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ENTERED
Office of Proceedings August 15, 2016
August 17, 2016
Part of
Public Record

Via FedEx Express

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



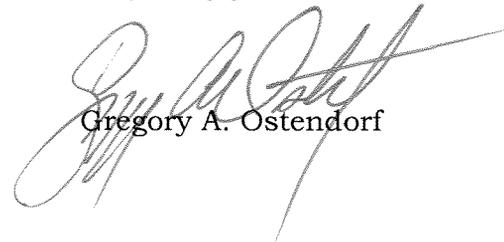
Re: National Express LLC – Acquisition of Control – New Dawn
Transit LLC; STB Docket No. MC-F-21072

Dear Ms. Brown:

Enclosed herewith are the original and ten (10) copies of the Application under 49 U.S.C. §14303(a) for Approval of the Acquisition of Control by National Express LLC of White Plains Bus Company, Inc. Also enclosed is a check in the amount of \$2,100.00 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 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
August 17, 2016
SURFACE
TRANSPORTATION BOARD

FILED
August 17, 2016
SURFACE
TRANSPORTATION BOARD

Indianapolis ■ Chicago ■ Washington, D.C. ■ Los Angeles ■ Chattanooga
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF
NATIONAL EXPRESS LLC
-- ACQUISITION OF CONTROL --
NEW DAWN TRANSIT LLC
STB DOCKET NO. MCF 21072**

**APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL
BY NATIONAL EXPRESS LLC OF
NEW DAWN TRANSIT 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 passenger motor carrier New Dawn Transit LLC (“New Dawn” or “Acquisition Carrier”).

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 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”), Durham School Services, L.P. (“Durham”), Folmsbee’s Transportation Inc. (“Folmsbee”), 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”), 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 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. **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, Warrenville, 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.

4. **Folmsbee**. Folmsbee is a passenger motor carrier primarily engaged in providing unregulated student school bus transportation services in the state of New York under contracts with regional and local school jurisdictions, with its principal place of

business being 1 Industry Drive, Waterford, NY 12188. The USDOT Number assigned to Folmsbee is 967092. No USDOT Safety Rating has been assigned to Folmsbee. FMCSA Docket No. MC-818630 is assigned to Folmsbee; however, the interstate authority under that number is not active, as it does not conduct regulated interstate services. In its operations, Folmsbee utilizes approximately 105 passenger carrying vehicles and 91 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. In its operations, MV utilizes approximately 150 passenger carrying vehicles and 131 drivers.

6. **NETC**. NETC is an intrastate passenger motor carrier with its principal place of business at 8041 Hosebrook 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. In its operations, LTD utilizes approximately 1,000 passenger carrying vehicles and 974 drivers.

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 130 drivers.

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. **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.

14. **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 175 drivers.

15. **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. In its operations, Suburban utilizes approximately 124 passenger carrying vehicles and 100 drivers.

16. **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.

17. **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). In its operations, Smith utilizes approximately 173 passenger carrying vehicles and 90 drivers.

18. **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).

19. **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 110 drivers.

20. **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 Carrier: New Dawn.** New Dawn is a New York limited liability company with its principal place of business at 2352 E 69th Street, Brooklyn, NY 11234. The USDOT Number assigned to New Dawn is 2794740. New Dawn operates primarily as a provider of non-regulated school bus transportation services, transporting students to and from school in

the metropolitan area of New York City. New Dawn maintains a fleet of 140 buses and has approximately 154 drivers. New Dawn also operates as a motor passenger carrier providing charter service to the public using its fleet of buses. For purposes of its interstate passenger operations, New Dawn holds common carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-932702. New Dawn does not have a USDOT Safety Rating. New Dawn is in the process of filing with the New York Department of Transportation an application for intrastate authority to transport passengers in charter service.

D. No Affiliates of Acquisition Carrier. There is no motor passenger carrier affiliated with the Acquisition Carrier.

E. Seller: Indra Fouche. All of the issued and outstanding membership equity interest of New Dawn is owned and held by Indra Fouche, an individual (the “Seller”), residing at 11-25 30th Drive, Astoria, NY 11102. The Seller has 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 Carrier. 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 Carrier.

II. Description of the Contemplated Transaction.

The event triggering STB jurisdiction is the acquisition of the equity interest in the Acquisition Carrier by National Express, the effect of which will be to place the Acquisition Carrier under the control of National Express. Following certain steps in the Contemplated Transaction, National Express will assume direct 100% control of the Acquisition Carrier through the membership ownership. 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 Carrier] 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 and the Acquisition Carrier 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 Carrier substantially 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 Carrier will continue to be provided by Acquisition Carrier under the same name used to provide such services prior to the Contemplated Transaction. The Acquisition Carrier will continue to operate, but going forward, it will be operating within the National Express corporate family, an organization already thoroughly experienced in passenger transportation operations.

The addition of the Acquisition Carrier 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 Carrier, which is 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 Carrier 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 Carrier 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 Carrier is a relatively small carrier in the overall markets in which it competes: unregulated metropolitan school bus operations and provider of charter services. School bus operators typically occupy a limited portion of the charter business because (i) the equipment offered is not as comfortable as that offered by motor coach operators; and (ii) scheduling demands imposed by the primary school bus operation impose major constraints on charter services that can be offered. The charter services offered by the Acquisition Carrier 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 Carrier. 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 Carrier 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 Carrier

possesses intrastate authorities which authorities should assist in the continued operation of the Acquisition Carrier 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 Carrier certifies that it is not domiciled in Mexico, nor is it 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 Carrier and the Seller 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: August 12, 2016

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

B. Verification of the Acquisition Carrier. The undersigned verify 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 Seller and the Acquisition Carrier in connection with this application is true and correct. Further, each of the undersigned is qualified and authorized on behalf of the Acquisition Carrier to submit this verification and authorize the filing of this application. Each of 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.

“Acquisition Carrier”

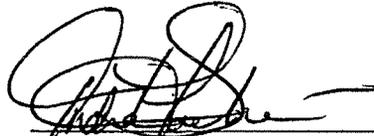
New Dawn Transit LLC

Dated: August 5, 2016

By: 
Name: Indra Fouche
Title: President

“Seller”

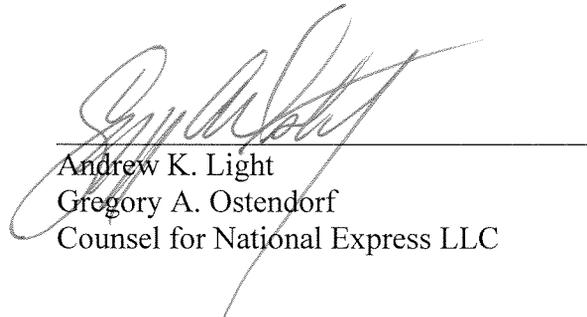
Dated: August 5, 2016


Indra Fouche, Individually

XI. Applicants' Legal Counsel

National Express LLC
Andrew K. Light
Gregory A. Ostendorf
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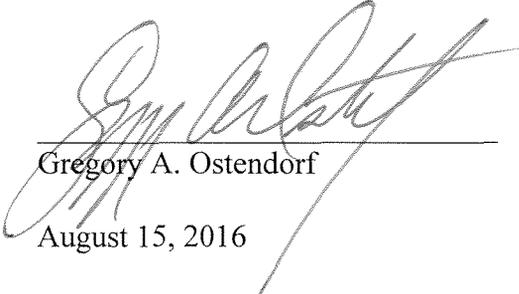
Respectfully,



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

August 15, 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
Durham School Services, L.P.	350651	MC-163066	Satisfactory
Folmsbee's Transportation Inc.	967092	MC-818630 (Inactive)	None
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
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 Carrier:</u>			
New Dawn Transit LLC	2794740	MC-932702	None