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SERVICE DATE – FEBRUARY 26, 2008

SURFACE TRANSPORTATION BOARD

DECISION

STB DOCKET NO. MC-F-21025

FENWAY PARTNERS CAPITAL FUND III, L.P., AND COACH AMERICA
HOLDINGS, INC.–CONTROL–LAKEFRONT LINES, INC.,
AND HOPKINS AIRPORT LIMOUSINE SERVICE, INC.

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving Finance Transaction.

SUMMARY: On February 1, 2008, Fenway Partners Capital Fund III, L.P. (Fenway), a noncarrier, and Coach America Holdings, Inc. (Coach America) (collectively, applicants), a noncarrier, have filed an application under 49 U.S.C. 14303 to acquire control of Lakefront Lines, Inc. (Lakefront), and Hopkins Airport Limousine Service, Inc. (Hopkins), both of which are federally regulated motor carriers of passengers. Persons wishing to oppose this application must follow the rules at 49 CFR 1182.5 and 1182.8. 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 April 11, 2008. Applicants may file a reply by April 28, 2008. If no comments are filed by April 11, 2008, this notice is effective on that date.¹

ADDRESSES: Send an original and 10 copies of any comments referring to STB Docket No. MC-F-21025 to: Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, send one copy of comments to the applicants' representatives: Charles A. Spitulnik and Allison I. Fultz, KAPLAN KIRSCH & ROCKWELL LLP, 1001 Connecticut Avenue, N.W., Suite 905, Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: Julia M. Farr, (202) 245-0359 [Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339].

SUPPLEMENTARY INFORMATION: Fenway is a Delaware limited partnership associated with Fenway Partners, Inc. (Fenway Partners), a private equity firm that invests in numerous

¹ In their application, Applicants request expedited handling of the application, and request that the Board publish the notice within 25 days to enable the parties to minimize the risk of further credit market disruption, reduce uncertainty felt by workers, and to ensure the benefits of the transaction, including enhanced customer service levels.

different businesses, including other transportation-related entities, through various limited partnerships and other investment entities. Fenway Partners has \$2.1 billion under management. Fenway owns over 70% of the stock of Coach America.

Coach America, a noncarrier Delaware corporation, controls 29 motor carriers of passengers through its subsidiaries, Coach America Group, Inc., and KBUS Holdings, LLC.²

Lakefront, an Ohio corporation, is a federally regulated motor carrier (USDOT Number 120685 and ICC MC/MX 121599) that provides interstate and intrastate passenger transportation service. All of the issued and outstanding stock of Lakefront is owned by Jack Goebel, Mike Goebel, and Thomas Goebel, with a small number of preferred non-voting shares owned by other Goebel family members. Hopkins, an Ohio corporation, is also a federally regulated motor carrier (USDOT Number 1213222) that provides interstate and intrastate passenger transportation service. Hopkins is a sister company of Lakefront and is also owned by the Goebel family

Coach America will establish Lfrnt Acq Corp. (Lfrnt), a Delaware corporation and wholly owned subsidiary of Coach America. Lfrnt will purchase 100% of the issued and outstanding capital stock of Lakefront and Hopkins. Lfrnt will manage the newly acquired companies. No operating authorities will be transferred as a result of the transaction. Lakefront and Hopkins had gross operating revenues for the 12-month period ending December 31, 2007, greater than the \$2 million threshold required for Board jurisdiction (combined gross revenues of approximately \$34 million in 2007).

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 transaction is consistent with the public interest under 49 U.S.C. 14303(b). They state that the proposed transaction will have no impact on the adequacy of transportation services available to the public, that the proposed transaction will not have an adverse effect on total fixed charges, and that there will be no material adverse impact on the employees of the Coach America-controlled carriers. Additional information, including a copy of the application, may be obtained from the applicants' representative.

² Fenway and Coach America have also filed an application under 49 U.S.C. 14303 to acquire control of Renzenberger, Inc., a Kansas corporation and a federally regulated motor carrier of passengers, in Fenway Partners Capital Fund III, L.P., and Coach America Holdings, Inc.–Control–Renzenberger, Inc., STB Docket No. MC-F-21024.

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 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.

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 finance transaction is 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 11, 2008, 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, 1200 New Jersey Avenue, S.E., 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, 1200 New Jersey Avenue, S.E., Washington, DC 20590.

Decided: February 20, 2008.

By the Board, Chairman Nottingham, Vice Chairman Mulvey, and
Commissioner Buttrey.

Anne K. Quinlan
Acting Secretary