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

April 23, 2013

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 April 23, 2013, 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: First National Bank of Pennsylvania  
1000 Bestgate Road  
Suite 400  
Annapolis, Maryland 21401

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

Chief, Section of Administration

April 23, 2013

Page 2

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

50 railcars: CRYX 5800 - CRYX 5849.

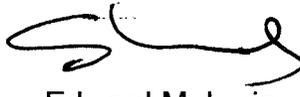
A short summary of the document to appear in the index is:

Memorandum of Agreement.

Also enclosed is a check in the amount of \$42.00 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

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**MEMORANDUM OF AGREEMENT**

**dated as of April 23, 2013**

**between**

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

**and**

**FIRST NATIONAL BANK OF PENNSYLVANIA,  
as Lender**

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## MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is made and entered into as of April 23, 2013, by and between FIRST NATIONAL BANK OF PENNSYLVANIA ("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 April 23, 2013, executed pursuant to that certain Loan and Security Agreement dated as of April 23, 2013 (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.

FIRST NATIONAL BANK OF PENNSYLVANIA

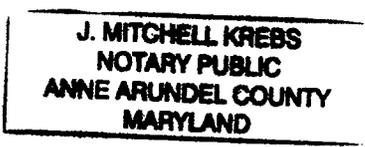
By: [Signature] [SEAL]  
Name: J. MacGregor Tisdale  
Title: President, Maryland Region

STATE OF MARYLAND )  
COUNTY OF Anne Arundel ) ss.

On this 17<sup>th</sup> day of April, 2013, before me appeared J. MacGregor Tisdale, the person who signed this instrument, who acknowledged that he is the President, Maryland Region of FIRST NATIONAL BANK OF PENNSYLVANIA and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Signature]  
Notary Public

My commission expires:  
7/7, 2015



CRYO-TRANS, INC.

By: *Marvin H. Weiner* [SEAL]

Name: Marvin H. Weiner

Title: President

STATE OF MARYLAND )

*City* ) ss.  
COUNTY OF *Baltimore* )

On this 17<sup>th</sup> day of April, 2013, before me appeared Marvin H. Weiner, the person who signed this instrument, who acknowledged that he is the President of CRYO-TRANS, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

*Jacqueline Bernstein*  
Notary Public

My commission expires:

*July 20<sup>th</sup>*, *2016*

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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

**Year of Manufacture, Make and Model**

2013, The Greenbrier Companies, 72 foot interior, mechanically refrigerated, insulated railcars

**Road Number**

CRYX 5800 through 5849, 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: 4/23/13

Edward M Luria  
Edward M. Luria