

(2)

# BINGHAM, DANA & GOULD

150 FEDERAL STREET  
BOSTON, MASSACHUSETTS 02110

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011-44-71-799-2646

January 10, 1991

1-010A002

JAN 10 10 43 AM '91  
NOTOR OPENING UNIT

By Messenger

Interstate Commerce Commission  
Room 2303  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

15036-10  
JAN 10 1991 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code are two originally executed and notarized copies of the document described below.

This document is an amendment to a Restated Security Agreement, dated as of August 27, 1986 and amended and restated as of November 18, 1988 (the "Security Agreement"), between VMV Enterprises, Inc. (the "Debtor") and The First National Bank of Boston, as agent for itself and other lenders (the "Secured Party"), covering the Debtor's rolling stock and all other properties and rights of the Debtor, whether now owned or hereafter acquired. This Amendment is a secondary document and amends the Security Agreement which is a primary document.

The names and addresses of the parties to the Amendment and the Security Agreement are as follows: the Debtor is VMV Enterprises, Inc., whose chief executive office is located at 1300 Kentucky Avenue, Paducah, Kentucky 42001; the Secured Party is The First National Bank of Boston, as Agent, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

*Arsenio Bartolome*

BINGHAM, DANA & GOULD

Interstate Commerce Commission  
January 10, 1991  
Page 2

This Amendment adds newly acquired railroad cars, locomotives and other rolling stock to the collateral covered by the Security Agreement which was filed with the Commission on November 18, 1988 as document No. 15036-B.

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

"Amendment dated as of January 7, 1991 amending a Restated Security Agreement dated as of August 27, 1986 and amended and restated as of November 18, 1988 and recorded as document No. 15036-B between VMV Enterprises, Inc., as the debtor and The First National Bank of Boston, as agent, as the secured party, adding newly acquired railroad cars, locomotives and other rolling stock to the collateral covered by the Restated Security Agreement."

Also enclosed is a check in the amount of fifteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

Please acknowledge receipt of this document at your earliest convenience by returning to the undersigned in the envelope provided, the enclosed copy of this letter together with a copy of the Amendment as filed.

If you have any questions with respect to the enclosed, please call the undersigned collect at 617-951-8760.

Sincerely,



Toby R. Serkin

TRS/ecd  
0668u/0718u  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/10/91

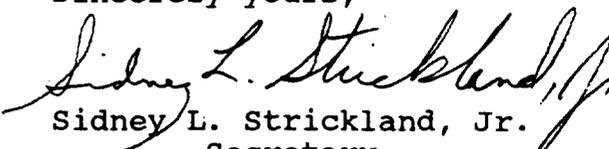
OFFICE OF THE SECRETARY

Toby R. Serkin  
Bingham, Dana & Gould  
150 Federal Street  
Boston, MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/91 at 10:50am, and assigned recordation number(s). 15036-D & 15652-G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

15036-A  
RECORDED TO FEB 148

JAN 10 1991 - 10 50 AM

AMENDMENT NO. 1 TO  
RESTATED SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

VMV ENTERPRISES, INC.

AGREEMENT OF AMENDMENT (the "Amendment") dated as of January 7, 1991 by and among VMV ENTERPRISES, INC. (the "Company") and THE FIRST NATIONAL BANK OF BOSTON, as agent (the "Agent") for itself and the banks (the "Banks") which are or may become parties to that certain Amended and Restated Revolving Credit and Term Loan Agreement dated as of August 27, 1986 and amended and restated as of November 18, 1988, as amended (as amended and in effect from time to time, the "Credit Agreement") among the Company, Paducah & Louisville Railway, Inc., the Agent and the Banks. Capitalized terms which are used herein without definition and which are defined in the Security Agreement referred to below shall have the same meanings herein as in the Security Agreement.

WHEREAS, the Company and the Agent, for the benefit of itself and the Banks, are parties to that certain Restated Security Agreement dated as of August 27, 1986 and amended and restated as of November 18, 1988 (as amended and in effect from time to time, the "Security Agreement"); and

WHEREAS, the Company and the Agent wish to amend the schedule of Rolling Stock as provided in the Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. Amendment to Security Agreement. Schedule III to the Security Agreement is hereby amended by deleting such schedule in its entirety and replacing it with Schedule III attached hereto.

2. Conditions to Effectiveness. The effectiveness of this Amendment shall be subject to the conditions precedent set forth below in this Section 2. The signature of the Agent to this Amendment shall indicate that each of such conditions is satisfied.

(a) Execution and Delivery. The Company and the Agent have executed and delivered counterparts of this Amendment.

(b) Representations and Warranties. The representations and warranties contained in Section 5 of the Security Agreement shall have been correct at and as of the date made. Except to the extent such representations and

warranties expressly related to a specific date, such representations and warranties, as amended hereby, shall also be correct at and as of the date hereof.

(c) Performance. The Company shall have performed and complied in all material respects with all terms and conditions herein required to be performed or complied with by them prior to or at the time hereof.

(d) Corporate Action. All requisite corporate action necessary for the valid execution, delivery and performance by the Company of this Amendment and all instruments and documents delivered by the Company in connection herewith shall have been duly and effectively taken.

(e) Proceedings and Documents. All proceedings in connection with the transactions contemplated by this Agreement and all documents incident thereto shall be reasonably satisfactory in form and substance to the Agent, and the Agent has received all information and such counterpart originals or certified or other copies of such documents as the Agent may reasonably request.

3. Miscellaneous Provisions. Except as otherwise required by the laws of any jurisdiction in which any Collateral is located, this Amendment shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts. This Amendment may be executed in any number of counterparts, but all such counterparts shall together constitute but one instrument. In making proof of this Amendment, it shall not be necessary to produce or account for more than one counterpart signed by the party against whom enforcement is sought.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as an agreement under seal as of the date first written above.

VMV ENTERPRISES, INC.

By: Paul M. Scator  
Title President & CEO

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By: \_\_\_\_\_  
Title: \_\_\_\_\_

warranties expressly related to a specific date, such representations and warranties, as amended hereby, shall also be correct at and as of the date hereof.

(c) Performance. The Company shall have performed and complied in all material respects with all terms and conditions herein required to be performed or complied with by them prior to or at the time hereof.

(d) Corporate Action. All requisite corporate action necessary for the valid execution, delivery and performance by the Company of this Amendment and all instruments and documents delivered by the Company in connection herewith shall have been duly and effectively taken.

(e) Proceedings and Documents. All proceedings in connection with the transactions contemplated by this Agreement and all documents incident thereto shall be reasonably satisfactory in form and substance to the Agent, and the Agent has received all information and such counterpart originals or certified or other copies of such documents as the Agent may reasonably request.

3. Miscellaneous Provisions. Except as otherwise required by the laws of any jurisdiction in which any Collateral is located, this Amendment shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts. This Amendment may be executed in any number of counterparts, but all such counterparts shall together constitute but one instrument. In making proof of this Amendment, it shall not be necessary to produce or account for more than one counterpart signed by the party against whom enforcement is sought.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as an agreement under seal as of the date first written above.

VMV ENTERPRISES, INC.

By: \_\_\_\_\_  
Title

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By: Michael T. Galy  
Title: DIVISION Executive



STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of January, 1991, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_ of VMV Enterprises, Inc., and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF SUFFOLK )

On this 7 day of January, 1991, before me personally appeared Michael T. Yaloz, to me personally known, who, being by me duly sworn, says that (s)he is Division Executive of The First National Bank of Boston, and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public

My commission expires:

JAMES F. HIGGINS JR.  
Notary Public  
My Commission Expires Mar. 28, 1997



VMV SCHEDULE III

Asset Class	Asset Number	Asset Desc 1	Date Acquired
A/C	86	WESTINGHOUSE MOTOR	11/19/88
A/C	88	ENERPAC HYDRAULIC PR	11/19/88
A/C	89	BERCO HONING MACH	11/19/88
A/C	93	LAPMATIC 24 CRANE	11/19/88
A/C	263	ELE CONNECTING ROD	11/19/88
A/C	264	AIR COMPE ROD STRAIT	11/19/88

BLDG	1	MACHINE SHOP	11/19/88
BLDG	2	BOILER SHOP	11/19/88
BLDG	3	TANK SHED	11/19/88
BLDG	4	BLACKSMITH SHOP	11/19/88
BLDG	5	MAINT BLDG&IRON SHED	11/19/88
BLDG	6	STOREHOUSE	11/19/88
BLDG	7	DIESEL STORE	11/19/88
BLDG	8	LABORATORY	11/19/88
BLDG	9	POWER HOUSE	11/19/88
BLDG	10	SAND BLAST BLDG	11/19/88
BLDG	11	NEW PAINT SHOP	11/19/88
BLDG	19	PERSONNEL BLDG	11/19/88
BLDG	23	PAINT STORAGE BLDG	11/19/88
BLDG	25	LOCO WASH BLDG	11/19/88
BLDG	26	BIENNIAL WASH BLDG	11/19/88
BLDG	299	OFFICE REMODELING	11/19/88
BLDG	300	BLDG IMPROVEMENTS	11/19/88
BLDG	301	CHAIN FENCE	11/19/88
BLDG	302	FENCE	11/19/88
BLDG	303	BLDG IMPROVEMENTS	11/19/88
BLDG	307	OFFICE REMODELING	11/19/88
BLDG	308	RETAINING WALL	11/19/88
BLDG	309	COMPUTER ROOM	11/19/88
BLDG	310	AIR HANDLER SLAB JOB	11/19/88
BLDG	311	CONCRETE WALK	11/19/88
BLDG	312	RETAINING WALL	11/19/88
BLDG	313	FENCE	11/19/88
BLDG	315	BLDG IMPROVEMENTS	11/19/88
BLDG	316	FENCE	11/19/88
BLDG	317	CONFERENCE ROOM	11/19/88
BLDG	318	RETAINING WALL	11/19/88
BLDG	319	FENCE	11/19/88
BLDG	320	HEATING SYSTEM	11/19/88
BLDG	321	HEATING SYS BOILERS	11/19/88
BLDG	324	RETAINING WALL	11/19/88
BLDG	326	TRAFFIC DOOR	11/19/88
BLDG	328	BOILER HOUSES	11/19/88
BLDG	329	WIRING REMODL OFFICE	11/19/88
BLDG	389	FENCE	11/19/88

Asset Class	Asset Number	Asset Desc 1	Date Acquired
BLDG	390	WIRING RETAIN WALL	11/19/88
BLDG	391	FENCE	11/19/88
BLDG	392	PERSONEL BLDG REMOD	11/19/88
BLDG	397	FENCE	11/19/88
BLDG	402	REMODEL STOREHOUSE	11/19/88
BLDG	405	REPAIR LAB BUILDING	11/19/88
BLDG	410	REMODEL PERSNL BLDG	11/19/88
BLDG	417	REMODO PERSNL BLDG	11/19/88
BLDG	429	REMODEL PERSNL BLDG	11/19/88
BLDG	430	FENCE	11/19/88
BLDG	441	FENCE	11/19/88
BLDG	445	PARKING LOT	11/19/88
BLDG	448	UNDERGROUND CABLE	11/19/88
BLDG	483	CEMENT	11/19/88
BLDG	489	HEATING SYSTEM WIP	11/19/88
BLDG	511	PURCH PRICE ADJUSTM	11/18/88
BLDG	544	WAREHOUSE OFFICE	09/20/89
BLDG	557	HEAR & AIR SYSTEM	06/01/89
BLDG	564	WOOD DOORS IN SHOP	12/20/89
BLDG	565	LIGHTS IN SHOP	12/20/89
BLDG	566	LIFT STATIONS	01/01/90
BLDG	578	DOORS FOR SHOP	07/31/90
BLDG	579	POWER HOUSE ROOF	07/31/90
BLDG	581	ROOF ON BOILER SHOP	07/31/90
BLDG	582	LIGHTS IN SHOP	07/31/90
BLDG	583	NEW PAINT BLDG	07/31/90
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CARP	171	OLIVER LARGE JOINTER	11/19/88
CARP	172	YATES PLANER	11/19/88
CARP	176	10 TON WHITING CRANE	11/19/88
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DG	102	10 TON WHITING CRANE	11/19/88
DG	106	MARVEL CUTOFF SAW 39	11/19/88
DG	107	AM RADIAL ARM DRILL	11/19/88
DG	115	CHAMBERSBURG 66"FLAN	11/19/88
DG	258	C17-50 FLAME CUTTER	11/19/88
DG	259	STRESS RELIEF MACH	11/19/88
DG	262	SPRING TESTER	11/19/88
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Asset Class	Asset Number	Asset Desc 1	Date Acquired
ELEC	58	DUST COLLECT EQUIP	11/19/88
ELEC	59	LATHE MONARCH MACH	11/19/88
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FABR	121	PRESS SCRAP	11/19/88
FABR	122	ROLL NILES	11/19/88
FABR	123	IRON CRAFT SHEAR	11/19/88
FABR	126	BLKMN AM RADL ARM DR	11/19/88
FABR	274	CINCIN HYDR PRESS	11/19/88
FABR	275	HYDR SHEER CIN 3D	11/19/88
FABR	276	TRUMPF AM TRUM 202W	11/19/88
FABR	277	TOOLING STABILIZER	11/19/88
FABR	278	TORIT DUST COLL PICK	11/19/88
FABR	279	IRON WK 9ST PUNCH PR	11/19/88
FABR	280	5ST PRESS BRAKE CINN	11/19/88
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GOV	199	MAGNUS CLEANERS 150G	11/19/88
GOV	281	GOVENOR TEST STAND	11/19/88
GOV	282	WOODWARD GOV TEST ST	11/17/88
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MACH	137	GRINDER. THOMPSON	11/19/88
MACH	140	LEBLOND-FED MACH HDL	11/19/88
MACH	141	AMERICAN SHAPER	11/19/88
MACH	142	JONES&LANSM LATHEJ	11/19/88
MACH	143	ROCKFORD MACH TOOL	11/19/88
MACH	144	PRECISION LUCAS MACH	11/19/88
MACH	145	WARNER&SWASSEY LATHE	11/19/88
MACH	146	DO ALL BAND SAWS	11/19/88
MACH	147	AM PACEMAKER LATHE	11/19/88
MACH	148	AMERICAN HOLE WIZARD	11/19/88
MACH	149	AM PACEMAKER LATHER	11/19/88
MACH	150	AM PACEMAKER LATHER	11/19/88
MACH	151	MONARCH LATHE	11/19/88
MACH	153	SLOTTER. FRATT. WHITNY	11/19/88
MACH	155	BOYE&EMMES/MANNG LAT	11/19/88
MACH	156	BULARD VER BORING ML	11/19/88
MACH	158	AMERICAN HOLE WIZARD	11/19/88
MACH	159	ROCKFRD MCH TOOL PLAN	11/19/88
MACH	160	PRECISION LUCAS MACH	11/19/88
MACH	161	AM TOOL WKS PACEMAKR	11/19/88
MACH	163	CINN VER MILLING MAC	11/19/88
MACH	164	BULLARD VER BORING M	11/19/88
MACH	265	HARDINGE-COLLET LATH	11/19/88

Asset Class	Asset Number	Desc 1	Date Acquired
MACH	267	CINCINNATI CONTE SYS	11/19/88
MACH	268	TURRET LATHE	11/19/88
MACH	270	IMPERIAL STAMP TAG M	11/19/88
MACH	272	DREIS&KRUMP 4' BRAKE	11/19/88
MACH	273	VERT SURFACE GRINDER	11/19/88
MACH	295	MISCELLANEOUS	11/19/88
MACH	298	WELDER	11/19/88
MACH	294	TEST RACK	11/19/88
MACH	305	MAINT VEH & WELDER	11/19/88
MACH	306	HOT WATER WASHER	11/19/88
MACH	314	WRAPPER PLATFORM/WRP	11/19/88
MACH	325	IMPACTOOL (2)	11/19/88
MACH	330	IMPACT WRENCH	11/19/88
MACH	331	LINCOLN ARC WELDER	11/19/88
MACH	374	TOOL JACK ASSEMBLY	11/19/88
MACH	395	TAPEWRITER	11/19/88
MACH	396	CUSHMAN VEHC (2)	11/19/88
MACH	403	WELDING MACHINE	11/19/88
MACH	406	LAWN MOWER	11/19/88
MACH	421	HYDRAULIC RACHET	11/19/88
MACH	423	WELDING MACHINE	11/19/88
MACH	424	CRIMPING HEAD	11/19/88
MACH	425	DIE AMPPOWER	11/19/88
MACH	426	DIE AMPPOWER	11/19/88
MACH	427	POWER UNIT	11/19/88
MACH	428	POWER UNIT	11/19/88
MACH	431	HYDRAULIC RACHET	11/19/88
MACH	433	STRESS UNIT	11/19/88
MACH	434	MOTOR	11/19/88
MACH	437	IMPACT WRENCH	11/19/88
MACH	444	WELDER K-1308	11/19/88
MACH	446	MACHINE FORMULA	11/19/88
MACH	447	CUSHMAN VEHC	11/19/88
MACH	486	TEST EQUIPMENT	11/19/88
MACH	487	WASHER	11/19/88
MACH	488	MILLING MACHINE	11/19/88
MACH	506	AIR COMPRESSOR	02/10/89
MACH	507	HYDRAULIC WRENCH	03/08/89
MACH	508	HYDRAULIC RATCHET	03/15/89
MACH	516	WELDERS & WIRE FEEDR	05/25/89
MACH	518	PANAGRAPH TABL TORCH	05/03/89
MACH	520	VACU BLAST	05/24/89
MACH	521	WHEEL TRUING MACHINE	04/28/89
MACH	522	HYDRAULIC WRENCH	05/09/89
MACH	529	RESISTANCE WELDER	09/29/89
MACH	558	PRESSURE CAB 60X48	11/17/89
MACH	570	CUSHMAN 450 HAULSTER	02/12/90
MACH	586	TRUMPF MACHINE	07/31/90

Asset Class	Asset Number	Desc 1	Date Acquired
OFEQ	287	COMPAQ DISPLAY	11/19/88
OFEQ	292	IBM 38 SOFTWARE	11/19/88
OFEQ	295	COMPAQ COMPUTER	11/19/88
OFEQ	297	IBM 38 SOFTWARE	11/19/88
OFEQ	304	IBM 38 SOFTWARE	11/19/88
OFEQ	332	ZENITH COMPUTER	11/19/88
OFEQ	408	TEST EQUIPMENT	11/19/88
OFEQ	409	(6) DESK & CRADENAS	11/19/88
OFEQ	413	LASER JET COMPUTER	11/19/88
OFEQ	419	(4) DESKS	11/19/88
OFEQ	420	XEROX COPIER	11/19/88
OFEQ	422	CYPRESS TERNINAL (7)	11/19/88
OFEQ	435	DISPLAY SIGN	11/19/88
OFEQ	436	ZENITH 286 COMPUTER	11/19/88
OFEQ	440	TELEFAX	11/19/88
OFEQ	442	NEFAX	11/19/88
OFEQ	443	NEFAX	11/19/88
OFEQ	451	XEROX COPIER	11/19/88
OFEQ	452	OFFIC CHAIRS	11/19/88
OFEQ	484	PRINTER	11/29/88
OFEQ	490	CPAQ MODL 40 60K	12/23/88
OFEQ	519	SYSTEM 38 UPGRADE	05/15/89
OFEQ	524	COMPAQ 386 PC	07/01/89
OFEQ	526	JDEDWARDS SOFTWARE	08/18/89
OFEQ	556	LIGHTED TOWER UNIT	11/03/89
OFEQ	560	SALES ORDER PACKAGE	11/30/89
OFEQ	561	COMPUTER DISK DRIVE	12/20/89
OFEQ	563	SOFTWARE PACKAGE MFG	12/20/89
OFEQ	568	SOFTWARE UPDATE	01/01/90
OFEQ	571	COMMUNICATIONS	05/01/90
OFEQ	572	DATA PROCESSOR	06/22/90
OFEQ	597	XL DATA COMP	07/19/90
OFEQ	588	COPIER	08/06/90
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PA	247	REBUILD MAIN WASHER	11/19/88
PA	248	TORQ WR&GROOV PISTON	11/19/88
PA	249	PRESSURE WATR TEST C	11/19/88
PA	251	POWER ASSEMBLY SYST	11/19/88
PA	252	MAGNAFLUX	11/19/88
PA	255	VALVE SPRING TESTER	11/19/88
PA	256	HONING MACHINE	11/19/88
PA	257	VALVE GRINDING MACH	11/19/88
PA	407	WASH/DRY SYSTEM	11/19/88
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Asset Class	Asset Number	Desc 1	Date Acquired
PM	189	AMERICAN LATHE	11/19/88
PM	193	HYDRAULIC PRESS DAKE	11/19/88
PM	194	CINCINNATI MILL MACH	11/19/88
PM	198	POSITIONER MTR LINE	11/19/88
PM	232	VIBRA SPIKE ENERGY SI	11/19/88
PM	240	AIR HYDRO-TAME PULLR	11/19/88
PM	241	TEST CELL MONITOR SY	11/19/88
PM	242	TEST CELL ASSEMBLY	11/19/88
PM	243	TELE LINE ALIGN ASS	11/19/88
PM	244	HYDRAULIC WRENCH ASL	11/19/88
PM	245	LUCAS FR LINEBORE CR	11/19/88
PM	246	MAGNUS HEAVY DUTY CL	11/19/88
PM	271	LUCAS PRECISION MACH	11/19/88
PM	298	STRESS RELIEF ENG	11/19/88
PM	333	BALANCING MACH & PRT	11/19/88
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PNT	283	TRAVELING PAINT BTH	11/19/88
PNT	399	PRESSURE WASHER	11/19/88
PNT	585	SAND & DUST REPAIR	07/31/90
PNT	594	ALOKA WASHERS (2)	09/30/90
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PWRH	166	ONE (1) TON CRANE	11/19/88
PWRH	290	PVC PIPE	11/19/88
PWRH	404	(4) TRANSFORMERS	11/19/88
PWRH	438	AIR COMPRESSOR	11/19/88
PWRH	513	BOILERS & AIR COMPRE	03/30/89
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RLSB	574	VMV6708 GP-40	07/09/90
RLSB	575	VMV6692 GP40-2	07/09/90
rlsb	591	SD-35 2601	08/31/90
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RLST	335	SD45 BN6405	11/19/88
RLST	336	SD45 BN6420	11/19/88
RLST	337	SD45 BN6623	11/19/88
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Asset Class	Asset Number	Asset Desc 1	Date Acquired
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[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

RLST	355	SD45 N&S1708	11/19/88
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RLST	357	SD45 N&S1723	11/19/88
RLST	358	SD45 N&S1725	11/19/88
RLST	359	SD45 N&S1730	11/19/88
RLST	360	SD45 N&S1731	11/19/88
RLST	361	SD45 N&S1732	11/19/88
RLST	362	SD45 N&S1734	11/19/88
RLST	363	SD45 N&S1736	11/19/88
RLST	364	SD45 N&S1739	11/19/88
RLST	366	SD45 N&S1747	11/19/88
RLST	368	SD45 N&S1757	11/19/88
RLST	369	SD45 N&S1762	11/19/88
RLST	370	SD45 N&S1763	11/19/88
RLST	371	SD45 N&S1764	11/19/88
RLST	372	SD45 SOU3100	11/19/88

RLST	374	SD45 SOU3124	11/19/88
RLST	375	SD45 SOU3156	11/19/88
RLST	376	SD45 SOU3160	11/19/88
RLST	377	SD45 SOU3162	11/19/88
RLST	378	SD45 TXL6686	11/19/88
RLST	379	SD45 TXL6687	11/19/88
RLST	380	SD45 TXL6688	11/19/88
RLST	381	SD45 TXL6689	11/19/88
RLST	382	SD45 TXL6690	11/19/88
RLST	383	SD45 TXL6692	11/19/88
RLST	384	SD45 TXL6694	11/19/88
RLST	385	SD45 TXL6695	11/19/88
RLST	386	SD45 TXL6697	11/19/88
RLST	387	SD45 TXL6698	11/19/88
RLST	388	SD45 TXL6699	11/19/88

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

RLST	459	GMO0620	11/19/88
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Asset Class	Asset Number	Asset Desc 1	Date Acquired
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RLST	460	ICG2501	11/19/88
RLST	461	GMO634	11/19/88
RLST	462	TXL6696	11/19/88
RLST	463	TXL6693	11/19/88
RLST	464	TXL6691	11/19/88
RLST	465	TXL6685	11/19/88
RLST	466	SOU3157	11/19/88
RLST	467	SOU3155	11/19/88
RLST	468	SOU3143	11/19/88
RLST	469	SOU3139	11/19/88

RLST	474	GMO627	11/19/88
RLST	475	GMO603	11/19/88

RLST	477	GMO633	11/19/88
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RLST	480	GMO610	11/19/88
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RSTA	504	GMO628	02/01/89
RSTA	530	SD45 CSX 8900	09/14/89
RSTA	531	SD45 CSX 8903	09/14/89
RSTA	532	SD45 CSX 8904	09/14/89
RSTA	533	SD45 CSX 8906	09/14/89
RSTA	534	SD45 CSX8908	09/14/89
RSTA	535	SD45 CSX 8914	09/14/89
RSTA	536	SD45 CSX 8923	09/14/89
RSTA	537	SD45 CSX 8927	09/14/89
RSTA	538	SD45 CSX 8931	09/14/89
RSTA	539	SD45 CSX 8935	09/14/89
RSTA	540	SD45 CSX 8938	09/14/89
RSTA	541	SD45 CSX 8939	09/14/89
RSTA	542	SD45 CSX 8943	09/14/89
RSTA	543	SD45 CSX 8944	09/14/89
RSTA	547	SD45 CSX8902	10/01/89
RSTA	548	SD45 CSX8915	10/23/89
RSTA	549	SD45 CSX8916	10/23/89
RSTA	550	SD45 CSX8921	10/06/89
RSTA	551	SD45 CSX8922	10/22/89
RSTA	552	SD45 CSX8930	10/10/89
RSTA	553	SD45 CSX8933	10/23/89
RSTA	554	SD45 CSX8937	10/24/89
RSTA	555	SD45 CSX8917	09/29/89

Loco. #	Type	Purch. Date
1 IC 13	SM12R	08/88
2 DLE 19	JM-9	11/89
3 BAR 34	SM1200	04/90
4 ASAB 507	GP39	05/90
5 CM 902	SD45	09/90
6 CM 910	SD45	11/89

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LOC. NUMBER	NEW #	TYPE	SERVICE PURCHASE DATE
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7	ARCO 912	SM900	11/89
8	IOG 913	SD40	10/88
9	GM 918	SD45	02/90
10	GM 919	SD45	11/89
11	GM 937	SD45	11/89
12	GM 938	SD45	01/90
13	GM 939	SD45	01/90
14	GM 943	SD45	01/90
15	GM 952	SD45	02/90
16	GM 955	SD45	01/90
17	GM 965	SD45	09/90
18	GM 969	SD45	11/89
19	GM 970	SD45	02/90
20	GM 972	SD45	02/90
21	GM 975	SD45	12/89
22	GM 976	SD45	12/89
23	VMV 1500		LEASED
24	ATSF2093	GP-7	10/88
25	ATSF2111	GP-7	10/88
26	ATSF2129	GP-7	10/88
27	CSX 2135	GP38	03/90
28	ATSF2154	GP-7	10/88
29	IOG 2511	CAT	12/89
30	MP 3011	SD40	03/89
31	LP 3017	SD40	10/88
32	MLM 3036	SD40	12/88
33	MP 3055	SD40	03/89
34	YC 3064	GP40	08/88
35	MLM 3069	SD40	12/88
36	LP 3084	SD40	5/19/88
37	LP 3092	SD40	08/88

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	LOO.	NEW		SERVICE
	NUMBE	#	TYPE	PURCHASE DATE
38	UP 3100		SD40	7/7/88
39	BEO 3557		GP35	03/90
40	VMV 3600		GP36	10/88
41	GHO 4407	4367	GP35	04/89
42	OMH 6476		SD45	02/90
43	OMH 6477		SD45	01/90
44	OMH 6490		SD45	02/90
45	OMH 6491		SD45	11/89
46	OMH 6509		SD45	01/90
47	OMH 6513		SD45	11/89
48	SSM 6513		GP35	07/90
49	OMH 6520		SD45	01/90
50	OMH 6522		SD45	01/90
51	OMH 6525		SD45	11/89
52	OMH 6530		SD45	09/90
53	OMH 6533		SD45	02/90
54	OMH 6534		SD45	02/90
55	OMH 6538		SD45	11/89
56	OMH 6548		SD45	01/90
57	OMH 6568		SD45	11/89
58	OMH 6579		SD45	02/90
59	OMH 6581		SD45	11/89
60	OMH 6583		SD45	11/89
61	OMH 6586		SD45	01/90
62	SP 6614		GP35	07/90
63	SP 6645		GP35	07/90
65	CSX 6667		GP40	04/90
68	CSX 6781		GP40	05/90

	LOC. NUMBER	NEW #	TYPE	SERVICE PURCHASE DATE
69	CSX 6797		GP40	05/90
71	THRC7032		GP9	6/30/88
72	WM 7436		SD45	11/88
73	ICG 8283		GP10	06/89
74	M&K B301		SD40	06/90
75	IC 8304		GP10	04/90
76	M&K B308		SD40	06/90
77	M&K B327		SD40	06/90
78	M&K B330		SD40	06/90
79	ICG 8332		GP10	03/89
80	M&K B333		SD40	06/90
81	M&K B345		SD40	06/90
82	ICG 8347		GP10	03/89
83	M&K B355		SD40	06/90
84	M&K B358		SD40	06/90
85	M&K B363		SD40	06/90
86	M&K B366		SD40	06/90
88	ICG B444		GP10	06/89
89	SP 8720		GEU33C	08/88
90	SP 8777		GEU33C	08/88
91	CSX 8901		SD45	08/89
92	CSX 8905		SD45	02/90
93	CSX 8907		SD45	02/90
94	RET 8910		SD45	06/89
95	CSX 8915		SD45	09/89
96	CSX 8916		SD45	12/89
97	RET 8918		SD45	06/89
98	CSX 8920		SD45	12/89
99	CSX 8924		SD45	12/89

LOCO. NUMBE	NEW #	TYPE	SERVICE PURCHASE DATE
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100	CSX 8925	SD45	02/90
101	CSX 8926	SD45	09/89
102	CSX 8928	SD45	06/89
103	CSX 8929	SD45	12/89
104	CSX 8934	SD45	03/90
105	CSX 8936	SD45	12/89
106	CSX 8940	SD45	12/89
107	CSX 8941	SD45	02/90
108	CSX 8942	SD45	02/90
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110	IC 9538	GP38	05/90
111	IC 9545	GP38	07/90
112	IC 9551	GP38	07/90

<u>Asset Class</u>	<u>Asset No.</u>	<u>Type</u>	<u>Description</u>
RLST	457		ICG 2516
RLST	502		ICG 2514
RLST	341	SD40	MP 3038

Asset Class	Asset Number	Asset Desc 1	Date Acquired
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RSTA	559	CSX SD45 8932	09/29/89
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RUNR	94	30 TON AUX HOIST	11/19/88
RUNR	96	PURCHASE 30TON CRANE	11/19/88
RUNR	546	BCF CHARGER	09/27/89

TM	65	GE MOTOR & GEN TEST	11/19/88
TM	66	WHITING 15 TON CRANE	11/19/88
TM	67	LATHE AMERICAN	11/19/88
TM	68	INGERSOLL MILLING	11/19/88
TM	69	LATHE AMERICAN ARMAT	11/19/88
TM	73	BORING MILL MAR & HS	11/19/88
TM	200	BRIDGE CRANE 5 TON	11/19/88
TM	201	SHUTTLE MACHINE	11/19/88
TM	202	VIBRATION ANALYZER	11/19/88
TM	203	VACUBLAST MKII	11/19/88
TM	204	VARNISH COATING TANK	11/19/88
TM	205	STUD WELDING MACHINE	11/19/88
TM	206	BRAZING UNITS RECOIL	11/19/88
TM	207	TOOL HOIST&IMPACT(8)	11/19/88
TM	208	HIPOTRONICS MACHINE	11/19/88
TM	209	UNDERCUTTER SSX CAM	11/19/88
TM	210	ALLEN VARNISH FILTER	11/19/88
TM	211	GREASE PUMP SYSTEM	11/19/88
TM	212	FIELD COIL TEST SYS	11/19/88
TM	213	PROCECO WASHER&DRYER	11/19/88
TM	214	HYDRAULIC PINION PUL	11/19/88
TM	215	CORE LOSS TESTER	11/19/88
TM	216	MN FLD COIL LINEUP G	11/19/88
TM	217	TRACTION MOTR SURGE	11/19/88
TM	218	TRUNION FIXTURES 2EA	11/19/88
TM	219	BAKER ARMATURE TEST	11/19/88
TM	220	NITROGEN REGULATOR	11/19/88
TM	221	BRIDGE CRANE. 5 TON	11/19/88
TM	412	TRACTION MOTOR SHOP	11/19/88
TM	562	PARALLEL GAUGE	12/20/89

TRK	284	YARD TRACKS&SIDINGS	11/19/88
TRK	293	SWITCH	11/19/88
TRK	327	TRACK - SHOP	11/19/88
TRK	334	TRACK - SHOP	11/19/88
TRK	393	TRACK - SHOP	11/19/88

Asset Class	Asset Number	Asset Desc 1	Date Acquired
TRK	398	TRACK - SHOP	11/19/88
TRK	411	TRACK - SHOP	11/19/88
TRK	414	TRACK - SHOP	11/19/88
TRK	418	TRACK - SHOP	11/19/88
TRK	439	TRACK - SWITHC	11/19/88
TRK	449	TRACK - SHOP	11/19/88
TRK	584	TRACK REPAIRS	07/31/90
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TRKS	182	RBLD 75 TON CRANE	11/19/88
TRKE	184	TRUCK REPR ASSY LINE	11/19/88
TRKS	185	FESTON SYS SHOW 20 T	11/19/88
TRKS	229	HUCK POWER RIG	11/19/88
TRKS	230	SPRING TEST MACHINE	11/19/88
TRKS	231	ABRASIVE CLEANING MC	11/19/88
TRKS	233	PEDESTAL JAW MILL	11/19/88
TRKS	234	HUCK FASTENER	11/19/88
TRKS	236	10K GAL LYE VAT	11/19/88
TRKS	237	SLUDGE SEPARATOR	11/19/88
TRKS	238	LOW PROFILE TURBO	11/19/88
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VEHC	286	4-DOOR FORD TAURUS	11/19/88
VEHC	289	CREW CAB F350	11/19/88
VEHC	296	1987 FORD BRONCO	11/19/88
VEHC	400	TAURUS STATIONWAGON	11/19/88
VEHC	401	CROWN VICTORIA 1988	11/19/88
VEHC	415	FORD LTD CROWN VICT	11/19/88
VEHC	416	FORD RANGER 4 X 4	11/19/88
VEHC	450	FORD PICKUP	11/19/88
VEHC	523	1986 FORD TAURUS	06/30/89
VEHC	567	1990 CHEV LUMINA	01/17/90
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W/A	74	HI LINER WHEEL PRESS	11/19/88
W/A	75	BORING MILL SCRAP	11/19/88
W/A	77	15 TON CRANE NEW PRT	11/19/88
W/A	79	WHEEL CONVEYOR.MOUNT	11/19/88
W/A	81	VERTICAL BORING MILL	11/19/88
W/A	83	GRINDER FR VER BOR M	11/19/88
W/A	84	VIDED DISPLAY SOFT	11/19/88
W/A	85	PROFILE WHEEL LATHE	11/19/88
W/A	177	RBLD 100 TON CRANE	11/19/88
W/A	178	REBLT JOUR AX LATHE	11/19/88
W/A	179	FARREL BETTS VER WH	11/19/88

Asset Class	Asset Number	Desc 1	Date Acquired
W/A	180	JOUR LATHE #2	11/19/88
W/A	222	AIR HOIST	11/19/88
W/A	223	FARREL VER BORING ML	11/19/88
W/A	224	1/2 TON HOIST&JIB CR	11/19/88
W/A	225	DUAL END AXLE LATHE	11/19/88
W/A	226	300/600TON CHAM WH F	11/19/88
W/A	227	PROFILE WHEEL LATHE	11/19/88
W/A	228	JOURNAL LATHE	11/19/88

WKEQ	27	YALE PORTABLE CRANE	11/19/88
WKEQ	28	JLG CHERRY PICKER	11/19/88
WKEQ	29	FORKLIFT 8000 HYSTER	11/19/88
WKEQ	32	FORKLIFT 8000 HYSTER	11/19/88
WKEQ	33	TRACTOR INTERN'L	11/19/88
WKEQ	34	FORK LIFT 8000 HYSTR	11/19/88
WKEQ	35	F/R SWEEPER MODEL 92	11/19/88
WKEQ	36	FORKLIFT YALE	11/19/88
WKEQ	37	FORKLIFT 6000 YALE	11/19/88
WKEQ	38	30 HP DIESEL TRACTOR	11/19/88
WKEQ	39	HYSTER FORKLIFT TRUK	11/19/88
WKEQ	41	HYSTER 8000 IB FORK	11/19/88
WKEQ	42	HYSTER 3WHL LIFT TRK	11/19/88
WKEQ	45	2 PERSONNEL CARRIERS	11/19/88
WKEQ	48	DUMPSTER FR SCRAP	11/19/88
WKEQ	49	VACUUM TANK TRAILER	11/19/88
WKEQ	51	FORKLIFT 8000 HYSTER	11/19/88
WKEQ	53	BACKHOE	11/19/88
WKEQ	56	BOBCAT UTILITY BUCKT	11/19/88
WKEQ	57	HYSTER FORK LIFT TRU	11/19/88
WKEQ	291	PERSONNEL CARRIERS	11/19/88
WKEQ	432	BOX CAR	11/19/88
WKEQ	485	RACKS	11/19/88
WKEQ	512	STORAGE RACK	02/10/89
WKEQ	514	HYSTER LIFT TRUCK	04/24/89
WKEQ	515	FORK LIFT	04/17/89
WKEQ	525	HYSTER LIFT TRUCK	07/24/89
WKEQ	527	HYSTER LIVT TRUCK	08/08/89
WKEQ	528	HYSTER LIFT TRUCK	08/08/89
WKEQ	545	STORAGE RACKS	10/27/89
WKEQ	569	ADDS TO STORAGE BINS	01/24/90
WKEQ	573	STORAGE RACKS	06/28/90
WKEQ	576	FORKLIFT	07/31/90
WKEQ	577	FORKLIFT	07/31/90
WKEQ	580	BALANCER FOR SHOP	07/31/90
WKEQ	589	STORAGE RACKS	08/21/90
WKEQ	590	STORAGE RACKS	08/21/90

Asset Class	Asset Number	Asset Desc 1	Date Acquired
WKED	592	STORAGE RACKS	09/14/90
WKED	593	SCOPE & COVER-SONIC	09/18/90

GRAND TOTALS:  
 LESS: DISPOSITIONS  
 NET TOTALS: