



**FLOTT
& Co.**
ATTORNEYS

A Virginia
Professional
Corporation

May 2nd, 2005

BY HAND

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423



**Re: CUSA CSS, LLC d/b/a Crew Shuttle Services - Acquisition of Control of the Assets
and Business Operations of Crew Shuttle Service, Inc. - MC-F-21012**

EXPEDITED ACTION REQUESTED

Dear Secretary Williams:

Enclosed please find:

- the original and ten copies of an application pursuant to 49 U.S.C. §14303(a) for approval of a transaction involving the acquisition of the assets and operations of Crew Shuttle Service, Inc., a federally regulated motor carrier of passengers;
- a check in the amount of \$2,000 for payment of the filing fees;
- a floppy disk containing the proposed *Federal Register* notice in Microsoft Word format and a printed copy of same; and
- a copy of this letter to be date stamped to acknowledge the date of time we filed this application.

We respectfully request the Board's expeditious handling of the Request for Interim Approval.

Please contact the undersigned, counsel for the purchaser, or Fritz Kahn, counsel for the seller, should you need further assistance.

Yours truly,


Stephen Flott

Enclosures (4)

cc: Thomas Holmes, Esq.

Parties as Identified on the Application's Certificate of Service

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FILED

MAY - 2 2005

SURFACE
TRANSPORTATION BOARD

ORIGINAL

EXPEDITED ACTION REQUESTED

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



~~RECEIVED~~ DOCKET NO. MC-F-21012

213904

CUSA CSS, LLC D/B/A CREW SHUTTLE SERVICES
-- ACQUISITION OF ASSETS AND BUSINESS OPERATIONS --
CREW SHUTTLE SERVICE, INC.

MC-F-21012-TA 213904

FILED

MAY - 2 2005

SURFACE
TRANSPORTATION BOARD

VERIFIED APPLICATION AND
REQUEST FOR INTERIM APPROVAL

ENTERED
Office of Proceedings

MAY - 2 2005

Part of
Public Record

FILED

MAY - 2 2005

TRANSPORTATION BOARD

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Attorney for Crew Shuttle Service, Inc.

2/3904

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

~~FINANCE~~ DOCET NO. MC-F-21012 TA

**CUSA CSS, LLC D/B/A CREW SHUTTLE SERVICES
-- ACQUISITION OF ASSETS AND BUSINESS OPERATIONS --
CREW SHUTTLE SERVICE, INC.**

REQUEST FOR INTERIM APPROVAL

Pursuant to 49 U.S.C. §14303(i) and 49 C.F.R. §1182.7, Applicant, CUSA CSS, LLC d/b/a Crew Shuttle Services ("CUSA CSS" or "Applicant"), of 5430 LBJ Freeway, 3 Lincoln Center, Suite 1075, Dallas, TX 75240, hereby requests interim approval from the Surface Transportation Board ("Board") for the purchase of the assets and business of Crew Shuttle Service, Inc. ("Seller" or "Crew"). Crew, a motor carrier of passengers, is authorized to render contract passenger operations pursuant to operating authority granted in Docket No. MC-264436.

As described more fully below, interim approval is warranted in this case because failure to grant it will result in a substantial unrecoverable expense to Seller to continue providing adequate and continuous services to its contract customers. Crew, which specializes in providing time-sensitive transportation of railroad crews throughout the Pacific Northwest, has contracted out its dispatch service to an independent third party provider, STI Communications ("STI"), since 1994. STI's dispatch service is critical to the company's successful performance of its core contract transportation services. STI recently sold its business to an out-of-state company that

will not be able to provide dispatch services to Crew. The final date agreed to by STI to turnover its business to the new company is May 4th, 2005, at which time Crew will have to handle its own dispatching. Prior to Crew's learning of STI's sale of its business, CUSA, LLC had approached Crew about purchasing its motor carrier business and assets. As it has in the past, CUSA, LLC organized a new company, CUSA CSS, to acquire the business and assets of Crew. See *CUSA RAZ, LLC d/b/a Raz Transportation Company - Acquisition of assets and business operations – Raz Transportation Company*, STB Docket MC-F-21007 (served October 8, 2004)

When Crew learned of the STI sale and the closing of STI's local dispatching service, Crew agreed to permit another CUSA, LLC subsidiary, CUSA ES, LLC d/b/a Express Shuttle ("Express Shuttle"), which competes with Crew, to assume Crew's dispatching function provided that the sale of Crew's assets and business to CUSA CSS is completed as soon after May 1, 2005 as possible. The dispatch function is to be shifted from STI to Express Shuttle on May 1, 2005 because that is the most convenient date prior to STI's May 4, 2005 cut-off in dispatch service, to effect a smooth transition of this critical service.

Having agreed to the terms of the sale of its assets and business to CUSA CSS, it would be prohibitively expensive for Crew to set up a new, but temporary dispatch center in Idaho for a limited period and then transfer the dispatch function to CUSA CSS. The parties respectfully request that the Board act on this Request for Interim Approval ("Request") effective as of May 6, 2005 as they are planning to close the transaction no later than May 6, 2005.

By Verified Application ("Application") accompanying this Request, CUSA CSS seeks authority to acquire control and operate certain properties of Crew pursuant to an Asset Purchase Agreement between Applicant and Seller (the "Transaction"). Following completion of the Transaction, Crew will cease providing motor passenger service to its customers. Granting this Request will allow CUSA CSS to utilize the assets being acquired to provide bus service to

Crew's contract customers as of closing, well before final Board action on the Application, which will not take place before the end of June 2005 at the earliest if no adverse comments are filed.

The showing required by 49 C.F.R. §1182.7(b) are met in these circumstances because failure to grant this Request may substantially impair Crew's ability to provide adequate and continuous services to its contract customers who rely on Crew for the timely transportation of their rail crews. For reasons stated earlier, Crew faces a substantial financial and operational burden to create a temporary dispatch function simply for the period between now and when STB approval of this transaction would be finalized in the ordinary course. Seller, having decided to sell its business, faced an unexpected, serious business difficulty in trying to replace its dispatch function on very short notice. Thus, Applicant and Seller agreed to a prompt purchase and sale of the Crew assets and business in order that such operations as Crew is currently rendering would not be impaired.

The Applicant proposes to continue to provide the services now being offered by Crew provided that the Transaction is approved by the Board on an interim basis so that there is no interruption of Crew's present business operations pending the Board's consideration of the Transaction. Given the predicament faced by Crew's need to replace its dispatch function, interim approval will ensure that there is no cessation of operations and that the business that the Applicant has agreed to purchase will retain its value and continue to benefit Crew's contract customers who rely on these services during the completion of this regulatory proceeding.

Although being made on somewhat short notice, this Request has been dictated by business considerations of the parties. The Applicant and Seller reached final agreement on the

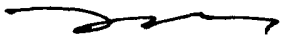
Transaction only on April 28, 2005, agreeing that this Request would be made as quickly as possible thereafter.

The Board has granted interim approval applications on very short notice in recent years in circumstances similar to those described here. The most recent example is *CUSA FL, LLC d/b/a Franciscan Lines - Acquisition of assets and business operations -- Pacific Coast Bus Service, Inc.*, STB Docket MC-F-21011 (served October 28, 2004) (Board granted application within ten days because Sellers faced imminent loss of their property lease). *See also Stagecoach Group PLC and Coach USA, Inc., et al. - Acquisition and Consolidation of Assets - Rockford Coach Lines, LLC*, STB Docket MC-F-21006 (served April 29, 2004) (Board granted application within two weeks of filing because sellers were no longer willing to absorb losses). *See also Northwest Motor Coach LLC - Control - Evergreen Stage Line, Inc. and Evergreen Bus Co., Inc.*, STB Docket No. MC-F-20956 (served October 18, 1999) (Board granted application for interim approval within two weeks of request because owners were not willing to invest further in the carriers).

For the above reasons, the parties respectfully ask that this Request be granted by May 6, 2005 in order to preserve the efficacy of the Crew operations and franchise and to meet the business needs of the parties to close the Transaction on or about May 6th, 2005.

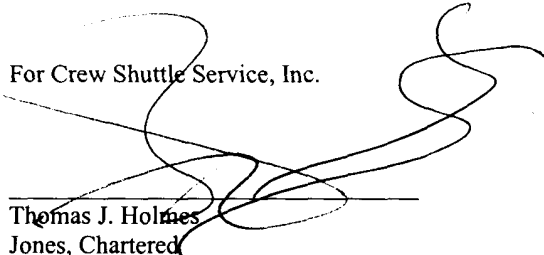
Respectfully submitted,

For CUSA CSS, LLC



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