

RECORDATION NO 30273 FILED
July 02, 2012 10:50 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 2, 2012

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 Agreement, dated as of July 2, 2012, 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:

Lender: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
295 Fifth Avenue
Pittsburgh, Pennsylvania 15222

Borrower: Cryo-Trans Inc
Three Hill Street
P O Box 417
Mt. Airy, Maryland 21771

Chief, Section of Administration
July 2, 2012
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A description of the railroad equipment covered by the enclosed document is:

384 cars: CRYX 5000 - CRYX 5388 (except CRYX 5009, CRYX 5085, CRYX 5126, CRYX 5163 and CRYX 5210).

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

Memorandum of 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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF AGREEMENT

dated as of July 2, 2012

between

**CRYO-TRANS, INC.,
as Borrower,**

and

**PNC EQUIPMENT FINANCE, LLC,
as Lender**

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of July 2, 2012, by and between PNC EQUIPMENT FINANCE, LLC ("Lender") and CRYO-TRANS, INC. ("Borrower"), with reference to the following:

1. Lender has agreed to make a loan to Borrower, and Borrower has agreed to borrow certain sums from Lender, secured by those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such Railcars are more fully described in that certain Collateral Schedule No. 1 dated as of July 2, 2012, executed pursuant to that certain Rail Equipment Loan and Security Agreement dated as of July 2, 2012 (together with all of the schedules and other attachments thereto, collectively, the "Agreement"), each between Lender and Borrower.

Borrower hereby grants to Lender a first priority security interest in all of Borrower's right, title and interest in and to the Railcars, and agrees that such Railcars shall constitute Collateral (as such term is defined in the Agreement) subject to the grant of security by Borrower set forth in Section 3 of the Agreement.

2. The Agreement shall be effective as of the date hereof.

This Memorandum of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Agreement to be executed, under seal, as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By: [Signature] [SEAL]
Name: Cheree F. Kurela
Title: Vice President

STATE OF Pennsylvania)
COUNTY OF Allegheny) ss.

On this 14th day of June, 2012, before me appeared Cheree F. Kurela, the person who signed this instrument, who acknowledged that (s)he is the vice president of PNC Equipment Finance, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Signature]
Notary Public

My commission expires:

November 15, 2015

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kristi Anne Gedid, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Nov. 15, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

CRYO-TRANS, INC.

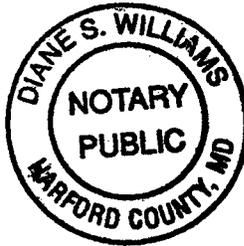
By: *Marvin H. Weiner* [SEAL]
Name: Marvin H. Weiner
Title: President

STATE OF MARYLAND)
COUNTY OF BALTIMORE) ss.

On this 12th day of June, 2012, before me appeared Marvin H. Weiner, the person who signed this instrument, who acknowledged that (s)he is the President of CRYO-TRANS, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Diane S. Williams
Notary Public

My commission expires:
April 30, 2016



**EXHIBIT NO. 1
TO MEMORANDUM OF AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Year of Manufacture, Make and Model

Road Number

2007, The Greenbrier Companies, Heinz (91)	CRYX 5000 through 5008, 5010 through 5084, 5086 through 5092, inclusive
approximately 72 foot interior, mechanically refrigerated, insulated railcars	ConAgra (247)
	CRYX 5093 through 5125, 5127 through 5162, 5164 through 5209, 5211 through 5342, inclusive
	McCain (46)
	CRYX 5343 through 5388, inclusive

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: 7-2-12

Edward M Luria
Edward M. Luria