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April 16, 2004

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, DC 20423-0001

210628 / 210627

**Re: Finance Docket No. MC-F-21006, Stage Coach Group PLC and Coach USA, Inc. --
Acquisition and Consolidation of Assets -- Rockford Coach Lines, LLC
EXPEDITED ACTION REQUESTED**

Dear Secretary Williams:

Enclosed please find an original and ten copies of the Application of Stagecoach Group PLC and related entities for the acquisition of certain assets of Rockford Coach Lines, LLC, together with a Request for Interim Approval of that acquisition pursuant to 49 C.F.R. § 1182.7. A draft federal register notice is also submitted for the Board's consideration.

Please note that expedited action is requested with respect to the Request for Interim Approval in order to allow for a closing of the transaction described in the Application on or about May 3, 2004. Applicants therefore request Board action on the Request for Interim Approval be taken by or before April 29, 2004.

Filing fees totaling \$3,000 are enclosed for the request for interim approval and the permanent application. A disc containing these filings is also submitted herewith.

Thank you for your cooperation.

Respectfully,

David H. Coburn
Attorney for Applicants

Enclosures

WASHINGTON

PHOENIX

LOS ANGELES

LONDON

BRUSSELS

ENTERED
Office of Proceedings

APR 19 2004

Part of
Public Record

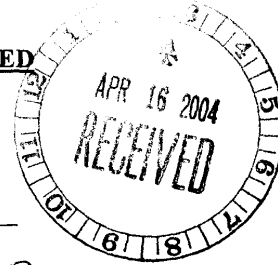
EXPEDITED ACTION RESPECTFULLY REQUESTED

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. MC-F-21006

**STAGECOACH GROUP PLC AND COACH USA, INC., et al.
-- ACQUISITION AND CONSOLIDATION OF ASSETS -- ROCKFORD COACH
LINES, L.L.C.**

**VERIFIED APPLICATION AND
REQUEST FOR INTERIM APPROVAL**



FILED

APR 16 2004

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ENTERED
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Attorneys for Stagecoach
Group PLC; SCUSI Limited;
Coach Administration, Inc.; Coach USA,
Inc.; and Sam Van Galder, Inc.

FEE RECEIVED

APR 16 2004

April 16, 2003

**SURFACE
TRANSPORTATION BOARD**

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. MC-F-21006 TA

210627

**STAGECOACH GROUP PLC AND COACH USA, INC., et al.
-- ACQUISITION AND CONSOLIDATION OF ASSETS -- ROCKFORD COACH
LINES, L.L.C.**

REQUEST FOR INTERIM APPROVAL

Pursuant to 49 U.S.C. § 14303(i) and the Board's rules at 49 C.F.R. §1182.7, Applicants Stagecoach Group, PLC; Coach USA, Inc. and Sam Van Galder, Inc., together with related co-applicants described below, hereby request interim approval for the acquisition of certain properties from Rockford Coach Lines, L.L.C. ("Rockford") related to that carrier's provision of motor passenger service. Such interim approval is warranted because, as described further below, failure to grant such approval may result in the loss of those assets or in their substantial devaluation for purposes of providing adequate and continuous service to the public. The parties respectfully request that the Board act on this Request for Interim Approval by no later than April 29, 2004 as they are planning on closing the Transaction on or about May 3, 2004.

By the Verified Application ("Application") accompanying this Request for Interim Approval, Coach USA, Inc. and its wholly owned motor passenger carrier subsidiary Sam Van Galder, Inc. ("Van Galder"), together with certain co-applicants, seek authority to control and operate certain assets of Rockford pursuant to a transaction

between these parties ("Transaction"). Following the consummation of that Transaction, Rockford, which is in a financially difficult situation, will cease providing motor passenger service. A grant of interim approval will allow Van Galder to utilize the assets being acquired in providing bus service to persons following Rockford's planned cessation of operations in early May, well before final Board action on the Application, which will not come before the end of June at the earliest, assuming no adverse comments are filed.

The circumstances warranting grant of this Request for interim approval are met here because, as noted, failure to grant such an interim approval may result in the destruction or injury of the Rockford properties and may substantially interfere with the future usefulness of the Rockford properties in providing adequate and continuous service to the public. Specifically, Rockford has been losing substantial sums of money in its operations for an extended period of time. These losses have reached the point that Rockford's owner, Greyhound Lines, Inc., has determined that it no longer can afford to absorb the losses from those operations, raising the real risk that Rockford would be forced to cease or at least severely curtail operations. The parties have thus agreed to a prompt sale and purchase of the Rockford assets in order that operations will not be discontinued. In that regard, Coach USA has indicated that it is willing to continue providing service of the type now being offered by Rockford provided that the Transaction it has negotiated with Rockford is approved by the Board on an interim basis, and that there is no cessation in Rockford's business operations pending Board consideration of the Transaction. Given Rockford's substantial losses, interim approval will ensure that there will be no such cessation of operations and that the assets that

Coach USA has contracted to purchase will retain their value and be put to use for the benefit of the public during the regulatory proceeding. The assets that would be acquired by Van Galder include Rockford's name, service marks, trademarks and charter contracts, as well as Rockford's interstate operating authority.

Finally, while this request for interim approval is being made with relatively short notice, business reasons have dictated the timing of this request. Coach and Greyhound only reached a final deal for the Rockford merger on April 15, 2004, and this Request and accompanying Application has been filed as soon as possible thereafter. Moreover, as noted above, if interim approval is not granted quickly, Rockford may have to completely cease operations which will result in great injury to the traveling public in Northern Illinois and, in particular, at Chicago's O'Hare International Airport.

The Board has granted interim approval applications on very short notice in recent years, and in circumstances similar to those described here. *See Holland America Line - Westours, Inc. - Control - Westours Motor Coaches, Inc., Evergreen Trails, Inc., Westmark Hotels of Canada Ltd., and Horizon Coach Lines Ltd.*, STB Docket No. MC-F-20988 TA (served Feb. 1, 2002) (granting application for interim approval seven days following filing where destruction of, or injury to, assets was threatened); *Northwest Motor Coach L.L.C. --Control--Evergreen Stage Line, Inc. and Evergreen Bus Co., Inc.*, STB Docket No. MC-F-20956 (served Oct. 18, 1999) (application for interim approval granted within two weeks of filing where current owners were unwilling to make further investment in carriers); *Colorado Mountain Express, Inc. and Airport Shuttle Colorado, Inc. d/b/a Aspen Limousine Service, Inc. -- Consolidation and Merger (Interim Approval) -- Colorado Mountain Express*, STB Docket No. MC-F-20902 TA (served Nov. 12,

1996) (granting interim approval application filed on Nov. 1, 1996 in circumstances where continued operating losses threatened destruction or injury to property of acquired carrier.)

For the above reasons, the parties request that interim approval for the Transaction be granted by April 29, 2004 in order to preserve the Rockford properties and to meet the Applicants' business needs to close the transaction on or about May 3, 2004.

Respectfully submitted,



Betty Jo Christian

David H. Coburn

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Attorneys for Stagecoach Group
PLC; SCUSI Limited; Coach
Administration, Inc.; Coach USA,
Inc.; and Sam Van Galder, Inc.

April 16, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**FINANCE DOCKET NO. MC-F-21006
STAGECOACH GROUP PLC AND COACH USA, INC., et al.
-- ACQUISITION AND CONSOLIDATION OF ASSETS -- ROCKFORD COACH
LINES, L.L.C.**

VERIFIED APPLICATION

Pursuant to 49 U.S.C. § 14303 and the Board's rules at 49 CFR Part 1182, Stagecoach Group PLC ("Stagecoach") and Coach USA, Inc. ("Coach USA"), both non-carriers that control motor passenger carriers, together with related co-applicants, seek authority to acquire and consolidate with a Coach-controlled motor passenger carrier the assets of another motor passenger carrier. Specifically, the transaction underlying this Application ("Transaction") contemplates that a Coach USA-controlled motor passenger carrier, Sam Van Galder, Inc. ("Van Galder") would acquire assets from Rockford Coach Lines, L.L.C. ("Rockford"), a wholly owned motor passenger carrier subsidiary of Greyhound Lines, Inc.¹ Rockford would thereafter cease to provide bus transportation.

¹ Van Galder's control by Coach was approved by the Board in MC-F-20952, *Coach USA, Inc. and Coach USA North Central, Inc. -- Control -- G.W. Transportation, Inc. and Sam Van Galder, Inc.*, served Sept. 15, 1999. Greyhound's approval of control of the assets of the carrier now known as Rockford was approved by the Board in MC-F-20991, *Greyhound Lines, Inc., et al -- Acquisition of Assets -- Southeastern Trailways, Inc. and Peoria-Rockford Bus Co.* (served Aug. 27, 1998). The Board subsequently

Van Galder, which currently operates in the same general area as Rockford, would offer transportation service to Rockford's charter and other customers, at least initially using Rockford's name and other attributes of Rockford's business.

The related co-applicants are non-carrier subsidiaries of Stagecoach (collectively, the "Intermediate Subsidiaries") that are intermediate in the corporate chain connecting Stagecoach with Coach, specifically, SCUSI Limited and Coach Administration, Inc. Verification statements executed by each of the parties to this Application, including Rockford, attesting to the facts set forth in the Application are attached.²

I. INTRODUCTION AND DESCRIPTION OF TRANSACTION

The Board has previously approved the control of numerous federally-regulated motor carriers by Stagecoach, Coach USA and the Intermediate Subsidiaries. By the Transaction underlying this Application, Stagecoach, Coach, the Intermediate Subsidiaries and Van Galder seek authorization to acquire and, through Van Galder, utilize the acquired properties of Rockford, which would simultaneously cease operations.³ Among the properties that would be acquired are Rockford's name,

approved control by Laidlaw Inc. of Greyhound (and carriers controlled by Greyhound, including Rockford) in MC-F-20940, *Laidlaw, Inc. and Laidlaw Transit Acquisition Corp. -- Merger -- Greyhound Lines, Inc.* (served Dec. 17, 1998). Greyhound controls Rockford through a non-carrier, GLI Holding Company.

² In addition, Applicants have supplied the Board with a draft Federal Register Notice.

³ The Transaction is subject to Board approval pursuant to 49 U.S.C. § 14303(a) (1) and (2), which require approval for the consolidation or merger of the properties of at least two carriers into one operation and for the purchase of the property of another carrier by a carrier. The Interstate Commerce Commission determined that a transaction involving the acquisition of assets by one carrier from another, coupled with the cessation of operations by the carrier transferring those assets, is the type of transaction requiring regulatory approval under the predecessor to Section 14303. *See, e.g., Raymond Bros.*

trademarks, service marks, telephone numbers, customer lists, sales records, charter contracts, an airport ticket booth and the federally-issued interstate operating authorities of Rockford (subject to approval of such transfer by the Federal Motor Carrier Safety Administration), as well as a variety of other assets.

The Transaction is evidenced by an Assignment, Bill of Sale and Agreement ("Agreement") that the parties entered on April 15, 2004, pursuant to which the Rockford assets described in that Agreement are being purchased by Coach USA and Van Galder. Van Galder anticipates that, following approval of this transaction by the Board, it will provide service identical to that currently operated by Rockford, utilizing the acquired Rockford assets in combination with its own assets. Accordingly, it is anticipated that the traveling public will experience a seamless continuation of motorcoach operations. Also as part of the Agreement, Rockford, its parent and affiliated companies have agreed not to provide service on any of the regular routes currently served by Rockford for a period of time described in the Agreement or, subject to certain exceptions, to engage for that period in certain other transportation activities in the general area in which Rockford currently provides service.

Approval of this Application is consistent with the public interest standard set forth in 49 U.S.C. § 14303(b), as discussed further below. Further, for reasons set forth in an accompanying Request for Interim Approval, the parties seek interim control of the Rockford assets pending action on this Application in order thereby to preserve the value of the Rockford assets, which may otherwise be at risk.

Motor Transportation, Inc. -- Purchase -- North American Creameries, Inc., 37 M.C.C. 431, 432-33 (1941).

II. DESCRIPTION OF THE PARTIES TO THE TRANSACTION

The parties to this transaction are as follows:

A. Stagecoach Group PLC and the Intermediate Subsidiaries

Stagecoach Group PLC is a public limited company organized under the laws of Scotland. Its principal executive offices are located at 10 Dunkeld Road, Perth PH1 5TW, Scotland. It was formed in 1980 and registered as a public limited company in 1991. Stagecoach, and the four Intermediate Subsidiaries, acquired control of Coach USA in September 1999, following the Board's decision approving such control in Finance Docket No. MC-F-20948, *Stagecoach Holdings PLC – Control – Coach USA, Inc. et al.* (served July 22, 1999).

With operations in several countries, Stagecoach is one of the world's largest providers of passenger transportation services through the operation of bus and train services. Stagecoach also has been a leader in providing transit services pursuant to privatization programs.

Stagecoach's transportation business is conducted through a series of operating divisions. Its U.K. Bus Division currently operates several thousand motorcoaches through several regional bus companies in the U.K. In addition to Coach operations in the United States and Canada, Stagecoach's Overseas Bus Division operates buses and coaches through operating companies or joint ventures in New Zealand. The Rail Division operates three rail franchises in the U.K.: South West Trains, Island Line and the Sheffield Supertram. In addition, Stagecoach holds a 49% equity interest in Virgin Rail Group Limited, which operates rail franchises in the U.K.

For the fiscal year ended April 30, 2003, Stagecoach had total revenues of over \$3.2 billion. Stagecoach is listed on the London Stock Exchange, and had a market capitalization, as of August 31, 2003, of \$1.6 billion.⁴ Stagecoach and its subsidiaries operate about 16,000 vehicles and rolling stock and employ approximately 30,000 persons worldwide.

SCUSI Limited, a UK entity, is a wholly owned subsidiary of Stagecoach. Both are corporations organized under the laws of England and Wales. SCUSI owns all of the shares of Coach USA Administration, Inc., a Nevada corporation, which in turn wholly owns Coach USA, Inc. While none of these intermediary entities is itself a carrier, each controls the same carriers controlled by Stagecoach and Coach.⁵

B. Coach USA, Inc./Sam Van Galder, Inc.

Coach USA is a Delaware corporation with headquarters at 1 Riverway, Suite 500, Houston, TX 77056. Coach USA is not a regulated carrier, but controls numerous motor passenger carriers ("Operating Carriers") that hold federally-issued interstate operating authority, as well as several non-federally regulated bus and taxicab companies. Coach USA's control of the federally-authorized carriers has been exempted or approved by the Board in numerous previous proceedings. By virtue of its control of the Operating Carriers, Coach USA has been able to offer those Carriers the variety of financial and management benefits described in its prior control petitions and applications, and

⁴ All dollar figures are based on a conversion ratio of £1:\$1.47.

⁵ The corporate structure described above reflects the recently-consummated intra-corporate transaction exempted by the Board in MC-F-21005, *Coach USA, Inc. -- Intra-Corporate Transaction* (served March 12, 2004).

discussed further below. The annual gross operating revenues for the Operating Carriers for the twelve month period ended with the date of this Application far exceed the \$2 million threshold for Board jurisdiction.

Sam Van Galder, Inc. is one of the Coach USA-controlled Operating Carriers. Van Galder is headquartered at 715 South Pearl Street, Janesville, WI 53545 and engages in regular route and charter service in Wisconsin and Illinois. Van Galder also engages in airport services, including on the routes between various points in Wisconsin and Illinois, including Rockford, IL, and O'Hare International Airport, on which route it competes with Rockford. Van Galder operates under authority issued to it by the Interstate Commerce Commission and successor agencies in Docket No. MC-112422.

C. Rockford Coach Lines, L.L.C.

Rockford Coach Lines, L.L.C. is a Delaware limited liability company, and a wholly owned subsidiary of Greyhound Lines, Inc., with headquarters at 5247 American Road, Rockford, IL 61109. Rockford currently operates a fleet of 19 buses, providing regular route service between points in and around Rockford, IL and O'Hare International Airport, as well as charter and tour service in the Northern Illinois area and charter operations between that area and points in the United States. Rockford provides these services pursuant to operating authorization issued to it by the Interstate Commerce Commission and successor agencies in Docket MC-66810.

III. JURISDICTIONAL STATEMENT

Coach USA and the carriers it controls have earned operating revenues well in excess of \$2 million during the twelve-month period preceding the date of this

application. Accordingly, the jurisdictional threshold is met with respect to the acquisition of control that is the subject of this Application.

IV. OPERATING RIGHTS

Copies of the federal operating authorities issued to Rockford are attached to this Application.

V. GRANTING THIS APPLICATION IS CONSISTENT WITH THE PUBLIC INTEREST

The Board is required to approve the proposed transaction if it finds that the transaction is consistent with the public interest. 49 U.S.C. § 14303(b). In making its public interest determination, the Board is obligated to consider (1) the effect of the proposed acquisition of control on the adequacy of service to the public, (2) the impact on total fixed charges and (3) the interests of carrier employees. Judged by each of these factors, granting this Application would be consistent with the public interest.

As a result of the proposed acquisition of control of the Rockford assets by Van Galder, the value of those assets for motor passenger operations will be preserved and the public will be assured of continued efficient and adequate service.⁶ The advantages to the traveling public from the Transaction are similar to those which have accrued, and will continue to accrue, as a result of each of the previous transactions to which Coach USA has been a party. As described in the Board's prior decisions concerning Coach's acquisition of control of bus carriers, these benefits include access to substantial capital resources, favorable restructuring of debt, significant interest cost savings, and reduced

⁶ The parties have simultaneously requested that the Board issue interim authority for Van Galder to acquire and control the assets at issue to avoid the possibility that those assets might be devalued during the pendency of this proceeding.

operating costs resulting from Coach USA's enhanced volume purchasing power.⁷ For example, the Operating Carriers, and in turn their passengers, benefit from the reduced insurance premiums that Coach USA has been able to negotiate, as well as from Coach USA's ability to achieve volume discounts on the purchase of equipment and fuel. Van Galder's service to the public on the routes currently served by Rockford, which will be the consequence of Board approval of the Transaction, will be enhanced by these same benefits. Further, the Transaction will have no adverse impact on Van Galder's fixed charges.

Although Van Galder currently competes with Rockford with respect to Rockford/O'Hare service, Van Galder will face competition or potential competition from other bus companies, private vehicles and other transportation modes in connection with the services at issue, just as it does in connection with the services it provides today. Thus, the traveling public will continue to have transportation options following any Board approval of this Application. The bus industry is characterized by numerous competitors and low entry barriers which, combined with strong intermodal competition, eliminates any realistic opportunity for predation or monopoly pricing. See GLI Acquisition Company – Purchase – Trailways Lines, Inc., 4 I.C.C.2d 591, 600-01

⁷ See, e.g., *Notre Capital Ventures II, LLC and Coach USA, Inc. -- Control Exemption -- Arrow Stage Lines, Inc.; Cape Transit Corp.; Community Coach, Inc.; Community Transit Lines, Inc.; Grosvenor Bus Lines, Inc.; H.A.M.L. Corp.; Leisure Time Tours; Suburban Management Corp.; Suburban Trails, Inc.; and Suburban Transit Corp.*, STB Finance Docket No. 32876 (Sub No. 1) (served May 3, 1996) ("*Coach/Arrow*"); *Coach USA, Inc. -- Control Exemption -- American Sightseeing Tours, Inc.; California Charters, Inc.; Texas Bus Lines, Inc.; Gulf Coast Transportation, Inc.; and K-T Contract Services, Inc.*, STB Finance Docket No. 33073 (served Nov. 8, 1996) ("*Coach/American*").

(describing the bus industry's relatively small share of a competitive passenger transportation market dominated by other modes, particularly the private automobile). As the Board concluded at page 6 of *Coach/Arrow*,

With the low entry barriers and the pervasive intramodal and intermodal competition that characterizes the bus industry, most opportunities for abuse of market power are effectively foreclosed.

See also Coach/American at 5.

The Transaction contemplates that prior to the closing date, Van Galder may offer employment to all, some or none of the current Rockford employees, such employment to commence on or after closing. While current Rockford employees not offered positions by Van Galder will lose their current employment following the Transaction, it is anticipated that in the absence of the Transaction, Rockford would cease operations, resulting in the certain loss of employment for all of its current employees.

Finally, Board approval of this Application will allow the acquisition of control of the Rockford assets to be accomplished without the approval of state regulatory authorities, thus relieving the parties from potentially burdensome regulatory requirements. *See* 49 U.S.C. 14303(f), which provides that parties to approved transactions may effectuate such transactions and exercise control without the approval of any state authorities and exempts the parties to the transaction from the application of federal, state, and municipal law as necessary to allow them to carry out the transaction. *See Coach/Arrow* at 7 (finding that issuance of an exemption "will insulate petitioners from burdensome State regulations applicable to intrastate operating authorities and leave

them with greater resources to support existing and future transportation services");

Coach/American at 6 (same).⁸

VI. SAFETY FITNESS/INSURANCE COVERAGE CERTIFICATION

Van Galder holds a satisfactory safety rating issued by the U.S. Department of Transportation, as does Rockford. Both carriers also have in place the requisite amount of insurance to comply with the requirements of the Federal Motor Carrier Safety Administration.

VII. CERTIFICATION OF DOMICILE

None of the entities involved in the transaction at issue is domiciled in Mexico or owned or controlled by persons of that country.

VIII. THE PROPOSED ACQUISITION WILL NOT HAVE A SIGNIFICANT ENVIRONMENTAL IMPACT

The Transaction contemplates only assumption of control of certain motor carrier assets, and the cessation of bus operations by Rockford. As the Board has found with respect to previous Coach USA acquisitions, there will be no significant effect on the quality of the human environment or the use of energy resources, and environmental

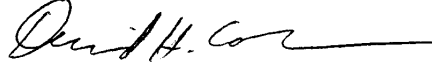
⁸ See *Colorado Mountain Express, Inc., and Airport Shuttle Colorado, Inc., d/b/a Aspen Limousine Service, Inc. -- Consolidation and Merger -- Colorado Mountain Express*, STB No. MC-F-20902 (served Feb. 28, 1997) (Board approval of bus merger under section 14303 preempts state laws concerning transfer of intrastate operating authority held by merged carrier). See also *Board of Trustees of Trucking Employees 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"); *Washington Trucking Inc. -- Purchase Exemption -- Maddox Transfer*, 7 I.C.C. 2d 372, 378-80 (1991), *aff'd*, *Oregon Pub. Util. Comm'n v. ICC*, 979 F.2d 778, 780-81 (9th Cir. 1992); *Herman Bros., Inc. -- Purchase Exemption -- Thompson Truck Line*, 7 I.C.C. 2d 382, 386-87 (1991), *aff'd*, *Minnesota Transp. Regulation Bd. v. ICC*, 966 F.2d 335, 338-39 (8th 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).

regulation pursuant to 49 C.F.R. § 1105.7 is unnecessary. *Coach/Arrow* at 7;
Coach/American at 6.

CONCLUSION

The Board should grant this Application for all of the reasons described above.

Respectfully submitted,



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Attorneys for Stagecoach Group
PLC; SCUSI Limited; Coach
Administration, Inc.; Coach USA,
Inc.; and Sam Van Galder, Inc.

April 16, 2004

OPERATING AUTHORITIES

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

C-15.1

NO. MC 66810*

SERVICE DATE
JUNE 8, 1967

PEORIA-ROCKFORD BUS COMPANY
A CORPORATION
ROCKFORD, ILLINOIS

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1,
held at its office in Washington, D. C., on the 8th day of
June, A. D. 1967.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

REGULAR ROUTES:

Passengers and their baggage, and express and newspapers in the same vehicle with passengers,

Between Wenona, Ill., and Bloomington, Ill., serving all intermediate points:

From Wenona over U. S. Highway 51 to Bloomington, and return over the same route.

Between Metamora, Ill., and junction U. S. Highway 51 and Illinois Highway 116 (near Woodford, Ill.), serving the intermediate points of Roanoke and Benson, Ill.:

From Metamora over Illinois Highway 116 to junction U. S. Highway 51, and return over the same route.

Between Rockford, Ill., and Beloit, Wis., serving all intermediate points:

From Rockford over Illinois Highway 2 to the Illinois-Wisconsin State line, and thence over city streets to Beloit, and return over the same route.

Between Milwaukee, Wis., and Beloit, Wis., serving all intermediate points:

From Milwaukee over Wisconsin Highway 59 to junction Wisconsin Highway 26, thence over Wisconsin Highway 26 to junction U. S. Highway 51 at Janesville, Wis., and thence over U. S. Highway 51 to Beloit, and return over the same route.

Passengers and their baggage, and express, in the same vehicle with passengers,

Between Metamora, Ill., and Peoria, Ill., serving all intermediate points:

From Metamora over Illinois Highway 116 to East Peoria, Ill., thence over U. S. Highway 150 to Peoria, and return over the same route.

Between Rockford, Ill., and Wenona, Ill., serving all intermediate points:

From Rockford over U. S. Highway 51 to Wenona, and return over the same route.

The above-described authority to transport passengers was issued pursuant to an application filed on or before January 1, 1967, and therefore incidental charter operations in interstate or foreign commerce may be conducted under rules and regulations prescribed by the Commission pursuant to section 208(c) of the Interstate Commerce Act, as amended November 10, 1966.

NO. MC 66810*, SHEET NO.3

AND IT IS FURTHER ORDERED, That this certificate shall supersede Certificate No. MC 66810, issued February 24, 1967, as modified by order entered April 6, 1967, and that said certificate be, and it is hereby, canceled.

By the Commission, division 1.

H. NEIL GARSON,
Secretary

(SEAL)

*This certificate embraces the operating rights in the certificate superseded and canceled in the last ordering paragraph above.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

C-15.1

SERVICE DATE
APRIL 16, 1963

NO. MC 66810 SUB 12*

PEORIA-ROCKFORD BUS COMPANY,
A CORPORATION,
ROCKFORD, ILLINOIS

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1,
held at its office in Washington, D. C., on the 16th day of
April, A. D., 1963.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

REGULAR ROUTES:

Passengers and their baggage, and express and newspapers, in the same vehicle with passengers,

Between Peoria, Ill., and Streator, Ill., serving all intermediate points:

From Peoria over Business Route U. S. Highway 150 (formerly City U. S. Highway 150) to East Peoria, Ill., thence over U. S. Highway 150 to junction Illinois Highway 116, thence over Illinois Highway 116 to Metamora, Ill., thence over Illinois Highway 89 to junction Illinois Highway 17 at or near Varna, Ill., thence over Illinois Highway 17 to junction Illinois Highway 179, thence over Illinois Highway 179 to junction Illinois Highway 18, and thence over Illinois Highway 18 to Streator, and return over the same route.

Between Ottawa, Ill., and junction Illinois Highways 89 and 17, at or near Varna, Ill., serving all intermediate points:

From Ottawa over Illinois Highway 23 to Streator, Ill., thence over Illinois Highway 18 to junction Illinois Highway 179, thence over Illinois Highway 179 to junction Illinois Highway 17, and thence over Illinois Highway 17 to junction Illinois Highway 89 at or near Varna, and return over the same route.

Between Joliet, Ill., and Ottawa, Ill., serving all intermediate points:

From Joliet over U. S. Highway 6 to Ottawa, and return over the same route.

Any duplication of authority granted herein or to the extent that such authority duplicates any heretofore granted to or now held by carrier shall not be construed as conferring more than one operating right.

AND IT IS FURTHER ORDERED, That this certificate shall supersede Certificate No. MC 109780, issued December 24, 1959, with respect to that portion of the operating rights acquired by the above-named carrier pursuant to MC-F 8107, assigned No. MC 66810 Sub 12, and that said certificate be, and it is hereby, canceled to that extent.

By the Commission, division 1.

(SEAL)

HAROLD D. McGOY,
Secretary

*This certificate embraces the operating rights in the certificate superseded and canceled to the extent noted in the last ordering paragraph above.

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

C-15.1

SERVICE DATE
SEPTEMBER 9, 1965

NO. MC 66810 SUB 15

PEORIA-ROCKFORD BUS COMPANY,
A CORPORATION,
ROCKFORD, ILLINOIS

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1,
held at its office in Washington, D. C., on the 9th day of
September, A. D., 1965.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

AND IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

REGULAR ROUTES:

Passengers and their baggage, in the same vehicle with passengers and express and newspapers,

Between Morris, Ill., and Chicago, Ill., serving the intermediate point of Joliet, Ill.:

From Morris north over Illinois Highway 47 to junction Interstate Highway 80, thence east and northeast over

Interstate Highway 80 to junction Interstate Highway 55, thence northeast over Interstate Highway 55 to junction U. S. Highway 52, thence east over U. S. Highway 52 to Joliet, Ill., thence north and east over U. S. Highway 66A to junction U. S. Highway 66, thence north and east over U. S. Highway 66 to junction Interstate Highway 294 (Tri-State Tollway), thence north over Interstate Highway 294 (Tri-State Tollway) to junction Interstate Highway 90 (Congress Expressway), thence east over Interstate Highway 90 to Chicago, and return over the same route.

By the Commission, division 1:

(SEAL)

H. NEIL GARSON,
Secretary

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

C-15.1

NO. MC 66810 SUB 16

SERVICE DATE
AUGUST 25, 1965

PEORIA-ROCKFORD BUS COMPANY,
A CORPORATION,
ROCKFORD, ILLINOIS

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1,
held at its office in Washington, D. C., on the 25th day of
August, A. D., 1965.

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

AND IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

REGULAR ROUTES:

Passengers and their baggage in the same vehicle with passengers, and express and newspapers,

Between Rockford, Ill., and Dixon, Ill., serving the intermediate points of Byron, Oregon, and Grand Detour, Ill.:

From Rockford over Illinois Highway 2 to Dixon, and return over the same route.

By the Commission, division 1.

(SEAL)

H. NEIL GARSON,
Secretary

INTERSTATE COMMERCE COMMISSION
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

C-15.1
Pass.

NO. MC 66810 SUB 20

PEORIA-ROCKFORD BUS COMPANY
(A CORPORATION),
ROCKFORD, ILLINOIS

SERVICE DATE

MAR 2 1978

AFTER DUE INVESTIGATION, It appearing that the above-named carrier has complied with all applicable provisions of the Interstate Commerce Act, and the requirements, rules, and regulations prescribed thereunder, and, therefore, is entitled to receive authority from this Commission to engage in transportation in interstate or foreign commerce as a motor carrier; and the Commission so finding;

IT IS ORDERED, That the said carrier be, and it is hereby, granted this Certificate of Public Convenience and Necessity as evidence of the authority of the holder to engage in transportation in interstate or foreign commerce as a common carrier by motor vehicle; subject, however, to such terms, conditions, and limitations as are now, or may hereafter be, attached to the exercise of the privileges herein granted to the said carrier.

IT IS FURTHER ORDERED, and is made a condition of this certificate that the holder thereof shall render reasonably continuous and adequate service to the public in pursuance of the authority herein granted, and that failure so to do shall constitute sufficient grounds for suspension, change, or revocation of this certificate.

AND IT IS FURTHER ORDERED, That the transportation service to be performed by the said carrier in interstate or foreign commerce shall be as specified below:

IRREGULAR ROUTES:

- (1) Passengers and their baggage, in special operations, in sightseeing and pleasure tours, in round trips,

From points in Rock County, Wis., and Winnebago, La-Salle, Cook and Peoria Counties, Ill., to points in the United States including Alaska but excluding Hawaii and return.

(2) Passengers and their baggage, in special operations, in sightseeing and pleasure tours, in one-way operations,

(a) From points in the counties in Wisconsin and Illinois named in (1) above to points in the United States including Alaska but excluding Hawaii; and

(b) From points in the United States including Alaska but excluding Hawaii to points in the counties in Wisconsin and Illinois named in (1) above.

RESTRICTION: The authority granted in (2)(b) above is limited to those passengers or groups of passengers who originated at points in the counties in Wisconsin and Illinois named in (1) above and whose transportation from the named counties was by means of air or rail carrier.

By the Commission,

(SEAL)

H. G. HOMME, JR.,
Acting Secretary.

OP-AEA-26
(Rev. 10/80)

INTERSTATE COMMERCE COMMISSION
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

SERVICE DATE

MC-66810 (Sub-No. 21)

PEORIA ROCKFORD BUS CO.
ROCKFORD, IL

MAR 4 1983

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

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

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

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

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

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

By the Commission.

(SEAL)

Agatha L. Mergenovich
Secretary

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

MC-66810 (Sub-No. 21)
Sheet 2

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting passengers, in charter and special operations, between points in the United States (except Hawaii).

INTERSTATE COMMERCE COMMISSION
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

NO. MC 66810 SUB 22*

PEORIA-ROCKFORD BUS CO.
ROCKFORD, IL

SERVICE DATE

APR 26 1983

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

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

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

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

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

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

By the Commission.

(SEAL)

Agatha L. Mergenovich
Secretary

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

NO. MC 66810 SUB NO. 22*

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over regular routes, transporting passengers, between Rockford, IL, and O'Hare International Airport, Chicago, IL, from Rockford over U.S. Hwy 20 to junction Interstate Hwy 90, then over Interstate Hwy 90 to junction Interstate Hwy 294, then over interstate Hwy 294 to O'Hare International Airport, and return over the same route, serving all intermediate points.

*This certificate cancels permit No. MC-66810 Sub 22, issued April 8, 1983. The purpose of this correction is to reflect certificate lieu of permit.

DEPARTMENT OF TRANSPORTATION
FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION

NCI

SERVICE DATE
May 10, 2001

DECISION

No. MC-66810
PEORIA-ROCKFORD BUS CO
ROCKFORD, IL

REENTITLED

PEORIA ROCKFORD BUS LINES, L.L.C.

On May 04, 2001, applicant filed a request to have the FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION's records changed to reflect a name change. Presently, this applicant has no active authority on file with the Federal Motor Carrier Safety Administration. For purposes of changing the FMCSA's records, this name change will be processed.

It is ordered:

The FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION's records are amended to reflect the carrier's name as PEORIA ROCKFORD BUS LINES, L.L.C.

The applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for property broker security and BOC-3 for designation of agents upon whom process may be served) submitted on its behalf. Copies of Form MCS-90 or other "certificates of insurance" are not acceptable evidence of insurance compliance. Insurance and BOC-3 filings should be sent to FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION, 400 Virginia Ave., SW, Suite 600, Washington, DC 20024. If the applicant's authority has been revoked, it may submit a written request for reinstatement to the FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION, P.O. Box 100147, Atlanta, GA 30384-0147, accompanied by a filing fee of \$80, in addition to submitting appropriate insurance filings on the prescribed FMCSA forms. If a motor carrier has an unsatisfactory safety rating, its authority registration will not be reinstated, and it should contact the nearest FMCSA Division Office to arrange for a review of its safety compliance prior to seeking reinstatement.

Any questions regarding the action taken by the FMCSA or about procedures for reinstatement of the authority registration should be directed to (202) 358-7028/7029.

Decided: May 07, 2001

By the Federal Motor Carrier Administration.

Terry Shelton, Director
Office of Data Analysis & Information Systems



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

400 7th Street SW
Washington, DC 20590

SERVICE DATE
June 26, 2003

DECISION

MC-66810
PEORIA ROCKFORD BUS LINES, L.L.C.
ROCKFORD, IL
REENTITLED
ROCKFORD COACH LINES, LLC

On June 18, 2003, applicant filed a request to have the Federal Motor Carrier Safety Administration's records changed to reflect a name change.

It is ordered:

The Federal Motor Carrier Safety Administration's records are amended to reflect the carrier's name as ROCKFORD COACH LINES, LLC.

Within 30 days after this decision is served, the applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for property broker security and BOC-3 for designation of agents upon whom process may be served) submitted on its behalf. Copies of Form MCS-90 or other "certificates of insurance" are not acceptable evidence of insurance compliance. Insurance and BOC-3 filings should be sent to Federal Motor Carrier Safety Administration, 400 Virginia Avenue, SW, Suite 600, Washington, DC 20024.

The applicant is notified that failure to comply with the terms of this decision shall result in revocation of its operating rights registration, effective 30 days from the service date of this decision.

To verify that the applicant is in full compliance, call (202)358-7000 or visit our web site at <http://fmcsa-li.volpe.dot.gov>. Any other questions regarding the action taken should be directed to (202)366-9805.

Decided: June 23, 2003

By the Federal Motor Carrier Safety Administration.

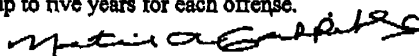
Terry Shelton, Director
Office of Data Analysis & Information System

NCA

VERIFICATIONS

VERIFICATION

My name is Martin Griffiths. I am a Director of Stagecoach Group plc. I hereby 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 the above entity, is true and correct. Further, I certify that I am qualified and authorized to sign this verification. 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.

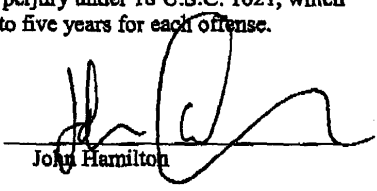


Martin Griffiths

Dated: April 2nd, 2004

VERIFICATION

My name is John Hamilton. I am a Director of SCUSI Limited. I hereby 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 the above entity, is true and correct. Further, I certify that I am qualified and authorized to sign this verification. 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.



John Hamilton

Dated: April 2nd, 2004

VERIFICATION

My name is David Young. I am a Director of Coach USA, Inc., Coach USA Administration, Inc. and Sam Van Galder, Inc. I hereby 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 the above entities, is true and correct. Further, I certify that I am qualified and authorized to sign this verification. 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.

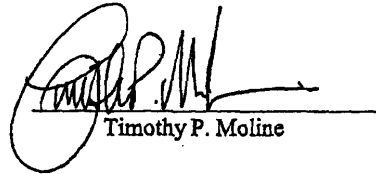

David Young

Dated: April __, 2004

VERIFICATION

I, Timothy P. Moline, Vice President – Charter and Tours of Rockford Coach Lines, L.L.C., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Application and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Rockford Coach Lines, L.L.C. 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.

Dated at Dallas, Texas, this 15th day of April 2004.


Timothy P. Moline

CERTIFICATE OF SERVICE

I certify that I have this 16th day of April 2004 served a copy of the foregoing Verified Application by hand delivery on:

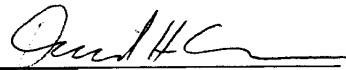
Director of Operations
Antitrust Division
U.S. Department of Justice
601 D Street, N.W., Room 1013
Washington, D.C.

Premerger Notification
Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580

and by first class mail, postage prepaid on:

Chief, Lic. & Ins. Division
U.S. Department of Transportation
Office of Motor Carriers-HIA 30
400 Virginia Avenue, S.W., Suite 600
Washington, D.C. 20004

Illinois Department of Transportation
Office of Secretary
2300 S. Dirksen Parkway
Springfield, IL 62764



David H. Coburn