

RECORDATION NO. 29832-A FILED

OCT 25 '11 -2 15 PM

**SURFACE TRANSPORTATION BOARD**

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

October 25, 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 Supplement to Security Agreement, dated as of October 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 29832.

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  
October 25, 2011  
Page 2

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

52 box cars CRYX 3400 - CRYX 3451

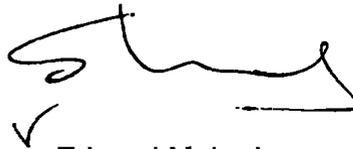
A short summary of the document to appear in the index is

Memorandum of Supplement to 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 'Edward M. Luria', with a checkmark below the first few letters.

Edward M Luria

EML/sem  
Enclosures

RECORDATION NO. 24832 <sup>A</sup> FILED

OCT 21 2 15 PM

**MEMORANDUM OF SUPPLEMENT TO SECURITY AGREEMENT  
SURFACE TRANSPORTATION BOARD**

This Memorandum of Supplement to Security Agreement ("Memorandum") is made and entered into as of October 21, 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.

**WITNESSETH:**

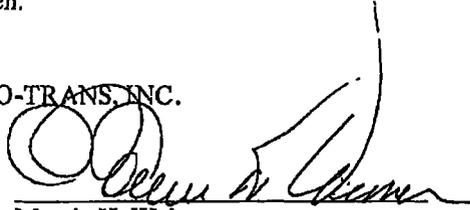
The undersigned are parties to the Security Agreement, as supplemented, by which the Borrower has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each railcar utilization agreement as also set forth on Exhibit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



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

On this, the 25<sup>th</sup> day of October, 2011, before me, a Notary Public in and for said County and State, personally appeared Diane S. Traster, 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 herunto set my hand and official seal on the date above mentioned.

Loriann Laquitar  
Notary Public

LORIANN LAQUITARA  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
MY COMMISSION EXPIRES OCTOBER 3, 2015

[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	Seneca Foods Corp.	30	64' railroad box cars, 286,000 GRL	CRYX 3400-3429, inclusive	None
2	Oregon Potato Company	10	64' railroad box cars, 286,000 GRL	CRYX 3430-3439, inclusive	None
3	H.J. Heinz Company, L.P.	9	64' railroad box cars, 286,000 GRL	CRYX 3440-3445, inclusive, and CRYX 3449-3451, inclusive	None
N/A	N/A	3	64' railroad box cars, 286,000 GRL	CRYX 3446-3448, 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.

#### Railcar Utilization Agreement No. 2 - Oregon Potato Company

Railcar Utilization Agreement entered into on December 31, 2007, by and between Cryo-Trans, Inc. and Oregon Potato Company

First Amendment to Railcar Utilization Agreement entered into on May 13, 2008, by and between Cryo-Trans, Inc. and Oregon Potato Company

Second Amendment to Railcar Utilization Agreement entered into on July 7, 2008, by and between Cryo-Trans, Inc. and Oregon Potato Company

Third Amendment to Railcar Utilization Agreement entered into on February 24, 2011, by and between Cryo-Trans, Inc. and Oregon Potato Company

Fourth Amendment to Railcar Utilization Agreement entered into on April 28, 2011, by and between Cryo-Trans, Inc. and Oregon Potato Company (with correct railcars confirmed in e-mails between the parties dated October 11, 2011)

**Railcar Utilization Agreement No. 3 – 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.

Fifth Amendment to Railcar Utilization Agreement entered into on January 20, 2010, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Sixth Amendment to Railcar Utilization Agreement entered into on April 13, 2010, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Seventh Amendment to Railcar Utilization Agreement entered into on January 28, 2011, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

E-Mail Amendment (Amendment 7A) to Railcar Utilization Agreement entered into on August 31, 2011 and September 8, 2011, 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.

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. 10/25/11

Edward M Luria  
Edward M Luria