

RECORDATION NO. 27543 FILED

JUN 26 '08 -2 40 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 26, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 June 26, 2008, 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: Commerce Commercial Leasing, LLC
2059 Springdale Road
Cherry Hill, NJ 08003

Anne K. Quinlan, Esquire
June 26, 2008
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A description of the railroad equipment covered by the enclosed document is:

96 railcars within the series CRYX 4000 - CRYX 4099 as more particularly set forth in the schedule attached to the document.

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 \$35.00 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

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement ("Memorandum") is made and entered into as of June 26, 2008, between Cryo-Trans, Inc., a Maryland corporation (the "Borrower") and Commerce Commercial Leasing, LLC, a New Jersey limited liability company ("Lender"). Terms used in this Memorandum have the meanings assigned thereto in the Railcar Security Agreement and Railcar Utilization Agreement Assignment dated as of June 26, 2008 (as amended, modified or supplemented, the "Security Agreement") between the Borrower and the Lender.

WITNESSETH:

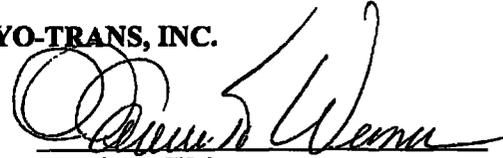
The undersigned are parties to the Security Agreement, by which the Borrower has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each railcar utilization agreement as also set forth on Exhibit A attached hereto to the Lender in order to secure the Borrower's performance of its obligations as described in the Security Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

CRYO-TRANS, INC.

By:



Marvin H. Weiner
President

COMMERCE COMMERCIAL LEASING, LLC

By:

Name: Diane S. Traster
Title: Assistant Vice President

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

CRYO-TRANS, INC.

By:

Marvin H. Weiner
President

COMMERCE COMMERCIAL LEASING, LLC

By:

Diane S. Traster
Name: Diane S. Traster
Title: Assistant Vice President

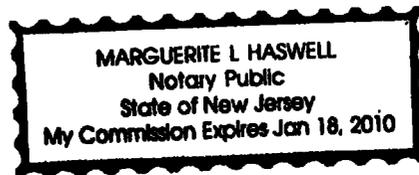
STATE OF NJ)
)
COUNTY OF Camden) ss.:

On this, the 26th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Diane S. Traster, the Assistant Vice President of Commerce Commercial Leasing, LLC, who acknowledged herself to be a duly authorized officer of Commerce Commercial Leasing, LLC, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Marguerite L. Haswell
Notary Public

[Notarial Seal]



STATE OF Maryland)
) ss.:
COUNTY OF Baltimore)

On this, the 26th day of June, 2008, before me, a Notary Public in and for said County and State, personally appeared Marvin H. Weiner, the President of Cryo-Trans, Inc., who acknowledged himself to be a duly authorized officer of Cryo-Trans, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patricia L. Shelton
Notary Public

[Notarial Seal]

EXHIBIT A

Description of Items of Equipment and Railcar Utilization Agreements

EQUIPMENT AND RAILCAR UTILIZATION AGREEMENTS

Railcar Utilization Agreement #	Railcar User	# of Units	Description	Reporting Marks	Casualty Marks
1	McCain Foods USA, Inc.	71	72' Plate "F" railroad box cars, 286,000 GRL	CRYX 4000-4074, inclusive	CRYX 4008, 4015, 4050, and 4056
2	Birds Eye Foods, Inc. (f/k/a Agrilink Foods Vegetable Company)	25	72' 100-ton insulated mechanically refrigerated railcars with 12' plug door, 286,000 GRL	CRYX 4075-4099, inclusive	None

Railcar Utilization Agreement No. 1 – McCain Foods USA, Inc.

Railcar Utilization Agreement entered into on May 17, 2002, by and between Cryo-Trans, Inc. and McCain Foods USA, Inc.

Railcar Utilization Agreement No. 2 – Birds Eye Foods, Inc. (f/k/a Agrilink Foods Vegetable Company)

Railcar Utilization Agreement entered into on October 19, 1998, by and between Cryo-Trans, Inc. and Bird's Eye Foods, Inc. (f/k/a Agrilink Foods Vegetable Company) as it relates to the Equipment.

First Amendment to Railcar Utilization Agreement entered into on July 23, 2002, by and between Cryo-Trans, Inc. and Bird's Eye Foods, Inc. (f/k/a Agrilink Foods Vegetable Company).

Note: The Collateral includes the Railcar Utilization Agreements only to the extent relating to that specific Equipment described in this EXHIBIT A.

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: 6/26/08



Robert W. Alvord