

832.00

# BINGHAM, DANA & GOULD

150 FEDERAL STREET

BOSTON, MASSACHUSETTS 02110-1726

TELEPHONE: (617) 951-8000

TELEX: 275147 BDGBSN UR

CABLE ADDRESS: BLDGHAM BSN

TELECOPY: (617) 951-8736

WASHINGTON OFFICE  
(202) 822-9320

HARTFORD OFFICE  
(203) 244-3770

LONDON OFFICE  
011-44-71-799-2646

August 31, 1993

3-244A004

BY HAND

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

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, amended and restated as of November 18, 1988, amended as of January 7, 1991 and amended as of January 21, 1992 (as so amended, 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.

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

15036-4  
SEP 1 1993 10 30 AM  
INTERSTATE COMMERCE COMMISSION

SEP 1 9 40 AM '93  
MOTOR OPERATING UNIT

*Shela Jamin*

*Christy*

BINGHAM, DANA & GOULD

Interstate Commerce Commission  
August 31, 1993  
Page 2

Commission on November 18, 1988 as document No. 15036-B, as amended by Amendment No. 1 to Restated Security Agreement which was filed with the Commission on January 10, 1991 as document No. 15036-D and by Amendment No. 2 to Restated Security Agreement which was filed with the Commission on January 28, 1992 as document No. 15036-E.

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

"Amendment dated as of August 30, 1993 amending a Restated Security Agreement dated as of August 27, 1986, amended and restated as of November 18, 1988 and recorded as document No. 15036-B and amended by Amendment No. 1 to Restated Security Agreement dated as of January 7, 1991 and recorded as document No. 15036-D and Amendment No. 2 to Restated Security Agreement dated as of January 21, 1992 and recorded as document No. 15036-E 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, as amended."

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

Please acknowledge receipt of this document at your earliest convenience by returning to the undersigned 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/mh  
Enc.

Interstate Commerce Commission  
Washington, D.C. 20423

9/1/93

OFFICE OF THE SECRETARY

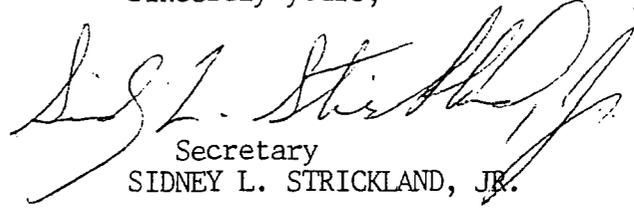
Gabe R. Serhan  
Brigham, Danut Gould  
150 Federal Street  
Boston, Ma. 02110-1716

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 9/1/93 at 9:50 AM, and assigned  
recordation number(s).

15036-H + 15652-K

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/1/93

AMENDMENT NO. 3 TO  
RESTATED SECURITY AGREEMENT

VMV ENTERPRISES, INC.

15036-1  
SEP 1 1993 9:50 AM  
INTERSTATE COMMERCE COMMISSION

AGREEMENT OF AMENDMENT (the "Amendment") dated as of August 30, 1993, 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 (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 it 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:



P. M. SEATON, President  
& Chief Executive Officer

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By:



Title

DIRECTOR

jtg/93.147

COMMONWEALTH OF KENTUCKY  
COUNTY OF MCCRACKEN

On this 5<sup>th</sup> day of August, 1993, before me personally appeared P. M. SEATON, to me personally known, who, being by me duly sworn, says that he is President & Chief Executive Officer of VMV Enterprises, Inc., and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

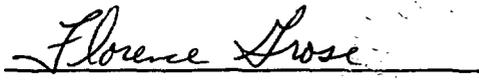
My commission expires: 5-31-95.

  
Notary Public

STATE OF MASSACHUSETTS  
COUNTY OF SUFFOLK

On this 30<sup>th</sup> day of August, 1993, before me personally appeared Daniel O'Connor, to me personally known, who, being by me duly sworn, says that ~~(s)~~he is a Director and Authorized Signer 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.

My commission expires: 11-12-99.

  
Notary Public

FLORENCE GROSE  
Notary Public

My Commission Expires November 12, 1999

SCHEDULE III

DATE ACQUIRED	ITEM NUMBER	VMV ASSETS
02/01/91	2981	CHAIRS FOR NEW CONF ROOM
02/28/91	2984	3 DESK & 3 CREDENZAS
05/31/91	3007	OFFICE CHAIR
06/01/91	3015	PORTABLE COMPUTER
07/29/91	3019	DESK & CREDENZA
10/25/91	3040	AS400 UPDATE
03/26/87	10287	COMPAQ DISPLAY
07/26/87	10292	IBM 36 SOFTWARE
08/14/87	10295	COMPAQ COMPUTER
09/21/87	10297	IBM 38 SOFTWARE
12/17/87	10304	IBM 38 SOFTWARE
03/31/88	10332	ZENITH COMPUTER
05/17/88	10408	TEST EQUIPMENT
05/19/88	10409	(6) DESK & CREDENZAS
05/26/88	10413	LASER JET COMPUTER
06/09/88	10419	(4) DESKS
06/09/88	10420	XEROX COPIER
06/15/88	10422	(7) CYPRESS TERMINALS
07/11/88	10435	DISPLAY SIGN
07/12/88	10436	ZENITH 286 COMPUTER
07/22/88	10440	TELEFAX
07/29/88	10442	NEFAX
07/29/88	10443	NEFAX
10/31/88	10451	XEROX COPIER
09/01/91	3028	OFFICE CHAIRS
10/31/88	10452	OFFICE CHAIRS
11/29/88	10484	PRINTER
12/23/88	10490	COMPAQ MODL 40 60K
05/15/89	10519	SYSTEM 38 UPGRADE
07/01/89	10524	COMPAQ 386 PC
08/18/89	10526	JDEDWARDS SOFTWARE
11/03/89	10556	LIGHTED TOWER UNIT
11/30/89	10560	SALES ORDER PACKAGE
12/20/89	10561	COMPUTER DISK DRIVE
12/20/89	10563	SOFTWARE PACKAGE
01/01/90	10568	SOFTWARE UPDATE
05/01/90	10571	COMMUNICATIONS
06/22/90	10572	DATA PROCESSOR
02/12/91	2980	XL DATA COMP
08/01/90	10587	DATA COMP
08/01/90	10588	COPIER
08/31/91	3023	HARD DISK FOR MAC I
12/27/90	10600	MAC II CPU & LASER
01/01/91	10603	NEC III COMPUTER
08/27/86	10086	WESTINGHOUSE MOTOR
08/27/86	10088	ENERPAC HYDRAULIC PRESS
08/27/86	10089	BERCO HONING MACHINE
08/27/86	10093	LAPMATIC 24 CRANE
08/27/86	10263	ELECTRIC CONNECTING ROD

08/27/86	10264	AIR COMPRESSOR ROD STRAIT
04/30/91	3000	AIR COMPRESSOR-POWER HOUSE
08/27/86	10171	OLIVER LARGE JOINTER
08/27/86	10172	YATES PLANER
08/27/86	10176	10 TON WHITING CRANE
08/27/86	10102	10 TON WHITING CRANE
08/27/86	10106	MARVEL CUTOFF SAW 39
08/27/86	10107	AM RADIAL ARM DRILL
08/27/86	10115	CHAMBERSBURG 66" FLAN
08/27/86	10258	C17-50 FLAME CUTTER
08/27/86	10259	STRESS RELIEF MACHINE
08/27/86	10262	SPRING TESTER
05/31/91	3006	CORE LOSS TESTER
07/29/91	3020	TEST EQUIPMENT/ELECTRICAL
08/27/86	10058	DUST COLLECT EQUIP
08/27/86	10060	LATHE MONARCH MACHINE
08/27/86	10121	PRESS SCRAP
08/27/86	10122	ROLL NILES
08/27/86	10123	IRON CRAFT SHEAR
08/27/86	10126	BLKMN AM RADL ARM DRIVE
08/27/86	10274	CINCIN HYDR PRESS
08/27/86	10275	HYDR SHEER CIN 30
08/27/86	10276	TRUMPF AM TRUM 202W
08/27/86	10277	TOOLING STABILIZER
08/27/86	10278	TORIT DUST COLL PICK
08/27/86	10279	IRON WK95T PUNCH PRESS
08/27/86	10280	55T PRESS BRAKE CINN
08/27/86	10199	MAGNUS CLEANERS 150G
08/27/86	10281	GOVENOR TEST STAND
04/02/91	2998	METER CALIBRATOR
09/10/91	3027	UPGRADE TRANSFORMER
08/27/86	10137	GRINDER, THOMPSON
08/27/86	10140	LEBLOND-FED MACH HDL
08/27/86	10141	AMERICAN SHAPER
08/27/86	10142	JONES & LANSM LATHE
08/27/86	10143	ROCKFORD MACH TOOL
08/27/86	10144	PRECISION LUCAS MACH
08/27/86	10145	WARNER & SWASSEY LATHE
08/27/86	10146	DO ALL BAND SAW
08/27/86	10147	AM PACEMAKER LATHE
08/27/86	10148	AMERICAN HOLE WIZARD
08/27/86	10149	AM PACEMAKER LATHE
08/27/86	10150	AM PACEMAKER LATHE
08/27/86	10151	MONARCH LATHE
08/27/86	10153	SLOTTER, PRATT, WHITNY
08/27/86	10155	BOYE & EMMES/MANNG LATHE
08/27/86	10156	BULARD VER BORING ML
08/27/86	10158	AMERICAN HOLE WIZARD
08/27/86	10159	ROCKFORD MCH TOOL PLAN
08/27/86	10160	PRECISION LUCAS MACH
08/27/86	10161	AM TOOL WKS PACEMAKER
08/27/86	10163	CINN VER MILLING MACH
08/27/86	10164	BULLARD VER BORING MACH
08/27/86	10265	HARDINGE-COLLET LATHE
08/27/86	10267	CINCINNATI CONTR SYS
08/27/86	10268	TURRET LATHE

08/27/86	10270	IMPERIAL STAMP TAG
08/27/86	10272	DREIS & KRUMP 4' BRAKE
08/27/86	10273	VERT SURFACE GRINDER
08/27/86	10285	MISCELLANEOUS
04/10/87	10288	WELDER
08/10/87	10294	TEST RACK
11/24/87	10305	MAINT VEH & WELDER
12/17/87	10306	HOT WATER WASHER
01/31/88	10314	WRAPPER PLATFORM/WRP
03/31/88	10325	IMPACTOOL (2)
04/11/88	10330	IMPACT WRENCH
04/14/88	10331	LINCOLN ARC WELDER
04/21/88	10394	TOOL JACK ASSEMBLY
04/22/88	10395	TAPEWRITER
04/25/88	10396	CUSHMAN VEHC (2)
05/12/88	10403	WELDING MACHINE
05/16/88	10406	LAWN MOWER
06/09/88	10421	HYDRAULIC RACHET
06/17/88	10423	WELDING MACHINE
06/23/88	10424	CRIMPING HEAD
06/23/88	10425	DIE AMPOWER
06/23/88	10426	DIE AMPOWER
06/23/88	10427	POWER UNIT
06/23/88	10428	POWER UNIT
06/30/88	10431	HYDRAULIC RACHET
07/08/88	10433	STRESS UNIT
07/08/88	10434	MOTOR
07/13/88	10437	IMPACT WRENCH
08/01/88	10444	WELDER-K1308
08/23/88	10446	MACHINE FORMULA
08/23/88	10447	CUSHMAN VEHC
11/02/88	10486	TEST EQUIPMENT
01/10/89	10487	WASHER
11/02/88	10488	MILLING MACHINE
02/10/89	10506	AIR COMPRESSOR
03/08/89	10507	HYDRAULIC WRENCH
03/15/89	10508	HYDRAULIC RATCHET
04/25/89	10516	WELDERS & WIRE FEEDR
05/03/89	10518	PANAGRAPH TABEL TORCH
05/24/89	10520	VACU BLAST
04/28/89	10521	WHEEL TRUING MACH
05/09/89	10522	HYDRAULIC WRENCE
09/29/89	10529	RESISTANCE WELDER
12/01/89	10558	PRESSURE CAB 60X48
02/12/90	10570	CUSHMAN 450 HAULSTER
07/27/90	10586	TRUMPF MACHINE
08/27/86	10165	BOILERS & AIR COMPRESSORS
08/27/86	10166	ONE (1) TON CRANE
06/30/87	10290	PVC PIPE
05/12/88	10404	(4) TRANSFORMEERS
07/15/88	10438	AIR COMPRESSOR
03/30/89	10513	BOILERS & AIR COMPRESSORS
08/27/86	10283	TRAVELING PAINT BATH
05/09/88	10399	PRESSURE WASHER
07/31/90	10585	SAND B DUST REPAIR
10/01/90	10594	ALOKA WASHERS (2)

09/21/87	10247	REBUILD MAIN WASHER
08/27/86	10248	TORQ WR & GROOV PISTON
08/27/86	10249	PRESSURE WATR TEST C
08/27/86	10251	POWER ASSEMBLY SYSTEM
08/27/86	10252	MAGNAFLUX
08/27/86	10255	VALVE SPRING TESTER
08/27/86	10256	HONING MACHINE
08/27/86	10257	VALVE GRINDING MACH
08/27/86	10189	AMERICAN LATHE
05/16/88	10407	WASH/DRY SYSTEM
08/27/86	10193	HYDRAULIC PRESS DAKE
08/27/86	10194	CINCINNATI MILL MACHINE
08/27/86	10198	POSITIONER MTR LINE
05/13/87	10232	VIBRA SPIKE ENERY SL
08/27/86	10240	AIR-HYDRO-TAME PULLR
08/27/86	10241	TEST CELL MONITOR SYS
08/27/86	10242	TEST CELL ASSEMBLY
08/27/86	10243	TELE LINE ALIGH ASS
08/27/86	10244	HYDRAULIC WRENCH ASL
08/27/86	10245	LUCUS FR LINEBORE CR
08/27/86	10246	MAGNUS HEAVY DUTY
08/27/86	10271	LUCAS PRECISION MACH
09/21/87	10298	STRESS RELIEF ENG
03/28/88	10333	BALANCING MACH & PRT
12/31/90	10601	TEST CELL
08/27/86	10094	30 TON AUX HOIST
08/27/86	10096	PURCHASE 30 TON CRANE
10/01/89	10546	BCF CHARGER
08/27/86	10065	G.E. MOTOR & GEM TEST
08/27/86	10066	WHITING 15 TON CRANE
08/27/86	10067	LATHE AMERICAN
08/27/86	10068	INGERSOLD MILLING
08/27/86	10069	LATHE AMERICAN ARMAT
08/27/86	10073	BORING MILL MAR & H/S
08/27/86	10200	BRIDGE CRANE 5 TON
08/27/86	10201	SHUTTLE MACHINE
08/27/86	10202	VIBRATION ANALYZER
08/27/86	10203	VACUBLAST MK11
08/27/86	10204	VARNISH COATING TANK
08/27/86	10205	STUD WELDING MACHINE
08/27/86	10206	BRAZING UNITS RECOIL
08/27/86	10207	TOOL HOIST & IMPACT (8)
08/27/86	10208	HIPOTRONICS MACHINE
08/27/86	10209	UNDERCUTTER SSX CAM
08/27/86	10210	ALLEM VARNISH FILTER
08/27/86	10211	GREASE PUMP SYSTEM
08/27/86	10212	FIELD COIL TEST SYSTEM
08/27/86	10213	PROCECO WASHER & DRYER
08/27/86	10214	HYDRAULIC PINION PUL
08/27/86	10215	CORE LOSS TESTER
08/27/86	10216	MN FLD COIL LINEUP G
08/27/86	10217	TRACTION MOTR SURGE
08/27/86	10218	TRUION FIXTURES
08/27/86	10219	BAKER ARMATURE TEST
08/27/86	10220	NITROGEN REGULATOR
08/27/86	10221	BRIDGE CRANE, 5 TON

05/29/88	10412	TRACTION MOTOR SHOP
12/20/89	10562	PARALLEL GAUGE
08/27/86	10182	RBLD 75 TON GRANE
08/27/86	10184	TRUCK REPR ASSY LINE
08/27/86	10185	FESTON SIP SHOW 20 T
08/27/86	10229	HUCK POWER RIG
08/27/86	10230	SPRING TEST MACHINE
08/27/86	10231	ABRASIVE CLEANING MC
08/27/86	10233	PEDESTAL JAW MILL
08/27/86	10234	HUCK FASTENER
08/27/86	10236	10K GAL LYE VAT
08/27/86	10237	SLUDGE SEPARATOR
08/27/86	10238	LOW PROFILE TURBO
08/27/86	10027	YALE PORTABLE CRANE
09/01/86	10028	JLG CHERRY PICKER
09/01/86	10029	FORKLIFT 8000 HYSTER
09/01/86	10032	FORKLIFT 8000 HYSTER
09/01/86	10033	TRACTOR INTERNATIONAL
09/01/86	10034	FORKLIFT 8000 HYSTER
09/01/86	10035	F/R SWEEPER MODEL 92
09/01/86	10036	FORKLIFT - YALE
09/01/86	10037	FORK 6000 YALE
09/01/86	10038	30 HP DIESEL TRACTOR
09/01/86	10039	HYSTER FORKLIFT TRUCK
09/01/86	10041	HYSTER 8000 1 B FORK
09/01/86	10042	HYSTER 3 WHH LIFT TRUCK
09/01/86	10045	2 PERSONNEL CARRIERS
09/01/86	10048	DUMPSTER FR SCRAP
09/01/86	10049	VACUUM TANK TRAILER
09/01/86	10050	YALE FORKLIFT
09/01/86	10051	FORKLIFT 8000 HYSTER
09/01/86	10055	BACKHOE
09/01/86	10056	BOBCAT UTILITY BUCKET
09/01/86	10057	HYSTER FORKLIFT
09/01/86	10291	PERSONNEL CARRIERS
07/15/88	10432	BOX CAR
11/01/88	10485	STORAGE RACKS
02/01/89	10512	STORAGE RACKS
11/01/89	10545	STORAGE RACKS
02/01/90	10569	STORAGE RACKS
07/01/90	10573	STORAGE RACKS
09/01/90	10589	STORAGE RACKS
09/01/90	10590	STORAGE RACKS
09/01/90	10592	STORAGE RACKS
05/01/89	10514	HYSTER LIFT TRUCK
05/01/89	10515	FORKLIFT
08/01/89	10525	HYSTER LIFT TRUCK
08/01/89	10527	HYSTER LIFT TRUCK
08/01/89	10528	HYSTER LIFT TRUCK
08/01/90	10576	FORK LIFT
08/01/90	10577	FORK LIFT
08/01/90	10580	BALANCER FOR SHOP
10/01/90	10593	SCOPE & COVER (SONIC)
08/27/86	10074	HI LINER WHEEL PRESS
08/27/86	10075	BORING MILL SCRAP
08/27/86	10077	15 TON CRANE NEW PRT

08/27/86	10079	WHEEL CONVEYOR, MOUNT
08/27/86	10081	VERTICAL BORING MILL
08/27/86	10083	GRINDER FR VER BOR M
08/27/86	10084	VIDEO DISPLAY SOFTWARE
08/27/86	10085	PROFILE WHEEL LATHE
08/27/86	10177	RBLD 100 TON CRANE
08/27/86	10178	REBLT JOUR AX LATHE
08/27/86	10179	FARREL BETTS VER WH
08/27/86	10180	JOUR LATHE #2
08/27/86	10222	AIR HOIST
08/27/86	10223	FARREL VER BORING ML
08/27/86	10224	1/2 TON HOIST & JIB CR
08/27/86	10225	DUAL END AXLE LATHE
08/27/86	10226	300/600 TON CHAM WH P
08/27/86	10227	PROFILE WHEEL LATHE
08/27/86	10228	JOURNAL LATHE
07/31/91	2982	1981 FORD 3/4 TON TRUCK
06/30/87	10289	CREW CAB F350
06/30/87	10296	1987 FORD BRONCO
05/10/88	10400	TAURUS STATIONWAGON
08/12/88	10401	CROWN VICTORIA 1988
05/30/88	10415	FORD LTD CROWN VICTORIA
05/30/88	10416	FORD RANGER 4X4
09/30/88	10450	FORD PICKUP
06/30/89	10523	1986 FORD TAURUS
02/01/90	10567	1990 CHEV LUMINA
12/01/88	10335	SD45 BN6405
12/01/88	10453	GP35 ICG2508
12/01/88	10455	GP35 GM0638
12/01/88	10457	GP35 ICG2516
12/01/88	10459	GP35 GM00620
12/01/88	10460	GP35 ICG2501
12/01/88	10461	GP35 GMO634
12/01/88	10474	GP35 GMO627
12/01/88	10475	GP35 GMO603
12/01/88	10477	GP35 GMO633
12/01/88	10480	GP35 GMO610
02/01/89	10502	GP35 ICG2514
02/01/89	10504	GP35 GMO628
04/30/91	3001	NEW POLE BARN
04/30/91	3003	FUEL TANKS
08/27/86	10001	MACHINE SHOP
12/20/89	10564	WOODS DOORS IN SHOP
08/27/86	10002	BOILER SHOP
07/31/90	10581	ROOF ON BOILER SHOP
08/27/86	10003	TANK SHED
08/27/86	10004	BLACKSMITH SHOP
08/27/86	10005	MAINT BLDG & IRON SHED
08/27/86	10006	STORE HOUSE
05/12/88	10402	REMODEL STOREHOUSE
08/27/86	10007	DIESEL STORE
08/27/86	10008	LABORATORY
05/16/88	10405	REPAIR LAB BUILDING
08/27/86	10009	POWER HOUSE
07/31/90	10579	POWER HOUSE ROOF
08/27/86	10010	SAND BLAST BUILDING

08/27/86	10011	NEW PAINT SHOP
08/27/86	10023	PAINT STORAGE BLDG
07/31/90	10583	NEW PAINT BLDG
08/27/86	10019	PERSONNEL BLDG
10/15/87	10299	OFFICE REMODELING
10/19/87	10300	BLDG IMPROVEMENTS
12/14/87	10303	BLDG IMPROVEMENTS
02/15/88	10315	BLDG IMPROVEMENTS
02/12/88	10317	CONFERENCE ROOM
04/06/88	10329	WIRING REMODEL OFFICE
04/21/88	10392	PERSONNEL BLDG REMODELING
05/20/88	10410	REMODEL PERSONNEL BLDG
06/06/88	10417	REMODEL PERSONNEL BLDG
06/27/88	10429	REMODEL PERSONNEL BLDG
08/27/86	10025	LOCO WASH BLDG
08/27/86	10026	BIENNIAL WASH BLDG
10/19/87	10301	CHAIN FENCE
11/02/87	10302	CHAIN FENCE
12/28/87	10307	OFFICE REMODELING
01/28/88	10313	FENCE
02/08/88	10316	FENCE
03/03/88	10319	FENCE
03/12/88	10389	FENCE
04/14/88	10391	FENCE
04/27/88	10397	FENCE
06/28/88	10430	FENCE
07/26/88	10441	FENCE
12/31/87	10308	RETAINING WALL
01/25/88	10312	RETAINING WALL
02/12/88	10318	RETAINING WALL
11/18/88	10324	RETAINING WALL
04/06/88	10390	WIRING RETAINING WALL
01/28/88	10309	COMPUTER ROOM
01/28/88	10310	AIR HANDLER SLAB JOB
01/28/88	10311	CONCRETE WALK
12/01/87	10320	HEATING SYSTEM
12/01/87	10321	HEAT SYSTEM BOILERS
03/17/88	10328	BOILER HOUSES
11/01/88	10489	HEATING SYSTEM WIP
06/01/89	10557	HEATING SYSTEM
03/28/88	10326	TRAFFIC DOOR
07/17/88	10445	PARKING LOT
09/20/88	10448	UNDERGROUND CABLE
06/30/88	10483	CEMENT
11/19/88	10511	PURCHASE PRICE ADJUSTMENT
09/14/89	10544	WAREHOUSE OFFICE
12/20/89	10565	LIGHTS IN SHOP
04/30/91	2999	LIFT STATIONS
01/01/90	10566	LIFT STATIONS
07/31/90	10578	DOORS FOR SHOP
07/31/90	10582	LIGHTS FOR SHOP
04/30/91	3002	ADDITION TO PERSONNEL BLD
01/01/91	10602	NEW PERSONNEL BUILDING
08/27/86	10012	LAND
08/27/86	10284	YARD TRACKS & SIDINGS
08/01/87	10293	SWITCH TRACK

03/07/88	10327	TRACK - SHOP
03/17/88	10334	TRACK - SHOP
04/21/88	10393	TRACK - SHOP
04/28/88	10398	TRACK - SHOP
05/26/88	10411	TRACK - SHOP
05/30/88	10414	TRACK - SHOP
06/06/88	10418	TRACK - SHOP
07/18/88	10439	TRACK - SWITCH
09/26/88	10449	TRACK - SHOP
07/31/90	10584	TRACK REPAIRS
08/27/86	10282	WOODARD GOV
12/31/91	3078	TRACK REPAIRS
12/31/91	3080	WHEEL TRUING MACHINE REPAIRS
12/31/91	3081	AIR DRYER MACHINE
12/31/91	3082	OIL PRESS
12/31/91	3079	STORAGE RACKS
05/01/92	3158	EPSON DFV-8000 PRINTER
06/16/92	3160	SHOP WAREHOUSE
06/26/92	3161	OFFICE FOR ESTIMATORS
06/30/92	3162	UPGRADE COOLING TOWER
09/22/92	3168	1992 BUICK ROADMASTER
07/23/92	3170	STRESS RELIEF MACHINE
07/28/92	3171	SHOP OFFICES FOR SP & EMD
07/30/92	3172	BGM EQUIP HYSTER LIFT TRUCK
07/31/92	3169	1992 OLDSMOBILE 88
08/04/92	3197	XEROX COPIER
08/05/92	3193	1992 OLDS 98 REGENCY
08/11/92	3192	MILLING MACHINE
09/30/92	3204	ELE SHOP OVEN CONVERSION
09/30/92	3202	OFFICE FOR DANNY LEWIS
09/30/92	3201	OFFICE FOR RON SHERWOOD
09/30/92	3203	OFFICE FOR TORIAN & WALKER
10/15/92	3217	FACSIMILE MACHINE
10/01/92	3218	ELECTRIC CHAIN HOIST
11/30/92	3227	WASHER IN BOILER SHOP
11/30/92	3228	REMODEL KENNY BRANNONS OFFICE
12/31/92	3259	TRACK REPAIRS
12/31/92	3260	BAR CODE EQUIPMENT
12/31/92	3261	WASHER (2OF4) FROM CANADA
12/31/92	3262	LOCO VMV #1500
12/31/92	3263	NEW LIGHTS IN SHOP
12/31/92	3266	WASHERS (3&4) FROM CANADA
02/22/93	3276	1993 PONTIAC GRAND PRIX
02/01/93	3277	MINOLTA 2121 COPIER
03/17/93	3289	COMPUTER FOR M. TERRUGI
04/01/93	3293	HYDRAULIC DOCK LEVELER
05/31/93	3301	TRACK REPAIR
05/31/93	3302	OYXGEN TANK
05/31/93	3303	BAR CODE EQUIPMENT
05/31/93	3304	NEW PAINT SYSTEM
05/31/93	3305	LIGHTS IN SHOP

SAFE HARBOR

LOCOMOTIVES WORK IN PROCESS (NOT CAPITALIZED)

SW-9 D&E19 LOCO  
SW1200 BAR32 LOCO  
GP-10 NEO100 LOCO  
GP-9 B&P205 LOCO  
GP-9 B&P211 LOCO  
GP35 GMO611 LOCO  
GP35 GMO623 LOCO  
GP35 GMO630 LOCO  
GP35 GMO635 LOCO  
GP35 GMO640 LOCO  
SD45 CNW910 LOCO  
SD40 ICG913 LOCO  
SD45 CNW918 LOCO  
SD45 CNW919 LOCO  
SD45 CNW937 LOCO  
SD45 CNW938 LOCO  
SD45 CNW939 LOCO  
SD45 CNW943 LOCO  
SD45 CNW952 LOCO  
SD45 CNW955 LOCO  
SD45 CNW969 LOCO  
SD45 CNW970 LOCO  
SD45 CNW972 LOCO  
SD45 CNW975 LOCO  
SD45 CNW976 LOCO  
SW120C UP1237 LOCO  
SW120C UP1266 LOCO  
SW13A PAL1305 LOCO  
SW1400 PAL1425 LOCO  
GP-7 ATSF2093 LOCO  
GP-7 ATSF2111 LOCO  
GP-7 ATSF2129 LOCO  
GP38 CSX2135 LOCO  
GP-7 ATSF2154 LOCO  
GP30 PAL2259 LOCO  
CAT ICG2511 LOCO  
SD40 MP3011 LOCO  
SD40 UP3017 LOCO  
SD40 HLM3036 LOCO  
SD40 MP3055 LOCO  
GP40 IC3064 LOCO  
SD40 HLM3069 LOCO  
SD40 UP3084 LOCO  
SD40 UP3092 LOCO  
SD40 UP3100 LOCO  
GP35 B&O3557 LOCO  
GP36 VMV3600 LOCO  
GP-7 CNW4487 LOCO  
GP-7 CNW4488 LOCO  
GP-7 CNW4489 LOCO  
GP-7 CNW4490 LOCO  
GP-7 CNW4493 LOCO  
GP-7 CNW4494 LOCO  
GP-7 CNW4495 LOCO  
GP-9 CNW4512 LOCO

GP-9 CNW4513 LOCO  
GP-9 CNW4530 LOCO  
GP-9 CNW4533 LOCO  
GP-9 CNW4534 LOCO  
GP-9 CNW4535 LOCO  
SD45 CNW6476 LOCO  
SD45 CNW6477 LOCO  
SD45 CNW6490 LOCO  
SD45 CNW6491 LOCO  
SD45 CNW6509 LOCO  
SD45 CNW6513 LOCO  
GP35 SSW6513 LOCO  
SD45 CNW6520 LOCO  
SD45 CNW6522 LOCO  
SD45 CNW6525 LOCO  
SD45 CNW6533 LOCO  
SD45 CNW6534 LOCO  
SD45 CNW6538 LOCO  
SD45 CNW6548 LOCO  
SD45 CNW6568 LOCO  
GP40 CSX6578 LOCO  
SD45 CNW6579 LOCO  
SD45 CNW6581 LOCO  
SD45 CNW6583 LOCO  
SD45 CNW6586 LOCO  
GP35 SP6614 LOCO  
GP40 CSX6667 LOCO  
GP40 CSX6781 LOCO  
GP40 CSX6797 LOCO  
GP-9 IHRC7032 LOCO  
GP-8 IC7906 LOCO  
GP-8 IC7915 LOCO  
GP-8 IC7967 LOCO  
GP-10 IC8116 LOCO  
GP-10 IC8147 LOCO  
GP-10 IC8153 LOCO  
GP-10 IC8241 LOCO  
GP-10 IC8296 LOCO  
GP-11 IC8301 LOCO  
GP-10 IC8305 LOCO  
SD40 M&K8308 LOCO  
GP-8 PAL8309 LOCO  
GP-10 PAL8334 LOCO  
GP-10 ICG8347 LOCO  
GP-10 IC8464 LOCO  
GP-10 IC8466 LOCO  
SD45 CSX8901 LOCO  
SD45 CSX8913 LOCO  
SD45 RET8919 LOCO  
SD45 CSX8920 LOCO  
GP38-D IC9538 LOCO  
GP38-A IC9545 LOCO  
GP38-A IC9551 LOCO  
SD40 MP3038 LOCO  
SD45 BN6420 LOCO  
SD45 BN6683 LOCO

SD45 TXL6685 LOCO  
SD45 TXL6686 LOCO  
SD45 TXL6687 LOCO  
SD45 TXL6688 LOCO  
SD45 TXL6690 LOCO  
SD45 TXL6691 LOCO  
SD45 TXL6692 LOCO  
SD45 TXL6693 LOCO  
SD45 TXL6694 LOCO  
SD45 TXL6695 LOCO  
SD45 TXL6696 LOCO  
SD45 TXL6697 LOCO  
SD45 TXL6698 LOCO  
SD45 TXL6699 LOCO  
GP40 CSX6708 LOCO  
SD45 CSX8900 LOCO  
SD45 CSX8902 LOCO  
SD45 CSX8903 LOCO  
SD45 CSX8904 LOCO  
SD45 CSX8906 LOCO  
SD45 CSX8908 LOCO  
SD45 CSX8914 LOCO  
SD45 CSX8915 LOCO  
SD45 CSX8916 LOCO  
SD45 CSX8917 LOCO  
SD45 CSX8921 LOCO  
SD45 CSX8922 LOCO  
SD45 CSX8923 LOCO