

RECORDATION NO. 25921 FILED

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WASHINGTON, D.C.

OCT 21 2005 12:16 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

October 21, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement, dated October 12, 2005, 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:	Transload America, Inc. 76 South Orange Avenue Suite 210 South Orange, NJ 07079
Lender:	Center Capital Corporation 3 Farm Glen Blvd. Farmington, CT 06032

Mr. Vernon A. Williams
October 21, 2005
Page Two

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

One (1) Trackmobile 9TM Railcar Mover reporting mark and number S/N 9245.

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

Memorandum of Loan and Security Agreement

Also enclosed is a check in the amount of \$33.00 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/arm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Loan and Security Agreement is made and entered into as of October 12, 2005, by and between TRANSLOAD AMERICA INC., (hereinafter referred to as "Borrower") and CENTER CAPITAL CORPORATION (hereinafter referred to as "Lender") respecting that certain Master Loan & Security Agreement and Loan Schedule thereto (hereinafter referred to as the "Loan Agreement") dated as of October 3, 2005, between Borrower and Lender.

Borrowers and Lender hereby affirm and acknowledge that: Lender has agreed to loan to the Borrower and the Borrower has agreed to borrow from the Lender and grant the Lender a first priority security interest in the railroad equipment identified in Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Loan Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

LENDER:

TRANSLOAD AMERICA INC.

CENTER CAPITAL CORPORATION

By: *David Stoller*

By: *Patricia Obie*

Name: David Stoller

Name: PATRICIA OBIE

Title: CEO

Title: AMP

STATE OF New Jersey
COUNTY OF ESSEX) SS:

On this 14th day of October, 2005 before me a notary public the undersigned officer, personally appeared David Stoller, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

By: *Daniell K. Reel*
Notary Public

My commission expires: _____

HARRIETT K. ROBINSON
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 4, 2008

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS AND NUMBERS
Trackmobile 9TM Railcar Mover	One (1)	S/N 9245

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: 10/21/05



Robert W. Alvord