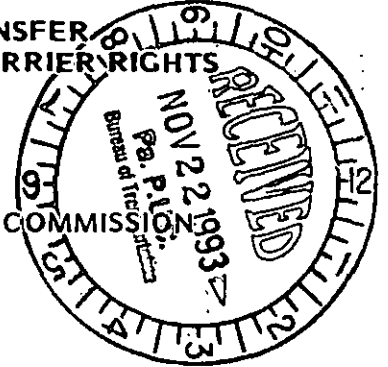


APPLICATION FOR APPROVAL OF TRANSFER
AND EXERCISE OF COMMON OR CONTRACT CARRIER RIGHTS

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION



Application of Charles E. Groff & Sons, Inc.
(Applicant/Transferee-Buyer)

for approval of the transfer and to exercise the right

as a common carrier, described at Docket
(common-contract)

No. A-00109305, Folder No. 1, issued to
Wilbur J. Groff, Terry L. Groff and Kevin E. Groff,
co-partners t/d/b/a Charles E. Groff & Sons
(Transferor-Seller)

for transportation of property
(persons-property)

PUC USE ONLY
Docket No. A-111137
Folder No. _____



SECRETARY'S OFFICE
Public Utility Commission

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. Charles E. Groff & Sons, Inc.
(Full and correct name of applicant/transferee)

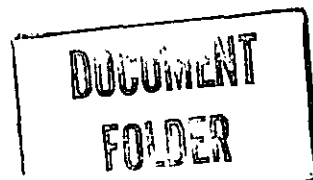
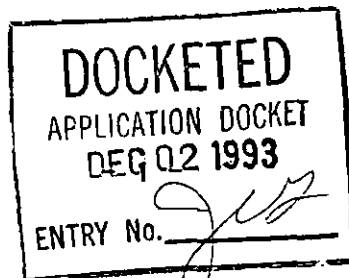
2. _____
(Trade name, if any)

The trade name _____ been registered with the Secretary of the
(has or has not)

Commonwealth on _____ (attach copy of stamped registration form.)
(date)

3. 1806 Harrisburg Avenue _____ PO Box 84
(Business Street Address) (P.O. Box, if any)

Mount Joy Lancaster PA 17552 (717) 653-1357
(City) (County) (State) (Zip) (Telephone)



4. Applicant's attorney (or this application) is:

Jeffrey J. Reich 111 North Lime St., Lancaster, PA 17602 (717) 394-7182
(Name) (Address) (Telephone)

5. Any documents should be mailed to:

Transferee: Charles E. Groff & Sons, Inc. c/o Jeffrey J. Reich (above)
(Name) (Address)

Transferor: Charles E. Groff & Sons c/o Jeffrey J. Reich (above)
(Name) (Address)

6. Applicant does not hold Pa. PUC authority under Docket Number
(does or does not)

A- _____ and operates as a _____ carrier.
(common or contract)

7. Applicant does not hold Interstate Commerce Commission authority
(does or does not)

at Docket No. _____.

8. Applicant is (check one):

Individual.

Partnership. Must attach a copy of the partnership agreement (unless a copy is presently on file with PUC), and list names and addresses of partners below (use additional sheet if necessary).

(Name) (Address)

Corporation. Organized under the laws of the State of Pennsylvania
and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on October 13, 1993 (Attach copy of Certificate of Incorporation or Authority and statement of charter purpose). Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder.

9. If applicant, its stockholders or partnership members are in control of or affiliated with any other carrier, state name of carrier(s), Docket Number(s) and nature of control or affiliation. The Shareholders of the Transferee, namely Wilbur J. Groff and Kevin E. Groff are two of the three partners in the Transferors partnership. The third partner, Terry L. Groff has withdrawn from the Transferor's partnership and has no interest in the transferees.

10. Applicant proposes to acquire all of the operating rights now held (all or part) by transferor. Attach sheet describing rights to be transferred to applicant and rights to be retained by transferor, if any. If any rights are to be omitted, give reasons.

11. The reason for the transfer is Wilbur J. Groff and Kevin E. Groff wish to incorporate the transportation and storage business they now conduct through their partnership.

12a. The following must be attached:

- Sales Agreement.
- List of equipment to be used to render service. (summarize by type)
- Operating authority to be transferred/retained.
- Statement of Financial Condition.
- Statement of unpaid business debts of transferor and how they will be satisfied.
- Statement of safety program.
- Statement of transferee's experience.

b. Attach the following, as appropriate (check those attached):

- Partnership Agreement.
- Trade Name registration certificate.
- Certificate of Incorporation. (Pa. Corporation only)
- Certificate of Authority. (Foreign ((out-of-state)) Corporation only)
- Statement of corporate charter purpose. (corporations only)
- List of corporate officers and stockholders. (corporations only)
- Copy of short form certificate showing date of death of transferor and name of executor or administrator/administratrix.

13. Transferor attests that all general assessments and fines are paid, that no annual reports are due and agrees to continue to render the service which is to be transferred until this application is approved, whereupon transferor will surrender said certificate or permit for cancellation.
14. Transferee agrees to assume and pay any General Assessments that may be made against transferor as a common carrier for any and all operating periods up to the actual date of the transfer.

WHEREFORE, Transferee and Transferor request that the Commission grant the Transfer.

Charles E. Groff & Sons, Inc.

Transferee sign here: By: Wilbur J. Groff 11/18/93
 (each partner must sign) (Date)
 (Corporate Seal) Wilbur J. Groff, President

Charles E. Groff & Sons, a partnership

Transferor sign here: By: Wilbur J. Groff 11/18/93
 (Corporate Seal) Wilbur J. Groff
Kevin E. Groff 11/18/93
 Kevin E. Groff

CONSENT OF FORMER PARTNER

Terry L. Groff, having withdrawn from the transferor partnership, executes this application to affirm his consent as a partner of record with the commission.

Terry L. Groff 11/18/93
 Terry L. Groff

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

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

_____, 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.

Signature of Affiant

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

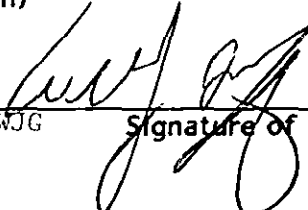
Signature of Official Administering Oath

AFFIDAVIT OF TRANSFEREE / APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
LANCASTER _____ County :

Wilbur J. Groff, being duly sworn (affirmed) according to law,
deposes and says that he is President of Charles E. Groff & Sons, Inc.;
(Office of Affiant) (Name of Corporation)

that he is authorized to and does make this affidavit for it; and 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 that he expects the said Charles E. Groff & Sons, Inc. to be able to prove the
(Name of Corporation)
same at the hearing hereof.

WJG 
Signature of Affiant

Sworn and subscribed before me this 18th
day of November 19 93
My Commission expires _____

Susan E. Hinds
Signature of Official Administering Oath

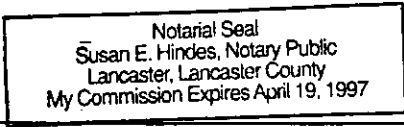
Notarial Seal
Susan E. Hinds, Notary Public
Lancaster, Lancaster County
My Commission Expires April 19, 1997

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

COMMONWEALTH OF PENNSYLVANIA :
: ss:
LANCASTER County :

Wilbur J. Groff, Terry L. Groff and Kevin E. Groff, 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 ^{their} his knowledge, information and belief and ^{they} he expects to be able to prove the same at the hearing hereof.

Sworn and subscribed before me this 18th
day of November 19 93
My Commission Expires _____



[Signature]
WJG Signature of Affiant
[Signature]
TLG
[Signature]
KEG
Signature of Official Administering Oath

AFFIDAVIT OF TRANSFEREE/APPLICANT (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 above 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 _____ (Name of Corporation) to be able to prove the same the same at the hearing hereof.

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

Signature of Affiant

Signature of Official Administering Oath

AGREEMENT OF SALE

THIS AGREEMENT is made as of the 18th day of NOVEMBER, 1993, by and between **CHARLES E. GROFF & SONS**, a Pennsylvania general partnership comprised of Wilbur J. Groff and Kevin E. Groff (the "Seller"), and **CHARLES E. GROFF & SONS, INC.**, a Pennsylvania corporation (the "Buyer"), both of which have offices at 1806 Harrisburg Pike, Mount Joy, Pennsylvania 17552:

Background: The Seller owns and operates certain authority under a Certificate of Public Convenience issued by the Pennsylvania Public Utilities Commission (the "PUC") at Number A. 00109305, Folder 1 (the "Authority"). The Seller wishes to sell, and the Buyer wishes to purchase, the Authority, subject only to the approval by the PUC of the transfer of the Authority from the Seller to the Buyer.

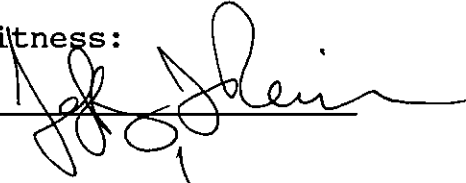
NOW, THEREFORE, it is hereby agreed as follows:


1. Upon the execution of this Agreement, the Seller and the Buyer shall jointly file with the PUC an application for the transfer of the Authority from the Seller to the Buyer, together with all other documentation required in connection with said application.
2. The Buyer shall bear all expenses associated with the PUC application, including filing fees and counsel fees.
3. Upon notification from the PUC that the application has been approved, the Buyer shall pay to the Seller the sum of One Thousand Five Hundred Dollars (\$1,500.00) as full consideration for all of the Seller's right, title and interest in the Authority.

4. In the event that the PUC does not approve the application for any reason, the Seller shall be under no further obligation to the Buyer.


IN WITNESS WHEREOF, and intending to be legally bound hereby, the Seller and the Buyer have signed this Agreement as of the day and year first written above.

Witness:

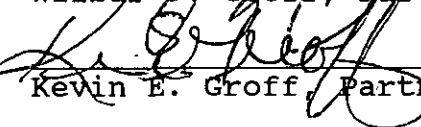




CHARLES E. GROFF & SONS

By: 

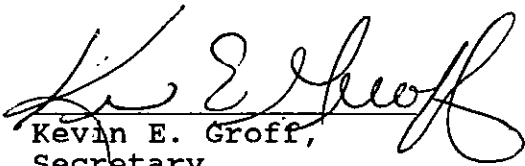
Wilbur J. Groff, Partner

By: 

Kevin E. Groff, Partner

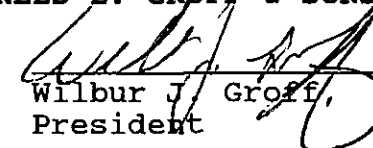
"Seller"

Attest:



Kevin E. Groff,
Secretary

CHARLES E. GROFF & SONS, INC.

By: 

Wilbur J. Groff,
President

LIST OF EQUIPMENT TO BE USED TO RENDER SERVICE

A. Straight Trucks

1988 International Harvester with 26 foot van

1988 Ford with 14 foot van

1993 Ford with 14 foot van

B. Truck Tractors

1986 Mack 80,000 gvw.

1987 Mack 60,000 gvw.

1992 Peterbilt 80,000 gvw.

C. Trailers

1979 Great Dane 42 foot van

1979 Fruehauf 45 foot van

1981 Great Dane 45 foot van

1982 Cash 45 foot van

1985 Great Dane 45 foot van

1991 Great Dane 48 foot van

STATEMENT OF OPERATING AUTHORITY TO BE TRANSFERRED

The Transferor proposes to transfer and the Transferee proposes to acquire all of the operating authority now certificated under the Certificate of Public Convenience issued by the Commission to the Transferor on October 15, 1990 (A. 00109305, Folder 1), as more fully described in the Order entered by the Commission on July 12, 1990. Copies of the Certificate and Order are attached.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF

WILBUR J. GROFF, TERRY L. GROFF and KEVIN E.
GROFF, copartners, trading and doing business
as CHARLES E. GROFF & SONS

CERTIFICATE
OF
PUBLIC CONVENIENCE

A. 00109305
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 15th day of OCTOBER, 1990.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Attest:


Secretary



PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17120

Public Meeting held June 28, 1990

Commissioners Present:

Bill Shane, Chairman
William H. Smith, Vice-Chairman
Joseph Rhodes, Jr.
Frank Fischl
David W. Rolka

Application of William J. Groff, Terry L. Groff
and Kevin E. Groff, Copartners, t/d/b/a Charles E.
Groff & Sons, for the transfer of all of the
operating rights of Charles E. Groff under the
certificates issued at A-00089434, Fs. 1, 2 and 3;
subject to the same limitations and conditions.

A-00109305

Jeffrey J. Reich for the applicant.

O R D E R

BY THE COMMISSION:

This matter comes before the Commission on an application filed April 25, 1990. Public notice of the application was given in the Pennsylvania Bulletin of May 26, 1990. No protests were filed. The unopposed application is certified to the Commission for its decision without an oral hearing.

William J. Groff, Terry L. Groff and Kevin E. Groff, Copartners, t/d/b/a Charles E. Groff & Sons (applicant) is a partnership domiciled at 1806 Harrisburg Avenue, Mount Joy, Lancaster County. By the instant application, the applicant seeks to acquire by transfer all of the operating authority issued under the certificates at A-00089434, Fs. 1, 2 and 3.

In accordance with the agreement of January 2, 1990, the applicant will acquire the common carrier authority and other undefined assets of the transferor for the total consideration of \$35,000. The total consideration for the common carrier rights has been determined to be \$1,500 with the remaining \$33,500, set aside for the remaining assets of Charles Groff & Sons Moving. The applicant has received \$10,000 as a down payment with a promissory note setting forth that the remaining \$25,000 is to be paid in 120 equal monthly installments of \$330.38, beginning February 2, 1990.

A review of the record before us indicates that the applicant possesses the requisite experience, equipment and financial capacity to provide the proposed service.

The authority to be transferred has been operated by the transferor, therefore, it is presumed that there is a continuing public need which may be overcome only by evidence to the contrary. In re: Byerly, 440 Pa. 521 (1970); Hostetter v. Pa. P.U.C., 160 Super. Ct. 94 (1947). Since the record is void of any such evidence, this presumption of continuing public need applies in this transfer proceeding.

We find:

1. That the applicant is fit, willing and able to provide the service proposed.

2. That transfer of the authority is in the public interest and is necessary for the continued accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the transfer application be and is hereby approved and that a certificate be issued granting the following rights:

- (1) To transport, as a Class D carrier, household goods in use from points in the borough of Elizabethtown, Lancaster County, to other points in Pennsylvania, and vice versa;

with Right No. 1 subject to the following condition:

That the rights, powers and privileges hereby granted pertaining to transportation destined to points in Pennsylvania excluding the county of Lancaster, shall be limited and restricted to transportation originating or terminating at a farm.

- (2) To transport, as a Class D carrier, household goods in use, between points in the township of Upper Leacock, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said township;
- (3) To transport, as a Class D carrier, household goods in use from points in the township of Upper Leacock, Lancaster County, and within a seven and one half (7 1/2) miles by the usually traveled highways of the limits of said township to points in the county of Lancaster and Berks, and vice versa;
- (4) To transport, as a Class D carrier, household goods, in use, from points within fifteen (15) miles by the usually traveled highways of the borough of Elizabethtown, Lancaster County, to points in Pennsylvania within ninety (90) miles by the usually traveled highways of the limits of said borough, and vice versa;

- (5) To transport, as a Class D carrier, household goods in use between points in the borough of Terre Hill, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough;
- (6) To transport, as a Class D carrier, household goods in use, from points in the borough of East Earl, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough, to points in Pennsylvania within fifty (50) miles by the usually traveled highways of the limits of said borough, and vice versa;
- (7) To transport, as a Class D carrier, household goods in use from points in the borough of Terre Hill, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough to points in Pennsylvania, and vice versa;
- (8) To transport, as a Class D carrier, milk from farms located in the township of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County to Hershey, Dauphin County and to the city of Lancaster, Lancaster County;
- (9) To transport, as a Class D carrier, farm products and supplies from farms in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield and West Hempfield, Lancaster County, to points within an airline radius of ten (10) statute miles of the limits of said townships;

with Rights No. 8 and 9 subject to the following condition:

That no right, power or privilege is granted to render service between Florin, Lancaster County, and Harrisburg, Dauphin County, and intermediate points on the Lancaster-Harrisburg route of the Central Storage and Transfer Company.

- (10) To transport, as a Class D carrier, household goods in use from points in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield and West Hempfield, Lancaster County, to points within forty (40) miles of the point of origin;
- (11) To transport, as a Class D carrier, kerosene stoves, from points in the borough of Morgantown, Berks County and within an airline distance of five (5) miles of the limits thereof to points in Pennsylvania;

- (12) To transport, as a Class D carrier, property between points in the borough of Mount Joy, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough;
- (13) To transport, as a Class D carrier, crushed stone, tobacco and tombstones from points in the borough of Mount Joy, Lancaster County, and within five (5) miles of the usually traveled highways of the limits of said borough to other points in Pennsylvania, and vice versa;

with Rights No. 12 and 13 subject to the following condition:

That no right, power or privilege is granted to transport raw oils, materials or finished products of the silk industry.

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 property and 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 \$1,500 consideration paid by applicant for the rights and going concern value of the business be capitalized by applicant in Account 1550 - Other Intangible Property or in the alternative be charged off against applicant's ownership equity less any amount recorded under condition 2 above; provided the latter is sufficient in amount to absorb said charge off.
4. That the accounts of the transferee shall reflect the same book values as the records of the transferor at the effective date of the transfer, any previously recorded appreciation having been deleted therefrom; provided that the applicant shall not record in its utility accounts any amounts representing the rights herein granted in excess of the

actual cost of such rights to the original holder thereof.

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.

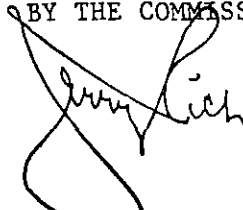
IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it has complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of this Commission relative to the filing and acceptance of evidence of insurance and a tariff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

IT IS FURTHER ORDERED: That issuance of the certificate be withheld pending receipt of the 1990 Assessment of the transferor.

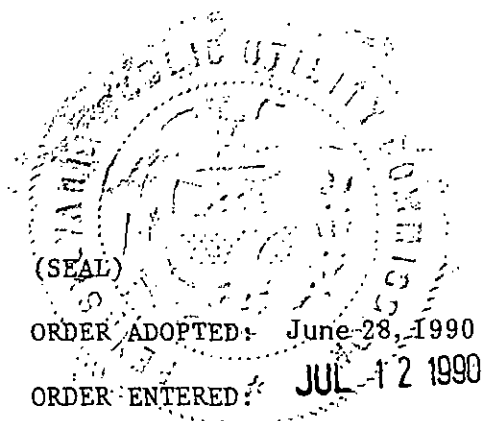
IT IS FURTHER ORDERED: That in the event said applicant has not, on or before sixty (60) days from the date of the service of this order, complied with the requirements hereinbefore set forth, the application shall be dismissed without further proceedings.

IT IS FURTHER ORDERED: That upon compliance with this order, the rights granted the transferor, Charles E. Groff, at A-00089434, Folders 1, 2 and 3 be cancelled and the record be marked closed.

BY THE COMMISSION,



Jerry Rich
Secretary



STATEMENT OF FINANCIAL POSITION (Balance Sheet)

as of July 31, 1993.

Date

ASSETSCURRENT ASSETS

Cash			18,808
Accounts Receivable			
Notes Receivable			
Other current assets (Specify)			
Total current assets			18,808

TANGIBLE ASSETS

Land			35,000
Motor Vehicle Equipment	402,680		
Less: Accumulated Depreciation	- 262,845	=	139,835
Buildings and Structures	270,818		
Less: Accumulated Depreciation	- 43,079	=	227,739
Investments and Funds (Specify)			
Intangible Assets			1,500
Other assets (Such as advances and Idle equipment - specify)			404,074

LIABILITIESCurrent Liabilities (liabilities due within one year of date)

Accounts Payable			892
Notes Payable			750
Equipment Obligations			25,482
Other Liabilities (attach schedule)			
Total Current Liabilities			27,124

Long Term Liabilities (liabilities due after one year of date)

Accounts Payable			
Notes Payable			
Equipment Obligations			130,128
Other Liabilities (attach schedule)-mortgage payable			235,153
Total Long Term Liabilities			365,281

Total Liabilities

392,405

Net Worth (partnerships & individuals)

30,477

OWNERS EQUITY (Corporations only)

Capital Stock (Corporations only)			
Additional paid-in capital			
Retained Earnings (Corporations only)			
Less: Treasury Stock		=	
Total Owner's Equity (Corporations only)			

Total Liabilities & Owner's Equity
(Corporations only)

422,882

STATEMENT OF FINANCIAL CONDITION

INCOME STATEMENT

For the 7-month period ending July 31, 1993
(Date)

REVENUE and GAINS

Operating Revenue	<u>431,972</u>
Net Revenue from non-carrier operation	<u> </u>
Dividend and Interest revenues	<u> </u>
Other non-operating revenue	<u>37,864</u>
Gains	<u> </u>
Total Revenue and Gains	<u>469,836</u>

EXPENSES

Equipment Maintenance and Garage Expense	<u>32,148</u>
Insurance Expense	<u>24,988</u>
Employee Salaries	<u>120,400</u>
Guaranteed payments	<u>76,124</u>
Officer Salaries	<u> </u>
Fuel Expense	<u>28,263</u>
Purchased Transportation (Lease Expense)	<u>1,875</u>
Materials and Supplies Expense	<u> </u>
General Office Expense	<u>10,521</u>
Advertising Expense	<u>2,652</u>
Telephone Expense	<u> </u>
Accounting Expense	<u>2,500</u>
Legal Expense	<u>4,969</u>
Uncollectible Revenue	<u> </u>
Depreciation Expense	<u>43,055</u>
Amortization	<u> </u>
Operating Taxes and Licenses	<u>2,525</u>
Rent Expense	<u>437</u>
Other expenses	<u>96,511</u>
Total Operating Expense and Losses	<u>446,968</u>

Net Income before Taxes	<u> </u>
Provision for Income Taxes	<u> </u>
Net Income	<u>22,868</u>

CHARLES E. GROFF & SONS MOVING & STORAGE
SCHEDULE OF OTHER EXPENSES
For the Seven Months Ended July 31, 1993

Commissions	15,545
Payroll taxes	13,222
Claims and refunds	910
Employee benefits	9,900
Uniforms	1,512
Outside labor	1,708
Food, tolls, travel	25,391
Interest expense	21,977
Property taxes	5,011
Miscellaneous	1,335

Total other expenses	96,511
	=====

STATEMENT OF TRANSFEROR'S BUSINESS DEBTS

There are no unpaid business debts of the Transferor,
Charles E. Groff & Sons, a partnership.

STATEMENT OF SAFETY PROGRAM

The Transferee, Charles E. Groff & Sons, Inc., intends to carry out the same safety program which has been utilized by the Transferor, Charles E. Groff & Sons, a partnership.

STATEMENT OF TRANSFEREE'S EXPERIENCE

The Transferee, Charles E. Groff & Sons, Inc., is a new Pennsylvania corporation. Its shareholders and officers are Wilbur J. Groff and Kevin E. Groff. Wilbur J. Groff worked with his father, Charles E. Groff (who previously owned and operated the subject authority) and then as a partner in the Transferor partnership. He has approximately twenty-five years experience with the subject authority. Kevin E. Groff also worked with his father, Charles E. Groff (who previously owned and operated the subject authority) and then as a partner in the Transferor partnership. He has approximately twelve years experience with the subject authority.

Both Wilbur J. Groff and Kevin E. Groff have been personally involved in all aspects of the operation of the subject authority on a full-time basis during the periods of their respective experience.

**STATEMENT RE TRANSFEREE'S INCORPORATION,
PURPOSE, OFFICERS AND SHAREHOLDERS**

1. The Pennsylvania Department of State, Corporation Bureau, no longer issues a Certificate of Incorporation. Attached hereto is a copy of the Transferee Corporation's Articles of Incorporation, as filed with the Corporation Bureau on October 13, 1993.

2. The Transferee Corporation was incorporated under the Pennsylvania Business Corporation Law of 1988. The Articles of Incorporation contain no limitations as to the authority of the Transferee Corporation; hence, the Transferee Corporation is authorized to do all things and conduct all business which a corporation may lawfully do or conduct under the law.

3. (a) Corporate Stock.

The Transferee Corporation is authorized to issue ten thousand (10,000) shares of common stock. Two thousand shares have been issued as follows:

(1) Wilbur J. Groff	1,000 shares
(2) Kevin E. Groff	1,000 shares

(b) Corporate Officers.

The officers of the Transferee Corporation are as follows:

(1) Wilbur J. Groff	President
(2) Kevin E. Groff	Secretary/Treasurer

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2549925

[Handwritten Signature]

Secretary of the Commonwealth

ARTICLES OF INCORPORATION

DSCB:15-1306/2102/2304/2701/2903/7701 (Rev 89)

Indicate type of domestic corporation (check one):

- Business-stock (15 Pa.C.S. § 1306)
- Business-nonstock (15 Pa.C.S. § 2102)
- Business-statutory close (15 Pa.C.S. § 2304)
- Management (15 Pa.C.S. § 2701)
- Professional (15 Pa.C.S. § 2903)
- Cooperative (15 Pa.C.S. § 7701)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned, desiring to incorporate a for-profit corporation hereby state that:

1. The name of the corporation is: Charles E. Groff & Sons, Inc.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) <u>1806 Harrisburg Avenue, PO Box 84, Mount Joy, PA 17552</u>	<u>Lancaster</u>
Number and Street	County
City	State
Zip	County

(b) c/o: _____

Name of Commercial Registered Office Provider	County
---	--------

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized is: 10,000 (other provisions, if any, attach 8 1/2 x 11 sheet)

5. The name and address, including street and number, if any, of each incorporator is:

Name	Address
<u>Wilbur J. Groff</u>	<u>203 Midland Circle, Mount Joy, PA 17552</u>
<u>Kevin E. Groff</u>	<u>1220 Schwanger Road, Mount Joy, PA 17552</u>

6. The specified effective date, if any, is: _____
month day year hour, if any

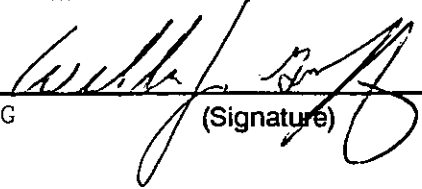
7. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

8. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

9. Cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this _____ day of

9-10 1993.


WJG (Signature)


KEG (Signature)

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17120

Public Meeting held June 28, 1990

Commissioners Present:

Bill Shane, Chairman
William H. Smith, Vice-Chairman
Joseph Rhodes, Jr.
Frank Fischl
David W. Rolka

Application of William J. Groff, Terry L. Groff
and Kevin E. Groff, Copartners, t/d/b/a Charles E.
Groff & Sons, for the transfer of all of the
operating rights of Charles E. Groff under the
certificates issued at A-00089434, Fs. 1, 2 and 3;
subject to the same limitations and conditions.

A-00109305

Jeffrey J. Reich for the applicant.

O R D E R

BY THE COMMISSION:

This matter comes before the Commission on an application filed April 25, 1990. Public notice of the application was given in the Pennsylvania Bulletin of May 26, 1990. No protests were filed. The unopposed application is certified to the Commission for its decision without an oral hearing.

William J. Groff, Terry L. Groff and Kevin E. Groff, Copartners, t/d/b/a Charles E. Groff & Sons (applicant) is a partnership domiciled at 1806 Harrisburg Avenue, Mount Joy, Lancaster County. By the instant application, the applicant seeks to acquire by transfer all of the operating authority issued under the certificates at A-00089434, Fs. 1, 2 and 3.

In accordance with the agreement of January 2, 1990, the applicant will acquire the common carrier authority and other undefined assets of the transferor for the total consideration of \$35,000. The total consideration for the common carrier rights has been determined to be \$1,500 with the remaining \$33,500, set aside for the remaining assets of Charles Groff & Sons Moving. The applicant has received \$10,000 as a down payment with a promissory note setting forth that the remaining \$25,000 is to be paid in 120 equal monthly installments of \$330.38, beginning February 2, 1990.

A review of the record before us indicates that the applicant possesses the requisite experience, equipment and financial capacity to provide the proposed service.

The authority to be transferred has been operated by the transferor, therefore, it is presumed that there is a continuing public need which may be overcome only by evidence to the contrary. In re: Byerly, 440 Pa. 521 (1970); Hostetter v. Pa. P.U.C., 160 Super. Ct. 94 (1947). Since the record is void of any such evidence, this presumption of continuing public need applies in this transfer proceeding.

We find:

1. That the applicant is fit, willing and able to provide the service proposed.

2. That transfer of the authority is in the public interest and is necessary for the continued accommodation and convenience of the public; THEREFORE,

IT IS ORDERED: That the transfer application be and is hereby approved and that a certificate be issued granting the following rights:

(1) To transport, as a Class D carrier, household goods in use from points in the borough of Elizabethtown, Lancaster County, to other points in Pennsylvania, and vice versa;

with Right No. 1 subject to the following condition:

That the rights, powers and privileges hereby granted pertaining to transportation destined to points in Pennsylvania excluding the county of Lancaster, shall be limited and restricted to transportation originating or terminating at a farm.

(2) To transport, as a Class D carrier, household goods in use, between points in the township of Upper Leacock, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said township;

(3) To transport, as a Class D carrier, household goods in use from points in the township of Upper Leacock, Lancaster County, and within a seven and one half (7 1/2) miles by the usually traveled highways of the limits of said township to points in the county of Lancaster and Berks, and vice versa;

(4) To transport, as a Class D carrier, household goods, in use, from points within fifteen (15) miles by the usually traveled highways of the borough of Elizabethtown, Lancaster County, to points in Pennsylvania within ninety (90) miles by the usually traveled highways of the limits of said borough, and vice versa;

- (5) To transport, as a Class D carrier, household goods in use between points in the borough of Terre Hill, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough;
- (6) To transport, as a Class D carrier, household goods in use, from points in the borough of East Earl, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough, to points in Pennsylvania within fifty (50) miles by the usually traveled highways of the limits of said borough, and vice versa;
- (7) To transport, as a Class D carrier, household goods in use from points in the borough of Terre Hill, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough to points in Pennsylvania, and vice versa;
- (8) To transport, as a Class D carrier, milk from farms located in the township of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County to Hershey, Dauphin County and to the city of Lancaster, Lancaster County;
- (9) To transport, as a Class D carrier, farm products and supplies from farms in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield and West Hempfield, Lancaster County, to points within an airline radius of ten (10) statute miles of the limits of said townships;

with Rights No. 8 and 9 subject to the following condition:

That no right, power or privilege is granted to render service between Florin, Lancaster County, and Harrisburg, Dauphin County, and intermediate points on the Lancaster-Harrisburg route of the Central Storage and Transfer Company.

- (10) To transport, as a Class D carrier, household goods in use from points in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield and West Hempfield, Lancaster County, to points within forty (40) miles of the point of origin;
- (11) To transport, as a Class D carrier, kerosene stoves, from points in the borough of Morgantown, Berks County and within an airline distance of five (5) miles of the limits thereof to points in Pennsylvania;

- (12) To transport, as a Class D carrier, property between points in the borough of Mount Joy, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough;
- (13) To transport, as a Class D carrier, crushed stone, tobacco and tombstones from points in the borough of Mount Joy, Lancaster County, and within five (5) miles of the usually traveled highways of the limits of said borough to other points in Pennsylvania, and vice versa;

with Rights No. 12 and 13 subject to the following condition:

That no right, power or privilege is granted to transport raw oils, materials or finished products of the silk industry.

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 property and 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 \$1,500 consideration paid by applicant for the rights and going concern value of the business be capitalized by applicant in Account 1550 - Other Intangible Property or in the alternative be charged off against applicant's ownership equity less any amount recorded under condition 2 above; provided the latter is sufficient in amount to absorb said charge off.
4. That the accounts of the transferee shall reflect the same book values as the records of the transferor at the effective date of the transfer, any previously recorded appreciation having been deleted therefrom; provided that the applicant shall not record in its utility accounts any amounts representing the rights herein granted in excess of the

actual cost of such rights to the original holder thereof.

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.

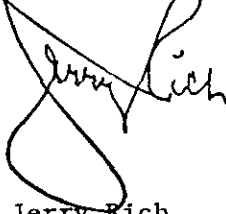
IT IS FURTHER ORDERED: That the applicant shall not engage in any transportation granted herein until it has complied with the requirements of the Pennsylvania Public Utility Code and the rules and regulations of this Commission relative to the filing and acceptance of evidence of insurance and a tariff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

IT IS FURTHER ORDERED: That issuance of the certificate be withheld pending receipt of the 1990 Assessment 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, Charles E. Groff, at A-00089434, Folders 1, 2 and 3 be cancelled and the record be marked closed.

BY THE COMMISSION,



Jerry Rich
Secretary

(SEAL)

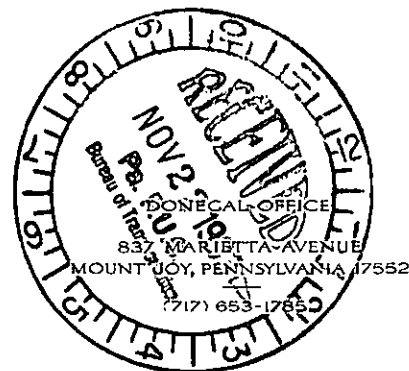
ORDER ADOPTED: June 28, 1990

ORDER ENTERED: JUL 12 1990

JEFFREY J. REICH

OF COUNSEL
JOHN A. O'BRIEN

LAW OFFICES
JEFFREY J. REICH
111 NORTH LIME STREET
LANCASTER, PENNSYLVANIA 17602
(717) 394-7182
TELECOPIER (717) 394-7085



November 18, 1993

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

RECEIVED
NOV 19 1993

Re: **No. A-00109305, Folder 1**
Application for Approval of Transfer
Charles E. Groff & Sons, a partnership, Transferor, to
Charles E. Groff & Sons, Inc., Transferee

SECRETARY'S OFFICE
Public Utility Commission

Dear Sir or Madam:

I have been engaged to assist in the above transfer. In connection therewith, I am enclosing the following:

1. Form PUC-190, Application For Approval Of Transfer And Exercise Of Common Or Contract Carrier Rights (original, duly verified, plus two copies thereof); and,
2. A bank money order (Union National Mount Joy Bank #MB52790) payable to the Commonwealth of Pennsylvania in the amount of \$350.00.

Please docket and process this Application at your earliest convenience.

Please forward all correspondence and orders relative to this application to the undersigned.

Thank you.

Very truly yours,


Jeffrey J. Reich

JJR:seh
93nov15.jjr
Enclosures
pc: Wilbur J. Groff
(with copy of application)

DOCUMENT
FILED

December 31, 1993

REFER TO OUR FILE

Jeffrey J. Reich
Attorney at Law
111 North Lime Street
Lancaster, PA 17602

In re: Application of A-00111137 - Charles E. Groff & Sons, Inc.

Dear Sirs:

Acknowledgement is made of an application filed by you on behalf of Charles E. Groff & Sons, Inc.

The application has been captioned as attached and will be submitted for review, provided no protests are filed on or before January 24, 1994. If protests are filed, you will be advised as to further procedure.

This application is accepted with the understanding that the transferor will continue to render the service and comply with all the rules of the Commission, including the carrying of continuous insurance, until final disposition is made of the application by the Commission.

You are further advised that the above application will be published in the Pennsylvania Bulletin of January 1, 1994.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:de

cc: Applicant
1806 Harrisburg Avenue
P. O. Box 84
Mount Joy, PA 17552

**DOCUMENT
FOLDER**

DOCKETED
APPLICATION DOCKET
DEC 30 1993
ENTRY No.

A-00111137 CHARLES E. GROFF & SONS, INC. (1806 Harrisburg Avenue, P.O. Box 84, Mount Joy, Lancaster County, PA 17552), a corporation of the Commonwealth of Pennsylvania - (1) household goods in use from points in the borough of Elizabethtown, Lancaster County, to other points in Pennsylvania, and vice versa; with Right No. 1 subject to the following condition: That the rights, powers and privileges hereby granted pertaining to transportation destined to points in Pennsylvania excluding the county of Lancaster, shall be limited and restricted to transportation originating or terminating at a farm; (2) household goods in use, between points in the township of Upper Leacock, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said township; (3) household goods in use from points in the township of Upper Leacock, Lancaster County, and within seven and one-half (7 1/2) miles by the usually traveled highways of the limits of said township to points in the county of Lancaster and Berks, and vice versa; (4) household goods, in use, from points within fifteen (15) miles by the usually traveled highways of the borough of Elizabethtown, Lancaster County, to points in Pennsylvania within ninety (90) miles by the usually traveled highways of the limits of said borough, and vice versa; (5) household goods in use between points in the borough of Terre Hill, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough; (6) household goods in use, from points in the borough of East Earl, Lancaster County and within fifteen (15) miles by the usually traveled highways of the limits of said borough, to points in Pennsylvania within fifty (50) miles by the usually traveled highways of the limits of said borough, and vice versa; (7) household goods in use from points in the borough of Terre Hill, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough to points in Pennsylvania, and vice versa; (8) milk from farms located in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County to Hershey, Dauphin County and to the city of Lancaster, Lancaster County; (9) farms products and supplies from farms in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County, to points within an airline radius of ten (10) statute miles of the limits of said townships; with Rights No. 8 and 9 subject to the following condition: That no right, power or privilege is granted to render service between Florin, Lancaster County, and Harrisburg, Dauphin County, and intermediate points on the Lancaster-Harrisburg route of the Central Storage and Transfer Company; (10) household goods in use from points in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County, to points within forty (40) miles of the point of origin; (11) kerosene stoves, from points in the borough of Morgantown, Berks County and within an airline distance of five (5) miles of the limits thereof to points in Pennsylvania; (12) property between points in the borough of Mount Joy, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough; and, (13) crushed stone, tobacco and tombstones from points in the borough of Mount Joy, Lancaster County, and within five (5) miles of the usually traveled highways of the limits of said borough to other points in Pennsylvania, and vice versa; with Rights No. 12 and 13 subject to the following condition: That no right, power or privilege is granted to transport raw oils, materials or finished products of the silk industry: which is to be a transfer of the rights issued at A-00109305 to Wilbur J. Groff, Terry L. Groff and Kevin E. Groff, Copartners, t/d/b/a Charles E. Groff & Sons, subject to the same limitations and conditions. Attorney: Jeffrey J. Reich, 111 North Lime Street, Lancater, PA 17602.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin JAN 1 1994

BUREAU OF TRANSPORTATION
COMMON CARRIER
December 1993

A-00111137

Application of Charles E. Groff & Sons, Inc., a corporation of the Commonwealth of Pennsylvania, for the right to begin to transport, as a common carrier, by motor vehicle, (1) household goods in use from points in the borough of Elizabethtown, Lancaster County, to other points in Pennsylvania, and vice versa; with Right No. 1 subject to the following condition: That the rights, powers and privileges hereby granted pertaining to transportation destined to points in Pennsylvania excluding the county of Lancaster, shall be limited and restricted to transportation originating or terminating at a farm; (2) household goods in use, between points in the township of Upper Leacock, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said township; (3) household goods in use from points in the township of Upper Leacock, Lancaster County, and within seven and one-half (7 1/2) miles by the usually traveled highways of the limits of said township to points in the county of Lancaster and Berks, and vice versa; (4) household goods, in use, from points within fifteen (15) miles by the usually traveled highways of the borough of Elizabethtown, Lancaster County, to points in Pennsylvania within ninety (90) miles by the usually traveled highways of the limits of said borough, and vice versa; (5) household goods in use between points in the borough of Terre Hill, Lancaster County, and within fifteen (15) miles by the usually traveled highways of the limits of said borough; (6) household goods in use, from points in the borough of East Earl, Lancaster County and within fifteen (15) miles by the usually traveled highways of the limits of said borough, to points in Pennsylvania within fifty (50) miles by the usually traveled highways of the limits of said borough, and vice versa; (7) household goods in use from points in the borough of Terre Hill, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough to points in Pennsylvania, and vice versa; (8) milk from farms located in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County to Hershey, Dauphin County and to the city of Lancaster, Lancaster County; (9) farms products and supplies from farms in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County, to points within an airline radius of ten (10) statute miles of the limits of said townships; with Rights No. 8 and 9 subject to the following condition: That no right, power or privilege is granted to render service between Florin, Lancaster County, and Harrisburg, Dauphin County, and intermediate points on the Lancaster-Harrisburg route of the Central Storage and Transfer Company; (10) household goods in use from points in the townships of Mount Joy, East Donegal, West Donegal, Rapho, East Hempfield, and West Hempfield, Lancaster County, to points within forty (40) miles of the point of origin; (11) kerosene stoves, from points in the borough of Morgantown, Berks County and within an airline distance of five (5) miles of the limits thereof to points in Pennsylvania; (12) property between points in the borough of Mount Joy, Lancaster County, and within five (5) miles by the usually traveled highways of the limits of said borough; and, (13)

Protests due

JAN 24 1994

NA
DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
DEC 30 1993
ENTRY No. VR

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin _____

- 2 -

crushed stone, tobacco and tombstones from points in the borough of Mount Joy, Lancaster County, and within five (5) miles of the usually traveled highways of the limits of said borough to other points in Pennsylvania, and vice versa; with Rights No. 12 and 13 subject to the following condition: That no right, power or privilege is granted to transport raw oils, materials or finished products of the silk industry: which is to be a transfer of the rights issued at A-00109305 to Wilbur J. Groff, Terry L. Groff and Kevin E. Groff, Copartners, t/d/b/a Charles E. Groff & Sons, subject to the same limitations and conditions.

JG:rs/em
12/15/93

Application received: 11/22/93
Application docketed: 12/2/93

Protests due _____