

W. H. JOHNS, INC.

MOTOR FREIGHT TRANSPORTATION

P.O. Box 660, Mount Joy, PA 17552

717-653-8238



May 17, 1991

Penna Public Utility Comm
P. O. Box 3265
Harrisburg, PA 17120

Gentlemen:

RE: Freight Operations, Inc.
A-00109747
Protest W. H. Johns, Inc.

On behalf of W. H. Johns, Inc. I enclose for your consideration a copy of a protest to the above referenced application.

Copies have been mailed to the applicant and his attorney.

Yours truly,

Fred Stier
Fred Stier RR

cc: Kenneth A. Olsen
P. O. Box 357
Gladstone, NJ 07934

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



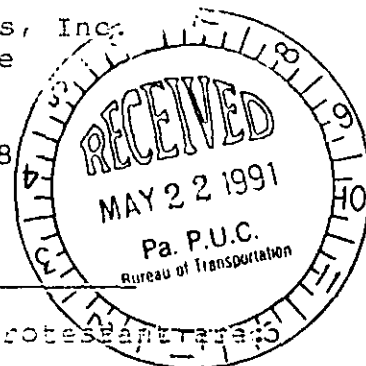
BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In Case: A-00109747

Freight Operations, Inc.
60 Mayfield Avenue
Raritan Center
P. O. Box 6378
Edison, NJ 08818

Attorney:

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



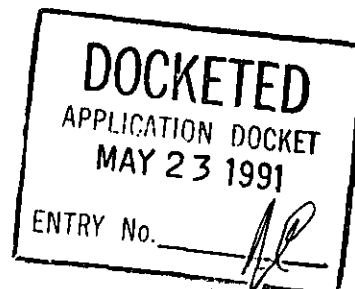
1. The name, address, and telephone number of Protestant is:
W. H. Johns, Inc.
R. D. # 2, Box 249
Rapho Industrial Park
Manheim, PA 17545
717 653-9238
2. The Protestant possesses authority at A89082 a copy of which is attached as Exhibit A. In view of the broad scope of this application, all of the W. H. Johns, Inc Authority is adversely affected. Protestant performs an adequate and satisfactory service within the scope of its authority.
3. In the absence of knowledge of which companies, if any, support this application, it is not possible for the Protestant to attach a meaningful traffic exhibit.
4. Protestant knows of no amendment which currently will satisfy its interest, but is willing to discuss the matter with the applicant or its attorney.

WHEREFORE, Protestant prays this instant application be dismissed.

W. H. JOHNS, INC.

Fred Stier
RR

Fred Stier



Freight Pa. P U.C. No. 241

Original Page 6

W. H. JOHNS, INC.

ITEM 650 - OPERATING RIGHTS

The rates, rules and regulations in this tariff or in tariffs governing this tariff are applicable on Pennsylvania intrastate traffic only to the extent of the operating authority set forth below:

IN CERTIFICATE NO. A-00089082 Folder 3, Am-BY

1. To transport, as a Class D carrier, property (except commodities in bulk, household goods in use, commodities which because of size or weight require the use of special equipment and mobile homes) between points in Pennsylvania.

Subject to the following restrictions:

A. Provided that no right, power or privilege is granted to transport any shipment weighing less than ten thousand (10,000) pounds, except where the consignor pays for exclusive use of the vehicle. (SEE NOTE A)

B. Provided that no right, power or privilege is granted to perform transportation:

(1) For Brockway Glass Company, Inc. from points in the counties of Jefferson and Clearfield; for AMP, Inc., from points in the counties of Cumberland, Dauphin, Lancaster, Snyder, York and Perry; for General Electric Corp. from Mercer County to points west of U. S. 219 and for General Electric Corp. from Erie County;

(2) For Hershey Foods Corp. and its subsidiaries (except San Giorgio Macaroni, Inc.) from the township of Derry, Dauphin County, the city of Lebanon and the township of North Cornwall, Lebanon County, and the township of East Hempfield, Lancaster County; for Amax, Inc. from Washington, Allegheny and Lawrence Counties; and for Climax Molybdenum Corp. and Molycorp, Inc. from Washington County;

(3) Of tile, building brick, refractories and iron and steel articles on flatbed trailers.

(4) For Asbury Graphite Mills, Inc. from Bethlehem, Northampton County; for Anthracite Industries, Inc., from Sunbury, Northumberland County; for National Gypsum Co. from Maiden Creek Township, Berks County; for Lumax Industries, Inc. and for Midstate Chemicals from Altoona, Blair County; for New Enterprise Stone and Lime Company, Inc. and for McKesson Chemical Co.;

(5) From points in McKean County; for Owens-Illinois, Inc. from Clarion, Clarion County and Brookville, Jefferson County; for Metal Powders, Inc. from Ridgway, Elk County; for Clarion Warehousing, Inc. from Shipperville, Clarion County and for Ball Corporation from Washington, Washington County.

NOTE A - Any shipment weighing less than 10,000 pounds moving under the operating authority shown herein must move under the provisions of Exclusive Use of Vehicle.

Abbreviations and reference marks are explained in Item 50,000 of this tariff.

ISSUED: June 28, 1985

EFFECTIVE: July 1, 1985

Issued on one days notice under authority of PA Code, Title 52, Section 23.42

ISSUED BY:

J. Wray Johns, President
35 Witmer Road
Lancaster PA 17602

HH (130)

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In File: A-00109747

Freight Operations, Inc.
60 Mayfield Avenue
Raritan Center
P. O. Box 6378
Edison, NJ 08818

Attorney:

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

1. The name, address, and telephone number of Protestant are:

W. H. Johns, Inc.
R. D. # 2, Box 249
Rapho Industrial Park
Manheim, PA 17545
717 653-8238

2. The Protestant possesses authority at A89082 a copy of which is attached as Exhibit A. In view of the broad scope of this application, all of the W. H. Johns, Inc Authority is adversely affected. Protestant performs an adequate and satisfactory service within the scope of its authority.
3. In the absence of knowledge of which companies, if any, support this application, it is not possible for the Protestant to attach a meaningful traffic exhibit.
4. Protestant knows of no amendment which currently will satisfy its interest, but is willing to discuss the matter with the applicant or its attorney.

WHEREFORE, Protestant prays this instant application be dismissed.

W. H. JOHNS, INC.

Fred Stier
R.L.

Fred Stier

Freight Pa. P.U.C. No. 241

Original Page 6

W. H. JOHNS, INC.

ITEM 650 - OPERATING RIGHTS

The rates, rules and regulations in this tariff or in tariffs governing this tariff are applicable on Pennsylvania intrastate traffic only to the extent of the operating authority set forth below:

IN CERTIFICATE NO. A-00089082 Folder 3, Am-BY

1. To transport, as a Class D carrier, property (except commodities in bulk, household goods in use, commodities which because of size or weight require the use of special equipment and mobile homes) between points in Pennsylvania.

Subject to the following restrictions:

A. Provided that no right, power or privilege is granted to transport any shipment weighing less than ten thousand (10,000) pounds, except where the consignor pays for exclusive use of the vehicle. (SEE NOTE A)

B. Provided that no right, power or privilege is granted to perform transportation:

(1) For Brockway Glass Company, Inc. from points in the counties of Jefferson and Clearfield; for AMP, Inc., from points in the counties of Cumberland, Dauphin, Lancaster, Snyder, York and Perry; for General Electric Corp. from Mercer County to points west of U. S. 219 and for General Electric Corp. from Erie County;

(2) For Hershey Foods Corp. and its subsidiaries (except San Giorgio Macaroni, Inc.) from the township of Derry, Dauphin County, the city of Lebanon and the township of North Cornwall, Lebanon County, and the township of East Hempfield, Lancaster County; for Amax, Inc. from Washington, Allegheny and Lawrence Counties; and for Climax Molybdenum Corp. and Molycorp, Inc. from Washington County;

(3) Of tile, building brick, refractories and iron and steel articles on flatbed trailers.

(4) For Asbury Graphite Mills, Inc. from Bethlehem, Northampton County; for Anthracite Industries, Inc., from Sunbury, Northumberland County; for National Gypsum Co. from Maiden Creek Township, Berks County; for Lumax Industries, Inc. and for Midstate Chemicals from Altoona, Blair County; for New Enterprise Stone and Lime Company, Inc. and for McKesson Chemical Co.;

(5) From points in McKean County; for Owens-Illinois, Inc. from Clarion, Clarion County and Brookville, Jefferson County; for Metal Powders, Inc. from Ridgway, Elk County; for Clarion Warehousing, Inc. from Shipperville, Clarion County and for Ball Corporation from Washington, Washington County.

NOTE A - Any shipment weighing less than 10,000 pounds moving under the operating authority shown herein must move under the provisions of Exclusive Use of Vehicle.

Abbreviations and reference marks are explained in Item 50,000 of this tariff.

ISSUED: June 28, 1985

EFFECTIVE: July 1, 1985

Issued on one days notice under authority of PA Code, Title 52, Section 23.42

ISSUED BY:

J. Wray Johns, President

35 Witmer Road

Lancaster PA 17602

HH (130)

ORIGINAL

Admitted to Practice In:
New Jersey
Pennsylvania

KJR

Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07034-0357

July 10, 1991

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

Dear Sir: Re: Freight Operations, Inc.
Docket No. A-00109747

Please accept this as Applicant's waiver of the 90 day hearing scheduling provisions of Act 294 [1978, Nov. 26, P.L. 1241, No. 294, 66 Pa. C.S.A. §332 (g)] in connection with scheduling any Hearing in the above referred to application proceeding.

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.

DOCKETED
JUL 22 1991

Very truly yours,

Kenneth A. Olsen
Kenneth A. Olsen

KAO:jnw
Enc.
cc: Mr. Bud Huntington

Freight Operations, Inc.
W.H. Johns, Inc.

RECEIVED
JUL 15 1991
SECRETARYS. OFFICE
Public Utility Commission

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265
August 22, 1991

In Re: A-00109747

(See attached list)

Application of Freight Operations, Inc.

Right to transport, as a common carrier, dated newspaper supplements, circulars and inserts, and materials and supplies used in their distribution and sale, for E.F. Brennan Co., Inc.; Wakefern Foods Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; and Venet Advertising/NJ., Inc., between points in Pennsylvania.

N O T I C E

This is to inform you that an initial hearing on the above captioned case will be held Friday, October 18, 1991, at 10:00 a.m., in Room 1306, Philadelphia State Office Building, Broad and Spring Garden Streets, Philadelphia, Pennsylvania.

The presiding officer in this proceeding is Administrative Law Judge Herbert Smolen. Judge Smolen can be contacted at 1302 Philadelphia State Office Building, Broad and Spring Garden Streets, Philadelphia, Pennsylvania 19130; telephone (215) 560-2105.

If you intend to file exhibits, please be advised that two copies of all hearing exhibits to be presented into evidence must be submitted to the Reporter and an additional copy should be furnished to the presiding officer and each party of record.

cc: Judge Smolen
Mr. Bramson
Ms. Kelly
Mrs. Howell
Docket Room

SECRETED

AUG 26 1991

SECRET
INDEX

A-00109747 Parties of Record

Kenneth A. Olsen, Esquire
P.O. Box 357
Gladstone, NJ 07934

Freight Operations, Inc.
60 Mayfield Avenue
Raritan Center
P.O. Box 6378
Edison, NJ 08818

Fred Stier, Vice President
Traffic and Sales
W. H. Johns, Inc.
R.D. #2, Box 249
Rapho Industrial Park
Manheim, PA 17545

W. H. JOHNS, INC.
MOTOR FREIGHT TRANSPORTATION
P.O. Box 660, Mount Joy, PA 17552
717-653-8238

KJR

RECEIVED

September 5, 1991

RECEIVED
SEP 6 1991

SECRETARY'S OFFICE
Public Utility Commission

Penna Public Utility Comm.
P. O. Box 3265
Harrisburg, PA 17120

Gentlemen:

RE: A-00109747
Freight Operations, Inc

We are in receipt of a 'Restrictive Amendment'
from the applicants attorney dated September 3, 1991.

Based on this additional information, W. H. Johns,
Inc. does hereby withdraw their protest dated May 17,
1991.

It is requested that you process this withdrawal.

BUCKETED
SEP 12 1991

Yours truly,

Fred Stier
RE

Fred Stier
Director of Traffic

cc: Kenneth A. Olsen
P. O. Box 357
Gladstone, NJ 07934-0357

DOCUMENT
FOUNDER

Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07034-0357

RECEIVED
SEP 11 1991

SECRETARY'S OFFICE
Public Utility Commission

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

September 9, 1991

Dear Sir:

Re: Freight Operations, Inc.
No. A-00109747

As your records will indicate, I represent Freight Operations, Inc.(Applicant), in the above referred to application proceeding. As filed this application seeks authority to transport "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."

In order to more fully serve the needs of its supporting parties and in order to satisfy the interests of the protesting carrier, Applicant, now, through and by its attorney, desires to and does restrictively amend the authority sought in this application proceeding to read as follows: "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, PROVIDED that no right, power or privilege is granted to transport shipments exceeding 10,000 pounds for Sullivan Graphics, Inc."

Applicant submits that the aforesaid restriction is in the public interest for the reasons stated above and is similar to other application publications and grants of authority by this Commission.

Therefore, in view of the above and the fact that protestant's interest is satisfied herein by the above submitted restrictive amendment, Applicant respectfully requests the above application as restrictively amended, be accepted by this Commission; all hearings scheduled to be cancelled; and the further processing of this application be conducted under modified procedure as an unopposed application. I also hereby request, by copy of this letter, that the protestant herein promptly forward respective protest withdrawal to your Commission.

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

Your usual cooperation and expedited handling and that of all parties of record, are greatly appreciated.

Very truly yours,

Kenneth A. Olsen
Kenneth A. Olsen

KAO:jnw
cc: Mr. Bud Huntington
" Freight Operations, Inc.
W. H. Johns, Inc.

SEP 12 1991

DOCUMENT
FOLDER

W. H. JOHNS, INC.
MOTOR FREIGHT TRANSPORTATION
P.O. Box 660, Mount Joy, PA 17552
717-653-8238

September 5, 1991

Kenneth A. Olsen
P. O. Box 357
Gladstone, NJ 07934-0357

RECEIVED
SEP 11 1991
SECRETARY'S OFFICE
Public Utility Commission

Gentlemen:

RE: A-00109747
Freight Operations, Inc

We are in receipt of a 'Restrictive Amendment'
from the applicants attorney dated September 3, 1991.

Based on this additional information, W. H. Johns,
Inc. does hereby withdraw their protest dated May 17,
1991.

It is requested that you process this withdrawal.

Yours truly,

Fred Stier

Fred Stier
Director of Traffic

cc: Penna Public Utility Comm.
P. O. Box 3265
Harrisburg, PA 17120

DOCUMENT
FOLDER

SEP 12 1991

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265
September 12, 1991

KJR

In Re: A-00109747

(See letter of 8/22/91)

Application of Freight Operations, Inc.

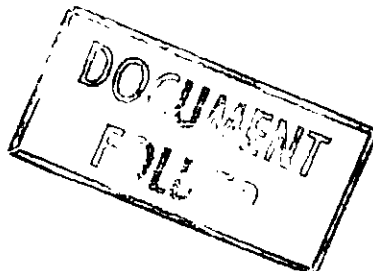
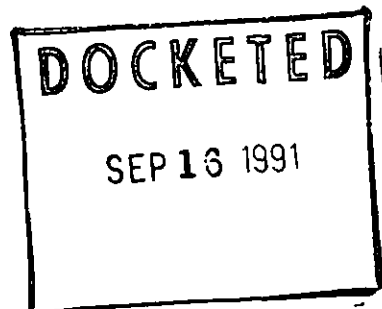
Right to transport, as a common carrier, dated newspaper supplements, circulars and inserts, and materials and supplies used in their distribution and sale, for E.F. Brennan Co., Inc.; Wakefern Foods Corporation; Sullivan Graphics, Inc.; Total Package Marketing, Inc.; National Inserting Systems, Inc.; Quebecor Printing Atglen, Inc.; and Venet Advertising/NJ., Inc., between points in Pennsylvania.

NOTICE

Since all protests against the above captioned application have been withdrawn, the hearing scheduled for Friday, October 18, 1991, in Philadelphia, has been cancelled.

The application will be referred to the Bureau of Transportation for review and report to the Commission.

cc: Judge Smolen
Mr. Bramson
Ms. Kelly
Mrs. Howell
Docket Room





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

September 27, 1991

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 357
GLADSTONE NJ 07934

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

Dear Mr. Olsen:

The above referenced application has been assigned for review without an oral hearing. In order to reach a determination on the application, you are being required to file verified statements in accordance with 52 Pa. Code §3.381(e)(1). You will be required to file:

- A. VERIFIED STATEMENT OF APPLICANT.
- B. VERIFIED STATEMENTS IN SUPPORT OF APPLICATION.

The verified statements should be in paragraph form. Each heading contained in the attached minimum outline should be a separate section or paragraph.

You should be aware of the fact that the verified statements will be reviewed based on the Commission's decision in the Application of Bluebird Coach Lines, Inc. A-00088807, F. 2, Am-K, which indicates: (1) the supporting witnesses must give evidence which is probative and relevant to the application proceeding; (2) the supporting witnesses must identify Pennsylvania origin and destination points between which they require transportation and those points must correspond with the scope of the operating territory specified in the application including requests for vice versa authority; and (3) the number of witnesses which will represent a cross section of the public on the issue of need will vary with the breadth of the intended territory and commodity description.

You are being granted an initial thirty (30) days to file verified statements. They will be due on or before October 28, 1991.

If additional time is required, it may be requested by telephone but must be followed in writing with the reasons for the extension stated.

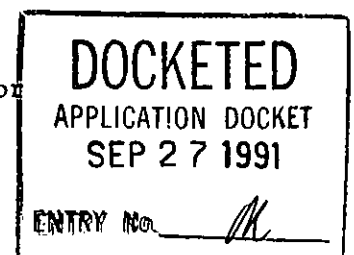
Questions about your application should be directed to Douglas A. Pike at 717-783-5947.

Very truly yours,

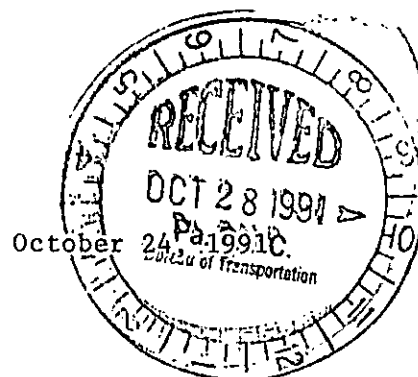


By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

PSM:DAP:kmb



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



Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

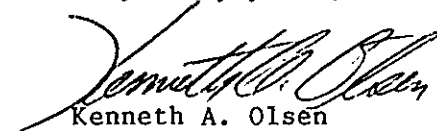
Re: Application of Freight Operations, Inc.
No. A-00109747

This will confirm our telephone conversation today during which I requested and you granted Applicant an additional thirty (30) days, to and including November 27, 1991, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381(e)(1).

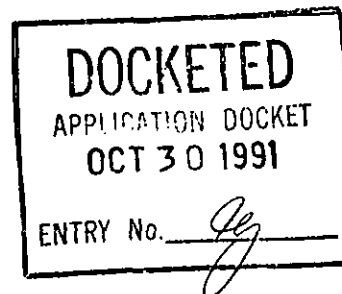
Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,


Kenneth A. Olsen

KAO:jnw
Enc.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

October 24, 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 Mr. Olsen:

In accordance with your request of October 24, 1991 for an extension of time to file verified statements, we are granting an additional thirty days for filing of statements.

Please be advised that verified statements are now due on November 27, 1991. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

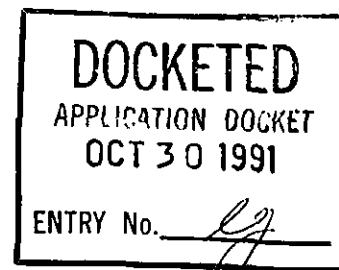
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:11





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

November 27, 1991

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
P O BOX 357
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of November 22, 1991 for an extension of time to file verified statements, we are granting an additional thirty days for filing of statements.

Please be advised that verified statements are now due on December 27, 1991. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

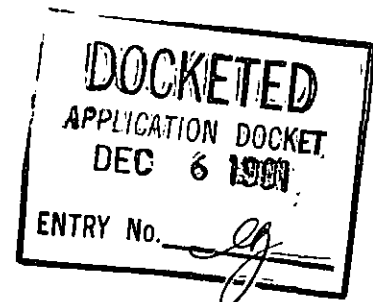
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:11





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

December 20, 1991

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
P O BOX 357
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of December 20, 1991 for an extension of time to file verified statements, we are granting an additional thirty days for filing of statements.

Please be advised that verified statements are now due on January 27, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

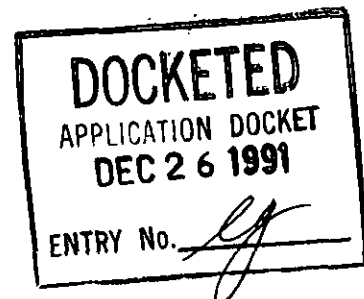
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:11



Kenneth A. Olsen
Attorney at Law
P. O. Box 357
Gladstone, New Jersey 07034-0357

January 21, 1992

Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

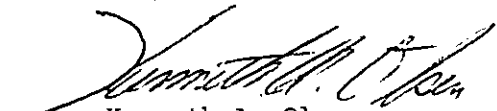
Re: Application of Freight Operations, Inc.
No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days, to and including February 27, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381 (e) (1).

Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,


Kenneth A. Olsen

KAO:jmf
Encl.

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
JAN 27 1992
ENTRY No. *lg*

RECEIVED
JAN 24 1992
Pa. P.U.C.
Bureau of Transportation



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

January 21, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
P O BOX 357
GLADSTONE NJ 07934-0357
■

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

Dear Mr. Olsen:

In accordance with your request of January 21, 1992 for an extension of time to file verified statements, we are granting an additional thirty days for filing of statements.

Please be advised that verified statements are now due on February 26, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

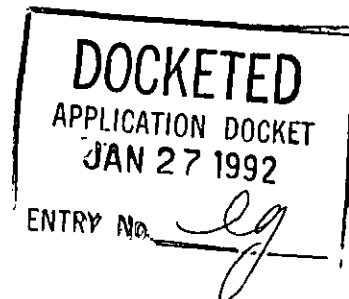
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:11



New Jersey

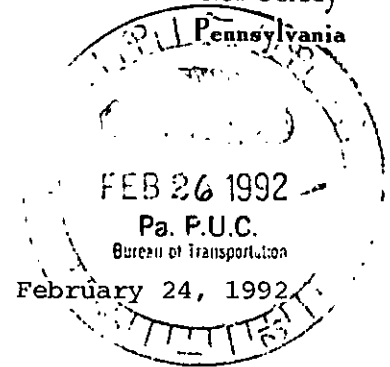
Pennsylvania

Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07934-0357



Mr. Douglas A. Pike
 Technical Review Section
 Bureau of Transportation
 Pennsylvania Public Utility Commission
 P. O. Box 3265
 Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

Re: Application of Freight Operations, Inc.
 No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days, to and including March 27, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381 (e) (1).

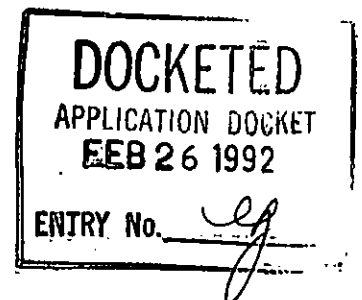
Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,

Kenneth A. Olsen
 Kenneth A. Olsen

KAO:jmf
 Encl.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

February 26, 1992

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
P O BOX 357
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of February 24, 1992 for an extension of time to file verified statements, we are granting an additional thirty days for filing of statements.

Please be advised that verified statements are now due on March 27, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

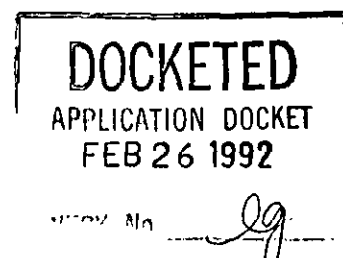
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:11





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

March 26, 1992

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 357
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of March 25, 1992 for an extension of time to file verified statements, we are granting an additional thirty (30) days for filing of statements.

Please be advised that verified statements are now due on April 27, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

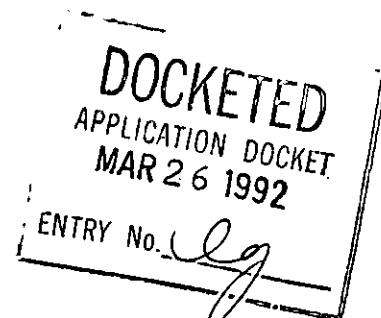
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

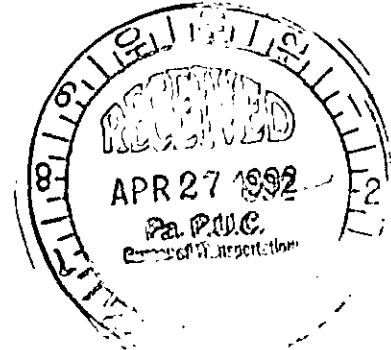
RETURN RECEIPT REQUESTED

DAP:kmb



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

April 24, 1992



Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

Re: Application of Freight Operations, Inc.
No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days, to and including May 27, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381 (e) (1).

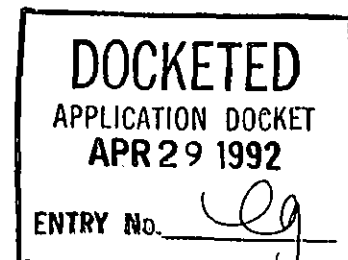
Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,

Kenneth A. Olsen

KAO:jmf
Encl.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

April 24, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 357
GLADSTONE NJ 07934-0357
■

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

Dear Mr. Olsen:

In accordance with your request of April 24, 1992 for an extension of time to file verified statements, we are granting an additional 30 days for filing of statements.

Please be advised that verified statements are now due on May 27, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

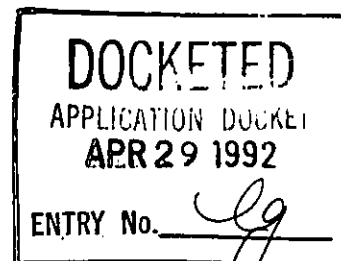
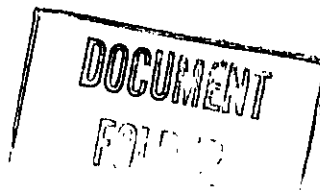
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:rs





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

May 27, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 357
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of May 26, 1992 for an extension of time to file verified statements, we are granting an additional thirty (30) days for filing of statements.

Please be advised that verified statements are now due on June 26, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

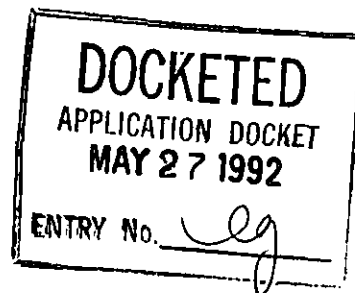
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:kmb

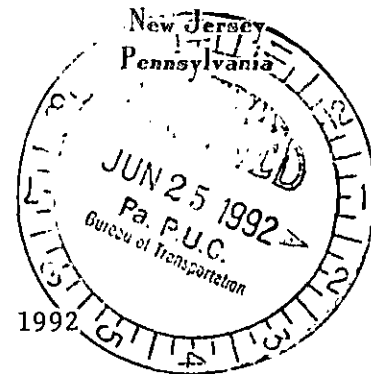


Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07934-0357



June 24, 1992

Mr. Douglas A. Pike
 Technical Review Section
 Bureau of Transportation
 Pennsylvania Public Utility Commission
 P. O. Box 3265
 Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

Re: Application of Freight Operations, Inc.
 No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days', to and including July 27, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381 (e) (1).

Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

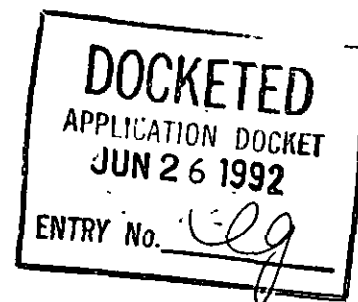
Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Kenneth A. Olsen".

Kenneth A. Olsen

KA0: jnw
 Enc.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

June 26, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 357
GLADSTONE NJ 07934-0357
■

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

Dear Mr. Olsen:

In accordance with your request of June 25, 1992 for an extension of time to file verified statements, we are granting an additional 30 days for filing of statements.

Please be advised that verified statements are now due on July 27, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

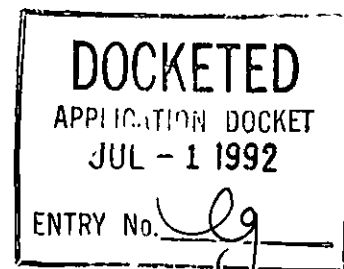
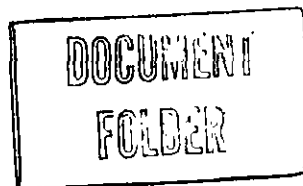
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:rs

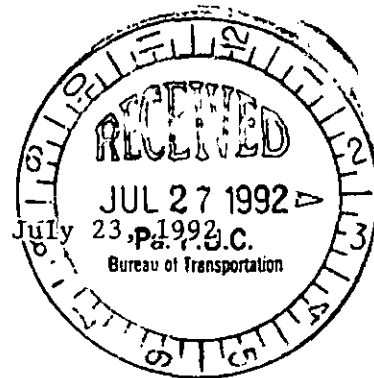


Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07934-0357



Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

Re: Application of Freight Operations, Inc.
NO. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days', to and including August 27, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381(e)(1).

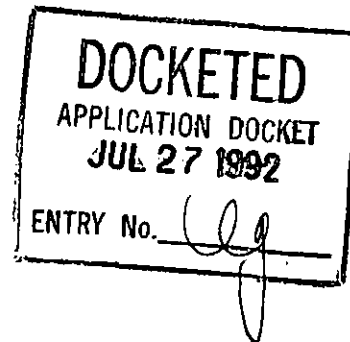
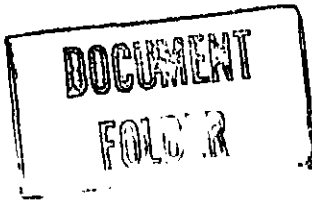
Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,

Kenneth A. Olsen
Kenneth A. Olsen

KAO:jnw
Enc.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

July 27, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 257
GLADSTONE NJ 07934-0357
■

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

Dear Mr. Olsen:

In accordance with your request of July 23, 1992 for an extension of time to file verified statements, we are granting an additional 30 days for filing of statements.

Please be advised that verified statements are now due on August 26, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

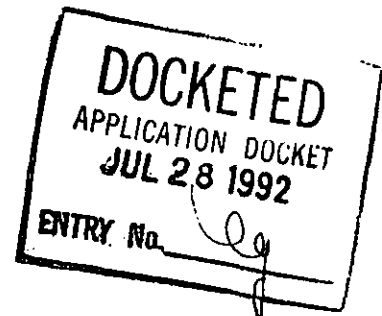
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:rs

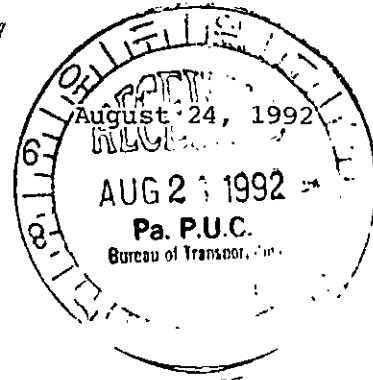


Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07934-0357



Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

Re: Application of Freight Operations, Inc.
No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days', to and including September 28, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381(e)(1).

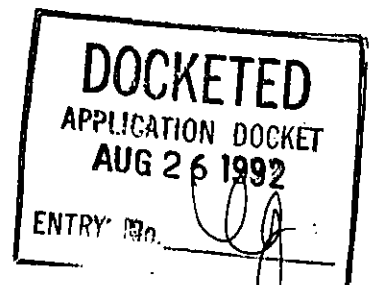
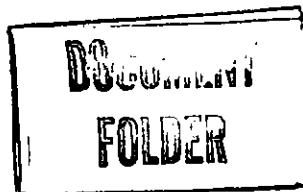
Kindly acknowledge receipt on the duplicate of this letter attached, A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,

A handwritten signature in black ink, appearing to read "Kenneth A. Olsen".
Kenneth A. Olsen

KAO:jmf
Encl.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

August 24, 1992

IN REPLY PLEASE
REFER TO OUR FILE

■
KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 257
GLADSTONE NJ 07934-0357
■

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

Dear Mr. Olsen:

In accordance with your request of August 24, 1992 for an extension of time to file verified statements, we are granting an additional 30 days for filing of statements.

Please be advised that verified statements are now due on September 25, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

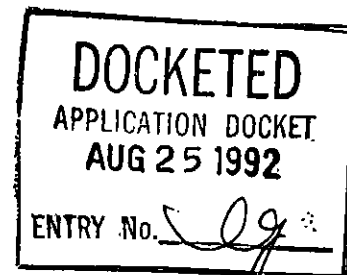
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:rs



Kenneth A. Olsen

Attorney at Law

P. O. Box 357

Gladstone, New Jersey 07034-0357

September 23, 1992

Mr. Douglas A. Pike
Technical Review Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P. O. Box 3265
Harrisburg, Pennsylvania 17120

Dear Mr. Pike:

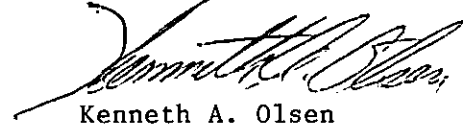
Re: Application of Freight Operations, Inc.
No. A-00109747

This will confirm our telephone conversation today, during which I requested and you granted Applicant an additional thirty (30) days', to and including October 26, 1992, for Applicant to file Verified Statements of Applicant and its supporting shippers in the above captioned application proceeding in accordance with 52 Pa. Code §3.381(e)(1).

Kindly acknowledge receipt on the duplicate of this letter attached. A self-addressed stamped envelope is enclosed for your convenience.

Your cooperation and understanding in this matter are greatly appreciated.

Very truly yours,


Kenneth A. Olsen

KAO:jnw
Enc.

DOCKETED
APPLICATION DOCKET
SEP 29 1992
ENTRY No. *09*

DOCKETED
FOLDER

RECEIVED
SEP 23 1992
PA. P.U.C.
BUREAU OF TRANSPORTATION



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

September 24, 1992

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 257
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

In accordance with your request of September 23, 1992 for an extension of time to file verified statements, we are granting an additional 30 days for filing of statements.

Please be advised that verified statements are now due on October 26, 1992. If said statements are not filed with this office by that date we shall assume that you do not desire to pursue this matter and shall recommend to the Commission that the application be dismissed for lack of prosecution.

If you have any questions, please do not hesitate to contact us.

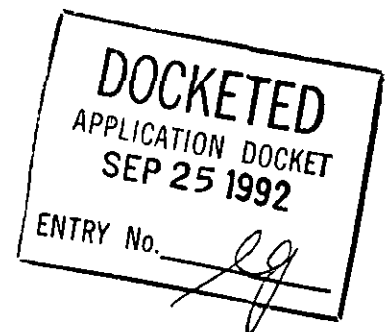
Very truly yours,

By Douglas A. Pike
For Peter S. Marzolf, Supervisor
Technical Review Section
Bureau of Transportation

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

DAP:rs



BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

APPLICATION OF
FREIGHT OPERATIONS, INC.

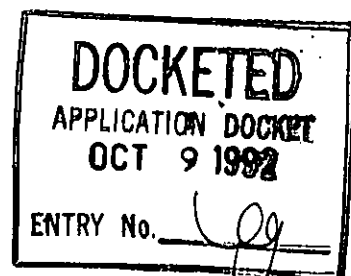
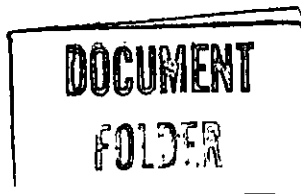
VERIFIED STATEMENT
OF
SUPPORTING PARTY

I
LEGAL NAME AND DOMICILE OF SUPPORTING PARTY OR FIRM

This statement is submitted on behalf of Total Package Marketing, Inc., with offices and address at 101 Executive Drive, Unit 10, P. O. Box D, Moorestown, New Jersey 08057, hereinafter called Total.

II
IDENTITY AND QUALIFICATIONS OF TESTIFYING WITNESS

My name is Edward Brandhorst, and my business address is 101 Executive Drive, Unit 10, P. O. Box D, Moorestown, New Jersey 08057. I am the President of Total, having been in this position for Six (6) years. I am also a stockholder and owner of Total. I am familiar with all aspects of the traffic and distribution requirements of Total covered by the application involved herein. I am familiar with the application which is here before the Pennsylvania Public Utility Commission and I have been specifically authorized by my company to testify herein on its behalf.



III
GENERAL DESCRIPTION OF SUPPORTING PARTY AND/OR OPERATIONS

Total is an advertising agency. It selects, controls, and pays for the entire transportation of advertising circulars it designs and creates, has printed, and then has distributed to customers, such as newspapers, stores, distributors, etc. We have been in business for many years and we employ approximately fifteen (15) people. Annual sales for our company were \$3,500,000.00.

Our product is utilized by and sold to individual and chain retail stores, supply stores and outlets, and newspapers.

IV
SPECIFIC DESCRIPTION OF THE COMMODITY HERE INVOLVED

As I indicated above, Total is an advertising agency, which selects, controls, and pays for the entire transportation of advertising circulars it designs and creates, has printed, and then has distributed to its customer stores, distributors, newspapers, etc. A description of the commodities, which we select, control and pay for the transportation of, design and create, have printed, and thereafter distribute include, circulars, office supplies and packaging material

V
VOLUME AND FREQUENCY OF TRAFFIC

Although Total routes and pays for transportation of circulars, from and to numerous points located throughout the United States, including points within Pennsylvania, a list of representative origins and destinations would include Lancaster, Pittsburgh, Harrisburg, etc., Pennsylvania and those points and places listed on Appendix No. 1 attached hereto and made a part hereof. Due to changing points of distribution and continued efforts of our sales force for new markets and customers, it is difficult to list

all actual and potential origin and destination points in the territory supported herein. We have shipped from and to various points in Pennsylvania and contemplate shipping to and from many locations throughout the state as we secure new customers or change distributors. It should be noted that we have sales staffs soliciting new accounts.

It is important to understand that patterns vary from quarter to quarter and from year to year.

We could have various distribution shifts which may occur in the future and have occurred, depending upon many variables, such as advertising requirements, customer locations and requirements, and store and newspaper location. By their very nature, they are unpredictable far in advance. Each time a situation may arise, we would experience an emergency situation which we must be able to respond to on short notice.

When distribution is shifted, or locations of customers, stores, or newspapers change, there is a decided advantage to have the flexibility of shifting the same carrier around as the distribution shifts or destination changes. We are aware that sufficient equipment is available from Applicant on short notice. It already knows of our transportation requirements, having provided transportation for all our interstate commerce needs. The Applicant should be in a position to respond immediately to our changing requirements and those of our customers by holding the appropriate operating authority and allowing us to remain competitive in the marketplace.

The above possible occurrences also lead to our request that Applicant hold sufficiently broad operating authority to include all existing and potential Pennsylvania origins and destinations for our advertising business.

In the recent past, we have selected, controlled, and paid for the outbound

transportation of approximately 850 shipments per month, with an average of 800 pounds per shipment destined to and received from points within the State of Pennsylvania. These circulars are combined into truckload quantities of approximately 40,000 pounds each, totalling an average of five (5) truckloads per month. It is contemplated that the number and amount of loads moving between printing and distribution facilities and points in the State of Pennsylvania will increase due to continued efforts to increase our sales and marketing area.

VI
AMOUNT OF TRAFFIC TO BE TENDERED APPLICANT

There are, of course, certain variables which make it difficult to pinpoint the precise amount of traffic which will be tendered to the Applicant between points in the State of Pennsylvania. For one thing, the amount of traffic which is tendered to any carrier at any given origin at any period of time tends to correspond to the amount of equipment a carrier might have unloading within the vicinity of that origin, and the unavailability or inability of other carriers to meet customer's orders and supply demands. This is not to say that service from the Applicant is conditioned upon its having equipment terminating at or near the origin. When we require equipment, we will expect Applicant to arrange to provide it. Secondly, it must be recognized that Applicant already holds authority to service points in interstate commerce. Applicant has promised to domicile and provide equipment on short notice, if so required. With the above in mind, it is our intent that the Applicant will handle a substantial portion of the traffic we control and pay for between the involved origin and points in Pennsylvania, and contemplate tendering Applicant approximately all of the outbound tonnage, we control and pay for, as described above, when and as required.

VII
REPRESENTATIVE ORIGINS AND DESTINATIONS

The origins involved are printing and distribution facilities at Lancaster, Pittsburgh, Harrisburg, etc., Pennsylvania.

Actual and representative origins and/or destination points are and can be most of the municipalities in Pennsylvania, such as those listed on Appendix No. 1 attached hereto. In many instances, we can have three to four customers in one town or city. However, as noted earlier, our sale staffs are constantly soliciting new business at these and other points, and our circular distribution points do and may change, therefore, virtually any point in the State of Pennsylvania can be a potential customer, printer, distribution, or newspaper location.

VIII
HOW THE TRAFFIC NOW MOVES

All of our shipments are carried by for-hire motor carriers.

IX
TYPE OF SERVICE REQUIRED

The key requirement we have is for the availability of equipment when required and having the capacity to deliver our advertising circulars where and in the manner required. The next important requirement we have is that the carrier offers are expedited, direct,,dependable and economical service in order that we be able to maintain our present accounts and remain competitive in the marketplace allowing us to gorw in sales, size, and capacity.

Because of our dated material, we require not only a timely service, i.e. expedited pick-up and/or delivery, but also one that is flexible in that the carrier can service all points required, dependable in that the carrier arrive on time with no damage to the commodity transported, and economical in that the carrier be able to make stop-offs in transit for partial loading or

unloading in direct point to point service as requested and in the manner required. We do not desire our circulars to be mixed with that of another shipper as many general commodity carriers often do.

Similarly, we do not desire our products to be transferred, terminalized, or corss-docked in transit. Some of the damage which can occur in transferring, terminalizing, and cross-docking the circulars include loss of the products, moisture or dirt accumulating on or in the products, all of which can lead to the rejection of the dated circular because of a missed sale deadline.

For the above reasons, we avoid interline service if possible. This type of service is also avoided because of the stringent delivery times required by us and most of our customers for this dated material to meet printing, mailing, distribution, and sale deadlines. Many times we and our customers require next day delivery.

Because of the vast range of points where we are required to ship our product from or to, irregular route service is better adapted than regular route service to meet our needs. It seems obvious that carriers which do not offer a specialized tailored service in the carriage of our products, as does Applicant, would be reluctant to handle the requirements of this company.

Besides having Applicant's services available on the basis of the type of equipment they now operate for us in interstate commerce, we would require Applicant's services because of the number of such units they operate and have offered to make available on short notice.

Our advertising circulars are created, designed, printed, and distributed, only after a confirmed order is received and deadline established. We have to, for competitive reasons, maintain the shortest possible design, printing and distribution cycle time. Our customers can always specify the delivery date and also the time for delivery. In many cases, the circulars move direct from

the truck to printing, distribution, or customer facility or store. As I indicated earlier, our orders specify delivery at a particular time of the day and almost all on a specific day to meet customer sales or contract deadlines. Thus, the fact that a carrier or carriers may operate a few units is of little consequence if such are not readily available on short notice for movement to and from printing facilities, and to and from distribution and customer locations.

There are also seasonal factors in our business, such as in the fall, winter, spring and summer sales or promotions, when demand for our circulars are greater than normal. Thus, at these times of the year, filling orders for customers, are placed at a premium, and would desire to ship as fast as possible after receipt of the order. This also places a premium on equipment availability and ability to deliver on time.

To meet our overall shipping and transportation requirements, we would require a carrier than can supply a very specialized services involving specialized equipment and availability on short notice. We need carrier which can offer service which is as responsive as that of a house carrier.

It must also be recognized that the availability of suitable equipment on a timely basis has other direct effects on our transportation costs. By using inefficient and unsuitable equipment, more loads must be shipped to move the same amount of freight. This leads to inefficient energy usage, a primary concern to distribution, carriers, customers, as well as the public. In addition, freight costs to us and/or our customers are greatly increased.

X

EXISTING SERVICES AND DEFICIENCIES

From an overall standpoint, it can be said that much of the for-hire motor carrier service presently available to us is not specifically designed to meet our needs. Most of the carriers do not have the sufficient equipment we require, their authorities are limited from a territorial standpoint, or their operations

are not specially geared to handle our intrastate transportation requirements, or to accomodate our needs for timed and specialized deliveries. The prime deficiency in existing service in the territory sought herein however, is the unavailability of the type of economical and dependable service required to satisfy our requirements. It is felt that the equipment and service of Applicant would help alleviate some of these problems, as required, in the territory sought herein, and be an asset to the growth of our company, provided that Applicant has sufficient flexibility from an authority standpoint to service our needs.

XI
SIMILAR APPLICATIONS SUPPORTED

There are no other applications presently on file with the Pennsylvania Public Utility Commission and supported by Total which involve the full authority sought in this application.

XII
OTHER PERTINENT INFORMATION

Regardless of the outcome of this application, no carrier now handling our intrastate transportation requirements in an adequate and satisfactory fashion need worry about diversion of traffic. Therefore, we respectfully request that this application be granted to Freight Operations, Inc.

VERIFICATION

STATE OF NEW JERSEY)

COUNTY OF BURLINGTON)

Edward Brandhorst, being first duly sworn, deposes and says that he has read the foregoing statement, and that the contents thereof are true and correct to the best of his knowledge and belief.



Edward Brandhorst

Subscribed and sworn to before me this 23rd day of JUNE, 1992.



Notary Public

MILDRED A. MARTINO
Notary Public of New Jersey
My Commission Expires April 2, 1994

My Commission expires 4/2/94

REPRESENTATIVE LIST OF ORIGINS
AND DESTINATIONS INVOLVED HEREIN

Allentown	Lancaster
Altoona	Lansdale
Apollo	Lebanon
Barnesboro	Lehighton
Beaver	Lewistown
Beaver Falls	Linwood
Bedford	McAdoo
Berlin	McKeesport
Berwick	McKees Rocks
Bethlehem	Manor
Bloomsburg	Meadville
Braddock	Minersville
Bradford	Montrose
Bridgeport	Morrisville
Bridgeville	Mt. Carmel
Brownsville	Mt. Pleasant
Butler	New Castle
Cassandra	New Kensington
Charleroi	Newville
Clarion	Oil City
Clearfield	Palmerton
Coatesville	Philadelphia
Conshohocken	Phoenixville
Cornwells Heights	Pittsburgh
Danville	Pittston
Darby	Plaines
Dickson City	Pleasant Hills Borough
Du Bois	Plymouth
Ephrata	Pottstown
Erie	Pottsville
Exeter	Punxsutawney
Fairless Hills	Reading
Farrell	Reinerton
Fogelsville	St. Marys
Folcroft	Saxton
Ford City	Scranton
Frackville	Sharon
Greensburg	Sharpsville
Hamburg	Sunbury
Hanover	Three Springs
Harrisburg	Uniontown
Hazleton	Washington
Honesdale	Waynesburg
Jeanette	West Aliquippe
Jessup	West Chester
Johnsonburg	White Mills
Johnstown	Wilkes-Barre
Kane	Williamsport
Kittaning	Wilmerding
Kutztown	Windsor
	York

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

APPLICATION OF
FREIGHT OPERATIONS, INC.

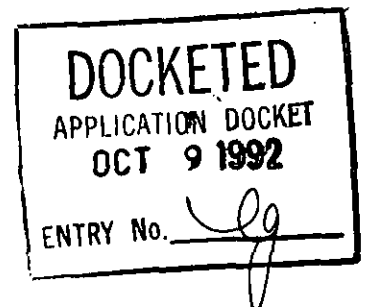
VERIFIED STATEMENT
OF
SUPPORTING PARTY

I
LEGAL NAME AND DOMICILE OF SUPPORTING PARTY OR FIRM

This statement is submitted on behalf of Wakefern Food Corp., Inc. with offices and address at 33 Northfield Avenue, P. O. Box 7812, Edison, New Jersey 08818-7812, hereinafter called Wakefern.

II
IDENTITY AND QUALIFICATIONS OF TESTIFYING WITNESS

My name is Joseph Clark, and my business address is 33 Northfield Avenue, P. O. Box 7812, Edison, New Jersey 08818-7812. I am the Director of Advertising of Wakefern, having been in this position since December, 1986. I am familiar with all aspects of the traffic and distribution for the facilities of Wakefern covered by the application involved herein. I am familiar with the application which is here before the Pennsylvania Public Utility Commission and I have been specifically authorized by my company to testify herein on its behalf.



III
GENERAL DESCRIPTION OF SUPPORTING PARTY AND/OR OPERATIONS

Wakefern is a retailer owned cooperative and distributor of such products as are sold or dealt in by retail and wholesale goods and grocery businesses and stores, and, as such, is also involved in the distribution of newspaper advertising, circulars and inserts. We have been in business for 46 years and we employ approximately 3500 people. Our facilities in Edison, New Jersey consists of offices and warehouse space, parking area, and loading and unloading docks.

Our products are utilized by and sold to individual and chain retail stores.

IV
SPECIFIC DESCRIPTION OF COMMODITIES INVOLVED

As I indicated above, Wakefern is a distributor of such products as are sold or dealt in by retail and wholesale food and grocery businesses and stores, and, as such, are involved in the distribution of dated newspaper supplements, circulars, and inserts. We also utilize various office and packaging supplies in our operations.

V
VOLUME AND FREQUENCY OF TRAFFIC

Although Wakefern now ships to and receives from numerous points located throughout the United States including points within Pennsylvania, a list of current and future representative origins and destinations would include Pennsylvania, and those points and places listed on Appendix No. 1 attached hereto and made a part hereof. Due to changing sources of supply and continued efforts of our sales force for new markets and customers, it is difficult to list all actual and potential origin and destination points in the territory supported herein. We have shipped from and to various points in Pennsylvania and contemplate shipping to and from many locations throughout the state as we secure new customers or change suppliers.

It is important to understand that patterns vary from quarter to quarter and from year to year.

We could have various distribution shifts which may occur in the future and have occurred, depending upon many variables, such as product sales, customer locations and requirements, and store and newspaper locations. By their very nature, they are unpredictable far in advance. Each time a situation arises we may experience an emergency situation to which we must be able to respond on short notice.

When distribution is shifted, or locations of customers, stores and newspapers change, there is a decided advantage to have the flexibility of shifting the same carrier around as the distribution shifts or destination changes. We are aware that sufficient equipment is available from applicant on short notice. Applicant already knows of our transportation requirements having provided transportation for some of our interstate commerce needs. The Applicant should be in a position to respond immediately to our changing requirements and those of our customers by holding the appropriate intrastate operating authority.

The above possible occurrences also lead to our request that Applicant hold sufficiently broad operating authority to include all existing and potential Pennsylvania origins and destinations for our distribution business.

In the recent past, we have shipped outbound approximately 353,000 pounds of newspaper advertising at 35,000 pounds per load destined to various points within the State of Pennsylvania. Also, we have received inbound 102 loads at 35,000 pounds per load of newspaper advertising, packing and office supplies, from points in Pennsylvania. It is contemplated that the number and amount of loads moving between our facilities and points in the State of Pennsylvania will increase due to continued efforts to increase our sales and marketing area.

VI
AMOUNT OF TRAFFIC TO BE TENDERED APPLICANT

There are, of course, certain variables which make it difficult to pinpoint the precise amount of traffic which will be tendered to the Applicant between the origins and points in the State of Pennsylvania. For one thing, the amount of traffic which is tendered to any carrier at any given origin at any period of time tends to correspond to the amount of equipment a carrier might have unloading within the vicinity of that origin, and the unavailability or inability of other carriers to meet customer's orders and supply demands. This is not to say that service from the Applicant is conditioned upon its having equipment terminating at or near the origin. When we require equipment, we will expect Applicant to arrange to provide it. Secondly, it must be recognized that Applicant already holds authority to service points in Pennsylvania in interstate commerce. Applicant has promised to domicile and provide equipment on short notice, if so required. With the above in mind, we contemplate tendering Applicant approximately 75% of the outbound and inbound tonnage. For the remainder of our freight, we intend to continue to use existing carriers to the extent they can provide adequate equipment and responsive service.

VII
REPRESENTATIVE ORIGINS AND DESTINATIONS

The origins involved are Lancaster, York, Atglen and Butler, Pennsylvania, existing and future facilities and points of supply throughout Pennsylvania. Actual and representative destination points are Philadelphia, Norristown, Easton, Allentown, Stroudsburg, Wilkes-Barre, and Waverly, Pennsylvania, and can be approximately two-thirds, if not all, of the municipalities in Pennsylvania, such as those listed on Appendix No. 1 attached hereto, wherever a newspaper or retail, chain and wholesale goods or grocery store, outlet, or customer, is located. In some instances, we might have three to four customers in one town or city. However, as noted earlier, our sources of supply do and may change,

therefore, virtually any point in the State of Pennsylvania can be a potential customer, vendor, or distribution location.

VIII
HOW THE TRAFFIC NOW MOVES

Our shipments are carried by for-hire motor carriers.

IX
TYPE OF SERVICE REQUIRED

The key requirement we have is for the availability of equipment when required and having the capacity to deliver our newspaper advertising where and in the manner required. The next important requirement we have is that the carrier offers an expedited, direct, dependable and economical service in order that we be able to maintain our present accounts and remain competitive in the marketplace, allowing us to grow in sales, size and capacity.

We require not only a timely service, i.e. expedited pick-up and/or delivery, but also one that is flexible in that the carrier can service all points required, dependable in that the carrier arrive on time with no damage to the commodity transported, and economical in that the carrier be able to make stop-offs in transit for partial loading or unloading in direct point to point service as requested and in the manner required. We do not desire our freight to be mixed with that of another shipper as many general commodity carriers often do.

Similarly, we do not desire our products to be transferred, terminalized, or cross-docked in transit. Some of the damage which can occur in transferring, terminalizing, and cross-docking the freight include theft and loss of the products, moisture or dirt accumulating on or in the products, all of which can lead to the rejection of the product because of a missed sale deadline. Since a truckload of newspaper advertising contains coupons which can be very valuable and desirable, our products can be targets for and susceptible to theft.

For the above reasons, we avoid interline service if possible. This type of service is also avoided because of the stringent delivery times required by

us and most of our customers to meet printing and sale deadlines. Many times we and our customers require next day delivery.

Because of the vast range of points where we are required to ship out product from or to, irregular route service is better adapted than regular route service to meet our needs. It seems obvious that carriers which do not offer a specialized tailored service in the carriage of our products, as does Applicant, would be reluctant to handle the requirements of this company.

Besides having Applicant's service available on the basis of the type of equipment they now operate for us in interstate commerce, we would require Applicant's services because of the number of such units they operate and have offered to make available on short notice in intrastate commerce. Our newspaper advertising distribution orders are received only after a confirmed order is received. We have to, for competitive reasons, maintain the shortest possible order and distribution cycle time. Our customers always specify the delivery date and time for delivery. In many cases, newspaper advertising moves direct from the truck to customer facility or store, and supplies move direct from truck to our facilities. As I indicated earlier, our orders specify delivery at a particular time of the day and almost all on a specific day to meet customer sales or contract deadlines. Thus, the fact that a carrier or carriers may operate a few units is of little consequence if such are not readily available on short notice.

There are also seasonal factors in our business, such as in the fall, winter, spring, and summer sales or promotions, when demand for distribution of newspaper advertising is greater than normal. Thus, at these times of the year, orders for supplies, filling orders for customers, and warehouse and storage space at our facilities are placed at a premium, and would desire to ship as fast as possible after receipt of the order. This also places a

premium on equipment availability and ability to deliver on time.

To meet our overall shipping and transportation requirements, we would require a carrier that can supply a very specialized service involving specialized equipment and availability on short notice. We need a carrier which can offer service which is as responsive as that of a house carrier.

It must also be recognized that the availability of suitable equipment on a timely basis has other direct effects on our transportation costs. By using inefficient and unsuitable equipment, more loads must be shipped to move the same amount of freight. This leads to inefficient energy usage, a primary concern to distribution, carriers, customers, as well as the public. In addition, freight costs to us and/or our customers are greatly increased.

X

EXISTING SERVICES AND DEFICIENCIES

From an overall standpoint, it can be said that much of the for-hire motor carrier service presently available to us is not specifically designed to meet our needs. Most of the carriers do not have the sufficient equipment we require, or their authorities are limited from a territorial standpoint, or their operations are not specially geared to protect and handle freight such as ours, or to accommodate our needs for timed and specialized deliveries. The prime deficiency in existing service in the territory sought herein however, is the unavailability of the type of economical and dependable service required to satisfy our intrastate transportation needs. It is felt that the equipment and service of Applicant would alleviate some of these problems, as required, in the territory sought herein, and be an asset to the growth of our company, provided that Applicant has sufficient flexibility from an authority standpoint to service our needs.

XI
SIMILAR APPLICATIONS SUPPORTED

To the best of my knowledge and belief, there are no other applications presently on file with the Pennsylvania Public Utility Commission and supported by Wakefern which involve the full authority sought in this application.

XII
OTHER PERTINENT INFORMATION

No carrier now handling our freight in an adequate and satisfactory fashion need worry about diversion of traffic. Therefore, we respectfully request that this application be granted to Freight Operations, Inc.

REPRESENTATIVE LIST OF ORIGINS
AND DESTINATIONS INVOLVED HEREIN

Allentown	Lancaster
Altoona	Lansdale
Apollo	Lebanon
Barnesboro	Lehighton
Beaver	Lewistown
Beaver Falls	Linwood
Bedford	McAdoo
Berlin	McKeesport
Berwick	McKees Rocks
Bethlehem	Manor
Bloomsburg	Meadville
Braddock	Minersville
Bradford	Montrose
Bridgeport	Morrisville
Bridgeville	Mt. Carmel
Brownsville	Mt. Pleasant
Butler	New Castle
Cassandra	New Kensington
Charleroi	Newville
Clarion	Oil City
Clearfield	Palmerton
Coatesville	Philadelphia
Conshohocken	Phoenixville
Cornwells Heights	Pittsburgh
Danville	Pittston
Darby	Plaines
Dickson City	Pleasant Hills Borough
Du Bois	Plymouth
Ephrata	Pottstown
Erie	Pottsville
Exeter	Punxsutawney
Fairless Hills	Reading
Farrell	Reinerton
Fogelsville	St. Marys
Folcroft	Saxton
Ford City	Scranton
Frackville	Sharon
Greensburg	Sharpsville
Hamburg	Sunbury
Hanover	Three Springs
Harrisburg	Uniontown
Hazelton	Washington
Honesdale	Waynesburg
Jeanette	West Aliquippe
Jessup	West Chester
Johnsonburg	White Mills
Johnstown	Wilkes-Barre
Kane	Williamsport
Kittaning	Wilmerding
Kutztown	Windsor
	York

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

APPLICATION OF
FREIGHT OPERATIONS, INC.

VERIFIED STATEMENT
OF
SUPPORTING PARTY

I
LEGAL NAME AND DOMICILE OF SUPPORTING PARTY OR FIRM

This statement is submitted on behalf of E.F. BRENNAN CO., INC., with offices and address at 43 Main Street, P. O. Box 1306, Avon, New Jersey 07717, hereinafter called Brennan.

II
IDENTITY AND QUALIFICATIONS OF TESTIFYING WITNESS

My name is Edward F. Brennan, and my business address is 43 Main Street, Avon, New Jersey 07717. I am the President of Brennan, having been in this position for eighteen (18) years. I am also a stockholder and owner of Brennan. I am familiar with all aspects of the traffic and distribution requirements of Brennan covered by the application involved herein. I am familiar with the application which is here before the Pennsylvania Public Utility Commission and I have been specifically authorized by my company to testify herein on its behalf.

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
OCT 9 1992
ENTRY No.

III
GENERAL DESCRIPTION OF SUPPORTING PARTY AND/OR OPERATIONS

Brennan is an advertising agency. It selects, controls, and pays for the entire transportation of advertising circulars it designs and creates, has printed, and then has distributed to customers, such as newspapers, stores, distributors, etc. We have been in business for many years and we employ approximately seventeen (17) people.

Our product is utilized by and sold to individual and chain retail stores, supply stores and outlets, and newspapers.

IV
SPECIFIC DESCRIPTION OF THE COMMODITY HERE INVOLVED

As I indicated above, Brennan is an advertising agency, which selects, controls, and pays for the entire transportation of advertising circulars it designs and creates, has printed, and then has distributed to its customer stores, distributors, newspapers, etc. A description of the commodities, which we select, control and pay for the transportation of, design and create, have printed and thereafter distribute, include advertising circulars.

V
VOLUME AND FREQUENCY OF TRAFFIC

Although Brennan routes and pays for transportation of circulars, from and to numerous points located throughout the United States, including points within Pennsylvania, a list of representative origins and destinations would include Lancaster, Scranton, and Philadelphia, Pennsylvania, and those points and places listed on Appendix No. 1 attached hereto and made a part hereof. Due to changing points of distribution and continued efforts of our sales force for new markets and customers, it is difficult to list all actual and potential origin and destination points in the

territory supported herein. We have shipped from and to various points in Pennsylvania and contemplate shipping to and from many locations throughout the state as we secure new customers or change distributors. It should be noted that we have sales staffs soliciting new accounts.

It is important to understand that patterns vary from quarter to quarter and from year to year.

We could have various distribution shifts which may occur in the future and have occurred, depending upon many variables, such as advertising requirements, customer locations and requirements, and store and newspaper location. By their very nature, they are unpredictable far in advance. Each time a situation may arise, we would experience an emergency situation which we must be able to respond to on short notice.

When distribution is shifted, or locations of customers, stores, or newspapers change, there is a decided advantage to have the flexibility of shifting the same carrier around as the distribution shifts or destination changes. We are aware that sufficient equipment is available from Applicant on short notice. It already knows of our transportation requirements, having provided transportation for all our interstate commerce needs. The Applicant should be in a position to respond immediately to our changing requirements and those of our customers by holding the appropriate operating authority and allowing us to remain competitive in the marketplace.

The above possible occurrences also lead to our request that Applicant hold sufficiently broad operating authority to include all existing and potential Pennsylvania origins and destinations for our advertising business.

In the recent past, we have selected, controlled, and paid for the out-bound transportation of one million to one and a half million circulars (consisting of eight pages each) per month, destined to and received from points within

the State of Pennsylvania. These circulars are combined into truckload quantities of approximately 40,000 pounds each, totalling an average of three to four truckloads per month. It is contemplated that the number and amount of loads moving between printing and distribution facilities and points in the State of Pennsylvania will increase due to continued efforts to increase our sales and marketing area.

VI
AMOUNT OF TRAFFIC TO BE TENDERED APPLICANT

There are, of course, certain variables which make it difficult to pinpoint the precise amount of traffic which will be tendered to the Applicant between points in the State of Pennsylvania. For one thing, the amount of traffic which is tendered to any carrier at any given origin at any period of time tends to correspond to the amount of equipment a carrier might have unloading within the vicinity of that origin, and the unavailability or inability of other carriers to meet customer's orders and supply demands. This is not to say that service from the Applicant is conditioned upon its having equipment terminating at or near the origin. When we require equipment, we will expect Applicant to arrange to provide it. Secondly, it must be recognized that Applicant already holds authority to service points in interstate commerce. Applicant has promised to domicile and provide equipment on short notice, if so required. With the above in mind, it is our intent that the Applicant will handle a substantial portion of the traffic we control and pay for between the involved origin and points in Pennsylvania, and contemplate tendering Applicant approximately all of the outbound tonnage, we control and pay for, as described above, when and as required.

VII
REPRESENTATIVE ORIGINS AND DESTINATIONS

The origins involved are printing and distribution facilities at Lancaster, Scranton, Allentown, and Philadelphia, Pennsylvania.

Actual and representative origins and/or destination points are and can be most of the municipalities in Pennsylvania, such as those listed on Appendix No. 1 attached hereto. In many instances, we can have three to four customers in one town or city. However, as noted earlier, our sale staffs are constantly soliciting new business at these and other points, and our circular distribution points do and may change, therefore, virtually any point in the State of Pennsylvania can be a potential customer, printer, distribution, or newspaper location.

VIII
HOW THE TRAFFIC NOW MOVES

All of our shipments are carried by for-hire motor carriers.

IX
TYPE OF SERVICE REQUIRED

The key requirement we have is for the availability of equipment when required and having the capacity to deliver our advertising circulars where and in the manner required. The next important requirement we have is that the carrier offers an expedited, direct, dependable and economical service in order that we be able to maintain our present accounts and remain competitive in the marketplace allowing us to grow in sales, size, and capacity.

Because of our dated material, we require not only a timely service, i.e. expedited pick-up and/or delivery, but also one that is flexible in that the carrier can service all points required, dependable in that the carrier arrive on time with no damage to the commodity transported, and economical in that the carrier be able to make stop-offs in transit for partial loading or

unloading in direct point to point service as requested and in the manner required. We do not desire our circulars to be mixed with that of another shipper as many general commodity carriers often do.

Similarly, we do not desire our products to be transferred, terminalized, or cross-docked in transit. Some of the damage which can occur in transferring, terminalizing, and cross-docking the circulars include loss of the products, moisture or dirt accumulating on or in the products, all of which can lead to the rejection of the dated circular because of a missed sale deadline.

For the above reasons, we avoid interline service if possible. This type of service is also avoided because of the stringent delivery times required by us and most of our customers for this dated material to meet printing, mailing, distribution, and sale deadlines. Many times we and our customers require next day delivery.

Because of the vast range of points where we are required to ship our product from or to, irregular route service is better adapted than regular route service to meet our needs. It seems obvious that carriers which do not offer a specialized tailored service in the carriage of our products, as does Applicant, would be reluctant to handle the requirements of this company.

Besides having Applicant's service available on the basis of the type of equipment they now operate for us in interstate commerce, we would require Applicant's services because of the number of such units they operate and have offered to make available on short notice.

Our advertising circulars are created, designed, printed, and distributed, only after a confirmed order is received and deadline established. We have to, for competitive reasons, maintain the shortest possible design, printing and distribution cycle time. Our customers can always specify the delivery date and also the time for delivery. In many cases, the circulars move direct from

the truck to printing, distribution, or customer facility or store. As I indicated earlier, our orders specify delivery at a particular time of the day and almost all on a specific day to meet customer sales or contract deadlines. Thus, the fact that a carrier or carriers may operate a few units is of little consequence if such are not readily available on short notice for movement to and from printing facilities, and to and from distribution and customer locations.

There are also seasonal factors in our business, such as in the fall, winter, spring and summer sales or promotions, when demand for our circulars are greater than normal. Thus, at these times of the year, filling orders for customers, are placed at a premium, and would desire to ship as fast as possible after receipt of the order. This also places a premium on equipment availability and ability to deliver on time.

To meet our overall shipping and transportation requirements, we would require a carrier that can supply a very specialized services involving specialized equipment and availability on short notice. We need carrier which can offer service which is as responsive as that of a house carrier.

It must also be recognized that the availability of suitable equipment on a timely basis has other direct effects on our transportation costs. By using inefficient and unsuitable equipment, more loads must be shipped to move the same amount of freight. This leads to inefficient energy usage, a primary concern to distribution, carriers, customers, as well as the public. In addition, freight costs to us and/or our customers are greatly increased.

X
EXISTING SERVICES AND DEFICIENCIES

From an overall standpoint, it can be said that much of the for-hire motor carrier service presently available to us is not specifically designed to meet our needs. Most of the carriers do not have the sufficient equipment we require, their authorities are limited from a territorial standpoint, or their

operations are not specially geared to handle our intrastate transportation requirements, or to accomodate our needs for timed and specialized deliveries. The prime deficiency in existing service in the territory sought herein however, is the unavailability of the type of economical and dependable service required to satisfy our requirements. It is felt that the equipment and service of Applicant would help alleviate some of these problems, as required, in the territory sought herein, and be an asset to the growth of our company, provided that Applicant has sufficient flexibility from an authority standpoint to service our needs.

XI
SIMILAR APPLICATIONS SUPPORTED

There are no other applications presently on file with the Pennsylvania Public Utility Commission and supported by Brennan which involve the full authority sought in this application.

XII
OTHER PERTINENT INFORMATION

Regardless of the outcome of this application, none of the existing carriers will be harmed. No carrier now handling our intrastate transportation requirements in an adequate and satisfactory fashion need worry about diversion of traffic. Therefore, we respectfully request that this application be granted to Freight Operations, Inc.

VERIFICATION

STATE OF NEW JERSEY)

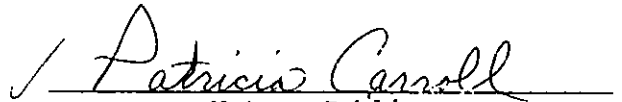
COUNTY OF MONMOUTH)

Edward F. Brennan, being first duly sworn, deposes and says that he has read the foregoing statement, and that the contents thereof are true and correct to the best of his knowledge and belief.



Edward F. Brennan

Subscribed and sworn to before me this 19th day of March, 1992.



Notary Public

PATRICIA CARROLL

Notary Public of the State of New Jersey

My Commission Expires June 23, 1992

My Commission expires June 23, 1992

REPRESENTATIVE LIST OF ORIGINS
AND DESTINATIONS INVOLVED HEREIN

Allentown
Altoona
Apollo
Barnesboro
Beaver
Beaver Falls
Bedford
Berlin
Berwick
Bethlehem
Bloomsburg
Braddock
Bradford
Bridgeport
Bridgeville
Brownsville
Butler
Cassandra
Charleroi
Clarion
Clearfield
Coatesville
Conshohocken
Coopersburg
Cornwells Heights
Danville
Darby
Dickson City
Drexel Hill
Du Bois
Easton
Ephrata
Erie
Exeter
Fairless Hills
Farrell
Fogelsville
Folcroft
Folsom
Ford City
Frackville
Greensburg
Hamburg
Hanover
Harrisburg
Hazelton
Honesdale
Jeanette
Jessup
Johnsonburg
Johnstown
Kane
Kittaning
Kutztown
Lancaster
Lansdale
Lebanon
Lehighton

Lewistown
Linwood
McAdoo
McKeesport
McKees Rocks
Manor
Meadville
Mechanicsburg
Minersville
Montrose
Morrisville
Mt. Carmel
Mt. Joy
Mt. Pleasant
New Castle
New Kensington
Newville
Oil City
Palmerton
Philadelphia
Phoenixville
Pittsburgh
Pittston
Plaines
Pleasant Hills Borough
Plymouth
Pottstown
Pottsville
Punxsutawney
Reading
Reinerton
St. Marys
Saxton
Scranton
Shamokin
Sharon
Sharpsville
Shenandoah
Stroudsburg
Sunbury
Sweet Valley
Temple
Three Springs
Tunkhannock
Upper Darby
Washington
Waverly
Waynesburg
West Aliquippe
West Chester
White Mills
Wilkes-Barre
Williamsport
Wilmerding
Windsor
York

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

APPLICATION OF
FREIGHT OPERATIONS, INC.

VERIFIED STATEMENT

OF

SUPPORTING PARTY

I

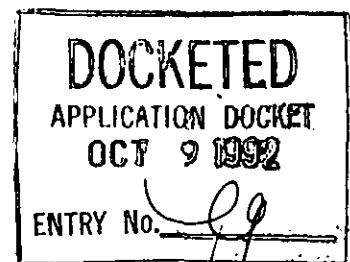
LEGAL NAME AND DOMICILE OF SUPPORTING PARTY OR FIRM

This statement is submitted on behalf of National Inserting Systems,, Inc. with offices and address at 734 Roble Road, Allentown, Pennsylvania 18103, hereinafter called National.

II

IDENTITY AND QUALIFICATIONS OF TESTIFYING WITNESS

My name is James Golinski, and my business address is 734 Roble Road, Allentown, Pennsylvania 18103. I am the Plant Manager of National, having been in this position since October, 1987. I am familiar with all aspects of the traffic and distribution for the facilities of National covered by the application involved herein. I am familiar with the application which is here before the Pennsylvania Public Utility Commission and I have been specifically authorized by my company to testify herein on its behalf.



III

GENERAL DESCRIPTION OF SUPPORTING PARTY AND/OR OPERATIONS

National is a distributor of newspaper advertising. We have been in business for 5 years and we employ approximately 75 people. Our facilities in Allentown, Pennsylvania consists of offices, warehouse and printing space, parking area, and loading and unloading docks. Annual sales for our company were 3.6 million.

Our product is utilized by and sold to individual and chain retail stores, supply stores and outlets, wholesalers, advertisers, and newspaper companies.

IV

SPECIFIC DESCRIPTION OF THE COMMODITIES HERE INVOLVED

As I indicated above, National is a distributor/ ^{of newspaper advertising.} A description of the commodities which we distribute include dated newspaper supplements, circulars, and inserts. We also utilize various office and packaging supplies in our operations. The foregoing are shown on Appendix No. 2 attached hereto and made a part hereof.

V

VOLUME AND FREQUENCY OF TRAFFIC

Although National now ships to and receives from numerous points located throughout the United States including points within Pennsylvania, a list of representative origins and destinations would include Harrisburg, Reading, Pottstown, Pottersville, Danville, Bloomsburg, Lehighton, York, Lebanon, Lancaster, West Chester, Sunbury, Wilkes-Barre, Hazelton and Lewistown, Pennsylvania, and those points and places listed on Appendix No. 1 attached hereto and made a part hereof. Due to changing sources of supply and continued efforts of our sales force for new markets and customers, it is difficult to list all actual and potential origin and destination points in the territory supported herein. We have shipped

from and to various points in Pennsylvania and contemplate shipping to and from many locations throughout the state as we secure new customers or change suppliers. It should be noted that we have sales staffs soliciting new accounts.

It is important to understand that patterns vary from quarter to quarter and from year to year.

We could have various distribution shifts which may occur in the future and have occurred, depending upon many variables, such as product sales, customer locations and requirements, and store and newspaper locations. By their very nature, they are unpredictable far in advance. Each time a situation may arise, we would experience an emergency situation which we must be able to respond to on short notice.

When distribution is shifted, or locations of customers, stores and newspapers change, there is a decided advantage to have the flexibility of shifting the same carrier around as the distribution shifts or destination changes. We are aware that sufficient equipment is available from applicant on short notice. It already knows of our transportation requirements having provided transportation for all our interstate commerce needs. The Applicant should be in a position to respond immediately to our changing requirements and those of our customers by holding the appropriate intrastate operating authority and allowing us to remain competitive in the marketplace.

The above possible occurrences also lead to our request that Applicant hold sufficiently broad operating authority to include all existing and potential Pennsylvania origins and destinations for our distribution business.

In the recent past, we have shipped outbound approximately six (6) truckloads per week of newspaper advertising, at 25,000 to 35,000 pounds per load destined to various points within the State of Pennsylvania. Also, we have received inbound thirty-eight(38) truckloads per week, at 40,000 pounds per truckload of newspaper advertising, packing and office supplies, from points in Pennsylvania. It is contemplated that the number and amount of loads moving between our facilities and points in the State of Pennsylvania will increase due to continued efforts to increase our sales and marketing area.

VI
AMOUNT OF TRAFFIC TO BE TENDERED APPLICANT

There are, of course, certain variables which make it difficult to pinpoint the precise amount of traffic which will be tendered to the applicant between the origins and points in the State of Pennsylvania. For one thing, the amount of traffic which is tendered to any carrier at any given origin at any period of time tends to correspond to the amount of equipment a carrier might have unloading within the vicinity of that origin, and the unavailability or inability of other carriers to meet customer's orders and supply demands. This is not to say that service from the Applicant is conditional upon its having equipment terminating at or near the origin. When we require equipment, we will expect Applicant to arrange to provide it. Secondly, it must be recognized that Applicant already holds authority to service points in Pennsylvania in interstate commerce. Applicant has promised to domicile and provide equipment on short notice, if so required. With the above in mind, it is our intent that the Applicant will handle a portion of the traffic between the involved origin and points in

Pennsylvania, and contemplate tendering Applicant approximately seventy-five (75%) percent of the weekly truckload outbound tonnage and approximately ten to fifteen (10% to 15%) percent of the weekly truckload inbound freight we control, as described above, when and as required. Naturally, we will tender more of this traffic to Applicant if the situation also requires such. For the remainder of our freight, we intend to continue to use existing carriers to the extent they can provide adequate equipment and responsive service.

VII
REPRESENTATIVE ORIGINS AND DESTINATIONS

The origins involved are our facilities at Allentown, Pennsylvania and existing and future points of supply throughout Pennsylvania. Actual and representative destination points are Harrisburg, Reading, Pottstown, Pottsville, Danville, Bloomsburg, Lehigh, York, Lebanon, Lancaster, West Chester, Sunbury, Wilkes-Barre, Hazelton, Lewistown, and can be approximately two-thirds of the municipalities in Pennsylvania, such as those listed on Appendix No. 1 attached hereto, wherever a newspaper or retail, chain and wholesale store or outlet customer is located. In many instances, we can have three to four customers in one town or city. However, as noted earlier, our sales staffs are constantly soliciting new business at these and other points, and our sources of supply do and may change, therefore, virtually any point in the State of Pennsylvania can be a potential customer, vendor, or distribution location.

VIII
HOW THE TRAFFIC NOW MOVES

All of our shipments are carried by for-hire motor carriers.

IX
TYPE OF SERVICE REQUIRED

The key requirement we have is for the availability of equipment when required and having the capacity to deliver our newspaper advertising where and in the manner required. The next important requirement we have is that the carrier offers an expedited, direct, dependable and economical service in order that we be able to maintain our present accounts and remain competitive in the marketplace allowing us to grow in sales, size, and capacity.

We require not only a timely service, i.e. expedited pick-up and/or delivery, but also one that is flexible in that the carrier can service all points required, dependable in that the carrier arrive on time with no damage to the commodity transported, and economical in that the carrier be able to make stop-offs in transit for partial loading or unloading in direct point to point service as requested and in the manner required. We do not desire our freight to be mixed with that of another shipper as many general commodity carriers often do.

Similarly, we do not desire our products to be transferred, terminalized, or cross-docked in transit. Some of the damage which can occur in transferring, terminalizing, and cross-docking the freight include theft and loss of the products, moisture or dirt accumulating on or in the products, all of which can lead to the rejection of the product because of a missed sale deadline. Since a truckload of newspaper advertising contains coupons which can be very valuable and desirable, our products can be targets for and susceptible to theft.

For the above reasons, we avoid interline service if possible. This type of service is also avoided because of the stringent delivery times required by us and most of our customers to meet printing and sale deadlines. Many times we and our customers require next day delivery.

Because of the vast range of points where we are required to ship our product from or to, irregular route service is better adapted than regular route service to meet our needs. It seems obvious that carriers which do not offer a specialized tailored service in the carriage of our products, as does Applicant, would be reluctant to handle the requirements of this company.

Besides having Applicant's service available on the basis of the type of equipment they now operate for us in interstate commerce, we would require Applicant's services because of the number of such units they operate and have offered to make available on short notice in intrastate commerce. Our newspaper advertising distribution orders are received only after a confirmed order is received. We have to, for competitive reasons, maintain the shortest possible order and distribution cycle time. Our customer always specifies the delivery date and time for delivery. In many cases, newspaper advertising moves direct from the truck to customer facility or store, and supplies move direct from truck to our facilities. As I indicated earlier, our orders specify delivery at a particular time of the day and almost all on a specific day to meet customer sales or contract deadlines. Thus, the fact that a carrier or carriers may operate a few units is of little consequence if such are not readily available on short notice.

There are also seasonal factors in our business, such as in the fall, winter spring, and summer sales or promotions, when demand for distribution of newspaper advertising is greater than normal. Thus, at these times of the year, orders for supplies, filling orders for customers, and warehouse and storage space at our facilities are placed at a premium, and would desire to ship as fast as possible after receipt of the order. This also places a premium on equipment availability and ability to deliver on time.

To meet our overall shipping and transportation requirements, we would require a carrier that can supply a very specialized service involving specialized equipment and availability on short notice. We need a carrier which can offer service which is as responsive as that of a house carrier.

It must also be recognized that the availability of suitable equipment on a timely basis has other direct effects on our transportation costs. By using inefficient and unsuitable equipment, more loads must be shipped to move the same amount of freight. This leads to inefficient energy usage, a primary concern to distribution, carriers, customers, as well as the public. In addition, freight costs to us and/or our customers are greatly increased.

X
EXISTING SERVICES AND DEFICIENCIES

From an overall standpoint, it can be said that much of the for-hire motor carrier service presently available to us is not specifically designed to meet our needs. Most of the carriers do not have the sufficient equipment we require, their authorities are limited from a territorial standpoint, or their operations are not specially geared to protect and handle freight such as ours, or to accomodate our needs for timed and specialized deliveries. The prime deficiency in existing service in the territory sought herein however, is the unavailability of the type of economical and dependable service required to satisfy our intrastate transportation needs. It is felt that the equipment and service of Applicant would help alleviate some of these problems, as required, in the territory sought herein, and be an asset to the growth of our company, provided that Applicant has sufficient flexibility from an authority standpoint to service our needs.

XI
SIMILAR APPLICATIONS SUPPORTED

To the best of my knowledge and belief, there are no other applications presently on file with the Pennsylvania Public Utility Commission and supported by National which involve the full authority sought in this application.

XII
OTHER PERTINENT INFORMATION

Regardless of the outcome of this application, none of the existing carriers will be harmed. No carrier now handling our freight in an adequate and satisfactory fashion need worry about diversion of traffic. Therefore, we respectfully request that this application be granted to Freight Operations, Inc.

REPRESENTATIVE LIST OF ORIGINS
AND DESTINATIONS INVOLVED HEREIN

Allentown	Lancaster
Altoona	Lansdale
Apollo	Lebanon
Barnesboro	Lehighton
Beaver	Lewistown
Beaver Falls	Linwood
Bedford	McAdoo
Berlin	McKeesport
Berwick	McKees Rocks
Bethlehem	Manor
Bloomsburg	Meadville
Braddock	Minersville
Bradford	Montrose
Bridgeport	Morrisville
Bridgeville	Mt. Carmel
Brownsville	Mt. Pleasant
Butler	New Castle
Cassandra	New Kensington
Charleroi	Newville
Clarion	Oil City
Clearfield	Palmerton
Coatesville	Philadelphia
Conshohocken	Phoenixville
Cornwells Heights	Pittsburgh
Danville	Pittston
Darby	Plaines
Dickson City	Pleasant Hills Borough
Du Bois	Plymouth
Ephrata	Pottstown
Erie	Pottsville
Exeter	Punxsutawney
Fairless Hills	Reading
Farrell	Reinerton
Fogelsville	St. Marys
Folcroft	Saxton
Ford City	Scranton
Frackville	Sharon
Greensburg	Sharpsville
Hamburg	Sunbury
Hanover	Three Springs
Harrisburg	Uniontown
Hazelton	Washington
Honesdale	Waynesburg
Jeanette	West Aliquippie
Jessup	West Chester
Johnsonburg	White Mills
Johnstown	Wilkes-Barre
Kane	Williamsport
Kittaning	Wilmerding
Kutztown	Windsor
	York

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

APPLICATION OF
FREIGHT OPERATIONS, INC.

VERIFIED STATEMENT
OF
SUPPORTING PARTY

I
LEGAL NAME AND DOMICILE OF SUPPORTING PARTY OR FIRM

This statement is submitted on behalf of Quebecor Printing Atglen, Inc., with offices and address at Lower Valley Road, Route 372, P. O. Box 465, Atglen, Pennsylvania 19310-0465, hereinafter called Quebecor.

II
IDENTITY AND QUALIFICATIONS OF TESTIFYING WITNESS

My name is Richard Rucier, and my business address is Lower Valley Road, Route 372, P. O. Box 465, Atglen, Pennsylvania 19310-0465. I am the Customer Service Manager of Quebecor, having been in this position for five (5) years. Prior to the position, I was employed by Diversified Printing for three and one-half (3½) years as Plant Manager, and prior to that time as customer service manager since 1972. I am familiar with all aspects of the traffic and distribution for the facilities of Quebecor covered by the application involved herein. I am familiar with the application which is here before the Pennsylvania Public

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
OCT 9 1992
ENTRY No. *[Signature]*

Utility Commission and I have been specifically authorized by my company to testify herein on its behalf.

III

GENERAL DESCRIPTION OF SUPPORTING PARTY AND/OR OPERATIONS

Quebecor is a printer of Sunday newspaper and magazine inserts, such as USA Weekend, Parade, K-Mart, and Sears. Our facilities in Atglen, Pennsylvania consists of offices, warehouse and printing space, parking area, and loading and unloading docks.

IV

SPECIFIC DESCRIPTION OF THE COMMODITIES HERE INVOLVED

As I indicated above, Quebecor is a printer of Sunday newspaper and magazine inserts. A description of the products which we utilize in our operation include paper, inks, machinery, packaging, office supplies, inserts, etc., as shown on Appendix No. 2 attached hereto and made a part hereof.

V

VOLUME AND FREQUENCY OF TRAFFIC

Although Quebecor now ships to and receives from numerous points located throughout the United States including points within Pennsylvania, a list of representative origins and destinations would include Atglen, Lancaster, York, Harrisburg, Scranton, Pittsburgh, and Philadelphia, Pennsylvania and those points and places listed on Appendix No. 1 attached hereto and made a part hereof. Due to changing sources of supply and continued efforts of our sales

force for new markets and customers, it is difficult to list all actual and potential origin and destination points in the territory supported herein. We have shipped from and to various points in Pennsylvania and contemplate shipping to and from many locations throughout the state as we secure new customers or change suppliers. It should be noted that we have sales staffs soliciting new accounts.

It is important to understand that patterns vary from quarter to quarter and from year to year.

We could have various distribution shifts which may occur in the future and have occurred, depending upon many variables, such as product sales, customer locations and requirements, store and newspaper location. By their very nature, they are unpredictable far in advance. Each time a situation may arise, we would experience an emergency situation which we must be able to respond to on short notice.

When distribution is shifted, or locations of customers, suppliers, stores and newspapers, change, there is a decided advantage to have the flexibility of shifting the same carrier around as the distribution shifts or destination changes. We are aware that sufficient equipment is available from Applicant on short notice. It already knows of our transportation requirements having transported our inserts in interstate commerce. The Applicant should be in a position to respond immediately to our changing requirements and those of our customers by holding the appropriate intrastate operating authority and allowing us to remain competitive in the marketplace.

The above possible occurrences also lead to our request that Applicant hold sufficiently broad operating authority to include all existing and potential Pennsylvania origins and destinations for our printing and distribution business.

In the recent past, we have shipped outbound approximately seventy to seventy-five (75) truckloads per week of our inserts, at 30,000 to 40,000 pounds per load, destined to various points within the State of Pennsylvania. Also, we have received inbound some small amounts of office and other supplies from various points in Pennsylvania to Atglen. It is contemplated that the number and amount of loads moving between our facilities and points in the State of Pennsylvania will increase due to continued efforts to increase our sales and marketing area.

VI
AMOUNT OF TRAFFIC TO BE TENDERED APPLICANT

There are, of course, certain variables which make it difficult to pinpoint the precise amount of traffic which will be tendered to the Applicant between the origins and points in the State of Pennsylvania. For one thing, the amount of traffic which is tendered to any carrier at any given origin at any period of time tends to correspond to the amount of equipment a carrier might have unloading within the vicinity of that origin, and the unavailability or inability of other carriers to meet customers' orders and supply demands. This is not to say that service from the Applicant is conditional upon its having equipment terminating at or near the origin. When we require equipment, we will expect Applicant to arrange to provide it. Secondly, it must be recognized that Applicant already holds authority to service points in Pennsylvania, in interstate commerce. Applicant has promised to domicile and provide equipment on short notice, if so required. With the above in mind, it is our intent that the Applicant will handle a portion of the traffic between the involved origin and points in Pennsylvania, and contemplate tendering Applicant approximately ten (10%) percent of the weekly inbound and outbound tonnage described above,

when and as required. Naturally, we will tender more of this traffic to Applicant if the situation also requires such. For the remainder of our freight, we intend to continue to use existing carriers to the extent they can provide adequate equipment and responsive service.

VII
REPRESENTATIVE ORIGINS AND DESTINATIONS

The origins involved are our facilities at Atglen, Pennsylvania and present points of supply being various points and places in Pennsylvania.

Actual and representative origin and/or destination points are and can be approximately three-fourths of the municipalities in Pennsylvania, (such as those listed on Appendix No. 1 attached hereto), wherever a newspaper, K-Mart, Sears, or other chain, retail, or wholesale store or outlet is located. In many instances, we have three to four customers in one town or city. However, as noted earlier, our sale staffs are constantly soliciting new business at these and other points, and our sources of supply do and may change, therefore, virtually any point in the State of Pennsylvania can be a potential customer, vendor, or supplier location, or distribution point.

VIII
HOW THE TRAFFIC NOW MOVES

All of our shipments are carried by for-hire motor carriers and rail.

IX
TYPE OF SERVICE REQUIRED

The key requirement we have is for the availability of equipment when required and having the capacity to deliver our inserts where and in the manner required. The next important requirement we have is that the carrier offers an expedited, direct, dependable and economical service in order that we be able to maintain our present accounts and remain competitive in the marketplace allowing us to grow in sales, size, and capacity.

We require not only a timely service, i.e. expedited pick-up and/or delivery, but also one that is flexible in that the carrier can service all points required, dependable in that the carrier arrive on time with no damage to the commodity transported, and economical in that the carrier be able to make stop-offs in transit for partial loading or unloading in direct point to point service as requested and in the manner required. We do not desire our freight to be mixed with that of another shipper as many general commodity carriers often do.

Similarly, we do not desire our products to be transferred, terminalized, or cross-docked in transit. Some of the damage which can occur in transferring, terminalizing, and cross-docking the freight include loss of the products, moisture or dirt accumulating on or in the products, all of which can lead to the rejection of the product because of a missed sale deadline.

For the above reasons, we avoid interline service if possible. This type of service is also avoided because of the stringent delivery times required by us and most of our customers to meet printing and sale deadlines. Many times we and our customers require next day delivery.

Because of the vast range of points where we are required to ship our product from or to, irregular route service is better adapted than regular route service to meet our needs. It seems obvious that carriers which do not offer a specialized tailored service in the carriage of our products, as does Applicant, would be reluctant to handle the requirements of this company.

Besides having applicant's service available on the basis of the type of equipment they now operate for us in interstate commerce, we would require Applicant's services because of the number of such units they operate and have offered to make available on short notice, in intrastate commerce.

Our inserts are, printed to certain specifications and after a confirmed order is received. We have to, for competitive reasons, maintain the shortest possible order, printing and distribution cycle time. Our customers always specify the delivery date and time for delivery. In many cases, the inserts move direct from the truck to customer facility or store, and supplies move direct from truck to our facilities. As I indicated earlier, our orders specify delivery at a particular time of the day and almost all on a specific day to meet customer sales, contract, or distribution deadlines. Thus, the fact that a carrier or carriers may operate a few units is of little consequence if such are not readily available on short notice.

There are also seasonal factors in our business, such as in the fall, winter, and spring sales and promotions, when demand for inserts are greater than normal. Thus, at these times of the year, orders for supplies, filling orders for customers, and warehouse and storage space at our facilities are placed at a premium, and would desire to ship as fast as possible after receipt of the order. This also places a premium on equipment availability and ability to delivery on time.

To meet our overall shipping and transportation requirements, we would require a carrier that can supply a very specialized service involving specialized equipment and availability on short notice. We need a carrier which can offer service which is as responsive as that of a house carrier.

It must also be recognized that the availability of suitable equipment on a timely basis has other direct effects on our transportation costs. By using inefficient and unsuitable equipment, more loads must be shipped to move the same amount of freight. This leads to inefficient energy usage, a primary concern to distribution, carriers, customers, as well as the public. In addition, freight costs to us and/or our customers are greatly increased.

X

EXISTING SERVICES AND DEFICIENCIES

From an overall standpoint, it can be said that much of the for-hire motor carrier service presently available to us is not specifically designed to meet our needs. Most of the carriers do not have the sufficient equipment we require, their authorities are limited from a territorial standpoint, or their operations are not specially geared to protect and handle freight such as ours, or to accomodate our needs for timed and specialized deliveries. The prime deficiency in existing service in the territory sought herein however, is the unavailability of the type of economical and dependable service required to satisfy our intra-state transportation needs. It is felt that the equipment and service of applicant would help alleviate some of these problems, as required, in the territory sought herein, and be an asset to the growth of our company, provided that applicant has sufficient flexibility from an authority standpoint to service our needs.

XI

SIMILAR APPLICATIONS SUPPORTED

To the best of my knowledge and belief, there are no other applications presently on file with the Pennsylvania Public Utility Commission and supported by Quebecor which involve the full authority sought in this application.

XII

OTHER PERTINENT INFORMATION

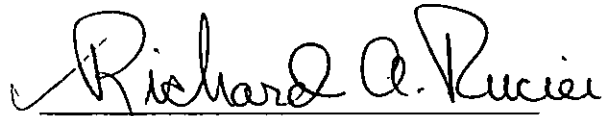
Regardless of the outcome of this application, none of the existing carriers will be harmed. No carrier now handling our freight in an adequate and satisfactory fashion need worry about diversion of traffic. Therefore, we respectfully request that this application be granted to Freight Operations, Inc.

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA)


COUNTY OF CHESTER)

Richard Rucier, being first duly sworn, deposes and says that he has read the foregoing statement, and that the contents thereof are true and correct to the best of his knowledge and belief.


Richard Rucier

Subscribed and sworn to before me this 21 day of July, 1992.

NOTARIAL SEAL
HOWARD W. BENNER, Notary Public
West Sadsbury Twp., Chester County
My Commission Expires Sept. 25, 1995


Notary Public

My Commission expires _____


REPRESENTATIVE LIST OF ORIGINS
AND DESTINATIONS INVOLVED HEREIN

Allentown	Lancaster
Altoona	Lansdale
Apollo	Lebanon
Barnesboro	Lehighton
Beaver	Lewistown
Beaver Falls	Linwood
Bedford	McAdoo
Berlin	McKeesport
Berwick	McKees Rocks
Bethlehem	Manor
Bloomsburg	Meadville
Braddock	Minersville
Bradford	Montrose
Bridgeport	Morrisville
Bridgeville	Mt. Carmel
Brownsville	Mt. Pleasant
Butler	New Castle
Cassandra	New Kensington
Charleroi	Newville
Clarion	Oil City
Clearfield	Palmerton
Coatesville	Philadelphia
Conshohocken	Phoenixville
Cornwells Heights	Pittsburgh
Danville	Pittston
Darby	Plaines
Dickson City	Pleasant Hills Borough
Du Bois	Plymouth
Ephrata	Pottstown
Erie	Pottsville
Exeter	Punxsutawney
Fairless Hills	Reading
Farrell	Reinerton
Fogelsville	St. Marys
Folcroft	Saxton
Ford City	Scranton
Frackville	Sharon
Greensburg	Sharpsville
Hamburg	Sunbury
Hanover	Three Springs
Harrisburg	Uniontown
Hazleton	Washington
Honesdale	Waynesburg
Jeanette	West Aliquippie
Jessup	West Chester
Johnsonburg	White Mills
Johnstown	Wilkes-Barre
Kane	Williamsport
Kittaning	Wilmerding
Kutztown	Windsor
	York

CERTIFICATE OF SERVICE

Inasmuch as this has become an unopposed application and there are no protestants in this proceeding, I hereby certify that I have not forwarded a copy of the foregoing document to any party other than the Pennsylvania Public Utility Commission.

Dated at Gladstone, New Jersey this 7th day of October , 1992.


KENNETH A. OLSEN
Attorney for
Freight Operations, Inc.
Applicant



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF REVENUE
BUREAU OF MOTOR FUEL TAXES
DEPT. 280646
HARRISBURG, PA 17128-0646

INDICATES
QUARTER
OF THE YEAR

2

REV-1027 MF AFP (1-91)

MOTOR CARRIERS ROAD TAX RETURN

ACCT NO. 39-6596 FR
FREIGHT OPERATIONS
PO BOX 6378
EDISON

NJ 08818

7/29/91
26276/9680

PLEASE CORRECT NAME, ADDRESS
OR EIN, IF NECESSARY

NOTE: MAKE A COPY OF THIS
REPORT FOR YOUR RECORDS

Account Number	39-6596 FR
Federal E.I.N.	22-2005030
For The Quarter Ended	06-30-91

BEFORE COMPLETING THIS FORM, READ ENCLOSED INSTRUCTIONS.

1. TOTAL MILES TRAVELED IN OPERATIONS EVERYWHERE. (USE WHOLE NUMBERS).....	1:	85,405																
2. TOTAL FUEL USED IN OPERATIONS EVERYWHERE. (USE WHOLE NUMBERS).....	2:	13,116																
3. MILES PER GALLON FACTOR (LINE 1 DIVIDED BY LINE 2) (Compute to three decimals and round to two).....	3.	6.51																
4. MILES TRAVELED IN PENNSYLVANIA (USE WHOLE NUMBERS) (Cannot exceed line 1).....	4:	13,676																
5. FUEL USED IN PENNSYLVANIA (LINE 4 DIVIDED BY LINE 3) (Do not show tenths).....	5.	2,101																
6. FUEL PURCHASED IN PENNSYLVANIA (Cannot exceed line 2)																		
<table border="1"> <thead> <tr> <th>TYPE OF FUEL</th> <th>A. PA BULK STORAGE</th> <th>B. PA PUBLIC SVC. STA.</th> </tr> </thead> <tbody> <tr> <td>Special Fuels (Diesel etc.)</td> <td>Gal.</td> <td>609 Gal.</td> </tr> <tr> <td>Gasoline</td> <td>Gal.</td> <td>Gal.</td> </tr> </tbody> </table>	TYPE OF FUEL	A. PA BULK STORAGE	B. PA PUBLIC SVC. STA.	Special Fuels (Diesel etc.)	Gal.	609 Gal.	Gasoline	Gal.	Gal.									
TYPE OF FUEL	A. PA BULK STORAGE	B. PA PUBLIC SVC. STA.																
Special Fuels (Diesel etc.)	Gal.	609 Gal.																
Gasoline	Gal.	Gal.																
TOTAL PA GALLONS.....	6:	609																
7. TAX DUE ON FUEL USED IN PA..... (LINE 5 X \$0.234)	7.\$	491.63																
8. TAX PAID ON FUEL PURCHASED IN PA..... (LINE 6 X \$0.174)	8.\$	105.97																
9. CREDIT ACCRUED THIS QUARTER (USE THIS LINE IF LINE 8 EXCEEDS LINE 7) (SUBTRACT LINE 7 FROM LINE 8 TO DETERMINE CREDIT).....	9.\$																	
10. TAX DUE THIS QUARTER (USE THIS LINE IF LINE 7 EXCEEDS LINE 8) (SUBTRACT LINE 8 FROM LINE 7 TO DETERMINE TAX DUE).....	10.\$	385.66																
11. LESS CREDIT FROM PRIOR QUARTERS (Do not exceed tax shown on line 10) Complete Schedule A below.....	11.\$	- 0 -																
12. PENALTY (SEE INSTRUCTIONS).....	12.\$	- 0 -																
13. INTEREST IS CALCULATED AT A DAILY RATE OF 0.000301 OR 11.0 % PER YEAR	13.\$	- 0 -																
14. AMOUNT PAID (Check or money order - Payable to PA Dept of Revenue) DO NOT SEND CASH	14.\$	385.66																
15. SCHEDULE A: SUMMARY OF PRIOR CREDITS CLAIMED ON LINE 11 ABOVE	16. OTHER PA ACCOUNTS:																	
<table border="1"> <thead> <tr> <th>QUARTER IN WHICH CREDIT WAS ACCRUED</th> <th>TOTAL AMOUNT OF CREDIT REPORTED</th> <th>AMOUNT OF CREDIT CLAIMED THIS REPORT</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	QUARTER IN WHICH CREDIT WAS ACCRUED	TOTAL AMOUNT OF CREDIT REPORTED	AMOUNT OF CREDIT CLAIMED THIS REPORT										<table border="1"> <tr> <td>a. FUEL USE ACCOUNT NUMBER</td> <td> </td> </tr> <tr> <td>b. LESSEE'S ACCOUNT NUMBER</td> <td> </td> </tr> </table>		a. FUEL USE ACCOUNT NUMBER		b. LESSEE'S ACCOUNT NUMBER	
QUARTER IN WHICH CREDIT WAS ACCRUED	TOTAL AMOUNT OF CREDIT REPORTED	AMOUNT OF CREDIT CLAIMED THIS REPORT																
a. FUEL USE ACCOUNT NUMBER																		
b. LESSEE'S ACCOUNT NUMBER																		
I CERTIFY THAT I HAVE EXAMINED THIS TAX RETURN AND TO THE BEST OF MY KNOWLEDGE IT IS TRUE, CORRECT AND COMPLETE.																		
SIGNATURE		TITLE																
Ronald Kutnowicz		CONTROLLER																
TELEPHONE NUMBER		DATE																
AREA CODE (908) 225-0031		7/29/91																
TOTAL CREDIT FOR USE ON LINE 11	\$																	
Do not exceed tax shown on line 10																		



COMMONWEALTH OF PENNSYLVANIA
 DEPARTMENT OF REVENUE
 BUREAU OF MOTOR FUEL TAXES
 DEPT. 280646
 HARRISBURG, PA 17128-0646

INDICATES
 QUARTER
 OF THE YEAR

3

REV-1027 MF AFP (1-91)

MOTOR CARRIERS ROAD TAX RETURN

ACCT NO. 39-6596 FR
 FREIGHT OPERATIONS
 PO BOX 6378
 EDISON

NJ 08818

10/29/91
 27721/1124

PLEASE CORRECT NAME, ADDRESS
 OR EIN, IF NECESSARY

NOTE: MAKE A COPY OF THIS
 REPORT FOR YOUR RECORDS

Account Number	39-6596 FR
Federal E.I.N.	22-2005030
For The Quarter Ended	09-30-91

*** 015205 FR WILL BE YOUR NEW ACCOUNT NUMBER EFFECTIVE WITH THE 4Q91 ***

BEFORE COMPLETING THIS FORM, READ ENCLOSED INSTRUCTIONS

1. TOTAL MILES TRAVELED IN OPERATIONS EVERYWHERE. (USE WHOLE NUMBERS).....	1.	86,725									
2. TOTAL FUEL USED IN OPERATIONS EVERYWHERE. (USE WHOLE NUMBERS).....	2.	13,763									
3. MILES PER GALLON FACTOR (LINE 1 DIVIDED BY LINE 2) (Compute to three decimals and round to two).....	3.	6.30									
4. MILES TRAVELED IN PENNSYLVANIA (USE WHOLE NUMBERS) (Cannot exceed line 1).....	4.	14,241									
5. FUEL USED IN PENNSYLVANIA (LINE 4 DIVIDED BY LINE 3) (Do not show tenths).....	5.	2,261									
6. FUEL PURCHASED IN PENNSYLVANIA (Cannot exceed line 2)											
<table border="1"> <thead> <tr> <th>TYPE OF FUEL</th> <th>A. PA BULK STORAGE</th> <th>B. PA PUBLIC SVC.STA.</th> </tr> </thead> <tbody> <tr> <td>Special Fuels (Diesel etc.)</td> <td>Gal.</td> <td>330 Gal.</td> </tr> <tr> <td>Gasoline</td> <td>Gal.</td> <td>Gal.</td> </tr> </tbody> </table>		TYPE OF FUEL	A. PA BULK STORAGE	B. PA PUBLIC SVC.STA.	Special Fuels (Diesel etc.)	Gal.	330 Gal.	Gasoline	Gal.	Gal.	
TYPE OF FUEL	A. PA BULK STORAGE	B. PA PUBLIC SVC.STA.									
Special Fuels (Diesel etc.)	Gal.	330 Gal.									
Gasoline	Gal.	Gal.									
TOTAL PA GALLONS.....		6. 330									
7. TAX DUE ON FUEL USED IN PA..... (LINE 5 X \$0.250)	7.\$	565.25									
8. TAX PAID ON FUEL PURCHASED IN PA..... (LINE 6 X \$0.190)	8.\$	62.70									
9. CREDIT ACCRUED THIS QUARTER (USE THIS LINE IF LINE 8 EXCEEDS LINE 7) (SUBTRACT LINE 7 FROM LINE 8 TO DETERMINE CREDIT).....	9.\$	— 0 —									
10. TAX DUE THIS QUARTER (USE THIS LINE IF LINE 7 EXCEEDS LINE 8) (SUBTRACT LINE 8 FROM LINE 7 TO DETERMINE TAX DUE).....	10.\$	502.55									
11. LESS CREDIT FROM PRIOR QUARTERS (Do not exceed tax shown on line 10) Complete Schedule A below.....	11.\$	— 0 —									
12. PENALTY (SEE INSTRUCTIONS).....	12.\$	— 0 —									
13. INTEREST IS CALCULATED AT A DAILY RATE OF 0.000301 OR 11.0 % PER YEAR	13.\$	— 0 —									
14. AMOUNT PAID (Check or money order - Payable to PA Dept of Revenue) DO NOT SEND CASH	14.\$	502.55									

15. SCHEDULE A: SUMMARY OF PRIOR CREDITS CLAIMED ON LINE 11 ABOVE		
QUARTER IN WHICH CREDIT WAS ACCRUED	TOTAL AMOUNT OF CREDIT REPORTED	AMOUNT OF CREDIT CLAIMED THIS REPORT
TOTAL CREDIT FOR USE ON LINE 11		\$
Do not exceed tax shown on line 10		

16. OTHER PA ACCOUNTS:	
a. FUEL USE ACCOUNT NUMBER	
b. LESSEE'S ACCOUNT NUMBER	
I CERTIFY THAT I HAVE EXAMINED THIS TAX RETURN AND TO THE BEST OF MY KNOWLEDGE IT IS TRUE, CORRECT AND COMPLETE.	
SIGNATURE	TITLE
<i>Ronald K. ...</i>	CONTROLLER
TELEPHONE NUMBER	DATE
AREA CODE (908) 225-0031	10/29/91

PA CORPORATE TAX REPORT 90 RCT-101

OFFICIAL USE ONLY
DATE RECEIVED

APPENDIX NO. 6

STEP A Tax Year

1. Tax Year Beginning MM DD YY Ending MM DD YY
01 | 01 | 90 12 | 31 | 90

DLN

STEP B Label

2. Use peel-off PA, Corp Tax label from the cover of the Tax Instruction Book (REV-1200 or PA-20S-I).
3. Otherwise, print or type.
4. Check if address change 5. Check if filing period change

DR6 S DR7 A

AFFIX LABEL HERE →

Cor
Nu 6511-919 BA PA-9003892 90 GB
12/90 90-NG
FREIGHT OPERATIONS INC
60 MAYFIELD AVE
PO BOX 6378
Edison NJ 08837

TAX DLN

STEP C Check Applicable Block(s)

6. PA S 7. FIRST REPORT 8. LAST REPORT

STEP D Tax Summary

9. Compute tax liability for Capital Stock/Franchise, Loans and Corporate Net Income Taxes on pages 2 and 3. Then complete this tax summary.

STAPLE YOUR CHECK HERE

	A. TAX LIABILITY FROM TAX REPORT	B. ESTIMATED PAYMENTS AND CREDITS FOR CURRENT YEAR	C. CALCULATION Col. A minus Col. B Positive or (Negative)
CAPITAL STOCK FRANCHISE TAX <input checked="" type="checkbox"/>	85.90		85.90
LOANS TAX <input checked="" type="checkbox"/>			
CORPORATE NET INCOME TAX <input checked="" type="checkbox"/>	556.16		556.16
		TOTAL BALANCE (sum of column C)	642.06

10. If TOTAL BALANCE is greater than zero, complete STEP E.
11. If TOTAL BALANCE is less than zero, an overpayment exists. Skip to STEP F.
12. If TOTAL BALANCE is zero, no payment is due. Skip to STEP G.

STEP E Tax Payment Application

13. Apply TOTAL BALANCE from Step D by tax.

6/19/91
25699/9113

	PAYMENT
CAPITAL STOCK FRANCHISE TAX	85.90
LOANS TAX	
CORPORATE NET INCOME TAX	556.16
TOTAL PAYMENT	642.06

TOTAL PAYMENT must equal the TOTAL BALANCE from STEP D.
Make check for this amount payable to: "PA DEPT. of REVENUE"

STEP F Overpayment

14. Check only ONE box to select a refund or transfer method.
A. Automatically transfer overpayment(s) to current tax year underpaid taxes and the remaining portion to the next tax year.
B. Refund the overpayment from the current tax year in the amount of
C. REV-855 Custom Refund/Transfer Request Coupon has been submitted separately. (A prior year is involved.)

STEP G Settlement Mailing Address

15. Check here to mail settlement notice to preparer's address. Preparer's address must be printed or typed below.

STEP H Signature

I hereby affirm under penalties prescribed by law that this report (including any accompanying Schedules and Statements) has been examined by me and to the best of my knowledge and belief is a true, correct and complete report. If prepared by a person other than the taxpayer, his declaration is based on all information of which he has any knowledge.

PLEASE SIGN HERE →

16. SIGNATURE OF OFFICER OF COMPANY	TITLE	DATE	TELEPHONE NUMBER
INDIVIDUAL OR FIRM SIGNATURE OF PREPARER	TITLE	DATE	TELEPHONE NUMBER
17. STREET ADDRESS OF PREPARER	CITY	STATE	ZIP CODE
			PREPARER'S EIN OR SOCIAL SECURITY NUMBER

CORPORATION FREIGHT OPERATIONS, INC. CORPORATION TAX FILE (BOX) NUMBER 9068

TAX YEAR ENDING

M M Y Y

1	2	9	0
---	---	---	---

SECTION C: CORPORATE NET INCOME TAX

		TAXPAYER USE (WHOLE DOLLARS ONLY)	DEPARTMENT USE
1	Income or Loss from Federal return. (Attach copy of Federal Form 1120 to back of the RCT-101)	28,105	
2	Deductions:		
a	Corporate Dividends Received		
b	Interest on U.S. Securities		
c	Other (Attach Schedule)		
	TOTAL DEDUCTIONS - Sum of (a) through (c)		
3	Line (1) less Line (2)	28,105	
4	Additions:		
a	Taxes imposed on or measured by net income		
b	Tax preference items. (Attach copy of Federal Form 4626)		
c	Employment Incentive Payment Credit Adjustment		
d	Other (Attach Schedule)		
	TOTAL ADDITIONS - Sum of (a) through (d)		
5	INCOME (OR LOSS) WITH PENNSYLVANIA ADJUSTMENTS - Line (3) plus Line (4)	28,105	

CORPORATION WHICH TRANSACTS ITS ENTIRE BUSINESS IN PA (does NOT apportion) SHOULD SKIP TO LINE (11) AND ENTER LINE (5) THERE.

6	Total Nonbusiness Income (or loss) <u>MGMT. FEE</u>	75,000	
7	INCOME (OR LOSS) TO BE APPORTIONED - Line (5) minus Line (6)	(46,895)	
8	Apportionment Proportion (from Schedule C-1 Line (5))	.229900	
9	INCOME (OR LOSS) APPORTIONED TO PENNSYLVANIA - Line (7) multiplied by Line (8)	(10,781)	
10	Nonbusiness Income (or loss) allocated to Pennsylvania	17,324	
11	TAXABLE INCOME (OR LOSS) PRIOR TO NET LOSS DEDUCTION - Line (9) plus Line (10). Enter amount from Line (5) for corporations which do not apportion. If less than zero, this is the net loss for this year available to be carried forward.	6,543	
12	Net Loss Deduction (Sum of column 3, Schedule C-2 below)	-0-	
13	PENNSYLVANIA TAXABLE INCOME - Line (11) Less Line (12). If less than zero, enter "0".	6,543	
14	CORPORATE NET INCOME TAX - Multiply Line (13) by .085	566.16	

SCHEDULE C-1: APPORTIONMENT SCHEDULE FOR CORPORATE NET INCOME TAX

Enter the numerator(s) and denominator(s) of fractions used for apportioning income. Also enter the apportionment proportion calculated to six decimal places in Line (5) below.

Three Factor - From insert sheet (RCT-106) page 2.

1a	Property Factor - PA		
b	Property Factor - Total		1c
2a	Payroll Factor - PA		
b	Payroll Factor - Total		2c
3a	Sales Factor - PA		
b	Sales Factor - Total		3c

Single Factor - Apportionment Proportion

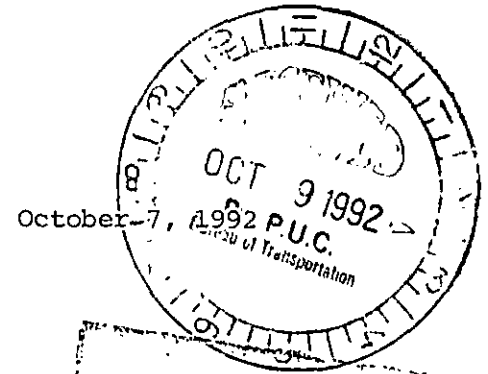
4a	Single Factor - PA <u>REVENUE MILES PA</u>	57,693	
b	Single Factor - Total <u>REVENUE MILES TOTAL</u>	250,937	
5	Apportionment Proportion - Also enter on Line (8) in Section C.	.229900	

SCHEDULE C-2: NET LOSS DEDUCTION AND CARRYFORWARD

- Enter the month, day and year (MMDDYY) of the ending dates for the three prior and current tax years.
- Enter the net loss carried in to the current tax year from the three prior tax years.
- Enter the amount used as net loss deduction for the current tax year. Total of column 3 should equal Line (12), Section C on this page.
- Subtract column (3) figures from column (2), and enter in column (4). The net loss for the third prior tax year expires.

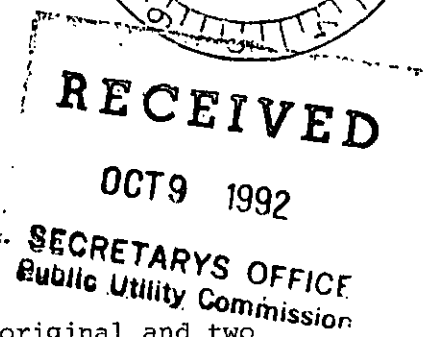
	(1) FYE M M D D Y Y	(2) NET LOSS CARRYFORWARD TO THE CURRENT YEAR	(3) AMOUNT DEDUCTED IN THE CURRENT YEAR	(4) NET LOSS CARRYFORWARD TO NEXT YEAR	COMMENTS ON COLUMN (4)
3rd Prior Tax Year				-0-	Amount expires as a carryforward.
2nd Prior Tax Year					Amount not previously deducted.
Prior Tax Year					Amount not previously deducted.
Current Tax Year		-0-	-0-		Current tax year loss. Enter Line (11), Section C, if less than 0
TOTAL					

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



Certified Mail No. P 066 232 470
(Return Receipt Requested)

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



Dear Sir:

Re: Freight Operations, Inc.
Docket No. A-00109747

Attached hereto, for filing with your Commission, find original and two copies of Verified Statement of Applicant and Supporting Parties in the above captioned application proceeding.

Please be advised that in order to more fully serve the needs of its supporting parties, Applicant, now, through and by its attorney, desires to and does further restrictively amend the authority sought in this application proceeding to read as set forth on Appendix No. 1 attached and as follows: "dated newspaper supplements, circulars, and inserts, and materials and supplies used in their distribution and sale for E.F. Brennen Co., Inc.; Wakefern Food Corporation; Total Package Marketing, Inc.; National Inserting Systems, Inc.; and Quebecor Printing Atglen, Inc.; between points in Pennsylvania." The purpose of this further restriction is to reflect that fact that two of Applicant's original supporting parties (Sullivan Graphics, Inc. and Venet Advertising/N.J., Inc.), have only recently advised Applicant they no longer support the instant application and will not sign supporting party statements.

Applicant submits that the aforesaid restriction is in the public interest for the reasons stated above and is similar to other application publications and grants of authority by this Commission. Therefore, in view of the above and the fact that the one Protestant's interest remains satisfied herein by the above submitted restrictive amendment, Applicant respectfully requests the above application as further restrictively amended, be accepted by this Commission.

Kindly acknowledge receipt on the duplicate of this letter attached. 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.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

NUMBER A-00109747

FREIGHT OPERATIONS, INC.

VERIFIED STATEMENTS

OF

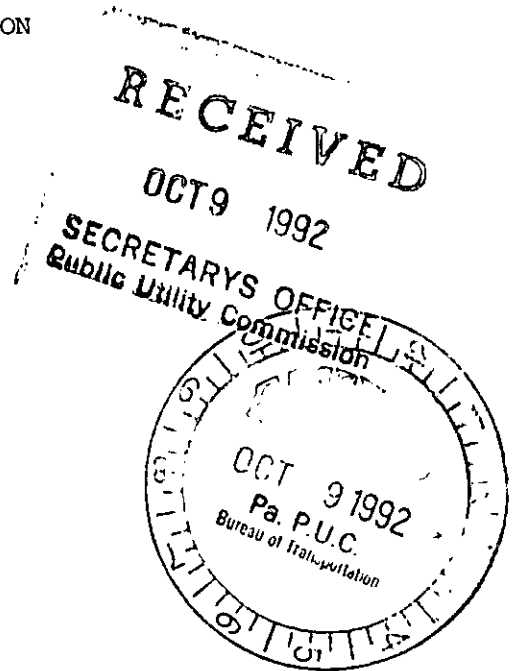
APPLICANT

AND

SUPPORTING SHIPPERS

UNOPPOSED APPLICATION

MODIFIED PROCEDURE



Dated: October 7, 1992
Due Date: October 26, 1992

Filed By:
Kenneth A. Olsen
P. O. Box 357
Gladstone, NJ 07934
Attorney for
Freight Operations, Inc.
Applicant

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

DOCKET NO. 00109747

FREIGHT OPERATIONS, INC.

STATEMENT

OF

SIDNEY A. JARVIS

ON BEHALF OF APPLICANT

I

LEGAL NAME AND DOMICILE OF APPLICANT

Freight Operations, Inc., hereinafter called Freight or Applicant, is the Applicant in the above entitled proceeding, a corporation of the State of New Jersey, qualified to do business in Pennsylvania, with offices and principal place of doing business at P. O. Box 6378, 60 Mayfield Avenue, Raritan Center, Edison, New Jersey 08818.

II

IDENTITY AND QUALIFICATIONS OF
TESTIFYING WITNESS

My name is Sidney A. Jarvis, and I am President and sole shareholder of Freight. As such, I am familiar with its daily activities, all the operations of the Applicant, its personnel, solicitation, facilities, equipment and finances. I am authorized to give this statement and appear in support of this application on behalf of Freight.

III

AFFILIATION

Freight is not affiliated in any way with any other intrastate carrier regulated by this Commission, nor is any person affiliated with Freight associated with any other intrastate carrier regulated by this Commission.

**DOCUMENT
FOLDER**

DOCKETED
APPLICATION DOCKET
OCT 9 1992
ENTRY No. *[Signature]*

IV
AUTHORITY SOUGHT AND STATEMENT OF FACTS

By the instant application, Freight seeks authority as a motor common carrier, over irregular routes, transporting those commodities in that territory as shown on Appendix No. 1 attached hereto and made a part hereof. This application had been published in the Pennsylvania Bulletin of May 4, 1991, Vol. 21, No. 18, at page 2198. Protest to this application was filed by W.H. Johns, Inc. Under cover of letter dated September 9, 1991, marked received September 11, 1991, Freight filed its restrictive amendment to the application. By letter dated September 5, 1991, Fred Stier-Traffic Manager, W. H. Johns, Inc. notified Applicant and this Commission of the withdrawal of its protest to the instant application based on the submitted restrictive amendment. By notice dated September 12, 1991, the Commission cancelled the oral hearing scheduled for October 18, 1991 and referred the application to the Bureau of Transportation for review and report to the Commission as an unopposed application. Under cover of letter dated September 27, 1991, by Douglas A. Pike for Peter S. Marzolf, Supervisor, Technical Review Section, Bureau of Transportation, scheduled an initial date of October 28, 1991 for filing Verified Statements of Applicant and Supporting Parties. Said filing date was later amended.

V
GENERAL SCOPE OF PRESENTLY
AUTHORIZED OPERATIONS

Freight is an authorized motor common and contract carrier and broker in interstate commerce operating pursuant to authority under Docket No. MC-147288 issued by the Interstate Commerce Commission. Copy of the foregoing authorities is attached hereto as Appendix No. 2 and made a part hereof.

VI
DUPLICATING AUTHORITY

Since Freight presently holds no permanent intrastate operating authority from this Commission, no duplicating authority is involved and none will result from a grant of the authority sought herein. The purpose of this application is to provide the required and specialized intrastate Pennsylvania service to the supporting shipper, (on a permanent basis), which Freight now serves and performs in interstate commerce.

VII
DUAL OPERATIONS

Freight presently holds no permanent intrastate motor contract carrier authority from this Commission. Therefore, dual operations are not involved.

VIII
PERTINENT TERMINAL FACILITIES AND COMMUNICATIONS NETWORK

Freight has its main offices at 60 Mayfield Avenue, Raritan Center, Edison, New Jersey 08818. At this location, in Edison, New Jersey, we also have facilities for parking and offices. In addition, major maintenance is done by either the equipments' owner or manufacturer. The operations involved herein would be conducted from our facilities and those of the supporting shippers as are now done in our interstate operations. Presently, we employ the services of approximately seven(7) drivers and six (6) office personnel. We have direct telephone lines available for use by our customers and personnel.

IX
PERTINENT EQUIPMENT

At the present time, Freight owns and/or operates the equipment shown and listed on Appendix No. 3 attached hereto and made a part hereof. This equipment consists of five (5) power units, two (2) straight trucks, six (6) semi-trailers, one (1) van, and ten (10) to fourteen (14) rental trailers. These vehicles are regularly inspected, cleaned and

maintained in accordance with the equipment and safety regulations of the United States Department of Transportation. We have company owned equipment and we have utilized owner-operators, at times. We have stationed trailers on customer or shipper's premises or at the premises of our shippers' customers, as requested or required. Additional equipment can be leased and/or purchased if operations so require this, as such has been done in the past.

X
SAFETY PROGRAM

Freight is aware of the safety rules and regulations, as outlined by the United States Department of Transportation, this Commonwealth, and this Commission. Upon a grant of the authority sought herein, a complete safety program will be established to insure compliance with the requirements of this agency, as well as maintenance of proper records reflecting vehicle conditions, drivers' hours of service, accident reports, and medical certificates. To my knowledge, there are no investigations or proceedings for penalty or civil forfeiture, filed or pending against Freight by any state or federal regulatory body in which the operating practices or fitness of Freight is at issue.

XI
SERVICE NOW PROVIDED TO SUPPORTING SHIPPER

Freight is currently serving the supporting shippers in interstate commerce as set forth in Appendix No. 2 attached hereto. Freight has serviced the supporting shippers for several years in interstate commerce. Presently, we have available for the movement of shippers traffic herein, the equipment shown on Appendix No. 3 attached hereto. This equipment originates and/or terminates in the area of the shippers' Pennsylvania facilities herein and those of their customers, suppliers, and/or vendors in interstate commerce under our present Interstate Commerce Commission authority. Any empty mileage to serve the

supporting shippers herein will be minimal as this authority sought herein is a "Between" authority. As seen, we can service these shippers with our present equipment without adding any equipment to our fleet. The equipment that would be available to these shippers is the type that is now being used by them in interstate commerce. We are knowledgeable of shippers' needs having discussed such with them. We make timed pick-ups and deliveries. We provide prompt pick-up and expedited services, some of which will be same day pick-up and delivery, and do make stop-offs in transit as required by the shippers. We have for our customers rarely missed a pick-up or delivery to my knowledge. Freight is in constant contact with the shippers with a twenty-four hour, seven day a week service. We coordinate pick-up and delivery to meet shippers' requirements. We now operate in all of the area sought under our existing interstate operating authority. Freight, also domiciles equipment on shippers' premises and those of their customers, when requested and as required. The proposed permanent service to the supporting shippers herein, if the authority sought herein is granted, will be of the same kind and character as that now provided to these shippers under our presently authorized interstate operations.

III
FINANCIAL DATA

Attached hereto as Appendix No. 4 and made a part hereof is our latest Financial Statement, Balance Sheet and Income Statement prepared from the books and records of the company kept in the ordinary course of business. It can be seen that Freight is in sound financial condition.

XIII
TYPE OF SERVICE TO BE OFFERED
FEASABILITY OF OPERATIONS, AND
ENVIRONMENTAL IMPACT

Freight is presently serving the area involved herein in interstate commerce, and is presently serving the supporting shippers in interstate commerce. Freight, if this authority were granted, would be to provide a full and complete permanent service to the supporting shippers from and to their Pennsylvania facilities and those of their customers, vendors and/or suppliers, to points in the Commonwealth and vice versa as described in Appendix No. 1 attached hereto. The equipment now operated would be loaded with the shippers' commodities from and to their required and authorized territory points. The supporting shippers would be able to utilize Freight with a complete and permanent intrastate operation, as is now done in interstate commerce, allowing it to make straight truckload and combine small shipments into truckloads making stop-offs as such is required. This would be economical for the shippers, allow full utilization of Freight's equipment, and eliminate empty intrastate mileage experienced now due to lack of permanent intrastate authority allowing Freight to bring inbound shipments to the shippers. Freight, as shown, already has equipment operating in the territory sought herein. This authority, if granted, will allow Freight to have a two-way movement of traffic in serving the supporting shippers' facilities and their customers, vendors, jobbers, suppliers, and warehouses in Pennsylvania. This, then will give Freight the continued opportunity to fill-out its equipment, give the supporting shippers an opportunity to fully utilize Freight in intrastate commerce on a permanent basis, and will, in my opinion, have no adverse effect on the quality of the environment, as we will not be adding any equipment to the territory sought herein, empty miles will be kept to a minimum, and we will serve a definite public need.

XIV
OTHER INFORMATION DEEMED PERTINENT

Freight works very closely with the supporting shippers herein. We meet their schedules and needs. As is done now, we will station equipment at their facilities if so required or requested. We presently service the shippers and territory sought herein in interstate commerce. On return shipments we will also be returning shippers' product, materials, and supplies.

Because of the flexibility of our equipment, and the amount of our service for these shippers and our other customers, we will operate for these shippers whenever required and domicile equipment wherever they desire. Freight's principals are fully knowledgeable of the transportation requirements of the supporting shippers, having discussed it with them and having served the transportation needs of the supporting shippers for several years in interstate commerce as authorized. Moreover, Freight has and continues to also operate in intrastate New Jersey and in interstate commerce in the New York, New York Commercial Zone as defined by the Interstate Commerce Commission, and pursuant to authority issue.

As stated previously, Freight possesses the equipment required to transport the shippers' commodities. It also has the ability to provide these shippers with specialized equipment services in the handling of their commodities, such as trailers stationed at the shippers' and their customer's, supplier's, and/or vendor's facilities, and providing a timely, direct, and economical service with stop-offs in transit. Freight's operations and equipment have been domiciled at times, at shippers' facilities in order that Freight can service the shippers' every need as their primary carrier.

Service will be rendered on an on-call basis with equipment available and domiciled as required, or requested by the shipper. Freight's main facilities are located at Edison, New Jersey. It will be in constant contact with its drivers. Once a shipment is picked-up, it will be delivered without interlining

or interchange to destination. There will be no terminalization of freight, unless it is so requested or required, and specific pick-ups and timed deliveries will be met to the best of our ability. We will give careful handling to all traffic. It will be under the direct control of the same driver(s) throughout the entire operations.

The supporting shippers recently opened facilities and began operations in Pennsylvania. The supporting shippers therefore have extended their sales and operations in Pennsylvania requiring motor carrier service between points in Pennsylvania. The supporting shippers have advised that they desire to continue to use the transportation services offered by Freight in intrastate commerce, as now done in interstate commerce, in order to fully serve their customers and to further extend their sales and operations within the entire state of Pennsylvania. Freight has the required equipment available to service the supporting shippers; has provided services to the shippers and their customers over the past years in interstate commerce, as required; is not fully utilizing its domiciled equipment on a permanent basis; and is ready, willing and able to provide the supporting shippers with the special equipment and intrastate services required for the furtherance of their business, and that of the supporting shippers in Pennsylvania.

If the authority were granted herein and if required, we could purchase and/or lease additional tractors and trailers, and add to our fleet as we developed with the supporting shippers in this needed territory. These units will be utilized for the outbound and inbound tonnage of these shippers. We will transport all authorized products of these shippers regardless of weight or size, outbound and inbound, if such transportation is possible and authorized. This will give us an economical and flexible operation. This will give the shippers a direct and economical service from origin to destination without

transfer of their products, or by interline or in any other equipment or over any terminal or dock. This operation will allow the shippers the ability to utilize our equipment on the outbound and inbound movement from or to their facilities, or from and to their customers, suppliers, warehouses, vendors, etc. by either direct loading or unloading, or partial loading or unloading, at specified stop-off points from the same vehicle in a peddle-type operation. Because of this flexibility of equipment which will operate direct from and to the facilities of the shippers and their customers, distributors, suppliers, vendors, or wherever required, the equipment on which the shipment is loaded, regardless of weight, will move from origin to destination in the same vehicle. The same vehicle that picks up at origin will make the pick-up, stop-offs and delivery. Stop-offs, pick-ups and deliveries will be made wherever the shippers require and as authorized. We now have and we would continue to have equipment available for these shippers whenever required, any time of day, seven days a week, Saturdays, Sundays or Holidays. The shippers from my experience in the territory now operated under effective interstate operating authority, require this type operation with the equipment and service we now provide, and we will, if the authority is granted herein, provide it. We have operated closely with these shippers providing service and operations to dovetail into their requirements, and are fully knowledgeable of their transportation requirements, and needs and the handling of their products.

The reason for this application is to further fully service these shippers' new operations in Pennsylvania on a permanent basis in the manner required, and to eliminate empty mileage experienced with no permanent intrastate operating authority, which also does not allow us to fully serve the shipping public needs.

Also attached hereto, and made a part hereof, find Appendix No. 5 showing the amount of business Freight now conducts with the supporting shippers, and find Appendix No. 6 showing the amount of taxes paid by Freight to the Commonwealth in the past.

We now provide and will continue to provide service desgined to meet the specialized needs of the supporting shippers herein and, as previously shown, we are sure we can continue to do so.

The authority sought herein will give us a complete operation, allowing complete utilization of our equipment and allowing us to permanently service these shippers within the full scope of authority they are supporting. If the authority sought were granted herein, in my opinion, both Freight and the supporting shippers would benefit from the permanent operations. We respectfully pray that this Commission approve and grant this application as sought and amended.

VERIFICATION

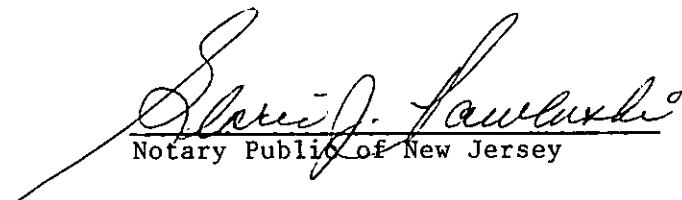
STATE OF NEW JERSEY)
)
COUNTY OF MIDDLESEX)

Sidney A. Jarvis, being duly sworn, deposes and says that he had read the foregoing statement and the contents thereof are true and correct to the best of his knowledge and belief.



SIDNEY A. JARVIS

Subscribed and sworn to before me a Notary Public this 29 day
of October, 1991.



Notary Public of New Jersey

GLORIA J. PAWLOSKI
NOTARY PUBLIC OF NEW JERSEY
My Commission expires MY COMMISSION EXPIRES MAY 10, 1991

Authority sought to transport, as a Class D carrier, 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; Total Package Marketing, Inc.; National Inserting Systems, Inc.; and Quebecor Printing Atglen, Inc.; between points in Pennsylvania.

PH 5
(Rev. 10/84)

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

No. MC-147288 Sub 3(C)

FREIGHT OPERATIONS, INC.
EDISON, NJ

SERVICE DATE

MAR 27 1987

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.

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
YEARS ENDED DECEMBER 31, 1991 AND 1990

FREIGHT OPERATIONS, INC.
YEARS ENDED DECEMBER 31, 1991 AND 1990

CONTENTS

	<u>Page No.</u>
<u>ACCOUNTANTS' REPORT</u>	1
<u>FINANCIAL STATEMENTS</u>	
Balance Sheets	2
Statements of Income and Retained Earnings	3
Statements of Cash Flows	4
Notes to Financial Statements	5-8
<u>SUPPLEMENTARY INFORMATION TO FINANCIAL STATEMENTS</u>	
Accountants' Report on Supplementary Information	9
Schedules of Cost of Revenue	10
Schedules of Operating Expenses	11

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 sheets of FREIGHT OPERATIONS, INC. (an S Corporation) as of December 31, 1991 and 1990 and the related statements of income and retained earnings and cash flows for the years 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.
February 24, 1992

FREIGHT OPERATIONS, INC.
BALANCE SHEETS
DECEMBER 31, 1991 AND 1990

ASSETS

	<u>1991</u>	<u>1990</u>
CURRENT ASSETS		
Cash	\$ 29,001	\$ 32,003
Accounts Receivable (Note 1)	328,292	238,147
Due from Related Company (Note 2)	217,410	239,009
Prepaid Expenses	22,858	34,642
Other	<u>21,420</u>	<u>1,368</u>
Total Current Assets	<u>618,981</u>	<u>545,169</u>
PROPERTY AND EQUIPMENT (Notes 1 and 5)		
Equipment	503,362	493,636
Furniture and Fixtures	75,371	75,371
Leasehold Improvements	<u>9,128</u>	<u>9,128</u>
Sub-total	587,861	578,135
Less: Accumulated Depreciation	<u>(368,132)</u>	<u>(371,263)</u>
	219,729	206,872
SECURITY DEPOSIT		
	<u>2,100</u>	<u>2,100</u>
TOTAL ASSETS	<u>\$ 840,810</u>	<u>\$ 754,141</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES		
Note Payable - Bank (Note 3)	\$ 80,000	\$ 50,000
Accounts Payable	208,224	108,824
Accrued Expenses	13,056	15,632
Advances from Officer (Note 4)	15,000	48,896
Current Portion of Long-Term Debt (Note 5)	71,724	56,609
Payroll Taxes Payable	6,968	5,846
Other	<u>1,000</u>	<u>1,000</u>
Total Current Liabilities	<u>395,972</u>	<u>286,807</u>
LONG-TERM DEBT - Net of Current Portion (Note 5)	<u>105,973</u>	<u>95,790</u>
COMMITMENTS (Note 6)		
STOCKHOLDER'S EQUITY		
Common Stock - No Par Value; 2,500 Shares Authorized: 1,000 Shares Issued; 500 Shares Outstanding	1,020	1,020
Additional Paid-In Capital	13,500	13,500
Retained Earnings	<u>398,685</u>	<u>431,364</u>
Sub-total	413,205	445,884
Less: Treasury Stock (Note 7)	<u>(74,340)</u>	<u>(74,340)</u>
	<u>338,865</u>	<u>371,544</u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>\$ 840,810</u>	<u>\$ 754,141</u>

See accompanying notes and accountants' report.

FREIGHT OPERATIONS, INC.
 STATEMENTS OF INCOME AND RETAINED EARNINGS
 YEARS ENDED DECEMBER 31, 1991 AND 1990

	<u>1991</u>	<u>1990</u>
REVENUE	\$2,017,863	\$1,590,439
COST OF REVENUE	<u>1,628,092</u>	<u>1,172,026</u>
GROSS PROFIT	389,771	418,413
OPERATING EXPENSES	<u>506,610</u>	<u>464,630</u>
(LOSS) FROM OPERATIONS	<u>(116,839)</u>	<u>(46,217)</u>
OTHER INCOME AND (EXPENSE)		
Management Fee	100,000	75,000
Interest Income	231	344
Interest Expense	(30,071)	(27,789)
Gain on Sale of Asset	<u>14,000</u>	<u>0</u>
	<u>84,160</u>	<u>47,555</u>
NET INCOME/(LOSS) BEFORE REVERSAL OF DEFERRED INCOME TAXES	(32,679)	1,338
REVERSAL OF DEFERRED INCOME TAXES (Note 1)	<u>0</u>	<u>30,913</u>
NET INCOME/(LOSS) FOR THE YEAR	(32,679)	32,251
	<u>RETAINED EARNINGS</u>	
BALANCE - January 1	<u>431,364</u>	<u>399,113</u>
BALANCE - December 31	<u>\$ 398,685</u>	<u>\$ 431,364</u>

See accompanying notes and accountants' report.

FREIGHT OPERATIONS, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 1991 AND 1990

	1991	1990
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income/(Loss) for the Year	\$ (32,679)	\$ 32,251
Adjustments to Reconcile Net Income/(Loss) to Net Cash Flows provided by Operating Activities -		
Depreciation	105,302	75,038
Decrease in Deferred Taxes	0	(30,913)
(Increase) Decrease in:		
Accounts Receivable	(90,145)	22,330
Due from Related Company	21,599	(24,409)
Prepaid Expenses and Other	(8,268)	(4,251)
Increase (Decrease) in:		
Accounts Payable	99,400	(23,079)
Accrued Expenses and Other	<u>(1,454)</u>	<u>5,694</u>
Net Cash Flows Provided By Operating Activities	<u>93,755</u>	<u>52,661</u>
CASH FLOWS (USED) BY INVESTING ACTIVITIES		
Additions to Property and Equipment	<u>(118,159)</u>	<u>(64,801)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Note Payable- Bank	30,000	0
Increase/(Decrease) in Advances from Officer	(33,896)	29,369
Increase/(Decrease) in Equipment Notes: Short-term	15,115	1,675
Long-term	<u>10,183</u>	<u>(14,594)</u>
Cash Flows from Financing Activities	<u>21,402</u>	<u>16,450</u>
Net Increase/(Decrease) in Cash	(3,002)	4,310
Cash - January 1	<u>32,003</u>	<u>27,693</u>
Cash - December 31	<u>\$ 29,001</u>	<u>\$ 32,003</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 was \$105,302 and \$75,038 for the years ended December 31, 1991 and 1990, respectively.

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 \$217,410 at December 31, 1991. These monies are expected to be repaid in the current period. A management fee of \$100,000 and \$75,000 is included as income in the statement of income for the years ended December 31, 1991 and 1990, respectively, 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, 1992. The line of credit bears interest at one-half percent above the banks prime rate and is secured by property of the stockholder. The \$80,000 outstanding at December 31, 1991 was paid in full during February, 1992.

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.	1,306 (A)		13.0%	12/92	\$ 14,592
G.M.A.C.	677 (A)		11.5%	10/93	13,375
Chase/Clark Credit	759 (A)		11.7%	06/92	4,401
Contel Credit	276 (A)		14.3%	12/92	3,299
Nat'l Comm. Bank	721 (B)		Prime +.1%	09/94	23,788
Nat'l Comm. Bank	371 (B)		Prime + 1%	09/92	3,338
Nat'l Comm. Bank	767 (B)		Prime + 1%	09/95	32,997
Concord Comm. Corp.	1,394 (A)		11.7%	01/95	42,740
Nat'l Comm. Bank	783 (B)		Prime + 1%	02/96	<u>39,167</u>
					177,697
Less: Current Portion					<u>(71,724)</u>
Long-Term Debt					<u>\$105,973</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:

1992	\$ 71,724
1993	47,667
1994	40,593
1995	16,176
1996	<u>1,537</u>
	<u>\$177,697</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, 1996. 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 Advertising Mailers, Inc. for the years ended December 31, 1991 and 1990 was \$31,101.

The minimum total future commitment under this lease is as follows:

<u>Year Ending</u>	<u>Amount</u>
December 31, 1992	94,200
December 31, 1993	94,200
December 31, 1994	94,200
December 31, 1995	94,200
December 31, 1996	23,550

NOTE 7 - TREASURY STOCK

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

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.
February 24, 1992

FREIGHT OPERATIONS, INC.
SCHEDULES OF COST OF REVENUE
YEARS ENDED DECEMBER 31, 1991 AND 1990

	<u>1991</u>	<u>1990</u>
Salaries	\$ 205,717	\$ 179,659
Payroll Taxes	21,393	16,743
Purchased Transportation	970,111	682,451
Insurance	89,951	54,257
Fuel and Gasoline	74,905	58,333
Repairs and Maintenance of Equipment	72,670	71,989
Tolls and Road Expense	39,958	20,666
Equipment Leases	34,202	5,631
Vehicle Registration	6,710	4,551
Fuel and Highway Taxes	12,957	10,128
Warehouse Expenses	3,721	3,485
Depreciation - Equipment	<u>95,797</u>	<u>64,133</u>
TOTAL COST OF REVENUE	<u>\$1,628,092</u>	<u>\$1,172,026</u>

See accountants' report on supplementary information.

FREIGHT OPERATIONS, INC.
SCHEDULE OF OPERATING EXPENSES
YEARS ENDED DECEMBER 31, 1991 AND 1990

	1991	1990
SELLING EXPENSES		
Advertising and Promotion	\$ 19,477	\$ 19,320
Telephone	16,191	13,700
Dues and Subscriptions	<u>1,045</u>	<u>386</u>
	<u>36,713</u>	<u>33,406</u>
ADMINISTRATIVE EXPENSES		
Officer's Salary	133,112	134,100
Office Salaries	183,460	157,171
Payroll Taxes	22,990	18,787
Employee Benefits	30,626	19,283
Office Expenses	10,327	10,493
Cleaning and Maintenance	7,119	4,928
Rent - Net	29,015	28,337
Utilities	12,265	14,520
Occupancy Costs	3,799	4,278
Franchise Expense	25	25
Professional Fees	6,996	4,259
Officer's Life Insurance	3,318	9,061
Computer Expenses	8,421	6,158
Real Estate Taxes	8,919	8,919
Depreciation Expense	<u>9,505</u>	<u>10,905</u>
	<u>469,897</u>	<u>431,224</u>
TOTAL OPERATING EXPENSES	<u><u>\$ 506,610</u></u>	<u><u>\$ 464,630</u></u>

See accountants' report on supplementary information.

DATE TIME OPER. COMPANY #/NAME
 10/31/91 11:02 RFP 01 FREIGHT OPERATIONS. INC.

HISTORY OF BILLING & PAYMENTS

APPENDIX NO. 5

CUST.#	CUSTOMER NAME	INV.DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
2000	E.F. BRENNAN CO, INC.	09/26/90	404584	0	3,229.28	11/07/90	3,229.28	.00	41
		10/16/90	404681	0	543.79	12/05/90	543.79	.00	49
	43 MAIN ST	10/31/90	404760	0	577.50	12/12/90	577.50	.00	41
	AVON- BY THE SEA, NJ	10/31/90	404764	0	3,270.81	12/12/90	3,270.81	.00	41
	07717.	11/26/90	404789	0	3,337.00	01/16/91	3,337.00	.00	50
		11/30/90	404847	0	3,368.15	01/16/91	3,368.15	.00	46
		11/30/90	404858	0	567.00	01/16/91	567.00	.00	46
		12/19/90	404940	0	3,190.54	01/30/91	3,190.54	.00	41
		12/31/90	404964	0	567.00	02/12/91	567.00	.00	41
		12/31/90	404984	0	3,096.08	02/12/91	3,096.08	.00	41
		01/23/91	405043	0	567.00	03/13/91	567.00	.00	50
		01/28/91	405050	0	3,179.69	03/13/91	3,179.69	.00	45
		02/13/91	405102	0	567.00	03/27/91	567.00	.00	44
		02/27/91	405138	0	2,915.66	03/13/91	2,915.66	.00	16
		02/28/91	405152	0	2,915.66	03/13/91	2,915.66	.00	15
		02/28/91	405153	0	2,896.42	04/10/91	2,896.42	.00	42
		03/18/91	405194	0	540.00	04/30/91	540.00	.00	42
		03/21/91	405214	0	3,267.03	04/30/91	3,267.03	.00	39
		04/19/91	405356	0	553.50	06/10/91	553.50	.00	51
		04/30/91	405361	0	3,509.00	06/10/91	3,509.00	.00	40
		05/08/91	405390	0	527.11	06/26/91	527.11	.00	48
		05/08/91	405393	0	625.00	06/26/91	625.00	.00	48
		05/14/91	405423	0	540.00	06/26/91	540.00	.00	42
		05/29/91	405455	0	3,647.29	07/17/91	3,647.29	.00	48
		06/19/91	405528	0	540.00	07/29/91	540.00	.00	40
		06/25/91	405557	0	3,117.63	08/07/91	3,117.63	.00	42
		07/17/91	405607	0	50.00	09/09/91	50.00	.00	52
		07/31/91	405640	0	3,131.76	09/09/91	3,131.76	.00	38
		08/21/91	405712	0	540.00	10/01/91	540.00	.00	40
		08/30/91	405736	0	2,996.12	10/07/91	3,077.64	.00	37
						10/24/91	81.52-	.00	54
		09/25/91	405840	0	540.00			540.00	
		09/30/91	405858	0	3,065.80			3,065.80	
		10/07/91	405875	0	66.92			66.92	
		10/16/91	405916	0	540.00			540.00	
		10/16/91	405919	0	81.52	10/24/91	81.52	.00	8
		10/30/91	405964	0	3,933.07			3,933.07	
	*TOTAL ACCOUNT				60,769.01		52,623.22	8,145.79	41
	**TOTAL REPORT				60,769.01		52,623.22	8,145.79	41
	**TOTAL FINANCE CHARGES				.00		.00	.00	

---CUST-#	--- CUSTOMER NAME	--- INV.DATE	--- INVOICE #	--- SHIPTO	--- INVOICE AMOUNT	--- DATE PAID	--- PAID AMOUNT	--- OPEN BALANCE	--- #DAYS
4450	WAKEFERN FOOD CORP. C/O	09/28/90	404634	0	3,147.05	11/30/90	3,147.05	.00	62
	GIANETTINO & MEREDITH INC	10/17/90	404693	0	20,110.48	11/21/90	20,110.48	.00	34
	788 MORRIS TPKE.	10/30/90	404755	0	22,055.62	11/21/90	22,055.62	.00	21
	SHORT HILLS, NJ	10/31/90	404788	0	1.00	11/07/90	1.00	.00	6
	07078	11/12/90	404793	0	22,395.06	11/30/90	22,395.06	.00	18
		11/12/90	404794	0	22,055.62	11/21/90	22,055.62	.00	9
		11/12/90	404798	0	520.00	12/18/90	520.00	.00	36
		11/14/90	404799	0	182.00	11/30/90	182.00	.00	16
		11/15/90	404772	0	16,382.32	12/19/90	16,382.32	.00	34
		11/30/90	404846	0	21,882.27	01/08/91	21,882.27	.00	38
		11/30/90	404873	0	18,195.79	01/08/91	18,195.79	.00	38
		12/31/90	404972	0	78.75	02/12/91	78.75	.00	41
		12/31/90	404995	0	8,265.82	02/12/91	8,265.82	.00	41
		01/15/91	405017	0	16,619.32	02/20/91	16,619.32	.00	35
		01/24/91	405045	0	11,855.30	02/27/91	11,855.30	.00	33
		01/31/91	405056	0	20,827.58	03/07/91	20,827.58	.00	36
		02/18/91	405117	0	16,752.25	02/27/91	16,752.25	.00	9
		02/25/91	405132	0	16,752.25	02/27/91	16,752.25	.00	2
		02/25/91	405133	0	16,296.05	03/27/91	16,296.05	.00	32
		02/28/91	405156	0	21,161.89	03/31/91	21,161.89	.00	33
		03/12/91	405178	0	5,441.05	03/31/91	630.60		19
						04/24/91	4,794.69		42
						04/24/91	15.76	.00	42
		03/19/91	405213	0	15,488.79	04/24/91	15,488.79	.00	35
		03/28/91	405254	0	630.60	03/31/91	630.60	.00	3
		04/08/91	405317	0	19,363.88	05/14/91	19,363.88	.00	36
		04/15/91	405326	0	15.76	04/24/91	15.76	.00	9
		04/30/91	405359	0	22,763.58	06/19/91	22,182.39		49
						06/19/91	581.19	.00	49
		05/22/91	405444	0	21,779.26	06/24/91	21,733.43		32
						07/05/91	45.83	.00	43
		05/22/91	405452	0	1,297.70	06/24/91	1,297.70	.00	32
		05/22/91	405453	0	1,246.44	06/26/91	1,246.44	.00	34
		05/31/91	405494	0	25,299.08	07/05/91	25,299.08	.00	34
		06/19/91	405520	0	581.19	06/19/91	581.19	.00	0
		06/19/91	405532	0	16,568.41	07/22/91	16,568.41	.00	33
		06/28/91	405561	0	45.83	07/05/91	45.83	.00	7
		06/30/91	405572	0	15,777.54	08/14/91	15,777.54	.00	44
		07/17/91	405597	0	18,016.34	08/19/91	18,016.34	.00	32
		07/29/91	405639	0	19,288.61	09/09/91	19,288.61	.00	40
		08/15/91	405692	0	14,991.89	09/24/91	14,991.89	.00	39
		08/30/91	405737	0	16,544.55	09/18/91	16,396.31		18
						09/18/91	148.24	.00	18
		08/30/91	405750	0	240.60	10/17/91	240.60	.00	47
		09/05/91	405773	0	1,744.07	10/09/91	1,744.07	.00	34
		09/11/91	405775	0	19,232.75	10/17/91	19,232.75	.00	36
		09/11/91	405776	0	189.90	10/17/91	918.44		36
						10/24/91	728.54	.00	43
		09/18/91	405803	0	148.24	09/18/91	148.24	.00	0
		09/25/91	405844	0	22.07	10/28/91	22.07	.00	33
		09/27/91	405848	0	19,559.10	09/30/91	943.52		3
						10/24/91	18,615.58	.00	27

DATE TIME OPER. COMPANY #/NAME
 10/31/91 11:04 RFP 01 FREIGHT OPERATIONS, INC.

HISTORY OF BILLING & PAYMENTS

CUST #	CUSTOMER NAME	INV.DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
4450	WAKEFERN FOOD CORP. C/O	09/30/91	405856	0	943.52-	09/30/91	943.52-	.00	0
	GIANETTINO & MEREDITH INC	09/30/91	405867	0	20,692.46			20,692.46	
	788 MORRIS TPKE.	10/11/91	405906	0	240.60-	10/17/91	240.60-	.00	6
	SHORT HILLS, NJ	10/16/91	405914	0	19,499.35			19,499.35	
	07078	10/21/91	405923	0	728.54	10/24/91	728.54	.00	3
		10/31/91	405986	0	18,815.47			18,815.47	
	*TOTAL ACCOUNT				509,904.37		450,897.09	59,007.28	28
	**TOTAL REPORT				509,904.37		450,897.09	59,007.28	28
	**TOTAL FINANCE CHARGES				.00		.00	.00	

CUST #	CUSTOMER NAME	INV. DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
4444	TOTAL PACKAGING CONCEPT	08/27/90	404429	0	4,652.50	11/21/90	4,652.50	.00	84
	101 EXECUTIVE DR. UNIT 10	08/31/90	404478	0	820.00	09/30/91	820.00	.00	389
	P.O. BOX D	09/18/90	404516	0	8,788.49	12/12/90	4,982.00		84
	MOORESTOWN, N.J.					01/31/91	1,400.00		133
	08057					02/12/91	355.00		144
						02/28/91	94.30		160
						06/24/91	650.00		276
						07/16/91	500.00		298
						07/22/91	500.00		304
						07/29/91	307.19	.00	311
		09/28/90	404596	0	618.00	11/14/90	618.00	.00	46
		10/16/90	404678	0	575.00	12/18/90	245.00		62
						02/27/91	330.00	.00	131
		10/29/90	404723	0	2,476.75	12/05/90	1,442.87		36
						12/12/90	351.45		43
						04/30/91	682.43	.00	181
		11/14/90	404820	0	498.75	12/31/90	100.00		47
						02/27/91	398.75	.00	103
		11/14/90	404838	0	1,437.90	12/31/90	709.92		47
						01/23/91	100.00		69
						01/30/91	90.00		76
						04/30/91	483.23		166
						05/14/91	54.75	.00	180
		11/16/90	404752	0	78.75	12/26/90	78.75	.00	40
		11/20/90	404766	0	315.00	01/16/91	315.00	.00	56
		11/26/90	404784	0	1,042.68	12/12/90	1,042.68	.00	16
		11/30/90	404874	0	2,887.50	12/18/90	2,887.50	.00	18
		12/19/90	404931	0	2,328.50	02/12/91	2,328.50	.00	53
		12/19/90	404932	0	490.00	01/23/91	100.00		34
						02/20/91	140.00		61
						03/07/91	250.00	.00	78
		12/19/90	404933	0	757.00	03/07/91	757.00	.00	78
		12/19/90	404934	0	321.40	03/27/91	321.40	.00	98
		12/19/90	404935	0	672.00	01/30/91	672.00	.00	41
		12/19/90	404936	0	225.00	05/28/91	225.00	.00	159
		12/19/90	404937	0	4,389.00	02/12/91	4,389.00	.00	53
		12/19/90	404938	0	1,100.00	02/27/91	1,100.00	.00	68
		12/19/90	404939	0	562.50	02/27/91	562.50	.00	68
		12/31/90	404967	0	75.00	01/16/91	75.00	.00	15
		01/15/91	405011	0	749.09	02/27/91	749.09	.00	42
		01/15/91	405012	0	3,392.32	02/12/91	3,230.78		27
						06/28/91	161.54	.00	163
		01/15/91	405013	0	2,831.50	02/12/91	299.12		27
						02/20/91	85.18		35
						02/27/91	921.00		42
						03/31/91	239.95		76
						04/04/91	1,240.20		79
						06/28/91	46.05	.00	163
		01/15/91	405014	0	3,124.67	02/12/91	125.00		27
						02/20/91	335.00		35
						02/20/91	1,286.68		35
						03/07/91	2,133.42		52

CUST #	CUSTOMER NAME	INV. DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
4444	TOTAL PACKAGING CONCEPT					03/27/91	630.59		72
	101 EXECUTIVE DR. UNIT 10					05/31/91	421.98		136
	P.O. BOX D					06/28/91	192.00	.00	163
	MOORESTOWN, N.J.	01/21/91	405034	0	818.24	02/12/91	818.24	.00	21
	08057	01/21/91	405035	0	262.50	02/27/91	262.50	.00	36
		02/07/91	405082	0	2,815.76	02/27/91	2,815.76	.00	20
		02/07/91	405083	0	2,020.20	02/20/91	2,020.20	.00	13
		02/07/91	405084	0	2,020.20	03/13/91	2,020.20	.00	36
		02/07/91	405085	0	2,020.20	02/20/91	2,020.20	.00	13
		02/07/91	405086	0	650.00	03/07/91	650.00	.00	30
		02/18/91	405108	0	850.00	03/13/91	850.00	.00	25
		02/20/91	405118	0	3,975.99	03/13/91	1,356.48		23
						03/27/91	102.30		37
						03/31/91	176.78		41
						04/04/91	434.91		44
						04/24/91	347.36		64
						05/31/91	1,368.84		101
						06/28/91	189.32	.00	128
		02/20/91	405122	0	100.00	03/27/91	100.00	.00	37
		02/22/91	405126	0	94.30	02/28/91	94.30	.00	6
		02/25/91	405136	0	2,316.00	04/10/91	2,316.00	.00	45
		03/11/91	405173	0	1,127.50	05/31/91	1,100.00		80
						06/28/91	27.50	.00	107
		03/21/91	405216	0	2,237.00	04/30/91	685.00		39
						04/30/91	150.00		39
						05/21/91	350.00		60
						06/10/91	267.00		79
						06/10/91	775.00		79
						06/28/91	10.00	.00	97
		03/22/91	405221	0	538.13	04/24/91	378.00		32
						04/24/91	150.68		32
						06/28/91	9.45	.00	96
		03/22/91	405222	0	300.00	04/10/91	300.00	.00	18
		03/22/91	405223	0	300.00	04/10/91	300.00	.00	18
		03/28/91	405255	0	50.00	04/10/91	50.00	.00	12
		03/29/91	405262	0	150.00	04/17/91	150.00	.00	18
		03/29/91	405263	0	695.00	06/10/91	695.00	.00	71
		04/08/91	405305	0	240.88	06/10/91	235.00		62
						06/28/91	5.88	.00	80
		04/08/91	405306	0	384.38	05/28/91	375.00		50
						06/28/91	9.38	.00	80
		04/15/91	405325	0	150.68	04/24/91	150.68	.00	9
		04/15/91	405328	0	76.88	06/28/91	75.00		73
						07/16/91	1.88	.00	91
		04/16/91	405344	0	11,272.46	05/14/91	2,569.75		28
						05/14/91	252.00		28
						05/21/91	3,523.73		35
						05/21/91	612.17		35
						05/31/91	1,127.49		45
						06/19/91	1,021.30		63
						07/16/91	740.97		90
						07/22/91	763.53		96

CUST.#	CUSTOMER NAME	INV.DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
4444	TOTAL PACKAGING CONCEPT					08/29/91	274.94		133
	101 EXECUTIVE DR. UNIT 10					09/16/91	386.58	.00	150
	P.O. BOX D	04/19/91	405358	0	300.00	06/24/91	300.00	.00	65
	MOORESTOWN, N.J.	05/08/91	405389	0	425.00	06/24/91	425.00	.00	46
	08057	05/08/91	405394	0	650.00	05/31/91	650.00	.00	23
		05/14/91	405411	0	54.75	05/14/91	54.75	.00	0
		05/22/91	405450	0	1,368.14	06/19/91	86.35		27
						06/21/91	286.38		29
						07/05/91	725.03		43
						07/29/91	191.21		67
						08/06/91	79.17	.00	74
		05/29/91	405456	0	2,579.35	06/21/91	2,579.35	.00	22
		05/31/91	405479	0	75.00	09/30/91	75.00	.00	119
		06/24/91	405534	0	161.54	06/28/91	161.54	.00	4
		06/24/91	405535	0	46.05	06/28/91	46.05	.00	4
		06/24/91	405536	0	192.00	06/28/91	192.00	.00	4
		06/24/91	405537	0	189.32	06/28/91	189.32	.00	4
		06/24/91	405538	0	27.50	06/28/91	27.50	.00	4
		06/24/91	405539	0	10.00	06/28/91	10.00	.00	4
		06/24/91	405540	0	9.45	06/28/91	9.45	.00	4
		06/24/91	405541	0	5.88	06/28/91	5.88	.00	4
		06/24/91	405542	0	9.38	06/28/91	9.38	.00	4
		06/24/91	405543	0	75.00	06/28/91	75.00	.00	4
		06/28/91	405570	0	2,921.45	08/06/91	100.00		38
						09/16/91	1,225.00		78
						10/22/91	718.30	878.15	114
		06/30/91	405573	0	525.00	07/22/91	525.00	.00	22
		07/10/91	405587	0	5,200.00	10/22/91	5,200.00	.00	102
		07/15/91	405592	0	1.88	07/16/91	1.88	.00	1
		07/22/91	405622	0	12,782.93	08/26/91	13,827.69		34
						08/29/91	1,044.76	.00	37
		07/22/91	405623	0	7,496.49	08/16/91	2,380.83		24
						08/16/91	5,115.61		24
						09/16/91	.05	.00	54
		07/29/91	405637	0	4,281.00	09/16/91	4,281.00	.00	47
		08/07/91	405666	0	1,250.00	10/22/91	1,250.00	.00	75
		08/15/91	405695	0	3,907.33	09/30/91	776.33		45
						10/07/91	1,052.04		52
						10/08/91	873.96		53
						10/22/91	955.00		67
						10/22/91	250.00	.00	67
		08/15/91	405696	0	2,943.64	10/22/91	2,943.64	.00	67
		08/27/91	405715	0	274.94	08/29/91	274.94	.00	2
		08/27/91	405716	0	1,044.76	08/29/91	1,044.76	.00	2
		08/30/91	405743	0	625.00	09/26/91	625.00	.00	26
		09/05/91	405764	0	1,095.00			1,095.00	
		09/12/91	405789	0	386.58	09/16/91	386.58	.00	4
		09/12/91	405793	0	.05	09/16/91	.05	.00	4
		09/18/91	405822	0	775.00	10/22/91	775.00	.00	34
		09/18/91	405823	0	935.00	10/29/91	550.00	385.00	41
		09/18/91	405827	0	350.00	09/19/91	350.00	.00	1
		09/18/91	405828	0	350.00	09/19/91	350.00	.00	1

DATE 10/31/91 TIME 11:08 OPER. RFP COMPANY #/NAME 01 FREIGHT OPERATIONS, INC.

HISTORY OF BILLING & PAYMENTS

CUST.#	CUSTOMER NAME	INV.DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
4444	TOTAL PACKAGING CONCEPT	09/25/91	405842	0	4,703.93			4,703.93	
	101 EXECUTIVE DR. UNIT-10	09/27/91	405853	0	500.00			500.00	
	P.O. BOX D	09/30/91	405855	0	75.00	09/30/91	75.00	.00	0
	MOORESTOWN, N.J.	09/30/91	405871	0	2,221.41			2,221.41	
	08057	09/30/91	405873	0	820.00	09/30/91	820.00	.00	0
		10/07/91	405886	0	1,415.00			1,415.00	
		10/07/91	405887	0	975.00			975.00	
		10/16/91	405918	0	2,729.94			2,729.94	
*TOTAL ACCOUNT					139,531.29		124,627.86	14,903.43	63
**TOTAL REPORT					139,531.29		124,627.86	14,903.43	63
**TOTAL FINANCE CHARGES					.00		.00	.00	

CUST #	CUSTOMER NAME	INV. DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
	1805 NATIONAL INSERTING SYSTEM	12/21/90	767803 UC	0	.00	12/21/90	4,800.00	4,800.00-	
	794 ROBLE ROAD					01/31/91	4,800.00-	.00	40
	XEBEC BLVD.	12/26/90	404945	0	867.25	01/31/91	867.25	.00	35
	ALLENTOWN, PA.	12/26/90	404947	0	525.00	01/31/91	525.00	.00	35
	18103	12/26/90	404949	0	866.25	01/31/91	866.25	.00	35
		12/26/90	404950	0	866.25	01/31/91	866.25	.00	35
		12/26/90	404951	0	525.00	01/31/91	525.00	.00	35
		12/26/90	768183 UC	0	.00	12/26/90	1,325.00	1,325.00-	
						01/31/91	1,325.00-	.00	35
		12/31/90	404960	0	866.25	01/31/91	866.25	.00	30
		12/31/90	404977	0	500.00	01/31/91	500.00	.00	30
		12/31/90	404981	0	500.00	01/31/91	500.00	.00	30
		12/31/90	404982	0	825.00	01/31/91	825.00	.00	30
		01/04/91	768773 UC	0	.00	01/04/91	1,325.00	1,325.00-	
						01/31/91	1,325.00-	.00	27
		01/11/91	769387 UC	0	.00	01/11/91	1,325.00	1,325.00-	
						01/31/91	1,325.00-	.00	20
		01/15/91	405007	0	1,325.00	01/31/91	1,325.00	.00	16
		01/15/91	405020	0	1,325.00	01/31/91	1,325.00	.00	16
		01/15/91	405026	0	393.75	01/31/91	393.75	.00	16
		01/23/91	405041	0	1,415.00	01/31/91	1,415.00	.00	8
		01/25/91	770540 UC	0	.00	01/25/91	1,325.00	1,325.00-	
						01/31/91	1,325.00-	.00	6
		01/25/91	770541 UC	0	.00	01/25/91	1,415.00	1,415.00-	
						01/31/91	1,644.75-	.00	6
						02/28/91	229.75	.00	33
		01/31/91	405060	0	1,415.00	02/12/91	1,415.00	.00	11
		02/07/91	405088	0	1,415.00	02/13/91	1,415.00	.00	6
		02/18/91	405116	0	1,415.00	02/20/91	1,415.00	.00	2
		02/20/91	405120	0	1,415.00	02/27/91	1,415.00	.00	7
		02/27/91	405139	0	1,415.00	03/07/91	1,415.00	.00	10
		02/28/91	405157	0	229.75	02/28/91	229.75-	.00	0
		03/08/91	405167	0	1,415.00	03/13/91	1,415.00	.00	5
		03/18/91	405200	0	1,415.00	03/20/91	1,415.00	.00	2
		03/21/91	405218	0	1,415.00	03/27/91	1,415.00	.00	6
		03/28/91	405253	0	1,415.00	04/10/91	1,415.00	.00	12
		04/04/91	405276	0	1,415.00	04/10/91	1,415.00	.00	6
		04/15/91	405339	0	1,415.00	04/17/91	1,415.00	.00	2
		04/19/91	405352	0	1,415.00	04/30/91	1,415.00	.00	11
		04/30/91	405363	0	1,415.00	05/08/91	1,415.00	.00	8
		04/30/91	405372	0	1,415.00	05/08/91	1,415.00	.00	8
		05/14/91	405416	0	1,415.00	05/14/91	1,415.00	.00	0
		05/20/91	405427	0	1,415.00	05/21/91	1,415.00	.00	1
		05/22/91	405446	0	1,415.00	05/28/91	1,415.00	.00	6
		05/30/91	405463	0	1,415.00	06/10/91	1,415.00	.00	10
		06/11/91	405499	0	1,415.00	06/12/91	1,415.00	.00	1
		06/12/91	405517	0	1,415.00	06/19/91	1,415.00	.00	7
		06/19/91	405533	0	1,415.00	06/24/91	1,415.00	.00	5
		06/25/91	405560	0	1,415.00	07/05/91	1,415.00	.00	10
		07/10/91	405578	0	1,415.00	07/10/91	1,415.00	.00	0
		07/15/91	405595	0	1,415.00	07/19/91	1,415.00	.00	4
		07/17/91	405598	0	1,415.00	07/22/91	1,415.00	.00	5
		07/26/91	10267 UC	0	.00	07/26/91	1,415.00	1,415.00-	

DATE TIME OPER. COMPANY #/NAME
 10/31/91 11:09 RFP 01 FREIGHT OPERATIONS, INC.

HISTORY OF BILLING & PAYMENTS

CUST.#	CUSTOMER-NAME	INV.DATE	INVOICE #	SHIPTO	INVOICE AMOUNT	DATE PAID	PAID AMOUNT	OPEN BALANCE	#DAYS
	1805 NATIONAL INSERTING SYSTEM					07/31/91	1,415.00-	.00	5
	794 ROBLE ROAD	07/29/91	405634	0	1,415.00	07/31/91	1,415.00	.00	2
	XEBEC BLVD.	07/31/91	405655	0	1,415.00	08/06/91	1,415.00	.00	5
	ALLENTOWN, PA.	08/12/91	405674	0	1,415.00	08/13/91	1,415.00	.00	1
	18103	08/15/91	405684	0	1,415.00	08/20/91	1,415.00	.00	5
		08/23/91	12177 PA	0	1,415.00-	08/29/91	1,415.00-	.00	6
		08/27/91	405727	0	1,415.00	08/29/91	1,415.00	.00	2
		08/30/91	405749	0	1,415.00	09/05/91	1,415.00	.00	5
		08/30/91	405760	0	100.00	10/31/91	100.00	.00	61
		09/05/91	405767	0	1,415.00	09/10/91	1,415.00	.00	5
		09/12/91	405796	0	1,415.00	09/19/91	1,415.00	.00	7
		09/20/91	14105 UC	0	.00	09/20/91	1,415.00	1,415.00-	
						09/26/91	1,415.00-	.00	6
		09/25/91	405846	0	1,415.00	09/26/91	1,415.00	.00	1
		09/25/91	405847	0	1,415.00	10/02/91	1,415.00	.00	7
		10/04/91	15098 UC	0	.00	10/04/91	1,415.00	1,415.00-	
						10/10/91	1,415.00-	.00	6
		10/07/91	405896	0	1,415.00	10/10/91	1,415.00	.00	3
		10/11/91	405899	0	1,415.00	10/17/91	1,415.00	.00	6
		10/16/91	405915	0	1,415.00	10/22/91	1,415.00	.00	6
		10/23/91	405943	0	1,415.00	10/31/91	1,415.00	.00	8
		10/30/91	405969	0	1,415.00			1,415.00	
*TOTAL ACCOUNT					65,855.00		64,440.00	1,415.00	12
**TOTAL REPORT					65,855.00		64,440.00	1,415.00	12
**TOTAL FINANCE CHARGES					.00		.00	.00	

DATE TIME OPER. COMPANY #/NAME
 10/31/91 11:14 RFP 01 FREIGHT OPERATIONS, INC.

HISTORY OF BILLING & PAYMENTS

---CUST.#---	CUSTOMER NAME	INV.DATE	INVOICE #	SHIPTO	---INVOICE AMOUNT---	DATE PAID	PAID AMOUNT	---OPEN BALANCE---	---#DAYS---
1950	QUEBECOR PRTG CORP ATGLEN	12/31/90	404996	0	576.00	03/27/91	576.00	.00	86
	ATTN: ACCOUNTS PAYABLE	02/28/91	405161	0	256.25	04/24/91	256.25	.00	56
	PO BOX D LOWER VALLEY RD	03/12/91	405186	0	150.00	05/14/91	150.00	.00	62
	RT 372 ATGLEN, PA	05/14/91	405409	0	150.00	05/14/91	150.00	.00	0
	19310	08/15/91	405683	0	11,958.00	09/13/91	11,958.00	.00	28
		09/12/91	405797	0	21,475.00	10/07/91	21,475.00	.00	25
		09/12/91	405798	0	7,400.00	10/07/91	7,400.00	.00	25
		10/11/91	405905	0	25,100.00			25,100.00	
		10/16/91	405913	0	8,850.00			8,850.00	
		10/30/91	405968	0	150.00			150.00	
*TOTAL ACCOUNT					75,765.25		41,665.25	34,100.00	40
**TOTAL REPORT					75,765.25		41,665.25	34,100.00	40
**TOTAL FINANCE CHARGES					.00		.00	.00	



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

October 14, 1992

IN REPLY PLEASE
REFER TO OUR FILE

KENNETH A OLSEN
ATTORNEY AT LAW
PO BOX 257
GLADSTONE NJ 07934-0357

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

Dear Mr. Olsen:

We have received the verified statements filed in the above referenced proceeding.

The record will be reviewed and will be put before the Commission for its decision. You will be notified of the Commission's action.

Very truly yours,

Douglas A. Pike
Technical Review Section
Bureau of Transportation

DAP:rs

