

 **SCOPELITIS**  
GARVIN LIGHT HANSON & FEARY

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Indianapolis, IN 46204

*The full service transportation law firm*

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Fax (317) 687-2414

ANDREW K. LIGHT  
alight@scopecltis.com

February 11, 2015

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**VIA U.S. Mail First Class, Certified**  
**7011 3500 0003 1368 6619**

FEB 11 2015

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
P. O. Box 3265  
Harrisburg, PA 17105-3265

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Re: Graebel/Eastern Acquisition Movers, LLC – Transferee  
Graebel/Eastern Movers, Inc. – Transferor  
Docket No. A-2014-2458611

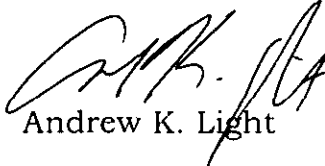
To Whom It May Concern:

In accordance with the attached correspondence, please find enclosed the following additional information requested to be filed in connection with the above pending transfer application:

1. Memorandum of Asset Purchase Agreement – Executed in counterparts.
2. Verification regarding authority to be transferred.

Also enclosed is an extra copy of this letter along with a self-addressed, stamped envelope for your use in acknowledging receipt of this filing. If you have any questions, please contact me or attorney Greg Ostendorf who is also assisting in this matter.

Very truly yours,

  
Andrew K. Light

AKL/sl

Enclosures

cc: Laura McCabe w/enclosures  
David Allen, Jr. w/enclosures

\\G:\sc\sheth\h\W\00028\Graebel Movers, Inc\Graebel Eastern Acquisition Movers\Letter PA PUC - File Memorandum and Verification.doc.docx

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Detroit ■ Spokane ■ Dallas/Fort Worth ■ Milwaukee ■ Philadelphia/Mt. Ephraim

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MEMORANDUM OF  
ASSET PURCHASE AGREEMENT

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

This Memorandum of Asset Purchase Agreement (this "Memorandum") is made as of the 31 day of December, 2014, by and among Graebel/Eastern Acquisition Movers, LLC, a New Jersey limited liability company (the "Purchaser"), and Graebel/Eastern Movers, Inc., a New Jersey corporation (the "Seller").

WHEREAS, the Purchaser and the Seller have entered into that certain Asset Purchase Agreement dated as of December 31, 2014 (the "Purchase Agreement").

WHEREAS, the Purchase Agreement provides that, *inter alia*, the Purchaser will purchase and acquire from the Seller, and the Seller will sell and transfer to the Purchaser, substantially all of the assets of the Seller, including the household goods motor carrier authority in the commonwealth of Pennsylvania, upon the terms and conditions set forth in the Purchase Agreement.

WHEREAS, the Purchaser and the Sellers, by executing this Memorandum and causing a copy of it to be delivered to Pennsylvania Public Utilities Commission (the "Commission"), desire to provide to the Commission evidence of the Purchase Agreement relative to the Purchaser.

WHEREAS, this Memorandum may be executed in any number of counterparts, and each executed counterpart is considered an original document, but all signed counterparts, when taken together, constitute one original document. A party hereto may effectively deliver that party's executed counterpart of this Memorandum by facsimile or by email of a PDF copy.

[Remainder of Page Intentionally Blank, Signature Page Follows]

[Signature Page – Memorandum of Asset Purchase Agreement]

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate/company authority, as applicable, has caused this Memorandum to be executed as of the date first written above in its respective company or corporate name by an officer duly authorized, and hereby authorizes the delivery of a true and correct copy of this Memorandum to the Commission.

“Purchaser”


Graebel/Eastern Acquisition Movers, LLC

By: \_\_\_\_\_

Its: \_\_\_\_\_

“Seller”

Graebel/Eastern Movers, Inc.

By:  \_\_\_\_\_

Its: SECRETARY

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**VERIFICATION**

FEB 11 2015

Docket No. A-2014-2458611

Graebel/Eastern Acquisition Movers, LLC

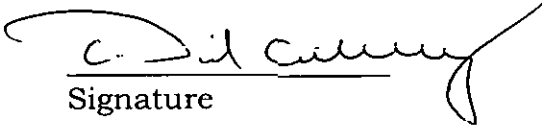
PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Fact Statement: The authority for which approval of transfer is requested in this matter is the authority to transport household goods in use only.

I, C. David Allen, Jr., hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

Date: January 29, 2015

C. David Allen, Jr.,  
Vice President - Graebel/Eastern Movers, LLC

  
Signature

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ASSET PURCHASE AGREEMENT

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

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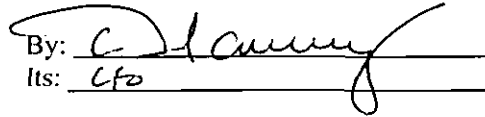
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FEB 11 2015

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

“Purchaser”

Graebel/Eastern Acquisition Movers, LLC

By:   
Its: Cfo

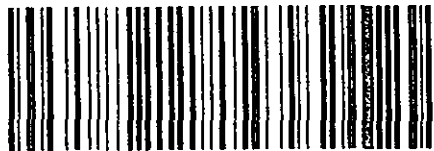
“Seller”

Graebel/Eastern Movers, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

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Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
P. O. Box 3265  
Harrisburg, PA 17105-3265

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