



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

September 28, 1994

IN REPLY PLEASE
REFER TO OUR FILE

LLYOD R PERSUN ESQUIRE
PO BOX 5950
HARRISBURG PA 17110-5950

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

Dear Sir:

The above referenced application has been assigned for review without oral hearing. In order to reach a determination on the application, you are being required to file verified statements in accordance with 52 Pa. code Section §3.381(e)(1). You will be required to file:

- A. VERIFIED STATEMENT OF APPLICANT
- B. VERIFIED STATEMENT(S) IN SUPPORT OF THE APPLICATION.

The verified statements should be in paragraph form. Each heading contained in the attached minimum outline should be a separate section or paragraph.

You should be aware of the fact that the verified statements will be review based on the Commission's decision in the Application of Blue Bird Coach Lines, Inc., (A-00088807, F. 2, Am-K) 72 Pa. P.U.C. 262 (1990), which indicates: (1) the supporting witnesses must give evidence which is probative and relevant to the application proceeding; (2) the supporting witnesses must identify Pennsylvania origin and destination points between which they require transportation and those points must correspond with the scope of the operating territory specified in the application, including requests for vice versa authority; and (3) the number of witnesses which will represent a cross section of the public on the issue of need will vary with the breadth of the intended territory and commodity description.

You are being granted an initial thirty (30) days to file verified statements. They will be due on or before October 28, 1994.

If additional time is required, it may be requested by telephone but must be followed in writing with the reasons for the extension stated. Questions about the application should be directed to me at 717-787-4386.

Very truly yours,

Lawrence E. Keener-Farley, Esquire
Technical Review Section
Bureau of Transportation

LKF:lg

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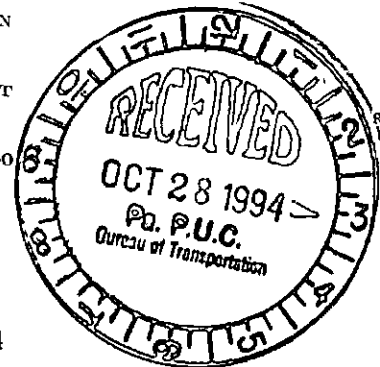
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APPLICATION DOCKET
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ENTRY No. _____

METTE, EVANS & WOODSIDE

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
3401 NORTH FRONT STREET
P.O. BOX 5950
HARRISBURG, PA 17110-0950

HOWELL C. METTE
JAMES W. EVANS
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CRAIG A. STONE
JAMES A. ULSH
DANIEL L. SULLIVAN
STEVEN D. SNYDER
GLEN R. GRELL
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ELYSE E. ROGERS

ANDREW H. DOWLING
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PAULA J. LEICHT
DAVID A. FITZSIMONS
GUY P. BENEVENTANO
MICHAEL D. PIPA
KAREN N. CONNELLY
ROBYN J. KATZMAN
JAYSON R. WOLFGANG
SCOTT D. MOORE
ANDREW J. OSTROWSKI
ELIZABETH M. CALCAGNO
EMILY L. HOFFMAN



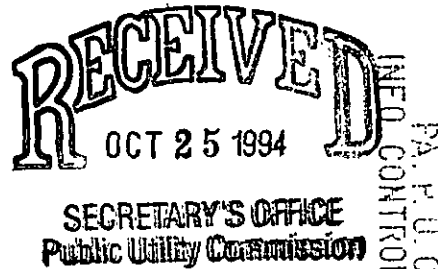
ROBERT E. WOODSIDE
RETIRED
TELEPHONE (717) 232-5000
FAX (717) 236-1816
IRS NO. 23-1985005

October 25, 1994

2480.7

Re: Application of Independent Freightway, Inc.
A.107087, F.1, Am-G

Secretary
Pennsylvania Public Utility
Commission
North Office Building
Harrisburg, PA 17105-3265



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Dear Sir:

This Application is unprotested and is before the Commission on modified procedure without hearing. In accordance with Mr. Keener-Farley's letter dated September 28, 1994, we deliver herewith the original and two (2) copies of the following documents:

1. Applicant's Verified Statement -- the Affidavit of Mr. Renna, its Vice President - Eastern Region; and
2. Supporting shipper's Affidavit from Bristol Corporation -- the Affidavit of Mr. Foy, its Traffic Manager.

Very truly yours,

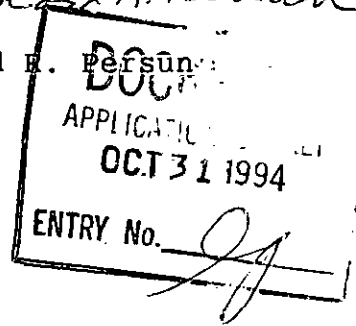
Lloyd R. Persun

Lloyd R. Persun

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LRP:hmc
Enclosures

HAND DELIVERED



10/25/94
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BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION



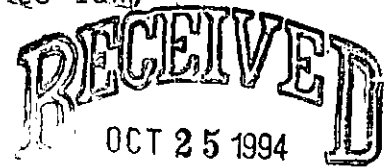
In re: Application of : Application Docket No.
Independent Freightway, Inc. : A.00107087, F.1, Am-G

AFFIDAVIT

STATE OF NEW JERSEY :
 : SS:
COUNTY OF GLOUCESTER :

GEORGE J. RENNA, being duly sworn according to law,
deposes and says:

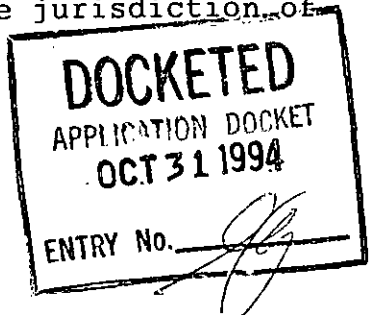
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INFO. CONTROL DIV.



1. He is an adult individual who is employed by Applicant as Vice President of its Eastern Region. He is familiar with Applicant's day-to-day operations in Pennsylvania including the operations at Applicant's Coatesville Terminal. He is authorized to make this Affidavit on Applicant's behalf.

2. Applicant is a Delaware corporation which is authorized to do business in Pennsylvania. Its Pennsylvania operating authority is described on Exhibit "A" attached hereto and made a part hereof. Applicant currently is providing service in Pennsylvania in accordance with this authority. Applicant also provides transportation as a common carrier of property in interstate commerce, subject to the jurisdiction of

**DOCUMENT
FOLDER**



the Interstate Commerce Commission. The proposed operating authority will not duplicate Applicant's existing operating authority. No dual operations will result.

3. Applicant's Coatesville Terminal is located in the City of Coatesville, Chester County, which is less than one hour's drive from the manufacturing plant of Bristol Corporation (Bristol) in the Borough of Leola, Lancaster County. At the terminal, Applicant employs two dispatchers, a receptionist and support clerical personnel.

4. Applicant's fleet available in Pennsylvania consists of 120 van trailers, 180 flatbed trailers and 300 tractors. The van trailers are 48 feet long, 3 feet 6 inches high and 102 and 96 inches wide respectively. The flatbed trailers are 48 feet and 45 feet long respectively and 96 inches wide. This fleet will be available for use in providing common carrier service to Bristol.

5. Applicant proposes to transport as a Class D carrier plastic pipe from the facilities of Bristol Corporation in the Borough of Leola, Lancaster County, Pennsylvania to points in Pennsylvania and return. Petitioner has received demands for this service weekly during the last six months.

The demands were received by telephone from Bristol whose personnel called Applicant's terminal. Bristol has filed a verified statement in support of this Application.

6. Bristol manufactures plastic pipe at its Leola plant. Applicant proposes to use flatbed trailers to transport the plastic pipe to points in Pennsylvania for Bristol. The transportation will be available on 24 hours' notice or less. Applicant is prepared to make multiple delivered at multiple destination points in a single truckload whenever required by Bristol.

7. Applicant presently provides transportation service to Bristol by flatbed between points in interstate commerce. Bristol is satisfied with this service. Applicant has not received any complaints about it.

8. Applicant's fleet is inspected monthly as of course. Drivers' daily write-ups for inspection repair also are serviced regularly. At least four times each year, Applicant conducts regularly scheduled safety meetings with its drivers. There are 300 such drivers. Neither Applicant nor its drivers nor its equipment are under any citation or are

convicted of any motor vehicle violation. The drivers and Applicant are not under any safety investigation or suspension.

9. Applicant is financially fit to provide the proposed service. Exhibit "B" attached hereto and made a part hereof contains a true and correct copy of the balance sheet and income schedules filed by Applicant as part of its 1993 Interstate Commerce Commission Report Form M for the year ended December 31, 1993. Applicant's financial condition has not changed materially since December 31, 1993. Applicant continues to operate at a profit and is financially fit to provide the proposed service. Applicant has operated profitably in Pennsylvania subject to your Commission's jurisdiction continuously since early 1987 when it originally was certificated.


10. As rates for the proposed service, Applicant proposes to charge the rates and to apply the rules contained in its currently effective tariffs which are on file with your Commission and effective, as amended from time to time according to law. No rates, fares or charges are under suspension. There has not been granted or denied any special permission request to file rates, fares or charges on less than

30 days' notice in connection with any application covering the same territory as the instant Application.

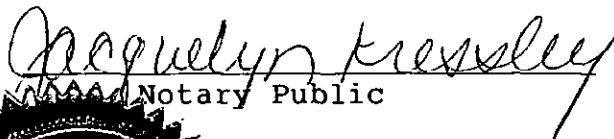
11. There are no labor unions which represent or which in the past 12 months have requested or which have filed a petition to represent employees of Applicant with the National Labor Relations Board or the Pennsylvania Labor Relations Board. There is no threatened or existing labor dispute which affects applicant or its employees.

12. The instant Application was not filed as a result of any warning, road check or investigation by the Commission.

13. Applicant's Certificate of Insurance is on file with your Commission. Its Certificate of Public Convenience was never revoked or suspended. Applicant is in compliance with all rules and regulations of your Commission and the requirements of the Public Utility Code.

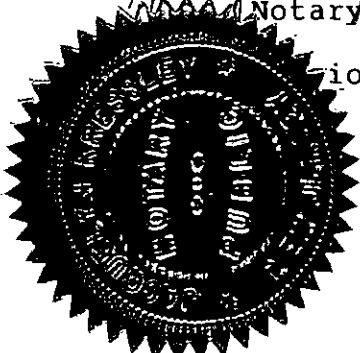

George J. Renna

SWORN TO AND SUBSCRIBED
before me this 24th day
of October, 1994


Notary Public

Commission Expires:

JACQUELYN KRESSLEY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 16, 1999





A

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF

INDEPENDENT FREIGHTWAY, INC., a corporation
of the State of Delaware

CERTIFICATE
OF
PUBLIC CONVENIENCE


A. 00107087
Folder 1

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 1st day of JULY, 1987.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Attest:



SECRETARY

EXHIBIT "A"

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17120

Public Meeting held May 7, 1987

Commissioners Present:

Linda C. Taliaferro, Chairman
Frank Fischl
Bill Shane

Application of Independent Freightway, Inc., a corporation of the State of Delaware, for approval of the transfer to it of part of the rights held by Noerr Motor Freight, Inc. at A-00075088, consisting of all the transferor's Class D authority, subject to the same limitations and conditions.

A-00107087

John E. Fullerton for the applicant.

ORDER

BY THE COMMISSION:

This matter comes before the Commission on an application filed August 13, 1986. Corresponding applications for emergency temporary authority and temporary authority were also filed. By order adopted September 18, 1986, we granted emergency temporary authority. Public notice of the application was given in the Pennsylvania Bulletin of September 20, 1986.

On December 4, 1986, we adopted a tentative decision that denied the transfer to Independent Freightway, Inc. (IFI or applicant) of part of the operating authority of Noerr Motor Freight, Inc. (Noerr or transferor). The Commission found that as Noerr was to retain six (6) Class A rights while transferring forty-four paragraphs of Class D rights, numerous conflicts and duplications of authority would occur. At least thirty (30) of the Class D rights would impinge on the retained Class A rights and require thirty (30) restrictive paragraphs to be lodged on the six (6) rights retained by Noerr. This result was deemed to be against the public interest and the application was denied. However, the Tentative Decision advised that should Noerr desire to transfer all of its rights to IFI or file an application for discontinuance of its Class A authority, the Commission's objection to the transfer could be overcome.

On December 23, 1986, Noerr filed its application at A-00075088, Folder 2, Amendment P, to discontinue its Class A authority. Simultaneously, Noerr filed an application with the Bankruptcy Court for approval of the abandonment. In its application before this Commission, Noerr indicates that it has not rendered any service under its Class A authority since at least 1983 and there is no present demand for service thereunder. IFI has no desire to purchase the Class A authority and Noerr has not been able to sell the authority to any other entity. On February 2, 1987, the United States Bankruptcy Court for the Middle District approved Noerr's action to discontinue the Class A authority.

IFI attempted to file exceptions to the Commission's Tentative Decision denying the proposed transfer by letter filed December 31, 1986. Unfortunately, they were filed one day after the time period had run. By letter filed February 2, 1987, IFI withdrew its exceptions and requested that the letter filed December 31, 1986, be treated as a petition for reconsideration.

By order adopted February 19, 1987, we granted IFI's petition for reconsideration. Since Noerr has filed an application for discontinuance of its Class A rights and since we have already found IFI to be fit and since no issue of dormancy is indicated in the record with regard to the Class D rights, we shall approve the transfer.

After a complete review of the record before us, we find that:

1. The applicant is fit to receive a certificate of public convenience.
2. The applicant seeks to obtain by transfer all of the transferor's Class D operating authority.
3. The transferor has applied for the discontinuance of its remaining Class A operating authority.
4. A continuing need exists for the service involved herein.
5. Approval of the application is necessary for the accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the application for the transfer of part of the rights held by Noerr Motor Freight, Inc. at A-00075088, Folder 2, and all of the rights at Folders 3, 4, 6, 7 and 8, be and is hereby approved and that a certificate of public convenience be issued to the applicant granting the following rights:

1. To transport, as a Class D carrier, property for the Great Atlantic and Pacific Tea Company from the borough of Lewistown, Mifflin County, to its stores in the counties of Mifflin, Juniata, and Perry;

2. To transport, as a Class D carrier, property between points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough;
3. To transport, as a Class D carrier, household goods in use from points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough to other points in Pennsylvania and vice versa;
4. To transport, as a Class D carrier, rayon and rayon products from points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough, to points in Pennsylvania, east of a north and south line from the center of the City of Harrisburg, Dauphin County, and the return of accessories;
5. To transport, as a Class D carrier, milk from points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough, to the city of Lancaster, Lancaster County, and the city and county of Philadelphia;
6. To transport, as a Class D carrier, groceries and returned milk cans from the city and county of Philadelphia, to points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough;
7. To transport, as a Class D carrier, castings and machinery parts from the Standard Steel Works Division of Baldwin Locomotive Works in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough to other points in Pennsylvania in emergencies only, provided that emergency trips shall be reported to the Commission immediately after they are made;
8. To transport, as a Class D carrier, artificial silk and artificial silk products and accessories from the American Viscose Corporation, in the borough of Marcus Hook, Delaware County, and

from points in the township of Granville, Mifflin County to points in Pennsylvania, east of the line running north and south through the borough of Huntingdon, Huntingdon County, and vice versa, excluding transportation from the borough of Marcus Hook, Delaware County, to the city of Lancaster, Lancaster County;

9. To transport, as a Class D carrier, builders' equipment, steel, brick and lumber for P. M. Rhodes of Lewistown, Mifflin County, from points in the county of Mifflin, to points in Pennsylvania and vice versa, provided such transportation shall either originate or terminate at points of construction;
10. To transport, as a Class D carrier, rayon, rayon products, cotton and cotton products, wool or wool products, or intermixtures of said materials for Cluett, Peabody and Company, Inc., from its plant in the borough of Lewistown, Mifflin County, to points in the borough of Shamokin, Northumberland County, and the return of damaged or refused merchandise;
11. To transport, as a Class D carrier, finished and unfinished products, materials and supplies, armaments and munitions from the Standard Steel Works Division of Baldwin Locomotive Works in the borough of Burnham, Mifflin County, to points in Pennsylvania and vice versa;
12. To transport, as a Class D carrier, oil, grease, and other petroleum products from points in the city of Philadelphia, and within thirty-five (35) miles of the Philadelphia City Hall to mines of Rochester and Pittsburgh Coal Company in the villages of Ernest, McIntyre and Luzerne, Indiana County, Helvetia, Clearfield County, and Yatesboro, Armstrong County, and the return of empty containers and accessories;
13. To transport, as a Class D carrier, fibrous glass textiles, containers and accessories for the Owens-Corning Fiberglass Corporation from points in the borough of Huntingdon, Huntingdon County, to points in the cities of Allentown, Lehigh County, Easton, Northampton County, Hazleton and Wilkes-Barre, Luzerne County, and Sunbury, Northumberland County, and the borough of Kingston, Luzerne County, and the return of shipping containers

and accessories from said cities and boroughs to points in the borough of Huntingdon;

14. To transport, as a Class D carrier, doors and other products of Overhead Door Company and Modern Doors, Inc., from the borough of Lewistown, Mifflin County, to points in Pennsylvania and merchandise, material, hardware, and supplies from points in Pennsylvania to Overhead Door Company and Modern Doors, Inc., in the borough of Lewistown;
15. To transport, as a Class D carrier, farm machinery and parts thereof for the Hertzler and Zook Company, the New Holland Machine Company and the New Holland Machine Division of the Sperry-Rand Corporation from their plant in the village of Belleville, Mifflin County; to points in Pennsylvania;
16. To transport, as a Class D carrier, supplies and materials for the Hertzler and Zook Company, the New Holland Machine Company and the New Holland Machine Division of the Sperry-Rand Corporation from points in Pennsylvania to the plant of the said companies in the village of Belleville, Mifflin County;
17. To transport, as a Class D carrier, ferrous scrap, non-ferrous scrap, non-metallic scrap and salvage materials for Joe Krentzman & Sons, Inc., from points in the county of Mifflin to points in Pennsylvania;
18. To transport, as a Class D carrier, ferrous scrap, non-ferrous scrap, non-metallic scrap and salvage materials for Joe Krentzman & Sons, Inc., from points in Pennsylvania to points in the county of Mifflin;

with right number 18 subject to the following condition:

That no right, power or privilege is granted to transport scrap metal from points in the city of Williamsport, Lycoming County;

19. To transport, as a Class D carrier, property, from the facilities of C. H. Masland & Sons in the borough of Carlisle, Cumberland County, to its facilities in the township of Granville, Mifflin County, and vice versa;

20. To transport, as a Class D carrier, property, from the facilities of C. H. Masland & Sons in the borough of Carlisle, Cumberland County, to the facilities of Volkswagen Manufacturing Corp. of America in the township of East Huntingdon, Westmoreland County, and vice versa;

21. To transport, as a Class D carrier, property, from the facilities of C. H. Masland & Sons in the township of Granville, Mifflin County, to the facilities of Volkswagen Manufacturing Corp. of America in the township of East Huntingdon, Westmoreland County, and vice versa;

with rights numbers 20 and 21 subject to the following restriction:

That no right, power or privilege is granted to transport commodities in bulk;

22. To transport, as a Class D carrier, property, for Corning Glass Works, from its facilities located in the township of College, Centre County, to the facilities of RCA, located in the borough of Dunmore, Lackawanna county, and vice versa;

23. To transport, as a Class D carrier, property from the facilities of Cerro Metal Products located in the borough of Bellefonte and the township of Spring, Centre County, to points in Pennsylvania and vice versa;

24. To transport, as a Class D carrier, carpet, carpeting and metal racks from the facilities of Magee Carpet Co. in the town of Bloomsburg, Columbia County to the facilities of Volkswagen Corp. of America in the township of East Huntingdon, Westmoreland County and vice versa with the right to use shipper trailers;

25. To transport, as a Class D carrier, 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;

26. To transport, as a Class D carrier, property from the facilities of C. H. Masland & Sons in the borough of Carlisle, Cumberland County and the township of Granville, Mifflin County to the facilities of Magee Carpet Co. in the town of Bloomsburg, Columbia County and vice versa;

27. To transport, as a Class D carrier, scrap metal for Thalheimer Bros. Inc. from its facilities in the city and county of Philadelphia to points in the counties of Allegheny, Armstrong, Beaver, Butler, Cambria, Clarion, Fayette, Greene, Indiana, Lawrence, Mercer, Somerset, Venango, Washington and Westmoreland and vice versa;
28. To transport, as a Class D carrier, property, for Jones and Hunt, Inc., from its facilities located in the township of West Brunswick, Schuylkill County, to points in Pennsylvania, and vice versa;

with right number 28 subject to the following condition:

That no right, power or privilege is granted to transport petroleum products in bulk, in tank vehicles.

29. To transport, as a Class D carrier, fire brick and other clay products from brick plants in the boroughs of Mount Union and Alexandria, Huntingdon County, the villages of Claysburg and Sproul, Blair County, and the village of Vandyke, Juniata County, to the plant of the Bethlehem Steel Company in the city of Bethlehem, Lehigh and Northampton Counties, and the return of empty shipping facilities;
30. To transport, as a Class D carrier, fire brick and other clay products on flatbed trailers for Haws Refractories Company from its plant in the village of Hawstone, Mifflin County, to points in Pennsylvania;
31. To transport, as a Class D carrier, empty shipping facilities, materials and supplies used or useful in the manufacture of fire brick and other clay products on flat trailers from points in Pennsylvania to the Haws Refractories Company plant in the village of Hawstone, Mifflin County;
32. To transport, as a Class D carrier, fire brick and clay brick on flatbed trailers from the General Refractories Company plants in the borough of Mt. Union, Huntingdon County, and the villages of Sproul and Claysburg, Greenfield Township, Blair County, to points in Pennsylvania; and the return of shipping facilities and damaged or refused shipments;
33. To transport, as a Class D carrier, fire brick and clay brick on flatbed trailers from the

- Harbison-Walker Company plant in the borough of Mt. Union, Huntingdon County, to points in Pennsylvania; and the return of shipping facilities and damaged or refused shipments;
34. To transport, as a Class D carrier, fire clay for the General Refractories Company from its plants located in the villages of Sproul and Claysburg, Greenfield Township, Blair County, to points in Pennsylvania, and the return of shipping facilities and damaged or refused shipments;
 35. To transport, as a Class D carrier, fire brick and clay products for the United States Steel Company from the villages of Sproul and Claysburg, Greenfield Township, Blair County, to its plant in the township of Falls, Bucks County, and the return of shipping facilities and damaged or refused shipments;
 36. To transport, as a Class D carrier, fibrous glass products and materials used in the manufacture, processing and shipment of such products and supplies for Owens-Corning Fiberglass Corporation from its plant located in the borough of Huntingdon, Huntingdon County, and from its warehouse located within five (5) miles of the limits of said borough to points in Pennsylvania, and vice versa;
 37. To transport, as a Class D carrier, fiberglass reinforced plastic products and materials and supplies used in the manufacture, processing and shipment of said products from the facilities of Owens-Corning Fiberglass Corporation located in the township of Shirley, Huntingdon County, and within an airline distance of ten (10) statute miles of the limits thereof to points in Pennsylvania, and vice versa;
 38. To transport, as a Class D carrier, glass and glass products, from the facilities of Chromalloy American Corporation, located in the township of Granville, Mifflin County, to points in Pennsylvania;
 39. To transport, as a Class D carrier, glass and property used in the manufacture, processing and production of glass and glass products, from points in Pennsylvania, to the facilities of Chromalloy American Corporation, located in the township of Granville, Mifflin County;

with rights numbers 38 and 39 subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk.

40. To transport, as a Class D carrier, property, from the facilities of Owens-Corning Fiberglass Corporation, in the counties of Dauphin and Cumberland, to points in Pennsylvania, and vice versa;
41. To transport, as a Class D carrier, property, for Georgia Pacific Corporation, from its facilities in Richland Township, Bucks County, to points in Pennsylvania, and vice versa;

with right number 41 subject to the following condition:

That no right, power or privilege is granted to transport property in bulk.

42. To transport, as a Class D carrier, property for Avtex Fibers, Inc., from its facilities located in Pennsylvania, to points in Pennsylvania, and vice versa;

with right number 42 subject to the following conditions:

That no right, power or privilege is granted to transport commodities in bulk; and

That no right, power or privilege is granted to transport property, to or from the facilities of New Enterprise Stone & Lime Co., Narehood Limestone, Inc., Detwiler Industries, Inc., Martin Limestone, Inc., Anthracite Industries, Inc., National Gypsum Company, Asbury Graphite Mills, Inc., McKesson Chemical Co., Mid-State Chemicals and Lumax Industries, Inc.

43. To transport, as a Class D carrier, fire brick and other refractory articles on flatbed trailers for E. J. Lavine & Company from its plant in the township of Plymouth, Montgomery County, to the city of Harrisburg, and the borough of Steelton, Dauphin County, and the city of Johnstown, Cambria County, and the return of empty shipping facilities and refused or rejected shipments.
44. To transport, as a Class D carrier, fire brick and other silica and clay products, on flatbed

trailers, from the plants of General Refractories Company in Worth Township and the borough of Port Matilda, Centre County, to points east of the eastern boundary of the counties of McKean, Cameron, Clearfield, Cambria and Somerset, and the return of refused or rejected articles and shipping containers.

with all of the rights above subject to the following general conditions:

1. That the approval hereby given is not to be understood as committing the Commission, in any proceedings that may be brought before it for any purpose, to fix a valuation on the rights to be acquired by applicant from the present certificate holder equal to the consideration to be paid therefor, or equal to any value that may be placed thereon by applicant, or to approve or prescribe rates sufficient to yield a return thereon.
2. That applicant shall not record in its utility accounts any amount representing the rights herein granted in excess of the actual cost of such rights to the original holder thereof.
3. That the applicant charge to Account 1550, Other Intangible Property, \$17,500, being the amount of the consideration payable by it for the rights and going concern value attributable thereto; less any amount recorded under condition 2 above.
4. That the certificate holder shall comply with all of the provisions of the Public Utility Code as now existing or as may hereafter be amended, and 52 Pa. Code §31, as now existing or as may hereafter be amended, and any other rules and regulations as may hereafter be prescribed by the Commission. Failure to comply shall be sufficient cause to suspend, revoke or rescind the rights and privileges conferred by the certificate.
5. That the certificate holder shall not transfer, sell or in any way convey any of its outstanding capital stock to any individual, partnership, corporation or any entity, without the prior filing of an application and approval thereof by the Commission under 66 PA C.S.A. §1102(3).

IT IS FURTHER ORDERED: That the authority granted herein, to the extent that it duplicates authority now held by or subsequently granted to the carrier, shall not be construed as conferring more than one operating right.

IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it has complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of this Commission relative to the filing and acceptance of evidence of insurance and a tariff adoption supplement in accordance with 52 Pa. Code §23.13(c).

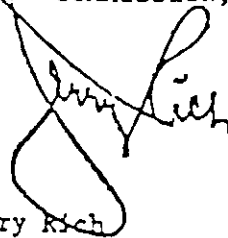
IT IS FURTHER ORDERED: That, with the adoption of the instant order, the temporary authority application is hereby dismissed.

IT IS FURTHER ORDERED: That issuance of the certificate be withheld pending receipt of the 1986 Annual Report of the transferor.

IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

IT IS FURTHER ORDERED: That upon compliance with this order, the rights granted the transferor, Noerr Motor Freight, Inc., at A-00075088, Folders 2, 3, 4, 6, 7 and 8 be cancelled and the record be marked closed.

BY THE COMMISSION,



Jerry Rich
Secretary

(SEAL)

ORDER ADOPTED: May 7, 1987

ORDER ENTERED: ^F May 12, 1987

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17120

Public Meeting held February 11, 1988

Commissioners Present:

Bill Shane, Chairman
William B. Smith, Vice-Chairman
Linda C. Taliaferro
Frank Fischl

Application of Independent Freightway, Inc., for the right to begin to transport, property, from the facilities of Atlas Energy Products, Division of Atlas Roofing Corporation, in the borough of Camp Hill, Cumberland County, to points in Pennsylvania; subject to the following condition: That no right, power or privilege is granted to transport property in bulk.

A-00107087
F. 2

John E. Fullerton for the applicant.

O R D E R

BY THE COMMISSION:

This matter comes before the Commission through an application filed March 13, 1987. Public notice of the application was given in the Pennsylvania Bulletin of April 4, 1987. There were no protests and the record is now certified to the Commission for its decision without oral hearing. The record consists of verified statements entered by the applicant and the supporting shipper.

Independent Freightway, Inc. currently operates the sought authority under emergency temporary authority granted April 2, 1987. The applicant also holds authority granted May 7, 1987, to operate the authority formerly held by Noerr Motor Freight, Inc.

Applicant conducts its Pennsylvania operations out of facilities located at Lewistown, PA. These facilities include a maintenance and repair garage. Applicant conducts a comprehensive safety program and a strict preventative maintenance and inspection program is in effect. The applicant has 15 tractors and 25 semi trailers in use in its Pennsylvania operation.

The unaudited balance sheet submitted by the applicant shows a net operating profit in 1986 of \$2,688 and in the first six months of 1987 \$2,053.

The authority sought here is necessary since the authorization in the above mentioned transfer grants the right to perform service from the facilities of Owens-Corning Fiberglass Corporation (O-C) (Emphasis added). O-C has sold the facilities to Atlas Energy Products, Division of Atlas Roofing Corporation (Atlas). The same operations will be conducted by Atlas as previously were performed by O-C. Emergency temporary authority was granted so that Atlas could continue the O-C operation without lack of carrier service.

A review of the record shows that the applicant has the equipment, experience, ability and fitness necessary to provide the service proposed. The previous use of the carrier by O-C has demonstrated that there is a need for the service requested.

We find:

1. That the applicant currently operates pursuant to a common carrier certificate granted May 7, 1987.
2. That the applicant has the equipment, experience and fitness necessary to provide the proposed service; THEREFORE,

IT IS ORDERED: That the application be, and is, hereby approved so that the right No. 45 entered by supplemental order August 20, 1987, shall be amended to read as follows:

To transport, as a Class D carrier, by motor vehicle, property, from the facilities of Atlas Energy Products, Division of Atlas Roofing Corporation, in the borough of Camp Hill, Cumberland County, to points in Pennsylvania and vice versa;

subject to the following condition:

No right, power or privilege is granted to transport property in bulk.

IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it shall have complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of this Commission relative to the filing and acceptance of a tariff establishing just and reasonable rates.

IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

IT IS FURTHER ORDERED: That the authority granted herein, to the extent that it duplicates authority now held by or subsequently granted to the carrier, shall not be construed as conferring more than one operating right.

BY THE COMMISSION,



Jerry Rich
Secretary

(SEAL)

ORDER ADOPTED: February 11, 1988

ORDER ENTERED: February 19, 1988

PENNSYLVANIA

PUBLIC UTILITY COMMISSION

Harrisburg, PA 17120

Public Meeting held September 29, 1988

Commissioners Present:

Bill Shane, Chairman
William H. Smith, Vice-Chairman
Linda C. Taliaferro
Joseph Rhodes, Jr.
Frank Fischl

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 between points in the borough of Lewistown, Mifflin County, and within ten (10) miles by the usually traveled highways of the limits of the said borough: SO AS TO PERMIT the transportation of equipment, parts and supplies used in the manufacturing of stereo speakers, from points in Pennsylvania, to the facilities of Sanyo Audio Manufacturing (U.S.A.) Corp. located in the township of Armaugh, Mifflin County, and vice versa.

A-00107087

F. 1

Am-A

Shearer, Mette, Evans & Woodside, by Lloyd R. Persun, for the protestant.

ORDER

BY THE COMMISSION:

This matter comes before the Commission on an application filed July 28, 1988. Public notice of the application was given in the Pennsylvania Bulletin of August 20, 1988. No protests were filed and the application is now certified to the Commission for its decision without oral hearing. The record consists of verified statements submitted on behalf of the applicant and the supporting shipper.

Corresponding applications for emergency temporary and temporary authority were also filed. By Tentative Decision adopted August 18, 1988, we denied the applicant's request for emergency temporary authority. The application for temporary authority is still pending.

Independent Freightway, Inc. (IFI or applicant), is a Delaware corporation, with its corporate headquarters in Rockford, Illinois. The applicant was initially certificated in 1987 and currently operates under forty-five paragraphs of rights. IFI also holds common carrier authority from the Interstate Commerce Commission. By this application, IFI seeks authority to serve one additional shipper.

The proposed operation will be conducted from the applicant's terminal, located in Reedsville, Mifflin County. IFI has a fleet of fifty tractors and one hundred trailers available for service in Pennsylvania. A comprehensive safety program for drivers and vehicles is currently in operation. As evidence of its financial capacity to perform the additional service, the applicant reports assets of \$21,032,000, with liabilities of \$12,697,000, leaving a shareholders' equity of \$8,335,000. Gross intrastate operating revenue in 1987 was \$517,000.

William P. McCoy, manager of material control, production control and traffic for Sanyo Audio Manufacturing (U.S.A.) Corp. (Sanyo or shipper), submitted a verified statement in support of the application. Sanyo, formerly Fisher Corporation, manufactures stereo speakers at a plant in Armaugh Township, Mifflin County, approximately five miles from the applicant's terminal. The shipper plans to discontinue its private carriage operation and have all inbound and outbound shipments transported by common carrier. Raw materials and supplies are delivered to the factory at a rate of two or three full trailer loads each business day. Current Pennsylvania origins for inbound freight include Allentown, Bloomsburg, Harrisburg, Mount Carmel, Philadelphia, Pittsburgh and Williamsport. Much of the inbound freight will be moved as a backhaul for earlier intrastate and interstate outbound traffic of finished products.

After a complete review of the record before us, we find:

1. That the applicant has shown that there is a public need for the proposed service.
2. That the applicant possesses the necessary equipment, experience, and financial capacity to perform the proposed service.
3. That approval of the application is necessary for the accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the application be and is hereby approved and that the certificate issued to the applicant on July 1, 1987, be amended to include the following right:

To transport, as a Class D carrier, equipment, parts and supplies used in the manufacturing of stereo speakers, from points in Pennsylvania, to the facilities of Sanyo Audio Manufacturing (U.S.A.) Corp., located in the township of Armaugh, Mifflin County, and vice versa.

IT IS FURTHER ORDERED: That the exceptions filed to the tentative decision, adopted August 18, 1988, at A-00107087, F. 602, be and are hereby dismissed.

IT IS FURTHER ORDERED: That, upon compliance with the conditions set forth in this order, the application for temporary authority be and is hereby dismissed.

IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it shall have complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of the Commission relative to the filing and acceptance of a tariff establishing just and reasonable rates.

IT IS FURTHER ORDERED: That the authority granted herein to the extent that it duplicates authority now held by or subsequently granted to the applicant, shall not be construed as conferring more than one operating right.

IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

BY THE COMMISSION,



Jerry Rich
Secretary

(SEAL)

ORDER ADOPTED: September 29, 1988

ORDER ENTERED: OCT 5 1988

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held August 1, 1991

Commissioners Present:

Joseph Rhodes, Jr., Vice-Chairman
Wendell F. Holland, Commissioner
David W. Rolka, Commissioner

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 Pennsyl-
vania; and metal building products from
the facilities of Billy Penn Corporation
in the city and county of Philadelphia,
to points in Pennsylvania.

A-00107087

F. 1

Am-B

Lloyd R. Persun for the applicant.

O R D E R

BY THE COMMISSION:

This application, filed December 13, 1990, is before the Commission for its decision without oral hearing. Public notice of the application was given in the Pennsylvania Bulletin of February 9, 1991. There were no protests and the record, which consists of statements entered by the applicant and the two supporting shippers is now certified to the Commission for its decision.

The applicant, Independent Freightways, Inc., is a Delaware corporation with terminals located on Route 665, Reedsville, Mifflin County and 641 North Easton Road, Glenside, Montgomery County. The shippers, Goodyear Tire & Rubber Co., Carlisle, Cumberland County and Billy Penn Corporation, city and county of Philadelphia, will be served by these terminals. Applicant's available fleet consists of fifty (50) tractors, seventy-five (75) flatbed trailers and one hundred (100) van trailers. Applicant employs two dispatchers and clerical support personnel at each terminal.

Applicant's fleet is inspected monthly at Hunter's Garage in Maitland, Mifflin County. The drivers' daily write-ups for inspection and repair are also serviced there. Four times each year, applicant conducts safety meetings with its drivers. Equipment is dispatched by telephone and communications with shippers is by phone. An unaudited balance sheet submitted by the applicant shows total assets of \$41,571,000 with total liabilities of \$23,638,000 leaving stockholders' equity of \$17,933,000. An income statement shows total net income for the first three months of 1991 to be \$336,000.

Eric Hersh, controller of Billy Penn Corporation submitted a verified statement on its behalf. Billy Penn is engaged in the business of manufacturing and selling residential metal building products such as downspouts, gutters, heating-ventilating-air conditioning (HVAC) products and accessories thereto. Billy Penn requires the transportation of four full truckloads of residential metal building products each week, using vans. Movements will originate at its warehouse in the city of Philadelphia. The destination points are over two hundred retail lumber yards at points throughout the Commonwealth of Pennsylvania. Each truckload involves up to ten stops for delivery at various lumber yards. Damaged or rejected merchandise is returned to the shipper.

Louis R. Macedo, warehouse manager of Goodyear Tire & Rubber Co., Carlisle, Cumberland County, submitted a verified statement on its behalf. Goodyear ships roofing materials, adhesives, screws, flashings and fasteners on flatbed equipment. The roofing materials and accessories are distributed from this facility to points throughout Pennsylvania. Goodyear requires the transportation of six to seven full truckloads of roofing materials and accessories each week. Among the destination points are Philadelphia, Pittsburgh, Milford, Concordville, McKees Rock, New Castle, Greensburg, Bethlehem, Washington, Altoona, Duncansville, Ambridge, Bakerstown, Beaver Falls, Roaring Springs, West Mifflin and Cheswick. Shipments often require multiple stops enroute to the final destination. Damaged and rejected merchandise is returned to the shipping point.

A review of the record shows that the applicant has the ability, equipment, experience and fitness necessary to provide the proposed service. The supporting shipper has demonstrated a need for the services of the applicant.

We find:

1. That the applicant currently operates pursuant to a common carrier certificate granted July 1, 1987.

2. That the applicant has the equipment, experience and fitness necessary to provide the proposed service; THEREFORE,

IT IS ORDERED: That the application be and is hereby approved, and that the certificate issued on July 1, 1987, as amended, be further amended to include the following rights:

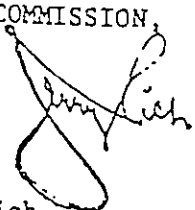
1. To transport, as a Class D carrier, roofing materials and roofing accessories from the facilities of Goodyear Tire & Rubber Co., in the borough of Carlisle, Cumberland County, to points in Pennsylvania;
2. To transport, as a Class D carrier, metal building products from the facilities of Billy Penn Corporation, in the city and county of Philadelphia, to points in Pennsylvania.

IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it shall have complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of the Commission relative to the filing and acceptance of a tariff establishing just and reasonable rates.

IT IS FURTHER ORDERED: That the authority granted herein, to the extent that it duplicates authority now held by or subsequently granted to the carrier, shall not be construed as conferring more than one operating right.

IT IS FURTHER ORDERED: That in the event the applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

BY THE COMMISSION,


Jerry Rich
Secretary

(SEAL)

ORDER ADOPTED: August 1, 1991

ORDER ENTERED: August 2, 1991

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held November 5, 1992

Commissioners Present:

David W. Rolka, Chairman
Joseph Rhodes, Jr., Vice-Chairman
Wendell F. Holland, Commissioner

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: 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.

A-00107087
F. 1
Am-C

Mette, Evans & Woodside by Lloyd R. Persun for the applicant.

ORDER

BY THE COMMISSION:

This matter comes before the Commission on an application filed June 11, 1992. Public notice of the application was given in the Pennsylvania Bulletin of July 4, 1992 and no protests were received.

The unopposed application is certified to the Commission for its decision without oral hearing. The record consists of verified statements entered by the applicant and three (3) supporting parties.

Independent Freightway, Inc. (applicant or Freightway) is a corporation of the State of Delaware with Pennsylvania facilities located at Beavertown, Snyder County and Coatesville, Chester County. Both facilities are located less than one-half hour's drive from the three supporting shippers herein. At each terminal applicant employs two dispatchers, a receptionist and support clerical personnel. Freightway's fleet available in Pennsylvania consists of 120 van trailers, 180 flatbed trailers and 300 tractors. A comprehensive safety and maintenance program is in effect.

The balance sheet of the applicant for the period ended December 1991 shows total current assets of \$39,322,000, total assets of \$46,117,000, total current liabilities of \$11,151,000, long-term debt of \$12,023,000, total equity of \$20,540,000 and total liabilities of \$25,577,000. The statement of income and expenses for the same period of time shows total revenue of \$158,656,000, cost of operations totaling \$142,919,000, an operating profit of \$7,616,000 was reported, and a net income of \$2,943,000 was shown.

Beavertown Cast Stone, Inc. (supporting shipper or Beavertown) is a manufacturing plant located in Franklin Township, Snyder County, engaged in the manufacture of architectural and structural precast concrete units. These units consist principally of columns, double T's, copings and facia. The supporting shipper manufactures the precast concrete units to customer specifications. As part of Beavertown's contract with its customers, it is required to deliver the units to construction sites. Beavertown is downsizing its fleet as it wants to get out of the trucking business. Beavertown was required to make deliveries of its product during 1991 on 251 days. These shipments involved 923 separate full truckloads on drop deck trailers and flatbed trailers. During 1992 the same level of traffic has continued and is expected to continue hereafter. It is anticipated that Beavertown will tender applicant approximately two (2) full truckloads per day. Transportation is required from the

supporting shipper's plant in Franklin Township, Snyder County to construction sites located throughout Pennsylvania. Representative points of destination include: Norristown, Philadelphia, Chester, Levittown, West Chester, Reading, Allentown, Scranton, Wilkes-Barre, Lancaster, Williamsport, State College, Altoona, Johnstown, Milton and Hazleton.

Betz Laboratories, Inc. (supporting shipper or Betz) is engaged in the business of manufacturing and selling industrial water treatment chemicals. Betz maintains plant and warehouse facilities in Middletown Township, Bucks County. The industrial water treatment chemicals must be delivered to the customers in containers. The containers are polytanks (plastic) and stainless steel tanks; each container holds approximately 300 gallons of product. Betz's private fleet is inadequate to meet its demands to its customers. The supporting shipper will tender applicant three to four (3-4) full truckloads per week. Betz requires flatbed trailers because it is easy to load and unload without a loading dock. Forklifts simply remove the product from the flatbed. Traffic will originate from Betz's plant and warehouse in Middletown Township, Bucks County, destined to such customers in Pennsylvania as steel mills, paper mills, hospitals and electricity generating plants. Representative points of destination include: Saint Marys, DuBois, Erie, Pittsburgh, Altoona, York, Allentown, Scranton, Wilkes-Barre, Philadelphia, Steelton and Monongahela.

Renaissance Nutrition, Inc. (supporting shipper or RNI) is engaged in the business of manufacturing and selling feed grade pre-mixes for livestock. RNI's feed grade pre-mixes are manufactured at the plant of Precise Agri-Products, Inc. (PAP) which is located in the borough of Middle Creek (sic), Snyder County. The supporting shipper requires the transportation of its product from PAP's plant to customers located in Pennsylvania which include RNI's distributors, large farms and feed mills. RNI requires the transportation of grade pre-mixes delivered in bags each holding approximately 50 pounds of product. Each movement consists of a flatbed fully underload. During the summer, applicant will be tendered three to four (3-4) outbound movements per week; during the fall, four to six (4-6) movements per week. Representative points of destination include: Butler, Carlisle, Ephrata, Philipsburg, Slippery Rock, Thompsontown, Tyrone, Hanover and Loganton. RNI also requires inbound movement to PAP's plant consisting of vitamins and minerals in bags, not in bulk. Service is required from RNI's suppliers located in the borough of Braddock, Allegheny County and the borough of Lititz, Lancaster County. These vitamins and minerals are ingredients used in the manufacture of RNI's feed grade pre-mixes. On the inbound movement applicant will be tendered four (4) flatbed loads per month.

DISCUSSION AND FINDINGS

Independent Freightway, Inc. is a common carrier currently certificated by this Commission to transport generally, under 49 grants of authority, various commodities for numerous shippers to and from their facilities located throughout Pennsylvania. Applicant seeks the additional rights to transport specific commodities from the facilities of two shippers and from and to named facilities for a third shipper. The application was published in the Pennsylvania Bulletin and no protests were filed.

Beavertown Cast Stone, Inc. and Betz Laboratories, Inc., supporting shippers, are both manufacturers requiring the transportation of specifically named commodities from their facilities to points in Pennsylvania. These two (2) shippers have demonstrated a requirement for the service as proposed under rights captioned (1) and (2).

Renaissance Nutrition, Inc., supporting shipper, states it is a manufacturer and seller, requiring the transportation of its commodities in bags to and from the plant of Precise Agri-Products, Inc. (PAP), located in the borough of Middle Creek, Snyder County. In this instance, the supporting shipper is not giving support for service from its facilities. It is supporting service from the facilities of another business. As Renaissance Nutrition, Inc. is the supporting shipper and all service will be performed "for" it, we shall modify the grant of authority to read "for Renaissance Nutrition, Inc." from and to the facilities of Precise Agri-Products, Inc.

Renaissance Nutrition, Inc. sets forth in its verified statement that service is required from the plant of PAP, which is located in the borough of Middle Creek, Snyder County. By letter dated October 15, 1992, applicant verifies that PAP's facilities are located in the township of Middlecreek, Snyder County, as captioned.

Independent Freightway, Inc. has amply demonstrated a need for the service as modified. Applicant has the ability, experience and equipment to provide the service. Approval of the application as modified is in the public interest and is necessary for the accommodation and convenience of the public.

We find that:

1. Applicant currently operates pursuant to a common carrier certificate issued by the Commission on July 1, 1987, with amendments thereto.

2. Two (2) of the supporting shippers have demonstrated a need for the service as proposed.

3. The support of the third shipper, RNI, indicates that service will be rendered "for" it but from the facilities of another business; therefore, the authority should be modified to read "for RNI".

4. Applicant has the equipment, experience and fitness necessary to render the service as modified.

5. The evidence of record establishes necessity for the service as modified.

6. The applicant has established that approval of the application, as modified, is necessary for the accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the application be and is hereby approved, as modified, and that the certificate issued on July 1, 1987 as amended, be further amended to include the following rights:

To transport, as a Class D carrier, 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.

To transport, as a Class D carrier, industrial water treatment chemicals from the facilities of Betz Laboratories, Inc., located in the township of Middletown, Bucks County, to points in Pennsylvania.

To transport, as a Class D carrier, feed grade pre-mixes for livestock in bags, not in bulk, for Renaissance Nutrition, Inc., from the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County, to points in Pennsylvania.

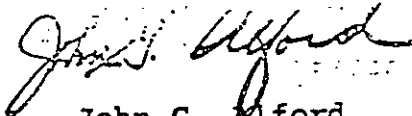
To transport, as a Class D carrier, vitamins and minerals in bags, not in bulk, for Renaissance Nutrition, Inc., from points in the borough of Braddock, Allegheny County and the borough of Lititz, Lancaster County to the facilities of Precise Agri-Products, Inc., located in the township of Middlecreek, Snyder County.

IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it shall have complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of the Commission relative to the filing and acceptance of a tariff establishing just and reasonable rates.

IT IS FURTHER ORDERED: That the authority granted herein to the extent that it duplicates authority now held by or subsequently granted to the applicant, shall not be construed as conferring more than one operating right.

IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

BY THE COMMISSION,



John G. Alford
Secretary

(SEAL)

ORDER ADOPTED: November 5, 1992

ORDER ENTERED: . NOV 13 1992

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17105-3265

Public Meeting held June 2, 1994

Commissioners Present:

David W. Rolka, Chairman
Joseph Rhodes, Jr., Vice-Chairman
John M. Quain
Lisa Crutchfield
John Hanger

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, for Owens-Corning Fiberglass Corporation, between points in Pennsylvania; subject to the following condition: That no right, power or privilege is granted to transport petroleum products, in bulk, in tank vehicles: SO AS TO PERMIT the transportation of (1) mining equipment from the facilities of Steel Systems Installation, Inc., located in the borough of Quarryville, Lancaster County, to points in Pennsylvania, and return; and (2) steel joists from the facilities of New Columbia Joist Co. located in the township of White Deer, Union County, to points in Pennsylvania, and return.

A-00107087
F. 1
Am-F

Lloyd R. Persun for the applicant.

O R D E R

BY THE COMMISSION:

This application was filed January 14, 1994. Public notice of the application was given in the Pennsylvania Bulletin of February 19, 1994. There were no protests and the record, which consists of statements entered by the applicant and the supporting shippers, is now certified to the Commission for its decision without oral hearing.

The applicant, Independent Freightway, Inc., is a Delaware corporation with terminals located in Coatesville, Chester County and Beavertown, Huntingdon County. Applicant's available fleet consists of 300 tractors, 120 van trailers and 180 flatbed trailers. Applicant employs two dispatchers and clerical support personnel at each terminal.

Applicant's fleet is inspected monthly. Drivers' daily write-ups for inspection and repair are submitted. Four times each year, applicant conducts safety meetings with its drivers. Equipment is dispatched by telephone and communications with shippers is by phone. An unaudited 1993 I.C.C. report Form M submitted by the applicant shows total assets of \$64,657,830 with total liabilities of \$35,411,874 leaving stockholders' equity of \$29,245,956. An income statement shows total net income for 1993 to be \$4,940,374.

Dwight Kauffman, manager of Steel Systems Installation, Inc., (Steel Systems), Quarryville, Lancaster County, entered a statement in support of the applicant. Steel Systems manufactures mining equipment which includes conveyors, screen towers, crusher bases, chutes and bends. This equipment is used to mine limestone. Shipments are made to points such as: Annville, Lebanon County, Tamaqua, Schuylkill County, Devalt, Chester County, Lancaster, Lancaster County and western Pennsylvania points. Damaged or rejected shipments are also returned to the point of origin. Applicant's service is needed to supplement carriers now used. Current carriers cannot respond on short notice and do not always have adequate equipment available. Applicant presently serves Steel Systems in interstate service and provides satisfactory service.

Edward Zakszeski, traffic manager of New Columbia Joist Co., (New Columbia), submitted a statement in support of the applicant. New Columbia maintains manufacturing facilities in White Deer Township, Union County. New Columbia ships steel joists averaging 48 feet in length. Shipments are made to points throughout Pennsylvania represented by 25 points in 19 counties listed by the shipper. Damaged or rejected shipments are also returned to the point of origin. Applicant's service is needed to supplement the carriers currently utilized. These carriers do not always have adequate equipment available and are not available on less than 24 hours' notice. The applicant currently serves New Columbia in interstate commerce and provides satisfactory service.

DISCUSSION AND FINDINGS

The shipper's statement sets forth a need to return damaged or rejected steel to its origin point. The application reads "and return". The term "and return" in the authority is unnecessary as 52 Pa. Code §31.37 authorizes all property carriers to transport refused, rejected or damaged shipments, in a return move, to the point of origin. Therefore, the words "and return" will be eliminated from the authority herein granted.

We find:

1. That the applicant currently operates pursuant to a common carrier certificate granted July 1, 1987.
2. That the authority granted be modified to remove the term "and return".
3. That the applicant has the equipment, experience and fitness necessary to provide the proposed service as modified.

4. Approval of the application as modified, is necessary for the accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the application as modified, be and is hereby approved, and that the certificate issued on July 1, 1987 as amended, be further amended to include the following right:

To transport, as a Class D carrier:

- (1) mining equipment from the facilities of Steel Systems Installation, Inc., located in the borough of Quarryville, Lancaster County, to points in Pennsylvania,
- (2) steel joists from the facilities of New Columbia Joist Co. located in the township of White Deer, Union County, to points in Pennsylvania.

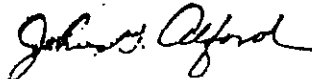
IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted in this application until the following is submitted to the Commission:

1. a tariff establishing just and reasonable rates.

IT IS FURTHER ORDERED: That the authority granted herein to the extent that it duplicates authority now held by or subsequently granted to the applicant, shall not be construed as conferring more than one operating right.

IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

BY THE COMMISSION,



John G. Alford
Secretary

(SEAL)

ORDER ADOPTED: June 2, 1994

ORDER ENTERED: JUN 9 1994



B

SCHEDULE 100 — BALANCE SHEET — ASSETS

LINE NO.	ACCOUNT (a)	RESPONDENT ONLY		CONSOLIDATED	
		BALANCE CLOSE OF YEAR (b)	BALANCE BEGINNING OF YEAR (c)	BALANCE CLOSE OF YEAR (d)	BALANCE BEGINNING OF YEAR (e)
1	1010-1030 Cash, deposits and temporary investments	\$	\$	\$	\$
2	1111 Notes receivable; Officers, stockholders & employees				
3	1112 Notes receivable; Others				
4	1120 Receivable from affiliated companies	24,642,108	23,791,209		
5	1130 Accounts receivable customer and interline (net)	26,039,953	18,788,495		
6	1133 Accounts receivable; Officers, stockholders & empl.				
7	1132-1138 Accounts receivable, all other	3,852,815	3,278,898		
8	1140 Prepayments	862,355	422,817		
9	1151-1160 Materials, supplies and other current assets				
10	1170 Deferred income tax charges				
11	TOTAL CURRENT ASSETS	55,397,231	46,281,419		
12	1211-1245 Carrier operating property	8,545,540	7,633,180		
13	1214-1244 Less: Accumulated depreciation	(2,723,012)	(3,510,815)		
14	1251 Carrier operating property—leased to others				
15	1252 Less: Accumulated depreciation	()	()	()	()
16	1261 Property used in other than carrier operations				
17	1262 Less: Accumulated depreciation & amortization	()	()	()	()
18	TOTAL TANGIBLE PROPERTY	5,822,528	4,122,365		
19	1310-1342 TOTAL INTANGIBLE PROPERTY (GOODWILL)	3,218,071	4,608,448		
20	1410 Investments and advances—affiliated companies				
21	1420 Undistributed earnings—certain investments in affiliated companies				
22	1430-1451 Investments & advances—Other				
23	NET-INVESTMENTS AND ADVANCES				
24	1512 Deferred debts	220,000	220,000		
25	1520 Accumulated deferred income tax charges				
26	1551 Clearing accounts				
27	TOTAL DEFERRED CHARGES	220,000	220,000		
28	TOTAL ASSETS	64,657,830	55,232,232		

Motor Carrier Annual Report M
EXHIBIT "B"

ICC Auth. No. 161864

Year 19 93

SCHEDULE 100 — BALANCE SHEET — LIABILITIES

LINE NO.	ACCOUNT (a)	RESPONDENT ONLY		CONSOLIDATED	
		BALANCE CLOSE OF YEAR (b)	BALANCE BEGINNING OF YEAR (c)	BALANCE CLOSE OF YEAR (d)	BALANCE BEGINNING OF YEAR (e)
29	2010 Notes Payable & Matured Obligations	\$	\$	\$	\$
30	2021 Payables to affiliated companies	916,000	870,000		
31	2031 Accounts payable officers, stockholders & empls.				
32	2032-2034, 2051 Accounts— Interline, empl, withholdg, COD's, other	5,697,639	3,820,118		
33	2041 Salaries and wages payable	1,242,042	1,205,189		
34	2110-2120 Accrued taxes				
35	2130-2150 Other current & accrued liabilities	7,673,268	6,033,609		
36	2161 Current equipment obligations and other debt	799,000	464,000		
37	2172-2181 Estimated liabilities accrued	2,206,991	2,225,855		
38	2190 Deferred income tax credits				
39	TOTAL CURRENT LIABILITIES	18,534,940	14,618,771		
40	2310 Advances payable— Affiliated companies	12,023,000	12,023,000		
41	2320 Other advances payable				
42	2331-2341 Other long-term debt due after one year—Fixed rate		0		
43	2331-2341 Other long-term debt due after one year—Floating rate				
44	2412-2511 Deferred credits & estimated liabilities	4,853,934	4,058,879		
45	2420 Accumulated deferred income tax credits				
46	TOTAL LIABILITIES	35,411,874	30,700,650		
47	2530 Equity of minority stockholders of subsidiaries	XXX	XXX		
48	2611 Capital stock—preferred				
49	2612-2621 Capital stock—common	1000	1000		
50	2631-2641 Additional paid in capital	13,387,000	13,387,000		
51	2651-2655 Retained earnings & net unrealized loss on securities	15,857,956	11,143,582		
52	2661 Less—Treasury stock				
53	2711-2811 Proprietary or Partnership Capital			XXX	XXX
54	TOTAL OWNERS' EQUITY OR CAPITAL	29,245,956	24,531,582		
55	TOTAL LIABILITIES AND EQUITY	64,657,830	55,232,232		
	SCHEDULE 200—STATEMENT OF CHANGES IN TOTAL OWNERS'S EQUITY				
1	Balance at Beginning of Year	11,143,582	7,036,667		
2	Prior Period Adjustments to Beginning Balance (PURCHASE ACCOUNTING)	(226,000)			
3	Capital Stock Issued				
4	Net Income (Loss)	4,940,374	4,106,915		
5	Dividends				
6	Other (Please itemize)				
7					
8	Balance at the End of Year	15,857,956	11,143,582		

NOTE: This schedule should include all elements of owners' equity including proprietor capital, common and preferred stock, capital surplus and retained earnings.

Motor Carrier Annual Report M

ICC FILE NO. 161864

YEAR 19 93

SCHEDULE 300 — STATEMENT OF OPERATIONS

LINE NO.	ACCOUNT (a)	RESPONDENT (b)	CONSOLIDATED (c)
1	3100 Freight revenue—Intercity common carrier	\$210,081,058	\$
2	3200 Freight revenue—Intercity contract carrier		
3	3300 Freight revenue—Local cartage		
4	3400 Intercity transportation for other motor carriers	8,801,320	
5	3900 Other operating revenue		
6	3990 Private carriage & CIH revenues		
7	3100-3900 Household goods carrier operating revenue		
8	TOTAL OPERATING REVENUES	218,882,378	
9	4000-5900 Carrier operating expenses		
10	4100-8900 Household goods carrier operating expense		
11	TOTAL OPERATING EXPENSES	208,575,185	
12	NET CARRIER OPERATING INCOME	10,307,193	
13	8100/9100 Income from noncarriers operations—credit		
14	8100/9100 Expense from noncarriers operations—(debit)		
15	8210-8220/ 9210-9220 Interest and dividend income		
16	8310-8320/ 9310-9320 Lease of distinct operating unit—net (debit) credit		
17	8410-8445/ 9410-9445 Other nonoperating income (deductions)	(86,377)	
18	8510-8540/ 9510-9540 Non-operating gains (losses) on disposition of assets, land, and structures		
19	8600/9600 Interest & Amortization of debt discount exp. & premium	(1,947,442)	
20	TOTAL OTHER INCOME (EXPENSE)	(2,033,819)	
21	ORDINARY INCOME BEFORE TAXES	8,273,374	
22	8710/9710 Income taxes currently payable—Federal	2,663,000	
23	8720-8730/ 9720-9730 Income taxes currently payable—State & Other	397,000	
24	8740/9740 Deferred taxes	273,000	
25	Deferred Investment Tax Credit, if applicable		
26	Amortization of Investment Tax Credit, if applicable		
27	TOTAL PROVISION FOR INCOME TAX	3,333,000	
28	ORDINARY INCOME (LOSS) AFTER TAXES	4,940,374	
29	Earnings (Losses) App. to Minority Stockholders or Subsids.		
30	Equity in Undistributed Earnings (Losses) of Affiliates		
31	8750-8755/ 9750-9755 Gain or (loss) on discontinued segments		
32	Income/(Loss) before extraordinary losses and accounting changes (Line 28 plus/minus 29, 30 & 31)		
33	8810-8850/ 9810-9850 Extraordinary Items (Net) + Income Taxes on Extr. Items		
34	8851/9851 Provisions for deferred taxes—extraordinary items		
35	8860/9860 Cumulative effect of changes in accounting principles		
36	TOTAL EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
37	NET INCOME (LOSS)	4,940,374	
38	OPERATING RATIO (L. 11 ÷ L. 8)	95.29	

Note: Include HHG accounts 4300 and 4400 on lines 13 and 14.

SCHEDULE 400 — OPERATING EXPENSES (Respondent only)

This schedule shall be completed by all respondents except those respondents opting to complete Schedule 500. Household goods operating expenses shall be reported on Schedule 400HG.

LINE NO.	ACCOUNT (a)	TOTAL (b)
1	4100 Total salaries—Officers & supervisors	\$
2	4200/4300 Total wages and misc paid time off—Others	7,776,881
3	4450 —Pension and retirement plans	127,421
4	4460 —Health & welfare expenses	622,268
5	4410-4490 —Other fringes	572,548
6	4400 Total fringe benefits	1,322,237
7	4510/4520 —Fuel, oil & lubricants for motor vehicle	0
8	4530 —Vehicle parts	0
9	4540 —Outside maintenance	1,373,560
10	4550 —Tires & tubes	677,483
11	4590 —Other operating supplies & expenses	357,645
12	4500 Total operating supplies & expenses	2,408,688
13	4600 Total general supplies and expenses	16,908,619
14	4700 Total operating taxes and licenses	,185,371
15	4810 —Liability & property damage insurance	3,817,638
16	4820 —Cargo loss and damage insurance	959,828
17	4830-4890- —Other insurance expense	(439,260)
18	Total insurance expense	4,338,206
19	5110/5120 Total communication & Utilities	1,571,947
20	5310-5370 —Depreciation—Building, structures & improvements	7,145
21	5320 —Depreciation—Revenue equipment	1,041,764
22	5330-5360/5380 —Depreciation—Other property	149,792
23	5390 —Amortization	0
24	5300 Total Depreciation and amortization	1,198,701
25	5410-5430 —Vehicle rents—Motor carriers	169,025,094
26	5440/5480 —Other purchased transportation/Allowances	3,260,881
27	5490 —Equipment rents—Credits	(3,894,984)
28	5400 Total Equipment rents and purchased transportation	168,390,991
29	5500 Total building rents and office equipment rents	979,636
30	5700 Total (gain)/loss on disposal of operating assets	(60,978)
31	5900 Total miscellaneous expenses	3,554,886
32	Grand total—Operating expenses	208,575,185

My

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Application of : Application Docket No.
Independent Freightway, Inc. : A.00107087, F.l, Am-G

AFFIDAVIT

STATE OF INDIANA :
: SS:
COUNTY OF ELKHART :

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INFO. CONTROL DIV

EDWARD M. FOY, being duly sworn according to law,
deposes and says:

1. He is an adult individual who is employed by Bristol Corporation (Bristol) as its Traffic Manager. Bristol is an Indiana corporation which maintains a manufacturing plant at 88 Newport Road in the Borough of Leola, Lancaster County, Pennsylvania. Bristol is authorized to do business in Pennsylvania.

2. He is authorized to make this affidavit on behalf of Bristol and is responsible for its transportation needs at its Leola plant. His duties as Traffic Manager include traffic management and arranging for transportation of plastic pipe which Bristol at its Leola plant manufactures to its customers'

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FOLDER**

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APPLICATION DOCKET
OCT 26 1994
ENTRY No. *[Signature]*

specifications. Many such customers are located inside Pennsylvania. Bristol ships directly to them.

3. The plastic pipe is manufactured in three different lengths -- 10 feet, 13 feet and 20 feet -- as required by the customers. It must be shipped by flatbed.

4. Bristol proposes to offer Applicant approximately two trailer loads per day. Traffic will be required daily Monday through Friday of each week. All movements will originate at Bristol's plant in the Borough of Leola, Lancaster, Pennsylvania. The destination points are detailed on Exhibit "A" attached hereto and made a part hereof. Bristol also desires the return of damaged or rejected plastic pipe to its origin point. The transportation must be available on short notice.


5. Bristol presently is attempting to use its own equipment to satisfy its transportation needs. However, its fleet and drivers are not sufficient to satisfy those needs. The fleet consists of just three tractors and three trailers. This fleet simply is not sufficient to handle Bristol's transportation needs. For this reason, Bristol supports this application.

6. Bristol presently uses Applicant's transportation services to transport plastic pipe from the Leola plant to points in Maine, Massachusetts, New York, New Jersey, Ohio and Indiana. Bristol is satisfied with the transportation services presently provided by Applicant between points in interstate commerce.

7. Bristol has not supported any other application for permanent, temporary or emergency temporary authority covering all or any part of Applicant's proposed service territory. Bristol's support for this application will not be withdrawn. Immediate need exists for the service which Applicant proposes. That need is expected to continue on a permanent basis.


Edward M. Foy

SWORN TO AND SUBSCRIBED
before me this 14th day
of October, 1994.


Notary Public

My Commission Expires: May 8, 1997

(SEAL)

EXHIBIT "A"

DESTINATION POINTS IN PENNSYLVANIA

Pittsburgh, Allegheny County
Philadelphia, Philadelphia County
York, York County
Harrisburg, Dauphin County
Allentown, Lehigh County
Wilkes-Barre, Luzerne County
Reading, Berks County
Bangor, Northampton County
Lancaster, Lancaster County
Scranton, Lackawanna County
Easton, Northampton County
Chambersburg, Franklin County
Ephrata, Lancaster County
Shamokin, Northumberland County
Gettysburg, Adams County
Pottstown, Montgomery County
Johnstown, Cambria County
Altoona, Blair County
Washington, Washington County
New Castle, Lawrence County
Erie, Erie County
Meadsville, Crawford County
Indiana, Indiana County
East Stroudsburg, Monroe County
Bloomsburg, Lycoming County
Elizabethtown, Lancaster County
Norristown, Montgomery County

EXHIBIT "A"

ORIGINAL

1726 M STREET, NORTHWEST
SUITE 702
TELEPHONE (202) 887-0037
TELECOPIER (202) 833-1219

KAHN AND KAHN
ATTORNEYS AT LAW
WASHINGTON, D. C. 20036

S. HARRISON KAHN (1933-1980)
JEREMY KAHN

LDA

November 23, 1994

John G. Alford, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105

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NOV 29 1994

SECRETARY'S OFFICE
Public Utility Commission

Re: Independent Freightway, Inc.
Docket A-107087, F.3000
Ranger Transportation, Inc.
Docket A-110387, F.3000
**Joint Application for Approval to
Act as Self-Insurers**

Dear Mr. Alford:

The two motor carriers identified above, each of which holds Interstate Commerce Commission authority, also hold Pennsylvania intrastate authority.

These carriers were authorized previously by the Interstate Commerce Commission to self-insure for purposes of bodily injury and property damage coverage and cargo coverage. The carriers have previously submitted to your office information from which your office has recognized their self-insurance status, in its decision entered October 24, 1994.

A condition of the self-insurance authorization is the submission to your office of the quarterly reports filed by these carriers with the Interstate Commerce Commission.

Responsive to that requirement, I am submitting with this letter a copy of the transmittal letter from a Vice President of Landstar System, Inc., the carriers' corporate parent, certifying continuing compliance with self-insurance conditions. I am also transmitting the financial statements for Landstar System, Inc., including its motor carrier subsidiaries, for the third quarter of 1994.

It is believed this information is satisfactory for your purposes. However, if you have any questions or if

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Mr. John G. Alford, Secretary
November 23, 1994
Page 2

you require anything further, your request to the undersigned, counsel for the carriers, shall receive my immediate attention.

Respectfully,



Jeremy Kahn
Counsel for
Landstar System, Inc.

JK:dp

Enc.

cc: Michael L. Harvey, Esq.
Mr. Dennis Owen

Henry H. Gerken
Vice President and
Chief Financial Officer

LANDSTAR

Landstar System, Inc.
First Shelton Place
1000 Bridgeport Avenue
PO Box 898
Shelton, CT 06464-0898
203 925 2900

November 22, 1994

Interstate Commerce Commission
Washington, D.C.

Re: Poole Truck Line, Inc., et al.
Interstate Commerce Commission
Docket MC-115162

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NOV 29 1994

SECRETARY'S OFFICE
Public Utility Commission

A-00107087F3000

A-00110387F3000

Gentlemen:

By its Orders served January 7 and April 28, 1994, the Interstate Commerce Commission authorized Poole Truck Line, Inc., and its four motor carrier affiliates to self-insure, subject to certain reporting requirements. The Order also required the carrier's corporate parent, Landstar System, Inc., to submit certain financial reports.

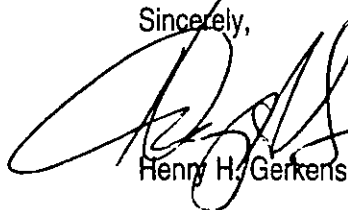
As required by the ICC's decisions, I am submitting with this letter a copy of the Financial Statement of Landstar System, Inc., and its subsidiaries entitled "Consolidated Financial Statements and Consolidating Information," for the Quarter ended September 24, 1994, which includes financial information for both Landstar System, Inc., and its motor carrier subsidiaries.

I also advise the ICC that the motor carrier applicants continue to maintain a combined tangible net worth of at least \$15 million; that the letters of credit filed with the ICC remain in effect; and that neither Landstar nor its motor carrier subsidiaries have defaulted on the terms of any loan agreements.

As Executive Vice President and Chief Financial Officer, I certify that the information in this letter is true and correct. The financial statements have been prepared in the ordinary course of business, and are true and correct to the best of my information, although they are subject to revision.

Should the commission require anything further, any request shall receive my immediate attention.

Sincerely,


Henry H. Gerken

lvs/
Enclosures

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SECRETARY'S OFFICE
Public Utility Commission

A-00107087F3000

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LANDSTAR SYSTEM, INC. AND SUBSIDIARY

**Consolidated Financial Statements and
Consolidating Information**

September 24, 1994

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**LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS**
(Dollars in thousands, except per share amounts)
(Unaudited)

	<u>September 24, 1994</u>	<u>December 25, 1993</u>
<u>Assets</u>		
Current assets:		
Cash	\$ 22,966	\$ 15,120
Trade accounts receivable, less allowance of \$4,938 and \$3,150	120,008	93,084
Other receivables, including advances to independent contractors, less allowance of \$3,537 and \$2,169	7,523	9,675
Inventories	1,378	1,316
Prepaid expenses and other current assets	5,809	5,243
Total current assets	<u>157,684</u>	<u>124,438</u>
Operating property, less accumulated depreciation and amortization of \$30,138 and \$27,589	75,221	57,258
Goodwill, less accumulated amortization of \$3,470 and \$2,798	32,718	33,390
Deferred income taxes and other assets	<u>4,596</u>	<u>4,326</u>
Total assets	<u>\$ 270,219</u>	<u>\$ 219,412</u>
<u>Liabilities and Common Shareholders' Equity</u>		
Current liabilities:		
Cash overdraft	\$ 5,944	\$ 5,599
Accounts payable	32,654	22,007
Current maturities of long-term debt	19,022	11,628
Estimated insurance claims	19,783	16,468
Accrued compensation	11,208	6,829
Other current liabilities	23,347	24,832
Total current liabilities	<u>111,958</u>	<u>87,363</u>
Long-term debt, excluding current maturities	43,021	36,446
Estimated insurance claims	17,144	14,259
Other liabilities	279	590
Common shareholders' equity:		
Common stock, \$.01 par value, authorized 20,000,000 shares, issued 12,871,674 shares	129	129
Additional paid-in capital	61,504	61,504
Retained earnings	36,424	19,361
Cost of 24,041 shares of common stock in treasury	(240)	(240)
Total common shareholders' equity	<u>97,817</u>	<u>80,754</u>
Total liabilities and common shareholders' equity	<u>\$ 270,219</u>	<u>\$ 219,412</u>

See accompanying notes to consolidated financial statements.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(Dollars in thousands, except per share amounts)
(Unaudited)

	Thirty - Nine Weeks Ended		Thirteen Weeks Ended	
	September 24, 1994	September 25, 1993	September 24, 1994	September 25, 1993
Revenue	\$ 704,926	\$ 568,791	\$ 247,599	\$ 200,634
Costs and expenses:				
Purchased transportation	464,510	363,770	164,283	129,326
Drivers' wages and benefits	28,440	27,841	9,314	9,137
Fuel and other operating costs	40,377	41,581	12,898	13,462
Insurance and claims	26,451	23,194	7,897	7,218
Commissions to agents and brokers	43,882	32,789	15,439	11,662
Selling, general and administrative	59,294	48,376	21,072	17,102
Management fee		1,275		
Depreciation and amortization	9,952	9,456	3,420	3,225
Total costs and expenses	672,906	548,282	234,323	191,132
Operating income	32,020	20,509	13,276	9,502
Interest and debt expense	3,104	4,657	1,116	1,113
Income before income taxes	28,916	15,852	12,160	8,389
Income taxes	11,853	7,239	5,017	3,891
Income before extraordinary loss	17,063	8,613	7,143	4,498
Extraordinary loss		(1,830)		
Net income	\$ 17,063	\$ 6,783	\$ 7,143	\$ 4,498
Earnings per share:				
Income before extraordinary loss	\$ 1.33	\$ 0.74	\$ 0.56	\$ 0.37
Extraordinary loss		(0.16)		
Net income	\$ 1.33	\$ 0.58	\$ 0.56	\$ 0.37
Average number of common shares and common stock equivalents outstanding	12,848,000	11,605,000	12,848,000	12,293,000

See accompanying notes to consolidated financial statements.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Thirty-Nine Weeks Ended	
	September 24, 1994	September 25, 1993
OPERATING ACTIVITIES		
Net income	\$ 17,063	\$ 6,783
Adjustments to reconcile net income to net cash provided by operating activities:		
Extraordinary loss		1,830
Depreciation and amortization of operating property	9,280	8,783
Amortization of goodwill	672	673
Other amortization	288	429
Provisions for losses on trade and other accounts receivable	3,235	2,521
Losses (gains) on sales of operating property	87	(1,559)
Deferred income taxes, net	(514)	(472)
Changes in operating assets and liabilities:		
Increase in trade and other accounts receivable	(28,007)	(15,495)
Decrease (increase) in inventories, prepaid expenses and other assets	(564)	1,399
Increase in accounts payable and other liabilities	13,230	340
Increase in estimated insurance claims	6,092	6,897
NET CASH PROVIDED BY OPERATING ACTIVITIES	20,862	12,129
INVESTING ACTIVITIES		
Purchases of operating property	(5,503)	(5,534)
Proceeds from sales of operating property	1,986	1,411
NET CASH USED BY INVESTING ACTIVITIES	(3,517)	(4,123)
FINANCING ACTIVITIES		
Proceeds from sales of common stock and exercise of warrants, net of issuance costs		28,480
Borrowings under new term loan, net of debt issuance costs		18,800
Borrowings under revolving credit facility		6,500
Increase (decrease) in cash overdraft	345	(768)
Retirement of debt and principal payments on borrowings under revolving credit facility, long-term debt and capital lease obligations	(9,844)	(65,644)
NET CASH USED BY FINANCING ACTIVITIES	(9,499)	(12,632)
Increase (decrease) in cash	7,846	(4,626)
Cash at beginning of period	15,120	12,335
Cash at end of period	\$ 22,966	\$ 7,709

See accompanying notes to consolidated financial statements.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES
IN COMMON SHAREHOLDERS' EQUITY
 Thirty-Nine Weeks Ended September 24, 1994
 (Dollars in thousands)
 (Unaudited)

	<u>Common Stock</u>		<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Treasury Stock at Cost</u>		<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			<u>Shares</u>	<u>Amount</u>	
Balance December 25, 1993	12,871,674	\$ 129	\$ 61,504	\$ 19,361	24,041	\$ (240)	\$ 80,754
Net income				17,063			17,063
Balance September 24, 1994	<u>12,871,674</u>	<u>\$ 129</u>	<u>\$ 61,504</u>	<u>\$ 36,424</u>	<u>24,041</u>	<u>\$ (240)</u>	<u>\$ 97,817</u>

See accompanying notes to consolidated financial statements.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The consolidated financial statements include the accounts of Landstar System, Inc. and its subsidiary, Landstar System Holdings, Inc., and reflect all adjustments (all of a normal, recurring nature) which are, in the opinion of management, necessary to a fair statement of the results for the periods presented. Landstar System, Inc. and its subsidiary are herein referred to as "Landstar".

(1) **Management Fee**

The management fee for the 1993 thirty-nine week period included one-time charges in the amounts of \$1,000,000 and \$200,000 for the termination of the consulting and management services agreements with Kelso & Company, Inc. and Alex. Brown & Sons Incorporated, respectively. After deducting related income tax benefits of \$504,000, these charges reduced earnings per share by \$.06 per share.

(2) **Income Taxes**

The provisions for income taxes for the 1994 and 1993 thirty-nine week periods were based on estimated combined full year effective income tax rates of approximately 41% and 46%, respectively, both of which were higher than the statutory federal income tax rate, primarily as a result of state income taxes, amortization of goodwill and the meals and entertainment exclusion.

(3) **Earnings Per Share**

The 1994 earnings per share amounts were based on the weighted average number of common shares outstanding.

The 1993 earnings per share amounts were based on the weighted average number of common shares and warrants outstanding and assumes the 84,444 warrants issued March 1, 1993 were outstanding during the entire 1993 thirty-nine week period.

(4) **Initial Public Offering and Recapitalization**

On March 12, 1993, Landstar completed its Initial Public Offering (IPO) by selling 2,500,000 common shares at an initial price to the public of \$13 per share and received proceeds, net of underwriting discounts and commissions and issuance costs, in the amount of \$28,450,000. In addition, all of the 1,069,640 outstanding Landstar warrants, with a carrying value of \$3,785,000, were exercised at \$.028075 per share, or \$30,000.

On March 12, 1993, Landstar also entered into a credit facility with a syndicate of banks and Chemical Bank, as agent (the "Credit Agreement"). The Credit Agreement provided \$80,000,000 of financing consisting of a \$20,000,000 term loan (the "Term Loan") and \$60,000,000 of revolving credit (the "Revolving Credit Facility"). \$40,000,000 of the total borrowing capacity under the Revolving Credit Facility may be utilized in the form of letter of credit guarantees.

The net proceeds of \$28,450,000 received from the IPO, \$30,000 received from the exercise of the warrants, \$18,800,000 in net proceeds from the Term Loan and short-term borrowings under the Revolving Credit Facility were used to repay \$15,229,000 of outstanding borrowings under a prior credit agreement and redeem or purchase all of Landstar's outstanding \$38,000,000 principal amount 14% senior subordinated notes ("14% Notes"). \$35,000,000 principal amount of the 14% Notes were redeemed on April 12, 1993.

(5) **Extraordinary Loss**

The extraordinary loss of \$1,830,000, or \$.16 per share, in the 1993 thirty-nine week period represented the after-tax loss on the early extinguishment of the 14% Notes.

(6) **Supplementary Earnings Per Share**

If the IPO and the redemption and purchase of the 14% Notes had taken place at the beginning of the 1993 period, net income for the thirty-nine week period would have been \$9,480,000, or \$.77 per share, and the weighted average number of common shares and common stock equivalents outstanding would have been 12,292,000.

(7) **Additional Cash Flow Information**

During the 1994 thirty-nine week period, Landstar paid income taxes and interest of \$12,954,000 and \$3,161,000, respectively, and acquired operating property by entering into capital leases in the amount of \$23,813,000. During the 1993 thirty-nine week period, Landstar paid income taxes and interest of \$3,908,000 and \$5,649,000, respectively, and acquired operating property by entering into capital leases in the amount of \$17,997,000.

(8) **Commitments and Contingencies**

At September 24, 1994, Landstar had commitments for letters of credit outstanding in the amount of \$34,616,000, primarily as collateral for estimated insurance claims.

Landstar is involved in certain claims and pending litigation arising from the normal conduct of business. Based on the knowledge of the facts and, in certain cases, opinions of outside counsel, management believes the resolution of claims and pending litigation will not have a material adverse effect on the financial condition of Landstar.

(9) **Subsequent Event**

On October 7, 1994, Landstar renegotiated its existing Credit Agreement with a syndicate of banks and Chemical Bank, as agent (the "Amended and Restated Credit Agreement"). The Amended and Restated Credit Agreement provides \$150,000,000 of borrowing capacity, consisting of \$100,000,000 of revolving credit (the "Working Capital Facility") and \$50,000,000 of revolving credit available to finance acquisitions (the "Acquisition Facility") \$50,000,000 of the total borrowing capacity under the Working Capital Facility

may be utilized in the form of letter of credit guarantees. The Amended and Restated Credit Agreement expires on October 7, 1999, and may be extended to October 7, 2001 upon Landstar's request and bank approval.

Borrowings under the Amended and Restated Credit Agreement bear interest at rates equal to, at the option of Landstar, either (i) the greatest of (a) the prime rate as publicly announced from time to time by Chemical Bank, (b) the three month CD rate adjusted for statutory reserves and FDIC assessment costs plus 1% and (c) the federal funds effective rate plus 1/2%, or, (ii) the rate at the time offered to Chemical Bank in the Eurodollar market for amounts and periods comparable to the relevant loan plus a margin that is determined based on the level of certain financial ratios. As of October 7, 1994, the margin is equal to 5/8 of 1%. The unused portion of the Amended and Restated Credit Agreement carries a commitment fee determined based on the level of certain financial ratios. As of October 7, 1994, the commitment fee for the unused portion of the Amended and Restated Credit Agreement is 0.225%.

The Amended and Restated Credit Agreement contains a number of covenants that limit, among other things, the payment of dividends, the incurrence of additional indebtedness, the incurrence of operating or capital lease obligations and the purchase of operating property. The Amended and Restated Credit Agreement also requires Landstar to meet certain financial tests. Landstar is required to, among other things, maintain minimum levels of Net Worth, as defined in the Amended and Restated Credit Agreement, and Interest and Fixed Charge Coverages, as therein defined. The Amended and Restated Credit Agreement prohibits the payment of dividends in fiscal year 1994 and limits the payment of dividends for fiscal year 1995 and thereafter to the lesser of (a) 50% of Excess Cash Flow, as therein defined, (b) 25% of Consolidated Net Income, as therein defined, and (c) \$5,000,000, in any fiscal year, with certain restrictions.

The Amended and Restated Credit Agreement provides a number of events of default related to a person or group acquiring 25% or more of the outstanding capital stock of the Company or obtaining the power to elect a majority of the Company's directors.

The Company and each of Landstar System Holdings, Inc.'s ("LSHI") subsidiaries have guaranteed LSHI's obligations under the Amended and Restated Credit Agreement. LSHI and its subsidiaries have granted security interests in its accounts receivable to Chemical Bank for the benefit of the bank syndicate, and LSHI has pledged the stock of each of its subsidiaries to Chemical Bank for the benefit of the bank syndicate.

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
 CONSOLIDATING SCHEDULE OF BALANCE SHEET INFORMATION
 SEPTEMBER 24, 1994
 (Dollars in thousands)
 (Unaudited)

	<u>Landstar</u>	<u>LSHI</u>	<u>RMCS</u>	<u>LTSI</u>	<u>LCSI</u>	<u>Ranger</u>	<u>Gemini</u>	<u>Inway</u>	<u>Ligon</u>	<u>Poole</u>	<u>Intermodal</u>	<u>Adjustments Eliminations</u>	<u>Total</u>
Assets													
Current assets:													
Cash		\$ 22,891			\$ 6	\$ 48					\$ 21		\$ 22,966
Trade accounts receivable, less allowance						44,710	\$ 8,502	\$ 33,996	\$ 18,225	\$ 14,332	243		120,008
Other receivables, including advances to independent contractors, net		272	\$ 331			1,544	913	2,090	1,382	991			7,523
Inter-company receivables	\$ 3,545				3,602	44,706	3,453	23,048	25,448	31,368		\$ (135,170)	
Inventories									108	1,270			1,378
Prepaid expenses and other current assets		1,862	406			876	262	596	358	1,383	66		5,809
Total current assets	3,545	25,025	737	0	3,608	91,884	13,130	59,730	45,521	49,344	330	(135,170)	157,684
Investment in subsidiaries	94,272	208,482										(302,754)	
Operating property, net		242	20			13,765	63	8,805	7,261	44,994	71		75,221
Goodwill			142			4,688		3,153	5,815	18,920			32,718
Deferred income taxes and other assets		4,047				25			118	318	88		4,596
Total assets	\$ 97,817	\$ 237,796	\$ 899	\$ 0	\$ 3,608	\$ 110,362	\$ 13,193	\$ 71,688	\$ 58,715	\$ 113,576	\$ 489	\$ (437,924)	\$ 270,219
Liabilities and Common Shareholders' Equity													
Current liabilities:													
Cash overdraft		\$ 644	\$ 252			\$ 2,200		\$ 392	\$ 1,354	\$ 1,102			\$ 5,944
Accounts payable			41			17,995	\$ 198	6,452	5,432	2,372	\$ 164		32,654
Current maturities of long-term debt		6,000				2,036		1,620	1,386	7,980			19,022
Estimated insurance claims			533			6,702	575	2,842	3,202	5,929			19,783
Accrued compensation		3,928				1,994	332	1,507	1,280	2,167			11,208
Inter-company payables		130,250	1,492	\$ 107		782	22	1,257	868	36	356	\$ (135,170)	
Other current liabilities		2,912	1,660		\$ 6	6,238	1,426	6,366	2,032	2,707			23,347
Total current liabilities	143,734	3,978	107	6	37,947	2,553	20,436	15,554	22,293	520	(135,170)		111,958
Long term debt, excluding current maturities		10,000				5,989		3,797	3,081	20,154			43,021
Inter-company long-term debt					(84,000)	18,213	6,120	12,023	15,564	32,080			
Estimated insurance claims			522			5,217	432	2,369	2,908	5,696			17,144
Other liabilities									52	227			279
Common shareholders' equity:													
Common stock	\$ 129	3	1			1	1	1	1	1		(9)	129
Additional paid-in capital	61,504	61,290	109		84,000	20,519	6,757	13,387	17,327	51,228		(254,617)	61,504
Retained earnings	36,424	22,856	(3,711)	(107)	3,602	22,476	(2,670)	19,675	4,228	(18,103)	(31)	(48,215)	36,424
Treasury stock	(240)	(87)										87	(240)
Total common shareholders' equity	97,817	84,062	(3,601)	(107)	87,602	42,996	4,088	33,063	21,556	33,126	(31)	(302,754)	97,817
Total liabilities and common shareholders' equity	\$ 97,817	\$ 237,796	\$ 899	\$ 0	\$ 3,608	\$ 110,362	\$ 13,193	\$ 71,688	\$ 58,715	\$ 113,576	\$ 489	\$ (437,924)	\$ 270,219

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATING SCHEDULE OF STATEMENT OF INCOME INFORMATION
FOR THE THIRTY-NINE WEEK PERIOD ENDED SEPTEMBER 24, 1994
(Dollars in thousands)
(Unaudited)

	<u>Landstar</u>	<u>LSHI</u>	<u>RMCS</u>	<u>LTSI</u>	<u>LCSI</u>	<u>Ranger</u>	<u>Gemini</u>	<u>Inway</u>	<u>Ligon</u>	<u>Poole</u>	<u>Intermodal</u>	<u>Adjustment Eliminations</u>	<u>Total</u>
Revenue:													
Transportation revenue				\$ 17,034		\$ 257,817	\$ 31,416	\$ 187,648	\$ 105,223	\$ 105,588	\$ 200		\$ 704,926
Revenue from affiliates						19,646	98	10,201	10,224	1,772	27	\$ (41,968)	
				<u>17,034</u>		<u>277,463</u>	<u>31,514</u>	<u>197,849</u>	<u>115,447</u>	<u>107,360</u>	<u>227</u>	<u>(41,968)</u>	<u>704,926</u>
Costs and expenses:													
Purchased transportation				17,034		214,129	22,708	151,183	87,893	13,332	199	(41,968)	464,510
Drivers' wages and benefits										28,440			28,440
Fuel and other operating costs						(1,006)	361	4,069	(208)	37,161			40,377
Insurance and claims		\$ 417	\$ 20			9,217	1,135	4,292	4,095	7,273	2		26,451
Commissions to agents and brokers						19,186	3,686	12,744	7,873	388	5		43,882
Selling, general and administrative Management fee	\$ 75	9,096	617			15,452	2,768	13,963	8,686	8,539	98		59,294
	(75)	(9,991)	(1,527)			4,379	540	3,097	1,738	1,839			
Depreciation and amortization		56	8			1,940	11	1,032	961	5,942	2		9,952
Total costs and expenses	<u>0</u>	<u>(422)</u>	<u>(882)</u>	<u>17,034</u>		<u>263,297</u>	<u>31,209</u>	<u>190,380</u>	<u>111,038</u>	<u>102,914</u>	<u>306</u>	<u>(41,968)</u>	<u>672,906</u>
Operating income (loss)	0	422	882	0		14,166	305	7,469	4,409	4,446	(79)	0	32,020
Interest and debt expense		580	52		\$ (5,653)	1,634	417	1,098	1,249	3,727			3,104
Income (loss) before income taxes	0	(158)	830	0	5,653	12,532	(112)	6,371	3,160	719	(79)		28,916
Income taxes (benefit)	63	(239)	354	2	2,051	5,151	108	2,554	1,564	293	(48)		11,853
Equity in earnings of subsidiaries	17,126	17,045										(34,171)	
Net income (loss)	<u>\$ 17,063</u>	<u>\$ 17,126</u>	<u>\$ 476</u>	<u>\$ (2)</u>	<u>\$ 3,602</u>	<u>\$ 7,381</u>	<u>\$ (220)</u>	<u>\$ 3,817</u>	<u>\$ 1,596</u>	<u>\$ 426</u>	<u>\$ (31)</u>	<u>\$ (34,171)</u>	<u>\$ 17,063</u>

LANDSTAR SYSTEM, INC. AND SUBSIDIARY
CONSOLIDATING SCHEDULE OF STATEMENT OF CASH FLOWS INFORMATION
FOR THE THIRTY-NINE WEEK PERIOD ENDED SEPTEMBER 24, 1994
(Dollars in thousands)
(Unaudited)

	<u>Landstar</u>	<u>LSHI</u>	<u>RMCS</u>	<u>LTSI</u>	<u>LCSI</u>	<u>Ranger</u>	<u>Gemini</u>	<u>Inway</u>	<u>Ligon</u>	<u>Poole</u>	<u>Intermodal</u>	<u>Adjustments Eliminations</u>	<u>Total</u>
OPERATING ACTIVITIES													
Net income(loss)	\$ 17,063	\$ 17,126	\$ 476	\$ (2)	\$ 3,602	\$ 7,381	\$ (220)	\$ 3,817	\$ 1,596	\$ 426	\$ (31)	\$ (34,171)	\$ 17,063
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:													
Equity in undistributed earnings of subsidiaries	(17,126)	(17,045)										34,171	
Depreciation and amortization of operating property		56	5			1,844	11	967	842	5,553	2		9,280
Amortization of goodwill			3			96		65	119	389			672
Other amortization		180	52			18	5	7	10	16			288
Provision for losses on trade and other accounts receivable						1,009	257	1,428	342	198	1		3,235
Losses (gains) on sales of operating property						(34)		(9)	3	127			87
Deferred income taxes (benefit), net		(9)	92		(1)	(797)	(121)	(592)	(40)	954			(514)
Changes in operating assets and liabilities:													
Decrease (increase) in trade and other accounts receivable		336	29			(9,444)	(3,947)	(7,621)	(5,414)	(1,702)	(244)		(28,007)
Decrease (increase) in inventories, prepaid expenses and other assets		(1,836)	31		1	647	3	1,077	56	(389)	(154)		(564)
Increase (decrease) in accounts payable and other liabilities	(216)	517	588		6	7,089	790	590	2,669	1,033	164		13,230
Increase (decrease) in estimated insurance claims			(40)			2,638	(123)	1,100	2,037	480			6,092
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	<u>(279)</u>	<u>(675)</u>	<u>1,236</u>	<u>(2)</u>	<u>3,608</u>	<u>10,447</u>	<u>(3,345)</u>	<u>829</u>	<u>2,220</u>	<u>7,085</u>	<u>(262)</u>	<u>0</u>	<u>20,862</u>
INVESTING ACTIVITIES													
Purchases of operating property		(82)	(10)			(1,189)	(26)	(1,089)	(370)	(2,712)	(73)	48	(5,503)
Proceeds from sales of operating property						663		77	62	1,232		(48)	1,986
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	<u>(82)</u>	<u>(10)</u>				<u>(526)</u>	<u>(26)</u>	<u>(1,012)</u>	<u>(308)</u>	<u>(1,480)</u>	<u>(73)</u>	<u>0</u>	<u>(3,517)</u>
FINANCING ACTIVITIES													
Increase (decrease) in cash overdraft		198	(40)			(159)	(60)	(706)	722	390			345
Principal payments on borrowings under revolving credit facility, term loan, long-term debt and capital lease obligations		(2,000)				(1,092)		(1,047)	(847)	(4,858)			(9,844)
Increase (decrease) of inter-company account	279	10,712	(1,509)	2	(3,602)	(8,681)	3,431	1,936	(1,787)	(1,137)	356		
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	<u>279</u>	<u>8,910</u>	<u>(1,549)</u>	<u>2</u>	<u>(3,602)</u>	<u>(9,932)</u>	<u>3,371</u>	<u>183</u>	<u>(1,912)</u>	<u>(5,605)</u>	<u>356</u>		<u>(9,499)</u>
Increase (decrease) in cash	0	8,153	(323)	0	6	(11)	0	0	0	0	21	0	7,846
Cash at beginning of period	0	14,738	323	0	0	59	0	0	0	0	0	0	15,120
Cash at end of period	\$ 0	\$ 22,891	\$ 0	\$ 0	\$ 6	\$ 48	\$ 0	\$ 0	\$ 0	\$ 0	\$ 21	\$ 0	\$ 22,966