 27, 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
November 27, 2006
Page 2

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

18 railcars: CRYX 5044, CRYX 5054 – CRYX 5061 and CRYX 5167 –
CRYX 5175.

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,



Edward M. Luria

RWA/sem
Enclosures

MEMORANDUM OF SECURITY AGREEMENT
(Surface Transportation Board)

NOV 27 '06

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of November 17, 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.

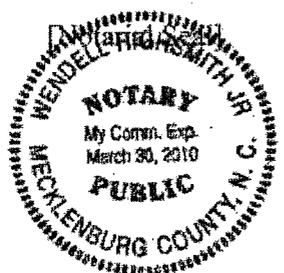
By: M. Randall Ross
Name: M. Randall Ross
Title: Vice President

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 22nd day of November, 2006 by M. Randall Ross, as Vice President of Wachovia Financial Services, Inc.

Wendell H. Smith, Jr.
Notary Public

My commission expires: March 30, 2010



SCHEDULE 1

<u>Manufacturer</u>	<u>Reporting Marks</u>
Greenbrier/Gunderson	CRYX 5044
Greenbrier/Gunderson	CRYX 5054 – 5061
Greenbrier/Gunderson	CRYX 5167 – 5175

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: November 27, 2006



Edward M. Luria