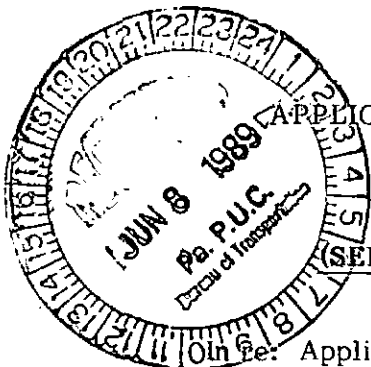


BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED

JUN 8 1989

SECRETARY'S OFFICE
Public Utility Commission



APPLICATION FOR MOTOR CARRIER CERTIFICATE OR PERMIT

(SEE INSTRUCTIONS BEFORE PREPARING APPLICATION)

APPLICATION DOCKET

No. 108832

Folder No.

Application of
for a certificate of public convenience or a permit
evidencing the Commission's approval of the right and
privilege of operating motor vehicles as a motor
carrier for the transportation of **PROPERTY**.

TO PENNSYLVANIA PUBLIC UTILITY COMMISSION:

1. KEYCO DISTRIBUTORS INC.
(Full and correct name of applicant)

2. _____
(Trade name, if any)

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

Commonwealth on Aug 23, 1970 (attach copy of stamped registration form).
(date)

3. SANS SOUCI P ARKWAY P O BOX 125 P O BOX 125
(Business Street Address) (P.O. Box, if any)
NANTICOKE LUZERNE PA. 18634 717 735-2840
(City) (County) (State) (Zip) (Telephone)

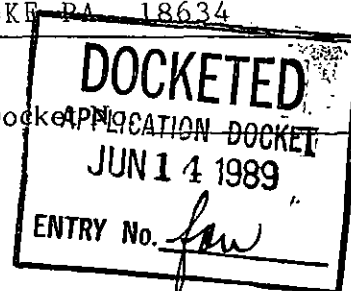
4. Applicant's attorney (for this application) is:
BRUCE PHILLIPS ESQ. 15 PUBLIC SQUARE WILKES BARRE PA 18701 823-0101
(Name) (Address) (Telephone)

5. Any notice, process or order of the PUC should be served upon:
KEYCO DISTRIBUTORS INC. P O BOX 125 NANTICOKE PA 18634
(Name) (Address)

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



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



BEGINNING

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

at Docket No. _____

8. Applicant is (check one):

Individual.

Partnership. Attach copy of partnership agreement and list names and addresses of partners below (use additional sheet if necessary).

(Name)

(Address)

Corporation. Organized under the laws of the State of PA and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on Aug. 28, 1970 (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. Attach the following, as appropriate (check those attached):

- A Partnership Agreement.
- B Trade Name registration certificate.
- C Certificate of Incorporation or Authority.
- D Statement of corporate charter purpose.
- E List of corporate officers and stockholders.



THIS MUST BE COMPLETED BY NOTARY PUBLIC

AFFIDAVIT OF APPLICANT (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :
_____ County : ss:

_____, 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 APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
Lehigh County : ss:

Frank P. Kawalski, being duly sworn (affirmed) according to law, deposes and says that he is President of Keyco
(Office of Affiant)

Distributors, Inc.; that he is authorized to and does make this
(Name of Corporation)

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

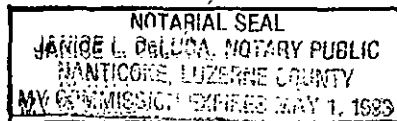
Keyco Distributors, Inc. to be able to prove the same
(Name of Corporation)

at the hearing hereof.

Keyco Distributors, Inc.
Frank P. Kawalski
Signature of Affiant

Sworn and subscribed before me this 26
day of May 19 89
My Commission Expires 5-01-93

Janice L. DeLuca
Signature of Official Administering Oath



10. That the nature and character of the service to be rendered by applicant is the transportation of property as a Common Contract carrier by means of motor vehicles as follows:

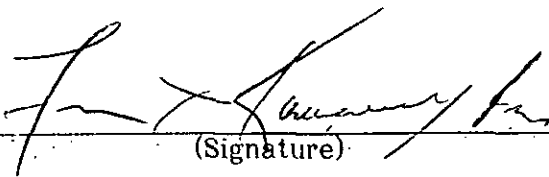
KEYCO DISTRIBUTORS INC. WILL DELIVER U.S.D.A. COMMODITIES TO LOCATION OF DISTRIBUTION OF THE SAID PRODUCT AS DIRECTED BY THE PA. DEPT. OF AGRICULTURE.

11. Applicant is not now engaged in any intrastate transportation of property for compensation in Pennsylvania (except as authorized by the certificates of public convenience or permits specified in Paragraph 6) and will not engage in the transportation for which approval is herein sought unless and until authorization for such transportation shall be received.

CORPORATE SEAL

KEYCO DISTRIBUTORS INC.
(Print Name of Corporation, Partnership, Trade-Name or Individual)*

By:

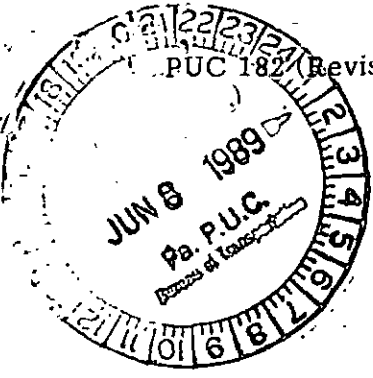


(Signature)

(Signature)

(Signature)

*If a partnership, each partner must sign; if a corporation, at least one officer must sign, and corporate seal affixed.



PUC 182 (Revised 11/86)

PENNSYLVANIA PUBLIC UTILITY COMMISSION
BUREAU OF TRANSPORTATION

RECEIVED

JUN 8 1989

See Instructions before Completing Application

SECRETARY'S OFFICE
Public Utility Commission

Application For:

- EMERGENCY TEMPORARY AUTHORITY
- TEMPORARY AUTHORITY
- EXTENSION OF EMERGENCY TEMPORARY AUTHORITY

A: 108832

1. KEYCO DISTRIBUTORS INC.
 (Name of applicant) (Trade name, if any)
SANS SOUCI PARKWAY P O BOX 125 NANTICOKE PA. 18634
 (Street address) (City) (State & Zip Code)
2. BRUCE PHILLIPS ESQ. 15 PUBLIC SQUARE WILKES BARRE PA 18701 823-0101
 (Name, Address & Telephone Number of Applicant's Attorney, if any)
3. Applicant is an individual partnership X corporation.
4. Applicant requests authority to provide service as a X common or contract carrier by motor vehicle, broker or freight forwarder in intrastate commerce; or is proposing to acquire authority by transfer. Give a description of type of service to be provided and area to be served:

5. Applicant DOES NOT hold Pa. PUC authority under Docket No. _____ and
 (does or does not)
 operates as a _____ carrier.
 (common or contract)

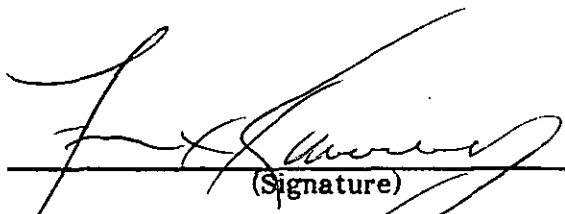
DOCUMENT FOLDER

DOCKETED and
 APPLICATION DOCKET
 JUN 14 1989
 ENTRY No. *law*

6. If this application is for temporary authority, applicant X does not ~~not~~ ^{not} have pending an application for permanent authority to perform the same service as proposed herein. If it has, give docket number, filing date and status. If applicant does not have a pending permanent application currently on file, application for permanent authority must be enclosed.
7. If this application is for emergency temporary authority, and not accompanied by applications for corresponding temporary and permanent authority, state when the applications for temporary and permanent authority will be filed.
8. "Applicant's Statement" shall be prepared by the applicant or authorized representative of the applicant and shall contain the information as stated at Appendix A.
9. "Statements of Supporting Shippers or Witnesses" shall be prepared by the shipper or witness, or an authorized representative of the shipper or witness and shall contain the information as stated at Appendix B.

Applicant further declares that:

10. It is aware that a grant of the requested authority will create no presumption that corresponding permanent authority will be granted.
11. If the requested authority is granted, applicant will comply with the tariff and insurance requirements of the Public Utility Law **before** beginning operation.



(Signature)

PRESIDENT

(Corporate Title)

MAY 30 1989

(Date)

THIS MUST BE COMPLETED BY NOTARY PUBLIC

AFFIDAVIT OF APPLICANT (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :
_____ County : ss:

_____, 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 APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
Luzyerne County : ss:

Frank P. Kowalski, being duly sworn (affirmed) according to law, deposes and says that he is President of Keyco
(Office of Affiant)

Distributors, Inc.; that he is authorized to and does make this
(Name of Corporation)

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 Keyco Distributors Inc. to be able to prove the same
(Name of Corporation)

at the hearing hereof.

Keyco Distributors Inc
Frank P. Kowalski, Pres.
Signature of Affiant

Sworn and subscribed before me this 26
day of May 19 89
My Commission Expires 5-01-93

NOTARIAL SEAL
JANICE L. COHEN, NOTARY PUBLIC
NANTICOCKE, LUZERNE COUNTY
MY COMMISSION EXPIRES MAY 1, 1993

Janice L. Cohen
Signature of Official Administering Oath

APPENDIX A

Applicant's Statement must include:

- (A) A description of the equipment which will be used to render service, including a statement of whether it is specialized equipment.
- (B) A description of the applicant's terminal facilities and personnel.
- (C) A statement of whether the filing of the application resulted from a warning, road check or investigation by the Commission.
- (D) A telephone number at which the applicant or an authorized representative of the applicant may be contacted.
- (E) A statement of the proposed rates, fares or charges, and schedule provisions.
- (F) A statement of whether there are under suspension any rates, fares or charges published for its account or whether an application for special permission to file its rates, fares or charges on less than 30 days' notice in connection with another ETA, TA or permanent authority application covering the same territory has been granted or denied.
- (G) Proof of ability to comply with the Commission's insurance requirements, or in the case of an authorized carrier, a statement indicating that it currently has evidence of insurance on file with the Commission.
- (H) Names and addresses of labor unions which represent, or which within the past 12 months have represented, or which have filed a petition to represent the employees of the applicant with the National Labor Relations Board of the Pennsylvania Labor Relations Board. If the application seeks the temporary approval of a transfer of rights under a certificate of public convenience, this information shall be supplied for the transferor and the transferee.
- (I) Signature of person who prepared statement.

APPENDIX B

Statements of Supporting Shippers or Witnesses must Include:

- (A) A description of the specific commodity which will be transported, if the transportation of property is involved.
- (B) Points or areas to, from or between which the transportation will be provided.
- (C) A statement of the shipper's current and recent needs concerning volume of traffic, frequency of movement and manner of transportation.
- (D) A statement indicating when the service shall be provided.
- (E) A statement indicating how long the need for service will continue and whether the supporting shipper or witness will support the permanent authority application.
- (F) An explanation of the consequences of not having the service made available.
- (G) A description of the circumstances which created an immediate need for the requested service.
- (H) A statement of whether efforts have been made to obtain the service from existing carriers, including the dates and results of these efforts.
- (I) Names and addresses of existing carriers who have failed or refused to provide the service, and the reasons given for failure or refusal.
- (J) A statement of whether the supporting shipper or witness has supported a recent application for permanent, temporary or emergency temporary authority covering all or part of the requested service the carrier's name, address and docket numbers, if known, and whether the application was granted or denied and the date of the action, if known.
- (K) Names and addresses of all labor unions which represent, or which within the past 12 months have represented, or which have filed a petition to represent the employees of the supporting shipper with the National Labor Relations Board or the Pennsylvania Labor Relations Board.
- (L) Signature of person who prepared statement.

APPENDIX A

Keyco Distributors Inc. will use straight trucks and truck trailers, with dry bodies and reefer bodies or a combination of dry and reefer bodies separated by a bulkhead to deliver the U.S.D.A. Commodities for the Pa. Dept. of Agriculture Donated Foods Dept.

Keyco maintains a 50,000 Sq.Ft. Plus Distribution Center at Wilkes-Barre, Pa., staffed by Approx. 50 employees.

The purpose of filing for this application is because we were recently awarded the Commodity Foods Contracts and were advised by the Pa. Dept. of Agriculture that we have to have a P.U.C. License to deliver the said products.

The authorized Person that is filing this request is Frank X. Kowalski Jr., President of Keyco Distributors Inc., and may be reached at Area Code 717-735-2840 from 8 A.M. to 4:30 P.M. Monday thru Friday.

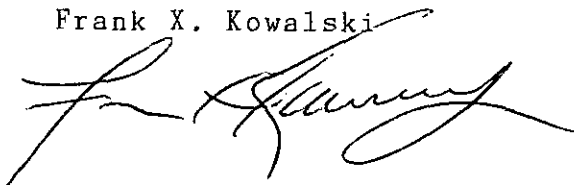
The Proposed Rates will be the Contracted, Awarded Rate by the Pa. Dept. of Agriculture which is 94 Cents per unit.

Since this is a new contract, I feel that there are no rates, fares or changes published for this account, or there has not been any other E.T.A.'s, T.A. or permanent authority applied for covering the territory that has been granted or denied.

Enclosed find a copy of our Certificate Insurance issued to Keyco Distributors Inc., from the Pennsylvania Manufacture Insurance Co., better known as P.M.A.

Keyco Distributors Inc. has not had any relations with any labor union in the past, and currently has not had any relations of the same.

Frank X. Kowalski

A handwritten signature in black ink, appearing to read 'Frank X. Kowalski', written in a cursive style.

APPENDEX B

The products that Keyco Distributors Inc. will be hauling will be the U.S.D.A. Commodities that were delivered to Keyco Distribution Center by others.

Keyco will haul the products from Keyco Distribution Center in Wilkes-Barre to sites as designated by the Pa. Dept. of Agriculture Donated Food Dept.

According to Pa. Dept. of Agriculture forecast, Keyco will haul approx. 90,000 Units a year.

The starting date of this contract will be July 1, 1989. The Contract is for two years with three one year extensions, and to the best of our knowledge, there is no supporting shipper with permanent authority at this time.

If we are not granted permission we will be unable to fulfill the Pa. Dept. of Agriculture Contract.

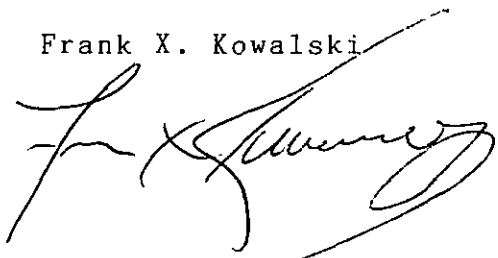
The Pa. Dept. of Agriculture expects that Keyco Distributors will be able to commence delivery of their government commodities on July 1, 1989.

Since this contract is with Keyco Distributors Inc. and it is Keyco Distributors Inc. that is to provide the service, we cannot use outside carriers.

It is not known by Keyco Distributors Inc. if any other carrier has any authority to haul these products.

Keyco has no representation of any labor union, and no petitions have been filed with the National Labor Relations Board.

Frank X. Kowalski

A handwritten signature in black ink, appearing to read 'Frank X. Kowalski', written over the typed name.

Commonwealth of Pennsylvania

Department of State

Corporation Bureau

3-1-70.32

424

ARTICLES
OF
INCORPORATION

In compliance with the requirements of the Business Corporation Law, approved the 5th day of May, A.D. 1933, P.L. 364, as amended, the undersigned, all of whom are of full age* desiring that they may be incorporated as a business corporation, do hereby certify:

1. The name of the corporation is:

KEYCO DISTRIBUTORS, INC.

2. The location and post office address of its initial registered office in this Commonwealth is:

18	HILL Street	Nanticoke	Luzerne	(18634)
Number	Street	City	County	

3. The purpose or purposes of the corporation which shall be organized under this Act are as follows: (**)

The corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful business for which a corporation may be incorporated under the Pennsylvania Business Corporation Law, approved May 5, 1933, as amended; without limiting the foregoing, the corporation shall have the power to buy and to sell at wholesale and retail, and distribute and redistribute and warehouse, confectionery products, paper and allied products, food products, restaurant equipment and supplies, toys, notions and sundries products, drugs and cosmetics, appliances and other merchandise of every kind and nature, including tobacco and allied products.

4. The term of its existence is: perpetual.

5. The aggregate number of shares which the corporation shall have authority to issue is: (***)

1,500 shares of common stock at \$100.00 par value of one class.

(*) One or more corporations or natural persons of full age may incorporate a business corporation under the provisions of this Act.

(**) It shall not be permissible or necessary to set forth any powers enumerated in Section 302 of the Act.

(***) There should be set forth the number and par value of all shares having par value; the number of shares without par value; and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

FILING FEE — \$40.00

NOTE: Excise Tax at the rate of 1/5th of 1% (\$2.00 per \$1,000) will be due and payable at the time of filing of the Articles, computed by multiplying the number of authorized shares having par value by their par value, or if shares of no par stock are authorized, then on the stated capital applicable thereto as well.

ONLY A CLEARLY LEGIBLE ORIGINAL SHOULD BE SUBMITTED. SIGNATURES SHOULD BE IN BLACK INK.

6. The names and addresses of each of the first directors, who shall serve until the first annual meeting, are:

NAME	ADDRESS (Including street and number, if any)
Francis X. Kowalski	184 S. Hancock St., Wilkes-Barre, Pa. 18702
Sophie T. Kowalski	184 S. Hancock St., Wilkes-Barre, Pa. 18702
Francis X. Kowalski, Jr.	184 S. Hancock St., Wilkes-Barre, Pa. 18702

7. The names and addresses of each of the incorporators and the number and class of shares subscribed by each are:

NAME	ADDRESS (Including street and number, if any)	NUMBER AND CLASS OF SHARES	FINAL ACTUAL
Francis X. Kowalski	184 South Hancock St. Wilkes-Barre, Pa. 18702	900 shares	990
Sophie T. Kowalski	184 South Hancock St. Wilkes-Barre, Pa. 18702	1 share	60
Francis X. Kowalski, Jr.	184 South Hancock St. Wilkes-Barre, Pa. 18702	1 share	50
			<u>1100</u>

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 28 day of August, 1970.

Francis X Kowalski (SEAL) (SEAL)
Sophie T. Kowalski (SEAL) (SEAL)
Francis X Kowalski, Jr. (SEAL) (SEAL)

Approved and filed in the Department of State on the 1st day of September A. D. 1970.

Robert J. Kelly
 Secretary of the Commonwealth

llm

NOTE: The Articles must be accompanied with registry statement, executed in triplicate, in the form prescribed by Section 206-B of the Act — all of which should be signed by an incorporator, as such.



CERTIFICATE OF INSURANCE

62618

ISSUE DATE (MM/DD/YY)

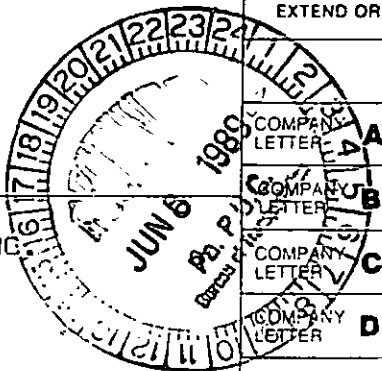
06/02/89

PRODUCER

MURRAY INSURANCE
310 SPRUCE STREET
SCRANTON PA 18503

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE



COMPANY LETTER **A**
COMPANY LETTER **B**
COMPANY LETTER **C**
COMPANY LETTER **D**
COMPANY LETTER **E**

F M A

INSURED

KEYCO DISTRIBUTORS, INC.
SAN SOUCI PARKWAY
P. O. BOX 125
NANTICOKE, PA 18634

COVERAGES

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES.

CODE	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	ALL LIMITS IN THOUSANDS	
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLEAN WORK <input type="checkbox"/> OCCUPANCY <input type="checkbox"/> OWNERS & CONTRACTORS PROTECTIVE				GENERAL AGG.	\$
					PRODUCTS / COM. - AGGREGATE	\$
					PERSONAL & AUTO LIA. - AGG.	\$
					EACH OCCURRENCE	\$
					FIRE DAMAGE (EXCL. ONE FIRE)	\$
					MEDICAL EXPENSE (ANY ONE PERSON)	\$
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input checked="" type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY	1588004325932	11/13/88	11/13/89	CS.	\$ 1,000
					BODILY INJURY (PER PERSON)	\$
					BODILY INJURY (PER ACCIDENT)	\$
					PROPERTY DAMAGE	\$
A	EXCESS LIABILITY <input checked="" type="checkbox"/> UMBRELLA <input type="checkbox"/> OTHER THAN UMBRELLA FORM	6088004325932	11/13/88	11/13/89	EACH OCCURRENCE	\$ 3,000
					AGGREGATE	\$ 3,000
	WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY	
					\$	EACH ACCIDENT
					\$	DISEASE POLICY LIMIT
					\$	DISEASE EACH EMPLOYEE
	OTHER					

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / RESTRICTIONS / SPECIAL ITEMS

CERTIFICATE HOLDER

PA PUBLIC UTILITY
COMMISSION

HARRISBURG, PA

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Mary May