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DONALD R. WASEL  
RICHARD R. LEFEVER  
J. THOMAS MENAKER  
CLYDE W. MCINTYRE  
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ROD J. PERA  
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F. MURRAY BRYAN  
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TELEPHONE (717) 232-8000

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ORIGINAL

July 2, 1987

STERLING G. MCNEES  
1923-1959

DAVID M. WALLACE  
1942-1967

RETIRED PARTNERS

HARRY H. FRANK  
JAMES H. BOOSER  
JAMES W. HAGAR  
JAMES H. KING

OF COUNSEL

GILBERT NURICK  
EDWARD C. FIRST, JR.  
ROBERT H. GRISWOLD  
JEFFERSON C. BARNHART  
SAMUEL A. SCHRECKENGAUST, JR.

In re: Clouse Trucking, Inc.  
A-00106830, Folder 2

Jerry Rich, Secretary  
Pennsylvania Public Utility Commission  
Post Office Box 3265  
Harrisburg, PA 17120

Dear Mr. Rich:

This letter-petition seeks to amend the certificate of Clouse Trucking, Inc., at the above-captioned docket number.

By order adopted December 4, 1986, and entered December 9, 1986, Clouse Trucking, Inc. ("Clouse") was granted the following authority, among other things:

To transport, as a Class D carrier, milk and milk products, for the Inter-State Milk Producer's Cooperative, Inc., between points in Pennsylvania.

In the process of a merger between Lehigh Valley Farmers and Inter-State Milk Producers' Cooperative ("Inter-State"), Inter-State survived the merger and the name of Inter-State was changed to Atlantic Dairy Cooperative.

The name "Inter-State Milk Producers' Cooperative, Inc." in the Clouse certificate is incorrect to begin with in that the word "Producer's" should be "Producers'" and there should be no "Inc." in the name. Whatever, we repeat that the name of Inter-State has been changed to Atlantic Dairy Cooperative as evidenced by the Articles of Merger filed in the Department of State on January 28, 1987. A copy of those articles is enclosed.

RECEIVED  
JUL 7 - 1987  
SECRETARY'S OFFICE  
Public Utility Commission

DOCUMENT  
FOLDER

DOCKETED  
JUL 3 1987

Jerry Rich, Secretary  
July 2, 1987  
Page 2

Without admitting that Clouse even requires authority to serve Atlantic Dairy Cooperative, we respectfully request that the Folder 2 certificate of Clouse be amended so that the name "Inter-State Milk Producer's Cooperative, Inc." will now read "Atlantic Dairy Cooperative."

If there are any questions concerning this matter, we ask that the undersigned be contacted.

Very truly yours,

McNEES, WALLACE & NURICK

By

  
Herbert R. Nurick

HRN/ec

Enclosures

cc: Mr. Barry Ernst  
Mr. J. Edward Clouse

87161353

Filed in the Department of State on  
the 28th day of JAN. 19 87

ARTICLES OF MERGER

173817

James J. Stewart  
Effective 1/31/87  
Secretary of the Commonwealth

AND NOW, on this 21st day of January, 1987,  
the undersigned Pennsylvania agricultural cooperative associations  
adopt the following Articles of Merger pursuant to the provisions  
of the Pennsylvania Business Corporation Law, 15 Pa. C.S.A. Section  
1903, and the Cooperative Agricultural Association Act, 15 Pa.  
C.S.A. Section 12129, for the purpose of combining the undersigned  
cooperatives.

1. The corporate structure of Inter-State Milk  
Producers' Cooperative shall survive the merger and the name is  
changed to:

Atlantic Dairy Cooperative  
1225 Industrial Highway  
Southampton, PA 18966

2. The names and locations of the registered offices  
of the cooperatives which are party to the plan of merger are:

Lehigh Valley Farmers  
c/o Butz, Hudders & Tallman  
740 Hamilton Mall  
Allentown, PA 18101

Inter-State Milk Producers'  
Cooperative  
1225 Industrial Highway  
Southampton, PA 18966

3. The effective date of the merger is January 31, 1987.  
4. The plan of merger was adopted by the merged  
cooperatives in the following manner:

(a) The plan of merger was adopted by the Board of  
Directors of Lehigh Valley Farmers and submitted to a  
vote of its members at meetings of its members ending  
on November 19, 1986, upon due notice in accordance

with law, and at which a quorum was present, and the plan of merger received more than a majority of the votes which were cast by members voting.

(b) The plan of merger was adopted by the Board of Directors of Inter-State Milk Producers' and submitted to a vote of its members at a meeting of its members held on November 14, 1986, upon due notice in accordance with law, and at which a quorum was present, and the plan of merger received more than a majority of the votes which were cast by members voting.

5. The plan of merger is attached hereto as Exhibit A and incorporated herein by reference.

IN WITNESS OF THE ABOVE ARTICLES OF MERGER, the undersigned officers, having been duly authorized by their respective cooperatives hereby execute the foregoing Articles of Merger.

LEHIGH VALLEY FARMERS

INTER-STATE MILK PRODUCERS'  
COOPERATIVE

BY: *Alpheus L. Ruth*  
President

*Robert B. McSpencer*  
President

BY: *Roy H. Netrick*  
Vice-President

*Daniel L. Martin*  
Vice-President

MOSES K. ROSENBERG  
ARTHUR L. BERGER  
FRANCIS B. HAAS, JR.  
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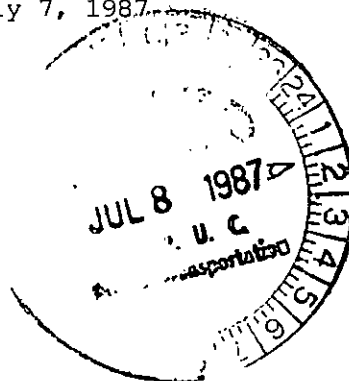
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JEFFERSON C. BARNHART  
SAMUEL A. SCHRECKENGAUST, JR.

July 7, 1987



In re: Clouse Trucking, Inc.  
A-00106830, Folder 2

David Ehrhart, Supervisor  
Application Section  
Bureau of Transportation  
Pennsylvania Public Utility Commission  
Post Office Box 3265  
Harrisburg, PA 17120

Dear Dave:


As we discussed over the phone on July 7, 1987, I have enclosed a copy of the Articles of Merger filed in the Department of State on January 28, 1987, with regard to the change of name of "Inter-State Milk Producers' Cooperative" to "Atlantic Dairy Cooperative." If anything further is required in this matter, please contact me.

Thank you for your cooperation.

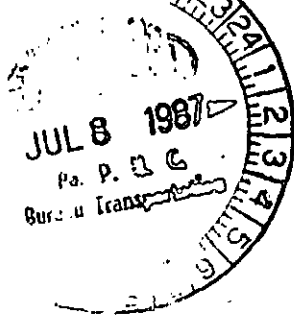
Very truly yours,

McNEES, WALLACE & NURICK

By

  
Herbert R. Nurick

HRN/ec  
Enclosure  
cc: Mr. J. Edward Clouse (w/enc.)



87161353

Filed in the Department of State on  
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President

Robert B. McGowan  
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