

RECORDATION NO. 27919 FILED

APR 23 '09 -9 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

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April 23, 2009

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 April 17, 2009, 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: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

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

34 box cars: CRYX 3300 - CRYX 3333.

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 \$41.00 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a prominent loop at the end.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement ("Memorandum") is made and entered into as of April 17, 2009, between Cryo-Trans, Inc., a Maryland corporation (the "Borrower") and TD Equipment Finance, Inc., a Maine corporation ("Lender"). Terms used in this Memorandum have the meanings assigned thereto in the Railcar Security Agreement and Railcar Utilization Agreement Assignment dated as of April 17, 2009 (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

TD EQUIPMENT FINANCE, INC.

By: _____

Name:

Title:

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

TD EQUIPMENT FINANCE, INC.

By: Charles M. Fiumefreddo
Name: Charles M. Fiumefreddo
Title: Director of Operations

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

On this, the 21st day of April, 2009, 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 J. Chesler
Notary Public
12/21/10

[Notarial Seal]

STATE OF New Jersey)
) ss.:
COUNTY OF Camden)

On this, the 17th day of April, 2009, before me, a Notary Public in and for said County and State, personally appeared Charles Fumefredo, the Director of Operations of TD Equipment Finance, Inc., who acknowledged himself/herself to be a duly authorized officer of TD Equipment Finance, Inc., and that, as such officer, being authorized to do so, he/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.


Notary Public LORIANN LAQUITARA
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 03, 2010

[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	Land O'Lakes Inc.	9	64' Plate "F" railroad box cars, 286,000 GRL	CRYX 3300-3308, inclusive	None
2	H. J. Heinz Company, L.P.	20	64' Plate "F" railroad box cars, 286,000 GRL	CRYX 3309-3328, inclusive	None
N/A	N/A	5	64' Plate "F" railroad box cars, 286,000 GRL	CRYX 3329-3333, inclusive	None

Railcar Utilization Agreement No. 1 – Land O'Lakes Inc.

Railcar Utilization Agreement entered into on February 17, 2009, by and between Cryo-Trans, Inc. and Land O'Lakes Inc.

Railcar Utilization Agreement No. 2 – H. J. Heinz Company, L.P.

Railcar Utilization Agreement entered into on August 15, 2005, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P. as it relates to the Equipment.

First Amendment to Railcar Utilization Agreement entered into on October 10, 2007, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Second Amendment to Railcar Utilization Agreement entered into on February 29, 2008, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Third Amendment to Railcar Utilization Agreement entered into on February 26, 2009, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Fourth Amendment to Railcar Utilization Agreement entered into on February 26, 2009, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

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

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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:

4/23/09



Robert W. Alvord