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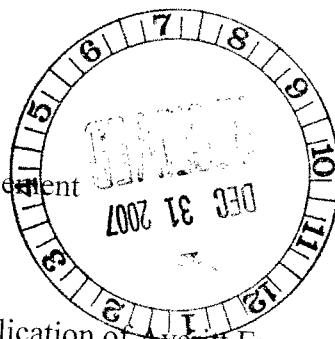
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December 31, 2007

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

MCF-21023 221149

Re: Section 14302 Pooling Agreement



Dear Secretary Williams:

Submitted herewith are the original and ten copies of the application of Averitt Express, Inc., DATS Trucking, Inc., Lakeville Motor Express, Inc., Land Air of New England, Pitt Ohio Express, LLC, and Canadian Freightways/Epic Express seeking approval of their proposed pooling agreement filed in accord with Section 14302 of 49 U.S.C., and the agency's requirements set forth in 49 C.F.R. Section 1184.2. Also included is the check of Lakeville Motor Express, Inc. in the amount of \$3,700.00 for the filing fee for processing this application.

The proposed agreement is scheduled to become effective on March 1, 2008. In accord with 49 C.F.R. Section 1184.3 this application is being submitted more than 50 days prior to that effective date.

Respectfully submitted,

John R. Bagileo

John R. Bagileo
Attorney for Applicants

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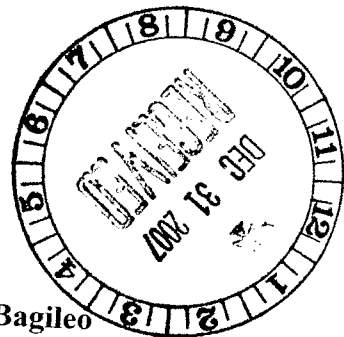
ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. MC - F 21023

221149

POOLING APPLICATION
FILED PURSUANT TO
49 U.S.C. SECTION 14302



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Express, Inc., DATS Trucking,
Inc., Lakeville Motor Express,
Inc., Land Air of New England,
Pitt Ohio Express, LLC, and
Canadian Freightways/Epic
Express

Dated: December 31, 2007

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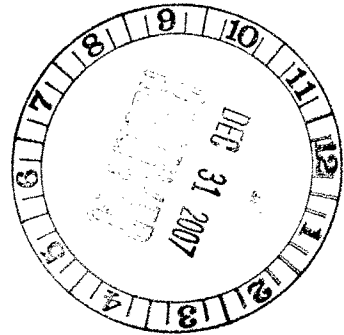
DEC 31 2007

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. MC - F _____

**POOLING APPLICATION
FILED PURSUANT TO
49 U.S.C. SECTION 14302**



This application is filed pursuant to the requirements of Section 14302 of 49 U.S.C., and seeks approval by the Surface Transportation Board of the proposed agreement of the participating motor carrier to engage in a pooling of certain traffic, services and revenues. The proposed effective date of the pooling arrangement is March 1, 2008. In response to the requirements in Part 1184 of 49 C.F.R., Motor Carrier Pooling Operations, applicants respectfully state as follows.

I.

**Identification of All Carriers Party to
the Pooling Agreement
(49 C.F.R. § 1184.2(a))**

The motor carriers party to the pooling agreement include Averitt Express, Inc. ("Averitt"), of Cookeville, TN; DATS Trucking, Inc., ("DATS"), of St. George, UT; Lakeville Motor Express, Inc. (Lakeville Motor), of Roseville MN.; Land Air Express of New England ("Land Air"), of Williston, VT; Pitt Ohio Express, LLC ("Pitt Ohio"), of Pittsburgh, PA; and

commonly-owned Canadian Freightways/Epic Express, of Calgary, AB, Canada; hereinafter sometimes collectively referred to as applicants.

II.
General Description of the Transaction
(49 C.F.R. § 1184.2(b))

As depicted in Attachment I hereto, the participating motor carriers generally conduct regional operations with the bulk of their transportation services concentrated in separate territories. Through interline arrangements they do have traffic moving into and out of each other's territories. However, those arrangements have not enabled the applicants to provide the integrated and efficient services they desire to provide to their customers.

Through the proposed pooling operation the carriers will establish a network of service providers consisting of strong and reliable asset-based regional carriers. This will require the coordination and combining of their information technology, operations, sales and marketing efforts, and administration. This, likewise, will require the development of an internal and external communication plan; the training of representatives for the partnership; and the institution of ways to cross-sell and promote each others' services.

Operationally, the participating carriers will establish standard transit times for the network. To facilitate the movement of freight between the carriers, optional interchange facilities have been identified. Presently, these will include jointly operated facilities at Chicago, IL; St. Louis, MO; Washington, PA; Newburgh, NY; North Platte, NB; and St. Paul, MN. Other facilities at which freight will be pooled will be established as needed. Traffic originating from or destined to the various territories beyond that served direct will be brought by a participating carrier to the appropriate facility, where the freight will be pooled with other shipments and

handed over to the carrier providing service to the involved destinations. This will permit the optimization of linehaul processes and procedures. Guidelines are developed for sharing equipment, and its repair, to maximize the efficient and economical use of the vehicles.

Revenue is to be shared based on a standard division formula, with the individual participating carriers modifying those splits with the other applicants as is deemed appropriate. The individual carriers will negotiate their own rates with their customers on traffic originating in their respective territories. Payment and settlement processes have been identified, and a prompt and reasonable claim settlement process is to be utilized.

Access to key information and internal systems of the participating carriers is shared so that the customer will be better served and supported. Moreover, a single system is developed for the exchange of partnership data and information.

Information technology is designed to create a seamless transaction for the carriers' customers. This system addresses the tracing and tracking of shipments; the processing of claims; customer service; invoicing; service reporting; transit times; recruiting guides and updates; and the handling of collect-on-delivery shipments. Standard communication is to be handled electronically, and system access needs are to be utilized as determined to be necessary.

The network established, which will be known as the Reliance Network, will offer better and more responsive transportation services to the carriers' customers from and to service points beyond the regional operations that are served by the participating carriers, and are designed to offer service superior to those that have been achieved through typical interline arrangements.

III.
Specific Description of the Operating Authorities
Sought to be Pooled
(49 C.F.R. § 1184.2(c))

The involved operating authorities of the participating motor carriers are set forth in Appendix 2 hereto. As is seen, Averitt, DATS, Lakeville Motor, Land Air and Pitt Ohio hold authority to transport general commodities, with the usual exceptions, between points in the United States, except Alaska and Hawaii. As is depicted in Attachment I, these participating carriers conduct direct service within the described regions. Averitt's region, which extends throughout the Southeast and a portion of the Southwest, includes the States of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas.

DATS' regional operations primarily are conducted in the Western States of Arizona, California, Colorado, Idaho, Nevada, New Mexico, Oregon, Utah, and Washington.

Lakeville Motor's operations extend throughout the Midwest and includes the States of Illinois, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, South Dakota, Wisconsin, and Wyoming.

Land Air operates primarily in the Northeast in the States of Connecticut, Massachusetts, Maine, New Hampshire, New York, Rhode Island, and Vermont.

Pitt Ohio's principal operations are centered in the Middle Atlantic States of Delaware, Maryland, New Jersey, Virginia and West Virginia, and also includes service to Indiana, Michigan and Ohio.

The intent of this application is to enable the applicants to pool their respective operating territories into a service network covering the continental United States. In this way, each carrier will be able to more efficiently and economically operate in its principal service area, and will be able to broaden its services to all other regions through the use of the other dependable participating carriers conducting integrated, seamless operations.

Canadian Freightways and Epic Express are commonly-owned Canadian-based carriers operating within the United States. As shown in Appendix 2, both are authorized to transport property, except household goods, in interstate commerce. Canadian Freightways' principal operations are between points in Western Canada and Arizona, California, Illinois, Oregon, Nevada, Washington, and Wisconsin. Epic Express' principal operations are between points in Eastern Canada and Illinois and Wisconsin. These operations would be pooled and integrated into the Reliance Network.

IV.
Basis of the Agreement as a Genuine Pooling Arrangement
(49 C.F.R. § 1184.2(d))

The institution of Reliance Network depends upon the participating carriers pooling and /or dividing their traffic, pooling their services to conduct the contemplated operations, and pooling their earnings to compensate the participating carriers rendering the required services. As indicated, the carriers will bring their freight moving to territories beyond the region within which they provide direct service to designated interchange facilities. At those key points freight moving into specific territories will be consolidated, with equipment being shared among the carriers, as necessary or convenient, to facilitate deliveries consistent with the established service requirements. Invoiced revenues from those movements will be pooled and shared in accord

with agreements between the carriers participating in the transportation services provided to the customers. It is also contemplated that the carriers will cross sell and promote each other's services. Based on the purpose and intent of their agreement, it is submitted that the program which is to be established is a *bona fide* pooling arrangement as contemplated in Section 14302(a) of 49 U.S.C. See *Consolidated Freightways Corporation of Delaware and Tri-State Express, Inc. - Pooling Agreement*, No. MC-F-20680, 1995 Fed.Car.Cas. ¶ 38, 171.

Plainly, the agreement is not a lease or interchange or defined in 49 C.F.R. Part 376.2. Here, the carriers are not simply agreeing to co-use of equipment, with or without a driver, for a specified period to a authorized carrier for use in the regulated transportation of property, for compensation; or the receipt of equipment by one motor carrier from another motor carrier at a point which both are authorized to serve to continue a through movement. This agreement contemplates the implementation of a seamless transportation arrangement in territories beyond those to which direct service is provided through the pooling of traffic, services, and revenues.

V.
Relevant Transportation Markets Affected by the
Proposed Agreement
(49 C.F.R. § 1184.2(e))

Attachment I to the application graphically depicts the relevant markets in which the participating carriers will be conducting their transportation operations. Essentially, each will continue to serve the region in which it most efficiently and economically provides direct service. The transportation operations each conducts will be advanced by the pooled traffic coming into its region from the other participating carriers. That increased volume will enhance its load factors, operating efficiencies, and revenues within the region it has concentrated its operations.

Concomitantly, the carrier's ability to provide enhanced transportation services to its customers located within its direct service territory will be increased by the coordinated network of transportation services available to it from the other participating carriers from origins or to destinations which the carrier does not otherwise offer direct service, and otherwise has not achieved satisfactory interline arrangements.

VI.
The Competitive Routing and Service Alternatives
Remaining if the Pooling Agreement is Approved
(49 C.F.R. § 1184.2(f))

The participating carriers will continue to honor their interline arrangements with other carriers which require their services for deliveries to direct service points in their regional operations. Moreover, the participating carrier will continue to honor interline arrangements specified by their shipper and transportation intermediary customers. The Reliance Network will enable the applicants to have a more responsive service available to meet the transportation needs of their customers than they could achieve on an interline basis.

Virtually all motor carriers providing transportation services in interstate commerce have multiple transportation arrangements in place to meet the transportation requirements of their customers. To the extent that Reliance Network would replace any existing interline arrangements, given the literally thousands of carriers engaged today in interstate commerce those interline carriers readily would be able to arrange other service connections to meet the service needs of their customers. Based on the experiences of the participating carriers in the marketplace, the normal practice is for a carrier to have multiple interline carriers available to

serve the same territories. Therefore, it is highly doubtful that the Reliance Network would place former interline carriers at a competitive disadvantage in serving their customers.

Within the regional territories served by the participating carriers there would be little or no significant competitive impact on other carriers. Applicants would continue to provide direct service in competition with the other motor carriers already doing business within the region.

Nationally, there exists a number of transcontinental less-than-truckload and truckload motor carriers operating in interstate commerce. These include U.P.S. Freight, Inc., Fed Ex Freight, Inc., ABF Freight System, Inc., YRC Worldwide, Inc., Con-Way Freight, Old Dominion Freight Line, Inc., Estes Express, Inc., J.B. Hunt, Inc., Schneider Transport, Inc., and many others. Those routings would continue to be available, and Reliance Network would have to compete with those established transportation services.

In addition there is a large body of regional carriers located throughout the United States which would be available to customers, and which already are strong competitors to the participating carriers. Such carriers include Ward Trucking Corporation, New England Motor Freight, Inc., USF Bestway, Inc., Southeastern Freight Lines, Inc., Wilson Trucking Corporation, Magnum LTL, Inc., U.S. Holland, Inc., and many others.

In today's transportation marketplace, the Reliance Network is designed to enable the applicants to provide a higher level of service to its customers in competition with the motor carriers already engaged in national transportation operations. The competitive routings and service alternatives otherwise available to the public will remain substantially unchanged.

VII.
An Estimate of the Public Benefits that will
Accrue from Approval of the Proposed Agreement
(49 C.F.R. § 1184.2 (g))

As indicated in response to Section 1184.2(f) of 49 C.F.R., *supra*, given the substantial influx of national and regional motor carrier that exist, especially after the deregulatory measures that have taken place in the industry, applicants do not believe that there would be a lessening of competition if their pooling agreement is approved. Conversely, based on the prospect of providing more efficient, economical, and expeditious services through the Reliance Network, applicants believe their capacity to benefit the public through an improved and more responsive competitive service would be enhanced. Thus, competition would be increased rather than lessened.

Heightening that competition are the some 5,000 transportation intermediaries now engaged in interstate commerce. Many have assembled transportation networks similar in scope to that proposed in applicant's pooling agreement. Those are competitive routings and service arrangements with which the Reliance Network will have to compete if applicants are to achieve success in implementing their pooling arrangement.

Not only do applicants believe that there will not be a lessening of competitive alternatives resulting from approval of the pooling agreement, but, also, that the public will benefit from the improved service arrangements that will be available through Reliance Network. Applicants believe that through approval of their pooling agreement a strong competitive factor will be introduced into the marketplace by the confluence of successful regional carriers entering into the proposed transportation alliance.

VIII.
Effect of the Pooling Arrangement on
Present and Future Competition
(49 C.F.R. § 1184.2(h))

The proposed pooling arrangement is designed to enhance present competition by instituting a transportation network capable of challenging existing national transportation services through an integrated operation offering responsive, customer-oriented, and efficient services throughout the continental United States. The participating carriers have the resources and assets capable of effectuating that proposal.

Averitt employs 8,351 in its operations, operates 17,723 pieces of equipment throughout its region, and has 88 service center locations. It projects that it will handle 4,986,000 shipments in 2007, with a projected operating revenue of \$945,187,000.

DATS projects that it will handle 500,000 shipments producing revenue of \$60 million in 2007. It operates 450 tractors and 1,500 trailers, and has 44 terminal locations.

Lakeville Motor has 760 employees, and operates 34 terminals located throughout its direct service region. It has 385 tractors and 975 van trailers. Lakeville Motor projects that in 2007 it will handle 936,448 shipments, producing revenues of about \$114 million.

Land Air estimates that its annual operating revenue in 2007 will be \$61 million, handling some 628, 150 shipments. It operates 12 terminals throughout its direct service area, and has 648 employees. Land Air has 51 straight trucks, and operates 189 tractors and 454 trailers.

Pitt Ohio estimates that in 2007 it will handle 2,665,000 shipments, producing revenues of \$265,500,000. It has 2,479 full time employees, and 583 part time employees, and operates 22

terminals. Its fleet consists of 677 tractors and 1,634 trailers. It also operates 340 straight trucks and 49 sprinter vans.

Canadian Freighways and Epic Express operate 365 power units and 1,060 trailers. In Eastern Canada they operate 5 terminals, and maintain 23 terminals in Western Canada. Canadian Freighways and Epic Express estimate that they will handle 1,088,879 shipments in 2007, producing revenue of \$183,864,060 Canadian.

Applicants submit that through their combined personnel, assets, and resources, they have the capacity, through their proposed pooling agreement, to compete effectively and efficiently with the national carriers and transportation alliances created by transportation intermediaries, interline arrangements, and agency agreements.

The freight that would be handled under Reliance Network would consist of general commodities, except classes A and B explosives, household goods, and commodities in bulk. The operation would span the lower 48 states and Canada. The projected number of shipments estimated to move in 2008 under the Reliance Network would be approximately 300,000, with a volume of about 280,000,000 tons. The anticipated revenue from those shipments would be about \$30 million.

For the present and the future, approval of the proposed pooling agreement would put in operation in the marketplace a transportation network which would be very competitive, and would benefit the public. As was pointed out by the former Interstate Commerce Commission in Ex Parte No. MC-141, *Policy Statement on Motor Carrier Pooling Application*, 127 M.C.C. 746, 748 (1981):

The Motor Carrier Act of 1980 seeks to encourage pooling arrangements “when such arrangements are in the interest of better service to the public or of economy of operation and when they do not unreasonably restrain competition” [citing H.Rept. 96-1069, 96th Cong., 2d Sess. 34 (1980)]. In view of this charge and the general thrust of the legislation, which is to promote competition, we have taken care not to impede unnecessarily carriers seeking to enter pooling agreements.

As indicated, a principle purpose of this pooling application is to create a better service between the regional operations conducted by the participating carriers. The proposed Reliance Network is designed to implement a seamless transportation arrangement which has not been achieved through the interline arrangements in which the applicants have participated. Further, this pooling arrangement will promote and not restrain competition, unduly or otherwise. It is intended to promote a more competitive environment throughout the United States, now and in the future.

IX.
Certification that Rates for Pooling Operations
Would Not Violate the Restriction on Collective Ratemaking
(49 C.F.R. § 1184.2(I))

It is hereby certified that the rates set for traffic moving under the proposal pooling agreement would not violate the restrictions on collective ratemaking contained in 49 U.S. C. Subtitle IV and Board regulations. The rates originated by a participating carrier will be negotiated independently with the involved customers. The split of the resulting revenue between the originating carrier and the delivering carrier will be based on a standard division formula currently in use in the industry, as adjusted between those parties to reflect particular operating conditions or circumstances. There will not be any collective activity among the participating carrier in establishing the applicable rates and charges.

X.
The Relative Transportation Importance of the
Pooling Agreement as It Would Affect the
Public and the National Transportation System
(49 C.F.R. § 1184.2(j))

The pooling agreement, as implemented, would create a seamless network of transportation services which is designed to overcome the perceived inadequacies that the participating carriers have encountered in relying entirely on interline arrangements to serve distant territories. As regional carriers, extensive interline arrangements have been required to meet their customers' service needs to distant locations, or for traffic coming into their area of direct service. While interline arrangements will be retained where required by shipper or by transportation intermediaries, applicants believe that the contemplated pooling arrangements would enable them to more efficiently, economically and expeditiously meet the service requirements of their customers, the shipping and receiving public.

With the advent of the global economy, and the continued significance of just-in-time transportation requirements for manufacturing facilities and others, the importance of motor carriers having a national transportation system is critical to their success and survival. The Reliance Network, with the integration contemplated through the pooling agreement, will enable the participating regional carriers to compete with the large national carriers and carrier networks established by transportation intermediaries. Additionally, in the fast-growing intermodal market, the capacity of motor carriers to meet the national transportation needs of the connecting rail and ocean carriers is of paramount importance. Reliance Network will provide the opportunity of the participating motor carrier to respond to those service requirements.

In sum, the public will be better served through the operations which will be conducted under the pooling agreement, and the national transportation system will have the benefit of a service able to compete efficiently and economically with existing national carrier services and networks.

XI.
Non-Pooling Carriers Not Included in the
Pooling Arrangement
(49 C.F.R. § 1184.2(k))

With the deregulation of the motor carrier industry initiated by the Motor Carrier Act of 1980, and as further implemented by the Trucking Industry Regulatory Reform Act of 1994 and the Interstate Commerce Commission Termination Act of 1995, virtually every motor carrier holds authority to transport general commodities, with the usual exceptions, between all points in the United States, with the possible exception of Alaska and Hawaii. Accordingly, in each of the regions served by the participating carriers it is highly probable that there exists non-pooling carriers authorized to transport the subject traffic which are not included in this pooling arrangement.

In constructing the Reliance Network, applicants initially sought to select those transportation partners known to provide excellent transportation services in their regional operations. Based on preliminary conferences it was determined that the identified carriers were capable of implementing the transportation arrangements contemplated, and had the personnel and equipment necessary to construct the desired network. Further, it appeared that those carriers are positioned to integrate the sales and marketing program, the operations required, and have the

information technology capabilities available to implement the seamless transportation arrangement which would best serve the interests of their customers.

Given the scope of the operations involved it was recognized that to effectuate the desired goals of the Reliance Network a reasonable number of participating carriers had to be involved in the initiation of the pooling arrangement. As the pooling operation gets under way, the applicants, consistent with the retention of competition, are willing to include suitable, authorized and qualified nonpool carriers capable of providing the services and conducting the operations necessary to meet the Reliance Network criteria to join the pool. Notice of the intent to include additional carriers promptly would be provided to the Surface Transportation Board so that, consistent with the Board's powers under Section 14302(d) of 49 U.S.C., it could impose any condition it deemed appropriate or necessary regarding the pooling arrangement.

XII.
Potential Energy and Environmental Effects
of the Proposed Pooling Agreement
(49 C.F.R. § 1184.2(l))

It is believed that the implementation of the proposed pooling agreement will have beneficial energy and environmental effects. At present, the participating carriers must engage individually in a multitude of interline arrangements to have shipments delivered to points beyond their regional operating territories. Because those shipments are not pooled, more movements by different connecting lines must be utilized to achieve the required deliveries; and the originating carrier must transport the freight to the multiple locations at which the freight will be interchanged with the various interchange carriers.

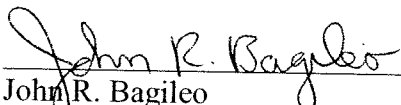
Under the pooling agreement, the participating carriers will move the freight to jointly operated facilities at which shipments will be consolidated and tendered to the carrier providing service to the region to which that freight is destined. Through the pooling operation it is anticipated that fewer movements involving multiple interline carriers will be required. Consolidating pooled freight shipments, and utilizing a single participating carrier for delivery in its direct service territory, should result in greater efficiencies in handling the freight. Additionally, utilizing centrally located facilities at which the traffic is pooled should reduce the number of miles that have to be operated to deliver shipments to the multiple locations involved when numerous connecting lines are otherwise involved. Those efficiencies should result in reduced fuel consumption, and create energy-saving opportunities not otherwise achievable through existing interline arrangements, and also benefit the environment.

Another benefit flowing from the pooling proposal is the potential reduction in the number of vehicles operating on the Nation's highways. The implementation of this pooling arrangement will reduce the number of vehicles required for the involved transportation services, and reduce the number of miles of operation currently required in handling this freight. These factors would have a beneficial effect in alleviating a portion of the congestion which exists on the highways.

XIII.
Certification by Applicants
(49 C.F.R. § 1184.2(m))

I, John R. Bagileo, counsel for applicants, do hereby certify that the representations made in this application for pooling authority submitted on behalf of Averitt Express, Inc., DATS Trucking, Inc., Lakeville Motor Express, Inc., Land Air Express of New England, Pitt Ohio

Express, Inc., and commonly-owned Canadian Freightways and Epic Express, are, to the best of my knowledge and belief, true and correct.

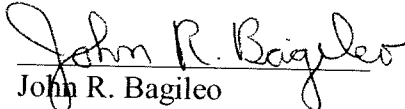


John R. Bagileo

XIV.
Conclusion

For all the foregoing reasons, applicants respectfully submit that the pooling agreement submitted herewith will further the National Transportation Policy by enabling them to better serve their customers through more efficient and economical transportation arrangements to markets not readily and conveniently served through available interline services. Additionally, because of the existing highly competitive motor carrier industry, the existence of numerous transportation intermediaries arranging for competitive motor carrier transportation services throughout the United States, and the continual growth of intermodal transportation services, it is submitted that the proposed pooling arrangement is not of major transportation importance and will not unreasonably restrain competition. Therefore, it is requested that the pooling agreement be approved without further hearing.

Respectfully submitted,


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Dated: December 31, 2007

APPENDIX 1

RELIANCE NETWORK POOLING AGREEMENT

This agreement is between Averitt Express, Inc. (Averitt), of Cooksville, TN; DATS Trucking, Inc. (DATS), of St. George, UT; Lakeville Motor Express, Inc., (Lakeville Motor); of Roseville, MN; Land Air Express of New England (Land Air), of Williston, VT; Pitt Ohio Express, LLC, (Pitt Ohio) of Pittsburgh, PA; Canadian Freightways, of North Burnaby, B.C.; and Epic Express, of Calgary, AB. Averitt, DATS, Lakeville Motor, Land Air and Pitt Ohio are motor carriers operating in interstate commerce pursuant to authorities issued by the former Interstate Commerce Commission and/or the Federal Motor Carrier Safety Administration. As pertinent, all are regulated by and subject to the jurisdiction of the Surface Transportation Board as set forth in Chapter 135 of 49 U.S.C. Canadian Freightways and Epic Express are Canadian motor carriers conducting transportation operations by motor carriage within Canada and the United States pursuant to operating authorities issued, respectively, by the Canadian regulatory authorities and the Federal Motor Carrier Safety Administration.

The addresses of the carrier parties to the agreement, the docket numbers of their operating authorities, and a brief statement of the scope of the interstate authority and operations of each party to the agreement are set forth in Attachment A appended hereto.

The purpose of this agreement is to construct a seamless transportation arrangement whereby the carrier participants can jointly provide a more satisfactory, efficient, expeditious, and economical interstate service to interstate points beyond the regional territories they currently serve. Such seamless service cannot be achieved individually, through the present interline arrangements used to serve those distant points. To achieve those objectives the carriers party to the agreement will coordinate certain information technology, administration matters, sales and marketing efforts, and operations issues.

2.

other nationwide transportation networks created through agency agreements, transportation intermediaries, and intermodal operations. According to applicants they believe that they can overcome the deficiencies they have experienced with interline arrangements by constructing a transportation network which will coordinate their information technology, administrative functions, sales and marketing efforts, and operations. They state that coordination will enable them to make their operations more efficient and responsive to the variety and quality of transportation services required by their customers.

Applicants submit that by pooling their traffic and consolidating shipments at centrally located, jointly-operated facilities which are moving to the same regions, they will be able to more efficiently and economically handle that freight, and achieve better utilization of their equipment. Moreover, they state that as essentially regional carriers the pooling arrangement will enable them to be more competitive with national carriers and existing transportation networks offering integrated transportation services on a nationwide basis.

Applicants assert that the coordination and integration of their transportation services will enable them to provide a seamless service to their customers; enhance the efficiency of their operations; provide greater control over the movements; increase their physical capacity to meet customers' service demands and expand the territorial scope of their transportation services; and contribute to their financial soundness.

Applicants further assert that approval of the pooling agreement will not negatively affect either the quality of the human environment or the conservation of energy resources. Rather, they state that the network of carriers and consolidation of movements can positively affect the human environment by reducing the number of truck movements necessary to transport the

shipments, thereby reducing highway congestion, emissions, and fuel consumption. Therefore, applicants claim that the approval of the pooling agreement will have a salutary effect on the environment and energy resources.

Applicants state that the highly competitive nature of the trucking industry is well recognized, and has been heightened by the entrance of hundreds of motor carriers into the marketplace through deregulation. Therefore, applicants believe that competition will not be unduly restrained by the proposed transportation alliance. They submit that because of the large number of carriers operating throughout the regions served by them, there exists many opportunities for competing carriers to engage in interline arrangements to provide services competitive with those proposed by applicants. Further, other motor carriers readily can enter into similar pooling arrangements as that proposed by applicants if that is considered a more desirable alternative. Also, applicants assert that competition will be improved by their proposal, if approved, because as regional carriers they will be able to compete with the national carriers, the transportation networks arranged by transportation intermediaries and other motor carriers, and intermodal operations.

participating carriers will be shared. Competitive transit standards will be shared. Competitive transit standards will be established, and a terminal-to-terminal service matrix will be developed. The benchmarking team will determine appropriate service measurements to include exception codes and a problem resolution process.

A linehaul communication and control process will be determined, as well as hours of operation, and dispatch procedures between Central Dispatch Departments, hub terminals and linehaul managers. A manifest and bill control process will be developed and implemented between the participating carriers. A trailer interchange agreement will be established, and a process put in place to effectively manage the timely return of trailers. There will be trailer repair guidelines for a participating carrier's equipment in the possession of other participants.

The facilities for transferring freight from and to the participating carrier may be changed or added to as may be agreed by the parties and necessitated to better handle the pooled freight.

Nothing in this agreement shall make any other participating carrier liable for any costs, expenses, or liabilities incurred by another participating carrier in its performance of the transportation services described herein on behalf of a shipper.

For the transportation services performed by the participating carriers to this agreement, each shall receive as remuneration that portion of the total transportation revenue for each shipment resulting from application of the schedule of revenue splits as established and/or modified by them. Guidelines and procedures will govern the handling of all receivable and payable issues, such as billing, paying electronically, and handling corrections and exceptions in a timely and efficient manner.

To alleviate the burdens of a shipper in determining which carrier will resolve a claim, a claims processor will be established where the origin and destination participating carrier will split evenly the damage or loss claim. Loss and damage claims shall be processed and handled in accord with current commercial practices and standards.

The term of their agreement will be for five (5) years from its effective date which will be as determined by the Surface Transportation Board. It may be renewed for successive periods of one year, unless a participating carrier notifies the other parties on ninety (90) days notice to the expiration of the current term, without the need for further approval from the Surface Transportation Board, unless changes are incorporated which affect the substance of the agreement.

Any of the participating carriers may withdraw from this agreement at any time upon giving sixty (60)-days' written notice to each of the other parties to the agreement and to the Surface Transportation Board. That withdrawal will not affect the agreement as to the remaining parties. Should all parties withdraw it will be cancelled and the relationship of the parties dissolved on the effective date of such withdrawal. Should any other motor carrier engaged in interstate operations under an authority issued by the Federal Motor Carrier Safety Administration, or the former Interstate Commerce Commission, wish to enter into this agreement, it may do so with the consent of the remaining parties, and will assume the undertakings and obligations of any other party to the agreement during the remainder of its term. Notice of such entry will be provided to the Surface Transportation Board before the carrier becomes a signatory to the agreement.

This agreement is subject to approval by the Surface Transportation Board under the provision of Section 14302 of 49 U.S.C., Pooling and division of transportation earnings. The parties have agreed to join in an application for approval, which should be filed with the Surface Transportation Board as soon as feasible following the execution of this agreement by all the participating carriers. (See attachment B). The effective date of the agreement should be one day after the Surface Transportation Board's order expressly approving it shall have become final and effective.

Attachment A

RELIANCE NETWORK POOLING AGREEMENT
PARTICIPATING CARRIERS

1. Averitt Express, Inc.

P.O. Box 3166

Cooksville, TN 38502-3166

Certificate No. MC-121600 (Sub-No. 19)

Averitt Express, Inc. is authorized to transport general commodities, with the usual exceptions, between points in the United States, except Alaska and Hawaii. Its direct service region encompasses the States of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas.

2. DATS Trucking, Inc.

P.O. Box 910550

St. George, UT 84791

Certificate No. MC-213580 (Sub O-C)

DATS Trucking, Inc. is authorized to transport general commodities, with the usual exceptions, between points in the United States, except Alaska and Hawaii. Its direct service operating area includes the States of Arizona, California, Colorado, Idaho, Nevada, New Mexico, Oregon, Utah, and Washington.

3. Lakeville Motor Express, Inc.

2833 Fairview Avenue North

Roseville, MN 55113

Certificate No. MC-97932 (Sub-No. 13)

Permit No. MC-97932 (Sub-No. 12)

Lakeville Motor Express, Inc.'s certificate and permit both authorize the transportation of general commodities, with the usual exceptions, in common and contract carriage, respectively, between points in the United States, except Alaska and Hawaii. It conducts its direct service in the region encompassing the States of Illinois, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, South Dakota, Wisconsin, and Wyoming.

4. Land Air Express of New England

9 Avenue C

P.O. Box 503

Williston, VT 05495

Certificate No. MC-237357 (Sub-No. 1-C)

Land Air Express of New England is authorized to transport general commodities, with certain exceptions, between points in the United States, except Alaska and Hawaii. Its direct

service region includes the States of Connecticut, Massachusetts, Maine, New Hampshire, New York, Rhode Island, and Vermont.

5. Pitt Ohio Express
15 27th Street
Pittsburgh, PA 15222
Certificate N0. MC-30136 (Sub 2)
Permit No. MC-30136 (Sub 4)

Pitt Ohio Express' certificate authorizes the transportation of general commodities, with the usual exceptions, between points in Pennsylvania, New York, New Jersey, Massachusetts, Connecticut, Rhode Island, Delaware, Maryland, Virginia, Kentucky, North Carolina, West Virginia, Indiana, Ohio, Illinois, Missouri, Michigan, Wisconsin, and the District of Columbia. Its permit authorizes the transportation of general commodities, with the usual exceptions, between points in the United States, except Alaska and Hawaii. Pitt Ohio Express provides direct service in the region consisting of the States of Delaware, Indiana, Maryland, Michigan, New Jersey, Ohio, Virginia, and West Virginia.

6. Canadian Freightways/Epic Express
234040A Wrangler Road SE
Calgary, AB, T2P 2G6
Certificate No. MC-171192-C
Certificate No. MC-364417-C

Under their pertinent certificates, commonly-owned Canadian Freightways and Epic Express are authorized to engage in the transportation of property, except household goods, in interstate or foreign commerce. Canadian Freightways principal operations are between points in Western Canada and Arizona, California, Illinois, Oregon, Nevada, Washington, and Wisconsin. Epic Express conducts its direct services between Eastern Canada and Illinois and Wisconsin.

Attachment B

2007-11-14 12:53

80

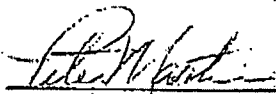
(FAX) 6516389705 6516389705 p. 02/02

MEMORANDUM OF UNDERSTANDING

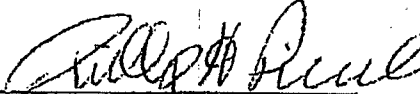
This Memorandum of Understanding is entered into this 8th day of November, 2007, by the signatories identified below.

The signatories are motor carriers engaged in the transportation of shipments in interstate and/or foreign commerce pursuant to authorities issued by the former Interstate Commerce Commission and/or the Federal Motor Carrier Safety Administration of the U.S. Department of Transportation. Based on present circumstances in the transportation marketplace, it appears that a more efficient and competitive transportation network may be accomplished in the respective territories that the signatories serve through the offering of combined services to the shipping and receiving community.

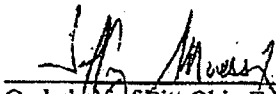
To that end, the signatories agree to meet and /or conduct telephone conferences to determine whether and how the intended goals can be achieved. Should an understanding be reached whereby the signatories propose to engage in the pooling of equipment, services, freight, and/or revenues, an appropriate application seeking authority to engage in such operations will be filed with the Surface Transportation Board, which agency has jurisdiction over such motor carrier transportation arrangements. Such proposed joint operations will not be undertaken by the signatories until and unless the proposed transportation arrangements are approved.



On behalf of Lakeville Motor Express

It's PRESIDENT


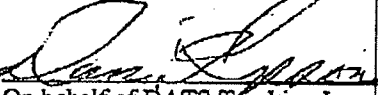
On behalf of Averitt Express

It's EX VICE PRESIDENT


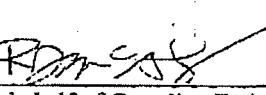
On behalf of Pitt Ohio Express

It's VICE PRESIDENT - SALES


On behalf of Land Air Express of New England

It's VICE PRESIDENT


On behalf of DATS Trucking Inc.

It's VICE PRESIDENT - CFE


On behalf of Canadian Freightways and Epic Express

It's PRESIDENT

APPENDIX 2

CERTIFICATE

No. MC-121600 Sub 19

AVERITT EXPRESS, INC.
(Cookeville, TN)

SERVICE DATE

JUL 17 1966

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1300 through 1310, revised). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For common carriers with irregular route authority: Any irregular route authority authorized in this Certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

Robert L. Vance
Secretary

(SEAL)

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC-121600 Sub 19

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities (except classes A and B explosives, household goods, and commodities in bulk), between points in the United States (except Alaska and Hawaii).

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

SERVICE DATE

No. MC 213580 (Sub 0-C)

JAN 27 1989

DATS TRUCKING, INC.
ST. GEORGE, UT

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1300 through 1310, revised). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For common carriers with irregular route authority: Any irregular route authority authorized in this Certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

NORETA R. MCGEE,
Secretary.

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC 213580 (Sub 0-C)

Page 2

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities (except classes A and B explosives and household goods), between points in the U.S. (except AK and HI).

SERVICE DATE
JAN 18 1995

INTERSTATE COMMERCE COMMISSION

DECISION

MC-97932

WREN, INC., DBA
LAKEVILLE MOTOR EXPRESS
ST. PAUL, MN

Reentitled

LAKEVILLE MOTOR EXPRESS, INC.
ST. PAUL, MN

Decided: January 11, 1995

On December 19, 1994, applicant filed a request to have the Commission's records changed to reflect a name change.

It is ordered:

The Commission's records are amended to reflect the carrier's name as LAKEVILLE MOTOR EXPRESS, INC.

If it has not already done so, the carrier must amend (1) its insurance coverage for the protection of the public, (2) its designation of agents upon whom process may be served, and (3) its tariffs of schedules to reflect the new name.

By the Commission.

(SEAL)

Vernon A. Williams
Secretary

SERVICE DATE
Apr 16 1987

INTERSTATE COMMERCE COMMISSION

PERMIT

No. MC 97932 (Sub 13)

WREN, INC.
d/b/a/ LAKEVILLE MOTOR EXPRESS, INC.
ST. PAUL, MN

This Permit is evidence of the carrier's authority to engage in transportation as a contract carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); the execution of contracts (49 CFR 1053)*; and for passenger carriers, tariffs or schedules (49 CFR 1312).

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

NORETA R. McGEE
Secretary

*While the execution of contracts must be accomplished, it is unnecessary to file them with the Commission.

NOTE: If there are discrepancies regarding this Permit, please notify the Commission within 30 days.

No. MC 97932 (SUB 13)

To operate as a contract carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities, (except classes A and B explosives, household goods, and commodities in bulk), between points in the U.S. (except AK and HI), under continuing contracts with commercial shippers or receivers of such commodities.

SERVICE DATE
JUN 25 1995

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

No. MC-97932 (Sub-No. 12)

WREN, INC., DBA LAKEVILLE MOTOR EXPRESS
St. Paul, MN

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1300 through 1310, revised). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For common carriers with irregular route authority: Any irregular route authority authorized in this Certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

James H. Bayne
Secretary

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC-97932 Sub-No. 12)

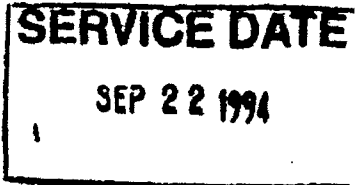
To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities, (except classes A and B explosives, household goods, and commodities in bulk), between points in the United States (except Alaska and Hawaii).

PM-26
(Rev. 10/84)

INTERSTATE COMMERCE COMMISSION
CERTIFICATE

No. MC 237357 (Sub-No. 1-C)

LAND-AIR EXPRESS OF VERMONT, LTD.
WILLISTON, VT



This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1312). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For common carriers with irregular route authority: Any irregular route authority authorized in this Certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

Vernon A. Williams
Acting Secretary

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

OP-AEA-16
(Rev. 11/80)

INTERSTATE COMMERCE COMMISSION
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

MC-30136 Sub 2

PITT-OHIO EXPRESS, INC.
East Liverpool, OH

SERVICE DA

APR 20 1982

This Certificate of Public Convenience and Necessity is evidence of the carrier's authority to engage in transportation as a common carrier by motor vehicle.

This authority will become effective only when the carrier has met the compliance requirements pertaining to insurance; coverage for the protection of the public (49 CFR 1043), the designation of agents upon whom process may be served (49 CFR 1044), and tariffs or schedules (49 CFR 1300 through 1310, revised). The carrier shall also render reasonably continuous and adequate service to the public. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

For all carriers: Any duplication in this authority and rights currently held does not confer more than one operating right.

For common carriers with irregular route authority: Any irregular route authority authorized in this certificate may not be tacked or joined with your other irregular route authority unless joinder is specifically authorized.

The transportation service to be performed is described on the reverse side of this document and will be valid as long as the carrier maintains compliance with the above requirements.

By the Commission.

(SEAL)

Agatha L. Mergenovich
Secretary

Note: If there are any discrepancies regarding this document please notify the Commission within 30 days.

MC-30136 Sub 2

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities (except classes A and B explosives, household goods as defined by the Commission, and commodities in bulk), between points in Pennsylvania, New York, New Jersey, Massachusetts, Connecticut, Rhode Island, Delaware, Maryland, Virginia, Kentucky, North Carolina, West Virginia, Ohio, Indiana, Illinois, Missouri, Michigan, Wisconsin, and the District of Columbia.

PH-31
(Rev. 10/84)

INTERSTATE COMMERCE COMMISSION

PERMIT

No. MC-30136 Sub 4*

PITT-OHIO EXPRESS, INC.
PITTSBURGH, PA

SERVICE DATE

JAN 26 1990

This Permit is evidence of the carrier's authority to engage in transportation as a contract carrier by motor vehicle.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043); the designation of agents upon whom process may be served (49 CFR 1044); the execution of contracts (49 CFR 1053)*; and for passenger carriers, tariffs or schedules (49 CFR 1312).

This authority is subject to any terms, conditions, and limitations as are now, or may later be, attached to this privilege.

The transportation service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

MORETA R. McGEE
Secretary.

*While the execution of contracts must be accomplished, it is unnecessary to file them with the Commission.

NOTE: If there are discrepancies regarding this Permit, please notify the Commission within 30 days.

No. MC-30116 Sub 4*
Sheet No. 2

To operate as a contract carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting general commodities (except classes A and B explosives, household goods, and commodities in bulk), between points in the United States (except Alaska and Hawaii), under continuing contract(s) with commercial shippers or receivers of such commodities.

*This Permit cancels Permit No. MC-7698 Sub 20, issued May 5, 1986, acquired pursuant to MCF-19416.



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

400 7th Street SW
Washington, DC 20590

SERVICE DATE
February 10, 2004

CERTIFICATE
MC-171192-C
4186401 CANADA INC.
CALGARY, AB, CD

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier of property (except household goods) by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387) and the designation of agents upon whom process may be served (49 CFR 386). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Angeli Sebastian, Chief
Information Systems Division

NOTE: Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.

NOTE: This registration is issued pursuant to a transfer. Applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for property broker security and BOC-3 for designation of agents upon whom process may be served) on file before beginning operations. Failure to comply will result in revocation of this registration.

CMO



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

400 7th Street SW
Washington, DC 20590

SERVICE DATE
February 10, 2004

CERTIFICATE

MC-364417-C
4186397 CANADA INC.
CALGARY, AB, CD

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier of property (except household goods) by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387) and the designation of agents upon whom process may be served (49 CFR 366). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Angeli Sebastian, Chief
Information Systems Division

NOTE: Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.

NOTE: This registration is issued pursuant to a transfer. Applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for property broker security and BOC-3 for designation of agents upon whom process may be served) on file before beginning operations. Failure to comply will result in revocation of this registration.

CMO

4186401 CANADA INC.



SAFETY FITNESS CERTIFICATE

CERTIFICATE NUMBER

000063042

CARRIER NUMBER

AB077-1139

MVID

0526-44770

HOME JURISDICTION

AB

CARRIER REG TYPE

NSC

EFFECTIVE

January 19, 2004

CERTIFICATE HOLDER

4186401 Canada Inc.
PO Box 1108 STN T
Calgary AB T2H 2J1

EXPIRY (THIS CERTIFICATE EXPIRES AS INDICATED BELOW UNLESS OTHERWISE SUSPENDED OR CANCELLED)

Continuous

This Carrier holds a **SATISFACTORY UNAUDITED** Safety Fitness Rating
in the Province of Alberta.

This Certificate is issued pursuant to the Motor Vehicle Transport Act, 1987 (Canada) and the Traffic Safety Act. This Certificate will remain valid while the holder maintains vehicle(s) registered in accordance with the requirements of Alberta Legislation.

This Certificate is valid until suspended or cancelled or the safety fitness rating is changed by the Registrar. Failure to comply with Transportation Legislation may result in the suspension or cancellation of this Certificate.

A Carrier may not engage in a freight truck or bus undertaking unless the Carrier is rated as satisfactory unaudited, conditional or satisfactory.



EXECUTIVE DIRECTOR ALBERTA TRANSPORTATION



Transportation and
Government Services

Motor Transport Board

Transports et
Services gouvernementaux

Commission du transport routier

L I C E N C E

or

C E R T I F I C A T E

To operate an **EXTRA-PROVINCIAL TRUCK** undertaking, and to engage in the **INTRA-PROVINCIAL TRUCK** transportation of goods, issued under Parts II and III of the Motor Vehicle Transport Act (Canada) 1987.

Authorizing the operation of **PUBLIC SERVICE VEHICLES**, issued under Part VIII of the Highway Traffic Act (Manitoba).

Subject to the following general conditions:

1. The Holder shall comply with the Motor Vehicle Transport Act and regulations thereunder; all applicable laws related to customs, immigration and taxes; and with all laws of the Province and regulations made under The Highway Traffic Act and orders of the Motor Transport Board, and any municipal by-law affecting the holder or his or her vehicle, in respect of transportation by the Holder upon a highway of property.
2. The Holder shall not operate the undertaking and shall not engage in the intra-provincial truck transportation of goods, or operate a public service vehicle during any period during which the holder does not meet the criteria relating to fitness prescribed under the Motor Vehicle Transport Act and under The Highway Traffic Act;
3. The Holder shall operate in a safe manner and shall keep and maintain his or her motor vehicle and equipment in such condition as will enable him or her to do so;
4. This Licence or Certificate is not transferable, may be suspended or revoked for cause, and shall be renewed annually on the last day of February.

Holder	Date
4186401 CANADA INC. CALGARY, ALBERTA	JANUARY 6, 2004

Terms of Authority:

1. Authorized to operate an extra-provincial truck undertaking and to engage in the intra-provincial truck transport of goods as provided for under the Motor Vehicle Transport Act (Canada) 1987.
2. Authorized to operate public service vehicles upon public highways in the Province of Manitoba for the transportation of property for compensation, excluding Intra-Provincial movement of used household goods.

I certify this to be a true copy of the Licence or Certificate, presently held in the Province of Manitoba by the Holder, effective on the date shown.


Jerry Kozubal, A/Secretary
Manitoba Motor Transport Board

**SASKATCHEWAN
CANADA**

HTB
HIGHWAY TRAFFIC BOARD

CERTIFICATE OF SAFETY FITNESS

National Safety Code # SK 0022588

This is to certify:

4186401 CANADA INC.

holds a **Satisfactory - Unaudited**

Safety Fitness Rating in the Province of Saskatchewan.

This Certificate is issued in accordance with the Motor Vehicle Transport Act (Canada), the Highway Traffic Act, and the standards established by the National Safety Code.

Failure to comply with the laws and regulations governing the safety and fitness of commercial vehicles may result in suspension of this certificate.

The original certificate is not required to be carried. A photocopy is acceptable.

Certificate subject to renewal.

Director
National Safety Code
Province of Saskatchewan
12329876

Validation #: 7852155S

Issuer Code: 0133

Issue Date: 15Mar2004

Commission
des transports

Québec

Montréal, le 10 octobre 2003

4186401 CANADA INC.
P.O. Box 1108 Station T
Calgary (AB)
T2H 2J1

NUMÉRO D'IDENTIFICATION AU REGISTRE (NIR) : R-569319-8

COTE : Satisfaisant

HEURE D'INSCRIPTION AU REGISTRE : 14 h 52

**AVIS D'INSCRIPTION AU
REGISTRE DES PROPRIÉTAIRES ET DES EXPLOITANTS
DE VÉHICULES LOURDS**

Vous avez introduit, à la Commission des transports du Québec, une demande d'inscription au Registre des propriétaires et des exploitants de véhicules lourds. Vu la conformité de votre demande, vous êtes inscrit à ce Registre à compter de ce jour pourvu que votre situation demeure inchangée.

Votre numéro d'identification au Registre (NIR) et la cote qui vous a été attribuée sont indiqués ci-dessus.

Selon l'article 14 de la Loi concernant les propriétaires et exploitants de véhicules lourds, la Commission doit mettre à jour, au moins une fois par année, les renseignements de son registre. En ce sens et en temps opportun, la Commission des transports du Québec communiquera avec vous pour procéder à la mise à jour de votre inscription.

L'article 13 de cette même Loi, exige que vous informiez la CTQ, dans les 30 jours de l'événement, de toute modification à votre nom et à votre adresse, et, le cas échéant, aux nom et adresse de vos administrateurs.

À l'avenir, lorsque vous communiquerez avec la Commission, veuillez mentionner votre numéro d'identification au registre (NIR) ou votre numéro d'entreprise du Québec (NEQ). Si vous désirez obtenir des renseignements supplémentaires à ce sujet, n'hésitez pas à nous contacter.

Direction des opérations

MA3

Québec
200, chemin Sainte-Foy
Québec QC H2M 2V1
Téléphone: (418) 643-5494
Sans frais: 1 888 461-2433
www.ctq.gouv.qc.caMontréal
545, boul. Crémieux Est, 10e étage
Bureau 1000, Montréal QC H2M 2V1
Téléphone: (514) 973-4424
Sans frais: 1 888 461-2433

APPENDIX 3

FEDERAL REGISTER CAPTION SUMMARY

SUMMARY:

Applicants, Averitt Express, Inc., of Cookeville, TN; DATS Trucking, Inc., of St. George, UT; Lakeville Motor Express, Inc., of Roseville, MN; Land Air of New England, of Williston, VT; Pitt Ohio Express, LLC, of Pittsburgh, PA; and Canadian Freightways and Epic Express of Calgary, AB, Canada; jointly seek approval under 49 U.S.C. Section 14302 of an operations, freight, and revenue pooling agreement to govern their transportation services on freight destined to originating beyond their respective direct service operations.

SUPPLEMENTARY INFORMATION:

Applicants' transportation operations principally are conducted in the regions within which they provide direct service. They are competitors to the extent that may have traffic moving to points outside the regions within which they provide direct service, as well as movements into their regions from outside origins, to and from points served by the other applicant carriers in direct or interline service. Applicants seek to pool the freight and services involved in providing transportation to and from regions other than those in which they conduct their direct operations, and to share the revenues derived from those operations, now conducted by interline arrangements to serve their customers.

Applicants have found that, overall, the interline arrangements utilized have not resulted in the quality and/or quantity of services they deem essential in meeting their customers' transportation needs. Competitively, they have not been in the position to provide the level of service necessary to challenge the operation conducted by national motor carriers, and the

2.

other nationwide transportation networks created through agency agreements, transportation intermediaries, and intermodal operations. According to applicants they believe that they can overcome the deficiencies they have experienced with interline arrangements by constructing a transportation network which will coordinate their information technology, administrative functions, sales and marketing efforts, and operations. They state that coordination will enable them to make their operations more efficient and responsive to the variety and quality of transportation services required by their customers.

Applicants submit that by pooling their traffic and consolidating shipments at centrally located, jointly-operated facilities which are moving to the same regions, they will be able to more efficiently and economically handle that freight, and achieve better utilization of their equipment. Moreover, they state that as essentially regional carriers the pooling arrangement will enable them to be more competitive with national carriers and existing transportation networks offering integrated transportation services on a nationwide basis.

Applicants assert that the coordination and integration of their transportation services will enable them to provide a seamless service to their customers; enhance the efficiency of their operations; provide greater control over the movements; increase their physical capacity to meet customers' service demands and expand the territorial scope of their transportation services; and contribute to their financial soundness.

Applicants further assert that approval of the pooling agreement will not negatively affect either the quality of the human environment or the conservation of energy resources. Rather, they state that the network of carriers and consolidation of movements can positively affect the human environment by reducing the number of truck movements necessary to transport the

shipments, thereby reducing highway congestion, emissions, and fuel consumption. Therefore, applicants claim that the approval of the pooling agreement will have a salutary effect on the environment and energy resources.

Applicants state that the highly competitive nature of the trucking industry is well recognized, and has been heightened by the entrance of hundreds of motor carriers into the marketplace through deregulation. Therefore, applicants believe that competition will not be unduly restrained by the proposed transportation alliance. They submit that because of the large number of carriers operating throughout the regions served by them, there exists many opportunities for competing carriers to engage in interline arrangements to provide services competitive with those proposed by applicants. Further, other motor carriers readily can enter into similar pooling arrangements as that proposed by applicants if that is considered a more desirable alternative. Also, applicants assert that competition will be improved by their proposal, if approved, because as regional carriers they will be able to compete with the national carriers, the transportation networks arranged by transportation intermediaries and other motor carriers, and intermodal operations.

APPENDIX 1

Proposed Reliance Network

