

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

UNITED ROAD SERVICES INC  
Form SC 13D/A  
March 03, 2003

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

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SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 2  
-----

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, 2002  
(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

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(however, see the Notes).

This document consists of 33 pages

-----  
CUSIP No. 911384105  
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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

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

-----  
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 7. SOLE VOTING POWER  
EACH REPORTING PERSON WITH 572,899

-----  
8. SHARED VOTING POWER - 0

-----  
9. SOLE DISPOSITIVE POWER -  
572,899

-----  
10. SHARED DISPOSITIVE POWER -0

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
572,899

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

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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Approximately 21.5%

-----  
14. TYPE OF REPORTING PERSON - CO  
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-----  
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  
I.R.S. #13-1500700

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

-----  
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 CA

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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)

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 SERVICES, INC.

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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)

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  
  
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

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

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 ABO

14. TYPE OF REPORTING PERSON\*  
CO

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 2 (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.

(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 (it was formerly known as CFE, Inc.). 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.

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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) Yoshiaki Fujimori, an executive officer of GE, is a Japanese citizen, (ii) Claudio X. Gonzalez, a director of GE, is a citizen of Mexico and (iii) 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.

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.

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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 cumulated dividends during the period from January 1, 2002 through December 31, 2002. As of the date of this filing, CFE has the ability to acquire up to 572,899 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, 2002 (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 through December 31, 2001 and \$121,511 of cumulated dividends from January 1, 2002 through December 31, 2002 (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 82,440 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, 2002 (the most recent dividend date for the Preferred Stock). As previously reported on Amendment No. 1 to Statement on Schedule 13D ("Amendment No. 1"), cumulated dividends through December 31, 2001 (the date of the most recent quarterly dividend in respect of the Preferred Stock as of the filing of Amendment No. 1) were \$164,234. Cumulated dividends from January 1, 2002 through December 31, 2002 (the date of the most recent quarterly dividend in respect of the Preferred Stock as of the filing of this Amendment) were \$121,511. As described above in Item 3, cumulated dividends through December 31, 2002 result in CFE being able to acquire an additional 82,440 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.



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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 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, as amended by Amendment No. 1, 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, 2002 (the most recent quarterly dividend date in respect of the Preferred Stock), CFE is the beneficial owner of 572,899 shares of Common Stock representing approximately 21.5% of the outstanding shares of Common Stock. Such 572,899 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) 82,440 shares of Common Stock issuable in respect of \$285,745 of cumulated dividends as of December 31, 2002 (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. As previously reported in Amendment No. 1, cumulated dividends through December 31, 2001 (the date of the most recent quarterly dividend in respect of the Preferred Stock as of the filing of Amendment No. 1) were \$164,234. Cumulated dividends from January 1, 2002 through December 31, 2002 were \$121,511 (the date of the most recent quarterly dividend in respect of the Preferred Stock as of the filing of this Amendment). 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. 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, as amended by Amendment No. 1, 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, as amended by Amendment No. 1, 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, as amended by Amendment No. 1, 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.

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(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.

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, as amended by Amendment No. 1, 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

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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. 2 to Schedule 13D:

- Exhibit 17: 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.)
- Exhibit 18: 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 19: 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 20: 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 21: 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 22: 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 23: Power of Attorney Executed by General Electric Company
- Exhibit 24: Power of Attorney Executed by General Electric Capital Services, 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

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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 27, 2003

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

By: /s/ William J. Brassler

-----  
Name: William J. Brassler  
Title: Vice President

GENERAL ELECTRIC CAPITAL  
CORPORATION,  
a Delaware corporation

By: /s/ William J. Brassler

-----  
Name: William J. Brassler  
Title: Vice President

GENERAL ELECTRIC CAPITAL  
SERVICES, INC.,  
a Delaware corporation

By: /s/ Preston H. Abbott

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

GENERAL ELECTRIC COMPANY,  
a New York corporation

By: /s/ Preston H. Abbott

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

SCHEDULE I TO SCHEDULE 13D

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

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Name	Present Business Address	Present Principal Position
-----		
DIRECTORS		
-----		
Michael A. Gaudino	201 High Ridge Road Stamford, CT 06927	President, CFE; P Financial Officer Commercial Finance
-----		
OFFICERS		
-----		
Michael A. Gaudino	201 High Ridge Road Stamford, CT 06927	President, CFE; P Financial Officer Commercial Finance
J. Gordon Smith	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, GE Capital Finance, Inc.
James Ungari	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, GE Capital Finance, Inc.
Murry K. Stegelmann	6 High Ridge Park Stamford, CT 06927	Vice President, C Director, GE Capital Finance, Inc.
Preston H. Abbott	201 High Ridge Road Stamford, CT 06927	Vice President and General Counsel & Commercial Finance
Clifford H. Warren	201 High Ridge Road Stamford, CT 06927	Vice President - Director, GE Capital Finance, Inc.
Janet Williams	6 High Ridge Park Stamford, CT 06927	Vice President, C GE Capital Commercial
Kenneth M. Gacevich	2325 Lakeview Parkway Alpharetta, GA 30004	Vice President, C President, GE Capital Finance, Inc.
Thomas Waters	2325 Lakeview Parkway Alpharetta, GA 30004	Vice President, C GE Capital Commercial
Brian Beckwith	Two Wisconsin Circle Chevy Chase, MD 20815	Vice President, C President, GE Health
-----		
John Crosby	Two Wisconsin Circle Chevy Chase, MD 20815	Vice President, C President, GE Health Services
Mark S. H. Cohen	260 Long Ridge Road Stamford, CT 06927	Vice President, C Global Business Development Commercial Finance

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Thomas Johnstone	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, Risk Ma Commercial Financ
Tim Morris	6 High Ridge Park Stamford, CT 06927	Vice President, C Director, GE Capi Finance, Inc.
Jerome McDermott	201 High Ridge Road Stamford, CT 06927	Vice President, C President, GE Cap Finance, Inc.
Greg Hong	260 Long Ridge Road Stamford, CT 06927	Vice President, C Manager, GE Capit Finance, Inc.
Robert Kadlick	6 High Ridge Park Stamford, CT 06927	Vice President, C GE Capital Commer
William Richardson	6 High Ridge Park Stamford, CT 06927	Vice President, C GE Capital Commer
William Magee	6 High Ridge Park Stamford, CT 06927	Vice President, C President, GE Cap Finance, Inc.
Karl Kieffer	6 High Ridge Park Stamford, CT 06927	Vice President, C President, GE Cap Finance, Inc.
William Brassler	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, GE Capi Finance, Inc.
Shaun Pettit	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, GE Capi Finance, Inc.
Michael Lustbader	800 Connecticut Avenue Norwalk, CT 06854	Vice President, C President, GE Cap Finance, Inc.
Denise Vaios	201 High Ridge Road Stamford, CT 06927	Vice President, C President, GE Cap Finance, Inc.
Gerard Hanabergh	800 Connecticut Ave, Norwalk, CT 06854	Vice President, C Officer, GE Capit Finance, Inc.
James DeSantis	800 Connecticut Ave, Norwalk, CT 06854	Vice President, C President, GE Cap Finance, Inc.

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Randy Wexler	201 High Ridge Road Stamford, CT 06927	Vice President, C Director, GE Capi Finance, Inc.
Kim A. Tanner	777 Long Ridge Road Stamford, CT 06927	Vice President, C GE Capital Commer
Thomas Kinsley	3003 Summer Street Stamford, CT 06927	Vice President, C Finance GE Asset
John Connelly	120 Long Ridge Road Stamford, CT 06927	Vice President, C GE Structured Fin Communication
Victor Guaglianone	60 Long Ridge Road Stamford, CT 06927	Vice President, C GE Capital Commer
Ron Carapezzi	60 Long Ridge Road Stamford, CT 06927	Vice President, C GE Capital Commer
Timothy Kelly	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Jeffrey Wacker	3 Shortlands, Hammersmithh London, United Kingdom	Vice President, C GE Capital Commer
Mark Hutchings	500 West Monroe Chicago, IL 60661	Vice President, C GE Capital Commer
Hugh Wilder	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Jill Carabelli	500 West Monroe Chicago, IL 60661	Vice President, C GE Capital Commer
Neil Goulden	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Pat Hayes	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Paul Puryear	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Karen Rode	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
A. Quinn Richardson	500 West Monroe Chicago, IL 60661	Vice President, C GE Capital Commer
Robert Stefanowski	335 Madison Avenue New York, NY	Vice President, C GE Capital Capita Inc.

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Mark Affolter	500 West Monroe Chicago, IL 60661	Vice President, C Managing Director Finance, Inc.
David Gibson	500 West Monroe Chicago, IL 60661	Vice President, C President, GE Cap Finance, Inc.
Lesley Apt	201 High Ridge Road Stamford, CT 06927	Vice President an Secretary, CFE; C Officer & Assista Capital Commercia

SCHEDULE II TO SCHEDULE 13D

GENERAL ELECTRIC CAPITAL CORPORATION  
DIRECTORS AND EXECUTIVE OFFICERS

Name	Present Business Address	Present Princ
DIRECTORS		
David L. Calhoun Director	GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215	Chief Executive O Engines
James A. Colica Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Global Risk Manag
Dennis D. Dammerman Director	GE 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and GE
Michael D. Frazier Director	GE Financial Assurance Taylor Building 6604 West Broad Street Richmond, VA 23230	President and Chi Officer, GE Finan
Arthur H. Harper Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Equipment Mana
Benjamin W. Heineman, Jr. Director	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi Counsel and Secre



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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
Michael A. Neal Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Capital Finance
David R. Nissen Director	GE Capital 1600 Summer Street Stamford, CT 06927	President, GE Capital GE 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
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
Robert C. Wright Director	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112	Chairman and CEO, NBC

OFFICERS

Brian T. McAnaney Vice President, General Counsel and Secretary	GE Capital 260 Long Ridge Road Stamford, CT 06927	Vice President, GE Capital Secretary, GE Capital
James A. 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 Stamford, CT 06927	Senior Vice President Capital
Michael D. Frazier President, GE Financial Assurance	GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230	President, GE Financial Assurance

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Michael A. Neal President, GE Capital Commercial Finance	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Capital Commercial Finance
James A. Parke Vice Chairman and CFO	GE Capital 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and Chief Financial Officer, GE Capital
Ronald R. Pressman Executive Vice President	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, President, GE Capital Commercial Finance
Kathryn A. Cassidy Senior Vice President	GE Capital 201 High Ridge Road Stamford, CT 06927	Senior Vice President, GE Capital Commercial Finance
Joan C. Amble Vice President and Controller	GE Capital 260 Long Ridge Road Stamford, CT 06927	Vice President and Controller, GE Capital
Arthur H. Harper President, GE Equipment Management	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Equipment Management
David R. Nissen President, Global Consumer Finance, GE Capital	GE Capital 1600 Summer Street Stamford, CT 06927	President, Global Consumer Finance, GE Capital
Robert L. Lewis Senior Vice President	GE Capital 120 Long Ridge Road Stamford, CT 06927	Senior Vice President, GE Capital
William Brasser Vice President	201 High Ridge Road Stamford, CT 06927	Managing Director, GE Capital Commercial Finance

SCHEDULE III TO SCHEDULE 13D

GENERAL ELECTRIC CAPITAL SERVICES, INC.  
DIRECTORS AND EXECUTIVE OFFICERS

Name	Present Business Address	Present Principal Position
DIRECTORS		
David L. Calhoun Director	GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215	Chief Executive Officer, GE Aircraft Engines

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James A. Colica Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	Senior Vice President Global Risk Management
Dennis D. Dammerman Director	GE 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and GE
Michael D. Frazier Director	GE Financial Assurance Taylor Building 6604 West Broad Street Richmond, VA 23230	President, GE Financial
Arthur H. Harper Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Equities GE Capital
Benjamin W. Heineman, Jr. Director	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Counsel and Secretary
Jeffery R. Immelt Director	GE 3135 Easton Turnpike Fairfield, CT 06431	Chairman and Chief Officer, GE
Robert A. 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
Michael A. Neal Director	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Capital Finance
David R. Nissen Director	GE Capital 1600 Summer Street Stamford, CT 06927	President, Consumer GE 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
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

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Robert C. Wright Director	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112	Chairman and CEO, NBC
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### OFFICERS

Brian T. McAnaney Vice President, General Counsel and Secretary	GE Capital 260 Long Ridge Road Stamford, CT 06927	Vice President, G Secretary, GE Cap
James Colica Senior Vice President	GE Capital 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Management, GE Ca
Dennis D. Dammerman Chairman	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 Presi Capital
Michael D. Frazier President, GE Financial Assurance	GE Financial Assurance Taylor Building 6604 West Broad Street Richmond, VA 23230	President, GE Fin
Michael A. Neal President, GE Capital Commercial Finance	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Cap Finance
David R. Nissen President, Consumer Finance, GE Capital	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	President, Consum GE Capital
James A. Parke Vice Chairman and CFO	GE Capital 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and Officer, GE Capit
Ronald R. Pressman Executive Vice President	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66201	Chairman, Preside Executive Officer Reinsurance Corpo
Kathryn A. Cassidy Senior Vice President	GE Capital 201 High Ridge Road Stamford, CY 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 President, GE Equipment Management, GE Capital	GE Capital 260 Long Ridge Road Stamford, CT 06927	President, GE Equ GE Capital

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SCHEDULE IV TO SCHEDULE 13D

GENERAL ELECTRIC COMPANY  
DIRECTORS AND EXECUTIVE OFFICERS

Name	Present Business Address	Present Principal Occupation
DIRECTORS		
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Boston, MA 02163	Professor of Business Administration - Graduate School of Business Harvard University
D. D. Dammerman	GE 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and President GE
A.M. Fudge	GE 3135 Eastern Turnpike Fairfield, CT 06828	Former Executive Vice President 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 Board Executive Officer Mexico S.A. de C.V.
J.R. Immelt	GE 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer
Andrea Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	Chairman of the Board Executive Officer Avon Products, Inc.
A.G. Lafley	The Procter & Gamble Company 1 Procter & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of the Board Chief Executive Officer The Procter & Gamble Company
K.G. Langone	Invemed Associates, Inc 375 Park Avenue New York, NY 10152	Chairman, President Executive Officer Invemed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman and President Executive Officer, Johnson & Johnson
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Chief Executive Officer Ogilvy & Mather Worldwide

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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
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
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Elmer Li Professor of Acco
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	Former Chairman o Morgan Chase & Co 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
F. Beccalli	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi
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	Senior Vice Presi GE Consumer Produ
W.H. Cary	GE 3135 Easton Turnpike Fairfield, CT 06828	Vice President - Planning and Anal

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W.J. Conaty	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi Human Resources,
D.D. Dammerman	GE 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and GE
S.C. Donnelly	GE One Research Circle Niskayuna, NY 1239	Senior Vice Presi Research and Deve
M.D. Fraizer	GE 6620 W. Broad Street Richmond, VA 23230	Senior Vice Presi
Y. Fujimori	GE 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice Presi GE Plastics
A.H. Harper	GE 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Management
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
M.J. Krakowiak	GE 3135 Easton Turnpike Fairfield, CT 06828	Vice President, C Financing
J. Krenicki, Jr.	GE 2901 East Lake Road Erie, PA 16531	Vice President, G Systems
M.A. Neal	GE Capital 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Commercial Financ
D.R. Nissen	GE Capital 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice Presi Finance
J.A. Parke	GE Capital 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Electric Company Capital Corporati
R.R. Pressman	GE 5200 Metcalf Avenue	Senior Vice Presi Reinsurance Corpo

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Overland Park, KS 66201		
G.M. Reiner	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Information Office
J.G. Rice	GE 4200 Wildwood Parkway Atlanta, GA 3039	Senior Vice President Systems
G.L. Rogers	GE 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of
K.S. Sherin	GE 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Chief Financial Officer
L.G. Trotter	GE 41 Woodward Avenue Plainville, CT 06062	Senior Vice President GE Industrial Systems
W.A. Woodburn	General Electric Company 187 Danbury Road Wilton, CT 06897	Senior Vice President GE Specialty Materials
R.C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of Executive Officer Chief Executive Officer Broadcasting Company

EXHIBIT INDEX

Exhibit No.	Description
17	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.)
18	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.)
19	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.)



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- 20           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.)
- 21           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.)
- 22           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.)
- 23           Power of Attorney Executed by General Electric Company
- 24           Power of Attorney Executed by General Electric Capital Services, Inc.