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December 31, 2014
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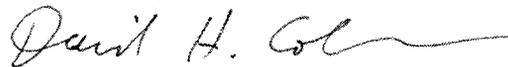
Ms. Cynthia Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Re: **STB Docket No. MC-F-21061, Verified Notice of Exempt Transaction**

Dear Ms. Brown:

Please find enclosed an original and 10 copies of a Verified Notice of Exempt Transaction submitted in the above docket. A check in the amount of \$1,700.00 is enclosed for the required filing fee.

Respectfully,

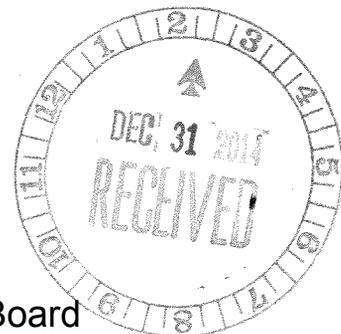


David H. Coburn
Attorney for Frank Sherman, FSCS
Corporation, TMS West Coast, Inc.,
Evergreen Trails, Inc. and Horizon Coach
Lines NC Inc.

Enclosures

FILED
December 31, 2014
Surface Transportation Board

FEE RECEIVED
December 31, 2014
Surface Transportation Board



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. MC-F-21061

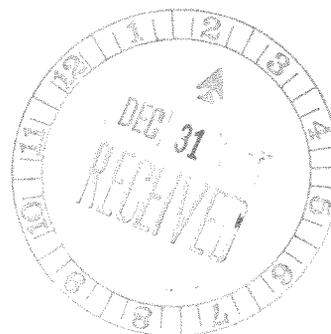
**FRANK SHERMAN, FSCS CORPORATION, EVERGREEN TRAILS, INC., AND
HORIZON COACH LINES NC INC.—INTRA-CORPORATE FAMILY TRANSACTION**

**VERIFIED NOTICE OF EXEMPT TRANSACTION
INTRA-CORPORATE FAMILY REORGANIZATION**

David H. Coburn
Christopher G. Falcone
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1330 Connecticut Avenue, NW
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(202) 429-8063

Attorneys for Frank Sherman, FSCS
Corporation, TMS West Coast, Inc.,
Evergreen Trails, Inc. and Horizon Coach
Lines NC Inc.

Dated: December 30, 2014



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. MC-F-21061

**FRANK SHERMAN, FSCS CORPORATION, TMS WEST COAST, INC., EVERGREEN
TRAILS, INC., AND HORIZON COACH LINES NC INC.—INTRA-CORPORATE
FAMILY TRANSACTION**

**VERIFIED NOTICE OF EXEMPT TRANSACTION
INTRA-CORPORATE FAMILY REORGANIZATION**

Pursuant to the Board's regulations at 49 CFR 1182.9, Frank Sherman, FSCS Corporation ("FSCS"), Evergreen Trails, Inc. ("Evergreen"), TMS West Coast, Inc. ("TMS"), and Horizon Coach Lines NC Inc. ("Horizon NC") (collectively "Applicants"), hereby file this Verified Notice of Exemption ("Notice") with respect to an intra-corporate reorganization described below.¹ Frank Sherman is an individual who controls Evergreen, a motor passenger carrier (DOT number 12016, MC number MC-107638). Evergreen, which conducts its motor passenger carrier business using the d/b/a Horizon Coach Lines, is directly owned by the non-carrier holding company TMS, which in turn is owned by the non-carrier holding company FSCS. Mr. Sherman is the CEO/President and controlling shareholder of FSCS. Horizon NC, which recently was issued DOT number 2527345 and MC number MC-877950, is not currently operating as a motor carrier and does not currently hold any motor carrier assets. It is owned

¹ The verification of Frank Sherman, the CEO and President of FSCS, TMS, Evergreen and Horizon NC is attached to this Notice.

directly by FSCS. Thus, both Horizon NC and Evergreen are ultimately controlled by Mr. Sherman.

1. Brief Summary of the Reorganization:

Evergreen operates its motor passenger carrier business out of numerous locations across the country. One of those locations is in Durham, North Carolina. Evergreen uses its assets located in North Carolina to conduct intrastate and interstate motor passenger carrier operations including charter, contract and regular route services. Evergreen plans to undertake a corporate reorganization whereby Horizon NC, an affiliate of Evergreen, would acquire and operate Evergreen's North Carolina assets, including its intrastate operating authority, as well as certain key management personnel. This will allow Horizon NC to take over the motor passenger carrier services currently operated by Evergreen out of its North Carolina location. There would be no change in the services currently offered or the management and assets used to provide those services. The existing services and assets would simply be controlled by a different corporate entity within Evergreen's corporate family, i.e., Horizon NC.

2. Name, Address and Telephone Number of the Applicant:

Frank Sherman's business address is 17810 Meetinghouse Rd, Suite 200, Sandy Spring, MD 20860. His phone number is (301) 260-2070. The addresses and phone numbers of TMS and FSCS are the same as the address and phone number for Mr. Sherman. The address of Evergreen's headquarters is 14901 Quorum Drive, Suite 715, Addison, TX 75254. Its phone number is (972) 865-4838. The address of Horizon NC is 2020 S. Briggs Avenue, Durham, NC 27703. Its phone number is (919) 688-1230.

3. Name, Address and Telephone Number of Counsel to Whom Questions May Be Addressed:

Questions regarding this Notice may be addressed to undersigned counsel David H. Coburn, Steptoe & Johnson, 1330 Connecticut Avenue NW, Washington, DC 20036. His phone number is (202) 429-8063.

4. Proposed Time Schedule for Consummation of the Proposed Transaction:

Applicants intend to effectuate the reorganization in the coming month. The reorganization will not be effectuated until at least seven days after the filing date of this Notice consistent with 49 CFR 1182.9(b).

5. Purpose of the Transaction:

The purpose of the reorganization is to enhance the efficiency of the North Carolina operations and avoid certain costs that would otherwise be incurred if the North Carolina operations continued to be conducted by Evergreen. For example, certain school systems within North Carolina require that information be supplied regarding Evergreen's drivers and operations nationwide in order to operate on behalf of that school system. Conducting the North Carolina operations through a separate corporation, Horizon NC, will allow Evergreen to avoid the costs associated with that process by allowing the company to provide information only for the North Carolina entity. This Notice is appropriate because there will be no change in service levels, significant operational changes or changes in the competitive balance for motor carrier services outside the corporate family.

6. Contracts or Agreements:

Horizon NC will acquire control of Evergreen's North Carolina assets through an internal arrangement to be entered into between Horizon NC and Evergreen.

7. Effect on Employees:

The only effect on employees as a result of the reorganization is that employees currently employed by Evergreen in North Carolina will be employed by Horizon NC.

8. Effect on the Environment and Energy Resources:

The reorganization will not affect the nature of operations conducted. Rather, it will only change the corporate entity conducting the operations. Thus, the reorganization will have no effect on the quality of the human environment or the conservation of energy resources.

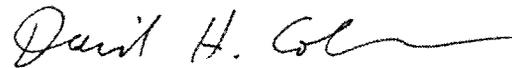
9. Mexican ownership:

None of the affected companies is domiciled in Mexico or controlled by persons of that country.

10. Certification:

The above-described corporate family reorganization will not result in any adverse changes in service levels, significant operational changes, or changes in the competitive balance with motor passenger carriers outside the corporate family.

Respectfully submitted,



David H. Coburn
Christopher G. Falcone
STEPTOE & JOHNSON LLP
1330 Connecticut Ave.
Washington, DC 20036
(202) 429-8063

Attorneys for Frank Sherman, FSCS
Corporation, TMS West Coast, Inc.,
Evergreen Trails, Inc. and Horizon Coach
Lines NC Inc.

Dated: December 30, 2014

VERIFICATION

I, Frank Sherman, Chief Executive Officer and President of Evergreen Trails, Inc., TMS West Coast, Inc., FSCS Corporation and Horizon Coach Lines NC Inc. declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Notice of Exemption and that its statements are true and correct to the best of my knowledge, information, and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Evergreen Trails, Inc., TMS West Coast, Inc., FSCS Corporation and Horizon Coach Lines NC Inc. I know that willful misstatements 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, I know that misstatements are punishable as perjury under 18 U.S.C. §. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense



Frank Sherman

Dated 12-15-14