

ENTERED
Office of Proceedings
August 30, 2019
Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

NATIONAL EXPRESS TRANSIT CORPORATION

– ACQUISITION OF CONTROL –

FOX BUS LINES, INC.

DOCKET NO. MCF 21086

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF FOX
BUS LINES INC., BY NATIONAL EXPRESS TRANSIT CORPORATION

National Express Transit Corporation, an intrastate passenger motor carrier (“National Express”), respectfully submits this Application under 49 U.S.C. § 14303 and Surface Transportation Board (“STB” or the “Board”) regulations at 49 C.F.R. Part 1182 (this “Application”) 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 passenger motor carrier, Fox Bus Lines, Inc. (“Fox”), from its shareholders, Brian A. Fox, Stephen J. Fox, Catherine Fox, and William L. Fox, Jr., each, an individual and resident of the Commonwealth of Massachusetts (each, a “Seller,” and collectively, the “Sellers”).

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

A. Purchaser: National Express. National Express is an intrastate passenger

motor carrier incorporated under the laws of the state of Delaware, and is headquartered at

FEE RECEIVED
August 30, 2019
SURFACE
TRANSPORTATION BOARD

FILED
August 30, 2019
SURFACE
TRANSPORTATION BOARD

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 stock of which has been listed on the London Stock Exchange since 1992. The USDOT Number assigned to National Express is 2430646. National Express does not have interstate carrier authority and does not have a USDOT Safety Rating. National Express primarily provides intrastate passenger transportation services and in its operations utilizes approximately 1,158 passenger carrying vehicles and 1,609 drivers. In addition to its above-described operations, National Express owns and controls two (2) passenger motor carriers that hold interstate carrier authority: Aristocrat Limousine and Bus, Inc. (“Aristocrat”), and Trans Express, Inc. (“Trans Express”).

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 (mentioned above as a subsidiary of National Express), Beck Bus Transportation Corp. (“Beck”), Chicagoland Coach Lines LLC (“CCL”), Durham School Services, L.P. (“Durham”), New Dawn Transit LLC (“New Dawn”), Petermann Ltd. (“Petermann”), Petermann Northeast LLC (“Petermann Northeast”), Petermann STSA, LLC (“Petermann STSA”), Quality Bus Service LLC (“Quality”), Queen City Transportation, LLC (“Queen City”), Free Enterprise System/Royal, LLC (“Royal”), Trans Express (mentioned above as a subsidiary of National Express), Trinity, Inc. (“Trinity”), Trinity Student Delivery LLC (“Trinity Student”), White Plains Bus Company, Inc., d/b/a Suburban Paratransit Service (“White Plains”), and Wise Coaches, Inc. (“Wise”). Descriptions of the National Express Affiliated Carriers are as follow:

1. Aristocrat. Aristocrat is a passenger motor carrier providing to the public 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 17 passenger carrying vehicles and 15 drivers.

2. Beck. Beck is a passenger motor carrier primarily engaged in providing 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 375 passenger carrying vehicles and 233 drivers.

3. CCL. CCL is headquartered at 4334 S. Damen, Chicago, IL 60609, and provides charter passenger services in the general area of Chicago, Illinois. The USDOT Number assigned to CCL is 2532398, and CCL currently holds a “Satisfactory” USDOT Safety Rating. CCL holds interstate carrier authority under FMCSA Docket No. 960629. In its operations, CCL utilizes approximately 2 passenger carrying vehicles and 4 drivers.

4. Durham. Durham is a passenger motor carrier primarily engaged in providing 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 14,461 passenger carrying vehicles and 13,806 drivers in its operations.

5. New Dawn. New Dawn is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of New York under contracts with local school jurisdictions, and charter passenger services to the public. New Dawn's principal place of business is located at 2352 E 69TH St. Brooklyn, NY 11234. The USDOT Number assigned to New Dawn is 2794740. No USDOT Safety Rating has been assigned to New Dawn. New Dawn holds interstate carrier authority under FMCSA Docket No. MC-932702. New Dawn utilizes approximately 221 passenger carrying vehicles and has 156 drivers in its operations

6. Petermann. Petermann is a passenger motor carrier primarily engaged in providing non-regulated 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. In its operations, Petermann utilizes approximately 1,084 passenger carrying vehicles and has 774 drivers.

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 538 passenger carrying vehicles and 437 drivers.

8. Petermann STSA. Petermann STSA is a passenger motor carrier primarily engaged in providing non-regulated 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 187 passenger carrying vehicles and has 185 drivers in its operations.

9. Quality Bus. Quality Bus is a passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services primarily in the state of New York under contracts with regional and local school jurisdictions, and charter passenger services to the public. Quality Bus' principal place

of business is located at 504 Route 42, Sparrowbush, NY 12780. The USDOT Number assigned to Quality Bus is 1785963. Quality Bus holds interstate carrier authority under FMCSA Docket No. MC-680863, and Quality Bus has a “Satisfactory” USDOT Safety Rating. In its operations, Quality Bus utilizes approximately 344 passenger carrying vehicles and 281 drivers.

10. Queen City. Queen City is a passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of Ohio, and charter passenger services to the public. Queen City’s principal place of business is located at 211 Township Ave., Cincinnati, OH 45216. 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 204 passenger vehicles and 182 drivers.

11. Royal. Royal operates as a motor carrier providing interstate and intrastate passenger charter services in the states of Illinois and Indiana, and their surrounding states, and corporate and university shuttle services for employees and students in the greater metropolitan area of Chicago, Illinois. The USDOT Number assigned to Royal is 1678014. Royal’s principal place of business is located at One Sodrel Drive, Jeffersonville, IN 47130. For purposes of its interstate passenger operations, Royal holds interstate carrier operating authority under FMCSA Docket No. MC-616987, and Royal has a “Satisfactory” USDOT Safety Rating. In providing its services, Royal utilizes approximately 41 passenger vehicles and 38 drivers.

12. 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 120 passenger carrying vehicles and has 209 drivers.

13. Trinity. Trinity is a passenger motor carrier providing non-regulated 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 26500 Van Born Road, Dearborn Heights, MI 48125. The USDOT Number assigned to Trinity is 822553. Trinity holds interstate passenger authority under FMCSA Docket No. MC-364003. Trinity has no assigned USDOT Safety Rating. Trinity utilizes approximately 603 passenger carrying vehicles and has 449 drivers in its operations.

14. Trinity Student. Trinity Student is a passenger motor carrier primarily providing non-regulated 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 Trinity Student has no assigned USDOT Safety Rating. Trinity Student holds interstate carrier operating authority under FMCSA Docket No. MC-836335. Trinity Student utilizes approximately 54 passenger vehicles and has 44 drivers in its operations.

15. White Plains. White Plains is a passenger motor carrier doing business as Suburban Paratransit Service, and primarily provides non-regulated 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 326 passenger vehicles and 285 drivers.

16. Wise. is 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. Wise’s principal place of business is located at 1312 Central Court, Hermitage, TN 37076. The USDOT Number assigned to Wise is 763412. Wise holds interstate carrier operating authority under FMCSA Docket No. MC-343763, and Wise has a “Satisfactory” USDOT Safety Rating. In providing its services, Wise utilizes approximately 63 passenger vehicles and 83 drivers.

17. 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. Sellers. As stated in the introductory paragraph of this Application, Sellers collectively own all of the outstanding equity shares of Fox. No Seller has any direct or indirect ownership interest in any interstate passenger motor carrier other than Fox.

D. Fox. Fox is a Massachusetts corporation, doing business as Silver Fox Coaches, with its principal place of business at 3 Silver Fox Drive, Millbury, MA 01527. Fox was founded in 1978 and operates as a motor carrier providing airport shuttle services at Framington, MA, to and from Boston Logan International Airport; interstate and intrastate passenger charter services in the commonwealth of Massachusetts and surrounding areas; and tour services in and to areas of Boston, New York City, and other areas of New England. The USDOT Number assigned to Fox is 40205. For purposes of its interstate passenger

operations, Fox holds interstate carrier operating authority under FMCSA Docket No. MC-102676, and Fox has a “Satisfactory” USDOT Safety Rating. In providing its services, Fox utilizes approximately 30 passenger vehicles and 51 drivers.

E. Summary Table. The attached Schedule A also sets forth the USDOT Numbers, FMCSA Docket Numbers, and USDOT Safety Ratings, as applicable, of the Sellers and Fox.

II. Description of the Contemplated Transaction.

The event triggering STB jurisdiction is the contemplated acquisition of all of the outstanding equity shares of Fox by National Express, the effect of which will be to place Fox under the control of National Express. As such, STB’s jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves “acquisition of control of a carrier [*i.e.*, Fox] 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. Other Federally Regulated Carrier Affiliates.

Other than National Express, the National Express Affiliated Carriers, and Fox 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 National Express, the National Express

Affiliated Carriers and Fox 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 in the Service Area (below defined). National Express anticipates that services available to the public will be improved as operating efficiencies are realized and additional services and capacity are made available. For at least the foreseeable future, the services currently provided by Fox will continue to be provided by Fox under the same name used to provide such services prior to the Contemplated Transaction. Fox will continue to operate, but going forward, will be operating within the National Express corporate family, an organization that is thoroughly experienced in passenger transportation operations.

The addition of Fox 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 will bring under its control Fox, which is experienced 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 capacity of National Express, is expected to result in improved operating efficiencies,

increased equipment utilization rates, and cost savings derived from economies of scale within Fox, all of which will help to ensure the provision of adequate service to the public in the Service Area.

Bringing Fox 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. The continued viability of all the carriers assures the continued availability of adequate passenger transportation service for the public in the Service Area.

B. Fixed Charges. Fixed charges are not contemplated to have a material impact on the Contemplated Transaction.

C. Employee Interests. It is the current intention of National Express to continue the existing operations of Fox and as such, the Contemplated Transaction is not expected 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 such 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 the 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 STB 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).

Fox is a relatively small carrier in the overall markets in which it competes: charter and tour motor coach services in the areas of Boston, Springfield, and Worcester, MA; Providence, RI; and Manchester/Nashua, NH, with the surrounding New England area (the “Service Area”); and shuttle services on behalf of Massport Shuttle, at Framington, MA, to and from Boston Logan International Airport.

The population and demand for charter and tour services in the Service Area are expected to continue to increase in the foreseeable future. Fox competes directly with other passenger charter and tour service providers in the Service Area, which is an extremely competitive market due to the significant number of national, regional and local charter

providers operating within the Service Area. Among Fox's motor carrier competitors in the Service Areas are the following:

In Massachusetts: A Yankee Line, AA Transportation, Academy Bus, Brush Hill Tours, Dattco, FTI Coach, King Ward Coach Lines, Lizak Bus Service, Local Motion, MBT Coaches, McGinn, New Travel, Paul Revere, Peter Pan Bus, Rukstela Transportation, Strong Coach, Travel Kuz, and Wilson Bus Lines;

In Rhode Island: Academy Bus, Bloom Coach, Dattco, Fisher Bus, Flagship Trailways, FTI Coach, and MDT Bus; and

In New Hampshire: A Yankee Line, Coach Company, MBT Coaches, NorthEast Charter, and Wilson Bus.

There are also a number of passenger transportation arrangers or brokers for charter and tour services that operate within the Service Area. Passenger motor coach charter providers are also in competition with scheduled rail transportation and a number of scheduled airlines within the Service Area.

The Service Area of Fox is geographically dispersed from service areas of the National Express Affiliated Carriers in regard to interstate charter and tour service offerings, and there is very limited overlap in the service areas and/or in customer bases among the National Express Affiliated Carriers and Fox in that regard. 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.

Board approval of this Application will allow the acquisition of control of Fox 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 of this Application will continue to satisfy 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. Fox. Fox 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

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.”

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, and Fox and the Sellers 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 Transit Corporation

Dated: August 29, 2019

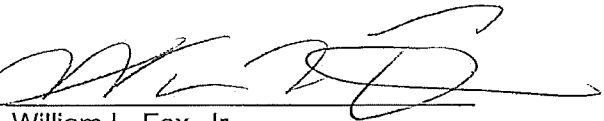
By: JACrawford
Judith A. Crawford
CEO of Transit and Executive Vice
President of Commercial Development

B. Verification of Fox and the Sellers. 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 Fox and the Sellers, as applicable, in connection with this Application is true and correct. Further, each of the undersigned with respect to Fox and the Sellers, respectively, is qualified and authorized on behalf of Fox and the Sellers, respectively, to submit this verification and authorize the filing of this Application. In addition, each of the undersigned Sellers 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.

"Fox"

Fox Bus Lines, Inc.

Dated: August 28, 2019

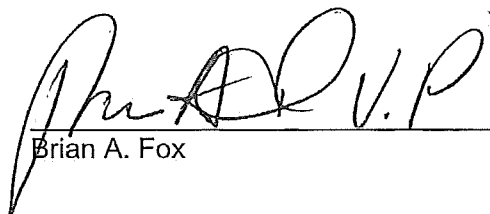
By: 

William L. Fox, Jr.
President

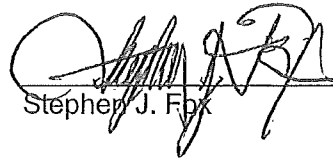
[Signatures continue on the following page]

"Sellers"

Dated: August 28, 2019


Brian A. Fox

Dated: August 28, 2019



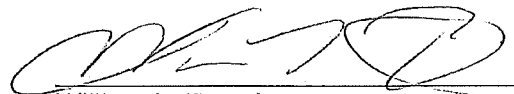
Stephen J. Fox

Dated: August 28, 2019



Catherine Fox

Dated: August 28, 2019



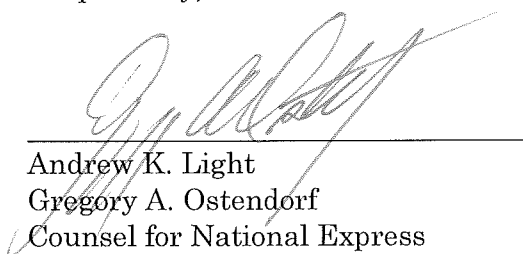
William L. Fox, Jr.

XIII. Applicant National Express' Legal Counsel.

National Express Transit Corporation

Andrew K. Light
Gregory A. Ostendorf
Scopelitis, Garvin, Light, Hanson & Feary, P.C.
10 W. Market Street, Suite 1400
Indianapolis, IN 46204
(317) 637-1777

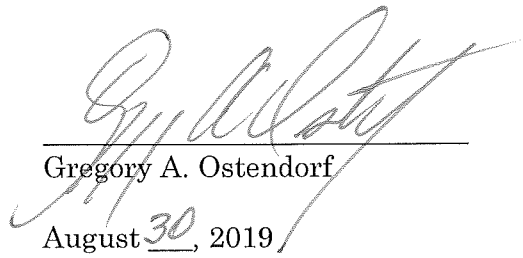
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for National Express
Transit Corporation

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 overnight courier on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf
August 30, 2019

<u>Schedule A</u>			
<u>Entity or Person Names</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>
<u>The Purchaser:</u>			
National Express Transit Corporation	2430646	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
Chicagoland Coach Lines LLC	2532398	MC-960629	Satisfactory
Durham School Services, L.P.	350651	MC-163066	Satisfactory
New Dawn Transit LLC	2794740	MC-932702	None
Petermann Ltd.	821384	MC-364668	Satisfactory
Petermann Northeast LLC	2058860	MC-723926	None
Petermann STSA, LLC	2133951	MC-749360	Satisfactory
Quality Bus Service LLC	1785963	MC-680863	Satisfactory
Queen City Transportation, LLC	224683	MC-163846	Satisfactory
Free Enterprise System/Royal, LLC	1678014	MC-616987	Satisfactory
Trans Express Inc.	530250	MC-187819	Satisfactory

Trinity, Inc.	822553	MC-364003	Satisfactory
Trinity Student Delivery, LLC	2424638	MC-836335	None
White Plains Bus Company, Inc.	25675	MC-160624	Satisfactory
Wise Coaches, Inc.	763412	MC-343763	Satisfactory
<u>The Sellers:</u>			
Brian A. Fox, Stephen J. Fox, Catherine Fox, and William L. Fox, Jr.	None	None	None
<u>Fox:</u>			
Fox Bus Lines, Inc.	40205	MC-102676	Satisfactory