

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

MARCHBANKS TRUCK SERVICE, INC.,)	
doing business as Bear)	
Mountain Travel Stop;)	
MAHWAH FUEL STOP;)	
GERALD F. KRACHEY,)	Civil Action
doing business as Krachey's)	No. 07-cv-01078
BP South; and)	
WALT WHITMAN TRUCK STOP, INC.,)	
on Behalf of Themselves and)	
All Others Similarly Situated,)	
)	
Plaintiffs)	
)	
vs.)	
)	
COMDATA NETWORK, INC.,)	
doing business as Comdata)	
Corporation, et al.;)	
CERIDIAN CORPORATION;)	
TRAVELCENTERS OF AMERICA LLC;)	
TA OPERATING LLC;)	
TRAVEL CENTERS OF AMERICA)	
HOLDING COMPANY LLC;)	
PETRO STOPPING CENTERS, L.P.;)	
PILOT TRAVEL CENTERS LLC;)	
PILOT CORPORATION; and)	
LOVE'S TRAVEL STOPS & COUNTRY)	
STORES, INC.,)	
)	
Defendants)	

O R D E R

NOW, this 23rd day of March, 2011, upon consideration of the following motions:

- (1) TA's Motion to Dismiss the Second Consolidated Amended Complaint, which motion was filed May 7, 2010 by defendants TravelCenters of America LLC, TA Operating LLC, TravelCenters of America Holding Company LLC, and Petro Stopping Centers, L.P. (collectively "TA defendants") (Document 233);
- (2) Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint, which motion

was filed May 7, 2010 by defendants Pilot Travel Centers LLC and Pilot Corporation (collectively "Pilot defendants" or "Pilot") (Document 234);

- (3) Love's Travel Stops & Country Stores, Inc.'s Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint, which motion was filed May 7, 2010 (Document 235);
- (4) Motion of Defendant Ceridian Corporation to Dismiss Plaintiffs' Second Consolidated Amended Complaint, which motion was filed May 7, 2010 (Document 237)¹;
- (5) Defendant Comdata Network, Inc. d/b/a Comdata Corporation's Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint, which motion was filed May 7, 2010 (Document 238);
- (6) Plaintiffs' Motion to Strike Defendant Ceridian Corporation's Response to Plaintiffs' Second Notice of Supplemental Authority, Joinder in the Motion to Dismiss Filed by Other Defendants, and Submission to Court of Produced Documents Relied Upon by Plaintiffs in their Second Consolidated Amended Complaint for Consideration in Ruling on Ceridian's Motion to Dismiss ("plaintiffs' motion to strike"), which motion was filed January 3, 2011 (Document 358); and
- (7) Plaintiffs' Motion for Leave to Provide the Court with Documents Cited by Plaintiffs During the January 7, 2011 Motion to Dismiss Hearing, which motion was filed January 28, 2011 (Document 370);

upon consideration of the briefs of the parties; and for the reasons articulated in the accompanying Opinion,

IT IS ORDERED that TA's Motion to Dismiss the Second Consolidated Amended Complaint, which motion was filed May 7,

¹ The unredacted version of this motion was filed with leave of court, under seal, on June 17, 2010 as Document 266.

2010 by defendants TravelCenters of America LLC, TA Operating LLC, TravelCenters of America Holding Company LLC, and Petro Stopping Centers, L.P. is granted in part and denied² in part.

IT IS FURTHER ORDERED that Counts I and III of plaintiffs' Second Consolidated Amended Complaint ("SCAC") against the TA defendants are dismissed without prejudice for plaintiffs to re-plead their claims to establish specific intent.

IT IS FURTHER ORDERED that the Pilot defendants' Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint is denied.

IT IS FURTHER ORDERED that Love's Travel Stops & Country Stores, Inc.'s Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint is denied.

IT IS FURTHER ORDERED that the Motion of Defendant Ceridian Corporation to Dismiss Plaintiffs' Second Consolidated Amended Complaint (Documents 237 and 266) is denied.

IT IS FURTHER ORDERED that Defendant Comdata Network, Inc. d/b/a Comdata Corporation's Motion to Dismiss Plaintiffs' Second Consolidated Amended Complaint is denied in part and dismissed in part as moot.³

² Specifically, I grant the TA defendants' motion to the extent it contends that plaintiffs have not pled sufficient facts to establish that the TA defendants acted with specific intent to achieve a monopoly. The motion is denied in all other respects, *i.e.*, to the extent it argues that plaintiffs lack standing because they fail to allege antitrust injury.

³ As discussed in the accompanying Opinion, I permit plaintiffs to re-plead to clarify their claims regarding factoring services as related to the Trucker Fleet Card market identified by plaintiffs in the SCAC. I also

(Footnote 2 continued):

IT IS FURTHER ORDERED that plaintiffs shall have until April 25, 2011 to file a Third Consolidated Amended Complaint consistent with the accompanying Opinion.

IT IS FURTHER ORDERED that Plaintiffs' Motion to Strike Defendant Ceridian Corporation's Response to Plaintiffs' Second Notice of Supplemental Authority, Joinder in the Motion to Dismiss Filed by Other Defendants, and Submission to Court of Produced Documents Relied Upon by Plaintiffs in their Second Consolidated Amended Complaint for Consideration in Ruling on Ceridian's Motion to Dismiss is granted in part and denied in part.⁴

IT IS FURTHER ORDERED that Plaintiffs' Motion for Leave to Provide the Court with Documents Cited by Plaintiffs During the January 7, 2011 Motion to Dismiss Hearing is dismissed as moot.

(Continuation of footnote 2):

permit plaintiffs to re-plead their allegations concerning the "Independent submarket". (See SCAC, ¶¶ 40-41.) Therefore, Comdata's motion is dismissed to the extent it seeks dismissal of plaintiffs' claims based on those aspects of the SCAC. However, my dismissal of Comdata's motion in those regards is without prejudice for Comdata to seek dismissal of plaintiffs' claims regarding factoring and the Independent submarket, if appropriate, after re-pleading by plaintiffs.

In all other respects, Comdata's motion to dismiss is denied.

⁴ Specifically, I grant the motion to the extent it seeks to strike Ceridian's untimely joinder in the motions to dismiss filed by the other defendants, except as expressly joined in Ceridian's brief filed May 7, 2010, and I grant the motion to the extent it seeks to strike four documents offered by Ceridian for my consideration of Ceridian's motion to dismiss. I deny the motion to the extent it seeks to strike discussion in response to plaintiffs' second notice of supplemental authority.

IT IS FURTHER ORDERED that the Clerk of Court shall docket the accompanying Opinion under seal.⁵

IT IS FURTHER ORDERED that each party shall have until on or before April 25, 2011 to file a brief addressing why this court should not unseal the accompanying Opinion in the interest of the public's right to access court documents.

BY THE COURT:

/s/ James Knoll Gardner
James Knoll Gardner
United States District Judge

⁵ The accompanying Opinion discusses documents and portions of the SCAC which are under seal pursuant to the operative protective order in this case. Accordingly, the Opinion shall be sealed pending further order of this court.