

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	APPLICATION NO. B-1679
of Railcrew Xpress Corp.,)	
Texarkana, Texas, seeking to)	
Acquire control of Brown's Crew)	GRANTED AND ACQUISITION
Car of Wyoming, Inc., dba)	OF CONTROL THROUGH STOCK
Armadillo Express, Cheyenne,)	PURCHASE AUTHORIZED
Wyoming, through Purchase of)	
Stock.)	
)	ENTERED: APRIL 18, 2006

BY THE COMMISSION:

OPINION AND FINDINGS

By application filed November 30, 2005, RailCrew Xpress Corp., Texarkana, Texas, seeks to acquire control of Brown's Crew Car of Wyoming, Inc., dba Armadillo Express, Cheyenne, Wyoming, holder of authority in Certificate B-1144 through purchase of stock.

Notice of the application was published in the Daily Record, Omaha, Nebraska, on December 5, 2005, pursuant to the rules of the Commission.

Because no protests were filed, Application B-1679 was processed pursuant to Rule 018.03 of the rules of procedure of the Commission.

RailCrew Express Corp. is a corporation duly organized and existing under and by the virtue of the laws of the state of Delaware, with its principal place of business being in Louisburg, Kansas. The business headquarters of Brown's Crew Car will remain in its current location in Cheyenne, Wyoming, if the transfer of the stock of Brown's is approved by the Commission. Applicant is in the business of providing transportation services, including the transportation of railroad crews under contract with railroad companies. The Applicant currently provides services more than ten states. The Applicant has applied for and received permission from the Surface Transportation Board for a stock transfer on the federal level. The Applicant will continue to provide the same service under the same contracts as that provided by Brown's Crew Car of Wyoming.

On January 24, 2006, the Commission entered an Order that granted the Applicant the authority to have a new certificate issued to it under B-1679. As the matter was not protested, it proceeded on a modified basis. During the affidavit process, the Applicant informed the Commission that it did not desire to have

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a new certificate issued but to allow the existing certificate B-1144 to remain in effect, with only the stock transferring to the Applicant. The transfer process in this matter then was held pending approval from the Surface Transportation Board, which was finished in April. Consequently, Certificate No. B-1144 has not been cancelled and remains in effect. The Commission hereby finds that Certificate B-1144 should remain in effect and that a new certificate to the applicant should not be issued.

After due consideration of the evidence and being fully advised in the premises, the Commission is of the opinion and finds:

1. Applicant is fit, willing, and able properly to perform the proposed extended service.
2. The proposed acquisition of control will be consistent with the public interest and will not unduly restrict competition.
3. The certificate issued in Application B-1144 is not dormant.
4. An order should be entered in Application B-1679 authorizing RailCrew Xpress Corp., to acquire control of Brown's Crew Car of Wyoming, Inc., dba Armadillo Express through purchase of stock.

ORDER

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application B-1679, be, and it is hereby, granted; and that RailCrew Xpress Corp., is hereby authorized to acquire control of Brown's Crew Car of Wyoming, Inc., dba Armadillo Express, through purchase of stock as proposed by its application.

IT IS FURTHER ORDERED that following consummation of the transaction hereby authorized, RailCrew Xpress Corp., shall cause the operations of Brown's Crew Car of Wyoming, Inc., dba Armadillo Express to continue to be conducted under Certificate B-1144.

IT IS FURTHER ORDERED that the operations authorized herein shall be subject to the terms, conditions, and limitations which have been, or may hereafter be prescribed by the Commission.

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MADE AND ENTERED at Lincoln, Nebraska, this 18th day
of April, 2006.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Anne C. Boyle

Lee Johnson

//s// Frank E. Landis
//s// Gerald L. Vap

Chairman

(Acting)

ATTEST:

A. L. S. P. L. H.
Executive Director