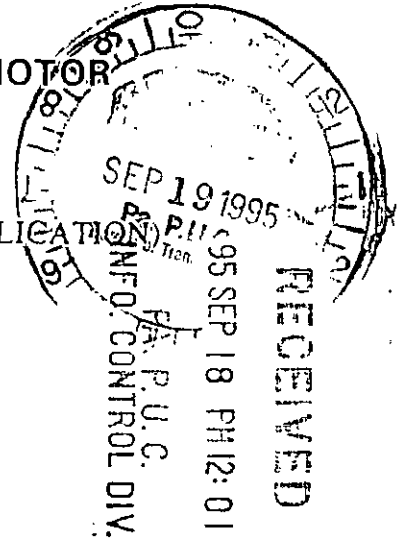


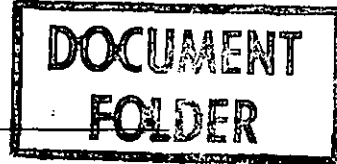
BEFORE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

APPLICATION FOR TRANSPORTATION BY MOTOR  
COMMON CARRIERS OF PROPERTY

(PLEASE READ INSTRUCTIONS BEFORE PREPARING APPLICATION)



For PUC Use Only  
Docket No. A-112513  
Folder No. 42761615



1. FOOD LION, INC.  
(Full and correct name in which you intend to operate)

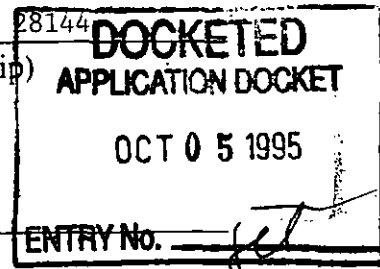
2. \_\_\_\_\_  
(Trade name, if any)

The trade name, if fictitious, \_\_\_\_\_ been registered with the Secretary of  
(has or has not)

the Commonwealth on \_\_\_\_\_ (attach copy of date-stamped registration  
(Date) form).

3. 2110 EXECUTIVE DRIVE (704) 633-8250  
(Physical Address) (Telephone No.)

SALISBURY ROWAN NC  
(City) (County) (State) (Zip)



4.  POST OFFICE BOX 1330  
(Mailing Address; if different)

SALISBURY ROWAN NC 28145-1330  
(City) (County) (State) (Zip)

5. Applicant DOES hold ICC authority under Docket No. 291210  
(does or does not)

6. Applicant DOES have a current safety rating issued by US DOT  
(does or does not)

(attach copy).

7. Approximate number of commercial vehicles to be operated intrastate:

owned 76 leased 0

8. Applicant is (check one):

Individual

Partnership. Attach copy of partnership agreement and list names and addresses of all partners below (use additional sheet if necessary).

(Name)	(Address)

Corporation. Organized under the laws of the State of NORTH CAROLINA and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on JANUARY 12, 1990 (Attach date-stamped copy of application for Certificate of Incorporation or Authority). \*Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder. \*SEE ATTACHED PROXY STATEMENT

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

Partnership Agreement.

Date-stamped copy of Fictitious Trade Name registration certificate.

Date-stamped copy of Application for Certificate of Incorporation or Certificate of Authority.

Copy of a current safety rating issued by a state or federal agency.

List of corporate officers and stockholders and distribution of shares.

Proof of Insurance.

10. Certification

- a. Applicant certifies that it is not now engaged in any intrastate transportation of property for compensation between points in Pennsylvania and will not engage in the transportation for which approval is herein sought unless and until authorization for such transportation is received.
- b. Applicant certifies that it understands the requirements of the Pennsylvania Public Utility Commission, especially as they relate to safety and insurance, and will be able to comply with them; and acknowledges that failure to abide by the requirements of the Commission as they relate to safety and insurance may result in civil penalties, suspension or cancellation of the certificate.
- c. Applicant certifies that it understands that it is subject to an annual assessment based upon its gross intrastate operating revenues to help pay expenses incurred by the PUC in regulating motor common carriers of property; and acknowledges that failure to file the annual assessment report and timely satisfy the assessment may result in civil penalties, suspension or cancellation of the certificate

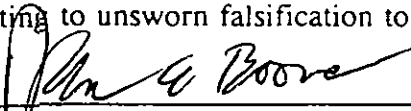
# VERIFICATION OF APPLICATION

I/We hereby state that the statements made in the application are true and correct to the best of my/our knowledge, information belief.

The undersigned understand(s) that false statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904 relating to unsworn falsification to authorities.

FOOD LION, INC.

BY: DAN BOONE



(Signature)

9/10/95

Vice President of Finance & CFO

(Print Name)

(Date)

(Print Name)

(Signature)

(Date)

(Print Name)

(Signature)

(Date)

This section must be completed by the applicant appearing on Line 1, if an individual; by all partners, if a partnership; or by the President or Secretary if a corporation).



U.S. Department  
of Transportation  
**Federal Highway  
Administration**

400 Seventh St., S.W.  
Washington, D.C. 20590

JULY 31, 1995

REFER TO: HIA-10

MEHELLE MEISMER  
CORPORATE TAX DEPT  
FOOD LION  
P O BOX 1330  
SALISBURY

NC 28145-1330

DEAR SIR/MADAM:

LISTED BELOW IS THE SAFETY RATING ASSIGNED TO THE MOTOR CARRIER  
REQUESTED IN YOUR LETTER.

USDOT#	CARRIER(S) NAME	SAFETY RATING(S)
-----	-----	-----
094770	LEGAL: FOOD LION INC	SATISFACTORY

SINCERELY YOURS,

JOHN F. GRIMM  
DIRECTOR, OFFICE OF MOTOR CARRIER  
INFORMATION MANAGEMENT AND ANALYSIS

CC:  
DF-RATING

3110

704 343 4111

07-21-1995 08:58 704 343 4111

ALEXANDER&ALEXANDER

P.01

08/08/95 15:28 704 300 4140

AMERICAN HOMES

001/002

MAINING INSTRUCTIONS: MAIL FIRST THREE PARTS TO THE COMMISSION. RETAIN FOURTH PART FOR YOUR FILE.

MOTOR CARRIER AUTOMOBILE BODILY INJURY AND PROPERTY DAMAGE LIABILITY CERTIFICATE OF INSURANCE

Received: June 8, 1995
Filed (in Triplicate) with: INTERSTATE COMMERCE COMMISSION INSURANCE BRANCH WASHINGTON, D.C. 20423

I.C.C. DOCKET NO. MC 291210-0-P
Approved by OMB 3120-0103

This is to certify, that the National Union Fire Insurance Company of Pittsburgh, PA (hereinafter called Company) of 70 Pine Street - New York, NY 10270

has issued to Food Lion, Inc. of 2110 Executive Drive - Salisbury, N.C. 28145

Insurance under terms described on the back of this form, to provide coverage, as follows: CHECK AS APPLICABLE:

Full Security Limits Required in Title 49 of the Code of Federal Regulations:

Under Section 1043.2(b)(1) Under Section 1043.2(b)(2)

Security Limits Required under Section 1043.2(b)(1) or 1043.2(b)(2) of the same Title as follows:

This insurance is primary and the company shall not be liable for amounts in excess of \$2,000,000 for each accident.
This insurance is excess and the company shall not be liable for amounts in excess of \$ for each accident in excess of the underlying limit of \$ for each accident.

Effective from 10-1-94 (12:01 a.m., standard time at the address of the insured as stated in said policy or policies) and continuing until cancelled as provided in the rules and regulations under Section 10927 of Title 49 of the United States Code.

Signed at 5 Concourse Parkway Atlanta Georgia Date 6-8-95

Insurance Company Policy No. 118-9403
American Home Assurance Company
Sharon H. Jackson
Form B.M.C. 91X (Rev. 1982)
UNIFORM PRINTING & SUPPLY MC 1614 (Ed. 11-87)

Sally K. Peterson Account Manager

Alexander & Alexander of the Carolines Inc. 121 West Trade Street 2300 Interstate Tower Charlotte, North Carolina Telephone 704.343.4111

Alexander & Alexander

Table with columns: Post-it Fax Note, Date, # of pages. Contains contact info for C. Schillinger, Food Lion/LeBl, and Sally Peterson.

# Commonwealth of Pennsylvania



January 18, 1990

To All to Whom These Presents Shall Come: Greeting:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on January 12, 1990 a Certificate of Authority was issued to a corporation entitled

"FOOD LION, INC."

I DO FURTHER CERTIFY, That no proceedings in withdrawal adversely affecting the corporate qualification of the foregoing have been subsequently filed.

WHEREFORE, it appears that this corporation remains a presently subsisting corporation as of the date hereof.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the Commonwealth to be affixed, the day and year above written.

*Christopher A. Lewis*  
Secretary of the Commonwealth (mc)



FILING & SEARCHING OF PUBLIC RECORDS

(Charlotte) January 19, 1990

To: Womble, Carlyle, Sandridge & Rice

Attention: Pamela G Speir, L.A.

Requesting Office: CT Corporation System - Atlanta

Re: FOOD LION INC

Enclosed is a Good Standing Certificate for the above company as issued by the Pennsylvania Department of State.

206 SOUTH STREET • P.O. BOX 1177 • HARRISBURG, PA 17108

Common Stock by Delhaize. Unless otherwise noted, each person has sole voting and investment power of the shares beneficially owned by such person.

Name of Individual or Number of Persons in Group	Class A Common Stock		Class B Common Stock	
	Amount and Nature of Beneficial Ownership	Percent of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Pierre Olivier Beckers .....	—	—	—	—
A. Edward Benner, Jr. ....	15,651 (1)	*	54,225	*
Dan A. Boone .....	20,989 (2)	*	15,180 (2)	*
Jacqueline Kelly Collamore .....	—	—	1,000	*
William G. Ferguson .....	—	—	—	—
Bernard W. Franklin .....	425	*	—	—
E. Charles de Cooman d'Herlinckhove .....	—	—	—	—
Gui de Vaucleroy .....	—	—	—	—
Margaret Kluttz .....	300	*	750	*
Jacques LeClercq .....	103,200	*	46,800 (3)	*
Eugene R. McKinley .....	130,894 (4)	*	50,239	*
Tom E. Smith .....	788,528 (5)	*	1,529,267 (5)	*
Philippe Stroobant .....	20,000	*	—	—
John P. Watkins .....	27,195 (6)	*	30,000	*
All directors and executive officers as a group (22 persons) .....	1,484,124 (7)	*	1,955,084	*

\* Indicates less than 1%.

- (1) Includes 7,500 shares of Class A Common Stock that may be acquired upon exercise of options granted under the Food Lion, Inc. 1983 Employee Stock Option Plan.
- (2) Includes (a) 250 shares of Class A Common Stock that may be acquired upon exercise of options granted under the Food Lion, Inc. 1991 Employee Stock Option Plan; (b) 200 shares of Class A Common Stock held by Mr. Boone's wife; and (c) 405 shares of Class A Common Stock and 180 shares of Class B Common Stock held by Mr. Boone's wife as custodian for their children.
- (3) Does not include 46 shares of Class B Common Stock held by Mr. LeClercq's wife as custodian for their grandchildren.
- (4) Includes (a) 7,500 shares of Class A Common Stock that may be acquired upon exercise of options granted under the Food Lion, Inc. 1983 Employee Stock Option Plan; and (b) 1,240 shares of Class A Common Stock held by Mr. McKinley's wife. Does not include 13,620.98 units in the Profit Sharing Retirement Plan of Food Lion, Inc. allocated to Food Lion Class A Common Stock. The number of shares per unit in such plan fluctuates daily based in part on the allocation of cash to the fund. As of March 15, 1995, the 13,620.98 units held by Mr. McKinley represented 15,217.19 shares of Class A Common Stock.
- (5) Includes (a) 30,000 shares of Class A Common Stock that may be acquired upon exercise of options granted under the 1991 Employee Stock Option Plan of Food Lion, Inc.; and (b) 480

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### Principal Shareholder

The following information is furnished for each person known by management of the Company to be the beneficial owner of more than 5% of the outstanding shares of the Company's Class B Common Stock, the only voting security of the Company:

<u>Name and Address</u>	<u>Amount and Nature of Beneficial Ownership as of March 15, 1995</u>	<u>Percent of Class</u>
Etablissements Delhaize Freres et Cie "Le Lion" S.A. ("Delhaize") rue Osseghem, 53 1080 Brussels, Belgium .....	120,443,462(1)	50.3%

(1) Includes 63,352,780 shares held of record by Detla, as to which Delhaize and Detla share voting and investment power. Detla's address is Suite 2160, Atlanta Plaza, 950 East Paces Ferry Road, Atlanta, Georgia 30326. Delhaize, Detla, and the Company are parties to a Shareholders Agreement dated September 15, 1994, which governs the voting of the shares held by Delhaize and Detla in the election of directors and other matters. The Shareholders Agreement expires on April 30, 2001, unless Delhaize's and Detla's aggregate ownership of voting shares of the Company is reduced below 10%, in which case the Shareholders Agreement would terminate at that time. See "Shareholders Agreement" below.

### Ownership of Management

The following information with respect to beneficial ownership of shares of the Company's Class A Common Stock and Class B Common Stock as of March 15, 1995 is furnished for each director, nominee for director and named executive officer of the Company, and for all directors and executive officers of the Company as a group. The number of shares of common stock set forth in the table below includes shares that may be acquired within 60 days of March 15, 1995, but does not include shares of common stock beneficially owned by Delhaize, as to which Messrs. Beckers, de Cooman d'Herlinckhove, de Vacleroy, LeClercq and Stroobant are associated as further described herein. See "Principal Shareholder" above for more information relating to the ownership of Class B

Stephanie Monroe . . . . ., being duly sworn, deposes and says that THE LEGAL INTELLIGENCER is a daily legal newspaper published at One Penn Center at Suburban Station, 1617 John F. Kennedy Boulevard, Philadelphia, Pennsylvania 19103, and was established in said city in 1843, since which date said legal newspaper has been regularly issued in said county, that it has been issued daily since September 4, 1933, and that it was entered at the Philadelphia Post Office under the Postal Laws and Regulations as second class matter in the United States mails on July 19, 1879; that THE LEGAL INTELLIGENCER is a daily legal newspaper complying in all respects with the Newspaper Advertising Act of May 16, 1929, P.L. 1784, its amendments and supplements; and that a copy of the printed notice or publication is attached hereto exactly as the same was printed or published in the regular editions and issues of the said legal newspaper on the following dates, viz.: . . . . .

. . . . . February 5 . . . . ., A. D. 19 90 .

Affiant further deposes and says that she is an employee of the publisher of said legal newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

**Copy of Notice or Publication**

NOTICE IS HEREBY GIVEN THAT an Application was made to the Department of State of the Commonwealth of Pennsylvania, at Harrisburg, PA, on January 12, 1990, by Food Lion, Inc., a foreign corporation formed under the laws of the State of North Carolina, where its principal office is located at 2110 Executive Dr., Salisbury, NC 28144, for a Certificate of Authority to do business in Pennsylvania under the provisions of the Pennsylvania Business Corporation Law of 1988.  
The Proposed registered office in Pennsylvania will be c/o C T Corporation System, 123 S. Broad Street, Philadelphia, PA 19109. 2-5-1

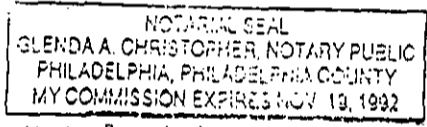
*Stephanie Monroe*

Sworn to and subscribed before me this . . . . . 5th . . . . . day of

February . . . . ., 19 90 .

*Glenda A. Christopher*

Notary Public



Philadelphia, Phila. County  
My Commission Expires November 19, 1992

**STATEMENT OF ADVERTISING COSTS**

TO THE LEGAL INTELLIGENCER, DR.  
For publishing the notice or advertisement attached hereto on the above stated dates . . . . . \$ . . . . .  
Probating same . . . . . \$ . . . . .  
Total . . . . . \$ . . . . .

**PUBLISHER'S RECEIPT FOR ADVERTISING COSTS**

THE LEGAL INTELLIGENCER, a daily legal newspaper, hereby acknowledges receipt of the aforesaid advertising and publication costs, and certifies that the same have been fully paid.

OFFICE:  
ONE PENN CENTER AT SUBURBAN STATION  
19TH FLOOR  
1617 JOHN F. KENNEDY BOULEVARD  
PHILADELPHIA, PA 19103

THE LEGAL INTELLIGENCER  
By . . . . .

# C T CORPORATION SYSTEM



*Associated with The Corporation Trust Company*  
2 PEACHTREE STREET, N.W., ATLANTA, GA. 30383 • (404) 658-1010  
February 14, 1990 FAX: (404) 589-9230

Womble, Carlyle, Sandridge & Rice  
Attn: Pamela G. Speir, L.A.  
Suite 3300  
One First Union Center  
301 South College Street  
Charlotte, North Carolina 28202-6025

RE: FOOD LION, INC. (NC)

Dear Ms. Speir:

In regard to the recent qualification of the above named company in the State of Pennsylvania, the necessary publication was completed on February 5, 1990. Evidence of publication is attached.

This concludes our service in connection with qualifying this company in the States of Pennsylvania and Texas. We will shortly furnish you with an itemized statement of our charges and disbursements incurred in this connection.

If we can be of any further assistance, please let us know.

Very truly yours,

C T CORPORATION SYSTEM

A handwritten signature in cursive script that reads "Mary".

Mary E. Ring  
Service Representative

MER:dga  
Encl.

No. \_\_\_\_\_ Term, 19 \_\_\_\_\_

**Proof of Publication in The Philadelphia Daily News  
Under Act No. 587, Approved May 16, 1929**

STATE OF PENNSYLVANIA { ss.:  
COUNTY OF PHILADELPHIA

**Copy of notice or publication**

E. Smith  
..... being duly sworn, deposes and  
says that **The Philadelphia Daily News** is a newspaper published  
daily, except Sunday, at Philadelphia, Pennsylvania, and was estab-  
lished in said city in 1925, since which date said newspaper has been  
regularly issued in said County, and that a copy of the printed notice or  
publication is attached hereto exactly as the same was printed or pub-  
lished in the regular editions and issues of the said newspaper on the  
following dates, viz.: February 5, 1990

and the.....day of ..... A.D. 19.....

Affiant further deposes and says that ..... he is an employee of  
the publisher of said newspaper and has been authorized to verify the  
foregoing statement and that ..... he is not interested in the subject  
matter of the aforesaid notice or publication, and that all allegations in  
the foregoing statement as to time, place and character of publication  
are true.

*E. Smith*

Sworn to and subscribed before me this 5th day of

February, 19 90

*Leah Price*

Notary Public

My Commission Expires:

NOTARIAL SEAL  
LEAH PRICE, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Nov. 7, 1992

Notice is hereby given that an  
Application was made to the De-  
partment of State of the Common-  
wealth of Pennsylvania at Harris-  
burg, PA, on January 12, 1990 by  
FOOD LION, INC. a foreign corpo-  
ration formed under the laws of the  
State of North Carolina where its  
principal office is located at 2110  
Executive Drive, Salisbury NC  
28144 for a Certificate of Authority  
to do business in Pennsylvania un-  
der the provisions of the Pennsylv-  
ania Business Corporation Law of  
1988.  
The proposed registered office in  
Pennsylvania will be c/o C. T. Cor-  
poration System, 123 South Broad  
Street, Phila., PA 19109.



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

IN REPLY PLEASE  
REFER TO OUR FILE

October 20 1995

FOOD LION INC  
PO BOX 1330  
SALISBURY NC 28145-1330

gt

In re: A-00112513 - Application of Food Lion, Inc.

Dear Sir:

The above-cited application has been received and accepted for publication. It will be published in the Pennsylvania Bulletin of October 21, 1995.

You are further advised that the above-cited application will be submitted for review provided no comments are filed on or before November 6, 1995. If comments are filed, you will be advised as to the procedure.

You are not yet authorized to provide intrastate service. You will receive notification when you may begin.

Very truly yours,

Peter S. Marzolf, Supervisor  
Application Review Section  
Bureau of Transportation & Safety

PSM:lg

