A-00107087F1 APPLICATION F1AMC

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METTE, EVANS & WOODSIDE

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

1801 NORTH FRONT STREET

P.O. BOX 729 HARRISBURG, PA 17108-0729

RETIRED ROBERT E. WOODSIDE TELEPHONE

(717) 232-5000 TELECOPIER (717) 236-1816

IRS NO. 23-1985005

ANDREW H. DOWLING MICHAEL D. REED ROBERT P. HAYNES III STEVEN C. PARMER PAULA J. LEICHT DAVID A. FITZSIMONS GUY P. BENEVENTANO MICHAEL D. PIPA JENNIFER L. LEHMAN KAREN N. CONNELLY ROBYN J. KATZMAN JAYSON R. WOLFCANG CHRISTOPHER C. CONNER SCOTT D. MOORE

June 11, 1992 JUN 11 1992

SECRETARY'S BUREAU Information Control Divisio2480.2

Re: Application of Independent Freightway, Inc. A.107087 IA-C

Secretary Pennsylvania Public Utility Commission North Office Building Harrisburg, PA 17120



Dear Sir:

HOWELL C. METTE

JAMES W. EVANS

ROBERT MOORE

CHARLES B. ZWALLY

PETER J. RESSLER

LLOYD R. PERSUN

CRAIG A. STONE JAMES A. ULSH

MARIA P. COGNETTI

DANIEL L. SULLIVAN STEVEN D. SNYDER

GLEN R. GRELL

ELYSE E. ROGERS

We file herewith on behalf of Independent Freightway, Inc., the Applicant, the original and two copies of its Application seeking amendment to its common carrier certificate so as to permit the common carrier transportation described therein. You will also find attached the Applicant's check no. 200-128776 in the amount of \$350.00 payable to the Commission for the filing fee.

Very truly yours, d IT.

LLOYD R. PERSUN

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 (i) manufactured pre-cast concrete units from the facilities of Beavertown Cast Stone, Inc. in Franklin Township, Snyder County to points in Pennsylvania and return, (ii) industrial water treatment chemicals from the facilities of Betz Laboratories, Inc. in Middletown Township, Bucks County to points in Pennsylvania and return, (iii) feed grade pre-mixes for livestock in bags, not in bulk, from the facilities of Precise Agri-Products, Inc. in the second of Middle Creek, Snyder County to points in Pennsylvania and return, and (iv) vitamins and minerals in bags, not in bulk, from points in the Borough of Braddock, Allegheny County and the dorough of Lititz, Lancaster County to the facilities of Precise Agri-Products, Inc. in the Township Borough- of Middle Creek, Snyder County.

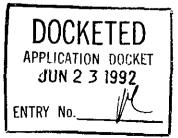
JUN 11 1992

SECRETARY'S BUREAU Information Control Division

Application Docket No. A.00107087, F. \ A.C

TO: THE PENNSYLVANIA PUBLIC UTILITY COMMISSION





 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

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

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 Robert Kidwell, 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 February 19, 1988, October 5, 1988 and August 2, 1991 authorizing the issuance of its Certificate of Public Convenience as amended. 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 comparative balance

- 3 -

sheet as of December 31, 1989, 1990 and 1991 and also its comparative statement of income for the years then ended. Applicant's financial condition has not changed materially since December 31, 1991. 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 (i) manufactured pre-cast concrete units from the facilities of Beavertown Cast Stone, Inc. in the Township of Franklin, Snyder County, Pennsylvania to points in Pennsylvania and return, (ii) industrial water treatment chemicals from the facilities of Betz Laboratories, Inc. in the Township of Middletown, Bucks County to points in Pennsylvania and return, (iii) feed grade pre-mixes for livestock in bags, not in bulk, from the facilities of Precise Agri-Products, Inc. in the Borough of Middle Creek, Snyder County to points in Pennsylvania and return, and (iv) vitamins and minerals in bags, not in bulk, from points in the Borough of Braddock, Allegheny County and the Borough of Lititz, Lancaster County to the facilities of Precise Agri-Products, Inc. in the Borough of Middle Creek, Snyder County.

9. As rates for the proposed service, Applicant proposes to charge the rates which are established in tariffs

- 4 -

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 the Certificate of Public Convenience as amended, which is 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 renderingto the public common carrier service for thetransportation 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

- 5 -

Public Utility Code, evidencing approval of Applicant's transportation of property as a Class D carrier as proposed herein.

APPLICANT: INDEPENDENT FREIGHTWAY INC. Vice President [CORPÓRATE 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 aforegoing 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 5 M day of June, 1992.

Mary lotarv

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My Commission Expires: 11/3/94

(SEAL)

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н ,	OFFICIAL SEAL	ŝ
	MARY D HUNTER	ζ
(NOT	TARY PUBLIC, STATE OF ILLINOIS	R
MY	COMMISSION EXP: 11/3/94	Ş
		" OFFICIAL SEAL



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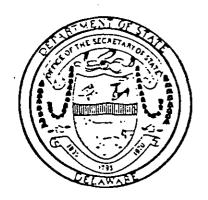
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State of DELAWARE



Michael Harkinz Segretary of State BY: U. Whation

DATE: _____

November 7, 1985

Form 130

EXHIBIT "A"

1-13-21

CERTIFICATE OF INCORPORATION

of

NATIONWIDE EXPRESS SYSTEM, INC.

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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:

Name

Mailing Address

Marsha Cassidy

<u>ң с.т.</u>

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1500 Walnut Street Phíladelphia, 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 incorporatic 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 10^{+-} day of July, 1981.

rsha Cassidy



State of DELAWARE



BY: U. Whodow

DATE: ______ November 7, 1985

Form 130

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

President

Attest: M. M. Ellen Dixon

Secretary



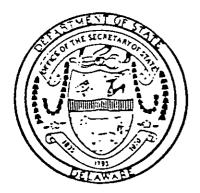
State of DELAWARE

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

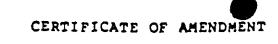
filed in this office on ______June_29, 1982_____



BY: U. Whacha

DATE: November 7, 1985

Form 130



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OP

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 CERTIPY:

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.

-2-

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 28^{fm} day of June, 1982.

NATIONWIDE EXPRESS SERVICE, INC.

By: <u>C.</u> <u>Jule</u> Brian C. Kullman

President

Attest: M. Ellen Dixon Secretary

(Corporate Seal)

SATIONWIDE

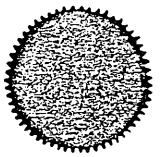
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State Of DELAWARE

9. Michael Harkins, Secretary of State of the State of State of States. dc 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 hereunts set my hand and official seal at Dover this _______ seventh ______ day of ________ in the year of our Lord one thousand nine hundred and _________ighty-tive.



Maliel Hornins

FORM 122

FILED <u>ц:3</u> JUL 27 1554 1.1

Siter Chile

CERTIFICATE OF CHAUGE OF ADDRESS OF

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE & OF THE DELAWARE CODE

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

Pursuant to the provisions of Section 134 of Title # 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.

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

IN WITHIESS 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)

lill By Vice-P (Vice-President)

ATTEST:

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The soft There it !! (Assistant Secretary)



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Tammanme Alth of Pennsylvania



CERTIFICATE OF AUTHORITY

To All to Mhom These Presents Shall Come, Greeting:

Hereas, 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

Bhereas, .

INDEFENDENT 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 CORFORATION SYSTEM 123 SOUTH BROAD STREET FHILADELFHIA, FA 19109

Cherefore, Know He, J Ho By These Bresents, issue unto such corporation, this Certificate of Authority to transact in the Commonwealth of Pennsylvania the business of

TRANSFORTATION SERVICES



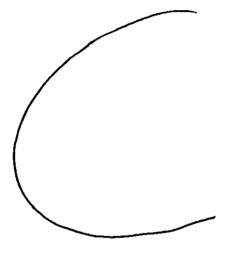
Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 14th day of July in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh

ecretary of the Common

0930460

EXHIBIT "B"

CAFITOL FARALEGAL SERVICES ATTN: JAMIE DLITSKY 401 N 2ND ST .





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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 aforegoing 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 day of June, 1992.

Notary Public

My Commission Expires:

(SEAL)

BALANCE SHEET (\$000 UNAUDITED)

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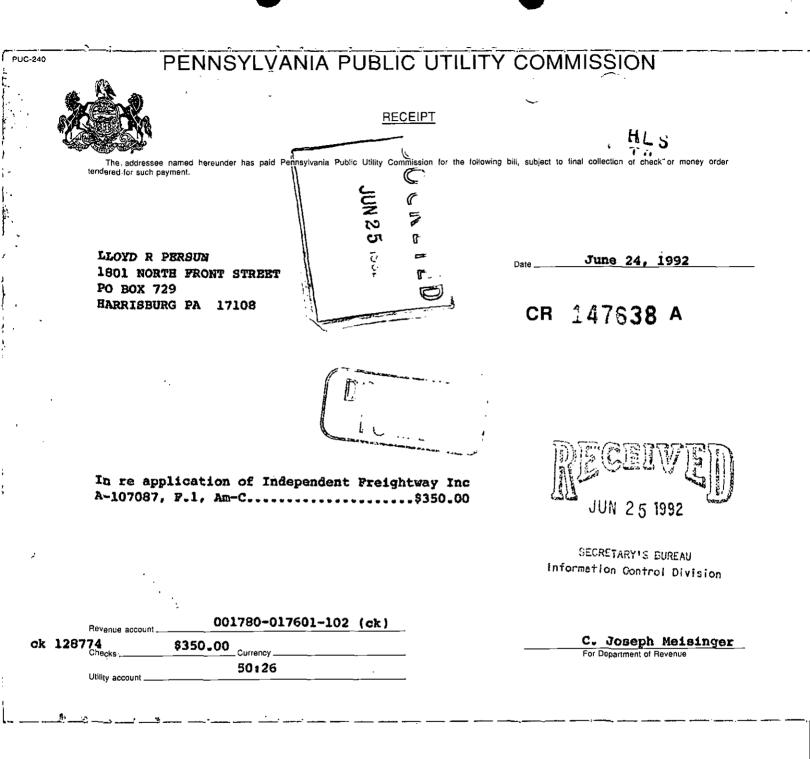
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	DIEC 1991	DEC 1990	DEC 1789
CASH		······································	falad anno a to child anno ann dann hai afant
ACCOUNTS RECEIVABLE (NET)	\$16,636	\$17,979	\$14,482
SUNDRY RECEIVABLES	2,821	1,550	1,327
PREFAID / OTHER CURRENT	(1,532)	946	1,826
INTERCOMPANY RECEIVABLES	21,397	16,193	16,118
TOTAL CURRENT ASSETS	39,322		
P.P. & E. (NET)	1,836	2,433	3,755
GOODWILL	4,739	4,870	5,001
OTHER LONG TERM ASSETS	220	220	220
TOTAL ASSETS	\$46,117 ========	\$44,191 	\$42,931 ========
REVOLVER LOAN			200
ACCOUNTS PAYABLE	3,909	5,748	4,135
OTHER CURRENT LIABILITIES	5,437	5,744	5,939
INTERCOMPANY PAYABLES	805	1,451	3,288
TOTAL CURRENT LIABILITIES	11,151	12,943	13,612
LONG-TERM DEBT	12,023	12,040	12,023
OTHER LIABILITIES	2,403	1,611	2,004
TOTAL EQUITY	20,540	17,597	15,292
TOTAL LIABILITIES & EQUITY	\$45,117	\$44,191	\$42,931

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

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199119901989 YEAR YEAR YEAR \$154,877 \$145,453 \$153,636 REVENUE 142,919 COST OF OPERATIONS 138,741 131,297where being starts being the time to be and 15,73714, 15616,136 9,269 8.121 8,344 G & A EXPENSES ----------------5,812 OPERATING PROFIT 7,616 6,867 2,951 2,636 OTHER EXPENSES 2,696 NET REFORE TAXES 4,920 4,016 3,176 1,253 INCOME TAXES 1,977 1,711 NET INCOME \$2,943 \$2,305 \$1,923 Last 1999 (201 1997 1998 1997 1999 1999 1999 _____ 96.00% OPERATING RATIO 95.20% 95.57%



July 2, 1992

IN REPLY PLEASE REFER TO OUR FILE

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LLOYD R PERSUN ATTORNEY AT LAW 1801 NORTH FRONT STREET P O BOX 729 HARRISBURG PA 17108

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Destruction

In re: A-00107087, F. 1, Am-C - 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 July 27, 1992. 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 July 4, 1992.

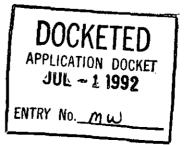
Very truly yours,

David Ehrhart Supervisor - Application Section Bureau of Transportation

DE:RP:11

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





A-00107087, Folder 1, Am-C INDEPENDENT FREIGHTWAY, INC. (P.O. Box 7013, Rockford, IL 61125), a corporation of the State of Delaware, inter alia property, from the facilities of Owens-Corning Fiberglass Corporation, in the counties of Dauphin and Cumberland, to points in Pennsylvania, and vice versa: SO AS TO PERMIT the transportation of (1) manufactured pre-cast concrete units from the facilities of Beavertown Cast Stone, Inc., located in the township of Franklin, Snyder County, to points in Pennsylvania; (2) industrial water treatment chemicals from the facilities of Betz Laboratories, Inc., located in the township of Middletown, Bucks County, to points in Pennsylvania; (3) feed grade pre-mixes for livestock in bags, not in bulk, from the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County, to points in Pennsylvania; and (4) vitamins and minerals in bags, not in bulk, from points in the borough of Braddock, Allegheny County and the borough of Lititz, Lancaster County to the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County. Attorney: Lloyd R. Persun, 1801 North Front Street, P.O. Box 729, Harrisburg, PA 17108.

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PENNSYLVANIA PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin

JUL - 4 1992

BUREAU OF TRANSPORTATION COMMON CARRIER JUNE 1992

> A-00107087 F. 1 Am-C

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 facility of Owens-Corning Fiberglass Corporation, in the counties of Dauphin and Cumberland, to points in Pennsylvania, and vice versa: SO AS TO PERMIT the transportation of (1) manufactured pre-cast concrete units from the facilities of Beavertown Cast Stone, Inc., located in the township of Franklin, Snyder County, to points in Pennsylvania; (2) industrial water treatment chemicals from the facilities of Betz Laboratories, Inc., located in the township of Middletown, Bucks County, to points in Pennsylvania; (3) feed grade pre-mixes for livestock in bags, not in bulk, from the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County, to points in Pennsylvania; and (4) vitamins and minerals in bags, not in bulk, from points in the borough of Braddock, Allegheny County and the borough of Lititz, Lancaster County to the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County.

NK:rs 6/24/92

Application received: 6/11/92 Application docketed: 6/23/92

DUCKETED APPLICATION DOCKET DOCUMENT JUL - 1 1992 ENTRY No. mw FOLDFR

JUL 27 1992

Protests due