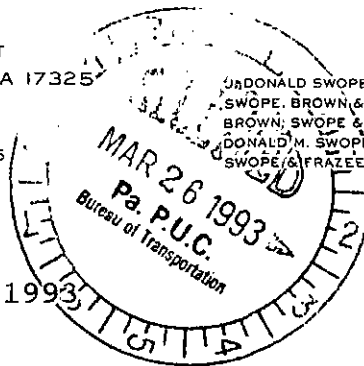


SWOPE, HEISER & McQUAIDE
ATTORNEYS AT LAW
104 BALTIMORE STREET
GETTYSBURG, PENNSYLVANIA 17325

DONALD M. SWOPE (1913-1982)
HENRY O. HEISER, III
ROBERT L. McQUAIDE

ROY A. KEEFER
HAROLD A. EASTMAN, JR.

TELEPHONE (717) 334-2134
FAX NUMBER (717) 334-8065



DONALD SWOPE (1907-1940)
SWOPE, BROWN, & SWOPE (1940-1956)
BROWN, SWOPE & MacPHAIL (1956-1966)
DONALD M. SWOPE (1966-1969)
SWOPE & FRAZEE (1969-1980)

March 24, 1993

Pennsylvania Public Utility Commission
P.O. Box 3265
North Office Building
Harrisburg, PA 17120

A-107072
F.5000

Re: Application for Approval of Transfer of Capital
Stock of Gastley's Moving and Storage, Inc. **MAR 25 1993**

To Whom It May Concern:

RECEIVED
SECRET
Public Utility Commission

I have enclosed for filing with the Pennsylvania Public Utility Commission an original and two copies of an Application for Approval of Transfer of Capital Stock for the above certificated carrier, Gastley's Moving and Storage, Inc. I have also enclosed the filing fee in the form of a certified check made payable to the Commonwealth of Pennsylvania in the amount of \$350.00.

If you should have any questions regarding the foregoing, please do not hesitate to contact me.

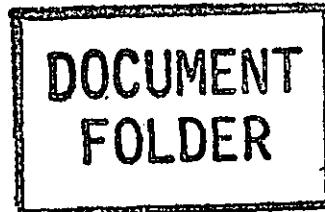
Very truly yours,

SWOPE, HEISER & McQUAIDE

Harold A. Eastman, Jr.

HAE:bls
Enclosures

cc: Harvey C. Gastley
Michael J. Gastley





APPLICATION FOR APPROVAL OF TRANSFER OF CAPITAL STOCK
TRANSPORTATION COMMON CARRIER

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application for approval to transfer
all of the capital stock of
(all or part)
Gastley's Moving and Storage, Inc.
(Name of Certificated Carrier)
held by Harvey C. Gastley
(Name(s) of seller)
to Michael J. Gastley
(Name(s) of buyer)

PUC USE ONLY
Docket No. A. 107072
Folder No. F. 5000

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

REC-
MAR 25 1993

SECRET
Public Utility Commission

1. Gastley's Moving and Storage, Inc.
(Full and correct name of Certificated Carrier)
2. Docket number of Certificated Carrier is A-00107072
3. Seller(s) name is: Harvey C. Gastley
224 Table Rock Road
(Business Street Address) (P. O. Box, if any)
Gettysburg PA 17325 (717) 334-2134
(City) (State) (Zip) (Telephone)

**DOCUMENT
FOLDER**

4. Seller(s) attorney (for this application) is:
Swope, Heiser & McQuaide 104 Baltimore Street, Gettysburg, PA 17325 - (717) 334-2134
(Name) (Address) (Telephone)

5. Buyer(s) name is: Michael J. Gastley
224 Table Rock Road
(Business Street Address) (P. O. Box, if any)
Gettysburg PA 17325 (717) 334-1579
(City) (State) (Zip) (Telephone)

**DOCKETED
APPLICATION DOCKET**
APR 27 1993
ENTRY No. mw

6. Buyer(s) attorney (for this application) is:

Swope, Heiser & McQuaide, 104 Baltimore Street, Gettysburg, PA 17325 - (717) 334-2134
(Name) (Address) (Telephone)

7. Capital Stock of Certificated Carrier:

a) Number of authorized shares: 1,000

b) Par or stated value per share: \$1.00

c) Number of shares outstanding: 500

d) Shareholder(s)	Number held
<u>Harvey C. Gastley</u>	<u>500</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

8. Stock Transaction: None to report.

Seller(s)	#Sold	Buyer(s)	#Bought
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

9. If buyer and/or seller are in control of or affiliated with each other or with any other carrier, state name of carrier(s), docket number(s) and nature of control or affiliation: The buyer, Michael J. Gastley, is the son of the Seller,

Harvey C. Gastley. The buyer is President of Gastley's Moving and Storage, Inc.

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

The consideration for the transfer of capital stock will be nominal. The transfer of capital stock will be a gift from Seller (Father) to Buyer (Son).

11. The consideration will be paid as follows:

N/A. The consideration for transfer of capital stock will be nominal

12. The reason(s) for the proposed transfer is/are:

See attached Exhibit "A".

13. Attach the following to the completed application:

- A statement containing a brief corporate history of the Certificated Carrier, the purpose for which it was created, a description of the service it furnishes to the public and a description of the territory in which it operates. Attached as Exhibit "B".
- Statement of Financial Condition (Income Statement and Balance Sheet) for THE BUYER AND THE SELLER. Attached as Exhibit "C".*
- Sales Agreement (Bilateral) Attached as Exhibit "D".

*As per a telephone conference with Mr. Dave Ehrhart, only a statement of Financial Condition for Gastley's Moving and Storage, Inc. is attached hereto.

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

Buyer sign here:

Michael J. Sney

(each partner must sign)

March 24, 1993

(Date)

(Corporate Seal)

Seller sign here:

Harvey C. Gastley

(Corporate Seal)

THIS MUST BE COMPLETED BY NOTARY PUBLIC
AFFIDAVIT OF SELLER (Natural Person)

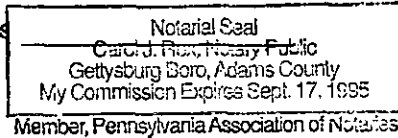
COMMONWEALTH OF PENNSYLVANIA :
: ss:
ADAMS County :

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

Harvey C. Gastley
Signature of Affiant

Sworn and subscribed before me this 24th
day of March 19 93

My Commission Expires



Carol J. Rex
Signature of Official Administering Oath

AFFIDAVIT OF BUYER/SELLER (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

_____, being duly sworn (affirmed) according to law, desposes and says that he is _____ of _____
(Office of Affiant) (Name of Corporation)

that he is authorized to and does make this affidavit for it; and that the facts set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said _____ to be able to prove the
(Name of Corporation)

same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me this _____
day of _____ 19 _____
My Commission Expires _____

Signature of Official Administering Oath

THIS MUST BE COMPLETED BY NOTARY PUBLIC
AFFIDAVIT OF BUYER (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
ADAMS County :

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

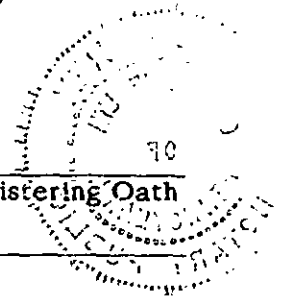
Michael J. Gastley
Signature of Affiant

Sworn and subscribed before me this 24th
day of March 19 93

My Commission Expires

Notarial Seal
Carol J. Rex, Notary Public
Gettysburg Boro, Adams County
My Commission Expires Sept. 17, 1995
Member, Pennsylvania Association of Notaries

Carol J. Rex
Signature of Official Administering Oath



AFFIDAVIT OF CERTIFICATED CARRIER (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

_____, being duly sworn (affirmed) according to law, desposes and says that he is _____ of _____
(Office of Affiant) (Name of Corporation)

that he is authorized to and does make this affidavit for it; and that the facts set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said _____ to be able to prove the
(Name of Corporation)

same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me this _____
day of _____ 19 _____
My Commission Expires _____

Signature of Official Administering Oath

12. The buyer has been actively involved with Gastley's Moving and Storage, Inc. since the business was incorporated in 1986. He is both an officer (President) and an employee of the corporation and is greatly responsible for the growth of the family business. Now, due to the age of the Seller, it is the desire of the parties to transfer all of the capital stock of the corporation to the Buyer to ensure the continuation of the family business and to reward the Buyer for his efforts with regard to the business. The transfer will also protect the Buyer as the business represents his economic livelihood.

EXHIBIT "A"

STATEMENT

Gastley's Moving and Storage, Inc. was incorporated on April 22, 1986 as a Pennsylvania Business Corporation. Generally, the corporation was created for the purpose of having the unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Business Corporation Law of Pennsylvania. Specifically, the corporation was created to engage in business as a common carrier. In 1986, the Public Utility Commission approved the corporation's application at A-00107072 for the transfer of rights formerly held by Harvey C. Gastley at A-0092550. The rights transferred to the corporation were as follows:

"To transport, as a Class B carrier, household goods in use between points in the borough of Gettysburg, Adams County."

"To transport, as a Class D carrier, household goods in use from the borough of Gettysburg, Adams County, to points within two hundred (200) miles by the usually traveled highways of the limits of the said borough, and vice versa."

Since P.U.C. approval and at all times to include the present, the corporation has operated as common carrier consistent with its rights, as stated above, in terms of the service it furnishes to the public and in terms of the territory within which it operates.

EXHIBIT "B"

Gastley's Moving & Storage, Inc.

Financial Statements

(Compilation - Cash Basis)

For the three months and twelve months ended

December 31, 1992

EXHIBIT "C"

CHARLES H. RAFFENSPERGER, CPA
34 West Middle St., Suite #1
Gettysburg, PA 17325

February 4, 1993

To the Stockholders
Gastley's Moving & Storage, Inc.
Gettysburg, PA

I have compiled the accompanying statement of assets, liabilities, and equity - cash basis of Gastley's Moving & Storage, Inc. (a corporation) as of December 31, 1992, and the related statement of revenues, expenses, and retained earnings - cash basis for the three months and twelve months then ended, in accordance with standards established by the American Institute of Certified Public Accountants. The financial statements have been prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues, and expenses. Accordingly, these financial statements are not designed for those who are not informed about such matters.



Certified Public Accountant

GASTLEY'S MOVING & STORAGE, INC.
 STATEMENT OF ASSETS, LIABILITIES AND EQUITY
 DECEMBER 31, 1992

ASSETS		
CURRENT ASSETS		
CASH-ACNB	\$ 2,581.67	
INVENTORY-MATERIALS/SUPPLIES	267.81	

TOTAL CURRENT ASSETS		\$ 2,849.48
PROPERTY AND EQUIPMENT		
TRANSPORTATION EQUIPMENT	\$ 164,961.21	
DEPR-TRANSPORTATION	(148,807.32)	
OFFICE EQUIPMENT	1,537.37	
DEPRECIATION-OFFICE EQUIP	(1,153.45)	
OTHER EQUIPMENT	18,106.96	
DEPR-OTHER EQUIPMENT	(13,829.17)	
LEASEHOLD IMPROVEMENTS	4,253.40	
DEPRECIATION - LEASEHOLD IMPROVEMENT	(433.64)	

TOTAL PROPERTY AND EQUIPMENT		24,615.36
OTHER ASSETS		
PUC RIGHTS	\$ 7,000.00	
INCORPORATION EXPENSE	749.67	
ACCUMULATED AMORTIZATION-ORGANIZ EXP	(749.67)	

TOTAL OTHER ASSETS		7,000.00

TOTAL ASSETS		\$ 34,464.84
		=====

GASTLEY'S MOVING & STORAGE, INC.
 STATEMENT OF ASSETS, LIABILITIES AND EQUITY
 DECEMBER 31, 1992

LIABILITIES AND CAPITAL

CURRENT LIABILITIES			
STATE W/H PAYABLE	\$	(0.34)	
LOCAL W/H PAYABLE		460.17	
OTHER W/H		22.95	
OCCUPATIONAL PRIV W/H		70.00	
ACCRUED CORPORATE INCOME TAXES		(494.00)	

TOTAL CURRENT LIABILITIES	\$		56.78
LONG-TERM LIABILITIES			
INSTALLMENT LOAN PAYABLE	\$	27,255.85	

TOTAL LONG-TERM LIABILITIES			27,255.85

TOTAL LIABILITIES	\$		27,314.63
STOCKHOLDER'S EQUITY			
RETAINED EARNINGS	\$	21,808.82	
CAPITAL IN EXCESS OF PA		3,500.00	
COMMON STOCK		500.00	
NET INCOME OR (LOSS)		(18,658.61)	

TOTAL STOCKHOLDER'S EQUITY			7,150.21

TOTAL LIABILITIES AND CAPITAL	\$		34,464.84
			=====

GASTLEY'S MOVING & STORAGE, INC.
 STATEMENT OF REVENUES AND EXPENSES
 For the Three Months and Twelve Months Ended
 December 31, 1992

	CURRENT PERIOD AMOUNT	PERCENT	YEAR TO DATE AMOUNT	PERCENT
REVENUES				
MOVING INCOME-OTHER	\$ 78,644.33	100.00	\$ 324,847.97	100.00
TOTAL REVENUES	\$ 78,644.33	100.00	\$ 324,847.97	100.00
COST OF SALES				
DIRECT LABOR	\$ 41,305.70	52.52	\$ 143,804.74	44.27
SUBCONTRACTORS	0.00	0.00	7,108.57	2.19
MATERIALS	3,249.73	4.13	8,522.38	2.62
SUPPLIES	0.00	0.00	17.61	0.01
TRANSPORTATION	9,034.64	11.49	44,754.57	13.78
TOTAL COST OF SALES	\$ 53,590.07	68.14	\$ 204,207.87	62.86
GROSS PROFIT	\$ 25,054.26	31.86	\$ 120,640.10	37.14
OPERATING EXPENSES				
ADVERTISING	\$ 1,082.00	1.38	\$ 2,070.00	0.64
UNIFORMS	954.00	1.21	954.00	0.29
DEPRECIATION	6,420.04	8.16	21,314.11	6.56
DUES & SUBSCRIPTIONS	529.00	0.67	979.00	0.30
PROFESSIONAL SERVICES	370.00	0.47	3,135.00	0.97
OFFICE SUPPLIES	234.65	0.30	416.54	0.13
OFFICE WAGES	4,710.00	5.99	16,410.00	5.05
EQUIPMENT REPAIRS	0.00	0.00	5,958.62	1.83
PAYROLL TAXES	3,820.66	4.86	17,166.95	5.28
TELEPHONE	1,475.23	1.86	6,197.05	1.91
TRAVEL AND ENTERTAIN	4,404.16	5.60	4,404.16	1.36
UTILITIES	90.58	0.12	314.27	0.10
EMPLOYEE BENEFITS	2,267.88	2.88	8,059.84	2.48
INSURANCE	8,599.52	10.93	34,828.86	10.72
MISCELLANEOUS	0.00	0.00	1,126.49	0.35
INTEREST	823.37	1.05	3,579.33	1.10
RENT	2,700.00	3.43	10,800.00	3.32
OTHER TAXES	0.00	0.00	1,376.20	0.42
CORPORATE INCOME TAXES	300.00	0.38	320.40	0.10
TOTAL OPERATING EXPENSES	\$ 38,781.09	49.31	\$ 139,410.82	42.92
INCOME FROM OPERATIONS	\$ (13,726.83)	(17.45)	\$ (18,770.72)	(5.78)
OTHER INCOME				
INTEREST INCOME	\$ 0.00	0.00	\$ 112.11	0.03
TOTAL OTHER INCOME	\$ 0.00	0.00	\$ 112.11	0.03
NET INCOME	\$ (13,726.83)	(17.45)	\$ (18,658.61)	(5.74)

See Accountant's Report

AGREEMENT

THIS AGREEMENT made this 24th day of March, 1993, by and between HARVEY C. GASTLEY, 224 Table Rock Road, Gettysburg, Adams County, Pennsylvania, party of the first part, (hereinafter referred to as "Seller") - A N D - MICHAEL J. GASTLEY, of 1149 Mount Hope Road, Fairfield, Adams County, Pennsylvania, party of the second part, (hereinafter referred to as "Buyer").

W I T N E S S E T H:

WHEREAS, Seller is the sole shareholder of Gastley's Moving and Storage, Inc., a certificated carrier under Docket No. A-00107072; and

WHEREAS, Seller holds 500 shares of capital stock in Gastley's Moving and Storage, Inc.; and

WHEREAS, the Seller has agreed to transfer, sell and convey and the Buyer has agreed to purchase all the right, title and interest of said Seller in and to said the 500 shares of capital stock of Gastley's Moving and Storage, Inc.

NOW, THEREFORE, this Agreement witnesseth, that the Seller, for and in consideration of the sum of One Dollar (\$1.00), hereby covenants and agrees to transfer, sell and convey all 500 shares of capital stock of Gastley's Moving and Storage, Inc. unto the Buyer, pursuant to the following terms and conditions:

1. Seller and Buyer shall proceed in due course to secure approval of the Pennsylvania Public Utility Commission for the transfer of capital stock as set forth herein.

2. The parties agree to execute any and all necessary documents and agree to furnish such information as shall be required for the purposes of completing the process of application for approval of transfer of capital stock.

3. Upon approval of the Pennsylvania Public Utility Commission, the Seller shall transfer said 500 shares of capital stock of Gastley's Moving and Storage, Inc. unto the Buyer, pursuant to the terms and conditions of this Agreement.

4. In the event the Pennsylvania Public Utility Commission fails to approve the transfer of capital stock within a reasonable time and said failure is due to no fault of the parties to this Agreement, this Agreement shall be terminated.

IN WITNESS WHEREOF, and intending to be legally bound thereby, the parties have hereunto affixed their respective hands and seals as of the day and year first above written.

WITNESS:

W. A. Eastman, Jr.
W. A. Eastman, Jr.

SIGNATURES:

Harvey C. Gastley (SEAL)
Harvey C. Gastley, Seller
Michael J. Gastley (SEAL)
Michael J. Gastley, Buyer

PENNSYLVANIA PUBLIC UTILITY COMMISSION



RECEIPT

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

SWOPE HEISER & MCQUAIDE
104 BALTIMORE ST
GETTYSBURG PA 17325

Date April 28, 1993

CR 149835 A

DOCUMENT
FOLDER

DOCKETED
MAY 10 1993

In re application of Gastley's Moving & Storage Inc.
A-00107072, F.5000.....\$350.00

DA

Revenue account 001780-017601-102 (ck)

ck 4336 Checks \$350.00 Currency _____

C. Joseph Meisinger
For Department of Revenue

Utility account 50:26

May 14, 1993

IN REPLY PLEASE
REFER TO OUR FILE

■
SWOPE HEISER · MCQUAIDE
ATTORNEY AT LAW
104 BALTIMORE STREET
GETTYSBURG PA 17325
■

In re: A-00107072, F. 5000 - Application of Gastley's Moving
and Storage, Inc.

Dear Sir:

The application of Gastley's Moving and Storage, Inc. has been captioned as attached and will be submitted for review provided no protests are filed on or before June 7, 1993. If protests are filed, you will be advised as to further procedure.

You are further advised that the above application will be published in the Pennsylvania Bulletin of May 15, 1993.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:RP:kmb

cc: Applicant
224 Table Rock Road
Gettysburg, PA 17325

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
MAY 15 1993
ENTRY No. mw

A-00107072, Folder 5000 GASTLEY'S MOVING AND STORAGE, INC. (224 Table Rock Road, Gettysburg, Adams County, PA 17325), a corporation of the Commonwealth of Pennsylvania - stock transfer - for the approval of the transfer of five hundred (500) shares of the issued and outstanding stock from Harvey C. Gastley to Michael J. Gastley. Attorneys: Swope, Heiser and McQuaide, 104 Baltimore Street, Gettysburg, PA 17325.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin MAY 15 1993

BUREAU OF TRANSPORTATION
COMMON CARRIER
April 1993

A-00107072
F. 5000

Application of Gastley's Moving and Storage, Inc., a corporation of the Commonwealth of Pennsylvania, for the approval of the transfer of five hundred (500) shares of the issued and outstanding stock from Harvey C. Gastley to Michael J. Gastley.

MW:11
4/29/93

Application received: 3/26/93
Application docketed: 4/27/93

NH

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
MAY 15 1993
ENTRY No. mw

JUN - 7 1993

Protests due _____