

old testimony

(N)

On that same date, April 29, 1965, James Kluger testified that he was an officer of Central Dairy Products Sales, Inc., a Pennsylvania corporation, principal office at 1530 Chestnut Street, Philadelphia, holding provisional milk dealer's license in Pennsylvania.

Kluger was Secretary-Treasurer, and Robert Focht was Vice President. Kluger was the only stockholder.

Central Dairy was "a hauler of milk." At that time, it "had just one contract" with Michael's Dairy. "Michael's Dairy is a dealer in milk."

In referring to the years 1957 through 1964 in regard to Central Dairy Products Sales, Inc., Kluger said the cash transactions in those years were quite voluminous and quite heavy. The cash flows through Central Dairy were quite heavy from many, many sources, with payments to many, many people.

Central Dairy Products Sales, Inc.

About 1953, Kapleau and Kluger formed Central Dairy Products Sales, Inc., but the corporate records indicate that the corporation was formed December 30, 1953.

Kluger interview 4-9-73

Kapleau File - 2
April 10, 1973

Kluger thought there were 50 shares of stock issued. He and Kapleau each had about 24 shares, and the other two or four were held by Ralph Yocum who died within a few days, possibly even before the stock was issued to him.

Hussie's inquiry indicated that Central Dairy Products Sales, Inc. was headquartered at 16 South Broad Street, Philadelphia, in the Commercial Trust Building, at the time of its formation on December 30, 1953.

The Directors were:

Harry E. Kapleau	16 South Broad Street, Philadelphia
Maurice J. Kluger	16 South Broad Street, Philadelphia
Ralph Yocum	R. D., Douglassville

The incorporators were:

Harry E. Kapleau	20 shares
Maurice J. Kluger	20 shares
Ralph Yocum	10 shares

Authorized stock was \$20,000, divided into 2,000 shares of common stock, at \$10.00 par.

Kapleau File - 4
April 10, 1973

Kluger interview 4-9-73

(2)

About 1961, Kapleau and Kluger decided to go their separate ways. Kluger's version is that Kapleau's talents ran toward brokering milk, and Kluger's interest ran toward doing accounting work. Together they had handled a very substantial amount of business and made enough money so that they were comfortable. At this point, the tangible assets of the partnership were figured to be about \$15,000. Kluger bought out Kapleau's share. The Kapleau, Kluger and Company accounting partnership was dissolved and the Fictitious Names Registry advised.

Central Dairy Products Sales, Inc. continued with Kluger taking over Kapleau's 24 or so shares of stock.

During the time that the partners were together, Kluger insisted that there were no other parties or interests in Central, but that Central had borrowed occasionally from banks or from the two partners. He specifically rejected the idea of financial participation by the Maggios or Bruno.

Kluger said that Central was somewhat dormant from about 1962 to 1967, but around 1967 was converted into a milk trucking or milk hauling concern. Around this point, Kluger arranged to borrow \$7,000 from the Maggios on about a 60-day term. The loan was made by Michael's Dairy to Central. All of the stock certificates of Central were pledged to the Maggios as security. Kluger then paid off his loan and recaptured the stock.

PROOF OF PUBLICATION OF NOTICE IN THE LEGAL INTELLIGENCER

Under Act of May 16, 1929, P. L. 1784, as amended

COMMONWEALTH OF PENNSYLVANIA, }
COUNTY OF PHILADELPHIA } ss.:

J. GUILLES being duly sworn, deposes and says that THE LEGAL INTELLIGENCER is a daily legal newspaper published at 10 South 37th Street, Philadelphia 4, Pennsylvania, and was established in said city in 1843, since which date said legal newspaper has been regularly issued in said county, that it has been issued daily since September 4, 1933, and that it was entered at the Philadelphia Post Office under the Postal Laws and Regulations as second class matter in the United States mails on July 19, 1879; that THE LEGAL INTELLIGENCER is a daily legal newspaper complying in all respects with the Newspaper Advertising Act of May 16, 1929, P. L. 1784, its amendments and supplements; and that a copy of the printed notice or publication is attached hereto exactly as the same was printed or published in the regular editions and issues of the said legal newspaper on the following dates, viz.:

December 24, A. D. 1953

Affiant further deposes and says that she is an employee of the publisher of said legal newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Copy of notice or publication

NOTICE IS HEREBY GIVEN THAT Articles for the Incorporation of Central Dairy Products Sales, Inc., will be filed with the Department of State of the Commonwealth of Pennsylvania at Harrisburg, Pa., on December 30, 1953, for the purpose of obtaining a Certificate of Incorporation of a proposed business corporation to be organized under the Business Corporation Law of the Commonwealth of Pennsylvania, approved May 5, 1933. The purposes for which it is to be organized are: Farming of all kind, buying and selling, processing, developing, trading as principals or agents in any farm products, milk and milk products, ice cream, frozen food products, other articles or commodities, acting in any and all capacities, including wholesale, retail, commission and jobbing; acquiring by purchase, lease or otherwise, holding, owning, using, operating, dealing in or otherwise turning to account, any real estate, machinery, equipment, devices, substances, materials, articles or merchandise used in any way in connection with any of the foregoing objects and purposes; to do everything necessary for the accomplishment and furtherance of the powers set forth herein.
GEORGE W. HEUER, Jr.,
12-24-1 941 Swede Street
Norristown

Sworn to and subscribed before me this 24th day of December, 1953

Donald R. Braef
Notary Public
My Commission Expires January 7, 1955

STATEMENT OF ADVERTISING COSTS

To THE LEGAL INTELLIGENCER, DR.	
For publishing the notice or advertisement attached hereto on the above stated dates	\$
Probating same	\$
Total	\$

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE LEGAL INTELLIGENCER, a daily legal newspaper, hereby acknowledges receipt of the aforesaid advertising and publication costs, and certifies that the same have been fully paid.

OFFICE:
10 SOUTH 37TH STREET
PHILADELPHIA 4, PA.
Established 1843

THE LEGAL INTELLIGENCER
By

7th. The names and addresses of the first directors:

Name	Address (Including street and number, if any)
Harry E. Kapleau	Commercial Trust Bldg., 16 South Broad St., Phila. 2, Pa.
Maurice J. Kluger	Commercial Trust Bldg., 16 South Broad St., Phila. 2, Pa.
F. Ralph Yocom	Douglassville R. D., Fenna.

8th. The names and addresses of the incorporators and the number and class of shares subscribed by each are:

Name	Address (Including street and number, if any)	No. and Class of Shares
Harry E. Kapleau	Commercial Trust Bldg. 16 So. Broad St., Phila. 2	20 Common
Maurice J. Kluger	Commercial Trust Bldg. 16 So. Broad St., Phila. 2	20 Common
F. Ralph Yocom	Douglassville R.D., Pa.	10 Common

9th. The number of incorporators who are citizens of the United States is three and all are over 21 years of age.

Harry E. Kapleau (SEAL) (SEAL)

Maurice J. Kluger (SEAL) (SEAL)

F. Ralph Yocom (SEAL) (SEAL)

Commonwealth of Pennsylvania }
County of Montgomery } ss:

Before me, George W. Heuer, Jr., notary public in and for the county aforesaid, personally came the above named, Harry E. Kapleau, Maurice J. Kluger and F. Ralph Yocom

who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

Witness my hand and seal of office the 28th day of December A. D. 1953



George W. Heuer, Jr.

Notary Public
My Commission Expires 1/15/55

Approved by the Department of State, 30th day of December A. D. 1953

~~RSI~~ ~~PHM~~

[Signature]
Secretary of the Commonwealth *W. F. Z.*

ARTICLES OF INCORPORATION

TO THE DEPARTMENT OF STATE;
COMMONWEALTH OF PENNSYLVANIA:

In compliance with the requirements of the "BUSINESS CORPORATION LAW," approved the 5th day of May, A. D. 1933, F. L. 364, as amended, the undersigned, desiring that they may be incorporated as a business corporation, do hereby certify:

1st. The name of the corporation is Central Dairy Products Sales, Inc.

2nd. The location and post office address of its initial registered office in this Commonwealth is

<u>Commercial Trust Bldg.</u>	<u>16 South Broad</u>	<u>Philadelphia 2</u>	<u>Philadelphia</u>
(number)	(street)	(city)	(county)

3rd. The purpose or purposes of the corporation are: farming of all kind, buying and selling, processing, developing, trading as principals or agents in any farm products, milk and milk products, ice cream, frozen food products, other articles or commodities, acting in any and all capacities, including wholesale, retail, commission and jobbing; acquiring by purchase, lease or otherwise, holding, owning, using, operating, dealing in or otherwise turning to account, any real estate, machinery, equipment, devices, substances, materials, articles or merchandise used in any way in connection with any of the foregoing objects and purposes; to do everything necessary for the accomplishment and furtherance of the powers set forth herein.

4th. The term of its existence is perpetual.

5th. The authorized capital stock of the corporation is \$20,000.00 divided into* two thousand (2,000) shares of common stock of the par value of ten dollars (\$10.00) per share.



6th. The value of the property with which the corporation will begin business is \$500.00.

*Note: There should be set forth the number and par value of all shares having par value, the number of shares without par value, and the stated capital applicable thereto. If the shares are to be divided into classes, a description of each class, and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class.

8. The amendment adopted by the shareholders, set forth in full, follows:

Amendment #1:

That the name of the Corporation, Central Dairy Products Sales, Inc., be amended and changed to Central Enterprises, Inc.

Amendment #2:

That the purpose or purposes of the Corporation are:

To engage in, and to do any lawful act concerning, any or all lawful business for which corporations may be incorporated under the Pennsylvania Business Corporation Law, including but not limited to, manufacturing, owning, using, leasing, and dealing in personal property of every class and description; and acquiring, owning, using and disposing of real property of any nature whatsoever. This Corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania.

Amendment #3:

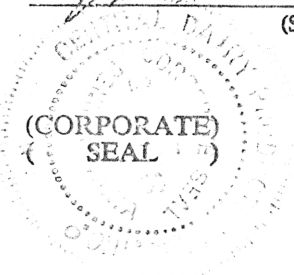
The location of Corporation's registered office shall be changed from 16 South Broad Street, Philadelphia, Pennsylvania, to 1530 Chestnut Street, Philadelphia, Pennsylvania.

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 15 day of November, 1969

By: Maurice Blugger
(President ~~or Vice President~~)

Attest:

Maurice Blugger
(Secretary ~~or Treasurer~~)



Approved and filed in the Department of State on the 21st day of November A. D. 19 69

Lois L. Kelly
Secretary of the Commonwealth

Commonwealth of Pennsylvania
Department of State
Corporation Bureau

Articles
of
Amendment

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

Central Dairy Products Sales, Inc.

2. The location of its registered office is:

16 South Broad Street, Philadelphia, Pennsylvania 19102

3. The corporation was formed under the Act of May 5, 1933, P.L. 364, as amended

4. Its date of incorporation is: December 30, 1953

5. (Strike out (a) or (b) below, whichever is not applicable)

~~(a)~~ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

~~Time: The _____ day of _____, 19____.~~

~~Place: _____~~

~~Kind and period of notice: _____~~

(b) The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of the shareholders:

(a) The total number of shares outstanding was: 50

(b) The number of shares entitled to vote was: 50

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:**

Amendment #1 - 50 Shares; Amendment #2 - 50 Shares; Amendment #3 - 50 Shares

(b) The number of shares voted against the amendment was:**

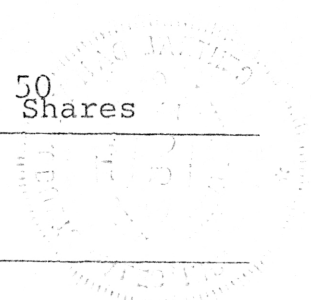
Amendment #1: None; Amendment #2: None; Amendment #3: None

*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

**If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth.

NOTE: If the effect of the amendment is to increase the authorized capital stock of the corporation, excise tax at the rate of 1/5 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee—\$30.00. (In addition to any amount of excise tax due and owing)





HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA

*Put Kaplan
file
JPM*

MEMO

April 9, 1973

SUBJECT: Meeting with Vincent Yakowicz, Deputy Secretary of Revenue, Concerning
the Confidentiality of Department of Revenue Tax Records

TO: Downey Rice

FROM: Edward Hussie

Mr. Yakowicz told me that the Department of Revenue will not provide a legislative body with any information pertaining to an individual's or corporation's tax return, including those portions of such return dealing with loans received by the subject corporation.

72 P.S. 731 makes all tax records confidential except for official purposes. According to Yakowicz, the Department interprets the phrase "official purposes" to mean purposes directly related to whether the individual or corporation paid taxes due.

Yakowicz said the Department will defy a legislative subpoena requesting such information by testing its validity in the courts. He further suggested that the Committee should directly subpoena from the corporation a certified copy of its tax return filed with the Department.

COMMITTEE TO INVESTIGATE THE ADMINISTRATION OF JUSTICE

BY AUTHORITY OF THE HOUSE OF REPRESENTATIVES
COMMONWEALTH OF PENNSYLVANIA

Robert P. Kane to produce personally or through such agent as he designates

To _____

WE COMMAND YOU, That laying aside all business and excuses whatsoever, you be and appear before the Committee of the House of Representatives of the Commonwealth of Pennsylvania to investigate the Administration of Justice

April 9, 1973

on (date) _____ at (time) _____
~~Committee to Investigate the Administration of Justice - Room 629 Main Capitol~~

at (place) _____

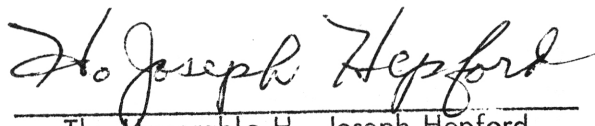
to testify before said Committee then and there to be heard, bringing with you the following books, papers and records:

1. Loans and names of the officers of Central Enterprises, Inc.,
1530 Chestnut Street, Philadelphia, Pennsylvania
2. Loans and names of the officers of Central Dairy Products Sales, Inc.
1530 Chestnut Street, Philadelphia, Pennsylvania

in pursuance of House Resolution 21, Printer's No. 291, adopted February 6, 1973,

Wherein fail not, under penalty which may ensue.

WITNESS my hand and seal at Harrisburg, Pennsylvania, the 9th day
of April, 1973.



The Honorable H. Joseph Hepford
Chairman of Committee

I certify that I served the within SUBPOENA on the individual named therein by personally making known to him the contents thereof, and leaving a copy thereof for him, on the _____ DAY OF _____, 19____.

So answers _____.

Sworn to before me this _____ DAY OF _____, 19____.

(Signature-Notary) _____

F. Ralph Yocum

It will be recalled that records relating to Central Dairy Products Sales, Inc. indicated that some shares of stock of that entity had been issued to Yocum at the time of the formation of the company.

Kluger was questioned about Yocum and said that he was an accountant who shared offices with Kapleau and Kluger at the time they were starting in private enterprise. When Central was formed, Yocum was included for what seemed to be friendly reasons. Within a very short time of the formation, Yocum died and his stock was then split between Kapleau and Kluger.

There has been obvious confusion over the Yocum stock, it being noted that according to corporate records filed in Harrisburg the incorporators were Kapleau and Kluger each with 20 shares, and Ralph Yocum with 10 shares of \$10.00 par value stock, of which 2,000 shares had been authorized. In a prior interview, Kluger had said that he believed that Yocum was issued 2 or 4 shares of stock, but probably had not even paid for it at the time of his death.

The minutes book produced by Kluger on April 24, 1973, subsequently reviewed, reflects that in a meeting of February 9, 1954 Yocum had subscribed to 2 shares at \$10.00 par, and apparently Kapleau and Kluger decided in view of Yocum's death (although no mention is made of the same) "offered to fulfill Yocum's subscription liability for 2 shares and each offered to accept one share for \$10.00 par." (This would raise obvious questions as to the legality of these acquisitions of Yocum's interest where it would appear that his heirs of law were ignored.)

Robert Focht

It will be recalled that in Kluger's 1965 testimony at the Milk Control Commission's hearings, he stated (Pages 43 and 44) that he, Kluger, was the only stockholder of

Kluger Interview - April 19, 1973 - 3

Central Dairy Products Sales, Inc. that was a "hauler of milk" that had just one contract and that with Michael's Dairy.

Robert Focht was identified as the Vice President of the Central Dairy Products Sales, Inc. Asked for identification about Focht, Kluger dismissed him as simply an accountant who was working with Kluger and let his name as an accommodation, but he was not particularly involved. Kluger did not know what has become of Focht, except that he thought he lived in Pottstown.