

WILLIAM D. TAYLOR  
 PARTNER  
 DIRECT DIAL 916 551 2939  
 DIRECT FAX 916 551 3391  
 E-MAIL wtaylor@hansonbridgett.com



ENTERED  
 Office of Proceedings

NOV 18 2009

Part of  
 Public Record



October 2, 2009

**VIA OVERNIGHT DELIVERY**

Daniel R. Elliott, III  
 Chairman  
 Surface Transportation Board  
 395 E. Street SW  
 Washington, DC 20423-0001

Charles D. Nottingham  
 Vice Chairman  
 Surface Transportation Board  
 395 E. Street SW  
 Washington, DC 20423-0001

Francis P. Mulvey  
 Surface Transportation Board  
 395 E. Street SW  
 Washington, DC 20423-0001

Re: Clean Truck Coalition, LLC - Pooling Application No. MC-F-21034

Gentlemen:

The subject Pooling Application was filed with the Surface Transportation Board ("Board") on June 3, 2009 ("Application") on behalf of the Clean Truck Coalition. It is currently pending at the Board. As indicated in the application, the proposed effective date for the pooling arrangement was August 1, 2009. Under 49 U.S.C. § 14302(c)(1) such an application is to be filed with the STB "not less than 50 days before its effective date". Over 120 days have passed since the application was filed.

I am taking the liberty of bringing to your attention newly emerging factors that compel the need for the timely disposition of the Application without further delay.

Specifically, the participating carriers are faced with the reality that both the Port of Los Angeles and Port of Long Beach, respectively, have initiated the next phase of the comprehensive Clean Truck Program ("Program") described in the Application. According to the timeline for the Program, by December 31, 2009, the Ports will ban trucks manufactured between 1994 and 2003 from operating on Port property unless the owners of such vehicles undertake expensive engine retrofits to convert the units to "clean trucks." The cost of the conversion process is prohibitively expensive. Therefore, this population of vehicles will be "out of service" with regard to Port activity. It is estimated that approximately 8,000 vehicles will be impacted by this next step to reduce air pollution in and around the Port areas.

To meet this equipment challenge, the individual participating carriers in the Clean Truck Coalition will need to soon make investments to enhance their respective fleet of vehicles by acquiring additional and new clean trucks. Although the number of such new vehicles varies among the participating carriers, they expect that the cumulative total of such compliant trucks will be in the range of 250 units, including 165 LNG vehicles. Each of the members will use these new clean trucks in their own operations, consistent with present practices. In terms of

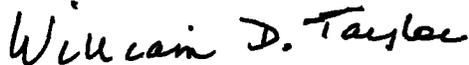
the Application, the new units will increase the pool of clean trucks available for use among the participating carriers consistent with the purposes described in the Application.

Not surprisingly, in today's market, the ability to finance the acquisition of new vehicles is challenging, to say the least. As the participating carriers have explored their own credit arrangements in a very tight market, they have inquired whether it might be more feasible and practicable to develop a financing strategy on a group basis. In other words, the participating carriers have received an indication that a bank might be willing to lend on a pooled, collaborative basis, with all carriers participating in the financing arrangement. This prospect is very encouraging and will greatly enhance the ability to acquire the necessary clean trucks on palatable credit terms.

As in all lending situations, time is of the essence and, in addition to all of the other attributes of the pooling plan, approval of the Application will greatly facilitate the ability to acquire the conforming vehicles. A proposal for the financing arrangement is becoming a reality but will be conditioned on the successful and expeditious action to implement the pooling plan now pending before the Board.

Given these extrinsic circumstances, the participating carriers respectfully request that the Board move to approve the Application as soon as possible so that they may continue to invest and operate within the proposed pooling arrangement between them, allowing them to serve the goals of the Program including deadlines set by the Ports.

Very truly yours,



William D. Taylor  
WDT/kh

cc: Anne K. Quinlan  
Secretary (Acting)  
Surface Transportation Board

James Calderwood, Esq.