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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ENTERED
Office of Proceedings
December 6, 2019
Part of
Public Record

Docket No. MC-F-21089

**WINTHROP SARGENT, JOHN COGLIANO AND PAUL FUERST
– ACQUISITION OF CONTROL –
PLYMOUTH & BROCKTON STREET RAILWAY COMPANY, BRUSH HILL
TRANSPORTATION CO. AND MCGINN BUS CO., INC.**

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)

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Dated December 6, 2019

FEE RECEIVED
December 6, 2019
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FILED
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VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)

Winthrop Sargent, John Cogliano, and Paul Fuerst (“Purchasers” or “Applicants”) respectfully submit this application under 49 U.S.C. § 14303(a) and 49 C.F.R. Part 1182 for the approval of control by Purchasers of Plymouth and Brockton Street Railway Company (“P&B”), Brush Hill Transportation Company (“Brush Hill”), and McGinn Bus Company, Inc. (“McGinn”) (together, “Motor Carriers”), as part of the transaction described herein (“Transaction”). Pursuant to the Transaction, Purchasers have acquired 69% of the stock in P&B¹ and 100% of the stock in Brush Hill and McGinn from George S. Anzuoni and Richard W. Anzuoni (“Sellers”).

Each of the Purchasers and Sellers are non-carriers and the transaction has no impact or adverse effect on the available transportation options or level of competition in the motor passenger carrier sector. The Purchasers seek to acquire the Motor Carriers and plan to manage the assets with the goal of continuing to provide safe and reliable motor passenger transportation. There are no current plans to materially alter the service available to the public, revise the controls that are in place to ensure the continued safety and reliability of that service or to make

¹ The remaining 31% of the outstanding stock of P&B is owned by approximately 50 individual stockholders who are not a party to the instant transaction.

any significant changes that would adversely affect the Motor Carriers' employees or their customers. For these reasons, the transaction is consistent with the public interest, and the Board should grant the transaction.

The parties recognize that the instant Application should have been filed with the Board prior to consummation of the transaction. The parties inadvertently did not seek Board approval because of a misunderstanding in communications with the Board's Office of Public Assistance, Governmental Affairs, and Compliance ("OPAGAC"), and a belief that the only required approval was from state regulatory authorities. Applicants received that state regulatory approval from the Massachusetts Department of Public Utilities, which approved the Applicants' application to acquire a controlling share of the Motor Carriers on May 13, 2019. *See Exhibit 2.*

Applicants respectfully request that the Board allow them to correct this oversight by granting after-the-fact approval of their acquisition of control over the Motor Carriers. The Board has permitted "parties to obtain after-the-fact licensing authority for a transaction when the failure to seek approval was done without malice and by mistake." *See Allied Industrial Development Corp.—Petition for Declaratory Order*, STB Finance Docket No. 35477, at 5 (STB served Sept. 17, 2015); *see also Gen. Ry.—Exemption for Acquis. Of R.R. Line—in Osceola & Dickinson Ctys., Iowa*, STB Finance Docket No. 34867 (STB served June 15, 2007). Those are the circumstances here, and Applicants' good faith is demonstrated by the successful application for approval that they filed with state regulatory authorities prior to the transaction.

The remainder of the application is organized to follow the elements set forth in 49 C.F.R. § 1182.2(a).

I. Parties to the Transaction, (49 C.F.R. § 1182.2(a)(1)).

A. Buyers. The Buyers are three individuals, none of whom is a passenger motor carrier or owns any other interest in a passenger motor carrier.

1. Winthrop Sargent: Winthrop Sargent is an individual and resides at 41 Forest Street, Pembroke, MA 02359. Mr. Sargent is not a passenger motor carrier and owns no other interest in a passenger motor carrier. Under the Transaction, Mr. Sargent has acquired 51% of the Sellers' 69% ownership interest in P&B, which amounts to 35.19% of P&B's outstanding stock. Mr. Sargent also has obtained 51% of the stock in Brush Hill and McGinn.

2. John Cogliano: Mr. Cogliano is an individual and resides at 20 Angela Drive, Foxboro, MA 02035. Mr. Cogliano is not a passenger motor carrier and owns no other interest in a passenger motor carrier. Under the Transaction, Mr. Cogliano has acquired 31% of the Sellers' 69% ownership interest in P&B, which amounts to 20.7% of P&B's outstanding stock. Mr. Cogliano has also obtained 30% of the stock in Brush Hill and McGinn.

3. Paul Fuerst: Mr. Fuerst is an individual and resides at 83 Colonial Drive, Mansfield, MA 02048. Mr. Fuerst is not a passenger motor carrier and owns no other interest in a passenger motor carrier. Under the Transaction, Mr. Fuerst has acquired 19% of the Sellers' 69% interest in P&B, which amounts to 13.11% of P&B's outstanding stock. Mr. Fuerst has also obtained 19% of the stock in Brush Hill and McGinn.

B. Sellers. The Sellers are two individuals and the second generation of the Anzuoni family that has owned and operated the Motor Carriers for other 70 years. Sellers together owned 69% of the stock of P&B and 100% of the stock in Brush Hill and McGinn. The Anzuoni brothers do not hold any other interest in regulated passenger transportation carriers.

1. George S. Anzuoni: Mr. George Anzuoni resides at 2 Bunker Hill Road, Plymouth, MA 02360.

2. Richard W. Anzuoni: Mr. Richard Anzuoni resides at 14 Huntingdon Road, Lynnfield, MA 01949.

C. Motor Carriers. There are three motor carriers being acquired as part of the instant transaction: P&B; Brush Hill; and McGinn. Each of the carriers will continue—and, in fact, has continued—its existing operations following the transaction.

1. Plymouth & Brockton Street Railway Co.: P&B has its principal place of business at 31 Milk Street, Boston, MA 02109. P&B operates as an interstate motor carrier of passengers subject to the jurisdiction of the Federal Motor Carrier Safety Administration (“FMCSA”), pursuant to authority in Docket No. MC-287; U.S. DOT No. 52854. P&B also operates as an intrastate carrier pursuant to operating authority issued by the Commonwealth of Massachusetts, Department of Public Utilities. *See* Ex. 1. In accordance with its operating rights, P&B provides local and regional passenger bus service in interstate and intrastate commerce, in regular route and charter service throughout the Commonwealth of Massachusetts and the northeastern United States. P&B has a fleet of 30 owned and seven leased full size coaches, three trolleys, and one service truck. P&B holds a “satisfactory” safety rating from the United States Department of Transportation.

2. Brush Hill Transportation Co.: Brush Hill has its principal place of business at 435 High Street, Randolph Road, MA 02368. Brush Hill operates as an interstate motor carrier of passengers subject to the jurisdiction of FMCSA, pursuant to authority in Docket No. MC-126667; U.S. DOT No. 58201. Brush Hill also operates as an intrastate carrier pursuant to operating authority issued by the Commonwealth of Massachusetts, Department of Public Utilities. *See* Ex. 1. In accordance with its operating rights, Brush Hill provides local and regional passenger bus service in interstate and intrastate commerce, in regular route and charter service throughout the Commonwealth of Massachusetts and the northeastern United States.

Brush Hill has a fleet of six full size coaches and four trolleys. Brush Hill holds a “satisfactory” rating from the United States Department of Transportation.

3. McGinn Bus Company, Inc.: McGinn has its principal place of business at 31 Milk Street, Boston, MA 012109. McGinn operates as an interstate motor carrier of passengers subject to the jurisdiction of the FMCSA, pursuant to authority in Docket Number MC-1255; U.S. DOT No. 18432. McGinn also operates as an intrastate carrier pursuant to operating authority issued by the Commonwealth of Massachusetts, Department of Public Utilities. *See* Ex. 1. McGinn provides local and regional passenger bus service in interstate and intrastate commerce, in regular route and charter service throughout the Commonwealth of Massachusetts and the northeastern United States. McGinn has a fleet of 10 full size coaches and one service truck. McGinn holds a “satisfactory” rating from the United States Department of Transportation.

Each category of bus services currently provided by the Motor Carriers will continue under the Transaction and exist in competitive markets.

II. Description of Operating Authorities (49 C.F.R. § 1182.2(a)(2)).

A schedule of the federal operating authorities issued to each of the Motor Carriers is included as Exhibit 1. No transfer of any of these operating authorities is contemplated by the Transaction. Thus, the Motor Carriers which hold the operating authorities identified in Exhibits 1 to this Application will continue to hold those authorities, including any intrastate operating authorities.

III. Description of the Transaction (49 C.F.R. § 1182.2(a)(3)).

After 70 years, the Anzuoni family has decided to exit the motor carrier business. The Anzuoni brothers entered an agreement to sell their stock ownership of the Motor Carriers to the

Purchasers, as described above. Purchasers have assumed control, as a result of the stock sale, of P&B, Brush Hill, and McGinn. The Board has jurisdiction because the transaction involves the “[a]cquisition of control of at least 2 carriers by a person that is not a carrier.” 49 U.S.C. § 14303(a)(4).

The parties filed an application for the stock transfer with the Massachusetts Department of Public Utilities on March 1, 2019. A public hearing was held on April 9, 2019 and no party appeared to oppose the transfer. The Department found that the parties were “fit, willing, and able” to meet the state’s requirements and approved the transaction on May 13, 2019. *See* Ex. 2.

IV. Federally Regulated Carrier Affiliates and Intercompany Structure (49 C.F.R. § 1182.2(a)(4)).

Other than the Motor Carriers described above, there are no other affiliated carriers with regulated interstate operations involved in the instant application. The intracorporate structure is simple and straightforward, as the Purchasers own stock in each entity as outlined above. There are no intervening entities or affiliates.

V. Jurisdictional Statement – Revenues (49 C.F.R. § 1182.2(a)(5)).

The STB has jurisdiction over the Transaction pursuant to 49 U.S.C. §14303(g), because the involved carriers had aggregate gross operating revenues in excess of \$2,000,000 during the twelve-month period preceding the date of the instant application.

VI. Environmental Impact (49 C.F.R. § 1182.2(a)(6)).

The Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Transaction is merely a change in

control of carriers that already provide regular bus services. No significant operational changes are anticipated at the current time and, therefore, no environmental impact is expected.²

VII. Public Interest Considerations (49 C.F.R. § 1182.2(a)(7)).

The Board “shall approve and authorize a transaction” when it finds that the transaction is “consistent with the public interest.” 49 U.S.C. § 14303(b). The statutory factors the Board must consider are the “adequacy of transportation to the public,” “total fixed charges that result...” and the “interest of carrier employees affected...” *Id.*

A. Adequacy of Transportation Services.

The Transaction will have a positive effect on the adequacy of transportation services for the public. At the current time, Purchasers have no intention of materially altering the nature, extent or frequency of the service provided by the Motor Carriers. The Motor Carriers will continue to operate as they have been, albeit under new ownership. All of the Motor Carriers’ systems will remain in place, as will management experienced in the operation of bus companies.

In the long term, Purchasers plan to modernize the Motor Carriers’ fleet of vehicles and invest in technological upgrades and improvements. Because the Purchasers are not currently carriers and do not own or control any carriers, there will be no negative impact on competition. Indeed, there will be continued actual and potential competition in each of the categories of service provided by the Motor Carriers. Finally, as the Board has previously explained, because of “the low entry barriers and pervasive intramodal and intermodal competition that characterizes

² The Board has found numerous recent bus transactions to be categorically excluded from environmental review under 49 C.F.R. § 1105.6(c). *See, e.g., Transportation Demand Management Holdings, LLC—Acquisition of Control—Badger Bus Transp. Group, Inc.*, STB Finance Docket No. MCF 21088, at 4 (STB served Nov. 8, 2019); *All Aboard America! Holdings, Inc. – Acquisition of Control – Lux Bus America Co.*, STB Finance Docket No. MCF 21082, at 5 (STB served Sept. 21, 2018). Section 1105.6(c) categorically excludes Section 14303 transactions that do not implicate operational changes that exceed certain specified thresholds.

the bus industry, most opportunities for the abuse of market power are effectively foreclosed.”

Coach USA, Inc. – Control Exemption – American Sightseeing Tours, Inc., STB Finance Docket No. 33073, at 6 (STB served Nov. 8, 1996).

B. Total Fixed Charges.

The Transaction does not affect fixed charges. The stock of the Motor Carriers has been acquired by the Purchasers individually, by and through their own personal financing. No funds will be borrowed by the Motor Carriers to finance the transaction and, therefore, no fixed charges will be incurred by the Motor Carriers in the Transaction.

C. Employee Interests.

There will be no material effect on employee or labor conditions. The Transaction does not envision any immediate change in the day-to-day operations of the Motor Carriers that could negatively impact employees. All existing employees, contracts and programs currently in place will remain, subject to changing market and business demands in the future.

* * *

The Board has previously found that approval of transactions like this one are consistent with the public interest. *See, e.g., Francis W. Sherman—Control—Evergreen Trails, Inc., Horizon Coach Lines, Ltd., and Cabana Coaches, LLC*, STB Finance Docket No. MC-F-21037 (STB served Oct. 23, 2009) (individual non-carrier acquiring control of motor carriers through a stock purchase). Here, where there are no competitive issues and no adverse impact on transportation, employees, or fixed charges, approval of the transaction is plainly consistent with the public interest, and the Board should approve the Transaction.

VIII. Safety Fitness Certification (49 C.F.R. § 1182.2(a)(8)).

Applicants hereby certify, and as stated above, each of the Motor Carriers that has been rated holds a satisfactory safety rating issued by the U.S. Department of Transportation.

IX. Insurance Coverage Certification (49 C.F.R. § 1182.2(a)(9)).

Applicants hereby certify that each of the Motor Carriers has the requisite insurance coverage under 49 U.S.C. § 13906. All three Motor Carriers maintain bodily injury and property damage insurance of \$15 million with Lancer Insurance Company, Policy No. BA173431, and all the Motor Carriers have filed their respective Forms BMC 91X with the FMCSA reflecting this coverage.

X. Certification of Domicile (49 C.F.R. § 1182.2(a)(10)).

Applicants certify that none of the Motor Carriers or the parties seeking to acquire control over the Motor Carriers are owned or controlled by persons domiciled in Mexico.

CONCLUSION

For the foregoing reasons, the parties respectfully request that the Board approve the application for control of the Motor Carriers.

Respectfully submitted,

/s/Matthew J. Warren

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(202) 736-8000

Attorneys for Motor Carriers

VERIFICATION OF WINTHROP SARGENT

The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied for this Application by such person is true and correct. Further, the undersigned is qualified and authorized to submit this verification and file this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentation 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.

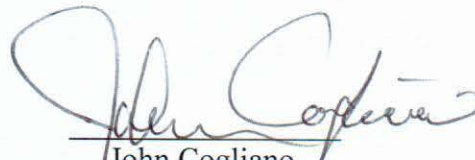


Winthrop Sargent

Date: 12/4/2019

VERIFICATION OF JOHN COGLIANO

The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied for this Application by such person is true and correct. Further, the undersigned is qualified and authorized to submit this verification and file this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentation 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.

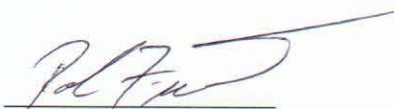


John Coglian

Date: 12/4/19

VERIFICATION OF PAUL FUERST

The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied for this Application by such person is true and correct. Further, the undersigned is qualified and authorized to submit this verification and file this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentation 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.


Paul Fuerst

Date: 12-5-19

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of December 2019, I have served a copy of the foregoing application by mailing a copy thereof to the following parties pursuant to 49 C.F.R. § 1182.3 and 15 U.S.C. § 18a(c)(6), by first class mail or more expeditious method:

Massachusetts Department of Public Utilities
One South Station
Boston, MA 02110

/s/Marc A. Korman

Marc A. Korman

EXHIBIT 1

**WINTHROP SARGENT, JOHN COGLIANO AND PAUL FUERST
– ACQUISITION OF CONTROL –
PLYMOUTH & BROCKTON STREET RAILWAY COMPANY, BRUSH HILL
TRANSPORTATION CO. AND MCGINN BUS CO., INC.**

SCHEDULE OF OPERATING RIGHTS

I. Interstate Commerce Commission.

A. Brush Hill Transportation Company.

1. MC 126667 Sub 9 (7/20/84). Regular route common carrier (RCCC) certificate authorizing service between Canton and Boston.
2. MC 126667 Sub 8 (4/12/83). Irregular route common carrier (IRCC) certificate authorizing service between all points in the US, except Hawaii.
3. MC 126667 Sub 7 (3/15/83). Certificate authorizing service between points beginning and ending in ME, MA, NH, NY, RI, and VT, and extending to all points in the US, except Hawaii.
4. MC 126667 Sub 6 (11/27/81). Certificate authorizing IRCC service beginning and ending in MA and extending to all points in the US, except Hawaii.
5. MC 126667 Sub 5F (11/19/80). Certificate authorizing IRCC service beginning and ending at specified points within MA and extending to all points in the US, except Hawaii.
6. MC 126667 Sub 3 (11/8/78). Certificate authorizing IRCC service between specified points in MA and Atlantic City, NJ.
7. MC 126667 (1/20/71). Certificate authorizing IRCC service beginning and ending at Randolph, MA and extending to all points in the US, except Alaska and Hawaii.

B. McGinn Bus Company, Inc.

1. MC 1255 Sub 13 (7/2/82). Certificate authorizing IRCC service beginning and ending at specified points in MA and NH, and extending to all points in the US, except Hawaii.
2. MC 1255 Sub 12 (2/28/79). Certificate authorizing IRCC service beginning and ending at specified points within Massachusetts and extending to Atlantic City, New Jersey.
3. MC 1255 (12/26/62). Certificate authorizing:
 - a. RCCC service between Lynn, MA and Salem, NH. (Restricted to racing season only).
 - b. RCCC service between Lynn, MA and Pawtucket, RI. (Restricted to racing season only).
 - c. IRCC special operations between Lynn, MA and Lincoln Downs Race Track, Lincoln RI. (Restricted to racing season only).
 - d. IRCC charter operations between points in Lynn, MA, and points within a 25 mile radius of Lynn, on the one hand, and points in all points in ME, VT, NH, RI, CT, and specified points in NY, on the other hand.

- e. IRCC special round-trip operations, restricted to beano and bingo games, between specified points in MA and specified points in NH.
- f. IRCC special round-trip operations, during harness racing season only, between points in Lynn, MA and Salem MA, on the one hand, and Salem, NH, on the other hand.

C. Plymouth and Brockton Street Railway Company.

- 1. MC 287 Sub 13 (6/29/88). Certificate authorizing:
 - a. RRCC service between Hyannis and Provincetown, and between two specified points within the town of Wellfleet.
 - b. IRCC special round-trip operations beginning and ending at points on P&B's regular routes, and the routes of P&B's connecting carriers. (Restricted to operations between April 1 and November 30 of any given year).
 - c. RRCC service between Chatham and Orleans.
 - d. IRCC service between specified MA counties and all points in the US.
- 2. MC 287 Sub 12 (7/23/84). Certificate authorizing RRCC service between Boston and Hyannis; between Hyannis and Chatham; and between Boston and Brockton.
- 3. MC 287 Sub 11 (3/30/83). Certificate authorizing IRCC service between all points in the US, except Hawaii.
- 4. MC 287 Sub 7 (5/15/63). Certificate authorizing special round-trip operations between specified points in MA and specified points in NH, restricted to beano and bingo games.
- 5. MC 287 Sub 3 (1958). Certificate authorizing special round-trip operations between specified points in MA and Central Falls, RI, restricted to beano and bingo games.
- 6. MC 287 Sub 2 (1971). Certificate authorizing:
 - a. RRCC service between Boston and Bourne; and between Bourne and Hyannis.
 - b. IRCC service between points on P&B's regular route (excepting Boston) and all US points, except Alaska and Hawaii.
- 7. MC 287 Sub 2 (1/14/65)[This is not a typo--the ICC issued two Sub 2 certificates]. Certificate authorizing RRCC service between Boston and Bourne; and between Bourne and Hyannis.
- 8. MC 287 (1942). Certificate authorizing IRCC charter operations between points in Brockton, MA, and Plymouth, MA, on the one hand, and points in RI, NH, and ME, on the other hand.

II. Department of Public Utilities.

A. Brush Hill Transportation Company.

1. License #5995-BL (8/24/71). License authorizing charter service between all points in MA.
2. Certificate (Cert) #SS 11 (7/17/81). Certificate authorizing sight-seeing service in and from the city of Boston to all points in MA.
3. Cert #3775 (3/1/83). Certificate authorizing service between points in Boston and points in Newton, Quincy, Weston, Wellesley, Needham, Dedham, Westwood, Canton, Randolph, Braintree, and Milton. (Restricted to sight-seeing passengers).
4. License #1305 (2/3/83). License authorizing RRCC service over specified routes within the city of Boston.
5. Cert #3810 (2/10/87). Certificate authorizing RRCC service between Cambridge and Boston. (Restricted to sight-seeing passengers).
6. Cert #3809 (11/12/86). Certificate authorizing RRCC service between downtown Boston and Logan Airport. (Stopping points restricted to hotels with which BHT has agreements).
7. Cert #3605-A (2/9/84). Certificate authorizing RRCC service between Boston and Westwood.
8. Cert #3686 (7/6/77). Certificate authorizing service between Boston and Walpole. (Restricted to employees of the Kendall Company who may only be admitted or discharged at the Kendall Co, in Walpole, and One Federal St, Boston).
9. Cert #3173 (10/21/57). Authorizing RRCC service over a specified route within Stoughton.
10. Cert #1191 (8/10/38). Certificate authorizing RRCC service between Randolph and Braintree.
11. Cert #1192 (8/10/38). Certificate authorizing RRCC service over a specified route in Stoughton.
12. Cert # 1152 (2/18/38). Certificate authorizing RRCC service between Canton and Stoughton.
13. Cert # 1865 (4/9/48). Certificate authorizing RRCC service over a specified route in Milton.
14. Cert # 1437 (9/25/42). Certificate authorizing RRCC service over a specified route in Stoughton.
15. Cert #1002 (7/31/30). Certificate authorizing RRCC service over a specified route in Canton.
16. Cert #1349 (5/19/42). Certificate authorizing RRCC service over a specified route in Milton.
17. Cert #1117 (7/2/37). Certificate authorizing RRCC service over a specified route in Milton.
18. Cert #1092 (3/26/37). Certificate authorizing RRCC service over a specified route in Milton.
19. Cert #1055 (9/22/36). Certificate authorizing RRCC service over a specified route in Boston.
20. Cert #999 (12/28/35). Certificate authorizing RRCC service over a specified route in Milton.
21. Cert #859 (3/19/34). Certificate authorizing RRCC service over a specified route in Milton.

22. Cert #60 (7/1/26). Certificate authorizing RRCC service between Milton to Canton.

B. McGinn Bus Company, Inc.

1. License #5955-CE (1/26/40). License authorizing charter service between all points in MA.
2. Cert #01-RB-206 (12/11/01). Certificate authorizing RRCC service between Peabody and Logan Airport.

C. Plymouth and Brockton Street Railway Company.

1. License #5955-0 (1/28/77). License authorizing charter service between all points in MA.
2. Cert #997 (1/19/89). Certificate authorizing package express service between specified points in MA.
3. Cert #3671 (6/25/09). Certificate authorizing RRCC service over a specified route in Plymouth.
4. Cert #88-104 (8/11/88). Certificate authorizing RRCC service:
 - a. Between Hyannis and Provincetown (express).
 - b. Between Barnstable and Provincetown (local).
 - c. Between Chatham and Provincetown (local).
 - d. Between Hyannis and Provincetown (local).
 - e. Between Falmouth and Barnstable.
 - f. Between Falmouth and Woodshole.
 - g. And, authorizing sightseeing service over specified routes throughout the whole Cape.
5. Cert #3766 (11/3/82). Certificate authorizing RRCC service between Logan Airport and the Southeast Expressway in Boston. (Allows P&B to carry passengers between Logan and the other points on its authorized regular routes).
6. Cert #88-104 (10/25/94). Certificate authorizing RRCC service between Barnstable and Yarmouth.
7. Cert #3715 (11/30/79). Certificate authorizing RRCC service between Chatham and Boston.
8. Cert #3698 (5/4/78). Certificate authorizing RRCC service over a specified route in Plymouth.
9. Cert #3688 (7/16/76). Certificate authorizing RRCC service over a specified route in Plymouth.
10. Cert #3619 (5/22/74). Certificate authorizing RRCC service between Brockton and Boston.
11. Cert #3273 (6/7/72). Certificate authorizing RRCC service between Barnstable and Bourne.
12. Cert # 3519 (10/15/70) Certificate authorizing RRCC service over a specified route in Hyannis.
13. Cert #3400 (8/4/65). Certificate authorizing RRCC service over a specified route in Barnstable.
14. Cert #3359 (2/26/64). Certificate authorizing RRCC service between Hanover and Duxbury.
15. Cert #3342 (9/11/63). Certificate authorizing RRCC service between Milton and Quincy.
16. Cert #3314 (9/12/62). Certificate authorizing RRCC service between Duxbury and Bourne.
17. Cert #3294 (1/24/62). Certificate authorizing RRCC service between Hingham and Hanover.

18. Cert #3265 (1/24/62). Certificate authorizing RRCC service over a specified route in Hingham.
19. Cert #3273 (5/19/61) Certificate authorizing RRCC service between Barnstable and Bourne.
20. Cert #3051 (4/12/60). Certificate authorizing RRCC service between Hingham and Quincy.
21. Cert #3225 (4/12/60). Certificate authorizing RRCC service between Boston and Scituate.
22. Cert #3228 (10/26/59). Certificate authorizing RRCC service between Weymouth and Braintree.
23. Cert #1945 (9/14/56). Certificate authorizing RRCC service between Plymouth and Boston.
24. Cert #3051 (1/28/54) Certificate authorizing RRCC service between Hingham and Quincy.
25. Cert #2040 (1/28/54). Certificate authorizing RRCC service between Duxbury and Boston.
26. Cert #1782 (1/28/54). Certificate authorizing RRCC service between Scituate and Cohasset.
27. Cert #3019 (4/24/53). Certificate authorizing RRCC service over a specified route in Dorchester.
28. Cert #1963 (8/14/52). Certificate authorizing RRCC service between Marshfield and Boston.
29. Cert #2012 (8/14/52). Certificate authorizing RRCC service between Marshfield and Norwell.
30. Cert #2056 (8/14/52). Certificate authorizing RRCC service over a specified route in Marshfield.
31. Cert #2055 (8/14/52). Certificate authorizing RRCC service between Marshfield and Hanover.
32. Cert #1855 (8/14/52). Certificate authorizing RRCC service between Hanover and Rockland.
33. Cert #2050 (9/14/51). Certificate authorizing RRCC service between Plymouth and Bourne.
34. Cert #2049 (9/14/51). Certificate authorizing RRCC service over a specified route in Boston.
35. Cert #1621 (7/13/51). Certificate authorizing RRCC service between Abington and Pembroke.
36. Cert #1415 (7/13/51). Certificate authorizing RRCC service over a specified route in Pembroke.
37. Cert #231-A (7/13/51) Certificate authorizing RRCC service between Pembroke and Kingston.
38. Cert #231 (7/13/51). Certificate authorizing RRCC service between Pembroke and Whitman.
39. Cert #2032 (3/6/51) Certificate authorizing RRCC service over a specified route in Hingham.
40. Cert #2000 (7/28/50). Certificate authorizing RRCC service between Duxbury and Boston.
41. Cert #1998 (7/21/50). Certificate authorizing RRCC service over a specified route in Boston.
42. Cert #1782 (7/18/50). Certificate authorizing RRCC service between Scituate and Hingham.
43. Cert #1870 (7/18/50). Certificate authorizing RRCC service over a specified route in Hingham.
44. Cert #1915 (10/21/48). Certificate authorizing RRCC service over a specified route in Plymouth.
45. Cert #1955 (7/8/49). Certificate authorizing RRCC service between Hanson and Kingston.
46. Cert #1938 (2/25/49). Certificate authorizin RRCC service between Brockton and Plymouth.

47. Cert #1394 (5/12/42). Certificate authorizing RRCC service between Plymouth and Duxbury.
48. Cert #424 (5/15/29). Certificate authorizing RRCC service over a specified route in Plymouth.
49. Cert #427 (6/4/29). Certificate authorizing RRCC service over a specified route in Plymouth.

III. Massachusetts Bay Transportation Authority.

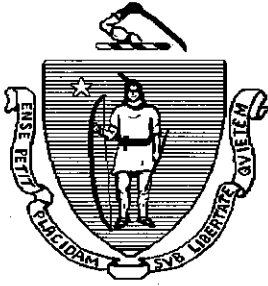
- A. Brush Hill Transportation Company.
 1. Cert #51 (3/4/85). Certificate authorizing RRCC service between Canton and Milton.

IV. City of Lynn.

- A. McGinn Bus Company.
 1. Unnumbered Certificate (2/17/82). Authorizing RRCC service over a specified route in Lynn.

EXHIBIT 2

**WINTHROP SARGENT, JOHN COGLIANO AND PAUL FUERST
– ACQUISITION OF CONTROL –
PLYMOUTH & BROCKTON STREET RAILWAY COMPANY, BRUSH HILL
TRANSPORTATION CO. AND MCGINN BUS CO., INC.**



The Commonwealth of Massachusetts

DEPARTMENT OF PUBLIC UTILITIES TRANSPORTATION OVERSIGHT DIVISION

ONE SOUTH STATION • BOSTON, MA 02110

(617) 305-3559

May 13, 2019

VIA USPS AND EMAIL

John Cogliano
31 Milk Street
Mezzanine Level
Boston, MA 02109-5197

RE: Transfer Application Docket No. 01RB206

Dear Carrier,

Enclosed is the Department of Public Utilities' revised Order on your request to transfer corporate stock from Plymouth & Brockton Street Railway Company, Brush Hill Transportation Company, and McGinn Bus Company, Inc. to Winthrop Sargent, John Cogliano, and Paul Fuerst. If you have any questions, please contact the Department at 617-305-3559.

Sincerely,

A handwritten signature in cursive script that reads "Brian Cristy".

Brian Cristy
Director

Transportation Oversight Division

Docket No. 01RB206

May 13, 2019

In the Matter of the Application of Winthrop Sargent, John Cogliano, and Paul Fuerst for a Transfer of Stock.

REVISED MEMORANDUM OF DECISION

On March 1, 2019, Winthrop Sargent, John Cogliano, and Paul Fuerst ("Petitioners") filed an application for a transfer of 100 percent of the corporate stock of Brush Hill Transportation Company and McGinn bus Company, Inc., and 69 percent of the corporate stock of Plymouth and Brockton Street Railway Company, owned by George S. and Richard W. Anzuoni ("Transferors") with the Department of Public Utilities ("Department"). The Petitioner requested the transfer of stock from Transferors pursuant to G.L. c. 159A, § 7A.¹

On April 9, 2019, after due notice, the Department held a public hearing at the office of the Department of Public Utilities, Transportation Oversight Division in Boston, Massachusetts. Winthrop Sargent, John Cogliano, and Paul Fuerst appeared as Petitioners. Wesley Chused, Esq. and George S. Anzuoni appeared on behalf of Transferors. No party appeared at the hearing to oppose the application.

The Department finds that the Petitioners are fit, willing, and able to conform to the requirements of G.L. c. 159A, and all laws, rules and regulations relating to motor carrier safety and the transportation of passengers by motor vehicle upon the public ways of the Commonwealth of Massachusetts. Accordingly, after due notice and hearing, and pursuant

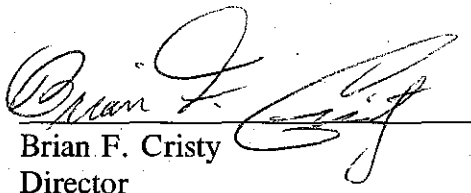
¹ On June 9, 1998, the United States Congress passed the Transportation Equity Act for the 21st Century, which amended in part 49 U.S.C. § 14501. Section 4016 of this Act provided that a state may not enact or enforce any law, rule, regulation, standard, or other provision having the force and effect of law relating to -- the authority to provide intrastate or interstate charter bus transportation, but would not restrict the safety regulatory authority of a State with respect to motor vehicles or the authority of a State to regulate carriers with regard to minimum amounts of financial responsibility relating to insurance requirements.

Certificate No. 01RB206

to the Order of Delegation in D.P.U. 94-154, and in accordance with G.L. c. 25, § 10, it is

ORDERED: That 100 percent of the corporate stock of Brush Hill Transportation Company, and McGinn bus Company, Inc., and 69 percent of the corporate stock of Plymouth and Brockton Street Railway Company shall be transferred to Winthrop Sargent, John Cogliano, and Paul Fuerst authorizing passenger service within the Commonwealth.

By Order of the Transportation Oversight Division,


Brian F. Cristy
Director

Any appeal from this decision must be filed with the Secretary of the Department within **TWENTY DAYS** from the date of this Order, specifying the reason for the appeal and accompanied by a \$100.00 filing fee. A copy of the appeal must be filed with the Director of the Transportation Oversight Division. Such appeal shall be heard on the record of the hearing before the Transportation Oversight Division.
