

Kenneth A. Olsen

Attorney at Law

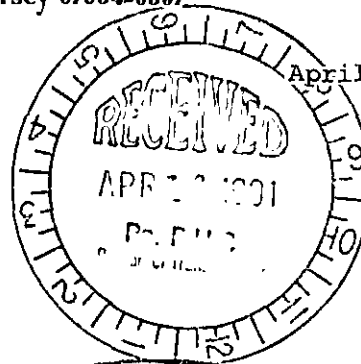
P. O. Box 357

Gladstone, New Jersey 07834-0357

April 8, 1991

Certified Mail No. P 322 349 449
(Return Receipt Requested)

Mr. Jerry Rich, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120



A. 109747
RECEIVED
APR 15 1991
SECRETARY'S OFFICE
Public Utility Commission

Dear Sir:

Re: A-P-A Transport Corp.
Docket No. A-91795
Extension of Authority

Attached hereto, for filing with your Commission on behalf of my client above, find original and three copies of form PUC-189 (Application for Permanent Authority as a common carrier), together with check in the amount of \$350.00 covering filing fee.

Kindly acknowledge receipt on the duplicate of this letter attached, showing thereon the docket number assigned. A self-addressed stamped envelope is enclosed for your convenience.

Your usual cooperation and expedited handling are greatly appreciated.

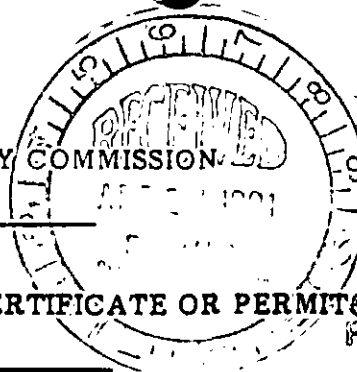
Very truly yours,

Kenneth A. Olsen

KAO:jmf
Encl.



BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION



RECEIVED

APR 15 1991

APPLICATION FOR MOTOR CARRIER CERTIFICATE OR PERMIT

(SEE INSTRUCTIONS BEFORE PREPARING APPLICATION)

In re: Application of FREIGHT OPERATIONS, INC.

APPLICATION DOCKET

No. 109747

Folder No.

TK-700427

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:

OK 3/1/91 per copy of form

1. FREIGHT OPERATIONS, INC.
(Full and correct name of applicant)

2. NONE -NOT APPLICABLE
(Trade name, if any)

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

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

3. 60 MAYFIELD AVE., RARITAN CENTER P. O. BOX 6378
(Business Street Address) (P.O. Box, if any)

EDISON MIDDLESEX NEW JERSEY 08818 (908) 225-0031
(City) (County) (State) (Zip) (Telephone)

4. Applicant's attorney (for this application) is:
KENNETH A. OLSEN, P. O. BOX 357, GLADSTONE, NJ 07934 (908) 234-0301
(Name) (Address) (Telephone)

5. Any notice, process or order of the PUC should be served upon:
KENNETH A. OLSEN, P.O. BOX 357, GLADSTONE, NJ 07934
(Name) (Address)

6. Applicant DOES NOT hold Pa. PUC authority under Docket No. _____ (does or does not)

DOCUMENT FOLDER and operates as a _____ carrier.

(common or contract) BEGINNING

DOCKETED APPLICATION DOCKET APR 22 1991 ENTRY No. *gaw*

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

at Docket No. MC-147288

SEE EXHIBIT NO. 3 ATTACHED HERETO AND MADE
A PART HEREOF.

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 NEW JERSEY and
qualified to do business in Pennsylvania by registering with the Secretary of
the Commonwealth on MARCH 1, 1991 (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.

SEE EXHIBIT NO. 1 ATTACHED HERETO AND MADE A PART HEREOF.

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

A Partnership Agreement.

B Trade Name registration certificate.

C Certificate of Incorporation or Authority. SEE EXHIBIT NO. 1 ATTACHED HERETO AND
MADE A PART HEREOF.

D Statement of corporate charter purpose. SEE EXHIBIT NO. 1 ATTACHED HERETO AND
MADE A PART HEREOF.

E List of corporate officers and stockholders. SEE EXHIBIT NO. 2 ATTACHED HERETO AND
MADE A PART HEREOF.

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:

To transport as a Class D carrier, dated newspaper supplements, circulars, and inserts, and the materials and supplies used in their distribution and sale, for E.F. Brennan Co., Inc.; Wakefern Food Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; Venet Advertising/N.J., Inc., between points in Pennsylvania.

See Exhibit Nos. 4, 5, 6, and 7 attached hereto and made a part hereof.

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 8) 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

FREIGHT OPERATIONS, INC.

(Print Name of Corporation, Partnership, Trade-Name or Individual)*

By:

Sidney A. Jarvis

Sidney A. Jarvis

(Signature)

President

(Signature)

(Signature)

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

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)

STATE OF NEW JERSEY
~~COMMONWEALTH OF PENNSYLVANIA~~ :

MIDDLESEX County : ss:

Sidney A. Jarvis _____, being duly sworn (affirmed) according to law, deposes and says that he is President of FREIGHT OPERATIONS, INC. (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 FREIGHT OPERATIONS, INC. (Name of Corporation) to be able to prove the same

at the hearing hereof.

✓ Sidney A. Jarvis
Sidney A. Jarvis, President
Signature of Affiant

Sworn and subscribed before me this 20

✓ day of February 19 91

My Commission Expires Nov 22 1992

DORIS J. WOHLER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 1992

✓ Doris J. Wohler
Signature of Official Administering Oath

CERTIFICATE OF INCORPORATION
OF
FREIGHT OPERATIONS, INC.

To: The Secretary of State
State of New Jersey

The Undersigned, of the age of twenty-one years or over, for the purpose of forming a corporation pursuant to the provisions of Title 14A, Corporations, General, of the New Jersey Statutes, do hereby execute the following Certificate of Incorporation:

First. The name of the corporation is "FREIGHT OPERATIONS, INC."

Second. The purpose of the corporation is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

Third. The corporation is authorized to issue 2,500 shares of capital stock without par value.

Fourth. The initial registered office of the corporation is Three Fourth Street, New Brunswick, New Jersey 08902. The name of the corporation's initial registered agent at that office is Mark Stern.

Fifth. The number of directors constituting the initial board of directors shall be 1; and the name and address of the director is as follows:

Mark Stern
Three Fourth Street
New Brunswick, New Jersey 08902

Sixth. The name and address of the incorporator is as follows:

Mark Stern
Three Fourth Street
New Brunswick, New Jersey 08902

Seventh. The duration of the corporation shall be perpetual.

In Witness Whereof, the undersigned, the incorporator of the above named corporation, has hereunto signed this Certificate of Incorporation on this 2 day of July, 1973.

Mark Stern

(E.S.)

Mark Stern, Incorporator

Return

FILED & RECORDED

JUL - 6 1973

Robert M. Falvey

ACTING SECRETARY OF STATE

CORPORATE OFFICERS
AND STOCKHOLDERS OF
FREIGHT OPERATIONS, INC.

SHAREHOLDERS

ADDRESS

Sidney A. Jarvis

1591 Holly Boulevard, Manasquan Park,
New Jersey 08736

OFFICERS

President - Sidney A. Jarvis

1591 Holly Boulevard, Manasquan Park,
New Jersey 08736

Vice President - Angel Luis Garcia

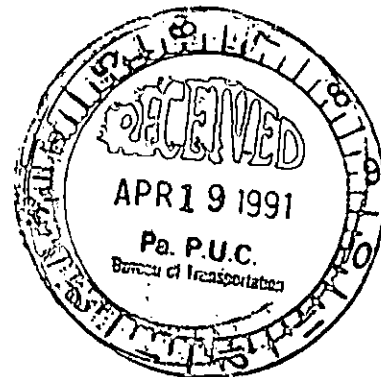
16 Timberline Drive, Howell, New
Jersey 07731

Secretary - Ronald F. Pietranowicz

331 Maplewood Avenue, Kenilworth,
New Jersey 07033

Treasurer - Ronald F. Pietranowicz

331 Maplewood Avenue, Kenilworth,
New Jersey 07033



INTERSTATE COMMERCE COMMISSION

CERTIFICATE

SERVICE DATE

No. MC-147288 Sub 3(C)

MAR 27 1987

FREIGHT OPERATIONS, INC.
EDISON, NJ

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1300 through 1310, revised). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For common carriers with irregular route authority: Any irregular route authority authorized in this Certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

Noreta R. McGee
Secretary

(SEAL)

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC-147288 Sub 3(C).

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities (except classes A and B explosives, household goods, and commodities in bulk), between points in the United States (except Alaska and Hawaii)

INTERSTATE COMMERCE COMMISSION

LICENSE

No. MC-147288 Sub 3(B)

FREIGHT OPERATIONS, INC.
EDISON, NJ

SERVICE DATE
MAR 27 1987

This License is evidence of the applicant's authority to engage in operations as a broker.

This authority will be effective as long as the broker maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043) and the designation of agents upon whom process may be served (49 CFR 1044). Applicant shall also render reasonably continuous and adequate service under this authority. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or will be, attached to this privilege.

The service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

Noreta R. McGee
Secretary

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC-147288 Sub 3(B)

To operate, in interstate or foreign commerce, as a
broker of general commodities (except household goods),
between points in the United States.

Authority sought to transport, as a Class D carrier, dated newspaper supplements, circulars, and inserts, and the materials and supplies used in their distribution and sale, for E. F. Brennan Co., Inc.; Wakefern Food Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; and Venet Advertising/ N.J., Inc., between points in Pennsylvania.

Freight Operations, Inc., (hereinafter referred to as Freight or Applicant), now holds interstate motor common carrier operating authority from the Interstate Commerce Commission authorizing it to transport, in interstate commerce, general commodities between points in the United States, (with exceptions); and authority to operate as a broker of general commodities (except household goods) in interstate commerce. This is shown on Exhibit No. 3 attached hereto. Thus, Freight is already a motor common carrier actively transporting many commodities in the territory sought herein in interstate commerce and serving the transportation needs of many members of the shipping public. By this application, Freight seeks authority to operate in intrastate Pennsylvania commerce transporting dated newspaper supplements, circulars, and inserts and the materials and supplies used in their distribution and sale for the shippers named on Exhibit No. 4 and thereby be able to more fully serve its customers throughout Pennsylvania. It possesses the necessary equipment required to transport the commodities sought herein, as listed in Exhibit No. 6 attached hereto. It also has the ability to provide its customers with specialized services in the handling of these commodities, such as timely, direct, and economical service with stop-offs in transit, door to door delivery, exclusive use service, domiciling of equipment as required or requested, and expedited pick-ups and/or deliveries, etc. Freight's supporting shippers advised that they now desire to utilize Applicant for intrastate Pennsylvania transportation of dated newspaper supplements, circulars, and inserts, and the materials and supplies used in their distribution and sale. As such, they must obtain the necessary service in the territory sought herein from a full service carrier, as Applicant, in order that they be able to fully serve their customers and to extend their sales within the entire State of Pennsylvania. The shippers have advised that they desire to use Freight between all points in

Pennsylvania for these shipments, since Freight's vehicles are already at shippers' facilities being loaded or unloaded with interstate freight. Shippers desire to commingle all their interstate and intrastate shipments in the same Freight vehicle, regardless of origin, destination, or weight restriction, in order to realize freight rates savings and other transportation, or fuel economies, which assist them and Freight in meeting market place competition and in not adversely affecting the quality of the human environment. Freight has the necessary equipment available to service members of the shipping and receiving public; now provides many types of transportation services to members of the shipping and receiving public in the territory sought herein as authorized in interstate commerce; provides interstate service now to the supporting shippers within the scope of its authorized operations; and is able to provide these supporting members of the shipping and receiving public with the type of equipment and intrastate service required for the furtherance of its business and that of its customers in Pennsylvania.

February 20, 1991

FREIGHT OPERATIONS, INC.

EQUIPMENT LIST

3	1991	WHITE GMC	TRACTORS
1	1990	WHITE GMC	TRACTORS
1	1988	WHITE GMC	TRACTORS
1	1988	VOLVO	STRAIGHT TRUCK
1	1987	VOLVO	STRAIGHT TRUCK
2	1982	BUDD 45'	SEMI TRAILERS
1	1981	BUDD 45'	SEMI TRAILER
3	1980	BUDD 45'	SEMI TRAILERS
1	1987	CHEVROLET	VAN

FREIGHT OPERATIONS, INC.
FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 1990

FREIGHT OPERATIONS, INC.
YEAR ENDED DECEMBER 31, 1990

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MADDALONI & NYDICK, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

MICHAEL J. MADDALONI, CPA
STEVEN NYDICK, CPA

30 Columbia Turnpike
Florham Park, New Jersey 07932
(201) 822-8080
Fax (201) 822-3501

THE BOARD OF DIRECTORS
FREIGHT OPERATIONS, INC.
EDISON, NEW JERSEY

We have reviewed the accompanying balance sheet of FREIGHT OPERATIONS, INC. (an S Corporation) as of December 31, 1990 and the related statements of income and retained earnings and cash flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of management.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

Maddaloni & Nydick, P.C.
Maddaloni & Nydick, P.C.
January 31, 1991

FREIGHT OPERATIONS, INC.
BALANCE SHEET
DECEMBER 31, 1990

ASSETS

CURRENT ASSETS

Cash	\$ 32,003	
Accounts Receivable (Note 1)	238,147	
Due from Related Company (Note 2)	239,009	
Prepaid Expenses	34,642	
Other	<u>1,368</u>	
Total Current Assets		\$ 545,169

PROPERTY AND EQUIPMENT (Notes 1 and 5)

Equipment	493,636	
Furniture and Fixtures	75,371	
Leasehold Improvements	<u>9,128</u>	
Sub-total	578,135	
Less: Accumulated Depreciation	<u>(371,263)</u>	206,872

SECURITY DEPOSIT

2,100

TOTAL ASSETS

\$ 754,141

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES

Note Payable - Bank (Note 3)	\$ 50,000	
Accounts Payable	108,824	
Accrued Expenses	15,632	
Advances from Officer (Note 4)	48,896	
Current Portion of Long-Term Debt (Note 5)	56,609	
Payroll Taxes Payable	5,846	
Other	<u>1,000</u>	
Total Current Liabilities		\$ 286,807

LONG-TERM DEBT - Net of Current Portion
(Note 5)

95,790

COMMITMENTS (Note 6)

STOCKHOLDER'S EQUITY

Common Stock - No Par Value; 2,500 Shares Authorized: 1,000 Shares Issued; 500 Shares Outstanding	1,020	
Additional Paid-In Capital	13,500	
Retained Earnings	<u>431,364</u>	
Sub-total	445,884	
Less: Treasury Stock (Note 7)	<u>(74,340)</u>	<u>371,544</u>

TOTAL LIABILITIES AND
STOCKHOLDER'S EQUITY

\$ 754,141

See accompanying notes and accountants' report.

FREIGHT OPERATIONS, INC.
 STATEMENT OF INCOME AND RETAINED EARNINGS
 YEAR ENDED DECEMBER 31, 1990

REVENUE		\$1,590,439
COST OF REVENUE		<u>1,172,026</u>
GROSS PROFIT		418,413
OPERATING EXPENSES		<u>464,630</u>
(LOSS) FROM OPERATIONS		(46,217)
OTHER INCOME AND (EXPENSE)		
Management Fee	\$ 75,000	
Interest Income	344	
Interest Expense	<u>(27,789)</u>	<u>47,555</u>
NET INCOME BEFORE REVERSAL OF DEFERRED INCOME TAXES		1,338
REVERSAL OF DEFERRED INCOME TAXES (Note 1)		<u>30,913</u>
NET INCOME FOR THE YEAR		32,251
<u>RETAINED EARNINGS</u>		
BALANCE - December 31, 1989		<u>399,113</u>
BALANCE - December 31, 1990		<u>\$ 431,364</u>

See accompanying notes and accountants' report.

FREIGHT OPERATIONS, INC.
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 1990

CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income for the Year		\$ 32,251
Adjustments to Reconcile Net Income to Net Cash Flows provided by Operating Activities -		
Depreciation		75,038
Decrease in Deferred Taxes		(30,913)
(Increase) Decrease in:		
Accounts Receivable	\$ 22,330	
Due from Related Company	(24,409)	
Prepaid Expenses and Other	(4,251)	
Increase (Decrease) in:		
Accounts Payable	(23,079)	
Accrued Expenses and Other	<u>5,694</u>	<u>(23,715)</u>
Net Cash Flows Provided By Operating Activities		52,661
CASH FLOWS USED BY INVESTING ACTIVITIES		
Additions to Property and Equipment		(64,801)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in Advances from Officer	29,369	
Decrease in Equipment Notes:		
Short-term	1,675	
Long-term	<u>(14,594)</u>	
Cash Flows from Financing Activities		<u>16,450</u>
Net Increase in Cash		4,310
Cash - December 31, 1989		<u>27,693</u>
Cash - December 31, 1990		<u><u>\$ 32,003</u></u>

See accompanying notes and accountants' report.

FREIGHT OPERATIONS, INC.
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

The financial statements of Freight Operations, Inc. have been prepared on the accrual basis of accounting.

Accounts Receivable

Bad debts are recorded using the direct write-off method in which the amounts determined uncollectible are charged to the current operations.

Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line and accelerated methods over the estimated useful lives of the assets. Depreciation expense for the year was \$75,038.

Income Taxes

For Federal income tax purposes, the Corporation, with the consent of its stockholder, has elected to have its income or losses reported directly by the stockholder under provisions of Subchapter S of the Internal Revenue Code.

The State of New Jersey does not recognize this election and subjects the income of the Corporation to income tax. However, the Corporation has approximately \$70,000 of net operating losses available to be carried forward to offset future years income.

Prior to the subchapter S election, provision was made for the income tax effect of earnings reported in the financial statements, and the difference between that provision and taxes reported in the tax returns was reported as a deferred tax liability. Effective with the change in tax status, the remaining balance of deferred taxes has been eliminated, and the financial statements will no longer reflect a provision for Federal income taxes.

FREIGHT OPERATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
(Continued)

NOTE 2 - TRANSACTIONS WITH RELATED COMPANY

An exchange account is maintained with a related company which had a debit balance of \$239,009 at December 31, 1990. These monies are expected to be repaid in the current period. Revenue of \$69,007 and a management fee of \$75,000 are included as income in the statement of income as a result of transactions with the related company. Certain common expenses are allocated between the two companies.

NOTE 3 - NOTE PAYABLE - BANK

The Corporation has \$100,000 of borrowings available from the National Community Bank of New Jersey under a line of credit expiring April 30, 1991. The line of credit bears interest at one-half percent above the banks prime rate and is secured by property of the stockholder. The \$50,000 outstanding at December 31, 1990 was paid in full during January, 1991.

NOTE 4 - ADVANCES FROM OFFICER

The sole stockholder has advanced monies to the Corporation on a non-interest bearing unsecured basis.

FREIGHT OPERATIONS, INC.
 NOTES TO FINANCIAL STATEMENTS
 (Continued)

NOTE 5 - LONG-TERM DEBT

	<u>Monthly Payment</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>Balance</u>
G.M.A.C.	328 (A)	10.5%	09/91	\$ 2,822
G.M.A.C.	1,306 (A)	13.0%	12/92	27,475
G.M.A.C.	677 (A)	11.5%	10/93	19,570
First Nat'l Bank	297 (A)	9.9%	03/91	877
First Nat'l Bank	294 (A)	9.9%	03/91	868
Chase/Clark Credit	759 (A)	11.7%	06/92	12,470
Contel Credit	276 (A)	14.3%	12/92	5,924
Nat'l Comm. Bank	721 (B)	Prime +.1%	09/94	32,438
Nat'l Comm. Bank	371 (B)	Prime + 1%	09/92	7,788
Nat'l Comm. Bank	767 (B)	Prime + 1%	09/95	<u>42,167</u>
				152,399
Less: Current Portion				<u>56,609</u>
Long-Term Debt				<u>\$ 95,790</u>

- (A) Interest included in monthly payment.
 (B) Interest added to monthly payment.

All of the above notes are secured by equipment.

Future principal maturities on long-term debt are as follows:

1991	\$ 56,609
1992	50,187
1993	24,549
1994	15,688
1995	<u>5,366</u>
	<u>\$152,399</u>

FREIGHT OPERATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
(Continued)

NOTE 6 - COMMITMENTS

Freight Operations, Inc., along with a related company, occupy premises under a lease agreement expiring March, 1991. The lease provides for monthly rent payments of \$7,850, plus common area maintenance and other costs. In addition, Freight Operations, Inc. sub-leases part of its space to an unrelated company for \$3,000 per month. Net rent charged to Freight Operations, Inc. for the year ended December 31, 1990 was \$28,337.

NOTE 7 - TREASURY STOCK

The Corporation has acquired 500 shares of its stock at a cost of \$74,340.

NOTE 8 - PENSION PLAN

The Corporation maintains a qualified pension plan which covers all employees eligible to participate after meeting certain age and service requirements. No pension contribution has been charged to operations for the year ended December 31, 1990.

MADDALONI & NYDICK, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

MICHAEL J. MADDALONI, CPA
STEVEN NYDICK, CPA

30 Columbia Turnpike
Florham Park, New Jersey 07932
(201) 822-8080
Fax (201) 822-3501

THE BOARD OF DIRECTORS
FREIGHT OPERATIONS, INC.
EDISON, NEW JERSEY

The accompanying supplementary information contained in the following schedules is presented only for analysis purposes and has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements. We did not become aware of any material modifications that should be made to such data.

Maddaloni & Nydick, P.C.
Maddaloni & Nydick, P.C.
January 31, 1991

FREIGHT OPERATIONS, INC.
SCHEDULE OF COST OF REVENUE
YEAR ENDED DECEMBER 31, 1990

Salaries	\$ 179,659
Payroll Taxes	16,743
Purchased Transportation	682,451
Insurance	54,257
Fuel and Gasoline	58,333
Repairs and Maintenance of Equipment	71,989
Tolls and Road Expense	20,666
Equipment Leases	5,631
Vehicle Registration	4,551
Fuel and Highway Taxes	10,128
Warehouse Expenses	3,485
Depreciation - Equipment	<u>64,133</u>
TOTAL COST OF REVENUE	<u>\$1,172,026.</u>

See accountants' report on supplementary information.

FREIGHT OPERATIONS, INC.
 SCHEDULE OF OPERATING EXPENSES
 YEAR ENDED DECEMBER 31, 1990

SELLING EXPENSES		
Advertising and Promotion	\$ 19,320	
Telephone	13,700	
Dues and Subscriptions	<u>386</u>	
		\$ 33,406
ADMINISTRATIVE EXPENSES		
Officer's Salary	134,100	
Office Salaries	157,171	
Payroll Taxes	18,787	
Employee Benefits	19,283	
Office Expenses	10,493	
Cleaning and Maintenance	4,928	
Rent - Net	28,337	
Utilities	14,520	
Occupancy Costs	4,278	
Franchise Expense	25	
Professional Fees	4,259	
Officer's Life Insurance	9,061	
Computer Expenses	6,158	
Real Estate Taxes	8,919	
Depreciation Expense	<u>10,905</u>	
		<u>431,224</u>
TOTAL OPERATING EXPENSES		<u>\$464,630</u>

See accountants' report on supplementary information.

Kenneth A. Olsen
Attorney at Law
P. O. Box 357
Gladstone, New Jersey 07934-0357

RECEIVED

APR 19 1991

SECRETARY'S OFFICE
Public Utility Commission

April 17, 1991

A-169747

Mr. Jerry Rich, Secretary
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Sir:

Re: Freight Operations, Inc.
Docket No.

Under cover of letter dated April 8, 1991, I forwarded to you, for filing with your Commission on behalf of my client above, an original and three copies of form PUC-189 (Application for Permanent Authority as a common carrier), together with check in the amount of \$350.00 covering filing fee. Attached hereto find original and three copies of Amended Exhibit No. 2, which I would appreciate your substituting for the Exhibit No. 2 submitted with the original application.

Kindly acknowledge receipt on the duplicate of this letter attached, showing thereon the docket number assigned. A self-addressed stamped envelope is enclosed for your convenience.

Your usual cooperation and expedited handling are greatly appreciated.

Very truly yours,

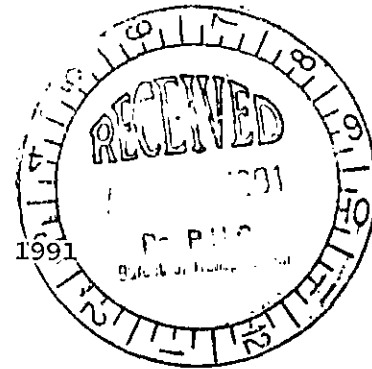
Kenneth A. Olsen
Kenneth A. Olsen

KAO:jnw
Enc.

DOCUMENT
FOLDER

RECEIVED
APR 19 1991
Pa. P.U.C.
Bureau of Transportation

Kenneth A. Olsen
Attorney at Law
P. O. Box 357
Gladstone, New Jersey 07934-0357



April 22, 1991

Ms. Frances Walkinshaw
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

A.187747

Dear Ms. Walkinshaw:

Re: Freight Operations, Inc.
Docket No.

Under cover of letter dated April 8, 1991, I forwarded to you, for filing with your Commission on behalf of my client above, an original and three copies of form PUC-189 (Application for Permanent Authority as a common carrier), together with check in the amount of \$350.00 covering filing fee.

As per your request and our telephone conversation today relative to this application, attached hereto find copy of Amended Exhibit No. 1, which I would appreciate your adding to the Exhibit No. 1 submitted with the original application as it shows my client's registration in Pennsylvania as a foreign (New Jersey) corporation on March 1, 1991.

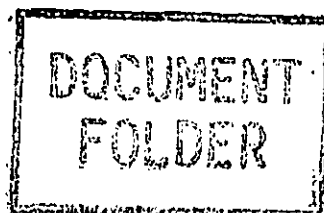
Kindly acknowledge receipt on the duplicate of this letter attached, showing thereon the docket number assigned. A self-addressed stamped envelope is enclosed for your convenience.

Your usual cooperation and expedited handling are greatly appreciated.

Very truly yours,

Kenneth A. Olsen
Kenneth A. Olsen

KAO:jmf
Encl.



Filed in the Department of
State on MAR 1 1991

Christopher A. Lewis
Secretary of the Commonwealth

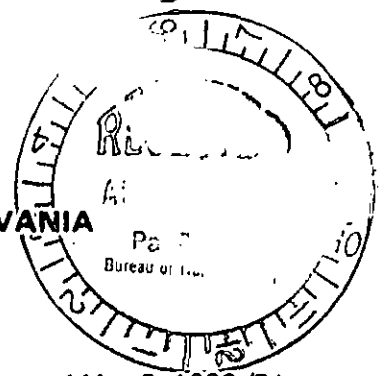
APPLICANT'S ACCOUNT NO

DSCR HCL--1004 (Rev. 9'80)

Filing Fee: \$150
CAB-15



**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU**



Application For a
Certificate of Authority—
Foreign Business Corporation

In compliance with the requirements of section 1004 of the Business Corporation Law, act of May 5, 1933 (P.L. 364) (15 P.S. §2004), the undersigned foreign business corporation, desiring to receive a certificate of authority under said act does hereby certify that:

1. The name of the corporation is:
FREIGHT OPERATIONS, INC.

2. The name which the corporation adopts for use in this Commonwealth is:
FREIGHT OPERATIONS, INC.

3. The name of the state or country under the laws of which the corporation is incorporated is:
NEW JERSEY

4. The address of its principal office in its state or country of incorporation is:
60 MAYFIELD AVENUE
EDISON NEW JERSEY 08837
(NUMBER) (CITY) (STATE) (ZIP CODE)

5. The address of the proposed registered office of the corporation in this Commonwealth is:
523 EAST LANCASTER AVENUE
WAYNE Pennsylvania 19087
(NUMBER) (CITY) (STATE) (ZIP CODE)

6. The business the corporation proposes to do within this Commonwealth, such business being authorized by its Articles of Incorporation, Certificate of Incorporation or equivalent charter document, is:

To do any lawful act or thing for which corporations may be organized under the Business Corporation Law, Act of May 5, 1933 (P.L. 364)

Primarily, to conduct the business of freight transportation.

FILED
JAN 25 1991

7. The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise to its shareholders.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this application to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this

day of JANUARY 25, 19 91

FREIGHT OPERATIONS, INC.

(NAME OF CORPORATION)

By: *Sidney A. Jarvis*
(SIGNATURE)

SIDNEY A JARVIS, PRESIDENT

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Ronald Petrovics
(SIGNATURE)

SECRETARY

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

1:39

REGISTRATION STATEMENT (DSCA:15-13)
 DEPARTMENTS OF STATE AND REVENUE

BUREAU USE ONLY:

Dept. of State Entity Number _____

Revenue Box Number _____

Filing Period _____ Date 3 4 5 _____

SIC _____ Report Code _____

FILING FEE: NONE

This form (file in triplicate) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
 DEPARTMENT OF STATE
 CORPORATION BUREAU
 308 NORTH OFFICE BUILDING
 HARRISBURG, PA 17120-0029

Check proper box:

- Business-stock Business-nonstock Business-Management Professional
 Business-statutory close Business-cooperative Nonprofit-stock Nonprofit-nonstock
 Foreign Foreign-nonprofit-stock Motor Vehicle for Hire
 Foreign-Limited Certificate of Authority to D/B/A

Corporation registering as a result of (check box):

- Incorporation (PA) Domestication Consolidation
 Authorization of a foreign corporation Division Summary of Record

1. Name of corporation FREIGHT OPERATIONS, INC.

2. Location of (a) initial registered office in PA or (b) the name and county of the commercial registered office provider:

(a) 523 EAST LANCASTER AVENUE WAYNE PENNSYLVANIA 19087 DELAWARE
 Number and Street/RD number and Box City State Zip code County

(b) _____
 Name of commercial registered office provider County

New Jersey

(c) _____
 State or Country of Incorporation

3. Specified effective date, if applicable: _____

4. Describe principal PA activity to be engaged in, within one year of this application date: _____

To do any lawful act or thing for which corporations may be organized under
 the Business Corporation Law. Primarily, to conduct the business of freight
 transportation.

5. Names, residences and social security numbers of the chief executive officer, secretary and treasurer:

Name	Address	Title	Social Security #
Ronald Pietranowicz	331 Maplewood Ave. Kenilworth, NJ 07033	Treasurer / Secretary	

Sidney A. Jarvis	1591 Holly Boulevard Manasquan Pk., NJ 08736	President	
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If professional corporation, include officer's professional license numbers with the respective Pennsylvania Professional Board.

Location of principal place of business:

60 Mayfield Avenue (P.O. Box 6378) Edison New Jersey 08837
Number and Street/RD number and Box City State Zip Code

Mailing address if different than #6 (Location where correspondence, tax report form, etc. are to be sent)

Number and Street/RD number and Box City State Zip Code

Federal Identification Number:

Act of General Assembly or authority under which you are organized or incorporated (Full Citation of statute or status attach a separate sheet if more space is required): Title 14A, Corporations, General of the New Jersey Statutes

Date and state of incorporation or organization (foreign corporation only): July 2, 1973

Date business started in PA (foreign corporation only):

Is the corporation authorized to issue capital stock? YES NO

December 31

Corporation's fiscal year ends:

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. (See 18 PA C.S. § 4904 (relating to unsworn falsification to authorities).)

Instructions for completion of form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the PA Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, PA Department of Revenue, Dept. 280705, Harrisburg, PA 17128-0705.
- C. All PA corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar year basis only.

May 3, 1991

IN REPLY PLEASE
REFER TO OUR FILE

Kenneth A. Olsen
Attorney at Law
P.O. Box 357
Gladstone, NJ 07934

In re: A-00109747 - Application of Freight Operations, Inc.

Dear Sir:

The application of Freight Operations, Inc. has been captioned as attached and will be submitted for review provided no protests are filed on or before May 28, 1991. If protests are filed, you will be advised as to further procedure.

You are further advised that the above application will be published in the Pennsylvania Bulletin of May 4, 1991.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:RP:rs

cc: Applicant
60 Mayfield Avenue
Raritan Center
P.O. Box 6378
Edison, NJ 08818

DOCUMENT
FOLDER

DOCKETED APPLICATION DOCKET MAY 06 1991 ENTRY No. <u> </u>
--

A-00109747 FREIGHT OPERATIONS, INC. (60 Mayfield Avenue, Raritan Center, P.O. Box 6378, Edison, NJ 08818), a corporation of the State of New Jersey - dated newspaper supplements, circulars, and inserts, and materials and supplies used in their distribution and sale, for E. F. Brennan Co., Inc.; Wakefern Food Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; and Venet Advertising/N. J., Inc., between points in Pennsylvania. Attorney: Kenneth A. Olsen, P.O. Box 357, Gladstone, NJ 07934.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

DATE _____

SERVICE _____

MAY -4 1991

BUREAU OF TRANSPORTATION
COMMON CARRIER
APRIL _____ 1991

A-00109747

Application of Freight Operations, Inc., a corporation of the State of New Jersey, for the right to begin to transport, as a common carrier, by motor vehicle, dated newspaper supplements, circulars, and inserts, and materials and supplies used in their distribution and sale, for E. F. Brennan Co., Inc.; Wakefern Food Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; and Venet Advertising/N. J., Inc., between points in Pennsylvania.

FW:rs
4/22/91

Application received: 4/19/91
Application docketed: 4/22/91

NH

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
MAY 06 1991
ENTRY No. _____

MAY 28 1991

Protests due on No Hearings _____
Protests due on Hearings - (5 days prior to date of hearing)
Notice of the above application was mailed to all certificate
holders and railroad companies in the service area as noted above.