

LAW OFFICES

BRUTSCHER, BRUTSCHER & FOLEY

213 EAST STATE STREET
KENNETT SQUARE, PA 19348
(610) 444-4848
FAX: (610) 444-3730
Email: bbf@bbandf.com

GEORGE A. BRUTSCHER
EDWARD M. FOLEY
CLARE M. BARTHOLOMEW
NEIL E. LAND

Writer's E-mail: ncl@bbandf.com

OF COUNSEL:
CHRISTOPHER E. FRANTZ
GEORGE J. BRUTSCHER
(1950-1985)

August 22, 2001

VIA FEDEX and FACSIMILE TRANSMISSION

Pennsylvania Public Utility Commission
ATTN: Tim Zeigler
P.O. Box 3265
Harrisburg, PA 17105-3265

**RE: Application of Fastrak Express, Inc.
Fictitious Trade Name: Keys Trucking**

Dear Mr. Zeigler:

Please be advised that this office represents Fastrak Express, Inc. Enclosed please find a completed Application filed on behalf of Fastrak Express, Inc. for PUC registration on behalf of Fastrak Express, Inc. In addition to the completed application, I have also enclosed a cashier's check, payable to the Commonwealth of Pennsylvania in the amount of \$350.00 (Peoples Bank of Oxford No. 170416).

Kindly take necessary steps to review and finalize the enclosed Application. If you have any questions, or require anything further, please contact me immediately.

Additionally, please note that this Application results from Fastrak Express, Inc.'s purchase of a business which is currently registered with the PUC, namely, J. Earl Keys Trucking, Inc. Also, it is my understanding that my client's insurance agent will be, or possibly has already, forwarded you the required insurance documents. Please let me know ASAP if you have not received those items.

Lastly, we are looking at a closing date on the purchase of J. Earl Keys Trucking, Inc. on August 30, 2001. I kindly request that you expedite the processing of the enclosed Application so that the same is complete by the time of the proposed closing date. Please advise me if finalizing this matter cannot be completed by that time, and, if so, when you expect completion of the enclosed request, so that we can properly negotiate with J. Earl Keys Trucking, Inc.



RECEIVED
AUG 23 11:28
COMMUNICATIONS SECTION

Pennsylvania Public Utility Commission

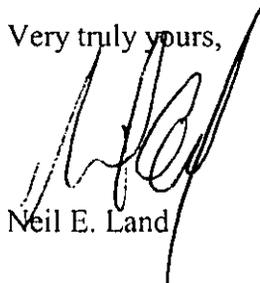
ATTN: Tim Zeigler

August 22, 2001

Page 2

Thank you for your anticipated attention and cooperation in this matter, and please do not hesitate to give me a call should you have any further questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "Neil E. Land", written over the typed name below.

Neil E. Land

NEL/mkm

Enclosures

cc: Fastrak Express, Inc.

LAW OFFICES
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GEORGE A. BRUTSCHER
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CLARE M. BARTHOLOMEW
NEIL E. LAND

Writer's E-mail: nel@bbandf.com

OF COUNSEL:
CHRISTOPHER E. FRANTZ
GEORGE J. BRUTSCHER
(1950-1985)

August 24, 2001

VIA FEDEX and FACSIMILE TRANSMISSION

Pennsylvania Public Utility Commission
ATTN: Tim Zeigler
400 North Street, 3rd Floor
Harrisburg, PA 17120

**RE: Application of Fastrak Express, Inc.
Fictitious Trade Name: Keys Trucking**

Dear Mr. Zeigler:

Please let your files reflect that this office represents Fastrak Express, Inc.

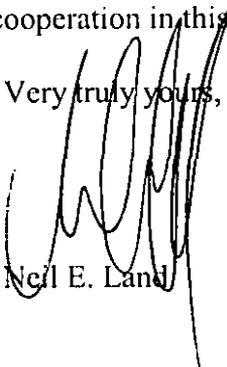
In follow up of our telephone discussions of August 24, 2001, enclosed please find a duly completed and executed form PUC 189-Application for Motor Common Carrier of Property. I have also enclosed a cashier's check, payable to the Commonwealth of Pennsylvania, in an amount of \$100.00.

In accordance with our telephone discussions, kindly take the necessary steps to promptly review and finalize the enclosed Application. In light of our upcoming closing date (August 30, 2001), it is my understanding that you will still be able to promptly issue the appropriate certificate/registration to Fastrak Express, Inc. to enable finalization of that closing. Please contact me immediately if I am mistaken in this belief.

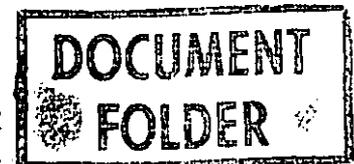
Additionally, if you require anything further or have any questions, please contact me immediately.

Thank you again for your continued cooperation in this matter.

Very truly yours,


Neil E. Land

NEL/mkm
Enclosures
cc: Fastrak Express, Inc.



RECEIVED
TRANSPORTATION SAFETY
2001 AUG 27 11:55

Before the Pennsylvania Public Utility Commission

APPLICATION
MOTOR COMMON CARRIER OF PROPERTY

DOCKETED

AUG 24 2001

TZ

1. Fastrak Express, Inc.
FULL NAME OF APPLICANT (Individual, Partnership or Corporation)

2. Keys Trucking
TRADE NAME IF ANY
The trade name, if fictitious, has been registered with the
(has or has not)
Secretary of the Commonwealth on August 15, 2001. Attach a date
stamped copy of the registration form.

3. 155 Valley Road, West Grove, PA 19390 610-869-0202
PHYSICAL ADDRESS TELEPHONE NUMBER (REQUIRED)
(City, County, and Zip Code)

4. P.O. Box 441, West Grove, PA 19390
MAILING ADDRESS IF DIFFERENT FROM PHYSICAL ADDRESS

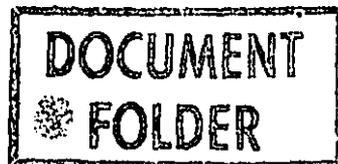
5. George A. Brutscher, Esquire; 610-444-4848
ATTORNEY'S NAME AND TELEPHONE NUMBER FOR THIS FILING
(Do not supply an Attorney's name if you want all correspondence and notice of
process mailed directly to you.)

213 East State Street, Kennett Square, PA 19348
ATTORNEY'S ADDRESS

6. APPLICANT does HOLD INTERSTATE OPERATING
(does or does not)
AUTHORITY AT DOCKET NUMBER 969894

7. APPLICANT does HAVE A CURRENT SAFETY RATING
(does or does not)
ISSUED BY THE US DOT, PA PUC OR OTHER STATE REGULATORY
AGENCY. (ATTACH COPY)

RECEIVED
TRANSPORTATION & SAFETY
2001 AUG 27 AM 11:55



8. APPROXIMATE NUMBER OF COMMERCIAL VEHICLES TO BE OPERATED IN PENNSYLVANIA: OWNED 0 LEASED 12

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 AND QUALIFIED TO DO BUSINESS IN PENNSYLVANIA BY REGISTERING WITH THE SECRETARY OF THE COMMONWEALTH ON June 25, 2001. 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 OFFICERS/TITLES AND DISTRIBUTION OF SHARES.

FOR PARTNERSHIPS ONLY:

COPY OF PARTNERSHIP AGREEMENT.

FOR ALL APPLICANTS:

FICTITIOUS TRADE NAME REGISTRATION (IF APPLICABLE)

COPY OF CURRENT SAFETY RATING (IF AVAILABLE)

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.

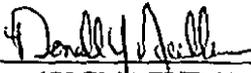
APPLICANT FURTHER CERTIFIES THAT IT UNDERSTANDS THE REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, ESPECIALLY AS THEY RELATE TO SAFETY AND INSURANCE AND THAT IT MAY BE SUBJECT TO CIVIL PENALTIES, SUSPENSION OR CANCELLATION OF THE CERTIFICATE FOR FAILURE TO COMPLY WITH COMMISSION REQUIREMENTS.

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.

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.

<u>Donald V. Nealham</u>	<u></u>	<u>8/24/01</u>
(PRINT NAME)	(SIGNATURE)	(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.

MINIMUM LIMITS OF INSURANCE
PENNSYLVANIA PUBLIC UTILITY COMMISSION AUTHORIZED
CARRIERS OF PROPERTY

General Commodities and/or Household goods in use.

Bodily Injury:

\$300,000 per accident per vehicle to cover liability for bodily injury, death or property damage incurred in an accident.

Insurance coverage of motor carriers of property shall meet the requirements of 75 PA C.S. Ss. 1711 (relating to required benefits).

Cargo:

\$5,000 for loss or damage to cargo being transported.

Cargo Insurance may be waived if you meet any one of three criteria:

1. All transportation will be provided in dump trucks.
2. All transportation will be limited to farm products, garbage, ashes, rubbish, coal debris, earth, crushed stone, amesite, and similar construction materials.
3. The value of any one load being transported will not be more than \$500.00 in value.

Fastrak Express, Inc.
P.O. Box 441
West Grove, PA 19390
610-869-0202

Donald Y. Needham	President / Secretary	249.5 Shares
Arthur B. Needham	Vice President	249.5 Shares
Donald B. Needham	Treasurer	1 Share

Entity Number _____

Secretary of the Commonwealth

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

DSCB:54-311 (Rev 89)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: KEYS TRUCKING

2. The address, including street and number, if any, of the principal place of business is: (P.O. Box alone is not acceptable)

<u>155 Valley Road</u>	<u>West Grove</u>	<u>PA</u>	<u>19390</u>	<u>Chester</u>
Number and Street	City	State	Zip	County

3. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
Hauling and trucking business, including, but not limited to, straw-bedded horse manure from horse farms and race tracks.

4. The name and address, including street and number, if any, of each individual interested in the business is:

Name	Street and Number	City	State	Zip
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5. Each entity, other than an individual, interested in such business is (are):

Name	Form of Organization	Organizing Jurisdiction	Principal Office Address	Pa. Registered Office, if any
<u>FASTRAK EXPRESS, INC.</u>	<u>Corp.</u>	<u>PA</u>	<u>155 Valley Road, West Grove, PA</u>	<u>19390</u>

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. ~~(Optional. The names of the persons who may have been interested in the registration in the past are listed below.)~~

IN TESTIMONY WHEREOF, the undersigned have caused this registration to be executed this 15th day of August, 2001

(Individual Signature)

(Individual Signature)

(Individual Signature)

(Individual Signature)

(Name of Entity)

FASTRAK EXPRESS, INC.

(Name of Entity)

BY: Donald Y. Needham
Donald Y. Needham
President

LAW OFFICES

BRUTSCHER, BRUTSCHER & FOLEY

218 EAST STATE STREET
KENNETT SQUARE, PA 19348
(610) 444-4848
FAX: (610) 444-3730
Email: hbf@bbandf.com

GEORGE A. BRUTSCHER
EDWARD M. FOLEY
CLARE M. BARTHOLOMEW
NEIL E. LAND

OF COUNSEL:
CHRISTOPHER E. FRANTZ
GEORGE J. BRUTSCHER
(1930-1923)

Writer's Email: gab@bbandf.com

August 17, 2001

Pa. Department of State
Corporation Bureau
P. O. Box 8722
Harrisburg, PA 17105-8722

Re: KEYS TRUCKING

Dear Sir or Madam:

I enclose herein Fictitious Name Registration by an entity, together with a check in the amount of \$52.00 for filing fee. Please forward the fictitious name registration directly to this office. I enclose a photocopy of the registration together with a self-addressed, stamped envelope for your use in forwarding the filed registration to me.

Thank you for your attention.

Very truly yours,

George A. Brutscher

GAB/ncw
Enclosure

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

250

FASTRAK EXPRESS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 3012164

MICROFILM NUMBER: 2001049

0119-0120

G A BRUTSCHER ESQ
213 E STATE ST
KENNETT SQUARE PA 19348

Entity Number 3012164

Ron. [Signature]
Secretary of the Commonwealth

ARTICLES OF INCORPORATION-FOR PROFIT
OF
FASTRAK EXPRESS, INC.

FASTRAK EXPRESS, INC.
Name of Corporation
A TYPE OF CORPORATION INDICATED BELOW

Indicate type of domestic corporation:

- Business-stock (15 Pa.C.S. § 1306) Management (15 Pa.C.S. § 2702)
- Business-nonstock (15 Pa.C.S. § 2102) Professional (15 Pa.C.S. § 2903)
- Business-statutory close (15 Pa.C.S. § 2303) Insurance (15 Pa.C.S. § 3101)
- Cooperative (15 Pa.C.S. § 7102)

DSCB:15-1306/2102/2303/2702/2903/3101/7102A (Rev 91)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned, desiring to incorporate a corporation for profit hereby, state(s) that:

1. The name of the corporation is: FASTRAK EXPRESS, INC.

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

(a) 155 Valley Road, West Grove, PA 19390 Chester
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 corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized is: 1,000 shares with
par value of \$1.00 per share (other provisions, if any, attach 8 1/2 x 11 sheet)

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

Name	Address
<u>Donald Y. Needham</u>	<u>234 W. Avondale Road, West Grove, PA 19390</u>
<u>Arthur B. Needham</u>	<u>10 Woodview Road, West Grove, PA 19390</u>
<u>Donald B. Needham</u>	<u>P. O. Box 166, Lloyd Road, Chatham, PA 19318</u>

PA DEPT. OF STATE

6. The specified effective date, if any, is: _____
month day year hour, if any

7. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

8. ~~Statutory close corporation only. Neither the corporation nor any shareholder shall make an offering of any class of shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 or U.S.C. 77z-2.~~

9. ~~Cooperative corporation only. Complete and strike out appropriate term, the common bond of membership among its members.~~

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 20th day of April, 2001.

Dell V. Nolla
(Signature)

Arthur Neelken
(Signature)

Donald B. Neelken
(Signature)



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

IN REPLY PLEASE
REFER TO OUR FILE

August 24, 2001

NEIL E LAND
ATTORNEY AT LAW
213 EAST STATE STREET
KENNETT SQUARE PA 19348

In Re: A-00118189 – Application of Fastrak Express, Inc., for motor carrier authority.

Dear Mr. Land,

I am returning the Commission Form 189-H along with Cashier's Check #170416 in the amount of \$350.00. that you submitted in the above referenced proceeding.

An application for general commodities property authority is filed on Commission Form 189 and requires a \$100.00 fee. I am enclosing that form.

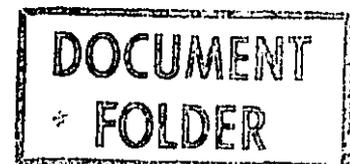
In order to keep the application process moving, cognizant of the August 30, 2001, closing date for the sale of certain assets to the applicant in conjunction with this proceeding, I have prepared the approval letter, which will be mailed separately.

Please return the correct form and filing fee as soon as possible.

If you have questions, please telephone me direct at 717-783-5946.

Very truly yours,

Tim Zeigler, Supervisor
Compliance Office-Technical Unit
Bureau of Transportation and Safety



PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

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

FASTRAK EXPRESS, INC.
KEYS TRUCKING
PO BOX 441
WEST GROVE PA 19390

DOCUMENT
FOLDER

DATE 9/12/01
RECEIPT # 198845

IN RE: Application fees for FASTRAK EXPRESS, INC.

DOCKETED

SEP 13 2001

Docket Number A-00118189..... \$100.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: CC 159052
CHECK AMOUNT: \$100.00

C. Joseph Meisinger
(for Department of Revenue)

REP