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BY E-FILE

Ms. Cynthia T. Brown
Section Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Ms. Rachel Campbell
Director, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RE: *Professional Transportation, Inc. – Asset Acquisition – CUSA ES, LLC & CUSA CSS, LLC, Docket No. MCF 21046*

Dear Ms. Brown and Ms. Campbell:

I am writing on behalf of Union Pacific Railroad Company regarding the application of Professional Transportation, Inc. (“PTI”) to acquire the assets of two crew hauling subsidiaries of Coach America Holdings, Inc. (“Coach”) in the above-referenced docket. For reasons explained below, the expeditious approval of PTI’s acquisition of Coach assets is extremely important to Union Pacific and our customers. Union Pacific respectfully asks the Board to approve the PTI transaction as soon as possible.

Reliable crew hauling service is crucial for Union Pacific’s operations. Union Pacific provides freight services to thousands of customers within domestic and global supply chains including steamship lines, vehicle manufacturers, agricultural companies, utilities, intermodal companies, and chemical manufacturers. Union Pacific provides this service to our customers on a vast railroad network, which requires careful staging of resources to provide efficient, reliable, and safe transportation service. Without reliable crew hauling services, Union Pacific could not transport its primary resource – its crews – to and from its trains. Consequently, without its crews, Union Pacific’s railroad operations could not continue and our customers and the economy would suffer.

For the past 16 years, Coach has held significant market share for Union Pacific’s crew hauling business. Currently, Coach supplies approximately 525 drivers and 375 vehicles to provide crew hauling services to over 4,000 Union Pacific employees 24 hours a day, 7 days a week. After Coach filed for Chapter 11 Bankruptcy earlier this year, Union Pacific negotiated an agreement with Coach for continued service until PTI’s acquisition is approved. Even though Union Pacific and Coach have reached an agreement, it is crucial for Union Pacific and our

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customers that the transition from Coach to PTI occurs as smoothly and expeditiously as possible. The transition from Coach to PTI requires careful coordination between Union Pacific, Coach, and PTI in order to minimize operational delays. Considering that peak season is fast approaching, Union Pacific prefers that this transition occurs as soon as possible so that our service to our customers is not adversely impacted.

For these reasons, Union Pacific respectfully asks the Board to approve the PTI transaction as soon as possible.

Sincerely,



Stephen A. Kessler
General Director – Strategic Sourcing
Union Pacific Railroad

cc: Andrew K. Light, Counsel for CUSA ES, LLC and CUSA CSS, LLC
Larry C. Tomlin, Counsel for PTI