

APPLICATION

A-00109478 F1 AMH

DAVID H. RADCLIFF, P.C.
2216 WALNUT STREET
HARRISBURG, PA 17103

DAVID H. RADCLIFF

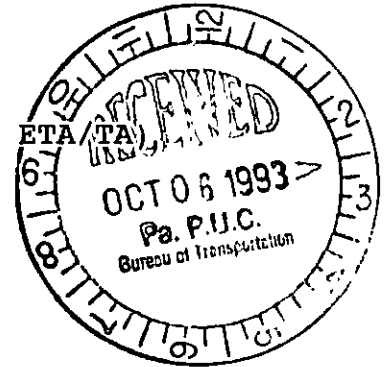
TELEPHONE: (717) 236-9318

October 4, 1993
Files: 1303.12
1303.13

RE: CARLISLE CARRIER CORP., A.109478, F. _____
(Transfer from Walter Brothers Trucking, Inc.)

CARLISLE CARRIER CORP., A.109478, F. _____
(Transfer from Walter Brothers Trucking, Inc., ETA/TA)

John Alford, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, PA 17120



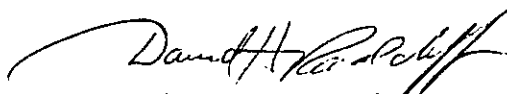
Dear Mr. Alford:

On behalf of Carlisle Carrier Corp., I enclose herewith the following:

1. Original and one copy of a transfer application.
2. Original and one copy of an application for ETA and TA.
3. Checks for \$350, \$100 and \$100 to cover the respective filing fees.

I am forwarding copies to Mr. Marzolf in the Bureau of Transportation and to the Applicant.

Very truly yours,


David H. Radcliff

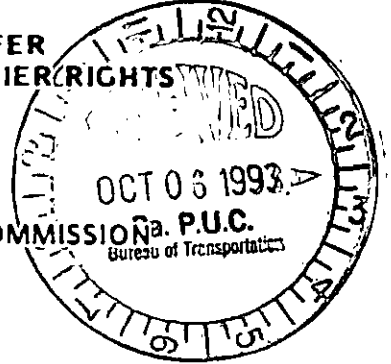
DHR/br

cc: David L. Metzler, President
Carlisle Carrier Corp.
P. O. Box 637
Carlisle, PA 17013

Mr. Peter Marzolf
Bureau of Transportation



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



BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of CARLISLE CARRIER CORP.
(Applicant/Transferee-Buyer)

for approval of the transfer and to exercise the right

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

No. A. 102343, Folder No. _____, issued to

Walter Brothers Trucking, Inc.

(Transferor-Seller)

for transportation of property
(persons-property)

PUC USE ONLY
Docket No. A-109478
Folder No. 1, AM- H



SECRETARY'S OFFICE
Public Utility Commission

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. CARLISLE CARRIER CORP.
(Full and correct name of applicant/transferee)

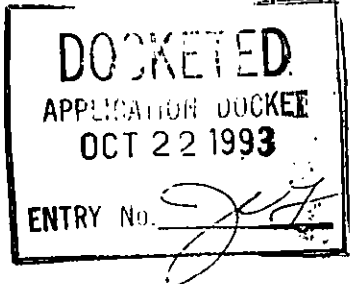
2. _____
(Trade name, if any)

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

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

3. 1513 East Commerce Drive P. O. Box 637
(Business Street Address) (P.O. Box, if any)

Carlisle, Cumberland PA 17013 (717) 249-8846
(City) (County) (State) (Zip) (Telephone)



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

David H. Radcliff, Esq., 2216 Walnut Street, Harrisburg, PA 17103
(Name) (Address) (Telephone)
(717) 236-9318

5. Any documents should be mailed to:

Transferee: David H. Radcliff, Esq. 2216 Walnut Street, Harrisburg, PA
(Name) (Address) 17103

Transferor: Carl D. Walter 68 Grand Avenue, Chambersburg, PA 17205
(Name) (Address)

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

A- 109478 and operates as a common carrier.
(common or contract)

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

at Docket No. MC-223588.

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 _____ (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.

NONE

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 Transferor is selling its authority and retiring from the transportation business.

12a. The following must be attached:


- Sales Agreement. See Attachment 12a-1
- List of equipment to be used to render service. (summarize by type) See Attachment 12a-2
- Operating authority to be transferred/retained. See Attachment 12a-3
- Statement of Financial Condition. See Attachment 12a-4
- Statement of unpaid business debts of transferor and how they will be satisfied. See Attachment 12a-5
- Statement of safety program. See Attachment 12a-6
- Statement of transferee's experience. See Attachment 12a-7

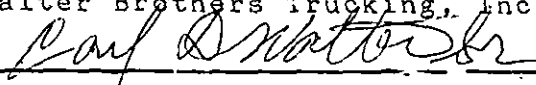
b. Attach the following, as appropriate (check those attached):

- Partnership Agreement.
- Trade Name registration certificate.
- Certificate of Incorporation. (Pa. Corporation only) See Attachment 12b-1
- Certificate of Authority. (Foreign (out-of-state) Corporation only)
- Statement of corporate charter purpose. (corporations only) See Attachment 12b-2
- List of corporate officers and stockholders. (corporations only) See Attachment 12b-3
- 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.

Earlisle Carrier Corp.
Transferee sign here:  9/28/93
(each partner must sign) (Date)
(Corporate Seal) David L. Metzler, President

Walter Brothers Trucking, Inc.
Transferor sign here:  9/30/93
(Corporate Seal) Carl D. Walter, Sr.

S MUST BE COMPLETED BY NOTARY PUBLIC
AFFIDAVIT OF TRANSFEREE/APPLICANT (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 _____

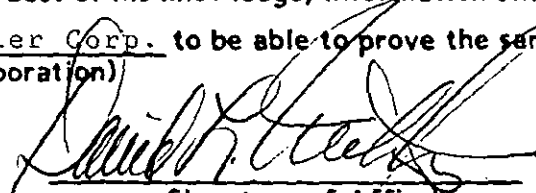
Signature of Official Administering Oath

AFFIDAVIT OF TRANSFEREE/APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
DAUPHIN County :

David L. Metzler, being duly sworn (affirmed) according to law, deposes and says that he is President of Carlisle Carrier Corp.
(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 Carlisle Carrier Corp. to be able to prove the same
(Name of Corporation)
the same at the hearing hereof.



Signature of Affiant
David L. Metzler

Sworn and subscribed before me this 28th
day of Sept. 19 93
My Commission Expires _____



Signature of Official Administering Oath

Notarial Seal
Roberta L. Radcliff, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires Jan. 20, 1997
Member, Pennsylvania Association of Notaries

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 TRANSFEROR/SELLER (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

Carl D. Walter, Sr., being duly sworn (affirmed) according to law,
deposes and says that he is _____ of Walter Brothers Trucking, 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 Walter Brothers Trucking, Inc. to be able to prove the
(Name of Corporation)
same at the hearing hereof.

Carl D. Walter Sr
Signature of Affiant
Carl D. Walter, Sr.

Sworn and subscribed before me this 30th
day of Sept 19 93
My Commission expires _____

Notarial Seal
Karol J. Valencik, Notary Public
Carlisle Boro, Cumberland County
My Commission Expires Oct. 8, 1998
Member, Pennsylvania Association of Notaries

Karol J. Valencik
Signature of Official Administering Oath

AGREEMENT

This Agreement made this 28th day of September, 1993, between Walter Brothers Trucking, Inc., a Pennsylvania corporation, (hereinafter sometimes referred to as "Seller"), and Carlisle Carrier Corp., a Pennsylvania corporation, (hereinafter sometimes referred to as "Buyer"),

WHEREAS, the Seller owns and operates a trucking company under rights granted by the Pennsylvania Public Utility Commission; and

WHEREAS, the Seller desires to sell and the Buyer agrees to purchase from the Seller all of its rights and operating authority for Pennsylvania Intrastate Service granted by the PENNSYLVANIA PUBLIC UTILITY COMMISSION under DOCKET NO. A102343;

NOW THEREFORE, intending to be legally bound, the parties do hereby agree as follows:

1. Seller hereby agrees to sell, transfer and assign to Buyer by bill of sale or other appropriate instrument, free and clear of all liens, claims, mortgages, encumbrances, all of the Seller's operating authority granted to Seller for Pennsylvania Intrastate Service issued under PENNSYLVANIA PUBLIC UTILITY COMMISSION DOCKET NO. A102343 and more fully described in Exhibit "A" attached hereto and made a part hereof by reference.
2. Upon approval of the transfer of the aforesaid rights by the Pennsylvania Public Utility Commission, the Buyer shall pay the Seller the sum of Ten Thousand (\$10,000.00) Dollars as full consideration for the transfer of the aforesaid rights.
3. Seller warrants that it is not in violation of any rights or permits issued by the Pennsylvania Public Utility Commission and that it has filed all reports required by the Pennsylvania Public Utility Commission.

4. Buyer agrees to pay for the cost of transferring the Public Utility Commission rights, including the PUC filing fees and attorneys fees necessary to file and complete the application for transfer.

5. Seller agrees to perform the following:

A. To maintain continuous insurance coverage and to operate said authority until such time as emergency temporary authority, temporary authority or permanent authority is approved, whichever shall occur first.

B. To cooperate with Buyer in the preparation, filing and prosecution of any emergency temporary authority or, temporary authority applications and the necessary permanent transfer application and to furnish a witness or witnesses at any hearing which may be held thereon.

C. To execute all documents which, in the opinion of legal counsel, may be necessary to effectuate this transaction.

D. To pay all general assessments and fines incurred up to the effective date of the transfer of the authority following approval by the Pennsylvania Public Utility Commission; to file the Annual Report required by the Pennsylvania Utility Commission for 1993, and to provide Buyer with an accurate statement of the revenues received in 1993 and 1994 under the PUC authorities.

6. This Agreement constitutes the entire understanding between the parties.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the day and year above first written.

ATTEST:

Carl Walter Jr

WALTER BROTHERS TRUCKING, INC.

BY: Carl D. Walter

ATTEST:

Carl Walter Jr

CARLISLE CARRIER CORP.

BY: [Signature]

AUTHORITY TO BE TRANSFERRED
FROM WALTER BROTHERS TRUCKING, INC.

AUTHORITY AT A.00102343

To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the plant site and storage facilities operated by The Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the said territory and to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and the return of shipping facilities and refused, damaged or rejected shipments to the point of origin.

To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the facilities of Ralston Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Montgomery, Delaware, Chester and Bucks, and the return of pallets and other shipping facilities to point of origin.

AUTHORITY AT A.00102343, Folder 1, Am-A

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Ralston-Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-B

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and materials, ingredients and supplies used in the manufacture, distribution and sale of said products, from the facilities of Ralston-Purina Company, located in the township of Hampden, Cumberland County, to points in that portion of Pennsylvania on and east of U.S. Highway Route 15, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-C

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company, in the township of Hampden, Cumberland County, to points in that part of Pennsylvania located on and east of U.S. Highway Route 15, plus the county of Cumberland, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-D

To transport, as a Class D carrier, property (except household goods in use, commodities in bulk and commodities requiring the use of special equipment) for General Mills, Inc., from the facilities used by it in Cumberland County to points in Pennsylvania, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-E

To transport, as a Class D carrier, property for Purina Mills, Inc., between points in Pennsylvania;

subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk; household goods in use.

AUTHORITY AT A.00102343, Folder 1, Am-F

- (1) To transport, as a Class D carrier, property, for The Quaker Oats Co., between points in Pennsylvania;

(2) To transport, as a Class D carrier, property, for The Dial Corporation, from points in the counties of Luzerne and Bucks, to points in the county of Cumberland;

with both of the above rights subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk, household goods in use, and Classes A and B explosives.

AUTHORITY AT A.00102343, Folder 1, Am-G

To transport, as a Class D carrier, property for Fleming Companies, Inc., from its facilities located in the township of Upper Providence, Montgomery County, to points in Pennsylvania and vice versa;

subject to the following condition:

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

No authority will be retained by the seller, Walter Brothers Trucking, Inc.

CARLISLE CARRIER CORP.

EQUIPMENT LIST

COMPANY OWNED TRACTORS	75
LONG-TERM LEASED TRACTORS	<u>12</u>
TOTAL TRACTORS	87
COMPANY OWNED 45' VAN TRAILERS	4
COMPANY OWNED 48' VAN TRAILERS	155
COMPANY OWNED REEFER TRAILERS	<u>6</u>
TOTAL TRAILERS	165

AUTHORITY TO BE TRANSFERRED
FROM WALTER BROTHERS TRUCKING, INC.

AUTHORITY AT A.00102343

x To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the plant site and storage facilities operated by The Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the said territory and to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and the return of shipping facilities and refused, damaged or rejected shipments to the point of origin.

Eliminated by Am-A

To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the facilities of Ralston Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Montgomery, Delaware, Chester and Bucks, and the return of pallets and other shipping facilities to point of origin.

x
amended by Am-A

AUTHORITY AT A.00102343, Folder 1, Am-A

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Ralston-Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-B

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and materials, ingredients and supplies used in the manufacture, distribution and sale of said products, from the facilities of Ralston-Purina Company, located in the township of Hampden, Cumberland County, to points in that portion of Pennsylvania on and east of U.S. Highway Route 15, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-C

X
To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company, in the township of Hampden, Cumberland County, to points in that part of Pennsylvania located on and east of U.S. Highway Route 15, plus the county of Cumberland, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-D

To transport, as a Class D carrier, property (except household goods in use, commodities in bulk and commodities requiring the use of special equipment) for General Mills, Inc., from the facilities used by it in Cumberland County to points in Pennsylvania, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-E

To transport, as a Class D carrier, property for Purina Mills, Inc., between points in Pennsylvania;

subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk; household goods in use.

AUTHORITY AT A.00102343, Folder 1, Am-F

- (1) To transport, as a Class D carrier, property, for The Quaker Oats Co., between points in Pennsylvania;

eliminates all other authority for Quaker Oats

- (2) To transport, as a Class D carrier, property, for The Dial Corporation, from points in the counties of Luzerne and Bucks, to points in the county of Cumberland;

with both of the above rights subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk, household goods in use, and Classes A and B explosives.

AUTHORITY AT A.00102343, Folder 1, Am-G

To transport, as a Class D carrier, property for Fleming Companies, Inc., from its facilities located in the township of Upper Providence, Montgomery County, to points in Pennsylvania and vice versa;

subject to the following condition:

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

No authority will be retained by the seller, Walter Brothers Trucking, Inc.

DATE 7/21/93

CONSOLIDATED ACCOUNTS

PAGE 1

TIME 11:18:30

BALANCE SHEET

GL14A

PERIOD ENDING 6/30/93

PERIOD 06 SUMMARY

ACCOUNT NAME

CURRENT YEAR

ASSETS

CURRENT ASSETS

CASH AND WORKING FUNDS 28,381.47- **

SPECIAL DEPOSITS 35,443.00 **

TEMPORARY CASH INVESTMENTS 10,000.00 **

NOTES RECEIVABLE 4,000.00 **

ACCOUNTS RECEIVABLE 813,321.55 **

PREPAYMENTS 106,493.27 **

OTHER CURRENT ASSETS 46,735.39 **

DEFERRED INCOME TAX CHARGES .00 **

TOTAL CURRENT ASSETS 989,611.74 **

TANGIBLE PROPERTY

LAND .00 **

REVENUE EQUIPMENT 1,461,957.44 **

OTHER CARRIER PROPERTY 69,830.63 **

TOTAL TANGIBLE PROPERTY 1,531,788.07 **

INTANGIBLE PROPERTY

ORGANIZATION, FRANCHISES, PERMIT .00 **

OTHER INTANGIBLE PROPERTY 175.34 **

INVESTMENT SECURITIES/ADVANCES .00 **

OTHER INVESTMENTS & ADVANCES .00 **

DEFERRED DEBITS 14,801.69 **

TOTAL INTANGIBLE PROPERTY 14,977.03 **

TOTAL ASSETS 2,536,376.84 **

LIABILITIES AND EQUITY

CURRENT LIABILITIES

NOTES PAY & MATURE OBLIGATIONS 190,504.57- **

ACCOUNTS PAYABLE 348,655.31- **

SALARIES PAYABLE 85,350.58- **

Attachment 12a-4

DATE 7/21/93

CONSOLIDATED ACCOUNTS

PAGE 2

TIME 11:18:30

BALANCE SHEET

GL14A

PERIOD ENDING 6/30/93

PERIOD 06 SUMMARY

ACCOUNT NAME

CURRENT YEAR

ACCRUED EXPENSES	100,752.64- **
ACCRUED INCOME TAXES	72.00- **
INTEREST ACCRUED	.00 **
CURRENT EQ OBLIG & OTHER DEBT	.00 **
OTHER CURRENT LIABILITIES	.00 **
LONG-TERM DEBTS	.00 **
EQUIP & OTHER LONG-TERM OBLIG.	1,405,153.22- **
DEFERRED CREDITS	16,880.90- **
ESTIMATED LIABILITIES	.00 **
TOTAL CURRENT LIABILITIES	2,147,369.22- **
STOCKHOLDER'S EQUITY	
CAPITAL STOCK	429,007.62- **
MARKETABLE EQUITY SECURITIES	40,000.00 **
TOTAL STOCKHOLDER'S EQUITY	389,007.62- **
TOTAL LIABILITIES AND EQUITY	2,536,376.84- **

DATE 7/21/93
 TIME 11:25:11
 PERIOD ENDING 6/30/93

CONSOLIDATED ACCOUNTS
 OPERATING STATEMENT - CONSOLIDATED
 PERIOD 06 SUMMARY

ACCOUNT NAME	CURRENT MONTH	% REV	PREVIOUS MONTH	% REV	CURRENT QUARTER	% REV	CURRENT YTD	% REV
OPERATING REVENUE AND EXPENSES								
CARRIER OPERATING REVENUE								
FREIGHT REVENUE								
TOTAL FREIGHT REVENUE	828,548.45	100.0	781,390.76	100.0	2,464,518.85	100.0	4,695,911.81	100.0
TOTAL CARRIER OPERATING REVENUE	828,548.45	100.0	781,390.76	100.0	2,464,518.85	100.0	4,695,911.81	100.0
TOTAL OPERATING REVENUE AND EXPENSES	828,548.45	100.0	781,390.76	100.0	2,464,518.85	100.0	4,695,911.81	100.0
CARRIER OPERATING EXPENSES								
CARRIER OPERATING EXPENSES								
SALARIES/OFFICERS & SUPERVISOR								
TOTAL SALARIES/OFFICERS & SUPERVISOR	32,684.19	3.9	33,512.11	4.3	99,106.78	4.0	208,349.09	4.4
SALARIES & WAGES/OTHER								
TOTAL SALARIES & WAGES/OTHER	160,790.75	19.4	154,168.76	19.7	477,939.44	19.4	912,943.00	19.4
MISC. PAID TIME OFF								
TOTAL MISC. PAID TIME OFF	3,422.00	.4	1,658.00	.2	7,400.00	.3	12,132.50	.3
OTHER FRINGES								
TOTAL OTHER FRINGES	60,086.83	7.3	64,607.67	8.3	202,513.16	8.2	375,940.93	8.0
OPERATING SUPPLIES & EXPENSES								
TOTAL OPERATING SUPPLIES & EXPENSES	247,285.79	29.8	226,037.94	28.9	725,669.14	29.4	1,346,504.02	28.7
GENERAL SUPPLIES AND EXPENSES								
TOTAL GENERAL SUPPLIES AND EXPENSES	25,280.32	3.1	14,602.09	1.9	57,654.54	2.3	111,786.25	2.4
OPERATING TAXES AND LICENSES								
TOTAL OPERATING TAXES AND LICENSES	17,874.43	2.2	14,340.99	1.8	45,914.48	1.9	90,874.96	1.9
INSURANCE								
TOTAL INSURANCE	35,974.45	4.3	36,709.00	4.7	117,407.57	4.8	212,728.91	4.5
COMMUNICATIONS & UTILITIES								
TOTAL COMMUNICATIONS & UTILITIES	8,771.30	1.1	9,213.01	1.2	26,088.79	1.1	54,144.52	1.2
DEPRECIATION & AMORTIZATION								
TOTAL DEPRECIATION & AMORTIZATION	37,939.00	4.6	44,248.00	5.7	126,307.00	5.1	256,411.00	5.5
REV EQUIP RENTS/PURCHASE TRANS								
TOTAL REV EQUIP RENTS/PURCHASE TRANS	79,423.32	9.6	92,250.05	11.8	307,166.38	12.5	687,788.96	14.6
BUILDING & OFFICE EQUIP RENTS								
TOTAL BUILDING & OFFICE EQUIP RENTS	4,753.31	.6	4,753.31	.6	14,259.93	.6	28,519.86	.6
DRIVER PER DIEM								
TOTAL DRIVER PER DIEM	32,605.92	3.9	31,866.00	4.1	96,701.20	3.9	178,922.72	3.8
GAIN/LOSS ON DISP. OF OP ASSET								
TOTAL GAIN/LOSS ON DISP. OF OP ASSET	3,000.00	-.4	.00	.0	3,000.00	-.1	3,000.00	-.1

DATE 7/21/93
 TIME 11:29:11
 PERIOD ENDING 6/30/93

CONSOLIDATED ACCOUNTS
 OPERATING STATEMENT - CONSOLIDATED
 PERIOD 06 SUMMARY

ACCOUNT NAME	CURRENT MONTH	% REV	PREVIOUS MONTH	% REV	CURRENT QUARTER	% REV	CURRENT YTD	% REV
MISCELLANEOUS EXPENSES								
TOTAL MISCELLANEOUS EXPENSES	3,313.72	.4	1,852.38	.2	7,172.63	.3	23,316.12	.5
TOTAL CARRIER OPERATING EXPENSES	746,805.33	90.1	729,819.31	93.4	2,308,301.04	93.7	4,497,362.84	95.8
OTHER INCOME AND EXPENSES								
INC & EXP FROM NONCARRIER OP								
TOTAL INC & EXP FROM NONCARRIER OP	3,445.01-	.4-	3,977.84-	.5-	10,330.93-	.4-	20,094.32-	.4-
INTEREST AND DIVIDEND INCOME								
TOTAL INTEREST AND DIVIDEND INCOME	187.68-	.0	201.36-	.0	705.71-	.0	1,789.84-	.0
OTHER NONOPERATING INCOME (NET)								
TOTAL OTHER NONOPERATING INCOME (NET)	.00	.0	620.00	.1	875.00	.0	1,075.00	.0
GAIN/LOSS ON DISP. OTHER ASSET								
TOTAL GAIN/LOSS ON DISP. OTHER ASSET	.00	.0	.00	.0	.00	.0	2,350.00	.1
INT & AMRT DEBT DISC EXP & PRE								
TOTAL INT & AMRT DEBT DISC EXP & PRE	11,747.16	1.4	12,602.93	1.6	36,359.66	1.5	68,227.84	1.5
INC TAXES ON INC FROM CONT OP								
TOTAL INC TAXES ON INC FROM CONT OP	.00	.0	.00	.0	.00	.0	.00	.0
TOTAL OTHER INCOME AND EXPENSES	8,114.47	1.0	9,043.73	1.2	26,198.02	1.1	49,768.68	1.1
TOTAL CARRIER OPERATING EXPENSES	754,919.80	91.1	738,863.04	94.5	2,334,499.06	94.7	4,547,131.52	96.8
NET INCOME/LOSS								
TOTAL NET INCOME/LOSS	73,628.65	8.9	42,727.72	5.5	130,019.79	5.3	148,780.29	3.2

STATEMENT OF UNPAID BUSINESS DEBTS OF TRANSFEROR
AND HOW THEY WILL BE SATISFIED

Transferee is not assuming any of Transferor's liabilities. Transferor will pay any remaining liabilities out of the consideration paid under this Agreement.

CARLISLE CARRIER CORP.

STATEMENT OF SAFETY PROGRAM

The equipment of Carlisle Carrier Corp. is licensed in Pennsylvania and is inspected in accordance with Pennsylvania law. Safety inspections and preventative maintenance are emphasized for the equipment in order to prevent breakdowns on the road and to avoid safety hazards.

All of Carlisle Carrier's drivers are carefully screened, are familiar with the D.O.T. requirements and with the company's rules. Before drivers are hired each prospective employee is screened with regard to familiarity with the Department of Transportation Regulations, driver's license validity and history of any violations and previous employers are also contacted for information concerning their driving records.

Meetings are held throughout the year with drivers to discuss important safety issues. Brochures regarding safety matters are distributed at the safety meeting. All new drivers are also given a packet concerning safety information.

Safe driving is a major concern of Carlisle Carrier Corp. This includes both safe handling of the equipment and its proper maintenance and an effort to reduce safety hazards. It also includes an emphasis on safe handling of all cargo.

STATEMENT OF TRANSFEREE'S EXPERIENCE

Applicant, Carlisle Carrier Corp., has been in business since 1989 providing interstate service. In 1990, Applicant received its initial authority through the Pennsylvania Public Utility Commission. It is in compliance with all safety requirements of the United States Department of Transportation.

David L. Metzler, President of Applicant has extensive experience in the motor carrier industry. Since 1967, he has been involved in the management of motor carrier companies.

Donald Stroble, Treasurer of Applicant, has been employed in the finance and accounting departments of motor carrier companies since 1972. Mr. Stroble has been in his current position with Applicant since 1989.

Applicant's management has extensive experience which will enable it to successfully provide the transportation service proposed under the authorities to be transferred.

Commonwealth of Pennsylvania



Department of State CERTIFICATE OF INCORPORATION

OFFICE OF THE SECRETARY OF THE COMMONWEALTH

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, UNDER THE PROVISIONS OF THE LAWS OF THE COMMONWEALTH, THE SECRETARY OF THE COMMONWEALTH IS AUTHORIZED AND REQUIRED TO ISSUE A "CERTIFICATE OF INCORPORATION" EVIDENCING THE INCORPORATION OF AN ENTITY.

WHEREAS, THE STIPULATIONS AND CONDITIONS OF THE LAW HAVE BEEN FULLY COMPLIED WITH BY
CARLISLE CARRIERS CORPORATION (A CLOSE CORPORATION)

WHEREFORE, KNOW YE, THAT SUBJECT TO THE CONSTITUTION OF THIS COMMONWEALTH, AND UNDER THE AUTHORITY OF THE LAWS THEREOF, I DO BY THESE PRESENTS, WHICH I HAVE CAUSED TO BE SEALED WITH THE GREAT SEAL OF THE COMMONWEALTH, DECLARE AND CERTIFY THE CREATION, ERECTION AND INCORPORATION OF THE ABOVE IN DEED AND IN LAW BY THE NAME CHOSEN HEREINBEFORE SPECIFIED.

SUCH CORPORATION SHALL HAVE AND ENJOY AND SHALL BE SUBJECT TO ALL THE POWERS, DUTIES, REQUIREMENTS, AND RESTRICTIONS, SPECIFIED AND ENJOINED IN AND BY THE APPLICABLE LAWS OF THIS COMMONWEALTH.



GIVEN UNDER MY HAND AND THE GREAT SEAL OF THE COMMONWEALTH, AT THE CITY OF HARRISBURG, THIS 18TH DAY OF SEPTEMBER IN THE YEAR OF OUR LORD ONE THOUSAND NINE HUNDRED AND EIGHTY-NINE AND OF THE COMMONWEALTH THE TWO HUNDRED FOURTEENTH.

Christopher A. Lewis

ACTING SECRETARY OF THE COMMONWEALTH

JAMES D FLOWER JR ESQ
EAST HIGH ST

CARLISLE , PA 17013-0000

1526207
08966
1527-1529

Filed this _____ day of _____, 19____
 Commonwealth of Pennsylvania
 Department of State
 Secretary of Commonwealth

DSCB: BCL-806 (Rev. 8-72)
 Filing Fee: \$40
 AD?
 Articles of
 Amendment—
 Domestic Business Corporation

(Line for numbering)
1526207
 COMMONWEALTH OF PENNSYLVANIA
 DEPARTMENT OF STATE
 CORPORATION BUREAU

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. #1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:
Carlisle Carriers Corporation

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

401 East Louthier Street
(NUMBER) (STREET)
Carlisle Pennsylvania 17013
(CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:
Pennsylvania Business Corporation Law

4. The date of its incorporation is. 9/18/89

5. (Check, and if appropriate, complete one of the following):
 The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.
 Time: The _____ day of _____, 19____
 Place: _____
 Kind and period of notice _____

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:
 (a) The total number of shares outstanding was:
100
 (b) The number of shares entitled to vote was:
100

7 In the action taken by the shareholders

(a) The number of shares voted in favor of the amendment was:

100

(b) The number of shares voted against the amendment was:

0

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that to make all corporate records consistant that formal name of the corporation shall henceforth be "CARLISLE CARRIER CORP."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 3rd day of March, 1990.

Attest:

Louella C. Meyer
(SIGNATURE)

(TITLE SECRETAR ASSISTANT SECRETARY ETC.)

(CORPORATE SEAL)

CARLISLE CARRIERS CORP.

(NAME OF CORPORATION)

David L. Curtis
(SIGNATURE)

(TITLE PRESIDENT VICE PRESIDENT ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

COMMONWEALTH OF PENNSYLVANIA
 DEPARTMENT OF STATE - CORPORATION BUREAU
 308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

DOMESTIC BUSINESS CORPORATION
 A CLOSE CORPORATION - COMPLETE BACK
 DOMESTIC PROFESSIONAL CORPORATION
 ENTER BOARD LICENSE NO.

FEE
 \$75.00

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)
Carlisle Carriers Corporation

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)
401 East Louther Street

012 CITY 033 COUNTY 013 STATE 064 ZIP CODE
Carlisle, Cumberland County, Pennsylvania 17013 (21)

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

To perform trucking services and to have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporation may be incorporated under the Business Corporation Law.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares <u>100 Shares common stock</u>	041 Stated Par Value Per Share if Any <u>\$1.00</u>	042 Total Authorized Capital <u>\$100.00</u>	031 Term of Existence <u>perpetual</u>
------------------------------------------------------------------	--------------------------------------------------------	-------------------------------------------------	-------------------------------------------

The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator:

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
<u>G. Kenneth Bishop</u>	<u>624 South Hanover Street, Carlisle, PA 17013</u>	<u>1 sh. common stock</u>
(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION
 THIS 15th DAY OF September 19 89.

G. Kenneth Bishop

- FOR OFFICE USE ONLY -

030 FILED SEP 18 1989	002 CODE	003 REV BOX	SEQUENTIAL NO.	100 MICROFILM NUMBER 89661527	
	REVIEWED BY	004 SIC	AMOUNT	001 CORPORATION NUMBER 1526207	
	DATE APPROVED <i>Christopher A. Lewis</i>		\$	LOG IN	LOG IN (REFILE)
	DATE REJECTED	CERTIFY TO	INPUT BY	LOG IN	LOG IN (REFILE)
MAILED BY DATE	<input type="checkbox"/> REV. <input type="checkbox"/> L & I <input type="checkbox"/> OTHER	VERIFIED BY	LOG OUT	LOG OUT (REFILE)	

SECRETARY
 Secretary of the Commonwealth
 Department of State
 Commonwealth of Pennsylvania

ATTACHMENT 12B-2

1. The following provisions shall determine the status of the corporation as a close corporation:

(a) (Strike out (i) or (ii) below, whichever is not applicable.)

(i) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.
(NUMBER NOT TO EXCEED 30)

(ii) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than the smaller of twenty-five "shareholders" within the meaning of Subchapter S of the Internal Revenue Code of 1954, as amended, or 30 persons.

(b) All of the issued shares of all classes of the corporation shall be subject to one or more of the restrictions on transfer permitted by section 613.1 of the Business Corporation Law (15 P.S. § 1613.1).

(c) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.

2. (Optional: BCL § 372B) A person (other than an estate) who is not an "individual" or who is a "non-resident alien," in either case within the meaning of the Internal Revenue Code of 1954, as amended ("Code"), shall not be entitled to be a holder of record of shares of the corporation. Only a person whose consent is currently in effect to the election of the corporation to be treated as an electing small business corporation under Subchapter S of the Code and a shareholder who has not affirmatively refused to consent to the election within sixty days after he acquires his stock, shall be entitled to be a holder of record of shares of the corporation.

3. (Optional: BCL § 382) The business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

4. (Optional: § 376B) The status of the corporation as a "close corporation" within the meaning of the Business Corporation Law shall not be terminated without the affirmative vote or written consent of (all holders of) ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ XXXXXXXXXXXXXXXXXXXXXXXXXXXX shares of all classes of the corporation.
(FRACTION AT LEAST TWO-THIRDS)

5. (Optional: BCL § 384B) (Any shareholder) ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ XXXXXXXXXXXXXXXXXXXX of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute.
(FRACTION)

6. (Optional: BCL § 386) (Any shareholder) ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ XXXXXXXXXXXXXXXXXXXX of the corporation shall have the right at will to cause the corporation to be dissolved by proceeding in the manner provided by statute.
(FRACTION)

Handwritten notes and signatures at the bottom of the page.

CARLISLE CARRIER CORP.

OFFICERS

David L. Metzler	-	President
Donald Stroble	-	Treasurer
Loretta Metzler	-	Secretary

STOCKHOLDERS

David L. Metzler
Donald Stroble

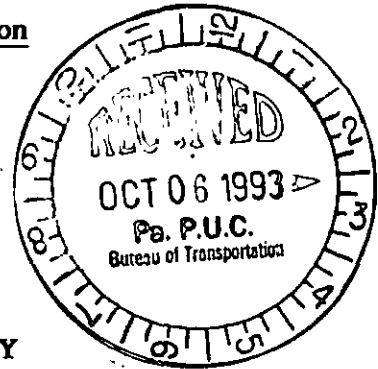
ORIGINAL

PENNSYLVANIA PUBLIC UTILITY COMMISSION
BUREAU OF TRANSPORTATION

See Instructions before Completing Application

Application For:

A-109478
E.I.A.M-H



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

1. CARLISLE CARRIER CORP.
 (Name of applicant) (Trade name, if any)
1513 EAST COMMERCE DRIVE CARLISLE PA 17013
 (Street address) (City) (State & Zip Code)

2. DAVID H. RADCLIFF, ESQ., 2216 WALNUT STREET, HARRISBURG, PA 17103
 (Name, Address & Telephone Number of Applicant's Attorney, if any) (717) 236-9318

3. Applicant is an individual partnership corporation.

4. Applicant requests authority to provide service as a 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:

SEE ATTACHMENT 4

OFFICE OF THE SECRETARY OF TRANSPORTATION

5. Applicant does hold Pa. PUC authority under Docket No. A.109478 and operates as a common carrier.
 (does or does not) (common or contract)

DOCUMENT FOLDER

DOCKETED
 APPLICATION DOCKET
 OCT 22 1993
 ENTRY No. [Signature]

6. If this application is for temporary authority, applicant X does 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.

Filed simultaneously with this application.

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.

See Appendix A

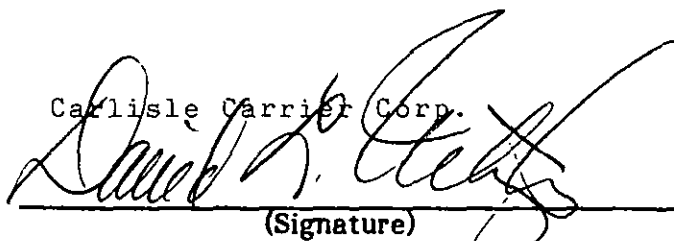
9. "Statements of Supporting Shippers or Witnesses" shall be prepared by the shipper or witness, or an authorized representative of the shipper or witness and shall contain the information as stated at Appendix B.

See 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.

Carlisle Carrier Corp.



(Signature)

David L. Metzler, President

(Corporate Title)

9/28/93

(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 :
DAUPHIN County : ss:

DAVID L. METZLER, being duly sworn (affirmed) according to law, deposes and says that he is President of Carlisle Carrier Corp.
(Office of Affiant)

_____; 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 Carlisle Carrier Corp. to be able to prove the same
(Name of Corporation)

at the hearing hereof.

David L. Metzler

Signature of Affiant

David L. Metzler, President

Sworn and subscribed before me this 28th
day of September 1993
My Commission Expires _____

Notarial Seal
Roberta L. Radcliff, Notary Public
Susquehanna Twp., Dauphin County
My Commission Expires Jan. 20, 1997
Member, Pennsylvania Association of Notaries

Roberta L. Radcliff

Signature of Official Administering Oath

AUTHORITY TO BE TRANSFERRED
FROM WALTER BROTHERS TRUCKING, INC.

AUTHORITY AT A.00102343

To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the plant site and storage facilities operated by The Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the said territory and to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and the return of shipping facilities and refused, damaged or rejected shipments to the point of origin.

To transport, as a Class D carrier, foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the facilities of Ralston Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Montgomery, Delaware, Chester and Bucks, and the return of pallets and other shipping facilities to point of origin.

AUTHORITY AT A.00102343, Folder 1, Am-A

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Ralston-Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-B

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and materials, ingredients and supplies used in the manufacture, distribution and sale of said products, from the facilities of Ralston-Purina Company, located in the township of Hampden, Cumberland County, to points in that portion of Pennsylvania on and east of U.S. Highway Route 15, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-C

To transport, as a Class D carrier, such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company, in the township of Hampden, Cumberland County, to points in that part of Pennsylvania located on and east of U.S. Highway Route 15, plus the county of Cumberland, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-D

To transport, as a Class D carrier, property (except household goods in use, commodities in bulk and commodities requiring the use of special equipment) for General Mills, Inc., from the facilities used by it in Cumberland County to points in Pennsylvania, and vice versa.

AUTHORITY AT A.00102343, Folder 1, Am-E

To transport, as a Class D carrier, property for Purina Mills, Inc., between points in Pennsylvania;

subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk; household goods in use.

AUTHORITY AT A.00102343, Folder 1, Am-F

- (1) To transport, as a Class D carrier, property, for The Quaker Oats Co., between points in Pennsylvania;

(2) To transport, as a Class D carrier, property, for The Dial Corporation, from points in the counties of Luzerne and Bucks, to points in the county of Cumberland;

with both of the above rights subject to the following condition:

That no right, power or privilege is granted to transport commodities in bulk, household goods in use, and Classes A and B explosives.

AUTHORITY AT A.00102343, Folder 1, Am-G

To transport, as a Class D carrier, property for Fleming Companies, Inc., from its facilities located in the township of Upper Providence, Montgomery County, to points in Pennsylvania and vice versa;

subject to the following condition:

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

No authority will be retained by the seller, Walter Brothers Trucking, Inc.

VERIFIED STATEMENT OF DAVID L. METZLER
FOR
CARLISLE CARRIER CORP.

1. LEGAL NAME AND DOMICILE OF APPLICANT

CARLISLE CARRIER CORP.
1513 East Commerce Drive
P.O. Box 637
Carlisle, PA 17013
Telephone: (717) 249-8846

2. IDENTITY AND QUALIFICATIONS OF PERSON MAKING STATEMENT FOR APPLICANT

My name is David L. Metzler and I am the President as well as a stockholder and director of Carlisle Carrier Corp. As chief executive officer of the company, I have overall responsibility for all aspects of the carrier's operation. I am familiar with the authority's facilities and operations of Carlisle Carrier Corp. and I am the proper person to give this statement on behalf of the Applicant.

3. AUTHORITY SOUGHT

By this Application Carlisle Carrier Corp. seeks all the authority of Walter Brothers Trucking, Inc., at A.00102343, Folder 1, Amendments A through G. (See Attachment 4)

4. DESCRIPTION OF CURRENT OPERATIONS

Applicant currently holds authority from this Commission at A.109478. All of that intrastate Pennsylvania authority is limited to specific facilities located in the Counties of Schuylkill, Cumberland, Dauphin and Adams. No duplicating authority will result.

5. PRESENT TERMINAL FACILITIES AND COMMUNICATIONS NETWORK

Our terminal and general office are located on East

Commerce Drive near exit 12 on Interstate 81 South of Carlisle. From that location we are able to direct the transportation operations of the Applicant to and from the location of our principal customers in Pennsylvania. We have approximately 2000 square feet of office space and two service bays. There is sufficient parking for our equipment adjacent to our terminal.

We employ four administrative personnel including myself, four dispatchers, two billing clerks, two safety personnel, two sales persons, ten loaders, and fifty-three drivers. Additionally, more than twenty-two owner operators are leasing equipment to Applicant.

We have twelve telephone lines by which our customers may reach us to arrange service. We will accept collect calls from our customers for the purpose of arranging transportation. Additionally we have three telephone lines dedicated to our electronic data exchange services by which the shippers may utilize computer hook-ups to schedule transportation and provide details of each shipment. We are developing the capability to provide computerized tracking and tracing of shipments for the convenience of our shippers.

Maintenance service is contracted with an outside truck repair facility.

No additional terminals or facilities would be required to enable us to provide the proposed service.

6. PERTINENT EQUIPMENT

A list of our equipment is attached at Exhibit 1. Applicant also has the financial ability, and a source of readily

available equipment, to lease additional van equipment to meet the needs of the shipper.

7. Applicant is not affiliated with other carriers.

8. SAFETY PROGRAM

Applicant has on file presently with this Commission insurance sufficient to satisfy the requirements for public liability, property damage, and cargo insurance.

All of our equipment is licensed in Pennsylvania and is inspected in accordance with law. I emphasize safety inspections and preventive maintenance for the equipment in order to prevent breakdowns on the road and to avoid safety hazards. As president of the corporation I directly supervise the safety program to emphasize the importance which Applicant places on safety matters.

All of our drivers are carefully screened, are familiar with the D.O.T. requirements and with our company rules. Before drivers are hired each prospective employee is screened with regard to familiarity with the Department of Transportation Regulations, drivers license validity and history of any violations and previous employers are also contacted for information concerning their driving records.

Meetings are held throughout the year with drivers to discuss important safety issues. Brochures regarding safety matters are distributed at the safety meeting. All new drivers are also given a packet concerning safety information.

Safe driving is a major concern of the Applicant. This includes both safe handling of the equipment and its proper maintenance and an effort to reduce safety hazards. It also

includes an emphasis on safe handling of all cargo.

9. FINANCIAL DATA

I have attached the most recent financial reports of Applicant as Exhibit 2.

10. We are not currently serving these shippers.

11. Applicant will provide 48' x 102" van trailers for truckload and multiple delivery service following approval. Applicant can provide experienced drivers and will provide shipment counting and sorting for the customer at the destination point.

12. I certify that the employees at Carlisle Carrier Corp. are not now represented by a Union, and no Union has given notice that it intends to organize the employees of the Applicant.

We will be able to initiate operations immediately upon the approval of the Application.



David L. Metzler, President

CARLISLE CARRIER CORP.

EQUIPMENT LIST

COMPANY OWNED TRACTORS	75
LONG-TERM LEASED TRACTORS	<u>12</u>
TOTAL TRACTORS	87
COMPANY OWNED 45' VAN TRAILERS	4
COMPANY OWNED 48' VAN TRAILERS	155
COMPANY OWNED REEFER TRAILERS	<u>6</u>
TOTAL TRAILERS	165

VERIFICATION OF STATEMENT

The undersigned deposes and says that he is the person who gave the Statement for the above-captioned application and that he is authorized to and does make this verification and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.

The undersigned understands that false statements herein are made subject to the penalties of 18 C.S. §4904 relating to unsworn falsification to authorities.

Dated: September 30, 1993


David L. Metzler

September 27, 1993

John Alford, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17120

Dear Mr. Alford:

This letter is my request that favorable consideration be given to the application of Carlisle Carrier Corp for emergency authority. I have entered into an agreement with Carlisle Carrier Corp to sell my entire authority.

I have determined to sell my authority and retire from the transportation business. I am now 70 years of age and am interested in limiting my business activities.

Approval of emergency temporary authority for the purchaser will enable service to continue to the shippers I have previously served. In addition I will be able to avoid the expense of obtaining additional insurance when the renewal is required in October 1993. The prospective purchaser has contacted the shippers and is the obvious choice to continue providing the service.

Thank you for your favorable consideration of this request.

Very Truly Yours,



Carl D. Walter, Sr.
President

November 12, 1993

REFER TO OUR FILE

David H. Radcliff
Attorney at Law
2216 Walnut Street
Harrisburg, PA 17103

In re: A-00109478, F.1, Am-H - Carlisle Carrier Corp.

Acknowledgement is made of an application for permanent and temporary authority filed by you on behalf of Carlisle Carrier Corp. for the rights of Walter Brothers Trucking, Incorporated.

The application has been captioned as attached and will be submitted for review, provided no protests are filed on or before December 6, 1993. 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.

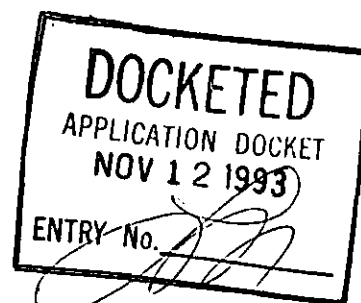
You are further advised that the above application will be published in the Pennsylvania Bulletin of November 11, 1993.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:rp

cc: Applicant
P. O. Box 637
Carlisle, PA 17013-0637



A-00109478, F. 1, Am-H CARLISLE CARRIER CORP. (P. O. Box 637, Carlisle, Cumberland County, PA 17013-0637) a corporation of the Commonwealth of Pennsylvania, inter alia - property for Sun-Diamond Growers of California, from facilities owned, leased or used by the said shipper and from said facilities to points in Pennsylvania, and vice versa; subject to the following condition: That no right, power or privilege is granted to transport petroleum or petroleum is granted to transport petroleum or petroleum products in bulk in tank vehicles or dry litharge in bulk: SO AS TO PERMIT the transportation of (1) foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the plant site and storage facilities operated by The Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the said territory and to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and the return of shipping facilities and refused, damaged or rejected shipments to the point of origin; (2) foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the facilities of Ralston Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Montgomery, Delaware, Chester and Bucks, and the return of pallets and other shipping facilities to point of origin; (3) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Ralston-Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa; (4) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa; (5) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and materials, ingredients and supplies used in the manufacture, distribution and sale of said products, from the facilities of Ralston-Purina Company, located in the township of Hampden, Cumberland County, to points in that portion of Pennsylvania on and east of U.S. Highway Route 15, and vice versa; (6) property (except household goods in use, commodities in bulk and commodities requiring the use of special equipment) for General Mills, Inc., from the facilities used by it in Cumberland County to points in Pennsylvania, and vice versa; (7) property for Purina Mills, Inc., between points in Pennsylvania; subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk; household goods in use; (8) property, for The Quaker Oats Co., between points in Pennsylvania; (9) property, for The Dial Corporation, from points in the counties of Luzerne and Bucks, to points in the county of Cumberland; with right no. 8 and 9 subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk, household goods in use, and Classes A and B, explosives; and, (10) property for Fleming Companies, Inc., from its facilities located in the township of Upper Providence, Montgomery County, to points in Pennsylvania and vice versa; subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk or household goods in use: which is to be a transfer of all the rights authorized under the certificate issued at A-00102343

to Walter Brothers Trucking, Incorporated, a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions. APPLICATION FOR TEMPORARY HAS BEEN FILED AT A-00109478, F. 1, AM-H, SEEKING THE ABOVE CITED RIGHTS. ATTORNEY: David H. Radcliff, 2216 Walnut Street, Harrisburg, PA 17103.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin

NOV 13 1993

BUREAU OF TRANSPORTATION
COMMON CARRIER
October 1993

A-00109478

F. 1

Am-H

Application of Carlisle Carrier Corp., a corporation of the Commonwealth of Pennsylvania, for amendment to its common carrier certificate, which grants the right, inter alia, to transport by motor vehicle, property for Sun-Diamond Growers of California, from facilities owned, leased or used by the said shipper and from said facilities to points in Pennsylvania, and vice versa; subject to the following condition: That no right, power or privilege is granted to transport petroleum or petroleum is granted to transport petroleum or petroleum products in bulk in tank vehicles or dry litharge in bulk: SO AS TO PERMIT the transportation of (1) foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the plant site and storage facilities operated by The Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the said territory and to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and the return of shipping facilities and refused, damaged or rejected shipments to the point of origin; (2) foodstuffs and pet foods (except frozen foods and commodities in bulk), and advertising matter, displays and premiums in mixed loads with foodstuffs or pet foods, from the facilities of Ralston Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Montgomery, Delaware, Chester and Bucks, and the return of pallets and other shipping facilities to point of origin; (3) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Ralston-Purina Company in the township of Hampden, Cumberland County, to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa; (4) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and those materials, ingredients and supplies used in the manufacture, distribution and sale of the aforementioned products, from the facilities of Quaker Oats Company in the borough of Shiremanstown, Cumberland County, and points within an airline distance of two (2) statute miles of the boundaries thereof to points in the counties of Philadelphia, Bucks, Montgomery, Delaware and Chester, and vice versa; (5) such merchandise as is dealt in by wholesale, retail, chain grocery and food business houses, and materials, ingredients and supplies used in the manufacture, distribution and sale of said products, from the facilities of Ralston-Purina Company, located in the township of Hampden, Cumberland County, to points in that portion of Pennsylvania on and east of U.S. Highway Route 15, and vice versa; (6) property (except household goods in use, commodities in bulk and commodities requiring the use of special equipment) for General Mills, Inc., from the facilities used by it in Cumberland

Protests due

NH

DEC 6 1993

DOCKETED
APPLICATION DOCKET
NOV 12 1993

ENTRY No. *[Signature]*

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin _____

- 2 -

County to points in Pennsylvania, and vice versa; (7) property for Purina Mills, Inc., between points in Pennsylvania; subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk; household goods in use; (8) property, for The Quaker Oats Co., between points in Pennsylvania; (9) property, for The Dial Corporation, from points in the counties of Luzerne and Bucks, to points in the county of Cumberland; with right no. 8 and 9 subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk, household goods in use, and Classes A and B, explosives; and, (10) property for Fleming Companies, Inc., from its facilities located in the township of Upper Providence, Montgomery County, to points in Pennsylvania and vice versa; subject to the following condition: That no right, power or privilege is granted to transport commodities in bulk or household goods in use: which is to be a transfer of all the rights authorized under the certificate issued at A-00102343 to Walter Brothers Trucking, Incorporated, a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions. APPLICATION FOR TEMPORARY HAS BEEN FILED AT A-00109478, F. 1, AM-H, SEEKING THE ABOVE CITED RIGHTS.

JG:em
10/29/93

Application received: 10/6/93
Application docketed: 10/22/93

Protests due _____