

RECEIVED

GRAF, ANDREWS & RADCLIFF, P. C.
ATTORNEYS AT LAW
407 NORTH FRONT STREET
HARRISBURG, PENNSYLVANIA 17101

FEB 25 1991

SECRETARYS OFFICE
Public Utility Commission
OF COUNSEL
JOHN E. FULLERTON
TELEPHONE: A. C. 717-236-9318

CHRISTIAN V. GRAF
FREDERICK W. ANDREWS
DAVID H. RADCLIFF
GREGORY R. LYONS

February 25, 1991
Files: 968.8

RE: ZOOK MOLASSES COMPANY, A. 109670 -
(Transfer from B & B Carriers, Inc.)

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

Dear Mr. Rich

I enclose for filing the following applications on behalf of Zook Molasses Company:

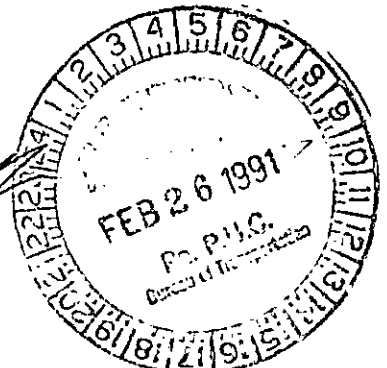
1. The original and one copy of an application for permanent transfer of authority.
2. Our client's check in the amount of \$350 to cover the filing fee.
3. The original and one copy of an application for emergency temporary authority, temporary authority and extension thereof on behalf of Zook Molasses Company.
4. Our client's check in the amount of \$200 to cover the filing fee for ETA/TA and extension application.

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

Very truly yours,

David H. Radcliff
David H. Radcliff

DOCUMENT
FOLDER



DHR/kr
Enclosure

Jerry Rich, Secretary

Page 2

Date: February 25, 1991

File: 968.8

cc: Larry Martin, President
Zook Molasses Company
P.O. Box 160
Honey Brook, PA 19344

Sally Martin, Treasurer
B & B Carriers, Inc.
P.O. Box 160
Honey Brook, PA 19344

Mr. Peter Marzolf
Bureau of Transportation
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17120

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

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of M, SIMON ZOOK CO
ZOOK MOLASSES CO
(Applicant/Transferee-Buyer)

TK- 700403

for approval of the transfer and to exercise the right

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

No. A.00102318, Folder No. _____, issued to
B & B Carriers, Inc.
(Transferor-Seller)

PUC USE ONLY
Docket No. 105670
Folder No. _____

for transportation of property
(persons-property)

RECEIVED

FEB 25 1991

SECRETARY OF THE
Public Utility Commission

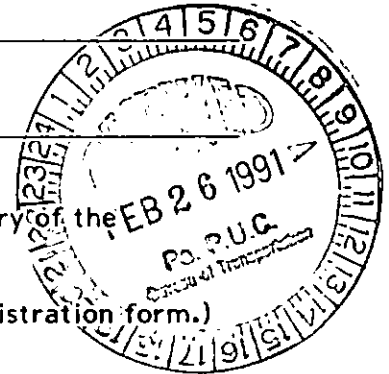
SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. M, SIMON ZOOK CO, t/a
(Full and correct name of applicant/transferee)

2. ZOOK MOLASSES CO,
(Trade name, if any)

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

Commonwealth on 1/14/77 (attach copy of stamped registration form.)
(date)



3. West Main Street P.O. Box 160
(Business Street Address) (P.O. Box, if any)

Honey Brook, Chester PA 19344 (215)273-3776
(City) (County) (State) (Zip) (Telephone)

DOCUMENT
FOLDER

BEGINNING

DOCKETED
APPLICATION DOCKET
MAR 05 91
ENTRY No. fan

4. Applicant's attorney (for this application) is: Christian V. Graf and
David H. Radcliff, 407 North Front St., Harrisburg, PA 17101 (717)236-9318
(Name) (Address) (Telephone)

5. Any documents should be mailed to:
Larry Martin, President
Transferee: Zook Molasses Company, P.O. Box 160, Honey Brook, PA 19344
(Name) (Address)
Sally Martin, Treasurer
Transferor: B & B Carriers, Inc., P.O. Box 160, Honey Brook, PA 19344
(Name) (Address)

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

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

7. Applicant does not hold Interstate Commerce Commission authority
(does or does not)
but will apply for transfer of the Certificates at MC-116996 now
~~at Docket #10x~~ held by B & B Carriers, Inc.

8. Applicant is (check one):

Individual.

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

(Name)

(Address)

Corporation. Organized under the laws of the State of Pennsylvania
and qualified to do business in Pennsylvania by registering with the Secretary of the
Commonwealth on 10/29/56 (Attach copy of Certificate of Incorporation
or Authority and statement of charter purpose). Include as an attachment a list of
corporate officers and their titles and the names, addresses and number of shares held
by each stockholder.

9. If applicant, its stockholders or partnership members are in control of or affiliated with any other carrier, state name of carrier(s), Docket Number(s) and nature of control or affiliation.

None

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

11. The reason for the transfer is Transferor has determined to sell its operating authorities and cease operations.

12a. The following must be attached:

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

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

- Partnership Agreement.
- Trade Name registration certificate. See Attachment 12B.1
- Certificate of Incorporation. (Pa. Corporation only)
- Certificate of Authority. (Foreign ((out-of-state)) Corporation only)
- Statement of corporate charter purpose. (corporations only) See Attachment 12B.2
- List of corporate officers and stockholders. (corporations only) See Attachment 12B.3
- Copy of short form certificate showing date of death of transferor and name of executor or administrator/administratrix.

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

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

Transferee sign here: B & B CARRIERS, INC. _____
(each partner must sign) (Date)

(Corporate Seal)

By Sally Martin February 19, 1991
Sally Martin, Treasurer

Transferor sign here: M. Simon Zook Co. trading as
ZOOK MOLASSES COMPANY _____

(Corporate Seal)

By Larry Martin February 19, 1991
Larry Martin, President

THIS MUST BE COMPLETED BY NOTARY PUBLIC
AFFIDAVIT OF TRANSFEREE/APPLICANT (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

_____, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and he expects to be able to prove the same at the hearing hereof.

Signature of Affiant

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

Signature of Official Administering Oath

AFFIDAVIT OF TRANSFEREE/APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
Chester _____ County :

Larry Martin, being duly sworn (affirmed) according to law, desposes and says that he is President of Zook Molasses Company,
(Office of Affiant) (Name of Corporation)
that he is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said Zook Molasses Company to be able to prove the same
(Name of Corporation)
the same at the hearing hereof.

Larry E Martin
Signature of Affiant

Larry Martin, President

Sworn and subscribed before me this 19th
day of February 1991
My Commission Expires 1-25-93

Notarial Seal
Charlene F. Shroiner, Notary Public
New Holland Boro, Lancaster County
My Commission Expires Jan. 25, 1993

Charlene F. Shroiner
Signature of Official Administering Oath

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

COMMONWEALTH OF PENNSYLVANIA :
: ss:
_____ County :

_____, being duly sworn (affirmed) according to law,
deposes and says that the facts above set forth are true and correct; or are true and correct
to the best of his knowledge, information and belief and he expects to be able to prove the same
at the hearing hereof.

Signature of Affiant

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

Signature of Official Administering Oath

AFFIDAVIT OF TRANSFEROR/SELLER (Corporation)

COMMONWEALTH OF PENNSYLVANIA :
: ss:
Chester County :

Sally Martin, being duly sworn (affirmed) according to law,
deposes and says that she is Treasurer of B & B Carriers, Inc.;
(Office of Affiant) (Name of Corporation)
that she is authorized to and does make this affidavit for it; and that the facts above set forth
are true and correct; or are true and correct to the best of ^{her} knowledge, information and belief
and that she expects the said B & B Carriers, Inc. to be able to prove the
(Name of Corporation)
same at the hearing hereof.

Sally Martin
Signature of Affiant
Sally Martin, Treasurer

Sworn and subscribed before me this 19th
day of February 1991
My Commission expires 1-25-93

Charlene F. Shreiner
Signature of Official Administering Oath

Notarial Seal
Charlene F. Shreiner, Notary Public
New Holland Boro, Lancaster County
My Commission Expires Jan. 25, 1993
Member, Pennsylvania Association of Notaries

AMENDMENT TO TRANSFER AGREEMENT

This Agreement dated this *1st* day of *March*, 1991,

BY AND BETWEEN

B & B CARRIERS, INC., Honey Brook, Pennsylvania, hereinafter referred to as "Transferor"; and

Zook Molasses Co. of Honey Brook, Pennsylvania, hereinafter referred to as "Transferee".

WITNESSETH THAT:

WHEREAS, Transferor and Transferee entered into a Transfer Agreement dated the 19th day of February, 1991; and

WHEREAS, In that Transfer Agreement Transferor agreed to sell its authority from the Pennsylvania Public Utility Commission at Docket A.00102318 and from the Interstate Commerce Commission at MC-116996; and

WHEREAS, the consideration was incorrectly set forth in paragraphs IA and IB as Fifteen Thousand (\$15,000.00) for each set of authorities when the correct consideration should have been stated as Five Thousand (\$5,000.00) Dollars for each set of authorities; and

WHEREAS, the parties desire to modify an amend their previous agreement to reflect the correct consideration amount.

NOW THEREFORE, the parties hereto do hereby mutually promise covenant and agree as follows:

1. Paragraph IA shall be modified to read as follows:

"A. To transfer to Transferee its authority from the Pennsylvania Public Utility Commission at A.00102318, for the consideration of Five Thousand (\$5,000.00) Dollars payable upon approval of the permanent transfer application to be filed by the Transferee with the Pennsylvania Public Utility Commission."
2. Paragraph IB shall be modified to read as follows:

"To transfer to Transferee its authority at MC-116996 from the Interstate Commerce Commission for the consideration of Five Thousand (\$5,000.00) Dollars payable upon approval of the permanent transfer application to be filed by the Transferee with the Interstate Commerce Commission."
3. In all respects the Transfer Agreement dated the 19th day of February, 1991, shall remain unchanged and the parties do hereby ratify and affirm the Transfer Agreement as herein amended.

IN WITNESS WHEREOF, the parties have signed and sealed this Agreement affixing hereunto their respective corporate seals, all on the day and year first above written.

ATTEST:

Margaret W. Ramirez

B & B CARRIERS, INC.

By: Sally Martin
Sally Martin, Treasurer

ATTEST:

Sally Martin
Secretary

ZOOK MOLASSES CO.

By: Larry Martin
Larry Martin, President

TRANSFER AGREEMENT

This Transfer Agreement made this day of ,
1991,

BY AND BETWEEN

B & B CARRIERS, INC., of Honey Brook, Pennsylvania, hereinafter
referred to as TRANSFEROR,

AND

ZOOK MOLASSES CO of Honey Brook, Pennsylvania, hereinafter referred
to as TRANSFEREE.

WITNESSETH THAT:

WHEREAS, Transferor possesses authority from the Pennsylvania
Public Utility Commission at Docket A.00102318, copies attached as
Exhibit A, and from the Interstate Commerce Commission at MC-
116996, copies attached as Exhibit B, and is desirous of
transferring all of said authority to Transferee under the terms
and conditions hereafter set forth; and

WHEREAS, Transferee is willing to acquire said authority
under the terms and conditions set forth hereinafter:

NOW THEREFORE, the parties hereto do hereby mutually promise,
covenant and agree as follows:

I. Transferor agrees:

A. To transfer to Transferee its authority from the Pennsylvania Public Utility Commission at A.00102318, for the consideration of Fifteen Thousand (\$15,000.00) Dollars payable upon approval of the permanent transfer application to be filed by the Transferee with the Pennsylvania Public Utility Commission.

B. To transfer to Transferee its authority at MC-116996 from the Interstate Commerce Commission for the consideration of Fifteen Thousand (\$15,000.00) Dollars payable upon approval of the permanent transfer application to be filed by the Transferee with the Interstate Commerce Commission.

C. To request that in the absence of insurance coverage its certificates be suspended and no further action taken thereon by the Pennsylvania Public Utility Commission or Interstate Commerce Commission pending approval of appropriate transfer application.

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

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

F. To pay all general assessments and fines incurred up to the effective date of the transfer of the authority following approval by the respective Commissions; to provide Transferee with

an accurate statement of the revenues received in 1990 and 1991 under the separate PUC and ICC authorities.

G. To remain responsible for all debts and obligations of the operations of its business arising prior to the transfer of authority.

II. Transferee agrees:

A. To purchase Transferor's authorities, for the consideration set forth in Paragraphs I.A. and B. hereof payable in the manner herein specified.

B. To promptly file the necessary applications for permanent transfer of authority with the Pennsylvania Public Utility Commission and the Interstate Commerce Commission and to pay the cost thereof. In this connection, Transferee shall cooperate with Transferor and shall furnish a witness or witnesses at any hearings which may be held thereon.

III. Both parties agree:

A. To cooperate with each other in the preparation, filing and prosecution of the necessary Transfer Application with the respective Commissions and to furnish a witness or witnesses at any hearings which may be held thereon.

IN WITNESS WHEREOF, the parties have signed and sealed
this Agreement affixing hereunto their respective Corporate
all on the day and year first above written.

B & B CARRIERS, INC.

Larry Martin

Secretary

By: M. S. Simon Zook
M. SIMON ZOOK, PRESIDENT
Transferor

ATTEST

ZOOK MOLASSES COMPANY

Larry Martin

Secretary

By: Larry E Martin
LARRY MARTIN, PRESIDENT
Transferee

AUTHORITY SOUGHT TO BE ACQUIRED BY TRANSFER

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, athletic field and tract surfacing material and fertilizer from points in the township of West Sadsbury, Chester County to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone and lime, from points in the township of Paradise, Lancaster County, to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone from points in the township of Salisbury, Lancaster County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, slag, from points in the township of East Fallowfield, Chester County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318, F.1, Am-A

"To transport, as a Class D carrier, molasses, corn syrup and maple syrup, for Good Food, Inc. and Zook Molasses Co., from points in the borough of Honey Brook, Chester County, and the city and county of Philadelphia, to points in Pennsylvania."

From A-00102318, F.1, Am-B

"To transport, as a Class D carrier, edible oils, for Good Food, Inc. and Zook Molasses Co., from points in Pennsylvania, to the borough of Honey Brook, Chester County, and from said borough, and the borough of New Holland, Lancaster County, to points in Pennsylvania."

From A-00102318, F.1, Am-C

"To transport, as a Class D carrier, syrups, sweeteners and edible oils, from points in Upper Leacock Township, Lancaster County, to points in Pennsylvania, and vice versa."

OP-CCI-30
(Rev. 12/78)

INTERSTATE COMMERCE COMMISSION
PERMIT

SERVICE DATE

JUL 24 1980

MC 116996 SUB 13

B & B CARRIERS, INC.
HONEY BROOK, PENNSYLVANIA

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

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

This Permit will remain in force until suspended, changed, or revoked as provided in the Act.

For all carriers: Any duplication in this authority and rights currently held does not confer more than one operating right.

For carriers with both common and contract authority: The Commission reserves the right to impose such terms, conditions, or limitations in the future as it may find necessary to assure conformance with section 10930 of the Interstate Commerce Act.

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

By the Commission.

AGATHA L. MERGENOVICH
Secretary

(SEAL)

EXHIBIT B

APPENDIX

To operate as a contract carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting (1) crushed stone, and (2) athletic field and track surfacing material from Paradise, PA, to (a) points in Maryland on and bounded by a line beginning at the Pennsylvania-Maryland State line, then along US Hwy 15 to junction Interstate Hwy 70, then along Interstate Hwy 70 to junction Interstate Hwy 695, then along Interstate Hwy 695 to junction Maryland Hwy 695, then along Maryland Hwy 695 to the Chesapeake Bay, then along the Chesapeake Bay to the Susquehanna River, and then along the Susquehanna River to the Pennsylvania-Maryland State line and points in Cecil, Kent, Queen Anne's, Talbot, Caroline, Dorchester, Wicomico, Worcester, and Somerset, MD, and (b) points in New Jersey on and south of a line beginning at the Pennsylvania-New Jersey State line, then along New Jersey Hwy 33 to junction US Hwy 130, then along US Hwy 130 to junction New Jersey Hwy 33, then along New Jersey Hwy 33 to the Atlantic Ocean at a point south of Asbury Park, NJ, and (c) points in Delaware, under continuing contract(s) with Diamond Tex, Inc., of Honey Brook, PA, Lamass Quarries, Inc., of Paradise, PA, and International Mill Service of Philadelphia, PA.

INTERSTATE COMMERCE COMMISSION
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

MC-116996 SUB 14

B & B CARRIERS, INC.
HONEY BROOK, PENNSYLVANIA

SERVICE DATE

MAR 27 1984

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

This authority will become effective only when the carrier has met the compliance 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 and will be valid as long as the carrier maintains compliance with the above requirements.

By the Commission.

James H. Bayne
Acting Secretary

(SEAL)

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

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting vegetable oils, edible oils, sweeteners, and molasses, between those points in the United States in and east of Wisconsin, Illinois, Kentucky, Tennessee, Mississippi, and Louisiana.

YEAR	#	ZOOK MOBILESES CO.	TITLE #	SERIAL #	PA. TAG	
5-8-87 44,000	1985	1	Mack Tr.	37281945902	1M2N179YQFAO99535	AA60278
11,000	1986	2	Dodge Pick Up	A38398675	1B7JD24T6GS090696	54425CJ
55,500	1988	3	Mack Tr.	4037922330	2M2N277YJCO05352	AA66744
25,000	1991	4	Explorer		1FMDU34X7MUC40980	YOK95
	1983	4	Ranger XLT Pick Up	B34449073	1FTR10AX8DUA44582	CE29545
7-1-84 1500	1979	5	F150 Ford Pick Up	R32256809	F15GEFE2046	CE29544
35,000	1986	6	237 Mack	39059022201	1M3P114KXGT003694	YC17314
5-28-85 24,000.00	1980	7	Mack Tr. Wet Line	B32095155	R686ST35532	AA28989
19,000.00	1989	8	Dodge Van	41453248501	2B4HB25Y8KK343662	EDJ480
6-1-85 24,000.00	1980	9	Mack Tr.	33919480	R686ST61382	AA29056
10,000	1988	10	S-10 Chev	40976187801	1GCCS14R8J2113934	CW82424
11,500	1982	11	Plymouth Reliant	A33989050	1P3BP49D8CF125301	BEV480
3950.	1977	12	Mack Tr.	A28859103	R686ST15361	AA29057
1-4-89 24,500	1984	14	Mack	39207592801HE	1M2N185Y2EA087414	AA85295
50,000	1990	15	Mack Tr.	30672007802	1M3N231K9LT005059	AA94875
2-4-79 25,000	1978	16	Mack Dump Blu/Wt.	30514020	DM685S35027	CM83575
9-8-85 19,000	1979	17	Mack Tr.	A32516170	R686ST32811	AA29097
24,000	1988	18	Chevolet	40321235401Z0	1GNEV16K3JF138675	74255P
12,000	1987	19	Jeep	41486548002	2BCC2814XHB533102	KFZ518
13,000.	1987	20	Yamaha Cycle Big	39584974001	JYA1NLO0SHA010211	71U78
64,000	1990	21	C4613 400 MACK TRACTOR		1M2AA14V5LW004517	
55,000	1988	22	Mack Tr.	40902849	1M2N277Y1JW007747	AA75319
	1985	23	B M W Larry	A37907346	WBAFH8402F0635402	LMU019
6-83 18,000	1977	24	Mack Tr.	35416912	R686ST16534	AA34838
15,000	1990	25	Dodge	C33549779	1GCCC14D0BB149815 1A78E26YRL5635426	33539CC
25,000	1987	26	Little Yamaha Cycle	40641207602	JYA2JY008HC000757	4648R 64200
15,000	1988	28	Pontiac	85-1979J0	1G28U31M5J7528481	NMV798

	YEAR	#	ZOOK MOLASSES CO.	TITLE #	SERIAL #	PA. TAG
125.00	1964	101	Certified	00567098	L15802	TV07802
125.00	1964	102	Certified	569222	L16300	TC8485
4-1-80 4,000.00	1969	103	Tempte	A28186016	18006	TC84287
125.00	1965	104	Certified	S70039	L16716	TC84288
30,000	1980	105	Bar-Bel Oil	A32995551	1082	TK42950
15,000	1973	106	Acro	24271555	4664	TT59286
15,000	1973	107	Acro	24490391	4746	TC84290
15,000	1973	108	Acro	25432365	5003	TC84291
4-1-80 4,000.00	1970	109	Tempte	A28185941X	18296	TC84292
30,750	1981	110	Bar-Bel	33852088	STT1101	TG88819
6-89 6,000.00	1981	111	Budd	41929961101	1Bk10VA20BE195658	TT49794
6,000.00	1972	112	Pines	A35234850	459XSV0618	TL37174
4-81 11,000.00	1974	113	Morgan Dump	C25978456	DT74146	TH12332
4,000.00	1988	114	Kodiak	41311549401	1UG3K3D23JM103985	TA42619
10-82 16,000	1974	115	Brenner	34767379	2681	TJ55601
3-1-80 15,000.00	1974	116	Smith Co.	B25937567	RD708779	TJ95209
35,000.00	1985	117	Bar-Bel Oil	37903279	1B9EED2B3FB101664	TM92557
9-1-87 5,000.00	1956	118	Thoms	COO267835	1214	TF76124
10-4-86 1,000.00	1966	119	Heil Tank - Oil	A32906174	S917246	—
39,000.00	1987	120	Bar-Bel	39243403001	1B9FEB1B2HB101829	TP21480
7-2-90 52,000.00	1980	121	Great Dane	42499686801	B15865	TV35284
5-1-90 7,500.00	1976	122	Heil	28214207503	H36928	TV69463
13,000.00	1988	123	Trailmobile	40235199201	1PT011JEOJ9004222	TS14251
25,000.00	1988	124	Bar-Bel	40268413401	1B9FEB2BXHB101057	TS28233
7-7-89 2,000.00	1984	125	Heil	4166119710120	A1HLR107B1E9D39233	TT42847
5-18-90 5,000.00	1985	126	Great Dane	42964638202	1GRAA9022FB071968	TV53113

AUTHORITY SOUGHT TO BE ACQUIRED BY TRANSFER

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, athletic field and tract surfacing material and fertilizer from points in the township of West Sadsbury, Chester County to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone and lime, from points in the township of Paradise, Lancaster County, to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone from points in the township of Salisbury, Lancaster County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, slag, from points in the township of East Fallowfield, Chester County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318, F.1, Am-A

"To transport, as a Class D carrier, molasses, corn syrup and maple syrup, for Good Food, Inc. and Zook Molasses Co., from points in the borough of Honey Brook, Chester County, and the city and county of Philadelphia, to points in Pennsylvania."

From A-00102318, F.1, Am-B

"To transport, as a Class D carrier, edible oils, for Good Food, Inc. and Zook Molasses Co., from points in Pennsylvania, to the borough of Honey Brook, Chester County, and from said borough, and the borough of New Holland, Lancaster County, to points in Pennsylvania."

From A-00102318, F.1, Am-C

"To transport, as a Class D carrier, syrups, sweeteners and edible oils, from points in Upper Leacock Township, Lancaster County, to points in Pennsylvania, and vice versa."

M. SIMON ZOOK CO.
BALANCE SHEETS
OCTOBER 31, 1990 AND 1989

ASSETS	<u>1990</u>	<u>1989</u>
CURRENT ASSETS		
Cash	\$ 2,877	\$ 40,813
Accounts receivable (net of allowance for doubtful accounts of \$4,000)	289,313	198,768
Due from Good Food, Inc.	169,864	161,715
Due from Diamond Tex	-	30,624
Due from B. & B Carriers, Inc.	27,252	-
Inventory	481,288	361,669
Prepaid expenses	<u>26,115</u>	<u>14,870</u>
	996,709	808,459
 PROPERTY AND EQUIPMENT	 2,225,254	 2,422,476
 OTHER ASSETS	 <u>20,143</u>	 <u>29,737</u>
 TOTAL ASSETS	 <u>\$3,242,106</u>	 <u>\$3,260,672</u>
 LIABILITIES		
CURRENT LIABILITIES		
Note payable - bank	\$ 66,000	\$ 178,000
Current portion of long-term debt	70,416	61,322
Accounts payable and accrued expenses	569,493	425,774
Loans payable - Lakeview	-	34,589
Notes payable - officers	333,000	357,000
Corporate taxes payable	<u>15,000</u>	<u>14,000</u>
	1,053,909	1,070,685
 LONG-TERM DEBT - Net of current portion	 <u>563,312</u>	 <u>605,061</u>
 TOTAL LIABILITIES	 <u>1,617,221</u>	 <u>1,675,746</u>
 STOCKHOLDERS' EQUITY		
COMMON STOCK - \$100 par value; 500 shares authorized; 150 shares issued and outstanding	15,000	15,000
RETAINED EARNINGS	<u>1,709,885</u>	<u>1,669,926</u>
	1,724,885	1,684,926
LESS: TREASURY STOCK - 100 SHARES, AT COST	<u>100,000</u>	<u>100,000</u>
 TOTAL STOCKHOLDERS' EQUITY	 <u>1,624,885</u>	 <u>1,584,926</u>
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	 <u>\$3,242,106</u>	 <u>\$3,260,672</u>

See accountant's compilation report and notes to financial statements.

M. SIMON ZOOK CO.
STATEMENTS OF INCOME
YEARS ENDED OCTOBER 31, 1990 AND 1989

	<u>1 9 9 0</u>		<u>1 9 8 9</u>	
SALES	<u>\$4,799,984</u>	100.0%	<u>\$4,814,734</u>	100.0%
COST OF SALES				
Inventory - beginning of year	361,669		337,437	
Purchases	<u>8,165,739</u>		<u>7,239,588</u>	
	<u>8,527,408</u>		<u>7,577,025</u>	
Less: Allocated to Good Food, Inc.	6,805,846		5,728,505	
Inventory - end of year	<u>481,288</u>		<u>361,669</u>	
	<u>7,287,134</u>		<u>6,090,174</u>	
	<u>1,240,274</u>	<u>25.8</u>	<u>1,486,851</u>	<u>30.9</u>
GROSS PROFIT	3,559,710	74.2	3,327,883	69.1
OPERATING EXPENSES	<u>3,318,320</u>	<u>69.1</u>	<u>3,032,914</u>	<u>63.0</u>
INCOME FROM OPERATIONS	<u>241,390</u>	5.1	<u>294,969</u>	6.1
OTHER (INCOME) EXPENSE				
Interest expense	117,741		119,108	
Gain on sale of equipment	(13,554)		(21,800)	
Rent income	(3,342)		(1,236)	
Interest income	(703)		(3,866)	
	<u>100,142</u>	<u>2.1</u>	<u>92,206</u>	<u>1.9</u>
INCOME BEFORE INCOME TAXES	141,248	3.0	202,763	4.2
INCOME TAXES	<u>8,035</u>	<u>.2</u>	<u>-</u>	<u>-</u>
NET INCOME	<u>\$ 133,213</u>	<u>2.8%</u>	<u>\$ 202,763</u>	<u>4.2%</u>

See accountant's compilation report and notes to financial statements.

M. SIMON ZOOK CO.
 STATEMENTS OF RETAINED EARNINGS
 YEARS ENDED OCTOBER 31, 1990 AND 1989

	<u>1990</u>	<u>1989</u>
ACCUMULATED ADJUSTMENTS ACCOUNT		
Balance - beginning of year	\$ 474,786	\$ 281,773
Net income	141,248	202,763
Distributions	(93,254)	(9,750)
Balance - end of year	<u>522,780</u>	<u>474,786</u>
ACCUMULATED EARNINGS AND PROFITS		
Balance - beginning of year	1,195,140	1,195,140
Federal income taxes - prior year	(8,035)	-
Balance - end of year	<u>1,187,105</u>	<u>1,195,140</u>
TOTAL RETAINED EARNINGS	<u>\$1,709,885</u>	<u>\$1,669,926</u>

See accountant's compilation report and notes to financial statements.

M. SIMON ZOOK CO.
STATEMENTS OF CASH FLOWS
YEARS ENDED OCTOBER 31, 1990 AND 1989

	<u>1990</u>	<u>1989</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 133,213	\$ 202,763
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	589,800	548,997
Gain on sale of property and equipment	(13,554)	(21,800)
Changes in assets and liabilities:		
(Increase) decrease in accounts receivable	(90,545)	53,626
Decrease in notes payable - officers	(24,000)	(102,537)
Increase in inventory	(119,619)	(24,232)
Increase in prepaid expenses	(11,245)	(3,808)
(Increase) decrease in due from affiliates	(4,777)	115,000
Increase (decrease) in accounts payable	143,719	(81,468)
Decrease in loans payable	(34,589)	(3,250)
Increase in corporate taxes payable	<u>1,000</u>	<u>2,000</u>
Net cash provided by operating activities	<u>569,403</u>	<u>685,291</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(397,607)	(930,711)
Proceeds from sale of property and equipment	18,583	26,000
(Increase) decrease in other assets	9,594	(15,426)
Distributions to stockholders	<u>(93,254)</u>	<u>(9,750)</u>
Net cash used in investing activities	<u>(462,684)</u>	<u>(929,887)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings on bank notes	334,000	319,843
Principal payments on bank notes	<u>(478,655)</u>	<u>(108,875)</u>
Net cash provided by (used in) financing activities	<u>(144,655)</u>	<u>210,968</u>
NET DECREASE IN CASH	(37,936)	(33,628)
CASH - BEGINNING OF YEAR	<u>40,813</u>	<u>74,441</u>
CASH - END OF YEAR	<u>\$ 2,877</u>	<u>\$ 40,813</u>

See accountant's compilation report and notes to financial statements.

M. SIMON ZOOK CO.
 STATEMENTS OF CASH FLOWS (CONTINUED)
 YEARS ENDED OCTOBER 31, 1990 AND 1989

	<u>1990</u>	<u>1989</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the year for:		
Interest	\$117,742	\$119,108
Income taxes	8,035	-
 SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
Fair value of property and equipment acquired	<u>\$ -</u>	<u>\$162,633</u>
Liabilities assumed	<u>\$ -</u>	<u>\$162,633</u>

See accountant's compilation report and notes to financial statements.

M. SIMON ZOOK CO.
NOTES TO FINANCIAL STATEMENTS
OCTOBER 31, 1990 AND 1989

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Inventory

Inventory is stated at the lower of cost (using the the first-in, first-out method) or market.

Property and Equipment and Depreciation

Depreciation of property and equipment is provided for on a consistent basis over the estimated useful lives of the various assets. The estimated useful lives and methods used for calculating the depreciation rates for the various asset classifications are as follows:

Buildings	Straight-line and accelerated methods	15	-	33-1/3 years
Building improvements	Straight-line and accelerated methods	10	-	31-1/2 years
Machinery and equipment	Straight-line and accelerated methods	5	-	8 years
Delivery equipment	Straight-line and accelerated methods	3	-	5 years
Furniture and fixtures	Straight-line and accelerated methods	5	-	8 years

"S" Election

The company has elected by unanimous consent of its stockholders to be taxed under the provisions of Subchapter S of the Internal Revenue Code and the Commonwealth of Pennsylvania. Under those provisions, the company does not pay federal and state corporate income taxes on its taxable income. Instead, the stockholders are liable for individual federal and state income taxes on their respective shares of the company's taxable income. The corporation, as required by IRC Section 444, made a federal tax deposit to retain its fiscal year.

M. SIMON ZOOK CO.
 NOTES TO FINANCIAL STATEMENTS
 OCTOBER 31, 1990 AND 1989

NOTE 2 - PROPERTY AND EQUIPMENT

The following is a summary of property and equipment:

	1990	1989
Land	\$ 244,246	\$ 244,246
Buildings	824,597	813,420
Building improvements	316,303	236,155
Machinery and equipment	1,452,043	1,328,041
Delivery equipment	1,015,574	971,903
Furniture and fixtures	86,004	83,681
Leola Terminal - equipment	1,171,439	1,082,796
Leola Terminal - other	400,138	379,612
	5,510,344	5,139,854
Less: Accumulated depreciation	3,285,090	2,717,378
	\$2,225,254	\$2,422,476

NOTE 3 - NOTE PAYABLE - BANK

Note payable, bank consists of a demand note in the amount of \$66,000 and \$178,000 under a line-of-credit of \$250,000 as of October 31, 1990 and 1989, respectively, with interest at prime + 1/2%. Building and equipment are pledged as collateral.

NOTE 4 - NOTES PAYABLE - OFFICERS

Notes payable to officers consists of unsecured notes payable upon demand bearing interest at the rate of 10%.

M. SIMON ZOOK CO.
 NOTES TO FINANCIAL STATEMENTS
 OCTOBER 31, 1990 AND 1989

NOTE 5 - LONG-TERM DEBT

Following is a summary of long-term debt at October 31:

	<u>1990</u>	<u>1989</u>
10% note payable to bank in monthly installments of \$1,917, plus interest through January, 1996, building pledged as collateral	\$120,750	\$143,750
9% note payable monthly due February, 1999, land pledged as collateral	150,978	162,633
Note payable to bank, due May 1994, plus interest payable monthly at 1/2% above prime rate, machinery and equipment pledged as collateral	28,667	-
Note payable to bank due March, 2003, plus interest payable monthly at 1/2% above prime rate, first mortgage on the company real estate--4 parcels in Honey Brook pledged as collateral	<u>333,333</u>	<u>360,000</u>
	633,728	666,383
Less: Current portion	<u>70,416</u>	<u>61,322</u>
	<u>\$563,312</u>	<u>\$605,061</u>

The minimum annual repayment requirements on long-term debt as of October 31, 1990 are as follows:

<u>YEARS ENDING OCTOBER 31,</u>	<u>AMOUNT</u>
1991	\$ 70,416
1992	71,612
1993	72,918
1994	71,018
1995	67,916
Thereafter	<u>279,848</u>
	<u>\$633,728</u>

NOTE 6 - PROFIT-SHARING PLAN

The company has a profit-sharing plan covering all eligible (one year of eligibility service and age 25) employees. All contributions to the plan are discretionary and determined by the Board of Directors. Contributions to the plan were \$61,500 for both years ended October 31, 1990 and 1989.

NOTE 7 - SALES

The company sells unprocessed molasses to be added to animal feed for farm use.

The company also processes molasses for both wholesale and retail markets. All sales of the processed molasses are made by its affiliate, Good Food, Inc. Purchases made by Good Food, Inc. from the company of \$6,805,846 and \$5,728,505 in 1990 and 1989, respectively, have been recorded as a reduction to cost of sales, rather than recording the shipments as sales.

NOTE 8 - LEASES

The company leases certain land, on which one of its buildings is occupied, from officers for \$2,000 per month on a month-to-month basis. Total rent expense was \$24,000 and \$12,000, respectively, for the years ended October 31, 1990 and 1989.

NOTE 9 - CORPORATE INCOME TAXES

Income tax expense for the years ended October 31, 1990 and 1989 consists of the following:

	<u>1990</u>	<u>1989</u>
Federal	<u>\$8,035</u>	<u>\$ -</u>

Federal income tax expense was the result of an examination of a prior year's tax return.

M. SIMON ZOOK CO.
 SCHEDULES OF OPERATING EXPENSES
 YEARS ENDED OCTOBER 31, 1990 AND 1989

	<u>1990</u>	<u>1989</u>
Salaries - officers	\$ 363,500	\$ 378,500
Salaries - other	930,885	841,959
Advertising	48,673	42,611
Bad debts	30,624	3,843
Blending	-	27,075
Bridge tolls and turnpikes	19,100	20,456
Commissions	90,985	63,318
Depreciation	589,800	548,997
Contributions	3,778	9,053
Employee profit-sharing	61,500	61,500
Utilities	153,424	71,475
Insurance - officers' life	41,759	32,958
Insurance - other	226,223	181,795
Professional fees	32,495	34,645
Office supplies and expense	71,198	59,327
Shop supplies and expense	232,650	183,648
Rent - terminal	24,000	12,000
Taxes - payroll	87,360	77,578
Taxes - other	56,747	62,845
Telephone	38,493	43,132
Terminal	17,904	16,579
Truck - tires	21,782	18,637
Truck - gas and oil	92,041	143,864
Truck - parts and repairs	83,399	97,119
TOTAL OPERATING EXPENSES	<u>\$3,318,320</u>	<u>\$3,032,914</u>

See accountant's compilation report.

STATEMENT AS TO UNPAID BUSINESS DEBTS OF TRANSFEROR
AND HOW THEY WILL BE PAID

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

APPLICANT'S SAFETY PROGRAM

Applicant currently maintains public liability insurance in amounts sufficient to meet the requirements of this Commission. Following approval of the application, Applicant will file with the Commission proof of public liability and cargo insurance in compliance with the regulations.

All of Applicant's drivers are experienced and are familiar with the DOT safety requirements. Applicant currently operates in private carriage and is in compliance with applicable safety requirements.

All equipment is regularly maintained and is inspected in an official Pennsylvania licenses inspection station as required. The drivers make a pretrip inspection of all equipment and immediate repairs are made of any safety deficiencies noted.

We will maintain appropriate records on all drivers. We will comply with the safety requirements of this Commission and the laws of Pennsylvania.

STATEMENT OF TRANSFEREE'S EXPERIENCE

Applicant is familiar with the safety regulations of the Federal Highway Administration since as a private carrier it is now subject to DOT regulations. Applicant is also familiar with the safety regulations of the Pennsylvania Department of Highways and of this Commission.

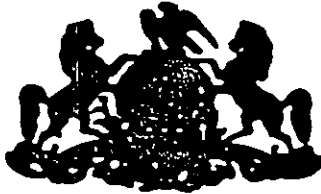
Applicant's personnel have been involved in the transportation of the commodities covered by the authority to be transferred in this proceeding for more than 10 years. In its business of buying and selling molasses, sweeteners and edible oils, Applicant has made deliveries of those products to its customers and is, of course, familiar with the type of equipment required to be utilized in properly handling those commodities. In addition to the appropriate vehicle equipment, Applicant also maintains a truck washing facility in order to perform the required daily cleaning of the tanks.

Applicant is also familiar with the requirements of the shippers to be served, including itself as a shipper.

Applicant will require no additional facilities or equipment in order to provide the service for the customers previously served by B & B Carriers, Inc.

Commonwealth of Pennsylvania

Department of State



**Office of The
Secretary of the Commonwealth**

To all to whom these Presents shall come, Greeting:

I DO HEREBY CERTIFY THAT M. SIMON ZOOK CO.

a Pennsylvania corporation, with Pennsylvania registered office located at
West Main Street, P. O. Box 160, Honey Brook, Pennsylvania 19344

carrying on or conducting business under the assumed or fictitious name, style, or
designation of ZOOK MOLASSES CO.

with its place of business located at West Main Street, P. O. Box 160,
Honey Brook, Pennsylvania 19344

has this 14th day of January A. D. 1977 filed in this Department the
APPLICATION provided for in Act No. 374 of the General Assembly of the Common-
wealth of Pennsylvania, entitled "An Act making it unlawful for any corporation to
carry on any business under an assumed or fictitious name, style, or designation,
other than its proper corporate name, unless an application is filed with the Secretary
of the Commonwealth and the Prothonotary," etc., approved July 11, 1957.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and caused the Seal of the
Secretary's Office to be affixed at the
City of Harrisburg the day and year above
written.

C. McLaughlin Tucker

ATTACHMENT 12B.1 Secretary of the Commonwealth

ARTICLES OF INCORPORATION

TO THE DEPARTMENT OF STATE;
COMMONWEALTH OF PENNSYLVANIA:

In compliance with the requirements of the "BUSINESS CORPORATION LAW," approved the 5th day of May, A. D. 1933, P. L. 364, as amended, the undersigned, desiring that they may be incorporated as a business corporation, do hereby certify:

1st. The name of the corporation is M. SIMON ZOOK CO.

2nd. The location and post office address of its initial registered office in this commonwealth is Honey Brook, Chester County

3rd. The purpose or purposes of the corporation are:

To buy, sell and transport molasses, together with the leasing, operating and maintaining of tank trailers and trucks, and to carry on any and all lawful business in connection therewith.

4th. The term of its existence is perpetual.

5th. The authorized capital stock of the corporation is \$50,000.00 divided into five hundred (500) shares of common stock with a par value of One Hundred Dollars (\$100.00) per share.

6th. The value of the property with which the corporation will begin business is \$10,000.00.

7th. The names and addresses of the first directors:

Name	Address
M. Simon Zook	Honey Brook, Pa.
Elsie S. Zook	Honey Brook, Pa.
Gordon McQuate	111 West Sunset Avenue, Ephrata, Pa.
Peter Roy Rutt	365 East Fulton Street, Ephrata, Pa.

8th. The names and addresses of the incorporators and the number and class of shares subscribed by each are:

Name	Address	No. and Class of Shares
M. Simon Zook	Honey Brook, Pa.	97 shares common
Elsie S. Zook	Honey Brook, Pa.	1 share common
Gordon McQuate	111 West Sunset Avenue, Ephrata, Pa.	1 share common
Peter Roy Rutt	365 East Fulton Street, Ephrata, Pa.	1 share common

9th. The number of incorporators who are citizens of the United States is four

M. Simon Zook	(SEAL)	Gordon McQuate	(SEAL)
Elsie S. Zook	(SEAL)	Peter Roy Rutt	(SEAL)
			(SEAL)

Commonwealth of Pennsylvania)
County of Chester) :ss.

Before me, a Notary Public in and for the county
aforesaid, personally came the above named, M. Simon Zook, Elsie/^{S.}
Zook, Gordon McQuate, and Peter Roy Rutt,
who, in due form of law, acknowledged the foregoing instrument
to be their act and deed for the purposes therein specified.

Witness my hand and seal of office the 25th day of October
A. D. 1956.

A. Ray Freeman
Notary Public

(Seal)

My commission expires: January 1960/

Approved and filed in the Department of State, this 29th
day of October A. D. 19 56

Henry E. Harner
Secretary of the Commonwealth

ZOOK MOLASSES CO.

SHAREHOLDERS

Larry Martin	2%
Sally Martin	98%

DIRECTORS

Larry Martin
Sally Martin

OFFICERS

Larry Martin, President
Sally Martin, Secretary/Treasurer

PENNSYLVANIA PUBLIC UTILITY COMMISSION
BUREAU OF TRANSPORTATION

See Instructions before Completing Application

Application For:

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

A.109470

RECEIVED

FEB 25 1991

M. SIMON ZOOK CO., trading as
ZOOK MOLASSES CO

SE
Pub. Commission

1. _____
 (Name of applicant) (Trade name, if any)
 P.O. Box 160, Honey Brook, PA 19344
 (Street address) (City) (State & Zip Code)

2. David H. Radcliff, Esquire
 Graf, Andrews & Radcliff, P.C., 407 North Front St., Harrisburg, PA 17101
 (Name, Address & Telephone Number of Applicant's Attorney, if any)

- 3. Applicant is an individual partnership x corporation.
- 4. Applicant requests authority to provide service as a x common or contract carrier by motor vehicle, broker or freight forwarder in intrastate commerce; or is proposing to acquire authority by transfer. Give a description of type of service to be provided and area to be served:

See Attachment 4 setting forth the authority of B & B Carriers, Inc., at A.00102318 which is to be acquired in a separately filed transfer proceeding



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

DOCUMENT
FOLDER

DOCKETED
 APPLICATION DOCKET
 MAR 05 91
 ENTRY No. Jan

6. If this application is for temporary authority, applicant x does does not have pending an application for permanent authority to perform the same service as proposed herein. If it has, give docket number, filing date and status. If applicant does not have a pending permanent application currently on file, application for permanent authority must be enclosed.

Application for permanent transfer of authority filed simultaneously.

7. If this application is for emergency temporary authority, and not accompanied by applications for corresponding temporary and permanent authority, state when the applications for temporary and permanent authority will be filed.

Application for permanent authority simultaneously filed.

8. "Applicant's Statement" shall be prepared by the applicant or authorized representative of the applicant and shall contain the information as stated at Appendix A. See statement of Applicant attached as Appendix A.

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

See statement of supporting witness for B & B Carriers, Inc. attached as Appendix B.

Applicant further declares that:

10. It is aware that a grant of the requested authority will create no presumption that corresponding permanent authority will be granted.

11. If the requested authority is granted, applicant will comply with the tariff and insurance requirements of the Public Utility Law before beginning operation.

Larry Martin
(Signature)

Larry Martin, President
(Corporate Title)

2-19-71
(Date)

THIS MUST BE COMPLETED BY NOTARY PUBLIC

AFFIDAVIT OF APPLICANT (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :

_____ County : ss:

_____, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and he expects to be able to prove the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me this _____

day of _____ 19 _____

My Commission Expires _____

Signature of Official Administering Oath

AFFIDAVIT OF APPLICANT (Corporation)

COMMONWEALTH OF PENNSYLVANIA :

Chester _____ County : ss:

Larry Martin _____, being duly sworn (affirmed) according to law, deposes and says that he is President of Zook Molasses
(Office of Affiant)

Company _____; that he is authorized to and does make this
(Name of Corporation)

affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said Zook Molasses Company to be able to prove the same
(Name of Corporation)

at the hearing hereof.

Larry G Martin

Signature of Affiant

Sworn and subscribed before me this 19th

day of February 1991

My Commission Expires 1-25-93

Notarial Seal
Charlene F. Shreiner, Notary Public
New Holland Boro, Lancaster County
My Commission Expires Jan. 25, 1993

Member, Pennsylvania Association of Notaries

Charlene F. Shreiner

Signature of Official Administering Oath

APPENDIX A
IN Re: Application of
ZOOK MOLASSES COMPANY

Applicant's Statement

In support of an application for Emergency Temporary Authority and Temporary Authority, the Applicant states as follows:

A. Applicant will utilize equipment as set forth on Attachment 1 to render the service.

B. Applicant maintains a garage at Honey Brook, Pennsylvania where it provides its own mechanical service and state inspection for its vehicles. At that garage is also located a tank washing facility as the tank trucks must be washed every 24 hours. Applicant requires no warehouses to provide this service, but does maintain storage tanks at Leola, Pennsylvania for transfer of certain sweeteners from rail cars to temporary storage and for blending and steaming of the products prior to transportation.

The transferee currently has sufficient equipment and employees involved in its private transportation and will not be required to hire new personnel to perform the proposed service.

C. This application is the result of a transfer of authority and the recent loss of insurance coverage by B & B Carriers, Inc. It is not a result of a warning, road check or investigation by the Commission.

D. Applicant may be reached at telephone number: (215) 273-3776.

E. Applicant will adopt the rates and charges of Transferee, now on file with the Commission. Pending approval of the permanent

transfer of the authority, Applicant will file a tariff as an "Emergency Temporary Issue".

F. There has been no suspension, grant or denial regarding any rates, fares, or charges published on account of Applicant. Applicant is not presently a carrier.

G. A copy of Applicant's financial statement is attached hereto as Attachment 2. Applicant is financially sound and is capable of providing insurance to comply with the Commission's requirements.

H. Neither the Transferor, nor the Transferee have employees who are represented by a labor union, nor has a petition to represent the employees been filed in the past 12 months.

I verify that the foregoing is true and correct to the best of my knowledge, information and belief.

ZOOK MOLASSES COMPANY

By *Larry Martin*
Larry Martin, President

APPENDIX B

STATEMENT OF TRANSFEROR

B & B CARRIERS, INC.

Transferor's statement in support of the forgoing application of Zook Molasses Company is as follows:

A. My name is Sally Martin and I am the treasurer of Transferor B & B Carriers, Inc. As such I am familiar with the finances, equipment and authorities of the transferor.

B. Although B & B Carriers, Inc. provided service throughout 1990 generating approximately \$2,000,000 of revenue in both PUC and ICC traffic, the carrier has had to suspend its operation. Notice of an increase in the workers' compensation increased from \$2,000 to \$40,000 and the liability insurance premium to \$115,000 per year was received from our insurance carrier. Alternate sources of insurance at lower rates were not available.

C. The net income for B & B Carriers, Inc., was \$11,000 in 1989 and for 1990 is expected to be less than one-half of the 1989 net income, although our accountant has not completed his report for 1990. As you can see, the insurance premium would now exceed the net income of the company for the past two years combined.

D. The extreme increases in insurance costs were a financial hardship for our company. We realize it is difficult for our customers to be without our service but we could not afford the insurance coverage and have ceased operations. We support the emergency temporary authority and temporary authority request of Zook Molasses Company.

B & B CARRIERS, INC.

By Sally Martin
Sally Martin, Treasurer

AUTHORITY SOUGHT TO BE ACQUIRED BY TRANSFER

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, athletic field and tract surfacing material and fertilizer from points in the township of West Sadsbury, Chester County to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone and lime, from points in the township of Paradise, Lancaster County, to points in Pennsylvania."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, crushed stone from points in the township of Salisbury, Lancaster County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318 "To transport, as a Class D carrier, in dump vehicles, slag, from points in the township of East Fallowfield, Chester County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township."

From A-00102318, F.1, Am-A

"To transport, as a Class D carrier, molasses, corn syrup and maple syrup, for Good Food, Inc. and Zook Molasses Co., from points in the borough of Honey Brook, Chester County, and the city and county of Philadelphia, to points in Pennsylvania."

From A-00102318, F.1, Am-B

"To transport, as a Class D carrier, edible oils, for Good Food, Inc. and Zook Molasses Co., from points in Pennsylvania, to the borough of Honey Brook, Chester County, and from said borough, and the borough of New Holland, Lancaster County, to points in Pennsylvania."

From A-00102318, F.1, Am-C

"To transport, as a Class D carrier, syrups, sweeteners and edible oils, from points in Upper Leacock Township, Lancaster County, to points in Pennsylvania, and vice versa."

GRAF, ANDREWS & RADCLIFF, P. C.
ATTORNEYS AT LAW
407 NORTH FRONT STREET
HARRISBURG, PENNSYLVANIA 17101

CHRISTIAN V. GRAF
FREDERICK W. ANDREWS
DAVID H. RADCLIFF
GREGORY R. LYONS

OF COUNSEL
JOHN E. FULLERTON
TELEPHONE: A. C. 717-236-9318

March 6, 1991
Files: 968.8

RE: ZOOK MOLASSES COMPANY, A. 109670 -
(Transfer from B & B Carriers, Inc.)

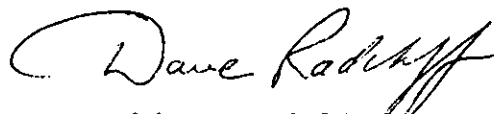
Frances Walkinshaw
Application Section
Bureau of Transportation
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17120

Dear Frances:

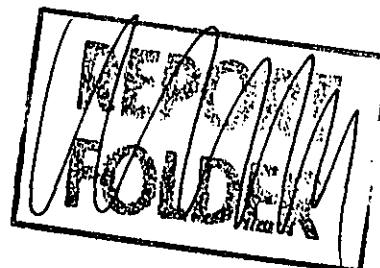
Please include the enclosed "Amendment to Transfer Agreement" with the application of M. Simon Zook Co., t/a Zook Molasses Co. of transfer of PUC authority. This amendment correctly sets forth the consideration for the transaction.

Thank you for your cooperation in this matter.

Very truly yours,


David H. Radcliff

DHR/kr
Enclosure



March 15, 1991

IN REPLY PLEASE
REFER TO OUR FILE

Christian V. Graf
Attorney at Law
407 North Front Street
Harrisburg, PA 17101

In re: A-00109670 - Application of M. Simon Zook Co., t/d/b/a Zook
Molasses Co.

Dear Sir:

Acknowledgement is made of an application filed by you for permanent and temporary authority on behalf of M. Simon Zook Co., t/d/b/a Zook Molasses Co. for the rights of B & B Carriers, Inc.

The application has been captioned as attached and will be submitted for review, provided no protests are filed on or before April 8, 1991. If protests are filed, you will be advised as to further procedure.

This application is accepted with the understanding that B & B Carriers, Inc. will continue to render the service covered by its certificate and comply with all the rules of the Commission, including the carrying of continuous insurance, until final disposition is made of the application by the Commission.

You are further advised that the above application will be published in the Pennsylvania Bulletin of March 16, 1991.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:RP:kmb

cc: Applicant
P.O. Box 106
Honey Brook, PA 19344

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
MAR 18 91
ENTRY No. 112

A-00109670 M. SIMON ZOOK CO., t/d/b/a ZOOK MOLASSES CO. (P.O. Box 106, Honey Brook, Chester County, PA 19344), a corporation of the Commonwealth of Pennsylvania - (1) in dump vehicles, athletic field and track surfacing material and fertilizer from points in the township of West Sadsbury, Chester County, to points in Pennsylvania; (2) in dump vehicles, crushed stone and lime, from points in the township of Paradise, Lancaster County, to points in Pennsylvania; (3) in dump vehicles, crushed stone from points in the township of Salisbury, Lancaster County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township; (4) in dump vehicles, slag, from points in the township of East Fallowfield, Chester County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township; (5) molasses, corn syrup and maple syrup, for Good Food, Inc. and Zook Molasses Co., from points in the borough of Honey Brook, Chester County, and the city and county of Philadelphia, to points in Pennsylvania; (6) edible oils, for Good Food, Inc. and Zook Molasses Co., from points in Pennsylvania, to the borough of Honey Brook, Chester County, and from said borough, and the borough of New Holland, Lancaster County, to points in Pennsylvania; and (7) syrups, sweeteners and edible oils, from points in Upper Leacock Township, Lancaster County, to points in Pennsylvania, and vice versa; which is to be a transfer of the rights authorized under the certificate issued at A-00102318 to B & B Carriers, Inc., a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions. APPLICATION FOR TEMPORARY AUTHORITY HAS BEEN FILED AT A-00109670, SEEKING THE RIGHTS CITED ABOVE. Attorney: Christian V. Graf, 407 North Front Street, Harrisburg, PA 17101.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

DATE _____

SERVICE _____

MAR 16 1991

BUREAU OF TRANSPORTATION
COMMON CARRIER
MARCH 1991

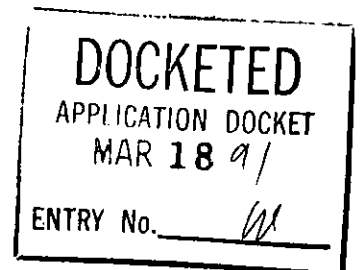
A-00109670

Application of M. Simon Zook Co., t/d/b/a Zook Molasses Co., a corporation of the Commonwealth of Pennsylvania, for the right to begin to transport, as a common carrier, by motor vehicle, (1) in dump vehicles, athletic field and track surfacing material and fertilizer from points in the township of West Sadsbury, Chester County, to points in Pennsylvania; (2) in dump vehicles, crushed stone and lime, from points in the township of Paradise, Lancaster County, to points in Pennsylvania; (3) in dump vehicles, crushed stone from points in the township of Salisbury, Lancaster County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township; (4) in dump vehicles, slag, from points in the township of East Fallowfield, Chester County, to points within an airline distance of thirty-five (35) statute miles of the limits of said township; (5) molasses, corn syrup and maple syrup, for Good Food, Inc. and Zook Molasses Co., from points in the borough of Honey Brook, Chester County, and the city and county of Philadelphia, to points in Pennsylvania; (6) edible oils, for Good Food, Inc. and Zook Molasses Co., from points in Pennsylvania, to the borough of Honey Brook, Chester County, and from said borough, and the borough of New Holland, Lancaster County, to points in Pennsylvania; and (7) syrups, sweeteners and edible oils, from points in Upper Leacock Township, Lancaster County, to points in Pennsylvania, and vice versa; which is to be a transfer of the rights authorized under the certificate issued at A-00102318 to B & B Carriers, Inc., a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions. APPLICATION FOR TEMPORARY AUTHORITY HAS BEEN FILED AT A-00109670, SEEKING THE RIGHTS CITED ABOVE.

FW:rs
3/5/91

Application received: 2/25/91
Application docketed: 3/5/91
TA Application received: 2/25/91
TA application docketed: 3/5/91

NH



Protests due on No Hearings _____

APR - 8 1991

TA

Protests due on Hearings - (5 days prior to date of hearing)

Notice of the above application was mailed to all certificate holders and railroad companies in the service area as noted above.