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231034

OCT - 3 2011

**SURFACE
TRANSPORTATION BOARD**

October 3, 2011

OCT 3 2011

Attn: Ms. Cynthia Brown
Chief of Section of Administration
395 E. Street, S.W.
Washington, D.C. 20423

Re: Acquisition of Control of Motor Passenger Carrier;
Docket No. MC-F-21041

Dear Ms. Brown:

Attached hereto is the original and ten copies of an application for acquisition of control of various motor passenger carriers currently controlled by Petermann Partners, Inc. ("PPI") by National Express Corporation and National Express Acquisition Corporation (collectively, "NEC"). Please note that NEC and PPI signed separate signature pages in order to avoid the delay in having to mail originals back and forth to one another prior to filing. We were informed by Mr. Brian O'Boyle of the STB that this would be an acceptable method of signing the application. Also attached is a check for the filing fee in the amount of \$2,000.00. The acquisition is subject to federal regulation by the Surface Transportation Board ("STB") pursuant to 49 U.S.C. § 14303, and assuming that the application is complete, it is our understanding that notice of the filing will be published within 30 days. We appreciate your attention to this matter. If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

FILED



OCT - 3 2011

Andrew K. Light

**SURFACE
TRANSPORTATION BOARD**

Indianapolis • Chicago • Washington, D.C. • Los Angeles • Kansas City • Chattanooga • Detroit • Spokane

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231034

OCT 3 2011

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF
NATIONAL EXPRESS ACQUISITION CORPORATION**

--CONTROL--

PETERMANN PARTNERS, INC.

STB DOCKET NO. MC-F-21041

FEE RECEIVED
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SURFACE
TRANSPORTATION BOARD

**APPLICATION UNDER 49 U.S.C. §14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL
BY NATIONAL EXPRESS ACQUISITION CORPORATION
OF PETERMANN PARTNERS, INC.
AND CONTINUANCE IN CONTROL OF
PETERMANN MOTOR PASSENGER CARRIERS**

FILED
OCT - 3 2011
SURFACE
TRANSPORTATION BOARD

COME NOW, the parties named herein and respectfully submit this, their Application under 49 U.S.C. §14303 and Surface Transportation Board ("STB") Regulations at 49 CFR Part 1182 for approval of the transaction more fully described herein, the result of which will be the direct or indirect control by non-carrier National Express Acquisition Corporation, of Petermann Partners, Inc. ("PPI"), which owns multiple regulated interstate motor passenger carriers.

I. The Parties, Pertinent Operating Authorities, and USDOT Safety Fitness Ratings

A. National Express Corporation and National Express Acquisition Corporation.

Both National Express Corporation and National Express Acquisition Corporation (collectively, "NEC") are non-carrier holding companies incorporated under the laws of the State of Delaware. Both are controlled by a British corporation, National Express Group, PLC. National Express Corporation directly owns and controls Vogel Bus Company, Inc. ("VBCI")

and indirectly owns and controls Durham School Services, L.P. (“DSSLP”). VBCI and DSSLP are motor passenger carriers primarily engaged in providing student transportation services. Accordingly, the vast majority of these services are not subject to STB jurisdiction pursuant to 49 U.S.C. § 13506(a)(1) (“Neither the Secretary nor the Board has jurisdiction under this part over ... a motor vehicle providing transportation only of school children and teachers to or from school”). In addition to the core school bus services, DSSLP and VBCI provide some charter passenger services to the public. Through the transaction subject to this Application, National Express Acquisition Corporation intends to acquire, directly or indirectly, all of the shares of PPI. While National Express Acquisition Corporation will ultimately own the Petermann Carriers (as defined below), National Express Corporation’s operational infrastructure will be relied upon heavily for the actual operations of those carriers. As such, and because National Express Corporation owns two regulated interstate passenger motor carriers, in an abundance of caution, National Express Corporation has been added as a party to this filing.

Also affiliated with NEC through ultimate ownership by National Express Group, PLC is Stock Transportation Ltd., which is a Canadian based company that primarily provides non-regulated school bus transportation, transporting children to and from school. Stock Transportation holds USDOT number 927189, but the company does not provide regulated interstate transportation services. Out of their combined fleets of over 12,000 buses, DSSLP and VBCI operate approximately 49 motor coach vehicles. These motor coaches, along with chartered school buses, are primarily used to perform trips for school-related functions in support of the companies’ primary business of providing deregulated student transportation. Total projected revenues of National Express Corporation with respect to U.S. operations in 2011 are over \$626 million. Approximately \$2.5 million of that number will be derived from interstate

non-school related operations with roughly \$16 million being derived from intrastate non-school related operations.

1. Durham School Services, L.P.

DSSLP is a Delaware limited partnership with its principal place of business located at 4300 Weaver Parkway, Warrenville, IL 60555. DSSLP operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. For purposes of its core business of student transportation, DSSLP maintains a fleet of over 12,780 school buses, and has over 18,000 employees. It provides school bus services in at least 30 states under contract with regional and local school jurisdictions. DSSLP also provides limited interstate and intrastate charter passenger carrier services to the public. These services are primarily performed by school buses, though as explained above, the company operates a small motor coach fleet. That fleet primarily provides school-related intrastate charter services for longer trips within Texas. For purposes of its passenger carrier services, DSSLP holds common carrier operating authority subject to the jurisdiction of the Federal Motor Carrier Safety Administration ("FMCSA") in Docket No. MC-163066. The USDOT number assigned to DSSLP is 350651. DSSLP's current safety rating is "conditional".

2. Vogel Bus Company, Inc.

VBCI is a New Jersey corporation with its principal place of business located at 109 Aldene Road, Roselle, NJ 07203. VBCI operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Vogel maintains a fleet of almost 200 buses, and has approximately 240 employees. It provides school bus transportation in New Jersey and surrounding areas. VBCI also operates as a motor passenger carrier providing charter service to the public using both its school buses and a small fleet of motor coaches. For purposes of its interstate passenger operations, VBCI holds common carrier operating authority

subject to the jurisdiction of the FMCSA in Docket No. MC-274520. The USDOT number assigned to VBCI is 815118. VBCI's current safety rating is "satisfactory".

B. Petermann Partners, Inc.

PPI is a non-carrier holding company incorporated under the laws of the State of Delaware. PPI is a commonly owned subsidiary of MGOP Petermann Holdings 2 and individual shareholders. PPI indirectly owns and controls the following passenger carriers, which companies are primarily engaged in providing student transportation services: Beck Bus Transportation Corp. ("BBTC"); Petermann Northeast, LLC ("Petermann Northeast"); Petermann Northwest, LLC ("Petermann Northwest"); Petermann Southwest, LLC ("Petermann Southwest"); Petermann STSA, LLC (Petermann STSA"); MV Student Transportation, Inc. ("MV Student"); Carrier Management, Inc. ("Carrier Management"); and, Petermann Ltd., collectively referred to as "Petermann Carriers". The vast majority of the services provided by each of these carriers are not subject to STB jurisdiction pursuant to 49 U.S.C. § 13506(a)(1) ("Neither the Secretary nor the Board has jurisdiction under this part over ... a motor vehicle providing transportation only of school children and teachers to or from school"). In addition to the Petermann Carriers' core school bus services, each company also provides limited charter passenger services to the public. The Petermann Carriers also collectively hold various intrastate authorities, including authorities issued by California, Minnesota, Ohio, Pennsylvania, Texas and Washington. (DSSIP holds intrastate authorities in some of these states as well). PPI also controls, whether directly or indirectly, a few other passenger motor carriers, e.g., Greensburg Yellow Cab, that do not conduct any regulated interstate services.

Combined, the Petermann Carriers earned roughly \$149 million in revenues during the fiscal year ending June 30, 2011. Of that amount, roughly \$2.1 million was derived from charter operations, with only approximately \$200,000 being derived from interstate charter operations.

We note that 49 U.S.C. § 14303(f) states “a carrier or a corporation participating in or resulting from a transaction approved by the Board under this Section...may carry out the transaction, own and operate property, and exercise control or franchises acquired through the transaction without the approval of a State authority.” Thus, the STB’s granting of this Application will avoid the need for state or local approval.

1. Beck Bus Transportation Corp.

BBTC is an Illinois corporation with its principal place of business located at 2201 Brownsville Road, Mount Vernon, IL 62864. BBTC operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. BBTC maintains a fleet of roughly 275 school buses, and has approximately 280 drivers. It provides school bus transportation in the Midwest, e.g., Illinois and Indiana. BBTC also operates as a motor passenger carrier providing charter service to the public using its school buses. For purposes of its interstate passenger operations, BBTC holds common carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-143528. The USDOT number assigned to BBTC is No. 277593. BBTC’s current safety rating is “satisfactory”.

2. Petermann Northeast, LLC

Petermann Northeast is an Ohio limited liability company with its principal place of business located at 8041 Hosbrook Road, Cincinnati, OH 45236. Petermann Northeast operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Petermann Northeast maintains a fleet of over 300 school buses, and has approximately 300 drivers. It provides school bus transportation in the Great Lakes region (e.g., Ohio and Pennsylvania). Petermann Northeast also operates as a motor passenger carrier providing charter service to the public using its school buses and approximately 25 mini-buses and vans. For purposes of its interstate passenger operations, Petermann Northeast holds

contract carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-723926. The USDOT number assigned to Petermann Northeast is No. 2058860. Petermann Northeast currently has no safety rating issued by the USDOT.

3. Petermann Northwest, LLC

Petermann Northwest is a Delaware limited liability company with its principal place of business located at 14444 NE 199th Street, Battle Ground, WA 98604. Petermann Northwest operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Petermann Northwest maintains a fleet of approximately 445 school buses, and has approximately 445 drivers. It provides school bus transportation in the West Coast states. Petermann Northwest also operates as a motor passenger carrier providing charter service to the public using its school buses. For purposes of its interstate passenger operations, Petermann Northwest holds contract carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-638608. The USDOT number assigned to Petermann Northwest is No. 1743473. Petermann Northwest currently has no safety rating issued by the USDOT.

4. Petermann Southwest, LLC

Petermann Southwest is a Delaware limited liability company with its principal place of business located at 2101 Crystal Bend Drive, Pflugerville, TX 78660. Petermann Southwest operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Petermann Southwest maintains a fleet of over 500 school buses, and has approximately 525 drivers. It provides school bus transportation in Texas. For purposes of its limited interstate passenger operations, Petermann Southwest holds contract carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-644996. The

USDOT number assigned to Petermann Southwest is No. 1765359. Petermann Southwest currently has no safety rating issued by the USDOT.

5. Petermann STSA, LLC

Petermann STSA is a Delaware limited liability company with its principal place of business located at 15020 Metcalf Avenue, Overland Park, KS 66283. Petermann STSA operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Petermann STSA maintains a fleet of approximately 150 school buses, and has approximately 200 drivers. It provides school bus transportation in the Great Plain states such as Kansas. Petermann STSA has filed an application for common carrier operating authority with the FMCSA for purposes of operating as a motor passenger carrier providing charter service to the public using its school buses. Petermann STSA's pending common carrier operating authority is subject to the jurisdiction of the FMCSA in Docket No. MC-749360. The USDOT number assigned to Petermann STSA is No. 2133951. Petermann STSA has no safety rating issued by the USDOT.

6. MV Student Transportation, Inc.

MV Student is a Montana corporation with its principal place of business located at 32 Wenonah Road, Minnesota city, MN 55959. MV Student operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. MV Student maintains a fleet of approximately 235 school buses, and has approximately 250 drivers. It provides school bus transportation in Midwestern states such as Minnesota. MV Student also operates as a motor passenger carrier providing charter service to the public using its school buses. For purposes of its interstate passenger operations, MV Student holds common carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-148934. The

USDOT number assigned to MV Student is No. 1049130. MV Student's current safety rating is "satisfactory".

7. Carrier Management, Inc.

Carrier Management is a Pennsylvania corporation with its principal place of business at 1850 Gill Hall Road, Finleyville, PA 15332. Carrier Management operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Carrier Management maintains a fleet of approximately 300 school buses, and has approximately 300 drivers. It provides school bus transportation in Pennsylvania. Carrier Management also operates as a motor passenger carrier providing charter service to the public using its school buses. For purposes of its interstate passenger operations, Carrier Management holds no common carrier operating authority from the FMCSA because it does not conduct regulated interstate services. The USDOT number assigned to Carrier Management is No. 1245654. Carrier Management has no safety rating issued by the USDOT.

8. Petermann Ltd.

Petermann Ltd. is an Ohio limited liability company with its principal place of business at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. Petermann Ltd. operates primarily as a provider of non-regulated school bus transportation services, transporting children to and from school. Petermann Ltd. maintains a fleet of approximately 1,000 school buses and 70 transit vehicles, and has approximately 1,160 drivers. For purposes of its interstate passenger operations, Petermann Ltd. holds contract carrier operating authority subject to the jurisdiction of the FMCSA in Docket No. MC-364668. The USDOT number assigned to Petermann Ltd. is No. 821384. Petermann's current safety rating is "satisfactory".

II. Description of the Proposed Transaction

The event triggering STB jurisdiction is the acquisition of the ownership interests of PPI by National Express Acquisition Corporation, the effect of which will be to place motor passenger carriers under National Express Acquisition Corporation's control.

As described in the most recent National Express Corporation Petition for Exemption in MC-F-21039, *supra*, National Express Corporation holds controlling interest in DSSLP and VBCI. Following certain steps in the planned acquisition, NEC will assume indirect 100% control of Petermann Carriers through stock ownership. As such, STB's jurisdiction is invoked pursuant to 49 U.S.C. §14303(a)(4), since the transaction involves "acquisition of control of at least two carriers [i.e., Petermann Carriers] by a person that is not a carrier [National Express Acquisition Corporation]."

III. Federally Regulated Carrier Affiliates

There are no other affiliated carriers with regulated interstate operations involved in this Application other than those described above.

IV. Jurisdictional Statement – Revenues

The STB has jurisdiction over this matter under 49 U.S.C. §14303(g), because the annual aggregate gross operating revenues of DSSLP and VBCI and the Petermann Carriers exceed \$2 million.

V. Environmental Impact

Approval of this Application will not constitute a Federal action having a significant effect on the quality of the human environment and the conservation of energy resources.

VI. Public Interest Considerations

A. Adequacy of Transportation Services

The proposed transaction will not have a material, detrimental impact on the adequacy of transportation services available for the public. Indeed, the parties anticipate that services to the

public will be improved. For at least the foreseeable future, the services currently provided by the Petermann Carriers will continue to be provided by the same companies under the same names used to provide such services prior to the proposed transaction. The Petermann Carriers will continue to operate, but going forward, they will be operating within the NEC corporate family, an organization already thoroughly experienced in passenger transportation operations.

The addition of the Petermann Carriers to the NEC group is consistent with the practice in the bus industry of strong, well managed transportation organizations adapting their corporate structure to operate several different passenger carriers within the same market niche, but in different geographic areas. As part of the proposed transaction, NEC is bringing under its control additional carriers which are experienced in some of the same market segments already served by NEC's existing carriers. These segments have their own service characteristics, and the proposed transaction is expected to result in operating efficiencies and cost savings derived from economies of scale, all of which will help to ensure the provision of adequate service to the public.

Bringing Petermann Carriers within the NEC family will serve to enhance the viability of the overall NEC organization and the operations of its existing carriers DSSLP and VBCI; the continued viability of all the carriers assures the continued availability of adequate passenger transportation service for the public.

B. Fixed Charges

There are no fixed charges associated with the proposed acquisition of control.

C. Employee Interests

The current intention of NEC is to continue existing operations and as such, the transaction will not have substantial impacts on employees or labor conditions. NEC does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits.

Staffing redundancies could potentially result in limited downsizing of back-office and/or managerial level personnel.

D. Competition and the Public Interest

The law requires the STB to assess competition in the market and the impact on the public interest as affected by approving an arrangement in which multiple passenger carriers are under control of a single entity. In making its analysis, the Board (as did its predecessor, the Interstate Commerce Commission) has consistently found that proposed “common control” arrangements (however accomplished) are inherently not anti-competitive. In large measure, that conclusion rests on the finding that as a result of ease of entry into the market, the bus industry is characterized by healthy intra-modal competition as well as healthy competition between bus service, on the one hand, and, on the other, other modes of transportation, all of which constitute the “relevant market.” *GLI Acquisition Co – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988).

In very recent years, on the rare occasions in which the STB has been called upon to assess the “public interest” and “competition” issues inherent in the practice of the acquisition of ownership of numerous bus carriers by non-carrier entities, it has consistently approved applications of this sort, finding that acquisitions that contemplate the single control of numerous passenger carriers can result in better overall service for the public without any lessening of the benefits of healthy competition. Its decisions include *Stagecoach Group PLC and Coach USA, Inc., et al., - Acquisition of Control – New Today Bus Corp., et al.*, STB Docket No. MC-F-21030 (served January 30, 2009). *Stagecoach Group PLC and Coach USA, Inc., et al., - Acquisition of Control – Eastern Travel and Tour, Inc.*, STB Docket No. MC-21029 (served September 18, 2008); *Delivery Acquisition, Inc. - Purchase – Transportation Management Systems, LLC and East West Resort Transportation, LLC*, STB Docket No. MC-F-21028,

(served July 18, 2008); and *Stagecoach Group PLC and Coach USA, Inc., et al.* - *Control Megabus Northeast LLC*, STB Docket No. MC-F-21027 (served April 11, 2008).

Even where the STB has taken exception to a transaction, the STB has still acknowledged that regulated transactions are often “routine transactions with little or no competitive impact.” *Stagecoach Group PLC and Coach USA, Inc., et al.*- *Acquisition of Control- Twin America, LLC*, STB Docket No. MC-F-21035 *2 (February 8, 2011). In that case, the facts were “not routine” as the proposed transaction would have involved consolidation of “the overwhelming majority of double-decker, hop-on, hop-off buses in New York City,” the result of which would have been creation of “an entity with excessive market power.” *Id.* at *1. The transaction under consideration triggers none of these concerns and is well within the range of transactions that have been deemed not to adversely affect competition by the STB.

School bus operators typically occupy a limited portion of the charter business because (i) the equipment offered is not as comfortable as that offered by motor coach operators; and (ii) scheduling demands imposed by the primary school bus operation impose major constraints on charter services that can be offered by school bus operators. Even the involved carriers that do operate motor coaches operate small fleets that simply do not have market power. Those charter operations are geographically dispersed and there is little overlap in service areas and/or in customer bases between DSSLP, VBCI, and the Petermann Carriers. In light of the foregoing, it is clear that the impact of the transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

VII. Insurance Certification

Each of the motor carriers involved in this Application now satisfies and after STB approval will continue to satisfy FMCSA requirements relating to adequate security for the

public. 49 U.S.C. §13906. All of the FMCSA approved carriers have a minimum of \$5 million BI&PD insurance coverage on file with the FMCSA.

VIII. Mexico Certification

The parties certify that none of the companies named in this Application is domiciled in Mexico, nor are they owned or controlled by persons of that country.

IX. Conclusion

As provided by 49 CFR §1182 and for the reasons set forth herein, the Surface Transportation Board is respectfully requested to approve this Application and authorize the transaction and acquisition of control as described herein.

X. Verification

Each person signing this Application verifies under penalty of perjury, under the laws of the United States of America, that all information supplied by such person on behalf of the company which he represents in connection with this Application is true. Further, each person signing this Application is qualified and authorized to file this Application.

Each person signing further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentations 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, these 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.

SIGNATURE PAGES TO FOLLOW

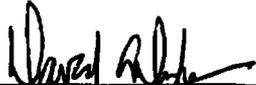
ENTITY IN CONTROL

National Express Acquisition Corporation

By: John Hartzog
Vice President

ENTITY IN CONTROL

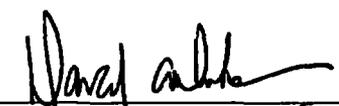
National Express Corporation

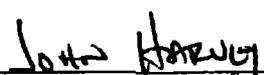
By: 
Chief Executive Officer
and President

ENTITIES NOW UNDER NEC CONTROL

Durham School Services, L.P.

Vogel Bus Company, Inc.

By: 
Chief Executive Officer
and President

By: 
Chief Financial Officer, Treasurer

ENTITIES TO BE CONTROLLED BY NEC

Beck Bus Transportation Corp.

Petermann Northeast, LLC

By: _____

By: _____

Petermann Northwest, LLC

Petermann Southwest, LLC

By: _____

By: _____

Petermann STSA, LLC

MV Student Transportation, Inc.

By: _____

By: _____

Carrier Management, Inc.

Petermann Ltd.

By: _____

By: _____

ENTITY IN CONTROL

National Express Corporation

By: _____

ENTITIES NOW UNDER NEC CONTROL

Durham School Services, L.P.

Vogel Bus Company, Inc.

By: _____

By: _____

ENTITIES TO BE CONTROLLED BY NEC

Beck Bus Transportation Corp.

Petermann Northeast, LLC

By: *Bohle, Chairman*

By: *Bohle, CEO*

Petermann Northwest, LLC

Petermann Southwest, LLC

By: *Bohle, CEO*

By: *Bohle, CEO*

Petermann STSA, LLC

MV Student Transportation, Inc.

By: _____

By: *Bohle, CEO*

Carrier Management, Inc.

Petermann Ltd.

By: _____

By: *Bohle, CEO*

ENTITIES IN CONTROL

National Express Corporation

By: _____

ENTITIES NOW UNDER NEC CONTROL

Durham School Services, L.P.

Vogel Bus Company, Inc.

By: _____

By: _____

ENTITIES TO BE CONTROLLED BY NEC

Beck Bus Transportation Corp.

Petermann Northeast, LLC

By: _____

By: _____

Petermann Northwest, LLC

Petermann Southwest, LLC

By: _____

By: _____

Petermann STSA, LLC

MV Student Transportation, Inc.

By: Paul J. Fichner

By: _____

Carrier Management, Inc.

Petermann Ltd.

By: Paul J. Fichner

By: _____

XI. Applicants' Legal Counsel

National Express Corporation
Cristen Kogl
General Counsel
National Express Corporation

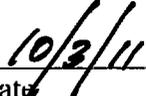
Petermann Partners, Inc.
Andrew K. Light
Scopelitis, Garvin, Light, Hanson & Feary, P.C.
10 W. Market Street, Suite 1500
Indianapolis, IN 46204

Certificate of Service

I hereby certify that as required by 49 C.F.R. § 1182.3, I have served a copy of the foregoing Application by mailing a copy thereof, via First Class Mail, postage prepaid on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected.



Andrew K. Light



Date