

RHOADS & SINON

ATTORNEYS AT LAW

410 NORTH THIRD STREET

P.O. BOX 1146

HARRISBURG, PA 17108-1146

TELEPHONE (717) 233-5731

TELECOPIER (717) 232-1459

HENRY W. RHOADS
ROBERT H. LONG, JR.*
GERALD K. MORRISON
SHERILL T. MOYER
JAN P. PADEN
RICHARD B. WOOD
LAWRENCE B. ABRAMS III*
J. BRUCE WALTER
JOHN P. MANBECK
FRANK J. LEBER
R. STEPHEN SHIBLA
CHARLES L. SIECK*
PAUL A. LUNDEEN
JACK F. HURLEY, JR.
NATHAN H. WATERS, JR.
DAVID B. DOWLING
EVELYN S. HARRIS
DAVID F. O'LEARY
HENRY G. BARR
ROBERT L. BEALS**

DAVID O. TWADDELL
CHARLES J. FERRY
BRADLEY J. GUNNISON*
STANLEY A. SMITH
JENS H. DAMGAARD*
DRAKE D. NICHOLAS
THOMAS A. FRENCH
DEAN H. DUSINBERRE
DONNA M. J. CLARK
LUCY E. KNISELEY
GLORIA J. DAVIS
SHAUN E. O'TOOLE
PAUL F. WESSELL
KATHLEEN J. HAYNES
SHAWN D. LOCHINGER
JOHN B. CONSEVAGE
TIMOTHY M. ANSTINE
RICHARD H. FRIEDMAN
JESSE R. RUHL



A-109327

SUITE 301
299 W. CAMINO GARDENS BLVD.
BOCA RATON, FL 33432
TELEPHONE (407) 395-5595
TELECOPIER (407) 395-9497
DIRECTOR
3398/01
FILE NO.

*ALSO ADMITTED TO THE FLORIDA BAR
**ADMITTED TO THE FLORIDA BAR ONLY

Re: Application of VIP Trucking, Inc. - Transfer
from H. A. Hartman & Son, Inc.

May 3, 1990

RECEIVED
MAY 7 1990
SECRETARY'S OFFICE
Public Utility Commission

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

Dear Secretary Rich:

Enclosed you will please find the Application of VIP Trucking, Inc. for approval of the transfer of all of the operating authority of H. A. Hartman & Son, Inc., together with a check in the amount of \$350 made payable to the Commission.

Very truly yours,

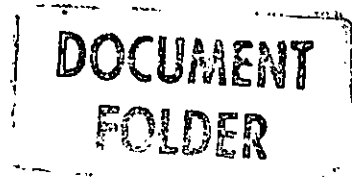
RHOADS & SINON

By:
J. Bruce Walter

JBW/dah

Enclosure

cc: VIP Trucking, Inc.
H. A. Hartman & Son, Inc.



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

RECEIVED

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION MAY 7 1990

SECRETARY'S OFFICE
Public Utility Commission

Application of VIP, Trucking, Inc.
(Applicant/Transferee-Buyer)

for approval of the transfer and to exercise the right

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

No. 67519, Folder No. _____, issued to

H. A. Hartman & Son, Inc.
(Transferor-Seller)

for transportation of property
(persons-property)

PUC USE ONLY

Docket No. 109327

Folder No. _____

TK-700 286

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. VIP Trucking, Inc.
(Full and correct name of applicant/transferee)

2. _____
(Trade name, if any)

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

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

3. 825 Wheatfield Lane
(Business Street Address) (P.O. Box, if any)

Lebanon Lebanon PA 17042 (717) 273-4025
(City) (County) (State) (Zip) (Telephone)

DOCUMENT
FOLDER

BEGINNING

DOCKETED
APPLICATION DOCKET
MAY 18 1990
ENTRY No. low

4. Applicant's attorney (for this application) is:
J. Bruce Walter, Rhoads & Sinon, 410 N. Third St., P.O. Box 1146,
Harrisburg, PA 17108-1146 (717) 233-5731
(Name) (Address) (Telephone)

5. Any documents should be mailed to:

Transferee: _____
(Name) (Address)

Transferor: _____
(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)

at Docket No. _____.

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 PA

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

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

N/A

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 sale of assets of transferor and retirement of principal owner.

12a. The following must be attached:

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

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

- Partnership Agreement.
- Trade Name registration certificate.
- Certificate of Incorporation. (Pa. Corporation only)
- Certificate of Authority. (Foreign ((out-of-state)) Corporation only)
- Statement of corporate charter purpose. (corporations only)
- List of corporate officers and stockholders. (corporations only)
- 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: VIP Trucking, Inc. _____
(each partner must sign) (Date)

(Corporate Seal)

By: *[Handwritten Signature]* _____

Transferor sign here: H. A. Hartman & Son, Inc. _____

(Corporate Seal)

By: *[Handwritten Signature]* _____

STATEMENT OF FINANCIAL CONDITION

INCOME STATEMENT

For the 12-month period ending _____
(Date)

REVENUE and GAINS

Operating Revenue	_____
Net Revenue from non-carrier operation	_____
Dividend and Interest revenues	_____
Other non-operating revenue	_____
Gains	_____
Total Revenue and Gains	=====

EXPENSES

Equipment Maintenance and Garage Expense	_____
Insurance Expense	_____
Employee Salaries	_____
Supervisory Salaries	_____
Officer Salaries	_____
Fuel Expense	_____
Purchased Transportation (Lease Expense)	_____
Materials and Supplies Expense	_____
General Office Expense	_____
Advertising Expense	_____
Telephone Expense	_____
Accounting Expense	_____
Legal Expense	_____
Uncollectible Revenue	_____
Depreciation Expense	_____
Amortization	_____
Operating Taxes and Licenses	_____
Rent Expense	_____
Loss	_____
Total Operating Expense and Losses	=====

Net Income before Taxes	_____
Provision for Income Taxes	_____
Net Income	=====

STATEMENT OF FINANCIAL POSITION (Balance Sheet)

as of _____
Date

ASSETS

CURRENT ASSETS

Cash	_____	
Accounts Receivable	_____	
Notes Receivable	_____	
Other current assets (Specify)	_____	
Total current assets	_____	

TANGIBLE ASSETS

Land	_____	
Motor Vehicle Equipment	_____	
Less: Accumulated Depreciation	- _____	= _____
Buildings and Structures	_____	
Less: Accumulated Depreciation	- _____	= _____
Investments and Funds (Specify)	_____	
Intangible Assets	_____	
Other assets (Such as advances and idle equipment - specify)	_____	

LIABILITIES

Current Liabilities (liabilities due within one year of date)

Accounts Payable	_____
Notes Payable	_____
Equipment Obligations	_____
Other Liabilities (attach schedule)	_____
Total Current Liabilities	_____

Long Term Liabilities (liabilities due after one year of date)

Accounts Payable	_____
Notes Payable	_____
Equipment Obligations	_____
Other Liabilities (attach schedule)	_____
Total Long Term Liabilities	_____
Total Liabilities	_____

Net Worth (partnerships & individuals) _____

OWNERS EQUITY (Corporations only)

Capital Stock (Corporations only)	_____
Additional paid-in capital	_____
Retained Earnings (Corporations only)	_____
Less: Treasury Stock	- _____
Total Owner's Equity (Corporations only)	_____

Total Liabilities & Owner's Equity
(Corporations only) _____

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:
_____ County :

John J. Brandt, being duly sworn (affirmed) according to law, deposes and says that he is President of VIP Trucking, Inc.
(Office of Affiant) (Name of Corporation)

that he is authorized to and does make this affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said VIP Trucking, Inc. to be able to prove the same
(Name of Corporation)
the same at the hearing hereof.

John J. Brandt (Pres)
Signature of Affiant

Sworn and subscribed before me this 18th
day of April 1990
My Commission Expires _____

NOTARIAL SEAL
NANCY LEFTWICH, Notary Public
Harrisburg, Dauphin County
My Commission Expires Oct. 3, 1991

Nancy Lettwich
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:
_____ County :

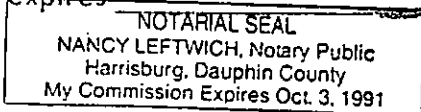
Ronald J. Acri, being duly sworn (affirmed) according to law,
deposes and says that he is Vice Pres. of H. A. Hartman & Son, Inc.;
(Office of Affiant) (Name of Corporation)

that he is authorized to and does make this affidavit for it; and that the facts above set forth
are true and correct; or are true and correct to the best of his knowledge, information and belief
and that he expects the said H. A. Hartman & Son, Inc. to be able to prove the
(Name of Corporation)

same at the hearing hereof.

Ronald J. Acri V.P.
Signature of Affiant

Sworn and subscribed before me this 18th
day of April 19 90
My Commission expires _____



Nancy Leftwich
Signature of Official Administering Oath

SALES AGREEMENT

Made this 16th day of ^{April}~~March~~, 1990, between H. A. HARTMAN & SON, INC. (hereinafter "Seller") a Pennsylvania corporation with offices located at 537 North Front Street, Steelton, Pennsylvania 17113, and VIP TRUCKING, INC. (hereinafter "Buyer") a Pennsylvania corporation with offices located at 825 Wheatfield, Lebanon, Pennsylvania 17042.

1. Seller holds Pennsylvania intrastate motor carrier operating rights issued by the Pennsylvania Public Utility Commission (the "PUC") at Docket No. A.67519 and certain authority issued by the Interstate Commerce Commission (the "ICC") at MC 73390. A copy of said authority is attached hereto, marked Attachments "1" and "2" and made an integral part hereof.

2. Seller agrees to sell and Buyer agrees to purchase all of said authority.

3. Consideration for said purchase of operating rights shall be Twenty-One Thousand Five Hundred Dollars (\$21,500), payable as follows:

(a) Ten Thousand Dollars (\$10,000) at execution of Preliminary Sales Agreement;

(b) Balance to be paid as follows:

Eleven Thousand Five Hundred Dollars (\$11,500) at closing of transaction which shall take place within fifteen (15) days of final order providing required approval of the transfer by the later of the ICC or PUC.

(c) The purchase price shall be attributable as follows:

(i) \$20,000 to PUC operating authority

and

(ii) \$1,500 to ICC operating authority.

(d) Buyer and Seller fully understand and agree that the requisite approval by the respective Commissions shall be unqualified and the operating rights to be transferred shall be no less than those set forth in Attachment "1" and "2," as agreed upon. Otherwise, this agreement shall immediately become null, void and of no effect.

4. Buyer and Seller each warrant that the operating authority shall be free and clear of all liens, encumbrances, claims and adversary attacks of any nature whatsoever at the time of consummation.

5. Buyer and Seller agree to file promptly and prosecute with reasonable diligence at their respective own expense an application with the respective Commissions for approval of this transaction. Buyer and Seller agree to furnish all information, data and documents deemed necessary or required by the respective Commissions and to cooperate in processing said application. Each party shall pay its own legal expenses.

6. Consummation shall take place within 15 days after the receipt of an administratively final order of the Commissions approving the transaction in toto.

7. Buyer and Seller each agree to pay their respective fees, costs and expenses of the approval(s) necessary to this sale.

8. Buyer and Seller each agree that in executing this Sales Agreement Buyer is not assuming any of the existing liability of Seller.

9. This Agreement shall be binding upon and inure to the benefit of the parties hereto, their personal representatives, successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

WITNESS:

James M. J. Clark

H. A. HARTMAN & SON, INC.

By: Ronald Acri, Jr.
Ronald Acri, Vice President

WITNESS:

John J. Brandt, Jr.

VIP TRUCKING, INC.

By: John J. Brandt, Jr.
John J. Brandt, Jr.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Application Docket No.67519

Application of H. A. HARTMAN & SON, INC., a
corporation of the Commonwealth of Pennsylvania

SUPPLEMENTAL REPORT AND ORDER
MODIFYING CERTIFICATE OF PUBLIC CONVENIENCE

BY THE COMMISSION:

This matter being before the Pennsylvania Public Utility Commission upon application of H. A. HARTMAN & SON, INC., a Corporation of the Commonwealth of Pennsylvania, filed November 7, 1952, for modification of the rights contained in the report and order issued under date of December 16, 1947, and the certificate of public convenience issued thereunder, and upon protests, and having been duly heard and submitted by the parties, and full investigation of the matters and things involved having been had, and it appearing that applicant amended the application, the Commission finds and determines that approval of the proposed modification is necessary or proper for the service, accommodation or convenience of the public; THEREFORE,

NOW, to wit, February 8, 1954, IT IS ORDERED: That the rights contained in the report and order issued under date of December 16, 1947, (1946), and the certificate of public convenience issued thereunder, be and are hereby modified and amended so that the said rights shall now read as follows:

To transport, as a Class D carrier, used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays, and exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods between points in the City of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said City;

To transport, as a Class D carrier, used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays and exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods from points in the City of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said city to other points in Pennsylvania, and vice versa;

TERRITORIAL APPLICATION

AUTHORIZED OPERATING AUTHORITY - H. A. HARTMAN & SON, INC. (Concluded)
Certificate A.67519

Folder 3:

Household goods in use, as a Class D Carrier, from points in the Village of
Bowmansdale, Cumberland County, and within eight (8) miles, by the usually
traveled highways, of the limits of said village, to points within fifty (50)
miles by the usually travelled highways, of the limits of said village, and
vice versa.

A.67519, Folder 2, Am-B

To transport, as a Class D carrier, used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays and exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods between points in the City of Harrisburg, Dauphin County, and within fifty (50) miles by the usually traveled highways of the limits of the said city and from points in the City of Harrisburg, Dauphin County, and within a distance of fifty (50) miles by the usually traveled highways of the limits thereof, to points in Pennsylvania, and vice versa;

subject to the following conditions:

FIRST: That no right, power or privilege is granted to render service to or from points in Lancaster County, except as authorized in the second right.

SECOND: That no right, power or privilege is granted to render service between points in the Borough of Carlisle, Cumberland County and within fifteen (15) miles thereof, or from points in the said territory to other points in Pennsylvania, and vice versa, except as authorized in the second right.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

DON SCHWARTZ
Chairman

ATTEST:

CAROLINE J. WALKER
Acting Secretary

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

No. MC 73390*
H. A. HARTMAN & SON, INC.
STEELTON, PENNSYLVANIA

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 5, held at its office in Washington, D.C., on the 9th day of August, A.D., 1950.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

IRREGULAR ROUTES:

Household goods as defined in Practices of Motor Common Carriers of Household Goods, 17 M.C.C. 467,

Between points and places in that part of Pennsylvania south and east of a line extending from Philadelphia, Pa., along U.S. Highway 422 to Reading, Pa., thence along U.S. Highway 122 to Sunbury, Pa., thence along Pennsylvania Highway 14 to Northumberland, Pa., thence along U.S. Highway 11 to Selinsgrove, Pa., and thence along U.S. Highway 522 to the Pennsylvania-Maryland State line, on the one hand, and, on the other, points and places in New York, New Jersey, Connecticut, Massachusetts, Rhode Island, Delaware, Maryland, Virginia, West Virginia, North Carolina, Ohio, Indiana, Illinois, Michigan, Kentucky, and the District of Columbia.

Between points and places in that part of Pennsylvania south and east of a line beginning at Philadelphia, Pa., and extending along U.S. Highway 422 to Reading, Pa., thence along U.S. Highway 122 to Sunbury, Pa., thence along Pennsylvania Highway 14 to Northumberland, Pa., thence along U.S. Highway 11 to Selinsgrove, Pa., and thence along U.S. Highway 522 to the Pennsylvania-Maryland State line, including points and places on the indicated portions of the highways specified, on the one hand, and, on the other, points and places in Vermont, New Hampshire, Maine, South Carolina, Georgia, Florida, Alabama, and Tennessee.

AND IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure

so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

By the Commission, division 5.

W. P. BARTEL,
Secretary

(SEAL)

*This certificate embraces (1) the operating rights granted the above-named carrier in Certificate No. MC 73390; and (2) that portion of the operating rights in Certificate No. MC 54922, acquired by the above-named carrier pursuant to MC-F 4436.

NOTE: The holding of this certificate and of Permit No. MC 100362 by the above-named carrier was authorized by order of April 17, 1950, in MC-F 4436.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

SERVICE DATE
MARCH 23, 1970NO. MC 73390 SUB 5
H. A. HARTMAN & SON, INC.
STEELTON, PENNSYLVANIA

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1, held at its office in Washington, D.C., on the 23rd day of March, A.D. 1970.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

AND IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

IRREGULAR ROUTES:

Used household goods,

Between points in that part of Pennsylvania south and east of a line beginning at Philadelphia, Pa., and extending along U.S. Highway 422 to Reading, Pa., thence along U.S. Highway 122 to Sunbury, Pa., thence along U.S. Highway 11 to Selinsgrove, Pa., thence along U.S. Highway 522 to the Pennsylvania-Maryland State line, on the one hand, and, on the other, points in Pennsylvania.

RESTRICTION: The operations authorized herein are subject to the following conditions:

Said operations are restricted to the transportation of traffic having a prior or subsequent movement in containers, beyond the points authorized.

Said operations are restricted to the performance of pickup and delivery service in connection with packing, crating, and containerization or unpacking, uncrating, and decontainerization of such traffic.

By the Commission, division 1.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

NO. MC 73390 SUB 6*

H. A. HARTMAN & SON, INC.
STEELTON, PENNSYLVANIA

SERVICE DATE
NOVEMBER 14, 1969

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1, held at its office in Washington, D.C., on the 14th day of November, A.D. 1969.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

IRREGULAR ROUTES:

Household goods as defined by the Commission,

Between Philadelphia, Pa., on the one hand, and, on the other, points in New Jersey, New York, and Pennsylvania.

AND IT IS FURTHER ORDERED, That this certificate shall supersede Certificate No. MC67399, issued February 14, 1951, acquired by the above-named carrier pursuant to MC-FC 69663, assigned No. MC 73390 Sub 6, and that said certificate be, and it is hereby, canceled.

By the Commission, division 1.

(SEAL)

H. NEIL GARSON,
Secretary

* This certificate embraces the operating rights in the certificate superseded and canceled in the last ordering paragraph above.

SPECIFIC EQUIPMENT

Applicant, VIP Trucking, Inc., owns three Kenworth Tractors dated 1980, 1982 and 1982; and two trailers dated 1984 and 1986. Applicant has access to additional equipment.



Certified Public Accountants

VIP TRUCKING

Financial Statements

December 31, 1989

(Unaudited - see accompanying compilation
report of KPMG Peat Marwick)



Certified Public Accountants

Peat Marwick Main & Co.
225 Market Street
Suite 300
P.O. Box 1190
Harrisburg, PA 17108-1190

VIP Trucking
Lebanon, Pennsylvania

We have compiled the accompanying statements of assets and liabilities arising from cash transactions of VIP Trucking as of December 31, 1989 and the related statements of revenue collected and expenses paid and cash flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of the owners. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

The Company's policy is to prepare its financial statements on the basis of cash receipts and disbursements; consequently, certain revenue and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

The Company has elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the users conclusions about the company's financial position, results of operations and cash flows. Accordingly, these financial statements are not designed for those who are informed about such matters.

KPMG Peat Marwick

April 25, 1990



Member Firm of
Klynveld Peat Marwick Goerdeler

VIP TRUCKING

Statement of Assets and Liabilities
Arising from Cash Transactions

December 31, 1989

(Unaudited - see accompanying compilation
report of KPMG Peat Marwick)

Assets

Current assets:		
Cash		\$ 27,142
Certificates of deposit		<u>3,000</u>
Total current assets		<u>30,142</u>
Property and equipment:		
Equipment		43,302
Vehicles		373,508
Buildings		<u>29,683</u>
		446,493
Less: Accumulated depreciation		<u>382,139</u>
		<u>64,354</u>
		\$ <u>94,496</u>

Liabilities and Stockholders' Equity

Current liabilities:		
Current maturities of long-term debt		\$ <u>2,000</u>
Long-term debt:		
Note payable - bank		3,722
Note payable to others		<u>40,138</u>
		43,860
Less: current maturities		<u>(2,000)</u>
		<u>41,860</u>
Stockholders' equity:		
Common stock - Par value \$1.00 per share; authorized 1,000 shares issued and outstanding 100 shares		100
Additional paid in capital		4,900
Retained earnings		<u>45,636</u>
		<u>50,636</u>
		\$ <u>94,496</u>

VIP TRUCKING

Statement of Revenues Collected and Expenses Paid

Year Ended December 31, 1989

(Unaudited - see accompanying compilation
report of KPMG Peat Marwick)

Receipts:	
Hauling income	\$ 399,109
Interest	<u>1,704</u>
Total receipts	<u>400,813</u>
Expenditures:	
Salaries	33,146
Contract labor	67,557
Freight	475
Heat, light and power	3,655
Rent	10,045
Repairs and maintenance	4,361
Depreciation	9,684
Other road expense	7,491
Claims	4,675
Vehicle repairs and maintenance	21,457
Vehicle gas and oil	20,531
Vehicle licenses	643
Vehicle rentals	3,910
Vehicle depreciation	15,455
Meals and lodging	22,920
Tires and tubes	4,134
Road tolls	2,500
Packing material	9,389
Advertising	4,487
Commissions	242
Telephone	6,143
Travel and entertainment	4,901
Office supplies and expense	1,447
Interest	539
Other taxes and licenses	10,938
Insurance	39,732
Legal and accounting	2,200
Dues and subscriptions	6,172
Donations	938
Miscellaneous	35,610
Payroll taxes	<u>10,228</u>
Total expenditures	<u>365,605</u>

(continued)

VIP TRUCKING

Statement of Revenues Collected and Expenses Paid
(continued)

(Unaudited - see accompanying compilation
report of KPMG Peat Marwick)

Net income	\$	35,208
Retained earnings - beginning		36,838
Dividend distributions		<u>(26,410)</u>
Retained earnings - ending	\$	<u>45,636</u>

VIP TRUCKING

Statement of Cash Flows

Year Ended December 31, 1989

(Unaudited - see accompanying compilation
report of KPMG Peat Marwick)

Cash flows from operating activities:	
Net income	\$ 35,208
Adjustment to reconcile net income to net cash provided by operating activities:	
Depreciation	<u>25,139</u>
Net cash provided by operating activities	<u>60,347</u>
Cash flows from investing activities:	
Acquisition of plant, property and equipment	<u>(13,936)</u>
Net cash used in investing activities	<u>(13,936)</u>
Cash flows from financing activities:	
Reduction of debt	(5,078)
Dividend distributions	<u>(26,410)</u>
Net cash used in financing activities	<u>(31,488)</u>
Net increase in cash and cash equivalents	14,923
Cash and cash equivalents at beginning of year	<u>15,219</u>
Cash and cash equivalents at end of year	\$ <u><u>30,142</u></u>
Supplemental disclosure of cash flows information:	
Cash paid during the year for:	
Interest	\$ <u><u>569</u></u>

STATEMENT OF UNPAID BUSINESS DEBTS OF TRANSFEROR

The Agreement involves a sale of assets. The unpaid business debts of transferor remain the responsibility of transferor, H. A. Hartman & Son, Inc., and will be paid from the proceeds of this sale as well as a sale of other assets of H. A. Hartman & Son, Inc.

SAFETY PROGRAM

Applicant is fully familiar with the safety regulations of Pennsylvania Public Utility Commission and the United States Department of Transportation. Applicant further utilizes materials of its insurance carrier to insure complete safety of operations. In addition to normal maintenance and inspection operations, applicant carefully screens drivers and other employees and maintains an ongoing safety program to insure safe operations.

STATEMENT OF TRANSFEREE'S EXPERIENCE

The President of Applicant, John Brandt, has worked in the transportation industry for 27 years. His father held both PUC and ICC authority. Further, he has worked as an agent for Mercury Van Lines in Gattersburg, Maryland, and Berry Van Lines in Dover, Delaware, and is familiar with the requirements of operation.

DSC6204 Rev. 811

ARTICLES OF INCORPORATION

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

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

FEE
\$75.00

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

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2308 (I))

V. I. P. Trucking, Inc.

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

825 Wheatfield Lane

012 CITY

Lebanon

033 COUNTY

Lebanon

013 STATE

PA

084 ZIP CODE

17042 (38)

060 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION.

The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law.

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

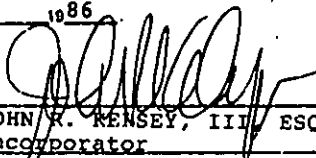
The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall Have Authority to Issue:

040 Number and Class of Shares	1,000 shares	041 Stated Par Value Per Share If Any	\$1.00	042 Total Authorized Capital	\$1,000	031 Term of Existence	perpetual
--------------------------------	--------------	---------------------------------------	--------	------------------------------	---------	-----------------------	-----------


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

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
John R. Kelsey, III, Esq.	336 Cumberland Street P. O. Box 717-Lebanon, PA 17042-0717	100
(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAV) SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 30th DAY OF December 1986


 JOHN R. KELSEY, III ESQUIRE
 Incorporator

- FOR OFFICE USE ONLY -

030 FILED JAN 2 1987	002 CODE	003 REV BOX	SEQUENTIAL NO. 3156	100 MICROFILM NUMBER 87071349
	REVIEWED BY S.P.	004 SIC	AMOUNT \$ 75.00	001 CORPORATION NUMBER 957806
	DATE APPROVED		CERTIFY TO <input checked="" type="checkbox"/> REV. <input checked="" type="checkbox"/> L & I <input type="checkbox"/> OTHER	INPUT BY P. J.
DATE REJECTED	MAILED BY DATE	LOG IN (REFILE)	LOG OUT 1/2 2/10	LOG OUT (REFILE)

Secretary of the Commonwealth
Department of State

Commonwealth of Pennsylvania
Department of State

87071350



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

V. I. P. TRUCKING, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 2nd day
of January in the year of our
Lord one thousand nine hundred and eighty-seven
and of the Commonwealth the two hundred eleventh


Secretary of the Commonwealth

0957806

JOHN R KELSEY III ESQ
336 CUMBERLAND ST
PO BOX 717
LEBANON, PA 17042

The corporate officers of VIP Trucking, Inc. are:

John J. Brandt, President
Jean Brandt, Vice President
Shannon Brandt, Secretary
John Brandt, III, Treasurer

All residing at Wheatfield Lane, Lebanon, PA 17042. All officers are shareholders.

June 1, 1990

IN REPLY PLEASE
REFER TO OUR FILE

J. Bruce Walter
Attorney at Law
410 North Third Street
P.O. Box 1146
Harrisburg, PA 17108-1146

In re: A-00109327 - Application of V.I.P. Trucking, Inc.

Dear Sir:

Acknowledgement is made of an application filed by you on behalf of V.I.P. Trucking, Inc. for the rights of H. A. Hartman & Son, Inc.

The application has been captioned as attached and will be submitted for review, provided no protests are filed on or before June 25, 1990. If protests are filed, you will be advised as to further procedure.

This application is accepted with the understanding that H. A. Hartman & Son, 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 June 2, 1990.

Very truly yours,

David Ehrhart
Supervisor - Application Section
Bureau of Transportation

DE:RP:rs

cc: Applicant
825 Wheatfield Lane
Lebanon, PA 17042

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
JUN 04 1990
ENTRY No. 1110

A-00109327 V.I.P. TRUCKING, INC. (825 Wheatfield Lane, Lebanon, Lebanon County, PA 17042), a corporation of the Commonwealth of Pennsylvania - (1) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays and exhibits, which because of their unusual nature or value, require specialized handling and equipment usually employed in moving household goods between points in the city of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said city; (2) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays or exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods from points in the city of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said city to other points in Pennsylvania, and vice versa; (3) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, institutions, hospitals or other establishments; and articles, including objects of art, displays or exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods between points in the city of Harrisburg, Dauphin County, and within fifty (50) miles by the usually traveled highways of the limits of said city and from points in the city of Harrisburg, Dauphin County, and within a distance of fifty (50) miles by the usually traveled highways of the limits thereof, to points in Pennsylvania, and vice versa; with Rights No. 1, 2 and 3 subject to the following conditions: (1) That no right, power or privilege is granted to render service to or from points in Lancaster County, except as authorized in the second right; and (2) That no right, power or privilege is granted to render service between points in the borough of Carlisle, Cumberland County and within fifteen (15) miles thereof, or from points in the said territory to other points in Pennsylvania, and vice versa, except as authorized in the second right; and (4) household goods in use, from points in the village of Bowmansdale, Cumberland County, and within eight (8) miles, by the usually traveled highways, of the limits of said village, to points within fifty (50) miles by the usually traveled highways of the limits of said village, and vice versa; which is to be a transfer of the rights authorized under the certificates issued at A-00067519, Folders 2 and 3 to H. A. Hartman & Son, Inc., a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions. Attorney: J. Bruce Walter, 410 North Third Street, P.O. Box 1146, Harrisburg, PA 17108-1146.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

DATE _____ SERVICE JUN -2 1990

BUREAU OF TRANSPORTATION
COMMON CARRIER
MAY 1990

A-00109327

Application of V.I.P. Trucking, Inc., a corporation of the Commonwealth of Pennsylvania, for the right to begin to transport, as a common carrier, by motor vehicle, (1) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays and exhibits, which because of their unusual nature or value, require specialized handling and equipment usually employed in moving household goods between points in the city of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said city; (2) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, museums, institutions, hospitals or other establishments; and articles, including objects of art, displays or exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods from points in the city of Harrisburg, Dauphin County, and within ten (10) miles by the usually traveled highways of the limits of said city to other points in Pennsylvania, and vice versa; (3) used household goods; personal effects and property used or to be used in a dwelling when a part of the equipment or supply of such dwelling; furniture, fixtures, equipment and the property of stores, offices, museums, institutions, hospitals or other establishments, when a part of the stock, equipment or supply of such stores, offices, institutions, hospitals or other establishments; and articles, including objects of art, displays or exhibits, which because of their unusual nature or value require specialized handling and equipment usually employed in moving household goods between points in the city of Harrisburg, Dauphin County, and within fifty (50) miles by the usually traveled highways of the limits of said city and from points in the city of Harrisburg, Dauphin County, and within a distance of fifty (50) miles by the usually traveled highways of the limits thereof, to points in

NH

JUN 25 1990

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

DOCUMENT
FOLDER

DOCKETED
APPLICATION DOCKET
JUN 04 1990
ENTRY No. *me*

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

DATE _____ SERVICE _____

- 2 -

Pennsylvania, and vice versa; with Rights No. 1, 2 and 3 subject to the following conditions: (1) That no right, power or privilege is granted to render service to or from points in Lancaster County, except as authorized in the second right; and (2) That no right, power or privilege is granted to render service between points in the borough of Carlisle, Cumberland County and within fifteen (15) miles thereof, or from points in the said territory to other points in Pennsylvania, and vice versa, except as authorized in the second right; and (4) household goods in use, from points in the village of Bowmansdale, Cumberland County, and within eight (8) miles, by the usually traveled highways, of the limits of said village, to points within fifty (50) miles by the usually traveled highways of the limits of said village, and vice versa; which is to be a transfer of the rights authorized under the certificates issued at A-00067519, Folders 2 and 3 to H. A. Hartman & Son, Inc., a corporation of the Commonwealth of Pennsylvania, subject to the same limitations and conditions.

FW:kmb
5/21/90

Application received: 5/7/90
Application docketed: 5/18/90

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