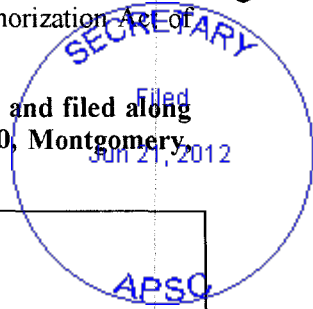


APPLICATION FOR MOTOR CARRIER CERTIFICATE
Before the
ALABAMA PUBLIC SERVICE COMMISSION

RB
050016
CH

This Application is being filed as a result of the Federal Aviation Administration Authorization Act of 1994, and the applicant claims the benefits and privileges of said Act.

This Application should be typed or neatly printed, properly signed and sworn to, and filed along with the **\$100.00** filing fee to the Alabama Public Service Commission, P. O. Box 304260, Montgomery, Alabama 36130-4260.



SECTION I

Applicant METAL SERVICES LLC
(Legal name)

Doing Business as PHOENIX INPLANT SERVICES LLC
(Trade name)

Business Address 1 THYSSENKRUPP DR.
(Must be a physical address -- cannot be a post office box)

CALVERT, AL 36518
(City) (State) (Zip Code)

Mailing Address P.O. BOX 286
(May be a post office box)

CALVERT, AL 36513
(City) (State) (Zip Code)

(251) 289-4062 (Telephone Number) () (Facsimile Number) michael.bailey2@thyssenkrupp.com (Email address)

Applicant seeks a Certificate to transport property between all points in the State of Alabama, except household goods. **(Household goods requires a separate application)**

SECTION II

FORM OF BUSINESS (Check only one):

- CORPORATION
- LIMITED LIABILITY COMPANY (LLC)
- LIMITED PARTNERSHIP (LP)
- LIMITED LIABILITY PARTNERSHIP (LLP)
- SOLE PROPRIETORSHIP
- PARTNERSHIP (Identify partners) _____
- OTHER (identify) _____

SECTION VI

Name and address of the contact person that can answer questions about this application or supply additional information:

RICK MCNEILL

(Name)

1350 DAUPHIN ST.

(Address)

MOBILE, AL 36604

(City)

(State)

(Zip Code)

251-433-4111

(Telephone Number)

251-433-4323

(Facsimile Number)

RICK@MCCIONLINE.NET

(Email Address)

OATH

County of MOBILE

State of ALABAMA

Name of Affiant JOHN HILBERT

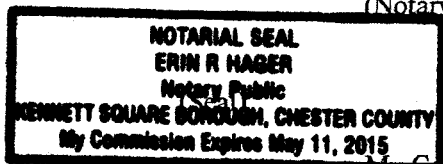
being duly sworn, states that he/she files this Application as (indicate whether owner, or proprietor, title as officer of applicant corporation or association, member of applicant partnership, or other authorized representative of applicant) member of Metal Services LLC that in such capacity, he/she is qualified and authorized to file and verify such Application; that he/she has carefully examined all the statements and matters contained in the Application, and that all such statements made and matters set forth herein are true and correct to the best of his/her knowledge, information and belief.

(Signature of Affiant) [Handwritten Signature]

Subscribed and sworn to before me, a notary in and for said State and County

above named, this 18th day of April, 2012

(Notary Public) [Handwritten Signature]



My Commission Expires: May 15, 2015

Phoenix Services International, LLC
Combined Domestic Balance Sheet - Unaudited

	<u>March 31, 2012</u>	<u>December 31, 2011</u>
ASSETS		
Current Assets		
Cash	\$ 5,265,722	\$ 9,166,367
Accounts Receivable	37,104,449	26,436,887
Deposits	107,046	112,331
Prepaid Expenses & Other	1,065,132	745,530
Total Current Assets	<u>43,542,349</u>	<u>36,461,115</u>
Fixed Assets		
Fixed Assets	161,837,083	134,235,195
Accumulated Depreciation	(35,226,893)	(31,565,014)
Net Fixed Assets	<u>126,610,190</u>	<u>102,670,181</u>
Intangible Assets, net		
Intangible Assets	7,436,094	1,272,564
Accumulated Amortization	(744,668)	(731,697)
Net Intangible Assets	<u>6,691,426</u>	<u>540,867</u>
Other Assets	96,770,232	35,974,533
TOTAL ASSETS	<u>\$ 273,614,197</u>	<u>\$ 175,646,696</u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 6,697,690	\$ 7,435,465
Accrued Liabilities	9,826,810	7,267,289
Line of Credit	-	8,103,334
BNP Bridge Loan	-	30,000,000
BNP Paribas Facility-Current Portion	8,500,000	-
Current Portion of Long Term Debt	-	11,708,890
Current Liabilities	<u>25,024,500</u>	<u>64,514,978</u>
Long Term Liabilities		
Subordinated Notes Payable	60,542,191	60,542,191
Capital Equipment Loans	-	22,451,625
BNP Paribas Facility	159,375,000	-
Other Long Term Liabilities	514,164	514,164
Long Term Liabilities	<u>220,431,355</u>	<u>83,507,980</u>
Total Liabilities	<u>245,455,855</u>	<u>148,022,958</u>
Equity		
Paid-in Capital	24,781,087	24,631,371
Retained Earnings	2,664,938	(5,894,454)
Net Income	712,317	8,886,821
Total Equity	<u>28,158,342</u>	<u>27,623,738</u>
TOTAL LIABILITIES & EQUITY	<u>\$ 273,614,197</u>	<u>\$ 175,646,696</u>

APPENDIX "D"
DESCRIPTION OF SAFETY PROGRAM

As the member with/of Metal Services LLC d/b/a Phoenix InPlant Services LLC
(Title) (Name of Applicant Company)

I am fully familiar with my company's operations and herein verify that

Metal Services LLC d/b/a Phoenix InPlant Services LLC has in place a program to ensure substantial
(Name of Applicant Company)

compliance with all applicable safety rules and regulations of the Alabama Public Service Commission, as well as those of the United States Department of Transportation. In addition to all other requirements, Metal Services LLC d/b/a Phoenix InPlant Services LLC specifically
(Name of Applicant Company) maintains: files on each driver with all required driver forms and information; files on each vehicle with all required forms including maintenance and safety inspection records; and all required written records of drivers' hours.



(Signature of Company Representative)

JOHN HIBERT

(Printed Name of Company Representative)

050017 RB
C #

VEHICLE REGISTRATION NUMBERS
FOR COMPENSATED INTRASTATE-ONLY MOTOR CARRIERS

TO: ALABAMA PUBLIC SERVICE COMMISSION
P. O. BOX 304260
MONTGOMERY, AL 36130-4260

LEGAL NAME: Metal Services LLC d/b/a Phoenix InPlant Services LLC

MAILING ADDRESS: P.O. Box 286

CITY: CALVERT STATE: AL ZIP CODE: 36513

APSC CERTIFICATE NO.: _____, OR PERMIT NO.: _____

The above described applicant hereby applies for issuance of Vehicle Registration Numbers at \$6.00 each for the following identified vehicles.

<u>MAKE</u>	<u>MODEL</u>	<u>VIN NUMBER</u> <small>(Last 10 Digits)</small>
<u>INTERNATIONAL</u>	<u>TERRASTAR</u>	<u>R9CJ608029</u>
<u>INTERNATIONAL</u>	<u>PROSTAR PREMIUM</u>	<u>R5DN102535</u>
<u>INTERNATIONAL</u>	<u>PROSTAR PREMIUM</u>	<u>RX8C538552</u>
<u>INTERNATIONAL</u>	<u>9200I</u>	<u>R88C633009</u>
<u>INTERNATIONAL</u>	<u>PROSTAR PREMIUM</u>	<u>R18C538553</u>
<u>CAPACITY</u>	<u>TJ6500</u>	<u>34YL012322</u>
<u>INTERNATIONAL</u>	<u>F-8100</u>	<u>R6YH285211</u>
<u>INTERNATIONAL</u>	<u>F-4900</u>	<u>R11H368102</u>
<u>CAPACITY</u>	<u>TJ6500</u>	<u>385L016436</u>
<u>MACK</u>	<u>CV713</u>	<u>C94M009885</u>
<u>CAPACITY</u>	<u>TJ6500</u>	<u>37WL010957</u>

The applicant hereby acknowledges and understands Rule 3 of the Alabama Public Service Commission's Motor Carrier General Orders and Regulations Pamphlet No. 2003, as amended, as it pertains to the display of Registration Number, and Title 37, Chapter 3, Section 32(5)a, and as it pertains to the transferability of these numbers between vehicles.

I, the undersigned, under penalty for false statement, do hereby certify that the above information is true and correct and that I am authorized to execute and file this document on behalf of the above applicant.

NOTE: The fee for Registration Numbers are \$6.00 each. Payment must be made by cashier's check, certified check, or money order.



[Handwritten Signature]

(Signature)

MEMBER

(Title)

04/16/12

(Date)

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

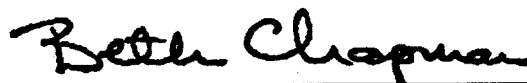
**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a
true, accurate, and literal copy of the Articles of Formation filed on behalf of
Metal Services LLC, as received and filed in the Office of the Secretary of State
on 04/05/2012.

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

04/13/2012

Date



Beth Chapman

Secretary of State



20120413000007442

STATE OF ALABAMA

FOREIGN LIMITED LIABILITY COMPANY (LLC)
APPLICATION FOR REGISTRATION

PURPOSE: In order to register a foreign entity (any entity formed outside of Alabama) to transact business in Alabama, the entity must deliver to the Secretary of State for filing a Application for Registration to Section 10A-1-7.04, Code of Alabama 1975.

INSTRUCTIONS: Mail a signed original of this completed Application for Registration and the filing fee of \$150.00 (credit card, check, or money order) to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616 or you may email your application to foreign.entities@sos.alabama.gov. If you are sending this filing via email and paying the standard \$150 fee you may purchase a copy of the filing on our website after the filing has been processed – www.sos.alabama.gov search Government Records and Business Entity Records for the filing “worked through date” and your filing based on the date emailed. If you elect expedited processing completed within approximately three business days after receipt by SOS, you may have the stamped copy emailed to you. Expedited processing is \$250.00 (a \$100.00 expedite fee plus the \$150.00 filing fee). If you are mailing/couriering the application and would like an acknowledgement include a copy and postage paid self-addressed envelope. The entity will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30 NSF fee). All processing instructions are complete in this form and Payment Option Sheet; cover letters are not necessary and will not be reviewed.

Alabama Sec. Of State	New Entity 031-444	FLL 4/05/2012	File \$150.00	Total \$250.00
	Date 4/05/2012	Time 17:00	Ackn \$0.00	
	Time 120410	4 PG	Exp \$100.00	01/005

(For SOS Office Use Only)

The information completing this form must be typed or laser printed.
FAX submissions will not be acknowledged, processed, or returned.

- The legal name of the foreign entity as recorded in the jurisdiction in which it was formed/organized:
Metal Services LLC
- The name of the foreign entity for use in Alabama only if different from the legal name*:
Phoenix InPlant Services LLC
*A fictitious name may be used only if the legal name is not available for use in Alabama or the name does not contain the words “Limited Liability Company” or the abbreviation “L.L.C.” or “LLC” (10A-1-5.06).
- If a fictitious name is used the undersigned certifies the resolution of the LLC's governing authority to adopt the fictitious name for use in Alabama and affirms the authority to make such a certification under 10A-1-7.07.
- A copy of the name registration received from the Office of the Alabama Secretary of State must be attached.
- Entity's jurisdiction of formation: Delaware
(State or Country, if formed outside the United States, of formation)
- Date of the entity's formation in state/country of jurisdiction: 06/07/2005 (MM/DD/YYYY)
- The undersigned certifies that the foreign entity exists as a valid Limited Liability Company under the laws of the entity's jurisdiction of formation.

**FOREIGN LIMITED LIABILITY COMPANY (LLC)
APPLICATION FOR REGISTRATION**

8. The foreign entity will begin or began transacting business in Alabama (this must be completed):

Began doing business: 03 / 07 / 2012 Will begin doing business: / /
(MM/DD/YYYY) (MM/DD/YYYY)

9. Street (No PO Boxes) Address of principal office: The Liberty Place at Kennett Square

148 West State Street, Suite 301, Kennett Square, PA 19348

Mailing Address (if different) _____

10. Name of registered agent for service of process (MUST be physically located in Alabama): _____

CSC-Lawyers Incorporating Service Incorporated

11. Street (No PO Boxes) Address of initial registered office (MUST be office of registered agent and physically located in Alabama): 150 South Perry Street, Montgomery, Alabama 36104

Mailing Address in Alabama of registered agent/office (if different) _____

04 / 04 / 2012
Date

John Hilbert, Authorized Officer of Sole Member of Metal Services LLC
Typed Name and Title of Signature Below



Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

In order to review the sections of the *Code of Alabama 1975* referred to in the filing form you may access www.sos.alabama.gov and click the Government Records tab. Choose the Code of Alabama link to review.

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

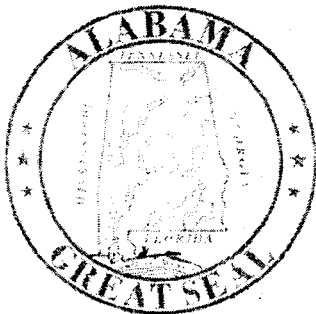
STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama
1975*, and upon an examination of the entity records on file in this office, the
following entity name is registered as available:

Phoenix InPlant Services LLC

This foreign limited liability company was formed in Delaware as Metal Services
LLC and is for the exclusive use of Corporation Service Company, 150 S. Perry
St., Montgomery, AL 36104 for a period of one year beginning April 4, 2012 and
expiring April 4, 2013.



139-580

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

04/04/2012

Date

Beth Chapman

Beth Chapman

Secretary of State

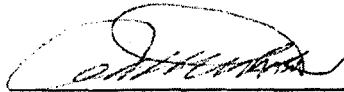
**BUSINESS ENTITY ADOPTING A FICITITIOUS NAME
FOR USE IN THE STATE OF ALABAMA**

I, John Hilbert, the undersigned authorized officer of the sole member (the "Sole Member") of Metal Services LLC, a Delaware limited liability company (the "Company"), do hereby certify that the following is a true, complete, and correct copy of a certain resolution of the Sole Member, which resolution was duly adopted.

"RESOLVED, that the Company hereby adopts the name "Phoenix InPlant Services LLC", for use in the State of Alabama, for all purposes; and be it further

RESOLVED, that any officer of the Company be, and hereby is, authorized to take all steps necessary and appropriate to qualify the Company to do business within the State of Alabama under the name of "Phoenix InPlant Services LLC";"

IN WITNESS WHEREOF, I herewith subscribed my name and affix the seal of said entity on this 4th day of April, 2012.



John Hilbert, in his capacity as an authorized officer of
the Sole Member

Alabama
Sec. Of State

New Entity
031-444 FLL
Date 4/05/2012
Time 17:00
120410 4 Pg

File \$150.00
Ackn \$.00
Exp \$100.00

Total \$250.00
01/005

MCCI

2012-06-20

Fax

To : FAX Number : 1-334-242-0748

From : Motor Carrier Consultants, Inc.

Rick McNeill

Phone : 251-433-4111

FAX Number : 251-433-4323

E-mail : rick @mccionline.net

Total Number of Pages (including cover) : 1

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METAL SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3981717 8300

100192934

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7830817

DATE: 02-24-10