

STOCK TRANSFER PUC317

INSTRUCTIONS TO BE FOLLOWED IN PREPARING APPLICATION

(No Application will be accepted from a Minor.)

1. An application must be filed for any public utility or an affiliated interest of a public utility prior to its selling or transferring capital stock to any person, partnership or corporation. Also, an application must be filed for any public utility to acquire 5% or more of the voting capital stock of any corporation.
2. An affiliated interest of a public utility includes every corporation or person owning or holding directly or indirectly 5% or more of the voting securities of the public utility.
3. It is not required that the parties be represented by an attorney to file the application. However, a corporation must be represented by an attorney at a hearing.
4. The original application signed at the place designated and duly verified must be filed with the Pennsylvania Public Utility Commission, 400 North Street, Second Floor, Harrisburg, PA 17120. A filing fee of \$350 is required and shall be paid by certified check or money order, made payable to the Commonwealth of Pennsylvania.
5. If the seller is not the official stock owner of record with the PUC, provide a full and complete explanation and attach appropriate agreements of sale for all transactions not previously approved by the PUC.
6. If space provided on the form is not sufficient, prepare response on a separate sheet, attach it to the application and give it the same number as the question or statement to which it refers. All questions **must** be answered – if one is not applicable, answer N/A.
7. The Sales Agreement must specify that the stock being purchased will be paid for within a reasonably short period of time (*i.e.*, less than one year) following PUC approval. If it is intended that payments be made over an extended period of time (*i.e.*, one year or more), the sales agreement must indicate that the parties will execute a separate demand judgment or promissory note. The Sales Agreement must be bilateral (*i.e.*, binding on both the buyer and seller).

ALL Parties to proceedings pending before the Commission must open and use an e-filing account through the Commission's website, OR you may submit your filing by overnight delivery. If a filing contains confidential or proprietary material, the filing is required to be submitted by overnight delivery.

If not e-Filed, mail your application and attachments to: SECRETARY PA PUBLIC UTILITY COMMISSION, 400 NORTH STREET, 2ND FLOOR, HARRISBURG, PA 17120

NOTE: INCOMPLETE APPLICATIONS ARE NOT ACCEPTABLE FOR FILING AND WILL BE RETURNED. IF YOU NEED ASSISTANCE IN COMPLETING THIS APPLICATION, PLEASE CALL 717.787.3834.

APPLICATION FOR APPROVAL OF TRANSFER OF CAPITAL STOCK

TRANSPORTATION COMMON CARRIER

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application for approval to transfer
_____ of the capital stock of
(all or part)

(Name of Certificated Carrier)
held by _____
(Name of Seller)
to _____
(Name of Buyer)

<u>PUC USE ONLY</u>	
Docket Number	_____
Folder Number	_____

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. _____
(Full and correct name of Certificated Carrier)

2. Docket number of Certificated Carrier
is _____

3. Name of Seller(s): _____

(Business Street Address) (P.O. Box, if any)

(City) (State) (Zip) (Telephone)

E-mail Address

4. Seller's attorney for this
application: _____

(Address) (Telephone)

5. Name of Buyer(s): _____

(Business Street Address) (P.O. Box, if any)

(City) (State) (Zip) (Telephone)

(E-mail Address)

6. Buyer's attorney for this application: _____

 (Address) (Telephone)

 (E-mail Address)

7. Capital Stock of Certificated Carrier:

- a) Number of authorized shares: _____
- b) Par or stated value per share: _____
- c) Number of shares outstanding: _____
- d) Shareholders: _____ Number of shares held: _____

- e) Number of shares redeemed or held as treasury stock: _____

8. Stock Transaction:

Sellers	# Sold	Buyers	# Bought
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. If buyer and/or seller are in control of or affiliated with each other or with any other carrier, state name of carriers, docket numbers, and nature of control or affiliation:

10. Consideration for the transfer of capital stock is (if nominal, explain):

11. The consideration will be paid as follows:

12. The reasons for the proposed transfer are:

13. The following **must** be attached to the completed application

- A statement containing a brief corporate history of the Certificated Carrier, the purpose for which it was created, a description of the service it furnishes to the public and a description of the territory in which it operates.
- Statements of Financial Condition (Income Statements and Balance Sheets) for **the Buyer and the Seller**.
- Sales Agreement (Bilateral)
- Verified Statement of Buyer
- If Buyer is corporate entity, complete list of officers and shareholders with shares.
- If Buyer is corporate entity, copy of corporation papers from PA Dept. of State.

WHEREFORE, Buyer and Seller request that the Commission approve the Application.

Buyer sign here: _____
(Each Partner must sign) (Date)

(Corporate Seal) _____ (Date)

_____ (Date)

_____ (Date)

Seller sign here: _____ (Date)

(Corporate Seal) _____ (Date)

_____ (Date)

_____ (Date)

**THIS MUST BE COMPLETED BY A NOTARY PUBLIC
AFFIDAVIT OF BUYER (NATURAL PERSON)**

COMMONWEALTH OF PENNSYLVANIA :

: SS:

_____ County :

_____, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects to be able to prove the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me on this
____ day of _____
20____ My Commission expires

Signature of Official Administering Oath

AFFIDAVIT OF CERTIFICATED CARRIER (CORPORATION)

COMMONWEALTH OF PENNSYLVANIA :

: SS:

_____ County :

_____, being duly sworn (affirmed) according to law, deposes and says that he/she is _____ of _____

(Office of Affiant)

(Name of Corporation)

that he/she is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects the said _____

to be able to prove

(Name of Corporation)

the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me on this
____ day of _____
20____ My Commission expires

Signature of Official Administering Oath

**THIS MUST BE COMPLETED BY A NOTARY PUBLIC
AFFIDAVIT OF SELLER (NATURAL PERSON)**

COMMONWEALTH OF PENNSYLVANIA :

: SS:

_____ County :

_____, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects to be able to prove the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me on this
____ day of _____
20_____ My Commission expires

Signature of Official Administering Oath

AFFIDAVIT OF BUYER/SELLER (CORPORATION)

COMMONWEALTH OF PENNSYLVANIA :

: SS:

_____ County :

_____, being duly sworn (affirmed) according to law, deposes and says that he/she is _____ of

(Office of Affiant)

(Name of Corporation)

that he/she is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his/her knowledge, information, and belief, and he/she expects the said

_____ to be able to prove
(Name of Corporation)

the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me on this
____ day of _____
20_____ My Commission expires

Signature of Official Administering Oath

Statement of Certificate Holder's Financial Position (Balance Sheet)
as of (date) _____
(Must be less than 6 months old)

ASSETS

Current Assets			
Cash		_____	
Accounts Receivable		_____	
Notes Receivable		_____	
Other Current Assets (specify)		_____	
Total Current Assets			=====
Tangible Assets			
Land		_____	
Motor Vehicle Equipment		_____	
Less: Accumulated Depreciation		_____	=
-			
Building and Structures		_____	
Less: Accumulated Depreciation		_____	=
-			
Office Equipment		_____	
Less: Accumulated Depreciation		_____	=
-			
Investments and Funds (specify)		_____	
Intangible Assets		_____	
Other Assets (advances and idle equipment – specify)		_____	
TOTAL ASSETS			=====

LIABILITIES

Current Liabilities (Due within one year of date)			
Accounts Payable		_____	
Notes Payable		_____	
Equipment Obligations		_____	
Other Liabilities (Attach schedule)		_____	
Total Current Liabilities			=====
Long Term Liabilities (Due after one year of date)			
Accounts Payable		_____	
Notes Payable		_____	
Equipment Obligations		_____	
Other Liabilities (Attach Schedule)		_____	
Total Long-Term Liabilities			=====
TOTAL LIABILITIES			=====

NET WORTH (Partnerships and individuals, only) _____

<u>OWNER'S EQUITY</u> (Corporations only)			
Capital Stock		_____	
Additional Paid-in Capital		_____	
Retained Earnings		_____	
Less: Treasury Stock		_____	=
-			
Total Owner's Equity			=====

TOTAL LIABILITIES & OWNER'S EQUITY _____

Statement of Certificate Holder's Income
Income Statement for the 12-month period ending _____

REVENUE and GAINS

Operating Revenue	_____
Net Revenue from non-carrier operations	_____
Dividend and interest revenues	_____
Other non-operating revenue	_____
Gains	_____
Total Revenue and Gains	_____

EXPENSES

Equipment Maintenance and Garage Expense	_____
Insurance Expense	_____
Employee Salaries	_____
Supervisory Salaries	_____
Officer Salaries	_____
Fuel Expense	_____
Purchased Transportation (Lease Expense)	_____
Materials and Supplies Expense	_____
General Office Expense	_____
Advertising Expense	_____
Telephone Expense	_____
Accounting Expense	_____
Legal Expense	_____
Uncollectible Revenue	_____
Depreciation Expense	_____
Amortization	_____
Operating Taxes and Licenses	_____
Rent Expense	_____
Loss	_____
Total Operating Expenses and Losses	_____

Net Income Before Taxes

Provision for Income Taxes	_____
Net Income (Loss)	_____

**Statement of Stock Purchaser's Financial Position (Balance Sheet)
as of (date) _____**

ASSETS

Current Assets			
Cash		_____	
Accounts Receivable		_____	
Notes Receivable		_____	
Other Current Assets (specify)		_____	
Total Current Assets			=====
Tangible Assets			
Land		_____	
Motor Vehicle Equipment		_____	
Less: Accumulated Depreciation			=
-		_____	_____
Building and Structures		_____	
Less: Accumulated Depreciation			=
-		_____	_____
Office Equipment		_____	
Less: Accumulated Depreciation			=
-		_____	_____
Investments and Funds (specify)		_____	_____
Intangible Assets		_____	_____
Other Assets (advances and idle equipment – specify)		_____	_____
TOTAL ASSETS			=====

LIABILITIES

Current Liabilities (Due within one year of date)			
Accounts Payable		_____	
Notes Payable		_____	
Equipment Obligations		_____	
Other Liabilities (Attach schedule)		_____	
Total Current Liabilities			=====
Long Term Liabilities (Due after one year of date)			
Accounts Payable		_____	
Notes Payable		_____	
Equipment Obligations		_____	
Other Liabilities (Attach Schedule)		_____	
Total Long-Term Liabilities			=====
TOTAL LIABILITIES			=====

NET WORTH (Partnerships and individuals, only) _____

<u>OWNER'S EQUITY</u> (Corporations only)			
Capital Stock		_____	
Additional Paid-in Capital		_____	
Retained Earnings		_____	
Less: Treasury Stock			=
-		_____	_____
Total Owner's Equity			=====

TOTAL LIABILITIES & OWNER'S EQUITY _____

Statement of Stock Purchaser's Projected Income and Expenses
Projected Income and Expense Statement for the 12-month period ending

REVENUE and GAINS

Operating Revenue	_____
Net Revenue from non-carrier operations	_____
Dividend and interest revenues	_____
Other non-operating revenue	_____
Gains	_____
Total Revenue and Gains	_____

EXPENSES

Equipment Maintenance and Garage Expense	_____
Insurance Expense	_____
Employee Salaries	_____
Supervisory Salaries	_____
Officer Salaries	_____
Fuel Expense	_____
Purchased Transportation (Lease Expense)	_____
Materials and Supplies Expense	_____
General Office Expense	_____
Advertising Expense	_____
Telephone Expense	_____
Accounting Expense	_____
Legal Expense	_____
Uncollectible Revenue	_____
Depreciation Expense	_____
Amortization	_____
Operating Taxes and Licenses	_____
Rent Expense	_____
Loss	_____
Total Operating Expenses and Losses	_____

Net Income Before Taxes

Provision for Income Taxes	_____
Net Income (Loss)	_____

VERIFIED STATEMENT OF STOCK PURCHASER

THE FOLLOWING INFORMATION IS REQUIRED BY THE COMMISSION TO DETERMINE THE BUYER'S FITNESS TO OPERATE. STATEMENTS SHOULD BE TYPED OR PRINTED. ILLEGIBLE STATEMENTS WILL DELAY YOUR APPLICATION.

Purchaser's Name

Street Address

City or Municipality

State

Zip Code

The Verified Statement of the Buyer is more or less a business plan, or your proposal for providing the transportation service for which you are making application. Prior to deciding to purchase the stock, you likely gave much consideration to the manner in which you would operate the business in order that you could provide satisfactory service to your customers and so that you could make a reasonable profit. As part of the application process, you must provide the Commission with your proposal to provide the transportation service.

At minimum, the Verified Statement of the Buyer should include a discussion of the numbered items listed below and on the following pages. You are encouraged to provide as much information as possible about the particular subject as is necessary to fully explain your plan. If you fail to provide sufficient information about the subjects listed below, it may cause the review of your application to be delayed until you provide the necessary information. If you need more space to provide your explanation, please attach additional pages that list the appropriate item by number.

1. Identify the person making the Verified Statement on behalf of the buyer. If the buyer is an individual making the statement, this will be the same information as provided above. If the buyer is a corporate entity and an employee/officer of the buyer is making the statement, give name, title, business address and telephone number, and indicate that the buyer's directors/owners/partners/etc. have authorized the witness to speak for the business.

2. List the buyer's affiliation (owner, manager, controls) with any other carrier, with the description of affiliation.

3. Describe your business experience, particularly any experience relating to the operation of a transportation service. You may also include an explanation of education or training that you believe may be relevant.

4. Describe your facilities, record maintenance plan and your communication network. Please include a description of your physical location, to include the office area, office machines that will be utilized, and the facility to house vehicles. Household goods in use carriers should include a description of their storage facilities, if applicable. Please include an explanation of your plan to maintain records required by the PUC, as well as normal business records. In regard to your communication network, please explain how you will receive customer requests for transportation, how you will dispatch the vehicles to fulfill the request, and how you will maintain continuous communication with your drivers. Finally, please state your intended business hours.

5. Please state the number of employees you intend to use, along with a description of their duties. Please explain why that number of employees is appropriate to provide reasonable and efficient service to the geographical territory you will be serving. **(Do not address drivers in your explanation about this item; drivers are addressed separately in item # 6).**

6. Please state the number of drivers you intend to use or hire in your business and explain why that number of drivers is appropriate for the size of the geographical territory you will be serving. In addition, please explain:
- a) Your hiring standards for drivers;
 - b) Your driver training program;
 - c) Your system for ensuring that your drivers are properly licensed at all times;
 - d) Your policies regarding alcohol and drug use by your drivers.

7. Please state the number of vehicles you plan to use in your business and why that number is appropriate to provide reasonable and efficient service to the geographical territory you will be serving. If you have already obtained vehicles for your business, please list them in the chart below.

<u>YEAR</u>	<u>MAKE</u>	<u>MODEL</u>	<u>VEHICLE ID #</u>	<u>MILEAGE</u>	<u>SEATING CAP.</u>

8. Describe your vehicle safety program. Please include the following in your explanation:
 - a) Your periodic vehicle maintenance plan;
 - b) Your system for ensuring your vehicles will continuously comply with Pennsylvania's equipment standards (67 Pa. Code & Chapter 175, requirements for vehicle inspections) that are applicable to the type of vehicles used in your business;
 - c) Your system for ensuring your vehicles will maintain compliance with the PUC's requirements for passenger service at 52 Pa. Code, Sections 29.402 and 29.403. (A copy of these requirements is on a separate page.)

9. Please explain what steps you have taken to determine if you can obtain and pay the premiums to maintain insurance coverage for the proposed number of vehicles for your business.

Please describe your customer service standards. Within your description, please explain your intended customer complaint resolution procedure.

Criminal Record. Have you been convicted of a misdemeanor or felony for which you remain subject to supervision by a court or correctional institution? YES_____

NO_____

*If stock purchaser is a corporate entity, this question applies to all shareholders and corporate officers. In the event that the answer is yes for one of those individuals, a separate page identifying the individual and stating relevant information should be attached.

VERIFICATION OF STATEMENT

The undersigned deposes and says that he/she is the person who signed the Statement for the above-captioned applicant/application and that he/she is authorized to and does make this verification and that the facts set forth therein are true and correct to the best of his/her knowledge, information, and belief.

The undersigned understands that false statements herein are made subject to the penalties of 18 Pa. C. S. Section 4904 relating to unsworn falsification to authorities.

(Signature)

(Date)

(Name, printed or typed)