

A-00107087F1

APPLICATION

F1AMB

METTE, EVANS & WOODSIDE

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1801 NORTH FRONT STREET

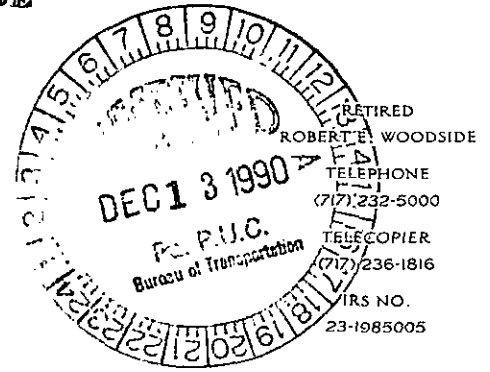
P.O. BOX 729

HARRISBURG, PA 17108-0729

December 12, 1990

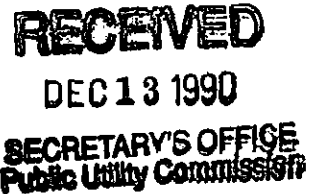
HOWELL C. METTE
JAMES W. EVANS
ROBERT MOORE
CHARLES B. ZWALLY
PETER J. RESSLER
LLOYD R. PERSUN
CRAIG A. STONE
JAMES A. ULSH
TIMOTHY I. MARK
DANIEL L. SULLIVAN
STEVEN D. SNYDER
CHRISTOPHER C. CONNER

ELYSE E. ROGERS
ANDREW H. DOWLING
THOMAS M. FRATICELLI
MICHAEL D. REED
ROBERT P. HAYNES III
PAULA J. LEIGHT
DAVID A. FITZSIMONS
TIMOTHY A. HOY
SCOTT T. WYLAND
JOHN J. McNALLY, III
CHRISTIAN S. DACHIR
MICHAEL D. PIPA



2480.1

Re: Application of Independent Freightway, Inc.
A.107087
F.1, A-m-B



Secretary
Pennsylvania Public Utility
Commission
P.O. Box 3265
Harrisburg, PA 17120

Dear Sir:

We file herewith on behalf of Independent Freightway, Inc., Applicant, the original and two copies of its Application seeking amendment to its common carrier certificate so as to permit the transportation of property as described therein. You will also find enclosed Applicant's check no. 200-098353 in the amount of \$350.00 payable to the Commission's order for the filing fee.

Please acknowledge receipt of this letter and the accompanying Application by stamping and returning the enclosed copy hereof.

Very truly yours,

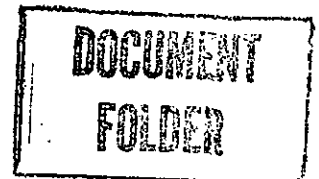
Lloyd R. Persun
LLOYD R. PERSUN

*1/23/91
atty Persun wants
and return,*

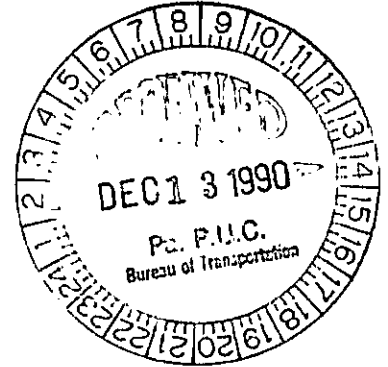
LRP:hmc

Enclosures

HAND DELIVERED

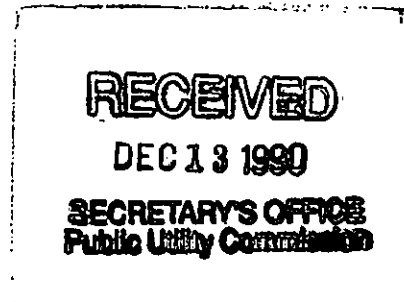


BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION



In Re: Application of
Independent Freightway, Inc. :
for amendment to its common :
carrier certificate SO AS TO :
PERMIT the transportation of :
roofing materials and roofing :
accessories from the :
facilities of Goodyear Tire :
& Rubber Co. in the Borough :
of Carlisle, Cumberland :
County, Pennsylvania to :
points in Pennsylvania and :
return and also metal :
building products from the :
facilities of Billy Penn :
Corporation in the City of :
Philadelphia, Philadelphia :
County, Pennsylvania to :
points in Pennsylvania and :
return. :

Application Docket No.
A.00107087, F.1, Am-B



TO: THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

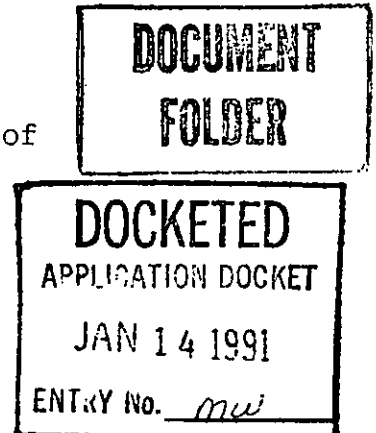
1. The name, address and telephone number of
Applicant are:

Independent Freightway, Inc.
2330 23rd Avenue
P.O. Box 7013
Rockford, IL 61125-7013
(815) 395-1112

APPL: A-107087
Fs. 1+2 active
COMPL: ✓
MVIC: ✓
CHECKED BY mw

2. The name, address and telephone number of
Applicant's attorneys are:

F.1 **AMENDMENT** B



Lloyd R. Persun, Esquire
Mette, Evans & Woodside
1801 North Front Street
P.O. Box 729
Harrisburg, PA 17108-0729
(717) 232-5000

3. Applicant is a Delaware corporation which possesses a Certificate of Authority to do business in the Commonwealth of Pennsylvania. Exhibit "A" attached hereto and made a part hereof is a true and correct copy of Applicant's Certificate of Incorporation, as amended, as filed with the Secretary of the State of Delaware. Exhibit "B" attached hereto and made a part hereof is a true and correct copy of Applicant's Certificate of Authority to do business in the Commonwealth of Pennsylvania as filed with the Secretary of the Commonwealth.

4. Applicant designates Michael D. Hesketh, its Terminal Manager, at Independent Freightway, Inc., Route 655, Box 484, Reedsville, PA 17084 as the person upon whom service of any notice, process or order of your Commission may be made for it.

5. Applicant holds a Certificate of Public Convenience at A.00107087, and various folders and amendments thereunder, authorizing Applicant to transport as a Class D

carrier certain property and in certain territory described in your Commission's Orders entered May 12, 1987, February 19, 1988 and October 5, 1988 authorizing the issuance of its Certificate of Public Convenience. Applicant is presently providing such transportation service. The operating authority proposed by Applicant herein will supplement its existing operating authority.

6. Applicant also possesses operating authority in the transportation of property as a common carrier from the Interstate Commerce Commission. The operating authority herein proposed will coordinate with Applicant's interstate operating authority.

7. Attached hereto as Exhibit "C" and made a part hereof are Applicant's internally prepared balance sheet as of December 31, 1989 and September 30, 1990 and also its statement of income for the year ended December 31, 1989 and the nine months ended September 30, 1990. Applicant's financial condition has not changed materially since those dates. Applicant continues to operate at a profit and is financially fit to provide the proposed service.

8. Applicant proposes to transport as a Class D carrier roofing materials and roofing accessories from the

facilities of Goodyear Tire & Rubber Co. in the Borough of Carlisle, Cumberland County, Pennsylvania to points in Pennsylvania and return and also metal building products from the facilities of Billy Penn Corporation in the City of Philadelphia, Philadelphia County, Pennsylvania to points in Pennsylvania and return.

9. As rates for the proposed service, Applicant proposes to charge the rates which are established in tariffs on file with your Commission as supplemented from time to time according to law.

10. Applicant is not now engaged in any intrastate transportation of persons or property for compensation in Pennsylvania except as authorized by Certificate of Public Convenience issued to Applicant by your Commission.

11. The service proposed to be rendered by Applicant is necessary or proper for the service, accommodation or convenience of the public for the following reasons:

(a) Applicant is experienced in rendering to the public common carrier service for the transportation of property by motor vehicle;

(b) The proposed service will serve a useful public purpose, responsive to a public demand or need.

WHEREFORE, Applicant prays that your Commission issue Applicant a Certificate of Public Convenience or amend Applicant's Common Carrier Certificate under provisions of the Public Utility Code, evidencing approval of Applicant's transportation of property as a Class D carrier as proposed herein.

APPLICANT:

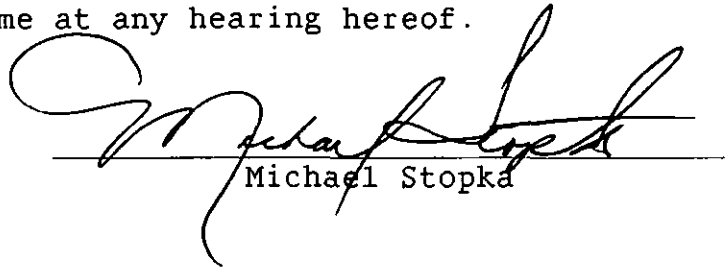
INDEPENDENT FREIGHTWAY, INC.

By:  Vice President

[CORPORATE SEAL]

STATE OF ILLINOIS :
: SS:
COUNTY OF WINNEBAGO :

Personally appeared before me a notary public in and for the aforesaid state and county, Michael Stopka, who, being duly sworn according to law, deposes and says that he is a Vice President of Independent Freightway, Inc.; that he is authorized to make this affidavit on behalf of the said corporation; that the facts set forth in the foregoing Application are true and correct to the best of his knowledge, information and belief and that he expects the said corporation to be able to prove the same at any hearing hereof.

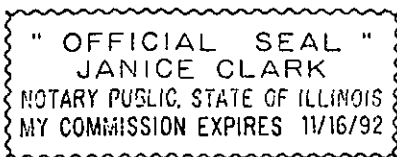

Michael Stopka

SWORN TO AND SUBSCRIBED
before me this 4th day
of December, 1990.


Notary Public

My Commission Expires: 11-16-92

(SEAL)



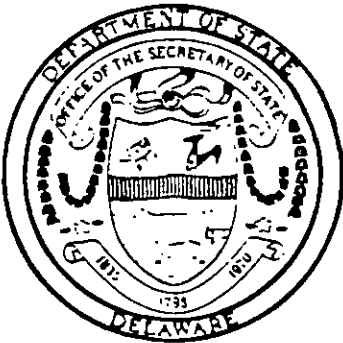
A



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ July 13, 1981 _____



Michael Harkins
Michael Harkins, Secretary of State

BY: _____

V. Wharton

DATE: _____

November 7, 1985

CERTIFICATE OF INCORPORATION

of

NATIONWIDE EXPRESS SYSTEM, INC.

1. The name of the corporation is Nationwide Express System, Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is twenty thousand (20,000) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to Two Million Dollars (\$2,000,000).

5. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Marsha Cassidy	1500 Walnut Street Philadelphia, Pennsylvania 191

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of July, 1981.

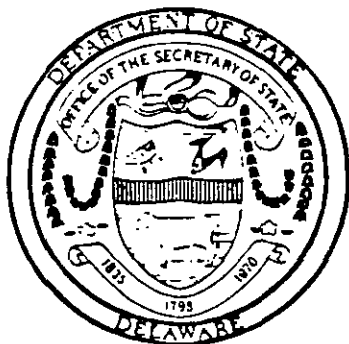
Marsha Cassidy
Marsha Cassidy



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ April 21, 1982 _____



Michael Harkins
Michael Harkins, Secretary of State

BY: _____

V. Wharton

DATE: _____

November 7, 1985

21-21-52

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Nationwide Express System, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, filed with the minutes of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that Article 1 of the Certificate of Incorporation of this Corporation be and it hereby is amended to read in its entirety as follows:

"1. The name of the corporation is Nationwide Express Service, Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and filed with the Corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228

of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Nationwide Express System, Inc. has caused this Certificate of Amendment to be signed by its President and attested to by its Secretary, and its corporate seal to be hereunto affixed this 14th day of April, 1982.

NATIONWIDE EXPRESS SYSTEM, INC.

(Corporate Seal)

By: Brian C. Kullman
Brian C. Kullman
President

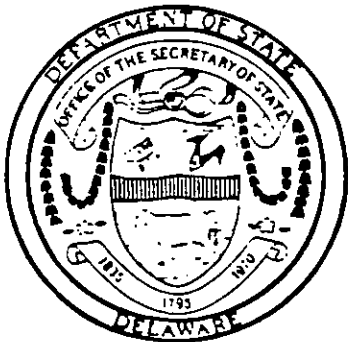
Attest: M. Ellen Dixon
M. Ellen Dixon
Secretary



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ June 29, 1982 _____



Michael Harkins

Michael Harkins, Secretary of State

BY: _____
J. Wharton

DATE: _____ November 7, 1985 _____

E-24-52

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Nationwide Express Service, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, filed with the minutes of the Corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that Article 1 of the Certificate of Incorporation of this Corporation be and it hereby is amended to read in its entirety as follows:

"1. The name of the corporation is Independent Freightway, Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by unanimous written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and filed with the Corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Nationwide Express Service, Inc. has caused this Certificate of Amendment to be signed by its President and attested to by its Secretary, and its corporate seal to be hereunto affixed this 28th day of June, 1982.

NATIONWIDE EXPRESS SERVICE, INC.

NATIONWIDE
EXPRESS SERVICE
INC.
(Corporate Seal)

By: Brian C. Kullman
Brian C. Kullman
President

Attest: M. Ellen Dixon
M. Ellen Dixon
Secretary

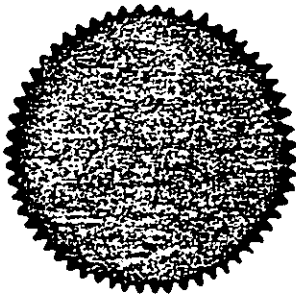


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Change of Location of Registered Office of the companies represented
by "THE CORPORATION TRUST COMPANY", as it applies to "INDEPENDENT FREIGHTWAY, INC.",
as received and filed in this office the twenty-seventh day of July, A.D. 1984, at
4:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this seventh day
of November in the year of our Lord
one thousand nine hundred and eighty-five.



Michael Harkins
Michael Harkins, Secretary of State

FILED
JUL 27 1984 4:3 P.M.

CERTIFICATE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE AND OF REGISTERED AGENT
PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

Richard C. Kaylor
COMMISSIONER OF STATE

To: DEPARTMENT OF STATE
Division of Corporations
Townsend Building
Federal Street
Dover, Delaware 19903

Pursuant to the provisions of Section 134 of Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: The Corporation Trust Company
2. The address of the old registered office was:

100 West Tenth Street
Wilmington, Delaware 19801

3. The address to which the registered office is to be changed is:

Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

The new address will be effective on July 30, 1984.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and Assistant Secretary this 25th day of July, 1984.

THE CORPORATION TRUST COMPANY
(Name of Registered Agent)

By *Viggo A. Colwell*
(Vice-President)

ATTEST:

Mark E. Barrett
(Assistant Secretary)

B

Commonwealth of Pennsylvania
Department of State

86431343



CERTIFICATE OF AUTHORITY

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Corporation Law, a Foreign Corporation is required to obtain a "Certificate of Authority" before it may do business in the Commonwealth and

Whereas,

INDEPENDENT FREIGHTWAY, INC.

has presented to the Department of State an Application for the same, and in accordance with the requirements of the law, has designated as its registered office in this Commonwealth

C/O C T CORPORATION SYSTEM 123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

Therefore, Know Ye, I Do By These Presents, issue unto such corporation, this Certificate of Authority to transact in the Commonwealth of Pennsylvania the business of

TRANSPORTATION SERVICES

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 14th day of July in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh



Robert B. ...
Secretary of the Commonwealth

0930460

EXHIBIT "B"

C

INDEPENDENT FREIGHTWAY, INC.
INCOME STATEMENT
(\$000 UNAUDITED)

	1990 NINE MTHS	1989 YEAR
	-----	-----
REVENUE	\$116,061	\$145,453
COST OF OPERATIONS	104,108	131,297
	-----	-----
	11,953	14,156
G & A EXPENSES	6,724	8,344
	-----	-----
OPERATING PROFIT	5,229	5,812
OTHER EXPENSES	2,202	2,636
	-----	-----
NET BEFORE TAXES	3,027	3,176
INCOME TAXES	2,138	1,253
	-----	-----
NET INCOME	\$889	\$1,923
	=====	=====
OPERATING RATIO	95.49%	96.00%

INDEPENDENT FREIGHTWAY, INC.
BALANCE SHEET
(\$000 UNAUDITED)

	SEP 1990	DEC 1989
CASH		
ACCOUNTS RECEIVABLE (NET)	\$18,943	\$14,682
SUNDRY RECEIVABLES	1,557	1,329
PREPAID / OTHER CURRENT	264	1,826
INTERCOMPANY RECEIVABLES	16,189	16,118
TOTAL CURRENT ASSETS	<u>36,953</u>	<u>33,955</u>
P.F. & E. (NET)	2,530	3,755
GOODWILL	4,903	5,001
OTHER LONG TERM ASSETS	220	220
TOTAL ASSETS	<u>\$44,606</u>	<u>\$42,931</u>
REVOLVER LOAN	\$800	\$200
ACCOUNTS PAYABLE	4,107	4,185
OTHER CURRENT LIABILITIES	5,807	5,939
INTERCOMPANY PAYABLES	3,809	3,288
TOTAL CURRENT LIABILITIES	<u>14,523</u>	<u>13,612</u>
L-T PAYABLE TO PARENT	12,023	12,023
LONG TERM LIABILITIES	1,879	2,004
TOTAL EQUITY	<u>16,181</u>	<u>15,292</u>
TOTAL LIABILITIES & EQUITY	<u>\$44,606</u>	<u>\$42,931</u>

EXHIBIT "C"

February 8, 1991

IN REPLY PLEASE
REFER TO OUR FILE

Lloyd R. Persun
Attorney at Law
1801 North Front Street
P.O. Box 729
Harrisburg, PA 17108-0729

In re: A-00107087, F. 1, Am-B - Application of Independent Freightway,
Inc.

Dear Sir:

The application of Independent Freightway, Inc. has been captioned as attached and will be submitted for review provided no protests are filed on or before March 4, 1991. If protests are filed, you will be advised as to further procedure.

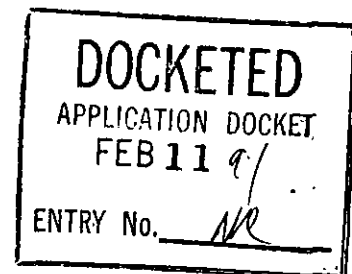
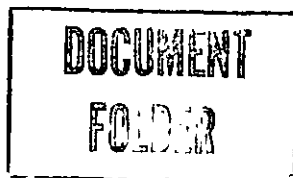
You are further advised that the above application will be published in the Pennsylvania Bulletin of February 9, 1991.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:RP:kmb

cc: Applicant
P.O. Box 7013
Rockford, IL 61125



A-00107087, Folder 1, Am-B INDEPENDENT FREIGHTWAY, INC. (P.O. Box 7013, Rockford, IL 61125), a corporation of the State of Delaware, inter alia - property from the facilities of Carlisle Tire & Rubber Co. and Carlisle Syntec Systems in the county of Cumberland to points in Pennsylvania, and vice versa: SO AS TO PERMIT the transportation of roofing materials and roofing accessories from the facilities of Goodyear Tire & Rubber Co. in the borough of Carlisle, Cumberland County, to points in Pennsylvania; and metal building products from the facilities of Billy Penn Corporation in the city and county of Philadelphia, to points in Pennsylvania. Attorney: Lloyd R. Persun, 1801 North Front Street, P.O. Box 729, Harrisburg, PA 17108-0729.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

DATE _____ SERVICE _____

FEB - 9 1991

BUREAU OF TRANSPORTATION
COMMON CARRIER
JANUARY 1991

A-00107087
F. 1
Am-B

Application of Independent Freightway, Inc., a corporation of the State of Delaware, for amendment to its common carrier certificate, which grants the right, inter alia, to transport, by motor vehicle, property from the facilities of Carlisle Tire & Rubber Co. and Carlisle Syntec Systems in the county of Cumberland to points in Pennsylvania, and vice versa: SO AS TO PERMIT the transportation of roofing materials and roofing accessories from the facilities of Goodyear Tire & Rubber Co., in the borough of Carlisle, Cumberland County, to points in Pennsylvania; and metal building products from the facilities of Billy Penn Corporation in the city and county of Philadelphia, to points in Pennsylvania.

MW:rs
1/24/91

Application received: 12/13/90
Application docketed: 1/14/91

NH

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
FEB 11 d/ *W*
ENTRY No. *W*

MAR - 4 1991

Protests due on No Hearings _____
Protests due on Hearings - (5 days prior to date of hearing)
Notice of the above application was mailed to all certificate
holders and railroad companies in the service area as noted above.

PENNSYLVANIA PUBLIC UTILITY COMMISSION



RECEIPT

The addressee named hereunder has paid Pennsylvania Public Utility Commission for the following bill, subject to final collection of check or money order tendered for such payment.

37L1

Independent Freightway, Inc.
P.O. Box 7013
Rockford, IL 61125

Date February 20, 1991

DOCKETED
FEB 26 1991

CR 143869 A

In re application of Independent Freightway, Inc.
A-107087, P.1, Am-B.....\$350.00

DOCUMENT
FOLDER

Revenue account 001780-017601-102 (ck)

ck 098353 \$350.00 Currency _____

Utility account 50:26

C. Joseph Meisigner
For Department of Revenue