



INVESTMENT CLASS A PREFERRED SHARES

Up to 1,000,000 Class A Preferred 'Shares' are being offered at \$1.00 per share.

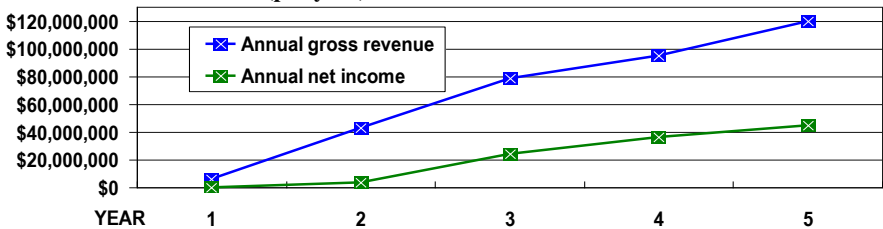
Proceeds are to acquire and improve passenger railroad cars ("Cars").

Presently, Company officers and managers have rights to 1,486,250 common shares in return for an investment of over \$470,000, plus valuable exclusive proprietary rights, unpaid labor, unique unrivaled knowledge and entrepreneurial opportunities.

Preferred Shareholder Benefits:

- Over 3 years, verifiable gross revenue is over \$128 million; pre tax net income is \$28 million. Over 5 years, gross increases to \$328 and net is \$127 million.

Annual (per year) Gross Revenue and Net Income



- Related high annual dividends are expected; a high ROI (return on investment).
- All dividend amounts are paid to Preferred Shareholders until they receive full 'reimbursement' of their invested amounts, from payment of dividends or other valuable considerations. As common shareholders, managers are incentivized to achieve optimum earnings objectives because they are not paid common share dividends owed them until full reimbursement is paid to Preferred Shareholders.
- Collateralized Cars are pledged to Preferred Shareholders to secure payment of the reimbursement in the improbable event that the business falters.
- Preferred Shareholders can acquire a right to sell Shares back to the Company in the 25th month after the Shares were purchased, for 1.4 times the total purchase price. If Preferred Shareholders acquire this right and do not opt to sell Shares back, the Company has a right, but not an obligation, to buy back the Shares in the 26th month after they were purchased for 1.4 times the purchase price.
- Preferred Shareholders receive vacation 'Credits' worth 60% of the amount they paid for their Shares. Credits can be used to pay 60% of the price of Journeys by Rail or resort vacations acquired through the Company's vacation exchange company. This number of Credits is for early and will be less for later investors; changes will be made without further notice.
- Preferred Shareholders have preferred rights ahead of common shareholders in the event of a sale or the improbable liquidation of the Company.
- Preferred Shares and common shares earn equal dividends.