

Edgar Filing: UNITED ROAD SERVICES INC - Form SC 13D/A

UNITED ROAD SERVICES INC
Form SC 13D/A
February 14, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 1

UNITED ROAD SERVICES, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

911384105
(CUSIP Number)

JILL A.G. ZELLMER
GE CAPITAL CFE, INC.
201 HIGH RIDGE ROAD
STAMFORD, CONNECTICUT 06927
(203) 316-7500
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 31, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This document consists of 28 pages

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CUSIP No. 911384105

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GE CAPITAL CFE, INC. (formerly, CFE, INC.), a Delaware corporation
I.R.S. #06-1471032

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|----------------------------|---------|
| 7. SOLE VOTING POWER | 537,843 |
| 8. SHARED VOTING POWER - 0 | |

9. SOLE DISPOSITIVE POWER -
537,843

10. SHARED DISPOSITIVE POWER -0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
537,843

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 20%

14. TYPE OF REPORTING PERSON - CO

CUSIP No. 911384105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation

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I.R.S.#13-1500700

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*
NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
DISCLAIMED (SEE 11 BELOW)

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER -
DISCLAIMED (SEE 11 BELOW)

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY GENERAL
ELECTRIC CAPITAL CORPORATION

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
NOT APPLICABLE (SEE 11 ABOVE)

14. TYPE OF REPORTING PERSON*
CO

CUSIP No. 911384105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

GENERAL ELECTRIC CAPITAL SERVICES, INC., a Delaware corporation
I.R.S.#06-11095031

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

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4. SOURCE OF FUNDS*

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, USA

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

7. SOLE VOTING POWER
DISCLAIMED (SEE 11 BELOW)

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER -
DISCLAIMED (SEE 11 BELOW)

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY GENERAL
ELECTRIC CAPITAL SERVICES, INC.

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
NOT APPLICABLE (SEE 11 ABOVE)

14. TYPE OF REPORTING PERSON*
CO

CUSIP No. 911384105

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

GENERAL ELECTRIC COMPANY, a New York corporation
I.R.S. #14-0089340

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

NOT APPLICABLE

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

| | |
|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER DISCLAIMED (SEE 11 BELOW) |
| | 8. SHARED VOTING POWER |
| | 9. SOLE DISPOSITIVE POWER - DISCLAIMED (SEE 11 BELOW) |
| | 10. SHARED DISPOSITIVE POWER |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY GENERAL ELECTRIC COMPANY | |
| 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | [] |
| 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) NOT APPLICABLE (SEE 11 ABOVE) | |
| 14. TYPE OF REPORTING PERSON* | CO |

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 1 (this "Amendment") to Statement on Schedule 13D dated July 20, 2000 (the "Statement") relates to shares of Common Stock, par value \$0.001 per share ("Common Stock"), of United Road Services, Inc., a Delaware corporation (the "Company"). The shares of Common Stock are issuable upon exercise of shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of the Company. The principal executive offices of the Company are located at 17 Computer Drive West, Albany, New York 12205.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This Amendment is being filed by the following persons:

(i) GE Capital CFE, Inc. (formerly, CFE, Inc.), a Delaware corporation ("CFE");

(ii) General Electric Capital Corporation, a Delaware corporation ("GE Capital");

(iii) General Electric Capital Services, Inc., a Delaware corporation ("GECS"); and

(iv) General Electric Company, a New York corporation ("GE").

The filing of this Amendment shall not be construed as an admission that any Reporting Person is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Statement except for the securities stated herein to be beneficially owned by such Reporting Person.

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(b) and (c) CFE is a wholly-owned subsidiary of GE Capital which is a wholly-owned subsidiary of GECS which, in turn, is a wholly-owned subsidiary of GE.

CFE is a Delaware corporation. CFE engages in financing services that include making equity investments in connection with lending transactions of GE Capital. CFE maintains its principal executive offices at 201 High Ridge Road, Stamford, Connecticut 06927.

GE Capital is a Delaware corporation (it was formerly a New York corporation). GE Capital, together with its subsidiaries, engages in financing services that include lending, equipment management services and annuities. GE Capital maintains its principal executive offices at 260 Long Ridge Road, Stamford, Connecticut 06927.

GECS is a Delaware corporation with its principal executive offices located at 260 Long Ridge Road, Stamford, Connecticut 06927. The business of GECS consists of the

ownership of two principal subsidiaries which, together with their affiliates, constitutes GE's principal financial services businesses.

GE is a New York corporation with its principal executive offices located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services.

For information with respect to the identity and background of each executive officer and director of the Reporting Persons, see Schedules I, II, III, and IV attached hereto.

The information required herein with respect to the respective executive officers and directors of the Reporting Persons is to the best knowledge of the Reporting Persons. If subsequent to the date of this filing additional information is received with respect to such individuals which would cause a material change in the information contained herein, an amendment to this Statement will be filed that will set forth such change in information.

(d) and (e). During the last five years none of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

(f) All of the executive officers and directors of the Reporting Persons are U.S. citizens, except that (i) Paolo Fresco, a director of GE, is an Italian citizen, (ii) Yoshiaki Fujimori, an executive officer of GE, is a Japanese citizen, (iii) Claudio X. Gonzalez, a director of GE, is a citizen of Mexico and (iv) Andrea Jung, a director of GE, is a citizen of Canada.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As previously reported, on July 20, 2000, CFE entered into a Stock Purchase Agreement dated as of July 20, 2000 (the "Stock Purchase Agreement") with the Company pursuant to which CFE acquired 49,045.86 shares of Preferred Stock for a purchase price of \$40.778 per share. Cash payment for the shares of Preferred Stock was made on July 21, 2000 out of the working capital of CFE.

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Each share of Preferred Stock acquired by CFE is convertible into shares of Common Stock as provided in the Certificate of Powers, Designations, Preferences and Rights of The Series A Participating Convertible Preferred Stock, Par Value, \$0.001 per share, of the Company (the "Certificate of Powers, Designations, Preferences and Rights") which is part of the Company's Certificate of Incorporation filed with the Secretary of State of the State of Delaware. Each share of Preferred Stock is presently convertible into 10 shares of Common Stock, subject to adjustment as provided in the Certificate of Powers, Designations, Preferences and Rights. A copy of the Stock Purchase Agreement was filed as an Exhibit to the Statement and is incorporated by reference herein.

Shares of Preferred Stock cumulate dividends on a quarterly basis to the extent that such dividends are not paid in cash. The filing of this Amendment is necessitated solely because of such cumulated dividends. As of the date of this filing, CFE has the ability to acquire up to 537,843 shares of Common Stock upon the conversion into Common Stock of its 49,045.86 shares of Preferred Stock plus cumulated dividends as of December 31, 2001 (the most recent quarterly dividend date in respect of the Preferred Stock), calculated as follows: (i) 49,045.86 shares of Preferred Stock each of which is convertible into 10 shares of Common Stock for a total of 490,459 shares of Common Stock, plus (ii) \$164,234 of cumulated dividends as of December 31, 2001 (the most recent quarterly dividend date in respect of the Preferred Stock) at the current Conversion Price calculated in accordance with the Certificate of Powers, Designations, Preferences and Rights, resulting in a total of an additional 47,384 shares of Common Stock issuable upon conversion of CFE's Preferred Stock. Under the terms of the Certificate of Powers, Designations, Preferences and Rights dividends may continue to cumulate on the Preferred Stock subsequent to the date of this Amendment.

ITEM 4. PURPOSE OF TRANSACTION.

CFE purchased the 49,045.86 shares of Preferred Stock from the Company in connection with two Preferred Stock transactions described in proxy materials mailed by the Company to its Stockholders on or about June 13, 2000 (the "Company's Proxy Statement") in connection with a Special Meeting of Stockholders of the Company held on July 20, 2000 to consider and act on, among other items, the two Preferred Stock transactions. At the Special Meeting of Stockholders the two Preferred Stock transactions, including CFE's purchase of the 49,045.86 shares of Preferred Stock pursuant to the terms of the Stock Purchase Agreement, were approved by the Company's stockholders. The other Preferred Stock transaction described in the Company's Proxy Statement was the purchase on July 20, 2000 by Blue Truck Acquisition, LLC, a Delaware limited liability company ("Blue Truck"), and an affiliate of KPS Special Situations Fund, L.P., a Delaware limited partnership ("KPS Special Situations Fund"), of 613,073.27 shares of Preferred Stock.

This Amendment is being filed solely to reflect the additional shares of Common Stock issuable to CFE based upon the conversion of the Preferred Stock held by CFE plus cumulated dividends thereon through December 31, 2001 (the most recent dividend date for the Preferred Stock). As described above in Item 3, cumulated dividends through December 31, 2001 result in CFE being able to acquire an additional 47,384 shares of Common Stock upon conversion at the current Conversion Price of the Preferred Stock acquired by CFE on July 20, 2000. Dividends may continue to cumulate on the Preferred Stock subsequent to the date of this Amendment. The dividend features and Conversion Price provisions of the Preferred Stock are more fully described in the Certificate of Powers, Designations, Preferences and Rights.

CFE holds the shares of Preferred Stock as an investment. CFE intends to review its investment in the Company on a regular basis and as a result thereof may, at

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any time or from time to time, convert all or a portion of the Preferred Stock into Common Stock or dispose of all or a portion of the Preferred Stock owned by it, or the Common Stock

issuable upon conversion of such Preferred Stock. Any such acquisition or disposition would be made in compliance with all applicable laws and regulations. CFE has no current intention of disposing of any of the securities.

Except as set forth or incorporated by reference in this Amendment or the Statement, none of the Reporting Persons has any current plans or proposals which relate to or would result in the types of transactions set forth in subparagraphs (a) through (j) of Item 4.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

(a) As a result of its ownership of the Preferred Stock plus cumulated dividends on the Preferred Stock through December 31, 2001 (the most recent quarterly dividend date in respect of the Preferred Stock), CFE is the beneficial owner of 537,843 shares of Common Stock representing approximately 20% of the outstanding shares of Common Stock. Such 537,843 shares of Common Stock are issuable to CFE upon the conversion of its shares of Preferred Stock as follows: (i) 490,459 shares of Common Stock issuable upon the conversion of its 49,045.86 shares of Preferred Stock, each of which is convertible into 10 shares of Common Stock, plus (ii) 47,384 shares of Common Stock issuable in respect of \$164,234 of cumulated dividends as of December 31, 2001 (the most recent quarterly dividend date in respect of the Preferred Stock) at the current Conversion Price calculated in accordance with the Certificate of Powers, Designations, Preferences and Rights. Under the terms of the Certificates of Powers, Designations, Preferences and Rights, dividends may continue to cumulate on the Preferred Stock subsequent to the date of this Amendment. GECS, GE Capital, and GE disclaim beneficial ownership in any shares of Preferred Stock or Common Stock.

Except as disclosed in this Item 5(a) or elsewhere in this Amendment or the Statement, none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors, beneficially own any securities of the Company or has a right to acquire any securities of the Company.

(b) CFE has the sole power to vote or direct the voting and to dispose or direct the disposition of the shares of Preferred Stock held by CFE and the shares of Common Stock issuable upon conversion thereof.

Except as described in this Item 5(b) or elsewhere in this Amendment or the Statement, none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the securities which they may be deemed to beneficially own.

(c) Except as disclosed elsewhere in this Amendment or the Statement, none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors, has effected any transaction in securities of the Company during the past 60 days.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held by CFE except for CFE.

(e) Not applicable.

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Neither the filing of this Amendment, the Statement or any amendment hereto or thereto, nor anything contained therein or herein is intended as, or should be construed as, an admission that any Reporting Person is the "beneficial owner" of any shares of Preferred Stock or Common Stock which any other Reporting Person is deemed to beneficially own.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE COMPANY.

Pursuant to the terms of the Certificate of Powers, Designations, Preferences and Rights, CFE has the right, exercisable at any time, to convert each share of Preferred Stock plus cumulated dividends thereon into shares of Common Stock as set forth in the Certificate of Powers, Designations, Preferences and Rights. A copy of the Certificate of Powers, Designations, Preferences and Rights was filed as an Exhibit to the Statement and is incorporated by reference herein.

CFE has entered into a Registration Rights Agreement, dated July 20, 2000 (the "Registration Rights Agreement"), with the Company and Blue Truck. The Registration Rights Agreement provides CFE with the right to request on one occasion that the Company file a registration statement under and in accordance with the provisions of the Securities Act of 1933, as amended, covering shares of Common Stock issued to CFE upon conversion of its Preferred Stock. In addition, if under certain circumstances, the Company files a registration statement covering shares of Common Stock (including shares of Common Stock issued to Blue Truck upon conversion of shares of Preferred Stock acquired by Blue Truck in the second Preferred Stock transaction described in the Company's Proxy Statement), CFE will be entitled to notice of such registration and, subject to the terms of the Registration Rights Agreement, may include in the offering shares of Common Stock issued to CFE upon conversion of its Preferred Stock. A copy of the Registration Rights Agreement was filed as an Exhibit to the Statement and is incorporated by reference herein.

Pursuant to the terms of a letter, dated July 20, 2000 (the "Letter Agreement"), between CFE and Blue Truck, Blue Truck has provided CFE with the right to elect to sell its Preferred Stock, or Common Stock issuable upon conversion of such Preferred Stock, if Blue Truck determines to sell its Preferred Stock, or Common Stock issuable upon conversion of its Preferred Stock, in the same transaction and on the same terms as Blue Truck. The Letter Agreement contains certain specific enumerated exceptions to the right of CFE to elect to "tag along" in dispositions made by Blue Truck. A copy of the Letter Agreement was filed as an Exhibit to the Statement and is incorporated by reference herein.

GE Capital is a limited partner in KPS Special Situations Fund. Blue Truck is an affiliate of KPS Special Situations Fund.

Except as set forth or incorporated by reference in this Amendment or the Statement, none of the Reporting Persons nor, to the best of their knowledge, any of their executive officers or directors, has any contracts, arrangements, understandings or relationship (legal or otherwise) with any person with respect to any securities of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following are filed as Exhibits to this Amendment No. 1 to Schedule 13D:

Exhibit 9: Stock Purchase Agreement dated as of July 20, 2000 between

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the Company and CFE (incorporated by reference to Exhibit 1 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)

- Exhibit 10: Certificate of Powers, Designations, Preferences and Rights of the Series A Participating Convertible Preferred Stock, Par Value, \$0.001 Per Share, of the Company (incorporated by reference to Exhibit 2 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 11: Certificate of Correction of Certificate of Powers, Designations, Preferences and Rights of the Series A Participating Convertible Preferred Stock, Par Value, \$0.001 Per Share, of the Company (incorporated by reference to Exhibit 3 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 12: Registration Rights Agreement dated as of July 20, 2000 by and among the Company, CFE and Blue Truck (incorporated by reference to Exhibit 4 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 13: Letter dated July 20, 2000 by and between CFE and Blue Truck (incorporated by reference to Exhibit 5 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 14: Joint Filing Agreement by and among GE, GECS, GE Capital and CFE (incorporated by reference to Exhibit 6 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 15: Power of Attorney Executed by General Electric Company (incorporated by reference to Exhibit 7 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Exhibit 16: Power of Attorney Executed by General Electric Capital Services, Inc. (incorporated by reference to Exhibit 8 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- Schedule I. Directors and Executive Officers of CFE
- Schedule II. Directors and Executive Officers of GE Capital
- Schedule III. Directors and Executive Officers of GECS
- Schedule IV. Directors and Executive Officers of GE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2002

GE CAPITAL CFE, INC. (formerly, CFE, Inc.),
a Delaware corporation

By: /s/ Preston H. Abbott

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Name: Preston H. Abbott
Title: Vice President and Secretary

GENERAL ELECTRIC CAPITAL
CORPORATION,
a Delaware corporation

By: /s/ Preston H. Abbott

Name: Preston H. Abbott
Title: Duly Authorized Signatory

GENERAL ELECTRIC CAPITAL
SERVICES, INC.,
a Delaware corporation

By: /s/ Preston H. Abbott

Name: Preston H. Abbott
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY,
a New York corporation

By: /s/ Preston H. Abbott

Name: Preston H. Abbott
Title: Attorney-in-fact

SCHEDULE I TO SCHEDULE 13D

GE CAPITAL CFE, INC. (F/K/A CFE, INC.)
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Present Business Address | Present Principal Occupation |
|-----------------------------|---|--|
| ----- DIRECTORS ----- | | |
| Michael A. Gaudino | 201 High Ridge Road Stamford, CT 06927 | President, CFE; President and Chief Financial Officer, GE Capital Commercial Finance, Inc. |
| ----- OFFICERS ----- | | |
| Michael A. Gaudino | 201 High Ridge Road Stamford, CT 06927 | President, CFE; President and Chief Financial Officer, GE Capital Commercial Finance, Inc. |
| J. Gordon Smith | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |

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|---------------------|---|---|
| James Ungari | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Murry K. Stegelmann | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Preston H. Abbott | 201 High Ridge Road Stamford, CT 06927 | Vice President and Secretary, CFE; Managing Director and General Counsel, GE Capital Commercial Finance, Inc. |
| Clifford H. Warren | 201 High Ridge Road Stamford, CT 06927 | Vice President - Taxes, CFE; Tax Director, GE Capital Commercial Finance, Inc. |
| Janet Williams | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Kenneth M. Gacevich | 2325 Lakeview Parkway Alpharetta, GA 30004 | Vice President, CFE; Vice President, GE Capital Commercial Finance, Inc. |
| Thomas Waters | 2325 Lakeview Parkway Alpharetta, GA 30004 | Vice President, CFE; Vice President, GE Capital Commercial Finance, Inc. |
| Brian Beckwith | 2325 Lakeview Parkway Alpharetta, GA 30004 | Vice President, CFE; Vice President, GE Capital Commercial Finance, Inc. |
| John Crosby | 2325 Lakeview Parkway Alpharetta, GA 30004 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Mark S. H. Cohen | 260 Long Ridge Road Stamford, CT 06927 | Vice President, GE Capital Commercial Finance, Inc. |
| Thomas Johnstone | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Tim Morris | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Jerome McDermott | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Vice President, GE Capital Commercial Finance, Inc. |
| Greg Hong | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Robert Kadlick | 60 Long Ridge Road | Vice President, CFE; Vice President |

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|--------------------|---|--|
| | Stamford, CT 06927 | GE Capital Commercial Finance, I |
| William Richardson | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Vice Presid GE Capital Commercial Finance, I |
| William Magee | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Karl Kieffer | 60 Long Ridge Road Stamford, CT 06927 | Vice President, CFE; Vice Presid GE Capital Commercial Finance, I |
| William Brassler | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Shaun Pettit | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Michael Lustbader | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Denise Vaios | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Gerard Hanabergh | 800 Connecticut Ave, Norwalk, CT 06854 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| James DeSantis | 800 Connecticut Ave, Norwalk, CT 06854 | Vice President, CFE; Senior Vice President, GE Capital Commercial Finance, Inc. |
| Randy Wexler | 201 High Ridge Road Stamford, CT 06927 | Vice President, CFE; Managing Director, GE Capital Commercial Finance, Inc. |
| Preston H. Abbott | 201 High Ridge Road Stamford, CT 06927 | Vice President & Secretary, CFE; Vice President & Secretary, GE Capital Commercial Finance, Inc. |

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SCHEDULE II TO SCHEDULE 13D

GENERAL ELECTRIC CAPITAL CORPORATION
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Present Business Address | Present Principal Position |
|---------------------------------------|---|---|
| DIRECTORS | | |
| Nancy E. Barton Director | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Counsel and Secretary |
| James R. Bunt Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Director |
| David L. Calhoun Director | General Electric Appliances Appliance Park Louisville, KY 40225 | Executive Vice President Executive Officer, GE Engines |
| Dennis D. Dammerman Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman and Director GE |
| Scott C. Donnelly Director | General Electric CR&D One Research Circle Niskayuna, NY 12309 | Senior Vice President |
| Michael D. Frazier Director | GE Financial Assurance Taylor Building 6604 West Broad Street Richmond, VA 23230 | President and Chief Executive Officer, GE Financial Assurance |
| Benjamin W. Heineman, Jr. Director | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Counsel and Secretary |
| Arthur H. Harper Director | GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 | Executive Vice President GE Capital Corporation |
| Jeffery R. Immelt Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman and Chief Executive Officer, GE |
| Robert Jeffe, Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Business Development |
| John H. Myers Director | GE Investment Corporation 3003 Summer Street Stamford, CT 06904 | Chairman and President Investment Corporation |
| Denis J. Nayden | GE Capital | Chief Executive Officer |

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| | | |
|--------------------------------|---|--|
| Director | 260 Long Ridge Road Stamford, CT 06927 | |
| ----- | ----- | ----- |
| Michael A. Neal | GE Capital | President and COO |
| ----- | ----- | ----- |
| Director | 260 Long Ridge Road Stamford, CT 06927 | Capital |
| ----- | ----- | ----- |
| James A. Parke Director | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Vice Chairman and Officer, GE Capital |
| ----- | ----- | ----- |
| Ronald R. Pressman Director | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66201 | Chairman, President Executive Officer, Reinsurance Corporation |
| ----- | ----- | ----- |
| Gary M. Reiner Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Information Officer |
| ----- | ----- | ----- |
| Gary L. Rogers Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman, GE |
| ----- | ----- | ----- |
| John M. Samuels Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Corporate Taxes, |
| ----- | ----- | ----- |
| K.S. Sherin Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Chief Financial Officer |
| ----- | ----- | ----- |
| Edward D. Stewart Director | GE Capital 1600 Summer Street Stamford, CT 06927 | Executive Vice President |
| ----- | ----- | ----- |
| Robert C. Wright Director | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112 | Chairman and CEO, NBC |

OFFICERS

| | | |
|--|---|---|
| ----- | ----- | ----- |
| Nancy E. Barton Senior Vice President, General Counsel and Secretary | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Counsel and Secretary |
| ----- | ----- | ----- |
| James Colica Senior Vice President | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Management, GE Capital |
| ----- | ----- | ----- |
| Richard D'Avino Senior Vice President, Taxes | GE Capital 777 Long Ridge Road | Senior Vice President Capital |

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Stamford, CT 06927

 Denis J. Nayden GE Capital Chairman and Chief
 President 260 Long Ridge Road Officer, GE Capital
 Stamford, CT 06927

 Michael A. Neal GE Capital President & COO,
 Executive Vice President GECS 260 Long Ridge Road
 Stamford, CT 06927

 James A. Parke GE Capital Executive Vice Pr
 Executive Vice President and CFO 260 Long Ridge Road Financial Officer
 Stamford, CT 06927

 Marc J. Saperstein GE Capital Senior Vice Presi

 Executive Vice President 260 Long Ridge Road Resources, GE Capital
 Stamford, CT 06927

 Edward D. Stewart GE Capital Executive Vice Pr
 Executive Vice President 1600 Summer Street
 Stamford, CT 06927

 Kathryn A. Cassidy GE Capital Senior Vice Presi
 Senior Vice President 201 High Ridge Road Treasury and Glob
 Stamford, CT 06927 Operation, GE Capital

 Joan C. Amble GE Capital Vice President an
 Vice President and Controller 260 Long Ridge Road GE Capital
 Stamford, CT 06927

 Arthur H. Harper GE Capital Executive Vice Pr
 Executive Vice President 260 Long Ridge Road
 Stamford, CT 06927

 David R. Nissen GE Capital Senior Vice Presi
 Senior Vice President 260 Long Ridge Road Consumer Finance,
 Stamford, CT 06927

 Robert L. Lewis GE Capital Senior Vice Presi
 Senior Vice President 120 Long Ridge Road Corporation
 Stamford, CT 06927

 SCHEDULE III TO SCHEDULE 13D

GENERAL ELECTRIC CAPITAL SERVICES, INC.

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DIRECTORS AND EXECUTIVE OFFICERS

| Name | Present Business Address | Present Principal Position |
|---------------------------------------|---|---|
| ----- DIRECTORS ----- | | |
| Nancy E. Barton Director | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Counsel and Secretary |
| James R. Bunt Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Secretary |
| David L. Calhoun Director | General Electric Appliances Appliance Park Louisville, KY 40225 | Executive Vice President Executive Officer, Engines |
| Dennis D. Dammerman Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman and GE |
| Scott C. Donnelly Director | General Electric CR&D One Research Circle Niskayuna, NY 12309 | Senior Vice President and Secretary |
| Michael D. Frazier Director | GE Financial Assurance Taylor Building 6604 West Broad Street Richmond, VA 23230 | President and Chief Officer, GE Financial Services |
| Benjamin W. Heineman, Jr. Director | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Counsel and Secretary |
| Arthur H. Harper Director | GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927 | Executive Vice President GE Capital Corporation |
| Jeffery R. Immelt Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman and Chief Officer, GE |
| Robert Jeffe, Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Business Development |
| John H. Myers Director | GE Investment Corporation 3003 Summer Street Stamford, CT 06904 | Chairman and President Investment Corporation |
| Denis J. Nayden Director | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Chief Executive Officer |
| Michael A. Neal | GE Capital | President and COO |

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| | | |
|--|---|---|
| Director | 260 Long Ridge Road Stamford, CT 06927 | Capital |
| James A. Parke Director | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Vice Chairman and Officer, GE Capital |
| Ronald R. Pressman Director | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66201 | Chairman, President Executive Officer Reinsurance Corporation |
| Gary M. Reiner Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Information Officer |
| Gary L. Rogers Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman, GE |
| John M. Samuels Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Corporate Taxes, |
| K.S. Sherin Director | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President Chief Financial Officer |
| Edward D. Stewart Director | GE Capital 1600 Summer Street Stamford, CT 06927 | Executive Vice President |
| Robert C. Wright Director | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112 | Chairman and CEO, NBC |
| OFFICERS ----- | | |
| Nancy E. Barton Senior Vice President, General Counsel and Secretary | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Counsel and Secretary |
| James Colica Senior Vice President | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice President Management, GE Capital |
| Dennis D. Dammerman Chairman of the Board | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman and GE |
| Richard D'Avino Senior Vice President, Taxes | GE Capital 777 Long Ridge Road Stamford, CT 06927 | Senior Vice President Capital |
| Michael D. Frazier Executive Vice President | GE Financial Assurance Taylor Building 6604 West Broad Street | President and Chief Officer, GE Financial |

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Richmond, VA 23230

| | | |
|--|--|---|
| Denis J. Nayden President | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Chairman and Chief GE Capital |
| Michael A. Neal Executive Vice President GECS | GE Capital 260 Long Ridge Road Stamford, CT 06927 | President & COO, |
| James A. Parke Executive Vice President and CFO | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Executive Vice Pr Financial Officer |
| Ronald R. Pressman Executive Vice President | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66201 | President and Chi Officer, Employe Corporation |
| Marc J. Saperstein Executive Vice President | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Senior Vice Presi Resources, GE Cap |
| Edward D. Stewart Executive Vice President | GE Capital 1600 Summer Street Stamford, CT 06927 | Executive Vice Pr |
| Kathryn A. Cassidy Senior Vice President | GE Capital 201 High Ridge Road Stamford, CT 06927 | Senior Vice Presi Treasury and Glob Operation, GE Cap |
| Joan C. Amble Vice President and Controller | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Vice President an GE Capital |
| Arthur H. Harper Executive Vice President | GE Capital 260 Long Ridge Road Stamford, CT 06927 | Executive Vice Pr |

SCHEDULE IV TO SCHEDULE 13D

GENERAL ELECTRIC COMPANY
DIRECTORS AND EXECUTIVE OFFICERS

| Name | Present Business Address | Present Princ |
|------|--------------------------|---------------|
|------|--------------------------|---------------|

DIRECTORS

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| | | |
|------------------|---|---|
| J.I. Cash, Jr. | Harvard Business School Morgan Hall Soldiers Field Boston, MA 02163 | Professor of Business - Graduate School of Business Harvard University |
| S. S. Cathcart | 222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045 | Retired Chairman, |
| D. D. Dammerman | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman, GECS; V Executive Officer |
| P. Fresco | Fiat SpA via Nizza 250 10126 Torino, Italy | Chairman of the B |
| A.M. Fudge | Kraft Foods, Inc. 555 South Broadway Tarrytown, NY 10591 | Former Executive Kraft Foods, Inc. |
| C.X. Gonzalez | Kimberly-Clark de Mexico, S.A. de C.V. Jose Louis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico | Chairman of the B Executive Officer Mexico S.A. de C. |
| J.R. Immelt | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman of the B Executive Officer |
| Andrea Jung | Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105 | Chairman of the B Executive Officer Inc. |
| K.G. Langone | Invemed Associates, Inc 375 Park Avenue New York, NY 10152 | Chairman, Preside Executive Officer Invemed Associate |
| R.B. Lazarus | Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316 | Chairman and Chief Ogilvy & Mather W |
| Scott G. McNealy | Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303 | Chairman, Preside Executive Officer |
| G.G. Michelson | Federated Department Stores | Former Member of |

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| | | |
|-----------------------------|---|---|
| | 151 West 34th Street New York, NY 10001 | of Directors, Fed Stores |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, GA 30303 | Partner, King & S |
| R.S. Penske | Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001 | Chairman of the B Penske Corporatio |
| F.H.T. Rhoades | Cornell University 3104 Snee Building Ithaca, NY 14853 | President Emeritu Cornell Universit |
| G.L. Rogers | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of Executive Officer |
| A.C. Sigler | Champion International Corporation 1 Champion Plaza Stamford, CT 06921 | Retired Chairman Executive Officer Director, Champio Corporation |
| D.A. Warner, III | J.P. Morgan Chase & Co., Inc., The Chase Manhattan Bank and Morgan Guaranty Trust Company 60 Wall Street New York, NY 10260 | Chairman of the B Chase & Co. Inc., Manhattan Bank an Trust Company |
| R.C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman of Executive Officer Chief Executive O Broadcasting Comp |
| EXECUTIVE OFFICERS ----- | | |
| J.R. Immelt | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman of the B Executive Officer |
| P.D. Ameen | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President an |
| J.R. Bunt | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President an |
| D.L. Calhoun | GE 1 Neumann Way Cincinnati, OH 45215 | Senior Vice Presi GE Aircraft Engin |
| J.P. Campbell | GE Appliance Park Louisville, KY 40225 | Vice President - GE Appliances |
| W.J. Conaty | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Presi Human Resources, |

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| | | |
|--------------------|---|--|
| D.D. Dammerman | GE 3135 Easton Turnpike Fairfield, CT 06431 | Chairman, GECS; V Executive Officer |
| S.C. Donnelly | GE One Research Circle Niskayuna, NY 1239 | Senior Vice Presi Research and Deve |
| Matthew J. Espe | GE Nela Park Cleveland, Ohio 44112 | Senior Vice Presi |
| Y. Fujimori | GE 1 Plastics Avenue Pittsfield, MA 01201 | Senior Vice Presi GE Plastics |
| B.W. Heineman, Jr. | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Presi Counsel and Secre |
| J.M. Hogan | GE P.O. Box 414 Milwaukee, WI 53201 | Senior Vice Presi GE Medical System |
| Robert A. Jeffe | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Presi Business Developm |
| J. Krenicki, Jr. | GE 2901 East Lake Road Erie, PA 16531 | Vice President, G Systems |
| R.W. Nelson | GE 3135 Easton Turnpike Fairfield, CT 06431 | Vice President-Co Planning and Anal |
| G.M. Reiner | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Presi Information Offic |
| J.G. Rice | GE 1 River Road Schenectady, NY 12345 | Vice President, G |
| G.L. Rogers | GE 1 Plastics Avenue Pittsfield, MA 01201 | Senior Vice Presi GE Plastics |
| K.S. Sherin | GE 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Presi Chief Financial O |
| L.G. Trotter | GE | Senior Vice Presi |

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41 Woodward Avenue
Plainville, CT 06062

GE Industrial Sys

W.A. Woodburn

General Electric Company
187 Danbury Road
Wilton, CT 06897

Senior Vice Presi
GE Specialty Mate

R.C. Wright

National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, NY 10112

Vice Chairman of
Executive Officer
Company; Chairman
Executive Officer
Broadcasting Comp

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 9 | Stock Purchase Agreement dated as of July 20, 2000 between the Company and CFE (incorporated by reference to Exhibit 1 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.) |
| 10 | Certificate of Powers, Designations, Preferences and Rights of the Series A Participating Convertible Preferred Stock, Par Value, \$0.001 Per Share, of the Company (incorporated by reference to Exhibit 2 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.) |
| 11 | Certificate of Correction of Certificate of Powers, Designations, Preferences and Rights of the Series A Participating Convertible Preferred Stock, Par Value, \$0.001 Per Share, of the Company (incorporated by reference to Exhibit 3 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.) |
| 12 | Registration Rights Agreement dated as of July 20, 2000 by and among the Company, CFE and Blue Truck (incorporated by |

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reference to Exhibit 4 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)

- 13 Letter dated July 20, 2000 by and between CFE and Blue Truck (incorporated by reference to Exhibit 5 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- 14 Joint Filing Agreement by and among GE, GECS, GE Capital and CFE (incorporated by reference to Exhibit 6 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- 15 Power of Attorney Executed by General Electric Company (incorporated by reference to Exhibit 7 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)
- 16 Power of Attorney Executed by General Electric Capital Services, Inc. (incorporated by reference to Exhibit 8 of the Schedule 13D dated July 20, 2000 filed by CFE, Inc.)