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STEPTOE & JOHNSON^{LLP}
ATTORNEYS AT LAW

David H. Coburn
202.429.8063
dcoburn@steptoe.com

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1330 Connecticut Avenue, NW
Washington, DC 20036-1795
Tel 202.429.3000
Fax 202.429.3902
steptoe.com

February 11, 2004

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



RE: **Finance Docket No. MC-F-21005, Coach USA, Inc. -- Intra-corporate Transaction**

Dear Secretary Williams:

Please find enclosed an original and 10 copies of the Verified Notice of Exempt Transaction filed for Coach USA, Inc. in connection with an intra-corporate family transaction. A check in the amount of \$1300 is enclosed for the filing fee

Respectfully,

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**SURFACE
TRANSPORTATION BOARD**

DHC/dyj
Enclosures

A handwritten signature in black ink, appearing to read "David H. Coburn".

David H. Coburn
Attorney for Applicants

FILED

FEB 11 2004

**SURFACE
TRANSPORTATION BOARD**

210057

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB DOCKET NO. MC-F-21005



COACH USA, INC. -- INTRA-CORPORATE TRANSACTION

VERIFIED NOTICE OF EXEMPT TRANSACTION

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SURFACE
TRANSPORTATION BOARD

Robert E. Longo
Angela Koenn
JENKENS & GILCHRIST, P.C.
5 Houston Center
1401 McKinney, Suite 2700
Houston, TX 77010
(713) 951-3326

David H. Coburn
STEPTOE & JOHNSON LLP
1330 Connecticut Ave.
Washington, D.C. 20036
(202) 429-8063

Attorneys for Coach USA, Inc.

FILED

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SURFACE
TRANSPORTATION BOARD

February 11, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. MC-F-21005



COACH USA, INC. -- INTRA-CORPORATE TRANSACTION

VERIFIED NOTICE OF EXEMPT TRANSACTION

Pursuant to the Board's regulations at 49 CFR 1182.9, Coach USA, Inc., hereby files this Verified Notice of Exemption with respect to an intra-corporate control transaction described below.¹ Coach USA is a non-carrier that owns and controls numerous federally regulated motor passenger carrier subsidiaries listed in Exhibit A, attached hereto. The Board has previously approved control of these motor passenger carriers by Coach USA, and its United Kingdom corporate parent, Stagecoach Group, in a series of separate proceedings.

Coach USA, Inc. is now about to enter into series of transactions within its corporate family, none of which will affect the operations of any of the motor passenger carriers identified in Exhibit A. Specifically, these transactions will not result in adverse changes to the subsidiary motor companies' service levels, significant operational changes, or a change in the competitive balance with motor passenger carriers outside the corporate family. Accordingly, the transactions are exempt from the requirements of 49 U.S.C. 14303, and this notice satisfies the criteria required for class exemption specified at 49 C.F.R. 1182.9.

¹ The verification of Coach USA's Vice President, Secretary and Treasurer is attached to this Notice.

The purpose of the internal transactions is to adjust the current debt levels of Coach USA to a more sustainable level, as well as to concentrate the holdings of the shares of Coach USA into a single non-carrier UK entity, thereby creating a simpler single direct holding in the United States. To accomplish this, Coach USA, Inc. will transfer equal shares of Coach USA Administration, Inc. (a non-carrier subsidiary of Coach USA, Inc. that is incorporated in Nevada, with its principal place of business at One Riverway, Suite 500, Houston, Texas 77056) to two non-carrier UK entities that do not own or control any federally regulated motor passenger carriers.²

Then, Stagecoach Nevada (currently, Coach USA's immediate parent company) will transfer its shares of Coach USA, Inc. to Coach Administration, Inc., so that it will become the sole shareholder of Coach USA.³ Finally, one of the two UK entities will transfer all of its shares in Coach USA Administration, Inc. to the other UK entity. This will simplify the structure of Coach USA, leaving a single UK entity as the owner of Coach USA Administration, Inc., which will be the sole immediate owner of Coach USA, Inc.

Coach USA's ownership of the motor passenger carriers identified in Exhibit A will remain unchanged by these transactions. Further, these transactions will have no effect on Coach USA employees or the employees of the motor passenger carriers owned by Coach USA, Inc.

The agreements that Coach USA will enter in order to consummate this transaction are:

(1) a Stock Purchase Agreement to sell its shares in Coach USA Administration, Inc. to the two

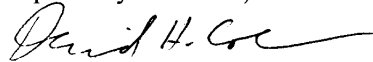
² The names and addresses of these two entities is not known definitively as of the date of this filing, but Coach USA will advise the Board of their identity and addresses within the next several days. As noted below, this Notice is being filed at this time in order to meet the seven day advance filing requirement of the class exemption rule since the transaction is scheduled to close on February 19, 2004.

³ Coach Administration, Inc. does not currently own or control any federally regulated motor passenger carriers.

UK entities and (2) an Assignment and Assumption Agreement and First Amendment to Loan Facility, where Coach USA, Inc., as the lender, allows the change in the identity of the borrower under that Loan Facility from Stagecoach Nevada to Coach USA Administration, Inc.

The proposed transaction date for this internal restructuring is February 19, 2004. The business address for Coach USA, Inc. is One Riverway, Suite 500, Houston, Texas 77056, (713) 888-0104. Undersigned counsel is available to respond to any questions that might arise with respect to this Notice.

Respectfully submitted,



Robert E. Longo
Angela Koenn
JENKENS & GILCHRIST, P.C.
5 Houston Center
1401 McKinney, Suite 2700
Houston, TX 77010
(713) 951-3326

David H. Coburn
STEPTOE & JOHNSON LLP
1330 Connecticut Ave.
Washington, D.C. 20036
(202) 429-8063

Attorneys for Coach USA, Inc.

February 11, 2004

EXHIBIT A

Motor Passenger Carriers Holding Federally-Issued Operating Authority
and Controlled by Stagecoach Holdings, plc and Coach USA, Inc.

MOTOR PASSENGER CARRIER	MC NUMBER
2948-7238 Quebec Inc.	302514
Air Travel Transportation, Inc.	166420
Airlines Acquisition Co., Inc.	223575
Airport Limousine Service, Inc.	315702
Autocar Connaisseur, Inc.	166643
B&B Bus Corporation, Inc.	233189
Blue Bird Coach Lines, Inc.	108531
Butler Motor Transit, Inc.	126876
Cape Transit Corp.	161678
Central Cab Company	133058
Century Airline Services, Inc.	293450
Chenango Valley Bus Lines, Inc.	141324
Cisko Bus Co. Inc.	22072
Clinton Avenue Bus Company	223062
Colonial Coach Corp.	39491
Community Coach, Inc.	76022
Community Transit Lines, Inc.	145548
D'Arcangelo Bus Co., Inc.	168603
E & A Bus Co., Inc.	168561
Elizabeth Bus Company	168567
Erie Coach Lines Company	127027
Gad-About Tours, Inc.	198451
Gilsam Bus Company, Inc.	233195
GL Bus Lines, Inc.	180074
Gray Line Air Shuttle, Inc.	218255
Gray Line New York Tours, Inc.	180229
Gray Line Tours of Southern Nevada	127564
G.W. Transportation, Inc. d/b/a Greatway Transportation	243414
H.A.M.L. Corp.	194792
Hudson Transit Corporation	133403
Hudson Transit Lines, Inc.	228
Independent Bus Company, Inc.	168548
International Bus Services, Inc.	155937
J & J Bus Company, Inc.	168563
J & J Transit, Inc.	233193
J & L Bus Co., Inc.	168602
Kansas City Executive Coach, Inc.	203805
Kaunas Bus Co., Inc.	168549
Keeshin Charter Services, Inc.	118044

MOTOR PASSENGER CARRIER	MC NUMBER
Keeshin Transportation, LP	263222
Leisure Time Tours, Inc	140211
M & J Bus Company, Inc.	233197
Meadowlands Transit, Inc.	168588
Minsol Bus Company, Inc.	233198
Mountaineer Coach, Inc.	229627
Niagara Scenic Bus Lines, Inc.	30787
Olympia Trails Bus Co., Inc.	138146
Orange, Newark, Elizabeth Bus, Inc.	206227
Penn-Mall Transit, Inc.	208153
Pittsburgh Transportation Charter Services, Inc.	319195
Progressive Transportation Services, Inc.	247074
R & W, Inc.	168547
R & W Transit, Inc.	233186
Red & Tan Charter, Inc.	204842
Red & Tan Tours	162174
Road Runner Tours, Inc.	168623
Rockland Coaches, Inc.	29890
Ross Tours, Inc.	175674
Salt Lake Coaches, Inc.	347528
Sam Van Galder, Inc.	112422
Seven Bus Corporation	233196
South Orange Avenue Bus Association	168650
South Orange Avenue Bus Company, Inc.	168569
St. Louis Executive Coach, Inc.	414193
Suburban Management Corp.	264527
Suburban Trails, Inc.	149081
Suburban Transit Corp.	115116
Superior Bus Co., Inc.	168622
Syracuse and Oswego Coach Lines, Inc.	117805
Tri-State Coach Lines, Inc.	425233
Transportation Management Services, Inc. d/b/a Lenzner Coach Lines	237433
Trentway-Wagar, Inc.	126430
Tucker Transportation Co., Inc.	223424
Utica-Rome Bus Co., Inc.	7914
Vailsburg Bus Co., Inc.	165416
Van Nortwick Bros., Inc.	149025
WJB Company, Inc.	233200
Wisconsin Coach Lines, Inc.	123432

VERIFICATION

My name is David Young. I am Vice President, Secretary and Treasurer of Coach USA, Inc. I hereby verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Notice is true and correct. I know that willful misstatements 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.


David Young

Dated: February 11, 2004