PUC-189 (Revised 12-94)

BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

APPLICATION FOR TRANSPORTATION BY MOTOR COMMON CARRIERS OF PROPERTY

(PLEASE READ INSTRUCTIONS BEFORE PREPARING APPLICATION)

For PUC Use Only 702042
Docket No. A-00113212
Folder No. _____

1. EASTERN EXPRESS, 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. 312 W. 35th. AVENUE 800-348-6514 OR 219-838-0000
(Physical Address) (Telephone No.)
GRIFFITH LAKE IN. 46319-1004
(City) (County) (State) (Zip)

4. SAME
(Mailing Address; if different)

_____
(City) (County) (State) (Zip)

5. Applicant DOES hold ICC authority under Docket No. MC 149582.
(does or does not)

6. Applicant DOES have a current safety rating issued by D.O.T.
(does or does not)

(attach copy). (ATTACHED)

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

owned 0 leased 25

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)

[X] **Corporation**. Organized under the laws of the State of INDIANA and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on _____ (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. (ATTACHED)

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.

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

[X] List of corporate officers and stockholders and distribution of shares.

[X] Proof of Insurance.

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.

RICHARD L. LOFTUS Richard L. Loftus PRES. 6-11-96

(Print Name) (Signature) (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).

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

Form E

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

(Executed in Triplicate)

Filed with Pennsylvania Public Utility Comm (hereinafter called Commission)
(Name of Commission)

This is to certify, that the Zurich Insurance Company
(Name of Company)

(hereinafter called Company) of 20 Exchange Place New York, New York 10005
(Home Office Address of Company)

has issued to Eastern Express, Inc. of 312 W. 35th Ave., Griffith, IN 46319
(Name of Motor Carrier) (Address of Motor Carrier)

a policy or policies of insurance effective from 01/22/96 12:01 A.M. standard time at the address of the insured stated in said policy or policies and continuing until canceled as provided herein, which, by attachment of the Uniform Motor Carrier Bodily Injury and Property Damage Liability Insurance Endorsement, has or have been amended to provide automobile bodily injury and property damage liability insurance covering the obligations imposed upon such motor carrier by the provisions of the motor carrier law of the State in which the Commission has jurisdiction or regulations promulgated in accordance therewith.

Whenever requested, the Company agrees to furnish the Commission a duplicate original of said policy or policies and all endorsements thereon.

This certificate and the endorsement described herein may not be canceled without cancellation of the policy to which it is attached. Such cancellation may be effected by the Company or the insured giving thirty (30) days' notice in writing to the State Commission, such thirty (30) days' notice to commence to run from the date notice is actually received in the office of the Commission.

Countersigned at 3715 Northside Pkwy, NW Atlanta, Georgia 30327
(Street Address) (City) (State) (Zip Code)

this 4th day of June, 19 96

Authorized Company Representative

Insurance Company File No. TRK 8521654-00
(Policy Number)

MC1632 (Ed. 6-71) UNIFORM PRINTING & SUPPLY DIV. IRB 35398

Photocopy not original submitted w/app

COMMERCIAL AUTO COVERAGE PART
TRUCKERS DECLARATIONS

CA 00 14 12 90

INSURANCE IS PROVIDED BY THE COMPANY DESIGNATED BELOW
(A stock insurance company, herein called we, us and our)

☒ ZURICH INSURANCE COMPANY
☐ AMERICAN GUARANTEE AND LIABILITY INSURANCE COMPANY
☐

SCHAUMBURG, ILLINOIS 60196-1056

☒ The Declarations include a second part designated "Part 2".

Rewrite of TK U000231
Renewal of Number*
Policy No. TRK 8521654-00

ITEM ONE

Named Insured and Mailing Address (No., Street, Town or City, County, State, Zip Code)*
EASTERN EXPRESS, INC. AND BESTWAY XPRESS, INC.
312 West 35th Avenue
Griffith, Indiana 46319-1004

Policy Period*: From 01/22/96 to 01/22/97 at 12:01 A.M. Standard Time at your mailing address shown above.

NAMED INSURED'S BUSINESS:
Form of Business: ☐ Individual ☐ Partnership ☒ Corporation ☐ Other _____

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS POLICY, WE AGREE WITH YOU TO PROVIDE THE INSURANCE AS STATED IN THIS POLICY.

ITEM TWO—SCHEDULE OF COVERAGES AND COVERED AUTOS

This policy provides only those coverages where a charge is shown in the premium column below. Each of these coverages will apply only to those "autos" shown as covered "autos". "Autos" are shown as covered "autos" for a particular coverage by the entry of one or more of the symbols from the COVERED AUTOS Section of the Truckers Coverage Form next to the name of the coverage.

	COVERAGES	COVERED AUTOS (Entry of one or more of the symbols from the COVERED AUTO Section of the Truckers Coverage Form shows which autos are covered autos)	LIMIT THE MOST WE WILL PAY FOR ANY ONE ACCIDENT OR LOSS	PREMIUM
	LIABILITY	41	$ 1,000,000 CSL	$ 776,000.00
	PERSONAL INJURY PROTECTION (P.I.P.)††		SEPARATELY STATED IN EACH P.I.P. END. MINUS $ DEDUCTIBLE	$
	ADDED P.I.P. (or equivalent added No-fault cov.)		SEPARATELY STATED IN EACH ADDED P.I.P. ENDORSEMENT	$
	PROPERTY PROTECTION INS. (P.P.I.) (Michigan only)		SEPARATELY STATED IN THE P.P.I. ENDORSEMENT MINUS $ DEDUCTIBLE FOR EACH ACCIDENT	$
	AUTO MEDICAL PAYMENTS		$	$
	UNINSURED MOTORISTS (UM)	45	$ 60,000 B.I. & P.D.	$ Included
	UNDERINSURED MOTORISTS (when not included in UM Cov.)		$	$
TRAILER INTERCHANGE	COMPREHENSIVE COVERAGE		ACTUAL CASH VALUE, COST OF REPAIR OR $ WHICHEVER IS LESS $7,500	$
TRAILER INTERCHANGE	SPECIFIED CAUSES OF LOSS COVERAGE	48	$ 15,000 WHICHEVER IS LESS, MINUS $25 DED. FOR EACH COVERED AUTO FOR LOSS CAUSED BY MISCHIEF OR VANDALISM	$ Included
TRAILER INTERCHANGE	COLLISION COVERAGE	48	$ 15,000 WHICHEVER IS LESS, MINUS $ 7,500 DEDUCTIBLE FOR EACH COVERED AUTO	$ Included
PHYSICAL DAMAGE	COMPREHENSIVE COVERAGE		ACTUAL CASH VALUE OR COST OF REPAIR, WHICHEVER IS LESS MINUS $ DED. FOR EACH COVERED AUTO, BUT NO DED. APPLIES TO LOSS CAUSED BY FIRE OR LIGHTNING.	$
PHYSICAL DAMAGE	SPECIFIED CAUSES OF LOSS COVERAGE		$25 DEDUCTIBLE FOR EACH COVERED AUTO FOR LOSS CAUSED BY MISCHIEF OR VANDALISM	$
PHYSICAL DAMAGE	COLLISION COVERAGE		$ DEDUCTIBLE FOR EACH COVERED AUTO	$
PHYSICAL DAMAGE	TOWING AND LABOR (Not Available in California)		$ for each disablement of a private passenger auto	$

FORMS AND ENDORSEMENTS APPLYING TO THIS COVERAGE PART AND MADE PART OF THIS POLICY AT TIME OF ISSUE †:
UCAD293A,UCAD2931A,UGU319D,UCA216A,UCA161A,CA0012,UCA309G,
IL0158,IL0156,CA0119,IL0017,GU276A,IL0272,CA0302,UGU424A,
CA2144,CA3116,UA179,OS-32,MCS-90

PREMIUM FOR ENDORSEMENTS $
ESTIMATED TOTAL PREMIUM $ 776,000.00

SERIAL NO. 002769

ITEM THREE—SCHEDULE OF COVERED AUTOS YOU OWN

††(or equivalent No-fault cov.)

Covered Auto No.	DESCRIPTION Year, Model, Trade Name, Body Type, Serial Number (S), Vehicle Identification Number (VIN)	PURCHASED Original Cost New	Actual Cost &	NEW (N) USED (U)	TERRITORY: Town & State Where the Covered Auto will be principally garaged
1					
2					
3					

Covered Auto No.	CLASSIFICATION Radius of Operation (In Miles)	Business use s = service r = retail c = commercial	Size GVW, GCW or Vehicle Seating Capacity	Age Group	Primary Rating Factor Liab.	Primary Rating Factor Phy. Damage	Secondary Rating Factor	Code	Except for towing all physical damage loss is payable to you and the loss payee named below as interests may appear at the time of the loss
1									
2									
3									

Countersigned:*
*Entry optional if shown in Common Policy Declarations.

By Daniel Cunningham
Authorized Representative

††Forms and Endorsements applicable to this Coverage Part omitted if shown elsewhere in the policy.

THESE DECLARATIONS AND THE COMMON POLICY DECLARATIONS, IF APPLICABLE, TOGETHER WITH THE COMMON POLICY CONDITIONS, COVERAGE FORM(S) AND FORMS AND ENDORSEMENTS, IF ANY, ISSUED TO FORM A PART THEREOF, COMPLETE THE ABOVE NUMBERED POLICY.

U.S. Department
of Transportation
Federal Highway Administration

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

MARCH 06, 1996

IN REPLY REFER TO:
YOUR USDOT NO.: 162408
REVIEW NO.: 00187308/CR

EASTERN EXPRESS INC
312 WEST 35TH AVENUE
GRIFFITH IN 46319-1004

DEAR MOTOR CARRIER:

THE MOTOR CARRIER SAFETY RATING FOR YOUR COMPANY IS:

CONDITIONAL

THIS CONDITIONAL RATING IS THE RESULT OF AN ONSITE REVIEW AND EVALUATION OF YOUR SAFETY FITNESS ON JAN 30, 1996. A CONDITIONAL RATING INDICATES THAT YOUR COMPANY DOES NOT HAVE ADEQUATE SAFETY MANAGEMENT CONTROLS IN PLACE TO ENSURE COMPLIANCE WITH THE FEDERAL MOTOR CARRIER SAFETY AND/OR HAZARDOUS MATERIALS REGULATIONS.

IMMEDIATE ACTION MUST BE TAKEN TO CORRECT ANY DEFICIENCIES OR VIOLATIONS DISCOVERED DURING THE COMPLIANCE REVIEW. YOUR OPERATION WAS FOUND TO BE DEFICIENT WITH RESPECT TO THE APPLICABLE SAFETY REGULATIONS IN THE FOLLOWING AREAS:

PART 395 - HOURS OF SERVICE OF DRIVERS
RECORDABLE/PREVENTABLE ACCIDENT RATE

PLEASE REFER TO THE COPY OF THE COMPLIANCE REVIEW LEFT AT YOUR OFFICE FOR SPECIFIC GUIDANCE REGARDING AREAS IN NEED OF CORRECTIVE ACTION. YOU MAY OBTAIN FURTHER ASSISTANCE FROM THE MOTOR CARRIER SAFETY OFFICE LISTED BELOW:

FEDERAL HIGHWAY ADMINISTRATION
OFFICE OF MOTOR CARRIERS
575 N. PENNSYLVANIA ST.,RM 254
INDIANAPOLIS, INDIANA 46204

TELEPHONE NO. (317) 226-7474

-OVER-

ACORD CERTIFICATE OF INSURANCE

DD 01196 ISSUE DATE (MM/DD/YY) 06/11/96

PRODUCER

CORPORATE INS.SPEC.INC.
208 S.LASALLE ST. #794
CHICAGO IL 60604-1006

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURED

EASTERN EXPRESS INC
312 W. 35TH AVENUE
GRIFFITH, IN 46319

COMPANIES AFFORDING COVERAGE

COMPANY LETTER A	ESSEX INSURANCE COMPANY
COMPANY LETTER B	ZURICH INSURANCE COMPANY
COMPANY LETTER C	TRANSPORT SPECIALISTS
COMPANY LETTER D	MOAC
COMPANY LETTER E	ST PAUL INSURANCE COMPANY

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
A	GENERAL LIABILITY	3AJ2823	04/01/96	04/01/97	GENERAL AGGREGATE	$ 1,000,000
	X COMMERCIAL GENERAL LIABILITY				PRODUCTS-COMP/OP AGG.	$ 1,000,000
	CLAIMS MADE [ ] OCCUR.				PERSONAL & ADV. INJURY	$ 1,000,000
	OWNER'S & CONTRACTOR'S PROT.				EACH OCCURRENCE	$ 1,000,000
					FIRE DAMAGE (Any one fire)	$ 50,000
					MED.EXP. (Any one person)	$ 5,000
B	AUTOMOBILE LIABILITY	TRK8521654	01/22/96	01/22/97	COMBINED SINGLE LIMIT	$ 1,000,000
	X ANY AUTO				BODILY INJURY (Per person)	$
	ALL OWNED AUTOS				BODILY INJURY (Per accident)	$
	SCHEDULED AUTOS				PROPERTY DAMAGE	$
	X HIRED AUTOS					
	X NON-OWNED AUTOS					
	GARAGE LIABILITY					
	EXCESS LIABILITY				EACH OCCURRENCE	$
	UMBRELLA FORM				AGGREGATE	$
	OTHER THAN UMBRELLA FORM					
C	WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY	01WC7298410	04/01/96	04/01/97	STATUTORY LIMITS	
					EACH ACCIDENT	$ 500,000
					DISEASE-POLICY LIMIT	$ 500,000
					DISEASE-EACH EMPLOYEE	$ 500,000
D	OTHER CARGO	IM945109	04/01/96	04/01/97	250000 PER VEHICLE	
E	PHYS DAMAGE	LP05507188	03/31/96	03/31/97	1000 DEDUCTIBLE	

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

CERTIFICATE HOLDER

Pennsylvania Public Utility Commission
P.O.Box 3265
Harrisburg,PA. 17105-3265

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE Daniel Cunningham

Secretary Of State
State House
Corporations Division
Room 155
Indpls., IN. 46204
(317) 232-6576

COPY

Prescribed by Evan Bayh
Secretary of State of Indiana

Present Original and One Copy
Filing Fee: $30

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF

Sawyer-Eastern Express, Inc.
(Corporate Name)

The above corporation (hereinafter referred to as the Corporation") existing pursuant to the Indiana Business Corporation Law, desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, sets forth the following facts:

ARTICLE I
AMENDMENT(S)

SECTION 1: The name of the Corporation following this amendment is:

Eastern Express, Inc.

SECTION 2: The exact text of Article(s) _____ of the Articles of Incorporation is now as follows (Attach additional pages if necessary):

SECTION 3: The date of each amendment's adoption is:

SECTION 4: (Complete this section only if amendment provides for an exchange, reclassification or cancellation of issued shares and provisions for implementing the amendment are not contained in the amendment itself.)

Provisions for implementing the exchange, reclassification or cancellation of issued shares are set forth below (Attach additional pages if necessary):

ARTICLE II

MANNER OF ADOPTION AND VOTE

(Strike inapplicable section)

SECTION 1: Shareholder vote not required

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

[redacted]

ARTICLE III

STATEMENT OF CHANGES MADE WITH RESPECT TO ANY INCREASE IN THE NUMBER OF SHARES HERETOFORE AUTHORIZED

Aggregate Number of Shares Previously Authorized	1,000
Increase (indicate "0" or "N/A" if no increase)	N/A
Aggregate Number of Shares to be Authorized After Effect of this Amendment	

(Signature)

Richard L. Loftus
(Printed Name)

President
(Title)

Form SSC-01

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

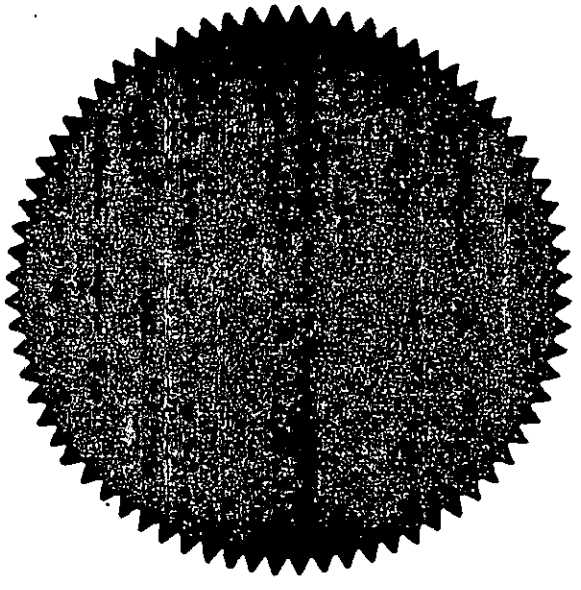
CERTIFICATE OF INCORPORATION

OF

SAWYER EASTERN, INC.

I, LARRY A. CONRAD, *Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the* INDIANA GENERAL CORPORATION ACT *, as amended.*

NOW, THEREFORE, *I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.*



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 28th *day of* October, 19--

LARRY A. CONRAD, *Secretary of State*

By Rosemary Gannon *Deputy*

NOTE: This form may now also be used for incorporating pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation is to be formed pursuant to the authority of one of these statutes *other* than the General Corporation Act, so indicate in the preamble below by striking the reference to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed *pursuant to* the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble of Article II below.

Corporate Form No. 101 (Jan. 1977)—Page One

ARTICLES OF INCORPORATION

Larry A. Conrad, Secretary of State of Indiana

Use White Paper—Size 8½ x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Incorporation in the Office of the County Recorder is no longer required by the Indiana General Corporation Act.

APPROVED
AND
FILED
OCT 28 1977

Larry A. Conrad
SECRETARY OF
STATE OF INDIANA

ARTICLES OF INCORPORATION
OF

Sawyer Eastern, Inc.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/ Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is Sawyer Eastern, Inc.

ARTICLE II
Purposes

The purposes for which the Corporation is formed are:

To own motor vehicle equipment for the purpose of leasing or renting said motor vehicle equipment to others; to own, lease, and/or operate motor vehicles for transporting property as a common and/or contract carrier for compensation over and upon the public highways of Indiana and other states; to arrange for transportation by other common or contract carriers either by motor vehicle, rail,

ARTICLE II
CONTINUED

air or otherwise; to own, control, lease,rent, and/or operate offices, garages, and terminal yards in connection with said business; to own, obtain, purchase, and/or lease certificates of public convenience and necessity and/or permits authorizing such operations as granted by the Public Service Commission of Indiana, the Interstate Commerce Commission and/or the various other regulatory Commissions, boards, or bodies of other states and municipalities having authority to issue same; and to do all acts and things necessary, convenient, expedient, or incident to carrying out the purpose of leasing, maintaining motor vehicle equipment, and of operating a motor truck line, engaging in the business of a broker, and engaging in the business of preparing property so that it may be moved by other transportation agencies. It is further the purpose of this corporation to transport or arrange for the transportation of property of all types.

This corporation may also engage in any other business that may be lawful under the laws of the State of Indiana.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is.....Perpetual.....

ARTICLE IV
Resident Agent and Principal Office

Section 1. Resident Agent The name and address of the Corporation's Resident Agent for service of process is Robert W. Sawyer (Name) South Haven Square, U.S. Highway 6 (Number and Street or Building)

Valparaiso, Indiana (City) Indiana (State) 46383 (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is.....

South Haven Square, U.S. Highway 6, Valparaiso, Indiana (City) Indiana (State) 46383 (Zip Code)

ARTICLE V
Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1,000.

A. The number of authorized shares which the corporation designates as having par value is -0- with a par value of $_____.

B. The number of authorized shares which the corporation designates as without par value is 1,000.

Section 2. Terms of Shares (if any):

None

ARTICLE VI
Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least $1,000 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII
Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of ....one.....member(s). The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be .....one.....

Section 2. Names and Post Office Addresses of the Director(s): The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

Name	Number and Street or Building	City	State	Zip Code
Robert W. Sawyer,	South Haven Square, U.S. Highway 6	Valparaiso,	Indiana	46383

Section 3. Qualifications of Directors (if any):

None

ARTICLE VIII
Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

Name	Number and Street or Building	City	State	Zip Code
Robert W. Loser II,	1009 Chamber of Commerce Building 320 North Meridian Street	Indianapolis,	Indiana	46204

ARTICLE IX
Provisions for Regulation of Business and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)

In furtherance and not in limitation of the powers conferred by statute, the Director is expressly authorized to make and alter the By-laws of this corporation and to elect the officers and designate agents;

In addition to the powers expressly conferred upon him, the Director is hereby empowered to exercise all such powers and do all such acts and things, as may be exercised or done by this corporation, subject, nevertheless, to the Statutes of Indiana, to the Articles of Incorporation of any amendment thereto and of the By-laws of this Corporation.

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute; and all rights, conferred upon shareholders are granted subject to this reservation.

If this corporation enters into contracts or transacts business with its director, or with any firm, or business of which its director is a member, or with any other corporation or associatio of which its director is a shareholder, director, or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have interests therein which are or might be adverse to the interests of this corporation, provided that such contract or transaction is entered in good faith and in the usual course of business.

IN WITNESS WHEREOF, the undersigned, being all of the incorporator(s) designated in Article VIII, execute(s) these Articles of Incorporation and certify to the truth of the facts herein stated, this 28th day of October, 19 77.

Robert W. Loser II
(Written Signature)

Robert W. Loser II
(Printed Signature)

(Written Signature)

(Printed Signature)

(Written Signature)

(Printed Signature)

STATE OF INDIANA)
COUNTY OF Marion) ss:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Robert W. Loser II, being the incorporator(s) referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 28th day of October, 19 77.

Joyce Ann Bradley
(Written Signature)

Joyce ANN BRADLEY
(Printed Signature)

My Commission Expires:
8-19-78

Notary Public

This instrument was prepared by Robert W. Loser II (Name) Attorney at Law,
1009 Chamber of Commerce Building (Number and Street or Building) Indianapolis (City) Indiana (State) 46204 (Zip Code)

Eastern Express, Inc.

JUNE 11, 1996

"CORPORATION LIST OF OFFICERS"

RICHARD h. HOFTUS, PRESIDENT - 100% SHARES

SCOTT C. HOFTUS, SR. VICE PRESIDENT

MARK MOLLOHAN, TREASURER.

JUDITH A. DAY, SECRETARY

312 WEST 35th AVENUE • GRIFFITH, INDIANA 46319-1004 • (219) 838-0000 (800) 348-6514 FAX (219) 972-7555

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

IN REPLY PLEASE
REFER TO OUR FILE

August 2, 1996

EASTERN EXPRESS INC
312 WEST 35TH AVENUE
GRIFFITH LAKE IN 46319

In re: A-00113212 - Application of Eastern Express, Inc.

Dear Sir:

The above-cited application has been received and accepted for publication. It will be published in the Pennsylvania Bulletin of August 3, 1996.

You are further advised that the above-cited application will be submitted for review provided no comments are filed on or before August 19, 1996.

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