

LAW OFFICES OF

DECHERT PRICE & RHOADS

477 MADISON AVENUE
NEW YORK, NY 10022-5891
(212) 326-3500

PRINCETON PIKE CORPORATE CENTER
P.O. BOX 5218
PRINCETON, NJ 08543-5218
(609) 520-3200

THIRTY NORTH THIRD STREET
HARRISBURG, PA 17101-1603
(717) 237-2000

TEN POST OFFICE SQUARE SOUTH
BOSTON, MA 02109-4603
(617) 728-7100

90 STATE HOUSE SQUARE
HARTFORD, CT 06103-3702
(860) 524-3999

4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA 19103-2793

TELEPHONE: (215) 994-4000
FAX: (215) 994-2222

1500 K STREET, N.W.
WASHINGTON, DC 20005-1208
(202) 626-3300

65 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(32-2) 535-5411

TITMUS SAINER DECHERT
2 SERJEANTS' INN
LONDON EC4Y 1LT, ENGLAND
(44-171) 583-5353

151, BOULEVARD HAUSSMANN
75008 PARIS, FRANCE
(33-1) 53 83 84 70

Direct Dial: (215) 994-2756

December 3, 1996

FEDERAL EXPRESS

Leona Gontz
Pennsylvania Public Utilities Commission
231 State Street
Harrisburg, PA 17105-3265

RECEIVED
DEC 04 1996

RE: PUC-189 Motor Common Carrier application for
for new subsidiary corporations
to be formed by Envirite Corporation

BUREAU OF
TRANSPORTATION & SAFETY

Dear Leona:

I am writing to you on behalf of our client, Envirite Corporation ("Envirite") to advise you of its plans to effect an intra-corporate reorganization of its existing corporate and legal structure (the "Reorganization"). At the present time Envirite's waste treatment facilities located at 1600 Pennsylvania Ave., York, Pennsylvania (the "York Facility"), 16435 Center Avenue, Harvey, Illinois (the "Harvey Facility"), and 2050 Central Ave., S.E., Canton, Ohio (the "Canton Facility") and its other assets and business are owned directly by Envirite.

In the Reorganization, a new and separate subsidiary corporation will be established to own and operate each of Envirite's facilities and related assets and business on a stand alone basis. A new, wholly-owned Delaware subsidiary corporation is also being established by Envirite to serve as a "Delaware Holding Company" that will own all of the outstanding stock of the new companies. The effective date of the reorganization is December 31, 1996.

Envirite recently received authorization from the Pennsylvania Public Utilities Commission. After the Reorganization, Envirite of Pennsylvania, Inc. and Envirite of Ohio, Inc. plan to operate as intrastate common carriers in Pennsylvania and will need authorization from the

DEC 11 1996
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12/03/96

Page 2

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DEC 04 1996

Pennsylvania Public Utilities Commission. Accordingly, Envirite of Pennsylvania, Inc. and Envirite of Ohio, Inc. request the approval of the attached applications. I am enclosing a check for \$200 made payable to the "Commonwealth of Pennsylvania" to cover the applications fees.

As we discussed on December 3, 1996, Envirite of Pennsylvania, Inc. and Envirite of Ohio, Inc. would like to start the application process, and they will provide Certificates of Authority and proof of insurance under separate cover when these materials become available.

If this request is not deemed administratively complete, please notify me immediately so that Envirite can provide any necessary supplemental information.

If you have any questions concerning this request, please contact me at 215-994-2756. Thank you for your time and assistance.

Sincerely,



Peter J. Skalaban, Jr.

PJS/

Enclosures

BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

APPLICATION FOR TRANSPORTATION BY MOTOR
COMMON CARRIERS OF PROPERTY

(PLEASE READ INSTRUCTIONS BEFORE PREPARING APPLICATION)

<p>For PUC Use Only</p> <p>Docket No. <u>A-113581</u></p>
--

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DEC 04 1996

BUREAU OF
TRANSPORTATION & SAFETY

1. Envirite of Pennsylvania, Inc. (A Pennsylvania Corp. to be created)
(Full and correct name in which you intend to operate)

2. N/A
(Trade name, if any)

The trade name, if fictitious, _____ been registered
(has or has not)

Secretary of the Commonwealth on _____ (attach
date- stamped registration form).

3. 1600 Pennsylvania Ave. (717) 864-1900
(Physical Address) (Telephone No.)

York York PA 17404
(City) (County) (State) (Zip)

4. _____
(Mailing Address; if different)

<p>DOCKETED</p> <p>APPLICATION DOCKET</p> <p>DEC 04 1996</p> <p>ENTRY No. <u>JM</u></p>

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

5. Peter J. Skalaban, Jr. (215) 994-2756
(Attorney's Name) (Telephone Number)

Dechert Price & Rhoads 4000 Bell Atlantic Tower, 1717 Arch Street
(Attorney's Address) Philadelphia, PA 19103

DOCUMENT
FOLDER

6. Applicant See Attachments hold ICC authority under Docket
(does or does not)

No. _____

7. Applicant See Attachments have a current safety rating
(does or does not)

issued by _____.

(attach copy)

8. Approximate number of commercial vehicles to be operated

intrastate: owned 4 leased 8

9. Applicant is (check one): See Attachments

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 Pennsylvania and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on to be provided
(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 numbers of shares held by each stockholder.

10. 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 current ^{TO BE PROVIDED} safety rating issued by a state or federal agency.
- List of corporate officers and stockholders and distribution of shares.
- Proof of insurance.

11. Certification

TO BE PROVIDED

- 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 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 revenue 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.

RONALD R. PIROLLO President + Secretary 12/2/96
(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.

QUESTION #6

Envirite of Pennsylvania, Inc. was assigned MC 311577, but has not yet received final authority. Confirmation of final authorization will be provided prior to the Reorganization.

QUESTION #7

As a corporation to be formed, Envirite of Pennsylvania, Inc. has no safety rating. The safety rating of its ultimate parent corporation, Envirite Corporation, is enclosed.



U.S. Department
of Transportation
Federal Highway
Administration

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

MARCH 27, 1996

IN REPLY REFER TO:
YOUR USDOT NO.: 144494
REVIEW NO.: 00188013/CR

ENVIRITE CORPORATION
620 WEST GERMANTOWN PIKE
PLYMOUTH MEETING PA 19462

DEAR MOTOR CARRIER:

THE MOTOR CARRIER SAFETY RATING FOR YOUR COMPANY IS:

SATISFACTORY

THIS SATISFACTORY RATING IS THE RESULT OF A MAR 07, 1996, REVIEW AND EVALUATION. A SATISFACTORY RATING INDICATES THAT YOUR COMPANY HAS ADEQUATE SAFETY MANAGEMENT CONTROLS IN PLACE TO EFFECT SUBSTANTIAL COMPLIANCE WITH THE FEDERAL MOTOR CARRIER SAFETY AND/OR HAZARDOUS MATERIALS REGULATIONS.

PLEASE ASSURE YOURSELF THAT ANY SPECIFIC DEFICIENCIES IDENTIFIED IN THE REVIEW REPORT HAVE BEEN CORRECTED. WE APPRECIATE YOUR EFFORTS TOWARD PROMOTING MOTOR CARRIER SAFETY THROUGHOUT YOUR COMPANY. IF YOU HAVE QUESTIONS OR REQUIRE FURTHER INFORMATION, PLEASE CONTACT THE SAFETY SPECIALIST WHO CONDUCTED THE REVIEW.

JAMES R. KEENAN
NATIONAL FIELD COORDINATOR,
OFFICE OF MOTOR CARRIER FIELD OPERATIONS

- SEE MESSAGE ON BACK -

Question 9

The following provides the requested information regarding Envirite of Pennsylvania, Inc.

Envirite Holding Company (to be organized) will own all the stock of Envirite of Pennsylvania, Inc. (to be organized). The following will be the corporate officers of Envirite of Pennsylvania, Inc.:

Ronald Pirollo
Treasurer
Envirite Corporation
620 West Germantown Pike
Plymouth Meeting, PA 19462
To be Treasurer and Secretary of Envirite of
Pennsylvania, Inc.

S. Thomas Yablonski
Envirite Corporation
620 West Germantown Pike
Plymouth Meeting, PA 19462
To be President of Envirite of
Pennsylvania, Inc.

Marsh & McLennan, Incorporated
Three Parkway
Philadelphia, PA 19102-1321
Telephone 215 963 2800
Telefax 215 963 2833

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DEC 17 1996

MARSH & MCLENNAN

Federal Express

December 16, 1996

Ms. Leona Gontz
Pennsylvania Public Utility Commission
231 State Street
Barto Building - 2nd Floor
Harrisburg, PA 17105

Re: Envirite of Pennsylvania, Inc.
 Envirite of Ohio, Inc.

Dear Ms. Gontz:

We have enclosed the required Certificate of Insurance, Form E and Form H on the above captioned insureds, who filed for application.

If you have any questions, please contact our office.

Sincerely,


Barbara Menickella

cc: Paul Devlin, Esq.
 Dechert Price & Rhoads

Ronald Pirolla
 Envirite Corporation



Form E
UNIFORM MOTOR CARRIER BODILY INJURY AND PROPERTY
DAMAGE LIABILITY CERTIFICATE OF INSURANCE
(Executed in Triplicate)

RECEIVED
 DEC 17 1996

Filed with Pennsylvania Public Utilities Commission
(Name of Commission) (hereinafter called Commission)

This is to certify, that the Commerce & Industry Insurance Company
(Name of Company)

(hereinafter called Company) of 70 Pine Street New York, NY 10270
(Home Office Address of Company)

has issued to Envirite of Pennsylvania, Inc. of 1600 Pennsylvania Ave. York, PA 17404
(Name of Motor Carrier) (Address of Motor Carrier)

a policy or policies of insurance effective from 6/1/96 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 70 Pine Street New York, NY 10270
(Street Address) (City) (State) (Zip Code)

this 5th day of December, 1996

Insurance Company File No. CA2771958
(Policy Number)

Lorne Collier
 Authorized Company Representative

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

FORM H
UNIFORM MOTOR CARRIER CARGO
CERTIFICATE OF INSURANCE
(EXECUTED IN TRIPPLICATE)

RECEIVED
 DEC 17 1996

Filed with Pennsylvania Public Utilities Commission
(NAME OF COMMISSION) (hereinafter called Commission)

This is to certify, that the Reliance National Insurance Company
(NAME OF COMPANY)

(hereinafter called Company) of 77 Water Street New York, NY 10005
(HOME OFFICE ADDRESS OF COMPANY)

has issued to Envirite of Pennsylvania, Inc.
(NAME OF MOTOR CARRIER)

of 1600 Pennsylvania Avenue York, PA 17404
(ADDRESS OF MOTOR CARRIER)

a policy or policies of insurance effective from 6/1/96 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 Cargo Insurance Endorsement, has or have been amended to provide cargo 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 1700 Market Street Philadelphia PA
(STREET ADDRESS) (CITY) (STATE) (ZIP CODE) this 5th day of

December, 1996

Insurance Company File No. NZB0129548
(POLICY NUMBER)

Shirley Schmehl
 AUTHORIZED COMPANY REPRESENTATIVE

*originals of forms
 E + H sent to [unclear]
 12-17-96*

PRODUCER
Marsh & McLennan, Incorporated
Three Parkway
Philadelphia, PA 19102

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.

COMPANIES AFFORDING COVERAGE

- COMPANY LETTER **A** **COMMERCE AND INDUSTRY INS CO**
- COMPANY LETTER **B** **RELIANCE NATIONAL INS. CO.**
- COMPANY LETTER **C**
- COMPANY LETTER **D**
- COMPANY LETTER **E**

RECEIVED
DEC 17 1996

INSURED
Envirite of Pennsylvania, Inc.
& Envirite of Ohio, Inc.
620 W. Germantown Pike
Plymouth Meeting, PA 19462

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	GL3407807	6/01/96	6/01/97	GENERAL AGGREGATE \$ 2000000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR. <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT.				PRODUCTS-COMP/OP AGG. \$ 1000000 PERSONAL & ADV. INJURY \$ 1000000 EACH OCCURRENCE \$ 1000000 FIRE DAMAGE (Any one fire) \$ 1000000 MED. EXPENSE (Any one person) \$ 5000
A	AUTOMOBILE LIABILITY	2771958	6/01/96	6/01/97	COMBINED SINGLE LIMIT \$ 1000000
	<input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY				BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$
A	EXCESS LIABILITY	BE6061522	6/01/96	6/01/97	EACH OCCURRENCE \$ 10000000
	<input checked="" type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM				AGGREGATE \$ 10000000 STATUTORY LIMITS
	WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY				EACH ACCIDENT \$ DISEASE-POLICY LIMIT \$ DISEASE-EACH EMPLOYEE \$
B	OTHER FIRE & ALLIED	NZB0129548	6/01/96	6/01/97	See Description

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS
 (SEE REVERSE AND/OR ATTACHED)

CERTIFICATE HOLDER
Pennsylvania Public Utilities 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 30 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
Steven J. Russell

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

CERTIFICATE #18148

(CONTINUED)

INSURED : Envirite of Pennsylvania, Inc.

HOLDER : Pennsylvania Public Utilities
Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Property - Loss Limit: \$18,000,000. per Occurrence (Bldg, Contents, Equipme
Equipment and Business Income) All Risk form including theft. Incl. coverage
for Motor Carrier Cargo (Transit) \$25,000.

Pollution Legal Liability: \$4,000,000 each loss; \$8,000,000. All Losses.
Covers insureds landfill and laboratory. Commerce & Industry Ins. Co.
Policy # PLL5294019 Policy Period 6/1/96 to 6/1/97



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

IN REPLY PLEASE
REFER TO OUR FILE

December 20, 1996

DECHERT PRICE & RHOADS
ATTENTION P J SKALABAN JR
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA PA 19103-2793

In re: A-00113581 - Application of Envirite of Pennsylvania, Inc.

Dear Sir:

The above-cited application has been received and accepted for publication. It will be published in the Pennsylvania Bulletin of December 21, 1996.

You are further advised that the above-cited application will be submitted for review provided no comments are filed on or before January 6, 1997.

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.

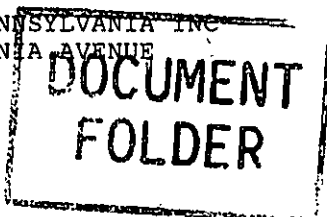
Very truly yours,

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

PSM:lg

cc: Applicant

ENVIRITE OF PENNSYLVANIA INC
1600 PENNSYLVANIA AVENUE
YORK PA 17404



LAW OFFICES OF

DECHERT PRICE & RHOADS

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(44-171) 583-5353

151, BOULEVARD HAUSSMANN
75008 PARIS, FRANCE
(33-1) 33 83 84 70

Direct Dial: (215) 994-2756

January 6, 1997

VIA FACSIMILE

Leona Gontz
Pennsylvania Public Utilities Commission
231 State Street
Harrisburg, PA 17105-3265

Re: PUC-189 Motor Common Carrier application
for Envirite of Pennsylvania, Inc. and
Envirite of Ohio, Inc.

Dear Leona:

Envirite of Pennsylvania, Inc. and Envirite of Ohio, Inc. have applied for intrastate common carrier authority. As we discussed today, I am writing to confirm that the ICC numbers of the companies are:

Envirite of Pennsylvania, Inc. #MC-311577
Envirite of Ohio, Inc. #MC-311576

A-113581

Thank you for your attention to this matter.

Sincerely,



Peter J. Skalaban, Jr.

PJS\ph