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August 31, 2018
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BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

NATIONAL EXPRESS LLC

- ACQUISITION OF CONTROL -

WISE COACHES, INC.

STB DOCKET NO. MCF 21083

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL
OF WISE COACHES, INC., BY NATIONAL EXPRESS LLC

National Express LLC, a non-carrier ("National Express"), and Alan Wise, a non-carrier (the "Seller"), respectfully submit this application under 49 U.S.C. § 14303 and Surface Transportation Board ("STB" or the "Board") regulations at 49 C.F.R. Part 1182 for approval of the transaction more fully described herein (the "Contemplated Transaction"). The result of the Contemplated Transaction will be the direct acquisition of control by National Express of the regulated, interstate and intrastate passenger motor carrier, Wise Coaches, Inc., doing business as Wise Coach of Nashville ("Wise").

I. Parties of the Contemplated Transaction, Pertinent Operating Authorities, and USDOT Safety Fitness Ratings.

A. Buyer: National Express. National Express is a non-carrier holding company that is organized under the laws of the state of Delaware, and is headquartered at 2601 Navistar Drive, Lisle, IL 60532. National Express is indirectly wholly-owned and controlled by a publicly-held British corporation, National Express Group, PLC ("Express Group"), the

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stock of which has been listed on the London Stock Exchange since 1992. Neither National Express nor Express Group has interstate carrier authority, a United States Department of Transportation (“USDOT”) Number, or a USDOT Safety Rating.

B. Affiliates of National Express. In addition to National Express, Express Group indirectly wholly owns and controls the following passenger motor carriers that hold interstate carrier authority in the United States (the “National Express Affiliated Carriers”): Aristocrat Limousine and Bus, Inc. (“Aristocrat”), Beck Bus Transportation Corp. (“Beck”), Durham School Services, L.P. (“Durham”), MV Student Transportation, Inc. (“MV”), National Express Transit – Yuma (“NETY”), Petermann Ltd. (“Petermann”), Petermann Northeast LLC (“Petermann Northeast”), Petermann Southwest LLC (“Peterman Southwest”), Petermann STSA, LLC (“Petermann STSA”), Queen City Transportation, LLC (“Queen City”), Trans Express Inc. (“Trans Express”), Trinity, Inc. (“Trinity”), Trinity Student Delivery LLC (“Trinity Student”), and White Plains Bus Company, Inc., d/b/a Suburban Paratransit Service (“White Plains”). Descriptions of the National Express Affiliated Carriers are as follow:

1. Aristocrat. Aristocrat is a passenger motor carrier providing to the public interstate passenger charter services in the states of New Jersey, New York and Pennsylvania, and intrastate passenger charter services in the state of New Jersey. The USDOT Number assigned to Aristocrat is 141894, and Aristocrat has a “Satisfactory” USDOT Safety Rating. For purposes of its interstate passenger operations, Aristocrat holds interstate carrier operating authority under Federal Motor Carrier Safety Administration (“FMCSA”) Docket No. MC-173839. Aristocrat’s principal place of business is located at 354 Kingston Road, Parsippany, NJ 07054. In providing its services, Aristocrat utilizes approximately 21 passenger carrying vehicles and 15 drivers.

2. Beck. Beck is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the state of Illinois under contracts with regional and local school jurisdictions, and charter passenger services to the public. Beck's principal place of business is located at 2201 Brownsville Road, Mount Vernon, IL 62864. The USDOT Number assigned to Beck is 277593, and Beck currently has a "Satisfactory" USDOT Safety Rating. Beck holds interstate carrier authority under FMCSA Docket No. MC-143528. In its operations, Beck utilizes approximately 255 passenger carrying vehicles and 233 drivers.

3. Durham. Durham is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in several states under contracts with regional and local school jurisdictions, and charter passenger services to the public. Durham's principal place of business is located at 2601 Navistar Drive, Lisle, IL 60532. The USDOT Number assigned to Durham is 350651, and Durham currently has a "Satisfactory" USDOT Safety Rating. Durham holds interstate passenger authority under FMCSA Docket No. MC-163066. In its operations, Durham utilizes approximately 15,297 passenger carrying vehicles and 13,806 drivers in its operations.

4. MV. MV is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services under contracts with regional and local school jurisdictions, and charter passenger services to the public. MV's principal place of business is located at 1832 Derhake Road, Florissant, MO 63033. The USDOT Number assigned to MV is 1049130, and MV currently has a "Satisfactory" USDOT Safety Rating. MV holds interstate passenger authority under FMCSA Docket No. MC-148934. MV utilizes approximately 134 passenger carrying vehicles and 120 drivers in its operations.

5. NETY. NETY is a passenger motor carrier engaged primarily in providing paratransit services in the area of Yuma, AZ. NETY's principal place of business is located at 2601 Navistar Drive, Lisle, IL 60532. The USDOT Number assigned to NETY is 2532398, and NETY currently holds a "Satisfactory" USDOT Safety Rating. NETY holds interstate carrier authority under FMCSA Docket No. 960629. In its operations, NETY utilizes approximately 24 passenger carrying vehicles and 40 drivers.

6. Petermann. Petermann is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the state of Ohio under contracts with regional and local school jurisdictions, and charter passenger services to the public. Petermann's principal place of business is located at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. The USDOT Number assigned to Petermann is 821384, and Petermann currently has a "Satisfactory" USDOT Safety Rating. Petermann holds interstate carrier authority under FMCSA Docket No. MC-364668. Petermann utilizes approximately 878 passenger carrying vehicles and has 774 drivers in its operations.

7. Petermann Northeast. Petermann Northeast is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services primarily in the states of Ohio and Pennsylvania under contracts with regional and local school jurisdictions, and charter passenger services to the public. Petermann Northeast's principal place of business is located at 8041 Hosbrook Road, Suite 330, Cincinnati, OH 45236. The USDOT Number assigned to Petermann Northeast is 2058860. Petermann Northeast holds interstate carrier authority under FMCSA Docket No. MC-723926. No USDOT Safety Rating has been

assigned to Petermann Northeast. In its operations, Petermann Northeast utilizes approximately 351 passenger carrying vehicles and 357 drivers.

8. Petermann Southwest. Petermann Southwest is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the state of Texas under contracts with regional and local school jurisdictions, and charter passenger services to the public. Petermann Southwest's principal place of business is located at 2101 Crystal Bend Drive, Pflugerville, TX 78660. The USDOT Number assigned to Petermann Southwest is 1765359. Petermann Southwest holds interstate carrier authority under FMCSA Docket No. MC-644996. No USDOT Safety Rating has been assigned to Southwest. In its operations, Southwest utilizes approximately 153 passenger carrying vehicles and 143 drivers.

9. Petermann STSA. Petermann STSA is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services primarily in the state of Kansas under contracts with regional and local school jurisdictions, and charter passenger services to the public. Petermann STSA's principal place of business is located at 7321 West 135th Street, Overland Park, KS 66223-1210. The USDOT Number assigned to Petermann STSA is 2133951. Petermann STSA holds interstate carrier authority under FMCSA Docket No. MC-749360 and has a "Satisfactory" USDOT Safety Rating. Petermann STSA utilizes approximately 175 passenger carrying vehicles and has 198 drivers in its operations.

10. Queen City. Queen City is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the metropolitan area of Cincinnati, Ohio, and charter passenger services to the public. Queen City's principal place of business is located at 1053 Ebenezer Road, Cincinnati,

OH 45233. The USDOT Number assigned to Queen City is 224683, and Queen City has a “Satisfactory” USDOT Safety Rating. Queen City holds interstate carrier authority under FMCSA Docket No. MC-163846. In providing its services, Queen City utilizes approximately 180 passenger vehicles and 182 drivers.

11. Trans Express. Trans Express is a passenger motor carrier providing interstate and intrastate passenger transportation services in the state of New York. Trans Express’s principal place of business is located at 150 Conover Street, Brooklyn, NY 11231. The USDOT Number assigned to Trans Express is 530250. Trans Express holds interstate passenger carrier under FMCSA Docket No. MC-187819, and has a “Satisfactory” USDOT Safety Rating. In its operations, Trans Express utilizes approximately 116 passenger carrying vehicles and has 209 drivers.

12. Trinity. Trinity is a passenger motor carrier providing non-regulated student school bus transportation services in the area of southeastern Michigan, and charter service to the public. Trinity’s principal place of business is located at 4624 13th Street, Wyandotte, MI 48192. The USDOT Number assigned to Trinity is 822553. Trinity holds interstate passenger authority under FMCSA Docket No. MC-364003. No USDOT Safety Rating has been assigned to Trinity. Trinity utilizes approximately 450 passenger carrying vehicles and has 449 drivers in its operations.

13. Trinity Student. Trinity Student is a passenger motor carrier primarily providing non-regulated student school bus transportation services in areas of northern Ohio, and passenger charter services to the public. Trinity Student’s principal place of business is located at 4624 13th Street, Wyandotte, MI 48192. Trinity Student has USDOT Number 2424638, and no USDOT Safety Rating has been assigned to Trinity Student. Trinity Student holds interstate carrier operating

authority under FMCSA Docket No. MC-836335. Trinity Student utilizes approximately 68 passenger vehicles and has 48 drivers in its operations.

14. White Plains. White Plains is a passenger motor carrier doing business as Suburban Paratransit Service, and primarily provides non-regulated student school bus transportation services in the state of New York, paratransit services, and charter service to the public. White Plains' principal place of business is located at 14 Fisher Lane, White Plains, NY 10603. The USDOT Number assigned to White Plains is 25675. White Plains holds interstate passenger common authority under FMCSA Docket No. MC-160624, and White Plains has a "Satisfactory" USDOT Safety Rating. In providing its services, White Plains utilizes approximately 255 passenger vehicles and 169 drivers.

15. Summary Table. Attached hereto as Schedule A is a summary table setting forth the USDOT Numbers, FMCSA Docket Numbers, and USDOT Safety Ratings, as applicable, of National Express and the National Express Affiliated Carriers.

C. Seller. The Seller is an individual resident of the state of Tennessee and citizen of the United States, having an address of 1312 Central Court, Hermitage, TN 37076-3142. All of the issued and outstanding equity stock of Wise is owned and held by the Seller. The Sellers does not have any direct or indirect ownership interest in any interstate passenger motor carrier other than Wise.

D. Wise. Wise is a Tennessee corporation with its principal place of business at 1312 Central Court, Hermitage, TN 37076-3142. Wise operates primarily as a motor carrier providing interstate passenger charter services in the state of Tennessee and its surrounding states, and intrastate passenger charter and shuttle services in the state of Tennessee. The USDOT Number assigned to Wise is 763412, and Wise has a "Satisfactory" USDOT Safety

Rating. For purposes of its interstate passenger operations, Wise holds interstate carrier operating authority under FMCSA Docket No. MC-343763. Because Wise holds the above-referenced interstate operating authority, it is not required to have intrastate operating authority in the state of Tennessee. In providing its services, Wise utilizes approximately 63 passenger vehicles and 83 drivers.

E. Affiliates of Wise. Wise is not affiliated with any other passenger carrier that has interstate passenger motor carrier authority.

II. Description of the Contemplated Transaction.

The event triggering STB jurisdiction is the contemplated acquisition of all of the outstanding equity stock of Wise by National Express, the effect of which will be to place Wise under the control of National Express. By means of the Contemplated Transaction, National Express will acquire direct 100% control of Wise. As such, STB's jurisdiction is invoked pursuant to 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves "acquisition of control of a carrier [*i.e.*, Wise] by a person that is not a carrier but that controls any number of carriers [*i.e.*, National Express]." 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 granting of this application by the Board will avoid the need for state or local approval.

III. Federally Regulated Carrier Affiliates.

Other than the National Express Affiliated Carriers and Wise as described above, there are no other affiliated carriers with regulated interstate operations involved in this application.

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 the National Express Affiliated Carriers and Wise exceed \$2 million during the 12-month period immediately preceding the filing of this application.

V. Environmental Impact.

Approval of this application and consummation of the Contemplated Transaction will not have 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 Contemplated Transaction is not expected to have a material, detrimental impact on the adequacy of transportation services available for the public. National Express anticipates that services to the public will be improved as operating efficiencies are realized. For at least the foreseeable future after consummation of the Contemplated Transaction, the services currently provided by Wise will continue to be provided by Wise under the same name used to provide such services prior to the Contemplated Transaction. Wise will continue to operate, but going forward, will be operating within the National Express corporate family, an organization that is very experienced in passenger transportation operations.

The addition of Wise to the carriers held by National Express is consistent with the practices within the passenger motor carrier industry of strong, well-managed transportation organizations adapting their corporate structure to operate several different passenger carriers within the same services markets, but in different geographic areas. As part of the Contemplated Transaction, National Express is bringing under its control Wise, which operates in some of the same market segments already served by some of the National

Express Affiliated Carriers. Such market segments have their own service characteristics, and the Contemplated Transaction, combined with the passenger carrier management capabilities of National Express, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within Wise, all of which will help to ensure the provision of adequate service to the public.

Bringing Wise within the National Express family will serve to enhance the viability of the overall National Express organization and the operations of the National Express Affiliated Carriers by adding the Service Area (below defined) to their areas serviced. 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 significant fixed charges associated with the Contemplated Transaction.

C. Employee Interests. It is the current intention of National Express to continue the existing operations of Wise and as such, the Contemplated Transaction will not have substantial impacts on employees or labor conditions. National Express does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits, although 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 Board 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 passenger motor carrier

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).

On the rare occasions in recent years in which the Board 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).

The marketplace currently served by Wise is that of motor coach passenger charter and shuttle services in the area of Nashville, Tennessee, and its surrounding area (the “Service Area”). The population and demand for charter and shuttle services in the Service Area have consistently grown and are expected to increase in the foreseeable future. Wise competes directly with other passenger charter and shuttle service providers in the Service Area. The Service Area is an extremely competitive market for the services provided by Wise

due to the significant number of national, regional and local charter and shuttle service providers operating within the Service Area. Other passenger motor carrier service providers in the Service Area are Anchor Tours, First Class Charter, Grand Avenue, and Gray Line Nashville, to name a few. There are also a number of passenger transportation arrangers or brokers for charter and shuttle services that operate within the Service Area. Passenger motor coach charter providers are also in competition with a number of scheduled airlines within the Service Area.

The Service Area of Wise is geographically dispersed from the service areas of the National Express Affiliated Carriers, and there is very limited overlap in the service areas and customer bases among the National Express Affiliated Carriers and Wise. In light of the foregoing, it is clear that the impact of the Contemplated Transaction on the regulated motor carrier industry will be minimal at most, and that neither competition nor the public interest will be adversely affected.

Lastly, Board approval of this application will allow the acquisition of control of Wise to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Contemplated Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).¹

VII. Insurance Certification.

Each of the motor carriers that is subject to FMCSA insurance requirements and is involved in this application now satisfies and after Board approval will continue to satisfy

¹ 49 U.S.C. § 14303(f) provides that “A carrier or corporation participating in or resulting from a transaction approved by the [Surface Transportation] Board under this section, or exempted by the Board from the application of this section pursuant to section 13541, 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. A carrier, corporation, or person participating in the approved or exempted transaction is exempt from the antitrust laws and from all other law, including State and municipal law, as necessary to let that person carry out the transaction, hold, maintain, and operate property, and exercise control or franchises acquired through the transaction.”

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 bodily injury and property damage insurance coverage on file with the FMCSA.

VIII. Mexico Certification.

A. National Express. National Express certifies that neither it nor any of the National Express Affiliated Carriers is domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. Wise. Wise certifies that it is neither domiciled in Mexico, nor owned or controlled by persons of that country.

IX. No Individuals Holding Operating Authority.

Pursuant to 49 C.F.R. § 1182.2(a)(11), the Contemplated Transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

X. Exempt Transaction under Federal Premerger Notification Laws.

Pursuant to 15 U.S.C. § 18a(c)(6), this application and copies of all other information and documentary material filed with the Board in connection with the Contemplated Transaction are being filed with the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Contemplated Transaction's status under the regulated-industry provisions of that statute.

XI. Conclusion.

As provided by 49 C.F.R. Part 1182 and for the reasons set forth herein, the Board is respectfully requested to approve this application and authorize the Contemplated Transaction and acquisition of control as described herein.

XII. Verification.

The verifications of National Express, Wise and the Seller are as follow:

[Remainder of Page Intentionally Blank – Verification and Signature Pages Follow]

A. Verification of National Express. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to National Express and the National Express Affiliated Carriers in connection with this application is true and correct. Further, the undersigned is qualified and authorized on behalf of National Express to submit this verification and file this application. The undersigned further certifies under penalty of perjury under the laws of the United States, that she 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“National Express”

National Express LLC

Dated: August 30, 2018

By: J. Crawford
Judith A. Crawford
CEO of Transit and Executive Vice
President of Commercial Development

B. Verification of Wise and the Seller. Each of the undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Wise and the Seller in connection with this application is true and correct. Further, the undersigned with respect to Wise is qualified and authorized on behalf of Wise to submit this verification and authorize the filing of this application. In addition, the undersigned Seller authorizes the filing of this application. Each of the undersigned 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

"Wise"

Wise Coaches, Inc.

Dated: 8/29/18, 2018

By: Alan R Wise President
Alan Wise
President

"Seller"

Dated: 8/29, 2018

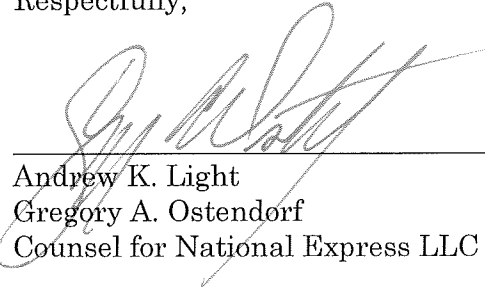
Alan R Wise
Alan Wise

XIII. Applicant National Express' Legal Counsel.

National Express LLC

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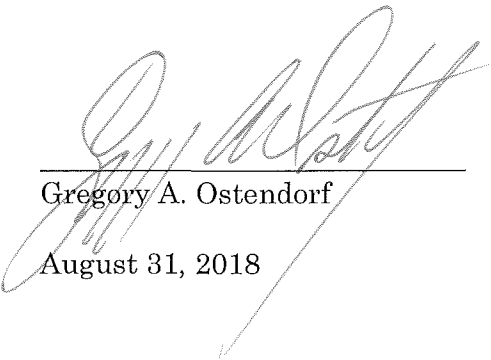
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for National Express LLC

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 U.S. first-class mail on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Mail Stop W65-331, Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected. I further certify that as required by 15 U.S.C. § 18a(c)(6), I have also served a copy of the foregoing application, and copies of all other information and documentary material filed with the Surface Transportation Board in connection with the Contemplated Transaction, via U.S. first-class mail on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf

August 31, 2018

<u>Schedule A</u>			
<u>Entity Name</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>
<u>The Buyer:</u>			
National Express LLC	None	None	None
<u>The National Express Affiliated Carriers:</u>			
Aristocrat Limousine and Bus, Inc.	141894	MC-173839	Satisfactory
Beck Bus Transportation Corp.	277593	MC-143528	Satisfactory
Durham School Services, L.P.	350651	MC-163066	Satisfactory
MV Student Transportation, Inc.	1049130	MC-148934	Satisfactory
National Express Transit – Yuma	2532398	MC-960629	Satisfactory
Petermann Ltd.	821384	MC-364668	Satisfactory
Petermann Northeast LLC	2058860	MC-723926	None
Petermann Southwest, LLC	1765359	MC-644996	None
Petermann STSA, LLC	2133951	MC-749360	Satisfactory
Queen City Transportation, LLC	224683	MC-163846	Satisfactory
Trans Express Inc.	530250	MC-187819	Satisfactory
Trinity, Inc.	822553	MC-364003	None

Trinity Student Delivery, LLC	2424638	MC-836335	None
White Plains Bus Company, Inc.	25675	MC-160624	Satisfactory