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SERVICE DATE – FEBRUARY 27, 2006

SURFACE TRANSPORTATION BOARD

DECISION

STB Docket No. MC-F-21015

RAILCREW XPRESS, LLC AND RAILCREW XPRESS, CORP.—
ACQUISITION OF CONTROL—RAUDIN McCORMICK, INC., AND
JLS, INC., D/B/A AAA LIMO,
AND
RAILCREW XPRESS, LLC—ACQUISITION OF CONTROL—BROWN’S CREW
CAR OF WYOMING, INC., D/B/A ARMADILLO EXPRESS

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving Finance Transaction.

SUMMARY: RailCrew Xpress, LLC (RCXLLC), a noncarrier, and its wholly owned subsidiary, RailCrew Xpress, Corp. (RCXCORP), also a noncarrier (together with the parties to these transactions, applicants), have filed an application under 49 U.S.C. 14303 for RXCCORP to acquire all of the stock of two federally regulated motor passenger carriers, Raudin McCormick, Inc. (RMI) (MC-184860), and JLS, Inc., d/b/a AAA Limo (JLS) (MC-225657), and for RCXLLC to acquire control of Brown’s Crew Car of Wyoming, Inc., d/b/a Armadillo Express (Brown’s), a federally regulated motor passenger carrier (MC-168832), by acquiring all of its stock. Persons wishing to oppose this application must follow the rules at 49 CFR 1182.5 and 1182.8. The Board has tentatively approved the transactions, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments must be filed by April 13, 2006. Applicants may file a reply by April 28, 2006. If no comments are filed by April 13, 2006, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F-21015 to: Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, send one copy of comments to applicants’ representatives, Jeremy Kahn, Kahn and Kahn, 1730 Rhode Island Avenue, N.W., Suite 810, Washington, DC 20036, and Bradford E. Kistler, Kinsey Ridenour Becker & Kistler, LLP, P.O. Box 85778, Lincoln, NE 68501.

FOR FURTHER INFORMATION CONTACT: Eric S. Davis, (202) 565-1608 [Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339].

SUPPLEMENTARY INFORMATION: RCXLLC is a Delaware limited liability company that holds all of the stock of and controls RCXCORP, also a Delaware corporation. In turn, RCXCORP owns all of the stock of and controls RMI and JLS.¹

In addition to its federally issued operating authority, Brown's also holds authorities issued by the states of California, Colorado, Iowa, Minnesota, Nebraska, Nevada, Utah, and Wyoming. Brown's operating revenues for the year 2005 were in excess of \$15 million. RCXLLC and RCXCORP propose to continue to control carriers RMI and JLS, each of which holds, in addition to its federally issued operating authority, intrastate operating authorities. RMI holds authorities issued by the states of Kansas, Oklahoma, and Texas. JLS holds authorities issued by the states of Alabama, Indiana, Kansas, Louisiana, Missouri, New Mexico, and Oklahoma.

Under 49 U.S.C. 14303(b), the Board must approve and authorize a transaction found to be 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.

Applicants have submitted information, as required by 49 CFR 1182.2, including the information to demonstrate that the proposed transactions are consistent with the public interest under 49 U.S.C. 14303(b). Applicants state that the proposed transactions will have no impact on the adequacy of transportation services available to the public, that the proposed transactions will not have an adverse effect on total fixed charges, and that the interest of employees of the carriers to be acquired will not be adversely impacted. Additional information, including a copy of the application, may be obtained from applicants' representatives.

On the basis of the application, we find that the proposed acquisitions of control are consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated, and unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this notice will take effect automatically and will be the final Board action.

¹ In August 2005, RCXCORP acquired all of the stock of RMI and JLS. However, according to applicants, they were unaware at that time that such transactions required Board authority under 49 U.S.C. 14303(a)(4). RCXCORP and RCXLLC, through control of RCXCORP, now retroactively seek such approval. Accordingly, RCXCORP has been added as an applicant in this proceeding.

Board decisions and notices are available at 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 finance transactions are approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this notice will be deemed as having been vacated.
3. This notice will be effective April 13, 2006, unless timely opposing comments are filed.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 400 7th Street, S.W., Room 8214, Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: February 21, 2006.

By the Board, Chairman Buttrey and Vice Chairman Mulvey.

Vernon A. Williams
Secretary