

 **SCOPELITIS**
GARVIN LIGHT HANSON & FEARY

10 West Market Street
Suite 1400
Indianapolis, IN 46204

www.scopelitis.com
Main: (317) 637-1777
Fax: (317) 687-2414

The full service transportation law firm

241699

GREGORY A. OSTENDORF
gostendorf@scopelitis.com
Direct Dial: (317) 492-9283

ENTERED
Office of Proceedings
October 7, 2016
Part of
Public Record

October 6, 2016

Via FedEx Express

Surface Transportation Board
Attn: Ms. Cynthia T. Brown
Chief, Section of Administration
395 E Street, SW
Washington, D.C. 20024



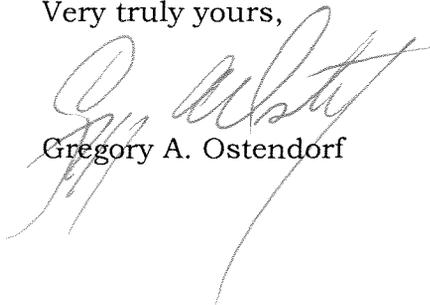
Re: National Express LLC – Acquisition of Control – Trinity, Inc.,
Trinity Cars, Inc., and Trinity Student Delivery, LLC;
STB Docket No. MCF 21073

Dear Ms. Brown:

Enclosed herewith for filing are an original and ten (10) copies of the application of National Express LLC, under 49 U.S.C. §14303(a) for approval of its acquisition of control of Trinity, Inc., Trinity Cars, Inc., and Trinity Student Delivery, LLC. Also enclosed is a check in the amount of \$2,200.00 for the filing fee on this matter. Assuming the application is complete, it is our understanding that notice of the filing of the application will be published within thirty (30) days.

Thank you for your usual courtesies and attention to this matter. If you have any questions or need any additional information, please contact me as soon as possible.

Very truly yours,


Gregory A. Ostendorf

Enclosures

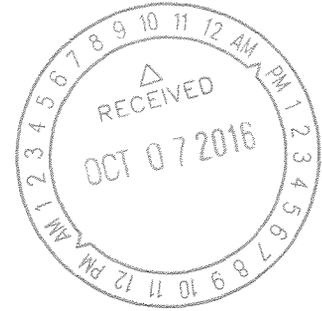
FEE RECEIVED
October 7, 2016
SURFACE
TRANSPORTATION BOARD

FILED
October 7, 2016
SURFACE
TRANSPORTATION BOARD

Indianapolis ■ Chicago ■ Washington, D.C. ■ Los Angeles ■ Chattanooga
Detroit ■ Spokane ■ Dallas/Fort Worth ■ Milwaukee ■ Philadelphia/Mt. Ephraim

SERVICES OUTSIDE CALIFORNIA AND MICHIGAN PROVIDED BY SCOPELITIS, GARVIN, LIGHT, HANSON & FEARY, PROFESSIONAL CORPORATION
SERVICES IN MICHIGAN PROVIDED BY SCOPELITIS, GARVIN, LIGHT, HANSON & FEARY, PROFESSIONAL LIMITED LIABILITY COMPANY
SERVICES IN CALIFORNIA PROVIDED BY SCOPELITIS, GARVIN, LIGHT, HANSON & FEARY, LIMITED LIABILITY PARTNERSHIP

BEFORE THE
SURFACE TRANSPORTATION BOARD



IN THE MATTER OF

NATIONAL EXPRESS LLC

-- ACQUISITION OF CONTROL --

TRINITY, INC., TRINITY CARS, INC., AND TRINITY STUDENT DELIVERY, LLC

STB DOCKET NO. MCF 21073

APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL
BY NATIONAL EXPRESS LLC OF
TRINITY, INC., TRINITY CARS, INC., AND TRINITY STUDENT DELIVERY, LLC

National Express LLC (“National Express”), a non-carrier, respectfully submits this application under 49 U.S.C. § 14303 and Surface Transportation Board (“STB” or the “Board”) regulations as 49 C.F.R. Part 1182 for approval of the transaction more fully described herein (the “Contemplated Transaction”). The result of the Contemplated Transaction will be the direct acquisition of control by National Express of the regulated, interstate and/or intrastate passenger motor carriers: Trinity, Inc. (“Trinity”), Trinity Cars, Inc. (“Trinity Cars”), and Trinity Student Delivery, LLC (“Trinity Student,” and together with Trinity and Trinity Cars, collectively, the “Acquisition Carriers”).

I. Parties of the Contemplated Transaction, Pertinent Operating Authorities, and USDOT Safety Fitness Ratings.

A. Buyer: National Express. National Express is a non-carrier holding company that is organized under the laws of the state of Delaware, and is headquartered at 4300

Weaver Parkway, Warrenville, IL 60555. It is indirectly controlled by a British corporation, National Express Group, PLC (“Express Group”). National Express does not have interstate carrier authority and does not have a United States Department of Transportation (“USDOT”) Number or Safety Rating.

B. Affiliates of National Express. In addition to its affiliation with National Express, Express Group indirectly controls the following passenger motor carriers (the “National Express Affiliated Carriers”): Beck Bus Transportation Corp. (“Beck”), Carrier Management Corporation (“CMI”), Diamond Transportation Services, Inc. (“Diamond”), Durham School Services, L.P. (“Durham”), MV Student Transportation, Inc. (“MV”), National Express Transit Corporation (“NETC”), National Express Transit Services Corporation (“NETSC”), Petermann Ltd. (“LTD”), Petermann Northeast LLC (“Northeast”), Petermann Northwest LLC (“Northwest”), Petermann Southwest LLC (“Southwest”), Petermann STSA, LLC (“STSA”), The Provider Enterprises, Inc. (“Provider”), Rainbow Management Service Inc. (“Rainbow”), Robertson Transit, Inc. (“Robertson”), Safeway Training and Transportation Services Inc. (“Safeway”), Septran, Inc. (“Septran”), Smith Bus Service, Inc. (“Smith”), Suburban Paratransit Service, Inc. (“Suburban Paratransit”), Trans Express, Inc. (“Trans Express”), and White Plains Bus Company, Inc. (“White Plains”). The National Express Affiliated Carriers collectively hold a number of interstate and intrastate for-hire passenger motor carrier authorities. Descriptions of the National Express Affiliated Carriers are as follow:

1. Beck. Beck is a passenger motor carrier primarily engaged in providing student school bus transportation services in the states of Illinois and Indiana under contracts with regional and local school jurisdictions. In addition to its core school bus services, Beck also provides charter passenger services to the public. Beck’s principal place

of business is located at 2201 Brownsville Road, Vernon, IL 62864. The USDOT Number assigned to Beck is 277593, and Beck currently has a “Satisfactory” USDOT Safety Rating. Beck holds interstate common carrier authority under Federal Motor Carrier Safety Administration (“FMCSA”) Docket No. MC-143528. In its operations, Beck utilizes approximately 256 passenger carrying vehicles and approximately 256 drivers.

2. **CMI**. CMI is a passenger motor carrier doing business as Matthews Bus Company and is primarily engaged in providing student school bus transportation services in the state of Pennsylvania under contracts with regional and local school jurisdictions. In addition to its core school bus services, CMI also provides intrastate charter passenger services to the public. CMI’s principal place of business is located at 1112 First Street, Jefferson Hills, PA 15025. The USDOT Number assigned to CMI is 1245654. CMI does not have interstate carrier authority (which is not required for the operations conducted by CMI). CMI does not have a USDOT Safety Rating. In its operations, CMI utilizes approximately 252 passenger carrying vehicles and 243 drivers.

3. **Diamond**. Diamond is a passenger motor carrier with its principal place of business located at 7307 C Highland Street, Springfield, VA 22150. Diamond provides exempt interstate and regulated intrastate paratransit and shuttle services in the District of Columbia metropolitan area. The USDOT Number assigned to Diamond is 1180062, and Diamond currently has a “Satisfactory” USDOT Safety Rating. Diamond does not have interstate carrier authority (which is not required for the operations conducted by Diamond). Diamond utilizes approximately 47 passenger carrying vehicles and 41 drivers.

4. **Durham**. Durham is a passenger motor carrier primarily engaged in providing student school bus transportation services in approximately 32 states under

contracts with regional and local school jurisdictions. In addition to its core school bus services, Durham also provides charter passenger services to the public. Durham's principal place of business is located at 4300 Weaver Parkway, Warrenton, IL 60555. The USDOT Number assigned to Durham is 350651, and Durham currently has a "Satisfactory" USDOT Safety Rating. Durham holds interstate common carrier authority under FMCSA Docket No. MC-163066. In its operations, Durham utilizes approximately 13,893 passenger carrying vehicles and 13,350 drivers.

5. **MV**. MV is a passenger motor carrier primarily engaged in providing student school bus transportation services in the state of Missouri under contracts with regional and local school jurisdictions. In addition to its core school bus services, MV also provides charter passenger services to the public. MV's principal place of business is located at 1832 Derhake Road, Florissant, MO 63033. The USDOT Number assigned to MV is 1049130, and MV currently has a "Satisfactory" USDOT Safety Rating. MV holds interstate common carrier authority under FMCSA Docket No. MC-148934. MV utilizes approximately 150 passenger carrying vehicles and 131 drivers in its operations.

6. **NETC**. NETC is an intrastate passenger motor carrier with its principal place of business at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. The USDOT Number assigned to NETC is 2430646. NETC does not have interstate carrier authority and does not have a USDOT Safety Rating. NETC utilizes approximately 516 passenger carrying vehicles and 891 drivers in its operations.

7. **NETSC**. NETSC is a passenger motor carrier engaged primarily in providing intrastate transit services in the areas of Westmoreland, PA, Arlington, VA, Greensboro, NC, Vallejo, CA and Yuma, AZ. NETSC's principal place of business is

located at 4300 Weaver Parkway, Warrenville, IL 60555. The USDOT Number assigned to NETSC is 2441459. NETSC does not have interstate carrier authority (which is not required for the operations conducted by NETSC). NETSC does not have a USDOT Safety Rating. In its operations, NETSC utilizes approximately 189 passenger carrying vehicles and 380 drivers.

8. **LTD**. LTD is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of Ohio under contracts with regional and local school jurisdictions. In addition to its core school bus services, LTD also provides charter passenger services to the public. LTD's principal place of business is located at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. The USDOT Number assigned to LTD is 821384, and LTD currently has a "Satisfactory" USDOT Safety Rating. LTD holds interstate common carrier authority under FMCSA Docket No. MC-364668. LTD utilizes approximately 1,000 passenger carrying vehicles and has 974 drivers in its operations.

9. **Northeast**. Northeast is a passenger motor carrier primarily engaged in providing student school bus transportation services primarily in the states of Ohio and Pennsylvania under contracts with regional and local school jurisdictions. In addition to its core school bus services, Northeast also provides charter passenger services to the public. Northeast's principal place of business is located at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. The USDOT Number assigned to Northeast is 2058860. Northeast holds interstate contract carrier authority under FMCSA Docket No. MC-723926. No USDOT Safety Rating has been assigned to Northeast. In its operations, Northeast utilizes approximately 351 passenger carrying vehicles and 357 drivers.

10. Northwest. Northwest is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services under contracts with regional and local school jurisdictions. Northwest's principal place of business is located at 850 92nd Avenue, Suite 2A, Oakland, CA 94603. The USDOT Number assigned to Northwest is 1743473. Northwest does not have interstate carrier authority (which is not required for the operations conducted by Northwest). No USDOT Safety Rating has been assigned to Northwest. Northwest utilizes approximately 145 passenger carrying vehicles and has 130 drivers in its operations.

11. Provider. Provider is a passenger motor carrier doing business as Provider Bus, primarily engaged in providing non-regulated school bus transportation services in the state of New Hampshire under contracts with regional and local school jurisdictions. Provider's principal place of business is located at 127 Pine Road, Brentwood, NH 03833. The USDOT Number assigned to Provider is 1129948. Provider does not have interstate carrier authority (which is not required for the operations conducted by Provider). No USDOT Safety Rating has been assigned to Provider. In its operations, Provider utilizes 151 passenger carrying vehicles and 153 drivers.

12. Rainbow. Rainbow provides interstate and intrastate charter and special party passenger transportation services in the state of New York. Its principal place of business is located at 150 Conover Street, Brooklyn, NY 11231. The USDOT Number assigned to Rainbow is 1261183. Rainbow holds interstate passenger common carrier authority under FMCSA Docket No. MC-490015, and Rainbow has a "Satisfactory" USDOT Safety Rating. In its operations, Rainbow utilizes 21 passenger carrying vehicles and 121 drivers.

13. **Robertson**. Robertson is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of New Hampshire under contracts with regional and local school jurisdictions. In addition to its core school bus services, Robertson also provides charter passenger services to the public. Robertson's principal place of business is located at 22 Merrill Road, Thornton, NH 03285. The USDOT Number assigned to Robertson is 260681. Robertson does not have interstate carrier authority (which is not required for the operations conducted by Robertson). Robertson has a "Satisfactory" USDOT Safety Rating. Robertson utilizes 50 passenger carrying vehicles and has 30 drivers in its operations.

14. **Southwest**. Southwest is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of Texas under contracts with regional and local school jurisdictions. In addition to its core school bus services, Southwest also provides charter passenger services to the public. Southwest's principal place of business is located at 2101 Crystal Bend Drive, Pflugerville, TX 78660. The USDOT Number assigned to Southwest is 1765359. Southwest holds interstate contract carrier authority under FMCSA Docket No. MC-644996. No USDOT Safety Rating has been assigned to Southwest. In its operations, Southwest utilizes approximately 161 passenger carrying vehicles and 142 drivers.

15. **STSA**. STSA is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services primarily in the state of Kansas under contracts with regional and local school jurisdictions. In addition to its core school bus services, STSA also provides charter passenger services to the public. The principal place of business of STSA is 7321 West 135th Street, Overland Park, KS 66223-1210. The

USDOT Number assigned to STSA is 2133951. STSA holds interstate contract carrier authority under FMCSA Docket No. MC-749360 and has a “Satisfactory” USDOT Safety Rating. In its operations, STSA utilizes approximately 167 passenger carrying vehicles and has 175 drivers.

16. **Safeway**. Safeway is passenger motor carrier with its principal place of business being 62 Newton Junction Road, Kingston, NH 03848. Safeway is primarily engaged in providing non-regulated school bus transportation services in the state of New Hampshire under contracts with regional and local school jurisdictions. The USDOT Number assigned to Safeway is 1203741. No USDOT Safety Rating has been assigned to Safeway. FMCSA Docket No. MC-522039 is assigned to Safeway; however, the interstate authority under that number is not active, as it does not conduct regulated interstate service. Safeway utilizes approximately 124 passenger carrying vehicles and 100 drivers in its operations.

17. **Septran**. Septran is passenger motor carrier with its principal place of business being 4300 Weaver Parkway, Warrenville, IL 60555. Septran is primarily engaged in providing non-regulated school bus transportation services in the state of Illinois under contracts with regional and local school jurisdictions. The USDOT Number assigned to Septran is 924933. No USDOT Safety Rating has been assigned to Septran. FMCSA Docket No. MC-795208 is assigned to Septran; however, the interstate authority under that number is not active, as it does not conduct regulated interstate services. In its operations, Septran utilizes approximately 1,018 passenger carrying vehicles and 818 drivers.

18. **Smith**. Smith is passenger motor carrier with its principal place of business being 4300 Weaver Parkway, Warrenville, IL 60555. Smith is primarily engaged in providing non-regulated school bus transportation services in the state of Maryland and surrounding areas under contracts with regional and local school jurisdictions. The USDOT Number assigned to Smith is 580046. No USDOT Safety Rating has been assigned to Smith, and Smith does not have interstate carrier authority (which is not required for the operations conducted by Smith). Smith utilizes approximately 173 passenger carrying vehicles and has 90 drivers in its operations.

19. **Suburban**. Suburban is a motor carrier providing paratransit services primarily in Westchester County and Bronx, New York, with its principal place of business being 14 Fisher Lane, White Plains, New York 10603. Suburban does not hold interstate operating authority, a USDOT number, or a USDOT Safety Rating (none of which is required for the operations conducted).

20. **Trans Express**. Trans Express provides interstate and intrastate passenger transportation services in the state of New York. Trans Express's principal place of business is located at 150 Conover Street, Brooklyn, NY 11231. The USDOT Number assigned to Trans Express is 530250. Trans Express holds interstate passenger common carrier authority under FMCSA Docket No. MC-187819, and has a "Satisfactory" USDOT Safety Rating. In its operations, Trans Express utilizes 39 passenger carrying vehicles and has 110 drivers.

21. **White Plains**. White Plains is a passenger motor carrier doing business as Suburban Charters, with its principal place of business being 14 Fisher Lane, White Plains, New York 10603. White Plains operates primarily as a provider of non-regulated school

bus transportation services in the State of New York. In addition, White Plains operates as a motor passenger carrier providing charter service to the public. The USDOT Number assigned to White Plains is 25675. White Plains holds interstate passenger common authority under FMCSA Docket No. MC-160624, and White Plains has a “Satisfactory” USDOT Safety Rating. White Plains maintains a fleet of approximately 251 buses, and has approximately 285 drivers.

C. The Acquisition Carriers.

1. **Trinity.** Trinity is a Michigan corporation with its principal place of business at 4624 13th Street, Wyandotte, MI 48192. The USDOT Number assigned to Trinity is 822553. Trinity operates primarily as a provider of non-regulated school bus transportation services, transporting students to and from school in the area of southeastern Michigan, and also operates as a passenger motor carrier providing charter service to the public. Trinity maintains a fleet of 353 buses and has approximately 329 drivers. For purposes of its interstate passenger operations, Trinity holds common carrier operating authority subject to the jurisdiction of the FMCSA under Docket No. MC-364003. Trinity does not have a USDOT Safety Rating. For purposes of its intrastate passenger operations, Trinity holds Michigan Department of Transportation Motor Bus Certificate of Authority MDOT PA-0363.

2. **Trinity Cars.** Trinity Cars is a Michigan corporation with its principal place of business at 4624 13th Street, Wyandotte, MI 48192. Trinity Cars is an intrastate passenger motor carrier and operates as a provider of for-hire sedan and van service in the area of southeastern Michigan. For purposes of its intrastate passenger operations, Trinity Cars holds Michigan Department of Transportation Limousine Certificates of Authority

L0973 and L132. FMCSA Docket No. MC-632139 and USDOT Number 1724857 are assigned to Trinity Cars; however, the USDOT Number is not active, as Trinity Cars does not conduct regulated interstate services. In its operations, Trinity Cars utilizes approximately 50 passenger carrying vehicles and has 45 drivers.

3. **Trinity Student**. Trinity Student is a Michigan limited liability company and is a wholly-owned subsidiary of Trinity. The principal place of business of Trinity Student is 4624 13th Street, Wyandotte, MI 48192. Trinity Student operates primarily as a provider of non-regulated school bus transportation services, transporting students to and from school in the areas of Toledo and Cleveland, Ohio. Trinity Student also provides interstate charter passenger services. Trinity Student maintains a fleet of 68 buses and has approximately 55 drivers. Trinity Student has USDOT Number 2424638, and for purposes of its interstate passenger operations, Trinity Student holds common and contract carrier operating authority subject to the jurisdiction of the FMCSA under Docket No. MC-836335. Trinity Student does not have a USDOT Safety Rating. For purposes of its intrastate passenger operations, Trinity Student operates under Ohio Department of Public Safety Private Pupil Transportation License Number 13-85-35-5.

D. **Affiliate of the Acquisition Carriers**. Trinity Coach, LLC, a Michigan limited liability company (“Trinity Coach”), is a passenger motor carrier and is affiliated with the Acquisition Carriers in that Jerry Sheppard, Jr., individually, the grantor of the Jerry Sheppard Trust (among the Sellers described below), holds a 100% membership interest in Trinity Coach. Trinity Coach has its principal place of business at 4624 13th Street, Wyandotte, MI 48192, and provides passenger charter and shuttle services in Michigan and the eastern United States. Trinity Coach has USDOT Number 1419991. Trinity Coach provides its interstate services under

common authority listed under FMCSA Docket No. 537169, and provides its intrastate services in the state of Michigan under Michigan Department of Transportation Motor Bus Certificate of Authority MDOT PA-0607 and Michigan Department of Transportation Limousine Certificate of Authority L10794. Trinity Coach maintains 66 passenger vehicles and utilizes the services of 70 drivers. Trinity Coach holds a “Satisfactory” USDOT Safety Rating. Trinity Coach is not a part of the Contemplated Transaction.

E. Sellers: All of the issued and outstanding stock of Trinity and Trinity Cars is owned and held by Jerry Sheppard, Jr., Trustee of the Jerry Sheppard, Jr. Revocable Inter-Vivos Trust U/A/D September 24, 2003, as amended (the “Jerry Sheppard Trust”), and Rebetha J. Sheppard, Trustee of the Rebetha J. Sheppard Revocable Inter-Vivos Trust U/A/D September 24, 2003, as amended (the “Rebetha Sheppard Trust,” and together with the Jerry Sheppard Trust, collectively, the “Sellers”), residing at 28108 Swan Island Drive, Grosse Ile, Michigan 48138. Other than as set forth hereinabove, the Sellers have no direct or indirect ownership interest in any other interstate passenger motor carrier.

F. Summary Table of National Express, the National Express Affiliated Carriers, and the Acquisition Carriers. Attached hereto as Schedule A is a summary table setting forth the USDOT Numbers, FMCSA Docket Numbers, and USDOT Safety Ratings, as applicable, of National Express, the National Express Affiliated Carriers, and the Acquisition Carriers.

II. Description of the Contemplated Transaction.

The event triggering STB jurisdiction is the acquisition of all of the outstanding stock of Trinity and Trinity Cars by National Express, the effect of which will be to place the Acquisition Carriers under the control of National Express. By means of the Contemplated Transaction, National Express will acquire (a) direct 100% control of Trinity and Trinity Cars through stock ownership, and (b) indirect control of Trinity Student as a wholly-owned subsidiary of Trinity. As

such, STB's jurisdiction is invoked pursuant to 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves "acquisition of control of a carrier [*i.e.*, the Acquisition Carriers] by a person that is not a carrier but that controls any number of carriers [*i.e.*, National Express]." We note that 49 U.S.C. § 14303(f) states "a carrier or a corporation participating in or resulting from a transaction approved by the Board under this Section...may carry out the transaction, own and operate property, and exercise control or franchises acquired through the transaction without the approval of a State authority." Thus, the granting of this application by the Board will avoid the need for state or local approval.

III. Federally Regulated Carrier Affiliates.

Other than the National Express Affiliated Carriers, the Acquisition Carriers and Trinity Coach described above, there are no other affiliated carriers with regulated interstate operations involved in this application.

IV. Jurisdictional Statement – Revenues.

The STB has jurisdiction over this matter under 49 U.S.C. § 14303(g), because the annual aggregate gross operating revenues of the National Express Affiliated Carriers and the Acquisition Carriers exceed \$2 million during the 12-month period immediately preceding the filing of this application.

V. Environmental Impact.

Approval of this application and consummation of the Contemplated Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources.

VI. Public Interest Considerations.

A. Adequacy of Transportation Services. The Contemplated Transaction will not have a material, detrimental impact on the adequacy of transportation services available for the public. National Express anticipates that services to the public will be improved. For at least the foreseeable future, the services currently provided by the Acquisition Carriers will continue to be provided by Acquisition Carriers under the same names used to provide such services prior to the Contemplated Transaction. The Acquisition Carriers will continue to operate, but going forward, will be operating within the National Express corporate family, an organization already thoroughly experienced in passenger transportation operations.

The addition of the Acquisition Carriers to the carriers held by National Express is consistent with the practices within the passenger motor carrier industry of strong, well-managed transportation organizations adapting their corporate structure to operate several different passenger carriers within the same market, but in different geographic areas. As part of the Contemplated Transaction, National Express is bringing under its control the Acquisition Carriers, which are experienced in some of the same market segments already served by some of the National Express Affiliated Carriers. These market segments have their own service characteristics, and the Contemplated Transaction is expected to result in operating efficiencies and cost savings derived from economies of scale, all of which will help to ensure the provision of adequate service to the public.

Bringing the Acquisition Carriers within the National Express family will serve to enhance the viability of the overall National Express organization and the operations of the National Express Affiliated Carriers. The continued viability of all the carriers assures the continued availability of adequate passenger transportation service for the public.

B. Fixed Charges. There are no fixed charges associated with the Contemplated Transaction.

C. Employee Interests. It is the current intention of National Express to continue the existing operations of the Acquisition Carriers and as such the Contemplated Transaction will not have substantial impacts on employees or labor conditions. National Express does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits. Staffing redundancies could potentially result in limited downsizing of back-office and/or managerial level personnel.

D. Competition and the Public Interest. The law requires the Board to assess competition in the market and the impact on the public interest as affected by approving an arrangement in which multiple passenger carriers are under control of a single entity. In making its analysis, the Board (as did its predecessor, the Interstate Commerce Commission) has consistently found that proposed “common control” arrangements (however accomplished) are inherently not anti-competitive. In large measure, that conclusion rests on the finding that as a result of ease of entry into the market, the passenger motor carrier industry is characterized by healthy intra-modal competition as well as healthy competition between bus service, on the one hand, and, on the other, other modes of transportation, all of which constitute the “relevant market.” *GLI Acquisition Co – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988).

On the rare occasions in recent years in which the STB has been called upon to assess the “public interest” and “competition” issues inherent in the practice of the acquisition of ownership of numerous bus carriers by non-carrier entities, it has consistently approved applications of this sort, finding that acquisitions that contemplate the single control of numerous passenger carriers can result in better overall service for the public without any lessening of the benefits of healthy

competition. Its decisions include *Stagecoach Group PLC and Coach USA, Inc., et al., - Acquisition of Control – New Today Bus Corp., et al.*, STB Docket No. MC-F-21030 (served January 30, 2009), *Stagecoach Group PLC and Coach USA, Inc., et al., - Acquisition of Control – Eastern Travel and Tour, Inc.*, STB Docket No. MC-21029 (served September 18, 2008); *Delivery Acquisition, Inc. – Purchase – Transportation Management Systems, LLC and East West Resort Transportation, LLC*, STB Docket No. MC-F-21028, (served July 18, 2008); and *Stagecoach Group PLC and Coach USA, Inc., et al., - Control Megabus Northeast LLC*, STB Docket No. MC-F-21027 (served April 11, 2008).

The Acquisition Carriers are relatively small carriers in the overall markets in which they compete: unregulated metropolitan school bus operations, providers of charter services, and providers of sedan and van services. School bus operators typically occupy a limited portion of the charter business because (a) the equipment offered is not as comfortable as that offered by motor coach operators; and (b) scheduling demands imposed by the primary school bus operation impose major constraints on charter services that can be offered. The sedan and van services business sector is comprised of a number of providers and there are no providers with a dominant market share in the sector. The charter services and sedan and van services offered by the Acquisition Carriers are geographically dispersed from those of the National Express Affiliated Carriers, and there is limited overlap in service areas and/or in customer bases among the National Express Affiliated Carriers and the Acquisition Carriers. In light of the foregoing, it is clear that the impact of the Contemplated Transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

Lastly, Board approval of this application will allow the acquisition of control of the Acquisition Carriers to be accomplished without the approval of state regulatory authorities, thus

relieving the parties of the Contemplated Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f) (providing that parties to approved transactions may effectuate such transactions and exercise control without the approval of any state authorities and exempts the parties to the transaction from the application of federal, state, and municipal law as necessary to allow them to carry out the transaction). As set forth above, the Acquisition Carriers possess intrastate authorities which authorities should assist in the continued operation of the Acquisition Carriers under the control of National Express.

VII. Insurance Certification.

Each of the motor carriers that is subject to FMCSA insurance requirements and is involved in this application now satisfies and after Board approval will continue to satisfy FMCSA requirements relating to adequate security for the public. 49 U.S.C. § 13906. All of the FMCSA approved carriers have a minimum of \$5 million bodily injury and property damage insurance coverage on file with the FMCSA.

VIII. Mexico Certification.

National Express certifies that neither it nor any of the National Express Affiliated Carriers is domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country. The Acquisition Carriers certify that neither of them is domiciled in Mexico, nor are they owned or controlled by persons of that country.

IX. No Individuals Holding Operating Authority

Pursuant to 49 C.F.R. § 1182.2(a)(11), the Contemplated Transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

X. Exempt Transaction under Federal Premerger Notification Laws

Pursuant to 15 U.S.C. § 18a(c)(6), this application and copies of all other information and documentary material filed with the Board in connection with the Contemplated Transaction are being filed with the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Contemplated Transaction's status under the regulated-industry provisions of that statute.

XI. Conclusion.

As provided by 49 C.F.R. Part 1182 and for the reasons set forth herein, the Board is respectfully requested to approve this application and authorize the Contemplated Transaction and acquisition of control as described herein.

XII. Verification.

The verifications of National Express, the Acquisition Carriers and the Sellers are as follows:

[Remainder of Page Intentionally Blank – Verification and Signature Pages Follow]

A. **Verification of National Express.** The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to National Express and the National Express Affiliated Carriers in connection with this application is true and correct. Further, the undersigned is qualified and authorized on behalf of National Express to submit this verification and file this application. The undersigned further certifies under penalty of perjury under the laws of the United States, that she knows that willful misrepresentations or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Buyer

“National Express”

National Express LLC

Dated: October 5, 2016

By: J. Crawford
Judith A. Crawford
CEO of Transit and Executive Vice
President of Commercial Development

B. Verification of the Acquisition Carriers and the Sellers. Each of the undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to the Acquisition Carriers and the Sellers in connection with this application is true and correct. Further, each of the undersigned with respect to the Acquisition Carriers is qualified and authorized on behalf of the respective Acquisition Carriers to submit this verification and authorize the filing of this application. In addition, the undersigned Sellers authorize the filing of this application. Each of the undersigned further certifies under penalty of perjury under the laws of the United States, that he or she knows that willful misrepresentations or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Acquisition Carriers”

Trinity, Inc.

Dated: October 5, 2016

By: 
Jerry Sheppard, Jr.
President

Trinity Cars, Inc.

Dated: October 5, 2016

By: 
Jerry Sheppard, Jr.
President

Trinity Student Delivery, LLC

Dated: October 5, 2016

By: 
Jerry Sheppard, Jr.
President

“Sellers”

Dated: October 5, 2016


Jerry Sheppard, Jr., Trustee of the Jerry
Sheppard, Jr. Revocable Inter-Vivos Trust
U/A/D September 24, 2003, as amended

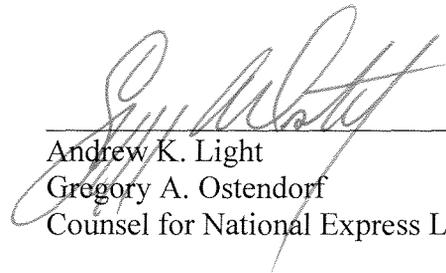
Dated: October 5, 2016


Rebetha J. Sheppard, Trustee of the
Rebetha J. Sheppard Revocable Inter-Vivos
Trust U/A/D September 24, 2003, as amended

XI. Applicant Buyer's Legal Counsel

National Express LLC
Andrew K. Light
Gregory A. Ostendorf
SCOPELITIS, GARVIN, LIGHT, HANSON & FEARY, P.C.
10 W. Market Street, Suite 1500
Indianapolis, IN 46204
(317) 637-1777

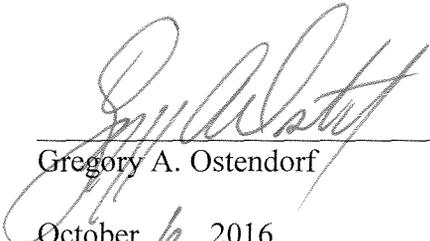
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for National Express LLC

Certificate of Service

I hereby certify that as required by 49 C.F.R. § 1182.3, I have served a copy of the foregoing application by mailing a copy thereof, via U.S. first-class mail on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected. I further certify that as required by 15 U.S.C. § 18a(c)(6), I have also served a copy of the foregoing application, and copies of all other information and documentary material filed with the Surface Transportation Board in connection with the Contemplated Transaction, by overnight courier on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf

October 6, 2016

<u>Schedule A</u>			
<u>Entity Name</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>
<u>The Buyer:</u>			
National Express LLC	None	None	None
<u>The National Express Affiliated Carriers:</u>			
Beck Bus Transportation Corp.	277593	MC-143528	Satisfactory
Carrier Management Inc.	1245654	None	None
Diamond Transportation Services, Inc.	1180062	None	Satisfactory
Durham School Services, L.P.	350651	MC-163066	Satisfactory
MV Student Transportation, Inc.	1049130	MC-148934	Satisfactory
National Express Transit Corporation	2430646	None	None
National Express Transit Services Corporation	2441459	None	None
Petermann Ltd.	821384	MC- 364668	Satisfactory
Petermann Northeast LLC	2058860	MC-723926	None
Petermann Northwest LLC	1743473	None	None
Petermann Southwest, LLC	1765359	MC-644996	None
Petermann STSA, LLC	2133951	MC-749360	Satisfactory

The Provider Enterprises, Inc.	1129948	None	None
Rainbow Management Service Inc.	1260083	MC-490015	Satisfactory
Robertson Transit, Inc.	260681	MC-176053 (Inactive)	Satisfactory
Safeway Training and Transportation Services, Inc.	1203741	MC-522039 (Inactive)	None
Septran, Inc.	924933	MC-795208 (Inactive)	None
Smith Bus Service, Inc.	580046	None	None
Suburban Paratransit Service, Inc.	None	None	None
Trans Express Inc.	530250	MC-187819	Satisfactory
White Plains Bus Company, Inc.	25675	MC-160624	Satisfactory
<u>The Acquisition Carriers:</u>			
Trinity, Inc.	822553	MC-364003	None
Trinity Cars, Inc.	1724827 (Inactive)	MC-632139 (Inactive)	None
Trinity Student Delivery, LLC	2424638	MC-836335	None