

RECORDATION NO 30351-A FILED  
August 30, 2012 12:05 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
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August 30, 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 Supplement to Security Agreement, dated as of August 27, 2012, 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 30251.

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  
August 30, 2012  
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A description of the railroad equipment covered by the enclosed document is:

100 box cars: CRYX 5700 - CRYX 5799.

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,



✓Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF SUPPLEMENT TO SECURITY AGREEMENT**

This Memorandum of Supplement to Security Agreement (“Memorandum”) is made and entered into as of August 17, 2012, 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 June 12, 2012 (as amended, modified or supplemented, the “Security Agreement”) between the Borrower and the Lender.

W I T N E S S E T H:

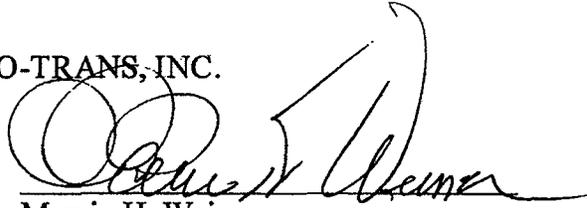
The undersigned are parties to the Security Agreement, as supplemented, by which the Borrower has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each railcar utilization agreement as also set forth on Exhibit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

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:

Title:

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: *Diane S. Traster*  
Name: Diane Traster  
Title: Documentation Manager



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

On this, the 27<sup>th</sup> day of August, 2012, before me, a Notary Public in and for said County and State, personally appeared Deane D. Troster, 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.

[Notarial Seal]

Marguerite L. Howell  
Notary Public

**MARGUERITE L. HOWELL**  
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	H.J. Heinz Company, L.P.	50	72' Plate "F" railroad box cars, 286,00 GRL	CRYX 5700-5748, inclusive CRYX 5757	None
2	The Martin-Brower Company, L.L.C.	37	72' Plate "F" railroad box cars, 286,000 GRL	CRYX 5749-5756, inclusive CRYX 5758-5786, inclusive	None
3	Bybee Foods, LLC	3	72' Plate "F" railroad box cars, 286,000GRL	CRYX 5787-5789, inclusive	None
4	NORPAC Foods, Inc.	10	72' Plate "F" railroad box cars, 286,000GRL	CRYX 5790-5799, inclusive	None

**Railcar Utilization Agreement No. 1 – 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.

Eighth Amendment to Railcar Utilization Agreement entered into on November 4, 2011, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Ninth Amendment to Railcar Utilization Agreement entered into on March 19, 2012, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

Tenth Amendment to Railcar Utilization Agreement entered into on August 27, 2012, by and between Cryo-Trans, Inc. and H. J. Heinz Company, L.P.

**Railcar Utilization Agreement No. 2 – The Martin-Brower Company, L.L.C.**

Railcar Utilization Agreement entered into on February 3, 2012, by and between Cryo-Trans, Inc. and The Martin-Brower Company, L.L.C.

Railcar Utilization Agreement No. 3 – Bybee Foods, LLC

Railcar Utilization Agreement entered into on April 25, 2012, by and between Cryo-Trans, Inc. and Bybee Foods, LLC.

Railcar Utilization Agreement No. 4 – NORPAC Foods, Inc.

Railcar Utilization Agreement entered into on July 18, 2012, by and between Cryo-Trans, Inc. and NORPAC Foods, Inc.

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: 8 / 30 / 12

Edward M Luria  
Edward M. Luria