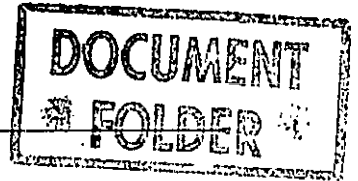


Pennsylvania Public Utility Commission
Bureau of Transportation & Safety 001893
PO Box 3265
Harrisburg, PA 17105-3265
(717) 787-3834 or FAX (717) 787-5961

RECEIVED
SECRETARY'S BUREAU
FEB 23 PM 3:42

Application for Motor Common Carrier of Property

Please complete all parts of the following application. Incomplete applications will be returned. All questions may be directed to the Bureau of Transportation & Safety at (717) 787-3834.



1. N & L TRANSPORTATION INC
Full Name of Applicant (Individual, Partnership or Corporation)

2. NIA
Trade Name if Any

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

Secretary of the Commonwealth on _____ Attach a date
(Date)
stamped copy of the registration form.

3. 299 MAIN ST., STURGES
OLYPHANT PA 18447 570-346-2453 EXT 4
Physical Address (Street, City, County and Zip Code) Telephone Number (Required)

4. 119 MULBERRY ST, SCRANTON, PA 18503
Mailing Address if Different from Physical Address

5. NIA
Attorney's Name & Telephone Number for this Filing
(Do not supply Attorney's name if you want all correspondence & notice of process mailed directly to you)

DOCKETED
FEB 26 2001

Attorney's Address

6. Applicant DOES NOT hold interstate operating authority at docket
(Does or does not) BE
number _____

A-00117568

25
BUPD-OK
CARGO-NO
PROP BUREAU

7. Applicant DOES NOT have a current safety rating issued by the US
(Does or does not)
DOT, PA PUC or other state regulatory agency. (Attach Copy)

8. Approximate number of commercial vehicles to be operated in Pennsylvania:
Owned _____ Leased _____.

9. Check **one** that applies to this application:

Individual

Partnership (Attach a copy of a Partnership Agreement and list the names and addresses of ALL partners below.)

(Attach a separate sheet if space provided is not sufficient.)

Corporation Organized under the laws of the state of PENNSYLVANIA
qualified to do business in Pennsylvania by registering with the Secretary
of the Commonwealth on 2-11-2000.
(Date)

Attach a date-stamped copy of the Application for Certificate of Incorporation **or**
Certificate of Authority. Include a list of corporate officers with titles, names of
shareholders and number of shares held, and addresses.

10. Attachment Checklist:

For Corporations Only:

- Date-stamped copy of Application for Certificate of Incorporation or
Certificate of Authority.
 List of corporate officers/titles and distribution of shares.

For Partnerships Only:

- Copy of Partnership Agreement.

For ALL Applicants:

- Fictitious Trade Name Registration (if applicable). *N/A*
 Copy of Current Safety Rating (if available). *N/A*
 Proof of Insurance (See item 5 on instruction sheet).
 Certified check, money order or attorney's check.

11. Certification:

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 said transportation unless and until authorization is received from the Pennsylvania Public Utility Commission.

Applicant further certifies that it understands the requirements of the Pennsylvania Public Utility Commission, especially as they relate to safety and insurance and that it may be subject to civil penalties, suspension or cancellation of the Certificate for failure to comply with Commission requirements.

Applicant further certifies that it understands that it is subject to an annual assessment based upon its reported gross Pennsylvania intrastate revenues; said assessment to help defray expenses incurred in regulating Motor Common Carriers of Property; and acknowledges that failure to report revenue and pay its annual assessment may result in civil penalties, suspension or cancellation of the Certificate.


You must sign the following application.

Verification of Application

I/we hereby state that the statements made in this application is/are true and correct to the best of my/our knowledge and belief.

The undersigned understands that false statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904 Relating to Unsworn Falsification to Authorities.

NICHOLAS DENAPLES
(Print Name)


(Signature)

2/20/01
(Date)

The verification of the application must be completed by the applicant appearing on Line 1 of the application by the named individual, all partners (if a partnership) or by the President or Secretary (if a corporation).

N & L TRANSPORTATION INC.
299 MAIN ST STURGES
OLYPHANT, PA 18447

LIST OF CORPORATE OFFICERS/TITLES, AND DISTRIBUTION OF SHARES

NICHOLAS DeNAPLES	PRESIDENT	100 SHARES	100.00%
ROBERT ROSSI	SEC-TREAS	0 SHARES	

FEB 11 2000

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2086333

Kim Fitzgerald
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: SPRINGBROOK ACRES INC

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa.C.S. § 1306

4. The date of its incorporation is: 4/16/92

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

NAME CHANGE TO N & L TRANSPORTATION INC
ADDRESS CHANGE TO: 299 MAIN ST.,
Sturges Olyphant, PA 18447

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE
FEB 11 2000

PA DEPT. OF STATE
FEB 14 2000

THIS IS A TRUE COPY OF
THE ORIGINAL SIGNED
DOCUMENT FILED WITH
THE DEPARTMENT OF STATE.

02/11/2000 10:21 FAX

003703

DSCB:15-1915 (Rev 90)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 11th day of FEBRUARY, 2000.

SPRINGBROOK ACRES INC
(Name of Corporation)

BY: Robert Rossi
(Signature)

TITLE: Sec - Treas

Microfilm Number 9230-168

Filed with the Department of State on APR 16 1992

Entity Number 2086333

[Handwritten Signature]

Secretary of the Commonwealth 40

ARTICLES OF INCORPORATION

DSCB:15-1306(Rav #9)

Indicate type of domestic corporation (check one):

- Business-stock (15 Pa. C.S. § 1306) Professional (15 Pa. C.S. § 2903)
- Business-nonstock (15 Pa. C.S. § 2102) Management (15 Pa. C.S. § 2701)
- Business-statutory close (15 Pa. C.S. § 2304a is applicable) Cooperative (15 Pa. C.S. § 7701)

1. The name of the corporation is: Springbrook Acres, Inc.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

2. The address of this corporation's initial (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a) 400 Mill Street, Dunmore, PA 18512 Lackawanna County

Number and Street	City	State	Zip	County
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(b) _____

Name of Commercial Registered Office Provider	County
---	--------

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The aggregate number of shares authorized is: 10,000 (other provisions, if any, attach 8 1/2 x 11 sheet)

4. The name and address, including street and number, if any, of each incorporator is:

Name	Address	Signature	Date
<u>Sandra P. Carey</u>	<u>St. 800 142 N. Washington Ave.</u> <u>Scranton, PA 18503</u>	<i>[Handwritten Signature]</i>	<u>4/15/92</u>

5. The specified effective date, if any, is: date of approval
month. day year hour, if any

6. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

7. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

8. Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

STATEMENTS OF REVENUE
DEPARTMENTS OF STATE AND REVENUE

BUREAU USE ONLY

Dept. of State Entity Number _____

Revenue Box Number _____

Filing Period _____ Date 3 4 5 _____

SIC _____ Report Code _____

FILING FEE: NONE

This form (file in triplicate) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Check proper box:

- Business-stock
- Business-nonstock
- Business-Management
- Professional
- Business-statutory close
- Business-cooperative
- Nonprofit-stock
- Nonprofit-nonstock
- Foreign
- Foreign-nonprofit-stock
- Motor Vehicle for Hire
- Foreign-Limited Certificate of Authority to D/B/A

Corporation registering as a result of (check box):

- Incorporation (PA)
- Domestication
- Consolidation
- Authorization of a foreign corporation
- Division
- Summary of Record

1. Name of corporation Springbrook Acres, Inc.

2. Location of (a) initial registered office in PA or (b) the name and county of the commercial registered office provider:

(a) 400 Mill Street, Dunmore, Lackawanna County, Pennsylvania

Number and Street/PO number and Box	City	State	Zip code	County
-------------------------------------	------	-------	----------	--------

(b) _____

Name of commercial registered office provider	County
---	--------

(c) _____

State or Country of Incorporation

3. Specified effective date, if applicable: _____

4. Describe principal PA activity to be engaged in, within one year of this application date: _____

land acquisition

5. Names, residences and social security numbers of the chief executive officer, secretary and treasurer:

Name	Address	Title	Social Security #
Louis DeNaples	400 Mill Street, Dunmore, PA	Pres. Secretary	
		Vice Pres./Treas.	

If professional corporation, include officer's professional license numbers with the respective Pennsylvania Professional Board.

6. Location of principal place of business: 923P-1120
400 Mill Street, Dunmore, Lackawanna County, Pennsylvania
- | Number and Street/RD number and Box | City | State | Zip Code |
|-------------------------------------|------|-------|----------|
|-------------------------------------|------|-------|----------|
7. Mailing address if different than #6 (Location where correspondence, tax report form, etc. are to be sent):
- | Number and Street/RD number and Box | City | State | Zip Code |
|-------------------------------------|------|-------|----------|
|-------------------------------------|------|-------|----------|
8. Federal Identification Number: will be applied for
9. Act of General Assembly or authority under which you are organized or incorporated (Full Citation of statute or status attach a separate sheet if more space is required): The act of December 21, 1988, P.L. 1444 No. 177
10. Date and state of incorporation or organization (foreign corporation only): _____
11. Date business started in PA (foreign corporation only): _____
12. Is the corporation authorized to issue capital stock? XXXX YES _____ NO
13. Corporation's fiscal year ends: December 31

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. See 18 PA C.S. § 4904 (relating to unsworn falsification to authorities).

Instructions for completion of form:

- A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- The Bureau of Corporation Taxes in the PA Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, PA Department of Revenue, Dept. 280705, Harrisburg, PA 17128-0705.
- All PA corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar year basis only.

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

N & L TRANSPORTATION INC
119 MULBERRY ST
SCRANTON PA 18503

DATE 2/27/01
RECEIPT # 198148

IN RE: Application fees for N & L TRANSPORTATION INC

Docket Number A-00117568..... \$100.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: PNCB CC 10003804

CHECK AMOUNT: \$100.00

C. Joseph Meisinger
(for Department of Revenue)

DOCUMENT
FOLDER

DOCKETED
FEB 28 2001