

STEPTOE & JOHNSON LLP
ATTORNEYS AT LAW

221501

David H. Coburn
202 429 8063
dcoburn@steptoe.com

1330 Connecticut Avenue, NW
Washington DC 20036-1795
Tel 202 429.3000
Fax 202 429 3902
steptoe.com

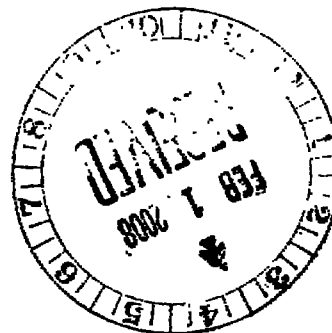
FILED

FEB - 1 2008

**SURFACE
TRANSPORTATION BOARD**
February 1, 2008

VIA HAND DELIVERY

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001



**RE: Finance Docket No. MC-F-21024, Fenway Partners Capital Fund III,
L.P. and Coach America Holdings, Inc. – Control – Renzenberger,
Inc.**

Dear Acting Secretary Quinlan:

Please find enclosed an original and 10 copies of the Verified Application in connection with the above transaction. A draft federal register notice is also enclosed, as is a CD with the filing and a check in the amount of \$1700 for the filing fee

Respectfully,

David H. Coburn
David H. Coburn
Attorney for Applicants

DHC/dyj
Enclosures

FEE RECEIVED
FEB - 1 2008
**SURFACE
TRANSPORTATION BOARD**

RECEIVED
FEB 1 2008
FEB 1 2008

EXPEDITED ACTION REQUESTED
BEFORE THE
SURFACE TRANSPORTATION BOARD

221501

DOCKET NO. MC-F-21024

**FENWAY PARTNERS CAPITAL FUND III, L.P. AND
COACH AMERICA HOLDINGS, INC. -- CONTROL -- RENZENBERGER, INC.**

**VERIFIED APPLICATION
OF
FENWAY PARTNERS CAPITAL FUND III, L.P. AND COACH AMERICA HOLDINGS,
INC.**



ENTER
Office of

FEB 1 - 2008

Public Hearing

FEE RECEIVED

FEB - 1 2008

**SURFACE
TRANSPORTATION BOARD**

David H. Coburn
Scott M. Mirelson
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036-1795
202-429-8063
202-429-3902 (Fax)
Attorneys for Fenway Partners Capital Fund III, L.P.
and Coach America Holdings, Inc.

Dated: February 1, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. MC-F-21024

**FENWAY PARTNERS CAPITAL FUND III, L.P. AND
COACH AMERICA HOLDINGS, INC. – CONTROL – RENZENBERGER, INC.**

**VERIFIED APPLICATION
OF
FENWAY PARTNERS CAPITAL FUND III, L.P. AND
COACH AMERICA HOLDINGS, INC.**

Pursuant to 49 U.S.C. § 14303(a)(5) and the Board's rules at 49 C.F.R. Part 1182, Fenway Partners Capital Fund III, L.P. ("Fenway Partners") and Coach America Holdings, Inc. ("Coach America") (jointly, "Applicants") hereby seek approval for their acquisition of control of Renzenberger, Inc. ("Renzenberger"), a motor carrier of passengers that operates in interstate commerce subject to federal regulation under the Interstate Commerce Act.

Fenway Partners is a private equity firm that invests in numerous different businesses (including other transportation-related entities) through various limited partnerships and other investment entities. Fenway Partners acquired Coach America in a transaction that the Board approved in late 2006. *See Fenway Partners Capital Fund III, L.P., et al.-Control-Coach America Holdings, Inc., et al.*, STB Docket No. MC-F-21019 (served Dec. 29, 2006).

Coach America is a non-carrier Delaware corporation that controls, through subsidiaries, 29 motor carriers of passengers that hold interstate operating authority issued by the Federal Motor Carrier Safety Administration ("FMCSA") or one of its predecessor agencies. Coach

America's proposed acquisition of Renzenberger entails only a change in the financial control of Renzenberger, which is now controlled by Peterson Manufacturing Company of Grandview, Missouri. The Transaction will have no immediate impact on the rail crew shuttle service or other services provided by Renzenberger. The Transaction is consistent with the public interest.

In fact, the Transaction provides Renzenberger with an enhanced ability to build upon its excellent record of service to the public. By combining Coach America's financial strength with Renzenberger's operational prowess, Applicants believe that the Transaction will maintain or strengthen Renzenberger's financial position and result in improved crew shuttle service for the freight rail industry. These public interest benefits will come largely in the form of the additional financial resources and management capabilities that will be made available to Renzenberger following the consummation of the transaction. The Transaction clearly satisfies the criteria of Section 14303, and the Board should approve the Transaction, as required by statute.

EXPEDITED ACTION REQUESTED

Applicants respectfully request the Board to expedite its processing of this Application and publish a tentative decision approving the common control described herein within 25 days of this Application's filing, i.e., by February 26, 2008. The Board has the authority to expedite the publication of its tentative decision in this matter and the modest degree of expedition requested here is in the public interest.

Section 14303(c) gives the Board statutory authority to expedite its publication of the tentative decision. That statute provides that "*Within* 30 days after the date on which an application is filed . . . the Board shall either publish a notice of the application in the Federal Register or reject the application if it is incomplete." 49 U.S.C. § 14303(c)(emphasis added); *see also* 49 C.F.R. § 1182.4(b) ("If the application is accepted, a summary of the application will be

published . . . (within 30 days, as provided by 49 U.S.C. 14303(c)), to give notice to the public, in the form of a tentative grant of authority.”). The 30 day period in Section 14303(c) is not a prescribed time frame for Board action but rather represents an outer time limit for Board publication.

The expedited publication requested here is warranted with respect to this Transaction.¹ Given the uncertain and volatile current condition of the credit markets and the general economy, Coach America believes that such expedited publication of a tentative decision approving the proposed transaction will offer a variety of advantages. Specifically, it will: (i) minimize the risk of further credit market disruption, (ii) reduce the uncertainty felt by workers in a more difficult economic environment and (iii) ensure that the benefits of the Transaction, including enhanced customer service levels, can be achieved sooner than would otherwise be possible. In this circumstance, Applicants respectfully request that the Board issue a prompt tentative decision approving the Application so that the underlying Transaction can be concluded as quickly as possible. The Board has expedited the publication of tentative decisions under such circumstances in the past. *See Peter Pan Bus Lines Trust –Purchase and Acquisition of Control – Arrow Acquisition, LLC et al.*, STB Docket No. MC-F-20995, slip op. at 2 n.2 (served Dec. 27, 2002) (publishing notice of motor passenger carrier control application within 14 days of filing where applicant requested expedited handling “to enable the parties to achieve and recognize the substantial business benefits of their transaction as soon as possible”).

* * *

¹ The parties have moved promptly to file this Application. The Letter of Intent for this Transaction was executed only on January 28, 2008 and the parties moved expeditiously thereafter to retain counsel and prepare this Application in light of the described time pressures.

Applicants submit the following information in support of the Transaction and in accordance with the requirements of 49 C.F.R. § 1182.2(a):

SECTION 1182.2(a)(1)

IDENTIFICATION OF PARTIES

Fenway Partners Capital Fund III, L.P.

Fenway Partners is a non-carrier Delaware limited partnership. Fenway Partners' address is c/o Fenway Partners, Inc., 152 West 57th Street, 59th Floor, New York, NY 10019. Fenway Partners owns over 70% of the stock of Coach America and is thus the ultimate parent of Coach America.²

Fenway Partners, Inc. ("Fenway"), with which Fenway Partners is affiliated, is a middle-market private equity firm with offices in New York and Los Angeles. It has \$2.1 billion under management. Fenway invests, through various entities, in numerous different businesses, including other transportation-related entities not subject to STB jurisdiction, through various limited partnerships and other investment entities.

A Verification of Marc A. Kramer, Managing Director of Fenway Partners III, LLC, the general partner of Fenway Partners, verifying the facts regarding Fenway Partners and Fenway Partners, Inc. and authorizing the filing of this Application with the Board is attached hereto.

Coach America Holdings, Inc. and Related Entities

Coach America is a Delaware corporation with headquarters at 5430 LBJ Freeway, Three Lincoln Centre, Suite 1075, Dallas, Texas 75240. Coach America is not a carrier, but through its subsidiaries Coach America Group, Inc. and KBUS Holdings, LLC ("KBUS"), it controls 29

² The remaining shares in Coach America are owned by other minority shareholders.

motor carriers of passengers (collectively, the "Operating Carriers") that hold interstate operating authority issued by the FMCSA or one of its predecessor agencies. Each of the Operating Carriers is subject to regulation under the Interstate Commerce Act and specific information on each is provided in Exhibit 1. Coach America also controls several small, non-federally regulated entities, including companies which own and lease buses to the Coach America family of Operating Carriers.

The group of carriers controlled by Coach America was initially formed in 2003 with the purchase by KBUS, an affiliate of the private equity firm Kohlberg & Company, L.L.C., of over 30 bus companies formerly owned by an unrelated entity, Coach USA, Inc. The Board approved that transaction in *KBUS Holdings, LLC-Acquisition of Assets and Business Operations-All West Coachlines, Inc., et al*, STB Docket No. MC-F-21000 (served Jul. 23, 2003). In addition to other approved acquisitions, in February 2006, the Board approved the acquisition by KBUS and an affiliated entity of additional federally regulated motor carriers controlled by American Coach Lines, Inc. See *KBUS Holdings, LLC, & CUSA, LLC-Acquisition of Control-America Charters, Ltd. et al*, STB Docket No. MC-F-21014 (served Feb. 22, 2006).³ The various control transactions approved by the Board and involving the Coach America carriers are listed in the margin.⁴ Each of the Operating Carriers continues to be under the day-to-day operational control

³ Certain of the Coach America carriers have been dissolved or their operations melded into other carriers, resulting in the total of 29 carriers now controlled by Coach America and its affiliated entities.

⁴ See *KBUS Holdings, LLC - Acquisition of Assets and Business Operations - All West Coachlines, Inc., et al*, STB Docket No. MC-F-21000 (served Jul. 23, 2003); *CUSA RAZ, LLC d/b/a Raz Transp. Co. - Acquisition of Assets and Business Operations - Raz Transp. Co.*, STB Docket No. MC-F-21007 (served Oct. 8, 2004); *CUSA FL, LLC d/b/a Franciscan Lines-Acquisition of Assets and Business Operations-Pacific Coast Bus Service, Inc.*, STB Docket No. MC-F-21011 (served Nov. 18, 2004); *CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours*

of its own management, although Coach America and related entities provide managerial and financial support to each of the Operating Carriers, which also take advantage of volume purchasing power and the name recognition associated with Coach America.

The Coach America Operating Carriers constitute one of the largest passenger ground transportation operations in the United States with over 2,700 vehicles in operation. The Operating Carriers collectively had gross revenues of approximately \$404 million in 2007 and operate vehicles over 15 states, primarily in the Western, Southwestern and Southeastern sections of the United States.

A Verification Form executed by David Carroll, Executive Vice President, Acquisitions for Coach America, verifying the facts regarding Coach America and related entities set forth above, and authorizing the filing of this Application with the Board, is attached hereto.

Renzenberger, Inc.

Renzenberger is a Kansas corporation with headquarters at 14325 W. 95th Street, Lenexa, Kansas 66215. Renzenberger is a subsidiary of the Peterson Manufacturing Company ("Peterson") of Grandview, Missouri. Peterson manufactures vehicle safety lighting, mirrors, reflectors, antennas and related products.

Renzenberger is a federally regulated motor carrier that provides interstate and intrastate passenger transportation service. It holds operating authority originally issued to it by the

& Charters-Acquisition of Assets and Business Operations-Laidlaw Transit Services, Inc. d/b/a Roesch Lines, STB Docket No. MC-F-21009 (served Jan. 13, 2005); CUSA CSS, LLC d/b/a Crew Shuttle Services-Acquisition of Assets and Business Operations-Crew Shuttle Service, Inc., STB Docket No. MC-F-21012 (served June 1, 2005); KBUS Holdings, LLC & CUSA, LLC-Acquisition of Control-America Charters, Ltd. et al., STB Docket No. MC-F-21014 (served Feb. 22, 2006); CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service - Acquisition of Assets and Business Operations - Comartin Enterprises, Inc. d/b/a Contactours, STB Docket No. MC-F-21018 (served Jul. 7, 2006).

Interstate Commerce Commission in Docket No. MC-170517 and is subject to continued regulation of its operations by FMCSA, which succeeded to the ICC's responsibilities in this area. Renzenberger also operates under USDOT Number 210768. The operating authorities held by Renzenberger authorize it to transport passengers in (1) contract carriage with rail carriers for their crews, (2) nationwide common carrier charter and special operations and (3) common carrier service over specified regular routes in Nebraska, Iowa, Colorado and Kansas.

Renzenberger also holds intrastate authority to transport passengers in the following states:

Arizona, Arkansas, California, Colorado, Idaho, Indiana, Iowa, Kansas, Louisiana, Maryland, Michigan, Mississippi, Missouri, Nebraska, Nevada, New Mexico, New York, Oklahoma, Ohio, Pennsylvania, South Dakota Texas and Wyoming.

Renzenberger provides shuttle transportation for the crews of several of the nation's major freight railroads. It provides this service primarily under contracts that it maintains with the railroads. Some of this transportation is provided in a single state, and some involves crossing state lines. It has previously provided crew shuttle services for airlines and other industries.

Renzenberger operates late model vehicles in over 20 states using a fleet of more than 1,500 vehicles. Renzenberger's annual revenues for the fiscal year ending November 30, 2007 were approximately \$127 million.

A Verification Form executed by William Smith, President of Renzenberger, verifying the facts regarding Renzenberger, and authorizing the filing of this Application with the Board, is attached hereto.

SECTION 1182.2(a)(2)

DESCRIPTION OF OPERATING AUTHORITIES

The "MC" number reflecting the interstate operating authority issued to each of the Coach America Operating Carriers and Renzenberger by the FMCSA (or a predecessor agency) is shown in the second column of Exhibit 1 hereto. Exhibit 1 also includes a summary description of the interstate operating authority held by each carrier. No existing operating authority will be transferred, and no new operating authority will be sought, as a result of the Transaction.

SECTION 1182.2(a)(3)

DESCRIPTION OF PROPOSED TRANSACTION

On January 28, 2008, Coach America and Renzenberger entered into a Letter of Intent regarding the acquisition of Renzenberger. Coach America and Renzenberger anticipate that a definitive agreement for the acquisition will be reached in the coming weeks. This Application, the grant of which would merely authorize Coach America to attain control of Renzenberger, is filed in anticipation that the Transaction will close as soon as practicable following STB approval for the reasons described above.

To consummate the transaction, Coach America will establish RZB Acq Corp. ("Acquisition Corp"), a Delaware corporation and wholly owned subsidiary of Coach America, to be the acquiring entity. Acquisition Corp will acquire 100% of the issued and outstanding capital stock of Renzenberger. Renzenberger will become a wholly owned subsidiary of Coach America and will accordingly be under the control of that entity and Fenway Partners. Renzenberger will continue to operate as a separate entity upon closing.

The Transaction will not result in any transfer of operating authority held by Renzenberger, or in any changes in the essential nature of the services provided by that carrier. There also will be no immediate substantial change in the organizational and strategic plans of

Renzenberger. The Transaction, in other words, will result in a change of Renzenberger's ownership, but will not result in any immediate change in the nature or scope of Renzenberger's current operations.

SECTION 1182.2(a)(4)

AFFILIATED MOTOR PASSENGER CARRIERS

Information regarding the Coach America and Renzenberger Operating Carriers and their respective operations is provided in Exhibit 1.

SECTION 1182.2(a)(5)

JURISDICTIONAL THRESHOLD

The aggregate gross operating revenues of the Coach America and Renzenberger Carriers during the 12 month period ending January 31, 2008 was well in excess of the \$2 million jurisdictional threshold of 49 U.S.C. § 14303(g).

SECTION 1182.2(a)(6)

ENVIRONMENTAL AND ENERGY FACTORS

The Transaction contemplates only a change in ownership of a motor carrier and is not designed to result in any operational changes. Accordingly, there will be no significant effect on the quality of the human environment or the conservation of energy resources, and the Transaction is exempt from the Board's environmental reporting requirements. 49 C.F.R. § 1105.6(c)(2)(i) and (ii); *see, e.g., Notre Capital Ventures II, LLC and Coach USA, Inc. – Control Exemption – Arrow Stage Lines, Inc., et al.*, STB Finance Docket No. 32876 (Sub-No. 1), 1996 WL 224201, at *7 (served May 3, 1996).

SECTION 1182.2(a)(7)

PUBLIC INTEREST CONSIDERATIONS

Under Section 14303(b), the Board is required to approve and authorize a control transaction subject to its jurisdiction “when it finds the transaction is consistent with the public interest.” In undertaking a public interest review of this Transaction, Section 14303(b) requires that the Board must at least consider the public interest aspects of a transaction from the perspective of (1) the effect of the transaction on the adequacy of transportation to the public, (2) the total fixed charges resulting from the transaction and (3) the interest of carrier employees affected by the transaction. As discussed below, this Transaction readily satisfies the public interest test as to each factor.

Adequacy of Transportation to the Public

The Transaction entails merely a change in financial control of Renzenberger, and will not impair Renzenberger’s transportation of the public. The Board has repeatedly approved motor carrier acquisitions in such circumstances. *See Railcrew Xpress, LLC and Railcrew Xpress Corp.-Acquisition of Control-Raudin McCormick, Inc. et al*, MC-F-21015, slip op. at 2 (served Feb. 27, 2006) (finding acquisition of motor carriers of rail crews was “consistent with the public interest” where the applicants stated that “the proposed transactions will have no impact on the adequacy of transportation services available to the public”); *KBUS Holdings, LLC, & CUSA, LLC-Acquisition of Control-America Charters, Ltd. et al*, STB Docket No. MC-F-21014, slip op. at 2 (served Feb. 22, 2006) (finding “acquisition of control is consistent with the public interest and should be authorized” where the applicants stated that “the proposed transaction will have no impact on the adequacy of transportation services available to

the public”); *CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters – Acquisition of Assets and Business Operations-Laidlaw Transit Services, Inc. d/b/a Roesch Lines*, STB Docket No. MC-F-21009, slip op. at 2-3 (served Jan. 13, 2005) (approving purchase of motor carrier assets where applicant stated that “the proposed transaction will have no impact on the adequacy of transportation services available to the public”); *CUSA Raz, LLC d/b/a Raz Transp. Co. – Acquisition of Assets and Business Operations – Raz Transp. Co.*, STB Docket No. MC-F-21007, slip op. at 2 (served Oct. 8, 2004) (approving purchase of motor carrier assets where the applicant stated “that the public will be unaffected by the proposed transaction because the new company will be operated by the same managers and in the same manner as [the old company].”).

Further, the Applicants’ financial resources will benefit Renzenberger by enhancing its access to new capital sources. As noted, Fenway Partners currently has \$2.1 billion under management. Such resources can be used to, e.g., facilitate the purchase of new equipment. The Transaction will also allow Renzenberger to take advantage of economies of scale in the purchase of equipment and fuel. *See CUSA CSS, LLC d/b/a Crew Shuttle Services-Acquisition of Assets and Business Operations-Crew Shuttle Service, Inc.*, STB Docket No. MC-F-21012, slip op. at 2 (served June 1, 2005) (approving acquisition of passenger crew shuttle operator where economies of scale would result from transaction). The Transaction will also allow Renzenberger and its customers to benefit from efficiencies that can be achieved in the provision of rail crew transportation, an area in which Coach America already has expertise and experience through two of its operating subsidiaries that provide such services: CUSA ES LLC, d/b/a Express Shuttle (“Express Shuttle”) and CUSA CSS LLC, d/b/a Crew Shuttle Services. It bears note that the rail crew transportation operations of Renzenberger and Coach America overlap

geographically only to a very limited extent, such as in Wyoming, where Renzenberger serves one major railroad and Express Shuttle another. In a handful of other states, Renzenberger and one or the other above-named Coach America subsidiaries work cooperatively through interchange arrangements to facilitate rail crew transportation.

Applicants will also bring industry expertise to Renzenberger. Applicants have a deep and experienced management team in the broader transportation arena. Coach America is the largest passenger ground transportation company in the US with over 2,700 vehicles in operation. In addition, the transaction will benefit customers by providing increased management experience and expertise, expanding the line of employee transportation services, and adopting best practices that improve efficiency, reduce cost, and improve customer satisfaction. The transaction also will benefit the Coach America Operating Companies with the addition of Renzenberger's fully developed and improved dispatch, billing, fleet management and technology platforms and systems.

The Coach America carriers and Renzenberger will continue to face competition or potential competition from other rail crew and passenger carriers in connection with the services provided by Renzenberger, just as they do in connection with the services they provide today. In fact, barriers to entry in the motor passenger sector are low, as the Board and its predecessor have previously recognized. *See Coach USA, Inc., and K-T Contract Services, Inc.-Control and Merger Exemption-Gray Line Tours of Southern Nevada*, STB Finance Docket No. 33431, slip op. at 2 (served Aug. 29, 2001) ("As Congress has recognized, and as we found in approving the Gray Line/Coach merger . . . the bus industry is characterized by pervasive competition and low entry barriers."); *Laidlaw Transit, Inc., et al.-Control and Merger Exemption-National School Service Inc., et al.*, STB Finance Docket No. 33007, 1996 WL 614240, at *4 (served Oct. 25,

1996) ("Moreover, with the low entry barriers and pervasive intermodal and intramodal competition that otherwise characterizes the charter and special operations segment of the bus industry, most opportunities for the abuse of market power are effectively foreclosed."); *The Arrow Line, Inc.-Purchase Exemption-Savin Bus Lines, Inc.*, No. MC-F-19369, 1989 WL 238987, at *2 (ICC decided Jul. 17, 1989) ("There are few regulatory barriers to entry to the motor carrier marketplace."); *GLI Acquisition Co.-Purchase-Traillways Lines, Inc.*, 4 I.C.C.2d 591, 601 (1988) ("As a corollary to this, the presence of intramodal competitors is not necessary to maintain competitive discipline for bus firms. Where the barriers to entry are virtually nonexistent, potential entry, together with intermodal competition, exerts pressure on existing firms to price reasonably."). Thus, the traveling public (particularly employees in need of work-related transportation) will continue to have transportation options following any Board approval of this Application. Further, the additional resources that Applicants will make available to Renzenberger can be used to enhance and expand Renzenberger's competitive opportunities.

In short, the Transaction will make Renzenberger a stronger company, and will allow it the opportunity to improve service. The ultimate beneficiaries will be Renzenberger's customers and passengers.

Fixed Charges

Applicants will acquire Renzenberger's stock through the Transaction described above. While Applicants' overall debt and interest payments may increase as a result of the Transaction, the Transaction will have no material adverse impact on the ability of Renzenberger and Coach America to meet their debt and interest obligations, while continuing to offer service to the public.

Impact on Carrier Employees

The Transaction will have no material adverse impact on carrier employees. Applicants affirm that the transaction will not result in any immediate operational changes. To the extent that the Transaction will strengthen Renzenberger and Coach America, as described above, it will be of benefit to carrier employees.

Intrastate Operating Rights

The Transaction will have no impact on the intrastate operating authorities held by Renzenberger in the several above-named states in which it holds such authority. These authorities will remain in effect. Applicants further note that, pursuant to the provisions of 49 U.S.C. § 14303(f), Board approval of this application will serve to preempt any otherwise applicable state requirements with respect to the acquisition of control described here and the implementation of the Transaction. *See Colorado Mountain Express, Inc., and Airport Shuttle Colorado, Inc., d/b/a Aspen Limousine Service, Inc. -- Consolidation and Merger -- Colorado Mountain Express*, STB No. MC-F-20902, slip op. at 3 (served Feb. 28, 1997) (noting that once interstate jurisdiction is established over carrier participants, Section 14303(f) “specifically preempts any state action that would interfere with the consummation of a Board approved or exempted merger, consolidation, or acquisition of control, regardless of the extent of the participating carriers’ operations in intrastate commerce.”); *see also Board of Trustees of Trucking Employees of North Jersey Welfare Fund, Inc.-Pension Fund v. Centra*, 983 F.2d 495, 503 (3d Cir. 1992) (“federal law preempts any state law that might purport to require state approval before the transfer of stock or interstate operating authority may occur.”); *Herman Bros., Inc. - Purchase Exemption - Thompson Truck Line, Inc.*, 7 I.C.C. 2d 382, 387 (1991), *aff’d*, *Minnesota Transp. Regulation Bd. v. United States*, 966 F.2d 335 (8th Cir. 1992); *Washington*

Trucking, Inc. - Purchase (Portion) Exemption - Maddox Transfer and Storage, Inc. d/b/a Aim Van Lines, 7 I.C.C. 2d 372, 378-79 (1991), *aff'd*, *Oregon Pub. Util. Comm'n v. I.C.C.*, 979 F.2d 778 (9th Cir. 1992) (both holding that the ICC's preemption authority under the predecessor to section 14303(f) extends to the transfer of intrastate operating rights).

SECTION 1182.2(a)(8)

SAFETY FITNESS RATINGS

By their verifications included herewith, Coach America and Renzenberger certify that the U.S. Department of Transportation safety fitness rating of each of the Coach America Operating Carriers and Renzenberger are accurately set forth in Exhibit 1. As shown there, none of the motor passenger carriers involved in this proceeding holds an unsatisfactory rating. As noted, Renzenberger's rating is satisfactory.

SECTION 1182.2(a)(9)

INSURANCE REQUIREMENTS

Coach America certifies that it will maintain sufficient insurance coverage for Renzenberger in the manner and to the extent required by FMCSA and state regulations.

SECTION 1182.2(a)(10)

MEXICAN OWNERSHIP

No party to the Transaction is domiciled in Mexico or owned or controlled by citizens of that country.

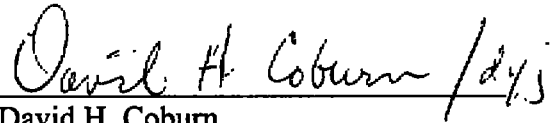
SECTION 1182.3(a)(1)

SERVICE REQUIREMENTS

A copy of this application is being served on the regulatory authorities in each state in which Renzenberger holds authority to provide intrastate service, as reflected on the attached certificate of service.

WHEREFORE, for the reasons described above, the Board should grant this Application.

Respectfully submitted,

A handwritten signature in cursive script, reading "David H. Coburn /dys".

David H. Coburn
Scott M. Mirelson
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036-1795
202-429-8063
202-429-3902 (Fax)
Attorneys for Fenway Partners Capital Fund III, L.P.
and Coach America Holdings, Inc.

Dated: February 1, 2008

EXHIBIT 1

Federally Regulated Coach America and Renzenberger Carriers

Carrier Name	MC #	US DOT #	Description Of Federal Operating Authority	Intrastate Authority	Safety Rating
America Charters Ltd.	153814	191032	Passenger Carrier Operations in Southeastern United States	SC, NC	Satisfactory
American Coach Lines of Atlanta, Inc.	141589	162219	Passenger Carrier Operations in Southeastern United States	GA	Satisfactory
American Coach Lines of Jacksonville, Inc.	224982	201605	Passenger Carrier Operations in Southern United States	GA	Satisfactory
American Coach Lines of Miami, Inc.	476678	1203231	Passenger Carrier Operations in Southern United States	No	Satisfactory
American Coach Lines of Orlando, Inc.	255382	468999	Passenger Carrier Operations in Southern United States	GA	Satisfactory
CUSA, LLC	471723	1183818	Common carrier of passengers in charter and special operations	No	None
CUSA ASL, LLC d/b/a Arrow Stage Lines	465199	1167618	Common carrier of passengers in charter and special operations; contract carrier of passengers	No	Satisfactory
CUSA AT, LLC d/b/a Americoach Tours	463166	1167631	Common carrier of passengers in charter and special operations; contract carrier of passengers	AR	Satisfactory
CUSA AWC, LLC d/b/a All West Coachlines	465200	1167523	Passenger Carrier Operations in Western United States	CA	Satisfactory
CUSA BCCAE, LLC d/b/a Blackhawk-Central City Ace Express	463169	1167642	Charter and special operations between points in the United States	CO	Satisfactory

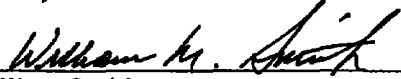
Carrier Name	MC #	US DOT #	Description Of Federal Operating Authority	Intrastate Authority	Safety Rating
CUSA CC, LLC d/b/a Coach USA Los Angeles	465198	1167647	Charter and special operations between points in the United States	CA	Satisfactory
CUSA CSS, LLC d/b/a Crew Shuttle Services	522544	1364895	Contract Carrier operations in Idaho, Washington, and Oregon	WA	None
CUSA EF, LLC d/b/a El Expreso	463171	1167656	Regular route operations between points in TX, between points in TX and FL, between points in AL and GA, between points in FL.	TX	Satisfactory
CUSA ELKO, LLC d/b/a K-T Contract Services Elko	467153	1167661	Charter and special operations between points in the United States	NV	Satisfactory
CUSA ES, LLC d/b/a Express Shuttle	463168	1167664	Common carrier of passengers in charter and special operations; contract carrier of passengers	NE	Satisfactory
CUSA FL, LLC d/b/a Franciscan Lines	465197	1167666	Passenger Carrier operations in the Western United States	CA	Satisfactory
CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service	463173	1167671	Passenger Carrier operations in the Western United States	CA	Satisfactory
CUSA GCT, LLC d/b/a Gulf Coast Transportation	465196	1167675	Charter and Special Operations between points in the United States	TX	Satisfactory

Carrier Name	MC #	US DOT #	Description Of Federal Operating Authority	Intrastate Authority	Safety Rating
CUSA KBC, LLC d/b/a Kerrville Bus Company	463270	1167678	Regular route operations between points in TX, between TX and AR, between LA and AZ, between AR and TN, between LA and MS; charter and special operations between points in the United States.	AR	Satisfactory
CUSA K-TCS, LLC d/b/a Coach USA and d/b/a Gray Line Airport Shuttle	463271	1167677	Charter and Special Operations between points in the United States	NV	Satisfactory
CUSA K-TCS, LLC d/b/a Arizona Charters	468081	1167677	Common carrier of passengers in charter and special operations; contract carrier of passengers	No	Satisfactory
CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters	463273	1167672	Charter and special operations beginning and ending in points in CA, AZ and NV to points in the United States	CA	Satisfactory
CUSA PRTS, LLC d/b/a Powder River Transportation Services	463274	1167669	Regular route operations to points in WY, MT, SD, NE, UT, NM, TX, and CO; charter and special operations to points in the United States.	MT, WY, CO, SD	Satisfactory
CUSA RAZ, LLC d/b/a Raz Transportation Company	499453	1285207	Passenger carrier operations in the Western United States	OR, WA	Satisfactory
Dillon's Bus Service Inc.	36788	187443	Passenger carrier operations in the Eastern United States	MD	Satisfactory

Carrier Name	MC #	US DOT #	Description Of Federal Operating Authority	Intrastate Authority	Safety Rating
Florida Cruise Connection, Inc. d/b/a Cruise Connection	267620	536011	Passenger carrier operations in the Southern United States	No	Satisfactory
Midnight Sun Tours, Inc.	213275	885412	Passenger carrier operations in the Southern United States	No	Satisfactory
Southern Coach Company	58177	90877	Passenger carrier operations in the Southern United States	SC	Satisfactory
Southern Tours, Inc.	182022	275969	Passenger carrier operations in the Southern United States	No	Satisfactory
Renzenberger, Inc.	170517	210768	Common carrier of passengers in regular route and charter and special operations; contract carrier of passengers	AR, AZ, CA, CO, ID, IN, KS, LA, MD, MI, MS, MO, NE, NV, NM, OK, PA, SD, WY	Satisfactory

VERIFICATION

I, William Smith, President of Renzenberger, Inc verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to Renzenberger, Inc is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading on behalf of Renzenberger, Inc I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.



William Smith

Executed on January 31, 2008

VERIFICATION

I, Marc A. Kramer, Managing Director of Fenway Partners III, LLC, the general partner of Fenway Partners Capital Fund III, L.P., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to Fenway Partners Capital Fund III, L.P. and Fenway Partners, Inc. is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading on behalf of Fenway Partners Capital Fund III, L.P. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

FENWAY PARTNERS CAPITAL FUND III, L.P.

By: Fenway Partners III, LLC,
its general partner

By: 
Name: Marc A. Kramer
Title: Managing Director

Executed on February 1, 2008

VERIFICATION

I, David G. Carroll, Executive Vice President, Acquisitions of Coach America Holdings, Inc. verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to Coach America Holdings, Inc. is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading on behalf of Coach America Holdings, Inc. I know that willful misstatements or omissions of material facts constitute federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.


David G. Carroll

Executed on January 31, 2008

CERTIFICATE OF SERVICE

I certify that I have this 1st day of February, 2008 served a copy of the foregoing Verified Application of Fenway Partners Capital Fund III, L.P. and Coach America Holdings, Inc. by hand delivery on:

Director of Operations
Antitrust Division – Pre-Merger Notificaion
Unit
U.S Department of Justice
950 Pennsylvania Avenue, NW, Room 3335
Washington, DC 20004-2904

Premerger Notification office
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room 303
Washington, DC 20580

and by first class mail, postage prepaid on:

Chief, License and Insurance Division
Federal Motor Carrier Safety Administration
U.S. Department of Transportation
1200 New Jersey Avenue, S.E.
Washington, DC 20590

Arizona Department of Transportation
Motor Vehicle Division
P.O. Box 2100
Mail Drop 525M
Phoenix, AZ 85001

Arkansas Highway Department
Motor Carrier Authority Unit
P.O. Box 2261
Little Rock, AR 72203-2261

California Public Utilities Commission
Attn: Licensing Division
505 Van Ness Avenue
San Francisco, CA 94102

Douglas Dean
Colorado Public Utilities Commission
Office Level Two
1560 Logan Street
Denver, CO 80203

Idaho Transportation Department
3311 W. State Street · P.O. Box 7129
Boise, ID 83707-1129

Indiana Department of Revenue
Motor Carrier Services Division
5252 Decatur Boulevard, Suite R
Indianapolis, IN 46241-9524

Iowa Motor Vehicle Division
Motor Carrier Services
P.O. Box 10382
Des Moines, IA 50306

Kansas Corporation Commission
1500 S.W. Arrowhead Road
Topeka, KS 66604

Louisiana Public Service Commission
P.O. Box 91154
Baton Rouge, LA 70821

Maryland Public Service Commission
Transportation Division
William D. Schaefer Tower
6 St. Paul Street, 12th Floor
Baltimore, MD 21202

Michigan Department of Transportation
Bureau of Passenger Transportation
Motor Bus and Limousine Regulatory Services
P.O. Box 30050
Lansing, MI 48909

Mississippi Public Service Commission
Woolfolk Building
501 North West Street
Jackson, MS 39201

Missouri Department of Transportation
Motor Carrier Services
P.O. Box 893
Jefferson City, MO 65102

Mark Breiner
Director of Transportation
Nebraska Public Service Commission
P.O. Box 94927
Lincoln, NE 68509-4927

Nevada Transportation Authority
Department of Business and Industry
2290 S. Jones Boulevard
Suite 110
Las Vegas, NV 89146

New Mexico Public Regulations Commission
Transportation Division
P.O.Box 1269
Santa Fe, NM 87504

New York State Department of Transportation
50 Wolf Road, POD-5-3
Albany, NY 12232

Ohio Public Utilities Commission
Motor Carrier Registration Division
180 E. Broad Street
14th Floor
Columbus, OH 43215

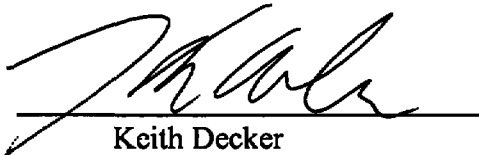
Oklahoma Corporation Commission
Transportation Division
P.O. Box 52000
Oklahoma City, OK 73152-2000

Pennsylvania Public Utilities Commission
Transportation Safety Division
P.O. Box 3265
Harrisburg, PA 17105-3265

South Dakota Public Utilities Commission
Transportation Division
500 East Capitol Avenue
Pierre, SD 57501

Texas Department of Transportation
Motor Carrier Division
125 E. 11th Street
Austin, TX 78701

Wyoming Department of Transportation
Motor Vehicle Services
5300 Bishop Boulevard
Cheyenne, WY 82009


Keith Decker

SURFACE TRANSPORTATION BOARD

DOCKET NO. MC-F-21024

**FENWAY PARTNERS CAPITAL FUND III, L.P. AND COACH AMERICA HOLDINGS,
INC.-- CONTROL -- RENZENBERGER, INC.**

AGENCY: SURFACE TRANSPORTATION BOARD

ACTION: Notice Tentatively Approving Finance Application

SUMMARY: Fenway Partners Capital Fund III, L.P. ("Fenway") and Coach America Holdings, Inc. ("Coach America") (collectively Applicants), have filed an application under 49 U.S.C. 14303 to acquire control of Renzenberger, Inc. ("Renzenberger") (MC-170517) through the acquisition of all of Renzenberger's stock. Persons wishing to oppose this application must follow the rules under 49 C.F.R. part 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments are due by _____, 2008. Applicants may file a reply by _____, 2008. If no comments are filed by _____, 2008, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of comments referring to STB Docket No. MC-F-21024 to: Surface Transportation Board, 395 E Street, S.W., Washington, D.C. 20423-0001. In addition, send one copy of comments to Applicants' representative: David H. Coburn, Steptoe & Johnson LLP, 1330 Connecticut Avenue, N.W., Washington, DC 20036.

FOR FURTHER INFORMATION CONTACT: _____. [Federal Information Relay Service (FIRS) for the hearing impaired: 1-800-877-8339.]

SUPPLEMENTARY INFORMATION: Fenway is a New York-based private equity fund associated with Fenway Partners, Inc., a New York private equity firm. Fenway is not a carrier. It controls carriers through its wholly owned subsidiary, Coach America. Coach America is a non-carrier Delaware corporation that controls 29 federally regulated motor passenger carriers through intermediate subsidiaries. Coach America is one of the largest passenger ground transportation companies in the US with over 2,700 vehicles in operation. The carriers in the Coach America group operate primarily in the Western, Southwestern and Southeastern sections of the United States and had gross revenues of approximately \$404 million in 2007. Upon consummation of the planned transaction, Renzenberger will become an indirect wholly owned subsidiary of Fenway and a direct wholly owned subsidiary of Coach America. No operating authorities will be transferred as a result of the transaction.

Renzenberger is a Kansas corporation and federally licensed motor carrier (MC-170517) providing employee transportation services, particularly for the freight railroad industry. Renzenberger operates more than 1,500 vehicles and operates in more than 20 states. Renzenberger had gross revenues of approximately \$127 million for the fiscal year ending November 30, 2007.

Applicants have submitted information, as required by 49 C.F.R. 1182.2(a)(7), to demonstrate that the proposed acquisition of control is consistent with the public interest under 49 U.S.C. 14303. Applicants state that the proposed transaction will not impact the adequacy of transportation to the public, reduce competition, adversely impact fixed charges, or adversely impact the interests of employees. They assert that granting the application will allow Renzenberger to take advantage of substantial benefits, including enhanced access to capital. In addition, Applicants have submitted all of the other statements and certifications required by 49 C.F.R. 1182.2. Additional information, including a copy of the application, may be obtained from the Applicants' representative.

Under 49 U.S.C. 14303(b), we must approve and authorize a transaction we find consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

On the basis of the application, we find that the proposed acquisition of control is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 C.F.R. § 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this decision will take effect automatically and will be the final Board action.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

The decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed acquisition of control is approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this decision will be deemed as having been vacated.
3. This decision will be effective on _____, 2008, unless timely opposing comments are filed.

4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 1200 New Jersey Avenue, S.E., Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 1200 New Jersey Avenue, S.E., Washington, DC 20590.

Decided: _____, 2008

By the Board, Chairman Nottingham, Vice Chairman Mulvey and Commissioner Buttrey

Anne K. Quinlan
Acting Secretary