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SURFACE TRANSPORTATION BOARD

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

July 19, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C 20423

Dear Section Chief,

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 July 19, 2011, 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

Chief
Section of Administration
July 19, 2011
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A description of the railroad equipment covered by the enclosed document is:

30 box cars: CRYX 3400 - CRYX 3429.

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,



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 July 19, 2011, 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 July 19, 2011 (as amended, modified or supplemented, the “Security Agreement”) between the Borrower and the Lender.

W I T N E S S E T H:

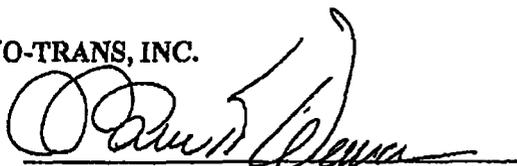
The undersigned are parties to the Security Agreement, by which the Borrower has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each railcar utilization agreement as also set forth on Exhibit A attached 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: *Diane S. Traster*
Name: Diane Traster
Title: Documentation Manager

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

On this, the 19th day of July, 2011, before me, a Notary Public in and for said County and State, personally appeared Deane B. Trudler, the Documentation Manager 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.

Marguerite L. Haswell
Notary Public

[Notarial Seal]

MARGUERITE L. HASWELL
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JANUARY 18, 2015

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	Seneca Foods Corp.	30	64' railroad box cars, 286,000 GRL	CRYX 3400-3429, inclusive	None

Railcar Utilization Agreement No. 1 – Seneca Foods Corp.

Railcar Utilization Agreement entered into on March 3, 2011, by and between Cryo-Trans, Inc. and Seneca Foods Corp.

Note: The Collateral includes the Railcar Utilization Agreement only to the extent relating to those specific Railcars 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: 7/19/11



Robert W. Alvord