

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

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June 28, 2016
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STB DOCKET NO. MC-F- 21070-0-TA

**SUNTX CAPITAL III MANAGEMENT CORP. AND
TBL LOGISTICS MANAGEMENT, LLC, et al.
-- CONTROL --
TBL GROUP, INC.; GBJ, INC.; ECHO TOURS AND CHARTERS L.P.**

**VERIFIED APPLICATION FOR ACQUISITION OF CONTROL
OF MOTOR CARRIERS OF PASSENGERS UNDER 49 U.S.C. § 14303 AND
REQUEST FOR INTERIM APPROVAL**

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June 28, 2016

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June 28, 2016
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**SUNTX CAPITAL III MANAGEMENT CORP. AND
TBL LOGISTICS MANAGEMENT, LLC, et al.
-- CONTROL --
TBL GROUP, INC.; GBJ, INC; ECHO TOURS AND CHARTERS L.P.**

**REQUEST FOR INTERIM APPROVAL
UNDER 49 U.S.C. § 14303(i)**

Pursuant to 49 U.S.C. § 14303(i) and the Board's rules under 49 C.F.R. Part 1182.7, Applicants SunTx Capital III Management Corp. ("SunTx III"), SunTx Capital Partners III GP, LP ("SunTx GP"), SunTx TBL Logistics Management Holdings, LP ("SunTx Holdings"), TBL Logistics Management, LLC ("TBL Logistics" and, together with SunTx III, SunTxGP and TBL Holdings, "SunTx"), TBL Group, Inc. ("TBL Group"), GBJ, Inc. ("GBJ"), and Echo Tours and Charters, L.P. ("Echo") hereby request the interim approval of the Applicants' plan for SunTx to acquire control of TBL Group (formerly Texas Bus and Limo Acquisition Corp.), a non-carrier holding company which owns two motor carriers of passengers, : GBJ and Echo.¹ As explained more fully herein and in the Verified Application for Approval, GBJ and Echo are federally-registered passenger motor carriers primarily providing charter and tour and contract shuttle

¹ On July 9, 2014 the STB granted Interim Approval and Tentative Final Approval in Docket No. MC-F-21058, *Texas Bus and Limousine Acquisition Corp.—Control—GBJ, Inc.; Echo Tours and Charters, L.P.; Roadrunner Charters, Inc.; Star Shuttle, Inc.; Tri-City Charters of Bossier, Inc.* Those decisions allowed TBL Acquisition Corp. to establish a holding company to acquire five motor carriers. Ultimately, only the acquisitions of GBL and Echo were consummated, and that holding company, now known as TBL Group, owns those two carriers at present.

services in various Texas markets. They propose to complete a financial transaction with SunTx that will result in the firm holding a controlling interest in the two operating motor carriers. Specifically, TBL Group, the parent of GBJ and Echo, will be acquired by TBL Logistics, a new holding company that is controlled by SunTx Holdings.² SunTx Holdings is controlled by its general partner, SunTx GP, and, in turn, SunTx GP is controlled by its own general partner, SunTx III.

GBJ and Echo will continue to operate as separate companies with distinct operations, but will take advantage of the infusion of capital from SunTx that will allow them to modernize their fleets and potentially to expand their services. Without the financing transaction, the companies will not be able to make planned upgrades to their carrier fleets, and will continue to operate less efficiently and effectively.

As a result of the prior fleet consolidation, GBJ and Echo were able to increase coordination of their operations to bolster the business of each carrier by engaging in vehicle sharing arrangements on favorable terms. This allowed the carriers to reduce their overall fleets by retiring older vehicles and focusing on utilizing vehicles and manpower more efficiently. The savings realized from the streamlined operations and debt restructuring were invested back into the carriers, enabling them to purchase newer, more energy efficient and lower emission vehicles over time and providing safer, more efficient transportation options to the travelling public. Further, the reduced operating costs allowed the carriers to enhance their purchasing power, further strengthening their overall financial position and improving the safety and efficiency of their fleets.

² TBL Logistics will be owned 80.1% by SunTx Holdings and 19.9% by TBL Group when the transaction is consummated..

The planned capital investment from SunTx will continue this streamlining of operations and upgrading of the carriers' fleets. Older vehicles that average more than 12 years of age will be replaced with newer, safer and more reliable vehicles that will offer better utilization factors, higher fuel economy, and lower emissions, and will provide the public with safer, more cost effective and environmentally responsible transportation services. The current age of the aggregate fleets is over seven years; with the replacement vehicle acquisitions made possible by the new investment, the average vehicle age will be reduced to approximately four years.

Timing is of the essence in the proposed transaction. The timeline agreed upon between the carriers and SunTx to complete the investment is late July 2016. The Applicants intend to have all the agreements associated with the transaction, including the necessary acquisitions of TBL Group and the two existing carriers, completed by that date. The Applicants require interim approval as an indication of certainty pending ultimate disposition of the Application so that the transaction remains on schedule for completion by the end of July.

The Board has consistently granted applications for interim approval similar to this one in which the applicants will continue to suffer inefficiencies or losses without interim approval of the transaction and where time is of the essence. *See, e.g.,* STB Docket No. MC-F-21058 TA, *Texas Bus and Limousine Acquisition Corp.—Control—GBJ, Inc.; Echo Tours and Charters, L.P.; Roadrunner Charters, Inc.; Star Shuttle, Inc.; Tri-City Charters of Bossier, Inc.*, (served July 9, 2014); STB Docket No. MC-F-20902 TA, *Colorado Mountain Express, Inc., and Airport Shuttle Colorado, Inc., d/b/a Aspen Limousine Service, Inc.—Consolidation and Merger (Interim Approval)—Colorado Mountain Express*, (served Nov. 13, 1996), slip op at 1 ("Applicants state that they are incurring losses in their separate operations and assert that the proposed merger will permit them to operate more efficiently and profitably and to provide more effective and

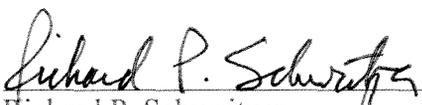
economical service to the public."); STB Docket No. MC-F-20988 TA, *Holland America Line-Westours, Inc.—Control—Westours Motor Coaches, Inc., Evergreen Trails, Inc., Westmark Hotels of Canada Ltd., and Horizon Coach Lines Ltd.*, (served Feb. 1, 2002), slip op at 1 (application for interim approval granted when parties indicated a requirement that they meet a February 1 target date due to the seasonal nature of the tour industry).

CONCLUSION

For the reasons stated herein, the Applicants respectfully request that the Board grant this Request for Interim Approval.

Respectfully submitted,

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Attorney for TBL Group, Inc., GBJ, Inc., and Echo Tours and Charters L.P.

June 28, 2016

**BEFORE THE
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STB DOCKET NO. MC-F-

**SUNTX CAPITAL III MANAGEMENT CORP. AND
TBL LOGISTICS MANAGEMENT, LLC, et al.
-- CONTROL --
TBL GROUP, INC.; GBJ, INC; ECHO TOURS AND CHARTERS L.P.**

**VERIFIED APPLICATION FOR ACQUISITION OF CONTROL
OF MOTOR CARRIERS OF PASSENGERS UNDER 49 U.S.C. § 14303**

Pursuant to 49 U.S.C. § 14303(a)(4) and the Board's rules under 49 C.F.R. Part 1182, Applicants SunTx Capital III Management Corp. ("SunTx III"), SunTx Capital Partners III GP, LP ("SunTx GP"), SunTx TBL Logistics Management Holdings, LP ("SunTx Holdings), TBL Logistics Management, LLC. ("TBL Logistics" and, collectively with SunTx III, SunTx GP and SunTx Holdings, "SunTx"), TBL Group, Inc. ("TBL Group"), GBJ, Inc. ("GBJ"), and Echo Tours and Charters L.P. ("Echo") hereby request the Board's approval of the Applicants' plan for SunTx to acquire control of TBL Group, a non-carrier holding company which owns two motor carriers of passengers, GBJ and Echo. As explained more fully herein, Echo and GBJ are federally-registered passenger motor carriers which have consolidated parts of their operations under TBL Group. In obtaining control of TBL Group, GBJ and Echo, SunTx will provide financing that enables the two carriers to gain further efficiencies through consolidation of various business operations and to consolidate and restructure existing debt to strengthen the

financial positions of each carrier.³ In support of this Application the Applicants state as follows:

A. Identification of the Parties: 49 C.F.R. § 1182.2(a)(1)

1. Applicant SunTx III is a non-carrier Texas corporation with its principal place of business at Two Lincoln Centre, Suite 1000, 5420 LBJ Freeway, Dallas, Texas 75240. It is the general partner of Applicant SunTx GP, a non-carrier Texas limited partnership at the same address. SunTx GP, in turn, is the general partner of Applicant SunTx Holdings, also a non-carrier Texas limited partnership at the same address. SunTx III, SunTx GP and SunTx Holdings are components of SunTx Capital Partners, a private equity firm that invests in middle market manufacturing, distribution and service companies primarily in the Sunbelt. Applicant TBL Logistics is a non-carrier Delaware holding company with its principal place of business at Two Lincoln Centre, Suite 1000, 5420 LBJ Freeway, Dallas, Texas 75240. When this transaction is consummated, TBL Logistics will be owned 80.1% by SunTx Holdings and 19.9% by TBL Group. SunTx III, SunTx GP, SunTx Holdings and TBL Logistics will not operate as carriers, and will hold no federal motor carrier registrations or operating authorities as a result of this transaction. SunTx III, SunTx GP, SunTx Holdings and TBL Logistics are not currently affiliated with and do not hold any equity position or other interest in any motor carrier of passengers.

The verification of David Webb on behalf of SunTx III, SunTx GP, SunTx Holdings and TBL Logistics is included in Exhibit 1 hereto.

³ In order to ensure that the financing occurs in a timely manner to allow the transaction to move forward, the Applicants also submit the accompanying Verified Request for Interim Approval under 49 U.S.C. § 14303(i) and 49 C.F.R. § 1182.7.

2. Applicant TBL Group is a Texas corporation with its principal place of business at 15734 Aldine Westfield Road, Houston, Texas 77032. TBL Group is a non-carrier holding company that currently owns and controls the two carrier Applicants. The two Applicant carriers own equal shares of TBL Group stock. TBL Group in turn holds 100% of the stock of the Applicant carriers, allowing TBL Group to own and control each of the Applicant carriers. Except as described herein, TBL Group has no other parent, subsidiary or affiliate companies.

The verification of Chris Jarrard, President, on behalf of TBL Group, is included in Exhibit 1 hereto.

3. Applicant Echo (USDOT No. 2172280, MC-755212), d/b/a Echo Transportation, is an interstate charter and shuttle carrier incorporated in Texas. Its principal place of business is 9314 West Jefferson Boulevard, Dallas, Texas 75211. The carrier has been in operation since 2011, providing charter, tour, limousine, school bus and local city shuttle transportation in the Dallas, Fort Worth, Tyler, San Angelo and Waco markets. Except as provided herein, Echo has no parent, subsidiary or affiliated companies.

The verification of Chris Jarrard, President and CEO of Echo, is included in Exhibit 1 hereto.

4. Applicant GBJ (USDOT No. 835782, MC-369531), d/b/a AFC Transportation, is an interstate for hire motor carrier of passengers incorporated in Texas. Its principal place of business is at 15734 Aldine Westfield Road, Houston, Texas 77032. The carrier has been in operation for 24 years and provides interstate charter transportation, local city shuttle service, and sedan service in the Houston metropolitan area. It operates motorcoaches, minibuses, transit buses, sedans, and limousines. Except as provided herein, GBJ, Inc. has no parent, subsidiary or affiliated companies.

The verification of John Ferrari, President of GBJ, is included in Exhibit 1 hereto.

Together, applicants Echo and GBL operate 252 vehicles.

B. Description of Operating Authorities: 49 C.F.R. § 1182.2(a)(2)

1. **SunTx Capital III Management Corp., SunTx Capital Partners III GP, LP and SunTx TBL Logistics Management Holdings, LP.** Applicants SunTx III, SunTx GP and SunTx Holdings will acquire an indirect controlling interest in TBL Group. SunTx III, SunTx GP and SunTx Holdings do not hold any motor carrier operating authority.

2. **TBL Logistics Management, LLC.** Applicant TBL Logistics will acquire a direct controlling interest in TBL Group. TBL Logistics does not hold any motor carrier operating authority.

3. **TBL Group, Inc.** TBL Group will remain as the holding company for the two existing carriers, Echo and GBJ. TBL Group does not hold any motor carrier operating authority.

4. **Echo Tours and Charters LP.** Echo has interstate for hire operating authority under MC-755212. It is authorized to carry passengers, oilfield equipment, motor vehicles and general freight. Echo also has intrastate motor carrier operating authority issued by the State of Texas Department of Motor Vehicles to operate as a common carrier of passengers under Certificate 006620250C.

5. **GBJ, Inc.** GBJ has interstate for hire passenger carrier authority under MC-369531. GBJ also has intrastate operating authority issued by the State of Texas Department of Motor Vehicles to operate as a common carrier of passengers under Certificate 005959762C.

C. Description of the Transaction: 49 C.F.R. § 1182.2(a)(3)

Under the proposed transaction, the parties will create a new holding company, TBL Logistics, which will own TBL Group and control the two operating carriers, Echo and GBJ.. TBL Logistics will be owned 80.1% by SunTx Holdings and 19.9% by TBL Group, Inc. SunTx Holdings, in turn, will be controlled by, respectively, SunTx GP and SunTx III.

With the new financial partner providing additional investment capital, the carriers will be able to purchase additional vehicles to upgrade the combined fleet and future growth of the services offered by the carriers will be possible.

Older vehicles that average more than 12 years of age will be replaced with newer, safer and more reliable vehicles that will offer better utilization factors, higher fuel economy, and lower emissions, and will provide the public with safer, more cost effective and environmentally responsible transportation services. The current age of the aggregate fleets is over seven years; with the replacement vehicle acquisitions made possible by the new investment, the average vehicle age will be reduced to approximately four years.

Moreover, with maximum utilization of equipment, the carriers will be able to provide their current level of transportation with fewer vehicles, allowing them to retire older, less energy efficient vehicles.

Additionally, the infusion of capital will allow the carriers to expand their service offerings in their existing markets and explore the possibility of offering services in new markets as well.

Overall, the transaction will allow the Applicants to take advantage of economies of scale, better financial terms, and increased buying power. This will allow them to expand their operations. The Applicants plan to close on the financial transaction and restructuring by the end

of July 2016. The transaction is in the public interest, and for the reasons stated herein should be approved.

D. Affiliated Carriers: 49 C.F.R. § 1182.2(a)(4)

SunTx, TBL Group, Echo and GBJ are not affiliated with any other motor carriers of passengers subject to jurisdiction under subchapter I of chapter 135, title 49 U.S.C.

E. Jurisdictional Statement: 49 C.F.R. § 1182.2(a)(5)

The motor carrier Applicants have earned aggregate gross operating revenues far in excess of \$2 million during the twelve months preceding this Application, meeting the jurisdictional requirement set forth in 49 U.S.C. § 14303(g) and 49 C.F.R. § 1182.2(a)(5)

F. Effect on Environment and the Conservation of Energy Resources: 49 C.F.R. § 1182.2(a)(6)

The transaction will have an overall positive effect on the environment and the conservation of energy resources. The carriers do not anticipate substantially changing their individual operations. The transaction also will enable the carriers to retire older vehicles and reduce the overall number of vehicles across their operations. Further, the additional capital investment and restructuring will allow the carriers to purchase newer, more energy efficient vehicles, with lower engine emissions and to consider offering new passenger transportation services.

As a consequence, the two Applicant carriers will be able to move the same or more passengers with less fuel and to reduce emissions of harmful exhaust gases. Thus, the transaction will have a net positive effect on the environment and the conservation of resources.

G. Consistency with the Public Interest: 49 C.F.R. § 1182.2(a)(7)

The Board is required to consider whether the proposed transaction is consistent with the public interest, including (1) the effect of the transaction on the adequacy of transportation to the

public, (2) the transaction's total fixed charges, and (3) the interest of carrier employees that may be affected by the transaction. 49 U.S.C. § 14303(b); 49 C.F.R. § 1182.2(a)(7). In addition, the Board has traditionally considered the effect of the transaction on competition. *See, e.g.*, STB Docket No. MC-F-21052, *Southfield Coinvest Holdings, LLC, Southfield Hallcon Investment Corp and Hallcon Crew Transportation, Inc. et al.—Acquisition of Control—Renzenberger, Inc.*, (served March 28, 2013), slip op. at 3; STB Docket No. MC-F-21055, *Celerity Partners IV, LLC, Celerity AHI Holdings SPV, LLC, and All Aboard America! Holdings, Inc.—Control—Sureride Charter, Inc. d/b/a Sundiego Charter Company*, (served Oct. 29, 2013), slip op. at 3. The transaction proposed by the Applicants herein plainly meets this standard.

1. Adequacy of Transportation to the Public

As noted above, the proposed transaction will not result in significant changes to the operations of the two Applicant carriers. The purpose of the transaction is to provide capital to the carriers to replace their aging vehicle fleet and to plan for expanding operations. The transaction will also allow the companies to take advantage of better financial terms, which will allow them to replace aging vehicles and purchase newer, safer, more reliable and more energy efficient vehicles on favorable terms.

As such, the transaction will allow the carriers to maximize the use of personnel and equipment and to increase investment into their companies. The carriers will be able to serve their existing geographic areas and customer bases more efficiently and effectively, and do not anticipate any reduction in current service levels. In fact, the transaction will enable to carriers to leverage the new investment to grow the businesses of each individual carrier, and will result in the same or a greater level of transportation to the public.

The Board has consistently found that transactions of this type meet the standard for adequacy of transportation to the public. *See, e.g.,* STB Docket No. MC-F-20924, *Global STB Passenger Services, L.L.C.—Control—Bortner Bus Company, et al.*, (served July 17, 1998), slip op. at 5; STB Docket No. MC-F-21015, *Railcrew Xpress, LLC and Railcrew Xpress Corp.—Acquisition of Control—Raudin McCormick, Inc., et al.*, (served Feb. 27, 2006), slip op at 2; STB Docket No. MC-F-21014, *KBUS Holdings, LLC and CUSA, LLC—Acquisition of Control—America Charters, Ltd., et al.*, (served Feb. 22, 2006), slip op. at 2; STB Docket No. MC-F-21009, *CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters—Acquisition of Assets and Business Operations—Laidlaw Transit Services, Inc. d/b/a Roesch Lines*, (served Jan. 13, 2005), slip op. at 2-3.

2. Fixed Charges

The capital investment will allow the Applicants to lower the interest payments they make on existing debt, and make them better able to secure attractive terms for additional financing of equipment to be used in their carrier operations. Thus, their overall fixed charge for financing of equipment acquisitions will decrease while their combined financial structure will strengthen.

3. Effect of the Transaction on Employees

The transaction will not have an overall negative impact on employees. The Applicant carriers anticipate that the transaction will allow them initially to maximize utilization of their transportation offerings with fewer (but newer, safer, more reliable and more fuel efficient) vehicles. Over time, however, the carriers will be able to grow by taking advantage of economies of scale, better financial terms, and increased buying power, resulting in increased service and the resulting additions to driver and non-driver personnel.

4. Impact on Competition

The transaction will not have a material adverse effect on competition. The Applicant carriers do not plan on significantly altering their current operations, but merely wish to take advantage of efficiencies gained through working with improved capital financing of their corporate structure. Even with the strengthened position of the two carrier Applicants, competition in the areas served by the carriers will be maintained after the transaction.

The areas served by the carriers are subject to robust competition. In North Texas, Echo controls less than 10 percent of the charter, tour, shuttle, livery school, metro, and scheduled ground transportation market.

Similarly, in South Texas, GBJ controls less than 10 percent of the charter, tour, shuttle, livery school, metro, and scheduled ground transportation market.

Both markets have a variety of competitors and service offerings for ground transportation. The overall share of all markets served by the two carrier Applicants will not be affected by the transaction.

Further, the areas served by the Applicant carriers are largely separate and distinct, with a small amount of overlap in the larger markets. The companies also will maintain their separate identities and be responsible for their own operations within the larger corporate family. Thus, the transaction will not result in any consolidation of market power in any relevant market.

The benefits associated with the transaction will only support increased competition. By taking advantage of the improved capital financing, the carriers will be stronger operationally and financially. This increased strength will enable the carriers to continue to compete with other carriers, as well as non-motor carriers that compete for the same travel and tourism business as charter bus companies. *See, GLI Acquisition Co.—Purchase—Trailways Lines, Inc.,*

4 I.C.C. 2d 591, 598-602 (1988) (the relevant market for passenger transportation services includes multiple modes competing for the same passengers).

The competition for charter and tour business, the heart of the Applicant carriers' operations, unquestionably is open to strong competition. The charter and tour business is constantly open to all competitors in the market, including the larger, multistate operators, as the business is contestable on a trip by trip basis. Further, commercial charter and tour operators must offer quality services at competitive prices to provide services that the travelling public could easily choose to do without by travelling to their destinations in their own vehicles.

The shuttle service that the Applicant carriers provide on a contract basis is also subject to constant competition. This shuttle service is typically conducted under contract with local city governments, and is subject to competitive bidding processes in which any carrier may participate. There is no guarantee that the contracts will renew at the end of their terms, and the carriers must continue to provide high quality service that meets the budgetary restraints of their government customers. By the very nature of the competitive bidding process, this business is subject to vigorous competition.

In addition to the points made above regarding the particular markets served by the Applicants, the Board has found consistently that the lack of barriers to entry into the interstate bus transportation industry virtually eliminates the opportunities for abuse of market power. *See* STB Finance Docket No. 33431, *Coach USA, Inc. and K-T Contract Services, Inc.—Control and Merger Exemption—Gray Line Tours of Southern Nevada*, slip op. at 2 (served Aug. 29, 2001) ("... the bus industry is characterized by pervasive competition and low entry barriers."); STB Finance Docket No. 33007, *Laidlaw Transit, Inc. et al.—Control and Merger Exemption—National School Service, Inc. et al.*, (served Oct. 25, 1996) ("[W]ith the low entry barriers and

pervasive intermodal and intramodal competition that otherwise characterized the charter and special operations segment of the bus industry, most opportunities for the abuse of market power are effectively foreclosed."); *GLI Acquisition* at 601 ("[T]he presence of intramodal competitors is not necessary to maintain competitive discipline for bus firms. Where the barriers to entry are virtually nonexistent, potential entry, together with intermodal competition, exerts pressure on existing firms to price reasonably.").

In sum, the transaction here will not and could not have a materially adverse effect on competition. The carrier Applicants currently do not have an overwhelming collective market share in the relevant markets. They will not significantly change their current operations, and will continue to operate as separate carriers in the markets they serve. Thus, their market shares will not change significantly. If anything, the transaction will result in an increase in capacity in the relevant markets, which will enable the Applicants' competitors to strengthen their own positions. Charter and tour and contract shuttle services are particularly open to competition, both from intermodal and intramodal carriers, as well as to pressures on the market from passengers travelling in their own vehicles. That competitive landscape is unlikely to change regardless of this transaction. Finally, the Board has recognized the virtual impossibility of an abuse of market power in the bus industry. For these reasons, the Applicants submit that this transaction will not cause any diminution of competition in the relevant markets.

H. Safety Fitness Ratings: 49 C.F.R. § 1182.2(a)(8)

The Applicants certify that Echo and GBJ each has a satisfactory safety fitness rating issued by the United States Department of Transportation.

I. Insurance Coverages: 49 C.F.R. § 1182.2(a)(9)

The Applicants hereby certify that Echo and GBJ each has the requisite insurance coverage under 49 U.S.C. § 13906 for the transportation services they intend to provide.

J. Statement on Mexico Domiciliary: 49 C.F.R. § 1182.2(a)(10)

Pursuant to 49 C.F.R. § 1181.2(a)(10), the Applicants state that no party acquiring any operating rights through the proposed transaction is either domiciled in Mexico or owned or controlled by persons of Mexico.

K. Statement on Individuals Holding Operating Authority: 49 C.F.R. § 1182.2(a)(11)

Pursuant to 49 C.F.R. § 1182.2(a)(11), the Applicants state that the transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

L. Certification Regarding Filing: 49 C.F.R. § 1182.3(b)

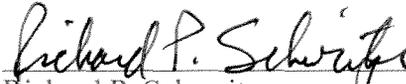
The Applicants hereby certify that they have delivered copies of this Application by first-class mail to the appropriate regulatory body in each state in which intrastate operations are affected by the transaction.

CONCLUSION

For the reasons stated herein, the Applicants respectfully request that the Board grant this Application.

Respectfully submitted,

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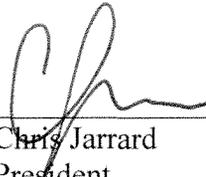
June 28, 2016

EXHIBIT 1

VERIFICATIONS

VERIFICATION

I, Chris Jarrard, President of TBL Group, Inc., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application, relative to TBL Group, Inc. as described in the accompanying Application is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. 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.

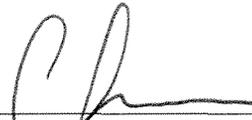


Chris Jarrard
President
TBL Group, Inc.

Dated June 27, 2016

VERIFICATION

I, Chris Jarrard, President and CEO of Echo Tours and Charters, LP, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application, relative to Echo Tours and Charters, LP, as described in the accompanying Application is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. 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.



Chris Jarrard
President and CEO
Echo Tours and Charters, LP

Dated June 27, 2016

VERIFICATION

I, John Ferrari, President of GBJ, Inc., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to GBJ, Inc. as described in the accompanying Application is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. 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.

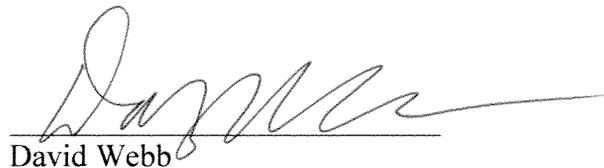


John Ferrari
President
GBJ, Inc.

Dated June 22, 2016

VERIFICATION

I, David Webb, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to SunTx Capital III Management Corp., SunTx Capital Partners III GP, LP, SunTx TBL Logistics Management Holdings, LP and TBL Logistics Management, LLC as described in the accompanying Application is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. 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 Webb
Authorized Person
SunTx Capital III Management Corp.
SunTx Capital Partners III GP, LP
SunTx TBL Logistics Management
Holdings, LP
TBL Logistics Management, LLC

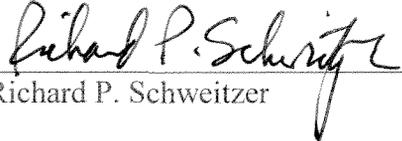
Dated June 27, 2016

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of June, 2016, I served a copy of the foregoing Verified Application for Acquisition of Control of Motor Carriers of Passengers Under 49 U.S.C. 14303 and Request for Interim Approval as follows:

By First Class Mail to:

Texas Department of Motor Vehicles
Motor Carrier Division
P.O. Box 12984
Austin, Texas 78711-2984


Richard P. Schweitzer