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SERVICE DATE - JULY 22, 1999

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FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Docket No. MC-F-20948]

Stagecoach Holdings plc — Control — Coach USA, Inc., et al.

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving Finance Application.

SUMMARY: Stagecoach Holdings plc (Stagecoach), a noncarrier that does not control any U.S. carriers, filed an application under 49 U.S.C. 14303 to acquire control of Coach USA, Inc. (Coach), a noncarrier; its 7 noncarrier regional management subsidiaries (the management companies);¹ and the 79 motor passenger subsidiaries (the operating carriers) controlled by Coach through the management companies. Persons wishing to oppose the application must follow the rules under 49 CFR 1182.5 and 1182.8.² The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments must be filed by September 7, 1999. Applicants may file a reply by September 20, 1999. If no comments are filed by September 7, 1999, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F-20948 to: Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, send one copy of comments to applicants' representatives: William C. Sippel, Oppenheimer Wolff & Donnelly (Illinois), Two Prudential Plaza, 45th Floor, 180 North Stetson Avenue, Chicago, IL 60601-6710; and Betty Jo Christian, Steptoe & Johnson LLP, 1330 Connecticut Avenue, N.W., Washington, DC 20036.

¹ The management companies are: Coach USA North Central, Inc.; Coach USA Northeast, Inc.; Coach USA South Central, Inc.; Coach USA Southeast, Inc.; Coach USA West, Inc.; Coach Canada, Inc.; and Yellow Cab Service Corporation.

² Revised procedures governing finance applications filed under 49 U.S.C. 14303 were adopted in Revisions to Regulations Governing Finance Applications Involving Motor Passenger Carriers, STB Ex Parte No. 559 (STB served Sept. 1, 1998).

FOR FURTHER INFORMATION CONTACT: Beryl Gordon, (202) 565-1600. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: Stagecoach is a public limited company organized under the laws of Scotland with no bus or other transportation interests in the United States. With operations in eight other countries, however, Stagecoach is one of the world's largest providers of passenger transportation services.³ It had annual revenues for the fiscal year ending April 30, 1999, of \$2.475 billion.

Coach is a Delaware corporation that controls the operating carriers⁴ through the

³ Stagecoach's principal business consists of divisions that provide significant bus and rail passenger services in the United Kingdom, and an overseas division that operates buses in Scandinavia, Hong Kong, New Zealand, Portugal, Australia, and China.

⁴ Air Travel Transportation, Inc. (MC-166420); Airlines Acquisition Co., Inc. (MC-223575); Airport Bus of Bakersfield (MC-163191); Airport Limousine Service, Inc. (MC-315702); America Charters, Ltd. (MC-153814); ASTI, Inc. (MC-252353); Americoach Tours, Ltd. (MC-212649); Antelope Valley Bus, Inc. (MC-125057); Arrow Line, Inc. (MC-1934); Arrow Stage Lines, Inc. (MC-29592); Autocar Connaissanceur, Inc. (MC-166643); Bayou City Coaches, Inc. (MC-245246); Black Hawk-Central City Ace Express, Inc. (MC-273611); Blue Bird Coach Lines, Inc. (MC-108531); Bonanza Bus Lines, Inc. (MC-13028); Browder Tours, Inc. (MC-236290); Brunswick Transportation Company d/b/a The Maine Line (MC-109495); Butler Motor Transit, Inc. (MC-126876); California Charters, Inc. (MC-241211); Cape Transit Corp. (MC-161678); Central Cab Company (MC-133058); Chenango Valley Bus Lines, Inc. (MC-141324); Clinton Avenue Bus Company (MC-223062); Colonial Coach Corp. (MC-39491); Community Coach, Inc. (MC-76022); Community Transit Lines, Inc. (MC-145548); Desert Stage Lines, Inc. (MC-140919); El Expreso, Inc. (MC-244195); Erie Coach Lines Company (MC-127027); Gad-About Tours, Inc. (MC-198451); GL Bus Lines, Inc. (MC-180074); Gray Line Air Shuttle, Inc. (MC-218255); Gray Line New York Tours, Inc. (MC-180229); Gray Line Tours of Southern Nevada (MC-127564); Grosvenor Bus Lines, Inc. (MC-157317); Gulf Coast Transportation, Inc. (MC-201397); H.A.M.L. Corp. (MC-195792); Hudson Transit Corporation (MC-133403); Hudson Transit Lines, Inc. (MC-228); International Bus Services, Inc. (MC-155937); Kansas City Executive Coach, Inc. (MC-203805); Keeshin Charter Services, Inc. (MC-118044); Keeshin Transportation, LP (MC-263222); Kerrville Bus Company, Inc. (MC-27530); K-T Contract Services, Inc. (MC-218583); Leisure Time Tours, Inc. (MC-142011); Metro Cars, Inc. (MC-276823); Mini Coach of Boston (MC-231090); Mountaineer Coach, Inc. (MC-229627); Niagara Scenic Bus Lines, Inc. (MC-30787); Olympia Trails Bus Co., Inc. (MC-138146); Orange, Newark, Elizabeth Bus, (continued...)

management companies. Coach also controls several non-federally regulated bus, van, and taxicab companies.⁵

Stagecoach has formed two wholly owned subsidiaries for the purpose of effectuating the proposed transaction: SCH Holdings Corp. (Holdings); and SCH Acquisition Corp. (Acquisition), a wholly owned subsidiary of Holdings. Both of these companies are Delaware corporations, with no interest in any regulated carrier. Pursuant to an agreement among Stagecoach, Holdings, Acquisition, and Coach, Holdings has undertaken a cash tender offer for up to all of the outstanding shares of Coach. Upon satisfaction of certain conditions and completion of the tender offer, Acquisition will be merged with and into Coach, with Coach as the surviving entity. Coach will then be merged with and into Holdings, with Holdings as the surviving entity, and, upon completion of that merger, the name of Holdings will be changed to Coach USA, Inc. If more than 80% of the stock of Coach is tendered in response to the tender offer, the first of these mergers may be unnecessary.⁶ After completion of these mergers, Coach will be a subsidiary of Stagecoach.⁷

⁴(...continued)

Inc. (MC-206227); P&S Transportation, Inc. (MC-255382); Pawtuxet Valley Bus Lines (MC-115432); PCSTC, Inc. (MC-184852); Pittsburgh Transportation Charter Services, Inc. (MC-319195); Powder River Transportation Services, Inc. (MC-161531); Progressive Transportation Services, Inc. (MC-247074); Red & Tan Charter, Inc. (MC-204842); Red & Tan Tours (MC-162174); Rockland Coaches, Inc. (MC-29890); Ross Tours, Inc. (MC-175674); Salt Lake Coaches, Inc. (MC-347528); Stardust Tours, Inc. d/b/a Gray Line Tours of Memphis (MC-318341); Suburban Management Corp. (MC-264527); Suburban Trails, Inc. (MC-149081); Suburban Transit Corp. (MC-115116); Syracuse and Oswego Coach Lines, Inc. (MC-117805); Texas Bus Lines, Inc. (MC-37640); Tippet Travel, Inc. d/b/a Marie's Charter Bus Lines (MC-174043); Transportation Management Services, Inc. (MC-237433); Trentway-Wagar, Inc. (MC-126430); Tucker Transportation Co., Inc. (MC-223424); Utica-Rome Bus Co., Inc. (MC-7914); Valen Transportation, Inc. (MC-212398); Van Nortwick Bros., Inc. (MC-149025); Wisconsin Coach Lines, Inc. (MC-123432); Worthen Van Service, Inc. (MC-142573); and 2948-7238 Quebec, Inc. d/b/a Visite Touristique de Quebec (MC-302514).

⁵ The appropriate filing has been made under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. 18a, with respect to that portion of the transaction that involves Stagecoach's control of non-federally regulated entities.

⁶ Applicants have indicated that the structure of the transaction may be altered as future circumstances warrant. For example, an additional holding company or U.S. limited partnership may be placed in the corporate chain between Stagecoach and Coach.

(continued...)

The transaction will not result in any transfer of operating authority held by any of the operating carriers or in any change in the essential nature of the services provided by those carriers. The management of Coach is expected to remain largely in place, and Stagecoach does not currently plan to change the manner in which Coach is operated.

Applicants submit that granting the application will be consistent with the public interest and will have no adverse effects on the adequacy of transportation to the public, fixed charges, or the interests of employees. Applicants also submit that the proposed transaction will have no adverse effect on competition, because it will not result in the consolidation of any currently independent motor passenger carriers. On the contrary, applicants believe that the transaction will significantly benefit the traveling public and employees through efficiency savings and innovations that will result from the combination of the financial and management resources of Stagecoach and Coach. Specifically, it is anticipated that by providing Coach access to Stagecoach's significant resources and global transportation management expertise, the transaction will enable Coach to expand its carrier acquisition program and to improve the level and amount of services already offered to the operating carriers. Further, it is anticipated that fixed charges may be reduced as a result of Stagecoach's ability to refinance Coach's existing debt on more favorable terms. Each of these benefits, applicants contend, will translate into benefits for the traveling public in the form of improved and more competitive bus services.

Applicants state that Coach and its subsidiaries will continue to observe current collectively bargained agreements and that no layoffs are anticipated as a consequence of the transaction.

Applicants certify that: (1) the aggregate gross operating revenues from interstate operations of the operating companies exceeded \$2 million during the 12-month period ending December 31, 1998; (2) none of the operating carriers holds an unsatisfactory safety rating from the U.S. Department of Transportation; (3) each has sufficient liability insurance; (4) none of the parties is domiciled in Mexico nor owned or controlled by persons of that country; and (5) approval of the transaction will not significantly affect either the

⁶(...continued)

Applicants have requested that the control authority granted herein include any such intermediate entities. Applicants have represented that any such change will not affect the material terms of the transaction, and that they will inform the Board of any changes in the present arrangement.

⁷ Pending Board action on this application, the stock will be held in independent voting trusts.

quality of the human environment or the conservation of energy resources. Additional information may be obtained from the applicants' representatives.

Under 49 U.S.C. 14303(b), we must approve and authorize a transaction we find consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

On the basis of the application, we find that the proposed acquisition of control is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed to be vacated and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application.⁸ If no opposing comments are filed by the expiration of the comment period, this decision will take effect automatically and will be the final Board action.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

This decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed acquisition of control is approved and authorized, subject to the filing of opposing comments.

2. If timely opposing comments are filed, the findings made in this decision will be deemed as having been vacated.

3. This decision will be effective on September 7, 1999, unless timely opposing comments are filed.

4. A copy of this notice will be served on: (1) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (2) the U.S. Department of Transportation, Office of Motor Carriers-HIA 30, 400 Virginia Avenue, S.W., Suite 600, Washington, DC 20004.

⁸ Under revised 49 CFR 1182.6(c), a procedural schedule will not be issued if we are able to dispose of opposition to the application on the basis of comments and the reply.

STB Docket No. MC-F-20948

Decided: July 15, 1999.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner
Burkes.

Vernon A. Williams
Secretary