

September 20, 2013

JOHN D. HEFFNER  
Direct Phone 202-742-8607  
Direct Fax 202-742-8697  
john.heffner@strasburger.com

**VIA HAND DELIVERY**

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Administration  
Section of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

ENTERED  
Office of Proceedings  
SEP 20 2013  
Part of  
Public Record

RE: STB Docket No. MC-F-21055, Celerity Partners IV, LLC et al.--Control--  
Sureride Charter, Inc. d/b/a Sundiego Charter Co.

Dear Ms. Brown:

I am enclosing for filing in the above-captioned docket an original and ten copies of the application of Celerity Partners IV, LLC, et al for control of Sureride Charter, Inc., that was originally to have been filed yesterday, September 19, 2013. Please treat this application as being filed today, September 20, 2013. Accordingly, the date for closing will be December 13, 2013, assuming all required authority is obtained by that date.

Very truly yours,

  
John D. Heffner  
Attorney for Applicants

**FILED**  
SEP 20 2013  
SURFACE  
TRANSPORTATION BOARD



Enclosures

cc: Keith G. O'Brien, Esq.

**FEE RECEIVED**  
SEP 20 2013

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**SURFACE  
TRANSPORTATION BOARD**

Strasburger & Price, LLP



September 19, 2013

MARK J. ANDREWS  
202.742.8601  
mark.andrews@strasburger.com

**VIA HAND DELIVERY**

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

RE: STB Docket No. MC-F-21055  
Celerity Partners IV, LLC et al. -- Control – Sureride Charter, Inc. d/b/a Sundiego  
Charter Co.

Dear Ms. Brown:

This office represents Celerity Partners IV, LLC (“Celerity Partners”), Celerity AHI Holdings SPV, LLC (“Celerity Holdings”) and All Aboard America! Holdings, Inc. (“AHI”). Pursuant to 49 U.S.C. § 14303 and the Board’s rules at 49 C.F.R. Part 1182, we enclose an original and ten paper copies of an application by Celerity Partners, Celerity Holdings and AHI (collectively, the “Applicants”) for approval to control Sureride Charter, Inc. d/b/a SunDiego Charter Co. Also enclosed is a CD-ROM of the text of the application, along with Celerity Partners’ check for Two Thousand One Hundred Dollars (\$2100.00) in payment of the filing fee.

An extra copy of this transmittal letter is enclosed for the convenience of your office in acknowledging receipt of this filing. Kindly receipt-stamp that copy and return it to our delivery person.

Please do not hesitate to contact us with any questions about this matter. Thank you for your assistance.

Very truly yours,

Mark J. Andrews  
John D. Heffner  
Attorneys for Applicants

**Strasburger & Price, LLP**

Ms. Cynthia T. Brown  
September 19, 2013  
Page 2

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Enclosures

cc (w/encl.): Matt Kraus  
David Carroll  
Craig Lentzsch  
Linda King  
Jason Femrite, Esq.  
Keith G. O'Brien, Esq.  
Parties listed in Certificate of Service accompanying enclosed application

**BEFORE THE  
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C.**

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 Co.

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303

CELERTY PARTNERS IV, LLC  
CELERTY AHI HOLDINGS SPV, LLC  
ALL ABOARD AMERICA! HOLDINGS, INC.

By Their Attorneys

Mark J. Andrews  
John D. Heffner  
STRASBURGER & PRICE, LLP  
Suite 640, 1700 K Street, N.W.  
Washington, D.C. 20006  
Telephone: 202-742-8601  
Telefax: 202-742-8691  
E-mail: [mark.andrews@strasburger.com](mailto:mark.andrews@strasburger.com)

RICHARD ILLES  
BEVERLY ANN ILLES  
SURERIDE CHARTER, INC. d/b/a  
SUNDIEGO CHARTER CO.

By Their Attorney

Keith G. O'Brien  
Baker & Miller, PLLC  
2401 Pennsylvania Ave., N.W.  
Suite 300  
Washington, D.C. 20037  
Telephone: 202-663-7852  
Telefax: 202-663-7849  
Email: [kobrien@bakerandmiller.com](mailto:kobrien@bakerandmiller.com)

Date Filed: September 19, 2013

**BEFORE THE  
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C.**

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

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303

**I. Introduction and Summary**

Pursuant to 49 U.S.C. § 14303(a) (5) and the Board’s rules at 49 C.F.R. Part 1182, this Application is filed by All Aboard America! Holdings, Inc. (“AHI”), by its principal investors organized as Celerity AHI Holdings SPV, LLC (“Celerity Holdings”), and by the latter entity’s managing member Celerity Partners IV, LLC (“Celerity Partners”). AHI, Celerity Holdings, and Celerity Partners (collectively, “Applicants”) seek all necessary regulatory approvals for their proposed acquisition of stock control (the “Acquisition”) of an additional motor passenger carrier beyond the two such carriers they currently control. The additional carrier would be Sureride Charter, Inc. d/b/a Sundiego Charter Company (“Sundiego”). The two currently controlled carriers are Hotard Coaches, Inc. (“Coaches”) and Industrial Bus Lines, Inc. d/b/a All Aboard America! (“Industrial”). Board approval is necessary because each of Sundiego, Coaches, and Industrial holds interstate operating authority issued by the Federal Motor Carrier Safety Administration (“FMCSA”) for service as a motor carrier of passengers. At the time of closing, currently scheduled for 75 days from the date of this filing or about December 10, 2013, if Board approval is obtained by then, AHI would acquire all shares of Sundiego from their current owner as further described in Part II(3) below.

The remainder of this Application will present supporting data and argument in the sequence prescribed by the final rules adopted in STB Ex Parte No. 559, *Revisions to Regulations Governing Finance Applications Involving Motor Passenger Carriers*, 3 S.T.B. 658 (1998); *see* 49 C.F.R. § 1182.2(a).

## II. Facts and Circumstances

(1) *Full identification (including addresses) and authorized signatures of all parties to the proposed transaction:*

AHI, a noncarrier, is a corporation established under the laws of Delaware. It is headquartered at 2838 Touro Street, New Orleans, Louisiana 70122. A plurality of the stock of AHI is held by a group of investors participating in Celerity Holdings, which is a noncarrier and a limited liability company organized under the laws of Delaware. Celerity Partners, the managing member of Celerity Holdings, is also a noncarrier and a Delaware limited liability company. Both Celerity Holdings and Celerity Partners (the “Celerity Entities”) are headquartered at 1901 Avenue of the Stars, Suite 400, Los Angeles, CA 90067.<sup>1</sup> None of the separate investors participating in the Celerity Entities holds a controlling interest in AHI, nor does any such separate investor currently hold a controlling interest in any passenger motor carrier regulated by the Board and FMCSA.

Coaches and Industrial are controlled by AHI and the Celerity Entities pursuant to Board authorization granted in STB Docket No. MC-F-21044, *Celerity Partners IV, LLC et al. – Control – Calco Travel, Inc. et al.* (tentative approval served May 11, 2012; unopposed and effective on June 25, 2012).<sup>2</sup> AHI directly owns all the shares of Industrial, which is

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<sup>1</sup> As noted at page 5, *infra*, certain additional investors including Gemini Investors IV, LP, own smaller interests in AHI outside of Celerity’s control.

<sup>2</sup> Control of a third carrier, Calco Travel, Inc., also was approved in No. MC-F-21044. Later, however, that carrier was merged into Coaches pursuant to an exemption granted in STB Docket

headquartered at 230 S. Country Club Drive, Mesa, AZ 85210. AHI owns 100% of Coaches. Both Coaches and AHI are headquartered at the same New Orleans address as given above for AHI.

On the seller's side, Sundiego is a California corporation headquartered at 522 West 8<sup>th</sup> Street, National City, CA 91950. All of its stock is held by Richard Illes ("Mr. Illes"), a noncarrier individual residing in California. Because of California community property laws, this application also is joined by Beverly Ann Illes ("Mrs. Illes"), Mr. Illes' spouse.

**Exhibit 1** to this Application provides executed signature and certification (verification) pages for Applicants, Mr. and Mrs. Illes, and Sundiego. All signatures are verified in the format required by 49 C.F.R. § 1182.8.

(2) *Copies or descriptions of the pertinent operating authorities of the parties:*

Coaches and Industrial hold for-hire operating authority from FMCSA for interstate passenger transportation in Docket Nos. MC-143881 and MC-133171, respectively. The respective census numbers assigned to them by FMCSA for safety regulation purposes (also known as USDOT numbers) are 156451 and 27402. Corresponding interstate identifying numbers for Sundiego are USDOT 701846 and MC-324772. For purposes of intrastate commerce, Coaches is duly registered in Louisiana, as is Industrial in New Mexico and Texas. Sundiego holds an intrastate registration from the California Public Utilities Commission ("CPUC") as a Class B charter-party carrier of passengers. Copies of the FMCSA for-hire registrations of Sundiego, Coaches and Industrial are provided in **Exhibit 2-A** accompanying

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No. MC-F-21051, *Hotard Coaches, Inc. and Calco Travel, Inc. – Corporate Family Transaction*, S.T.B. served December 31, 2012.

this Application. The intrastate registration affected by this Application (*i.e.*, that of Sundiego) is reproduced in **Exhibit 2-B**.

(3) *A description of the structure and purpose of the proposed transaction:*

The proposed Acquisition will be structured through a Stock Purchase Agreement (“SPA”) between AHI and Mr. and Mrs. Illes, under which AHI will acquire direct ownership of all the shares of Sundiego. Although the SPA has not yet been executed as of the date of this Application, the parties have executed a non-disclosure agreement and are presently negotiating the SPA.

The purpose of the Acquisition is for AHI directly (and the Celerity Entities indirectly) to acquire 100 percent control of Sundiego through purchase of all of its stock from Mr. and Mrs. Illes. Closing of this transaction would place the Applicants in control of a profitable and well-run regional motor carrier business serving San Diego and other geographic markets in California. Those markets are adjacent to but west of Industrial’s primary service areas in Texas, New Mexico and Arizona. The top management group at Sundiego would remain involved in the business after the Acquisition closes, and in fact Mr. and Mrs. Illes would become minority shareholders in AHI.

(4) *Identification and description of carriers currently affiliated with Applicants; a brief description of their operations; description of current corporate structure:*

Under 49 C.F.R. § 1182.2(a)(4), Applicants are required to describe the “intercorporate structure” of their corporate family “from top to bottom.” In response to this requirement, Applicants state that AHI is a holding company established for the purpose of effectuating the stock acquisition and subsequent coordinated operation of motor passenger carriers such as

Coaches, Industrial, and (if authorized) Sundiego. AHI's plurality shareholder Celerity Holdings is a consortium of corporate and institutional investors, high-net-worth families and Celerity Partners, a private equity firm which also acts as the managing member of Celerity Holdings. Certain other capital providers (including Gemini Investors IV, L.P., another private equity firm) do not participate in Celerity Holdings but do hold minority interests in AHI directly (as would Mr. and Mrs. Illes if the Acquisition is approved). Except as noted below, neither the Applicants nor any investors in them currently hold controlling interests in any bus transportation providers other than Coaches and Industrial.<sup>3</sup>

The existing operations of Coaches and Industrial are discussed next. **Coaches** provides local and regional charter services within Louisiana and southern Mississippi, and on longer trips radiating from that area. It operates a total of 97 vehicles, the great majority of which are full-sized motor coaches; the remainder are minibuses. Charter and sightseeing services account for approximately 90 percent of this carrier's revenues, with contracted transit and dedicated shuttle services accounting for the remainder. **Industrial** provides local and regional charter services utilizing 95 vehicles in an operation centered on Arizona, New Mexico and Texas. Again its fleet consists mainly of full-sized motor coaches, with minibuses accounting for the rest. About 52 percent of its revenue derives from charter and sightseeing services, while 38 percent comes from contracted transit and dedicated shuttle work. Its remaining revenue is generated by a single regular route in Texas and by vehicle maintenance/repair services for third parties.

The operations of Sundiego broadly resemble those of Coaches and Industrial in size and type. Sundiego operates a total of 58 full-sized motor coaches and 9 smaller vehicles such as

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<sup>3</sup> Jack Wigley, a minority AHI shareholder, owns 50% of a school bus company in New Mexico which does not compete with SunDiego.

minibuses and limousines (according to due-diligence materials provided to Applicants).<sup>4</sup> It conducts charter, sightseeing and various types of shuttle operations for a wide variety of customers out of its headquarters in National City, CA (a San Diego suburb). These operations generally are conducted to, from, and within California and adjoining States as well as to Mexico. Approximately 65 percent of Sundiego's revenues derive from contracted transit and dedicated shuttle operations (a somewhat larger percentage than for either Industrial or Coaches), with the remainder coming from charter operations. Airport transfers and cruise ship transfers represent 10% and 4% of Sundiego's revenues, respectively. There is no overlap between the major traffic-generation points for Sundiego on the one hand and Industrial and Coaches on the other hand.<sup>5</sup> **As previously noted, Sundiego also holds MC-324772, which provides the authority for Sundiego to operate a network of regular routes between Los Angeles, El Paso, Denver and Las Vegas. Sundiego has held this authority since 2005, but does not presently operate any of these routes. It does not intend to operate these routes in the future and, in fact, intends to file to have this authority revoked.**

(5) *Jurisdictional statement:*

Under 49 U.S.C. § 14303(a)(5), prior Board approval is required for "acquisition of control of [an FMCSA-regulated motor passenger] carrier by a person that is not a carrier but that controls any number of [such] carriers." This requirement is pertinent here because the Applicants already control two such carriers (Coaches and Industrial), and now seek to control a third (Sundiego) through management and through indirect ownership of its stock.

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<sup>4</sup> Specifically, 6 minibuses, 2 vans, and 1 limousine.

<sup>5</sup> Round trips generated by each carrier might radiate into overlapping States, but the beginning and end points seldom if ever overlap as between Sundiego on one hand and Coaches or Industrial on the other.

The “small transaction” exemption of § 14303(g) is inapplicable here. That exemption applies only if the “aggregate gross operating revenues” of all of the involved carriers “were not more than \$2,000,000 during a period of 12 consecutive months ending not more than 6 months before the date of the agreement of the parties”; *id.* Under 49 C.F.R. § 1182.2(a)(5), this calculation must include revenues derived from “all transportation sources”, whether regulated or not. Assuming that the SPA for the proposed Acquisition is executed during September 2013, Applicants and Sundiego hereby certify that the aggregate gross operating revenues of Sundiego, Coaches, and Industrial did exceed \$2 million for the twelve-month period ending on any date in that month. A similar certification could be made as to any date in October 2013 if there were any acceleration or slippage in the execution date for this SPA. Consequently, the Board has jurisdiction over all the matters encompassed in this Application.

Moreover, such jurisdiction is exclusive as provided in 49 U.S.C. § 14303(f). This means that Sundiego, if the instant Application is approved, could continue to operate the intrastate authority reproduced in **Exhibit 2-B** after closing of the Acquisition without approval from the CPUC. See STB Docket No. MC-F-20902, *Colorado Mountain Express, Inc. and Airport Shuttle Colorado, Inc. d/b/a Aspen Limousine Service, Inc. – Consolidation and Merger – Colorado Mountain Express* (served February 28, 1997), in which Board approval of a merger under § 14303 was held to preempt state laws concerning transfer of intrastate operating authority issued to the merged carrier. A similar determination is appropriate here, where the entities holding the intrastate authorities would remain the same and only the stock control of one such entity (Sundiego) would change.

Reviewing courts upheld similar determinations by the Board’s predecessor agency, in applying virtually identical preemptive language to merger and control transactions involving

motor freight carriers under pre-1995 law. See, e.g., *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 ... may occur”); *Leaseway Transp. Corp. v. Bushnell*, 888 F.2d 1212 (7<sup>th</sup> Cir. 1989) (to same effect). See also *Washington Trucking Inc. – Purchase Exemption – Maddox Transfer*, 7 I.C.C.2d 372, 378-80 (1991), aff’d sub nom. *Oregon Pub. Util. Comm’n v. I.C.C.*, 979 F.2d 778, 780-81 (9<sup>th</sup> Cir. 1992), and *Herman Bros., Inc. – Purchase Exemption – Thompson Truck Line*, 1991 Fed.Car.Cas. (CCH) ¶ 97,913, aff’d sub nom. *Minnesota Transp. Regulation Board v. I.C.C.*, 966 F.2d 335, 338-39 (8<sup>th</sup> Cir. 1992) (both holding that federal preemption under the predecessor to § 14303(f) extends to the transfer of intrastate operating rights).<sup>6</sup>

(6) *Statement as to environmental and energy-conservation impacts:*

No substantial change in the physical operations or service patterns of Sundiego is anticipated as a result of the approval sought for the Acquisition here. Consequently, Applicants submit that the relief they request from the Board would have no significant impact on the quality of the human environment or the conservation of energy resources.

(7) *Information to demonstrate that the proposed transaction is consistent with the public interest:*

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<sup>6</sup> Although one court of appeals has held that such preemption applies only to transactions involving bona fide operations in interstate as well as intrastate commerce, see *North Alabama Express, Inc. v. I.C.C.*, 62 F.3d 361 (11<sup>th</sup> Cir. 1995), no such qualification is applicable here. Sundiego engages in significant interstate as well as intrastate operations, service to Indian Tribal Lands, and to foreign countries, and estimates that it derives approximately 3 to 5 percent of its total revenues from interstate trips. As noted on page 6, airport transfers and cruise ship transfers represent 10% and 4% of Sundiego’s revenues, respectively. In almost all instances, these intermodal transfers represent continuations of passenger trips in interstate or foreign commerce.

Discussion under this heading will begin by addressing the three specific approval criteria set forth in 49 U.S.C. § 14303(b), *i.e.*, the effect of the proposed Acquisition on the adequacy of transportation service to the public; the total fixed charges resulting from that transaction; and the interests of affected carrier employees. The ensuing discussion will focus on a public-interest factor which Applicants submit is at least equally important, *i.e.*, the minimal impact of the proposed transaction on competition in any passenger service sector.

(a) Adequacy of Transportation Services. Applicants submit that approval and consummation of the proposed Acquisition would have no significant impact on the adequacy of transportation services to the public. As stated earlier, Applicants have no intention of substantially changing the physical operations historically conducted by Sundiego if they obtain Board approval here. Nonetheless, Applicants believe that they could enhance the operations of this already well-managed carrier (see Part II(8) below) by implementing vehicle sharing arrangements to ensure maximum use and efficient operation of equipment; by providing coordinated driver training and safety management services, and by centralizing various management support functions including vehicle licensing, legal affairs, accounting, human resources, purchasing, and environmental compliance. The Board has recognized such factors as positive evidence with regard to the “service adequacy” test for passenger motor carriers under § 14303(b). See, e.g., STB Docket No. MC-F-20924, *Global Passenger Services, L.L.C. – Control – Bortner Bus Company, et al.* (served July 17, 1998) (“*Bortner*”), slip op. at 5.

(b) Fixed Charges. Applicants also believe that their control of Sundiego would generate economies of scale over time that would reduce a variety of unit costs now being incurred to operate Sundiego under its current ownership. Applicants believe that Sundiego in combination with Coaches and Industrial would constitute the seventh largest motor coach

operator of its type in the country (with a fleet of approximately 244 coaches plus other smaller vehicles), and that this market position – while hardly overwhelming – would give these carriers access to financing on more favorable terms than Sundiego enjoys currently. In addition to financing with better interest rates – a traditional meaning of “fixed charges” – the combined carriers should be able modestly to enhance their volume purchasing power, thereby reducing insurance premiums and achieving deeper volume discounts for tires, equipment, and fuel. *See Bortner, supra*, slip op. at 5.

(c) Employee Interests. Applicants consider it reasonable to expect that the economies and efficiencies they would bring to Sundiego, as discussed *supra*, would directly benefit Sundiego’s employees by maintaining job security and retaining or expanding the volume of available work. Moreover, Applicants anticipate that this transaction will result in increased opportunities for growth, in turn resulting in more potential jobs. For these reasons, Applicants believe that their proposed acquisition of Sundiego would have only a positive impact on employee interests.

(d) Competition and the Public Interest. As will be seen, approval of the instant Acquisition would be unlikely to exert any impact at all – much less a negative impact – on competition in any portion of the passenger transportation industry. This is true for a very fundamental reason: **The geographic markets in which Sundiego and the previously-approved Coaches/Industrial combination currently compete are adjacent, but do not significantly overlap. Therefore, regardless of how much competition currently exists in those geographic markets for the pertinent types of service, completion of the proposed Acquisition would neither increase nor decrease the degree of such competition.** Moreover, ensuing discussion will demonstrate that numerous carriers do or could compete vigorously with

Sundiego in its major market (San Diego), and that existing carrier-customer relationships in that market are fluid and contestable. Furthermore, growth in both the quantity and quality of service to the public, which Applicants believe the proposed transaction would facilitate, is clearly in the public interest.

(i) The Competitive Landscape. Sundiego faces actual and potential competition from numerous other providers of charter and shuttle services based in San Diego and elsewhere in Southern California.<sup>7</sup> The following discussion will consider not only the carriers based in San Diego, but also those based in nearby regions such as Los Angeles, Orange County and the Inland Empire (the Riverside-San Bernardino area).

In San Diego, locally-based competitors of Sundiego include Goldfield Stage & Co. (USDOT 291979, MC-191442) and Sundance Stage Lines Inc. (USDOT 184090, MC-148425), which operate approximately 16 coaches and 18 coaches respectively. But the San Diego market also is easily accessible from Orange County, which is about 70 miles to the north. Charter/shuttle carriers based there include Hot Dogger Tours Inc. d/b/a Gold Coast Tours (USDOT 230226, MC-166374) and Lux Bus America Inc. (USDOT 1125439, MC-459355), with coach fleet sizes of about 45 and 25 units respectively. There are two other viable competitors of Sundiego that are based in the Inland Empire, only 60 miles to the north. These are Inland Empire Stages Ltd. (USDOT 260463, MC-175594) and H & L Charter Co., Inc. (USDOT 282191, MC-181516), with 20 and 15 coaches, respectively.

But the most significant competitors overhanging the San Diego market are those based in and near Los Angeles, only 100 miles to the north. These include Silver State Coach Inc.

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<sup>7</sup> All referenced carriers in the following discussion hold an FMCSA safety rating of Satisfactory (as does Sundiego, *see* Part II(8) below) with the exception of Horizon which has a conditional safety rating according to FMCSA's on-line records.

d/b/a Silver State Trailways (USDOT 273350, MC-191541), Horizon Coach Lines (USDOT 12016, MC-107638) and Tourcoach (which the FMCSA lists as Screamline Investment Corporation, MC-282635). Silver State is based in Las Vegas but has about 50 coaches in the Los Angeles area; Horizon has over 1,000 coaches nationwide including about 40 currently based in Los Angeles; Tourcoach is believed to have about 60 coaches in Los Angeles.

ii. Contestability of Markets. Although Sundiego has a significant degree of penetration in its major market as shown above,<sup>8</sup> there is no guarantee that its market share will remain at its current level. As shown next, this is true whether Sundiego is providing services under contract or on a spot basis.

**Services provided under contract** by Sundiego typically involve dedicated shuttle services for professional athletic teams, nonprofit organizations, casinos, and corporate customers. Most of these contracts are let through competitive bidding processes, typically for terms of one to five years. The bidding process pits Sundiego against many of the local and regional competitors discussed above. Moreover, there is nothing to prevent bidding for these contracts by large nationwide providers such as First Transit (with over 11,200 vehicles in its nationwide fleet), Veolia Transportation (which operates 164 transit buses under contract to the Metropolitan Transit System in San Diego), and Greyhound Lines (with 1420 buses nationwide). Another potential competitor is MV Transportation, Inc., of Dallas, TX, which is also active as a national contract transportation provider similar to First Transit and Veolia. Any or all of these large operators would become potential competitors for Sundiego in the event that casinos purchased their own vehicles and put out a contract for operation, dispatch, and maintenance of the shuttles..

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<sup>8</sup> It still operates fewer than 50% of all coaches in the combined markets of San Diego, Orange County and the Inland Empire.

By definition, all of this contract business is up for grabs at the end of each contract term. In many instances, additional competitive pressure results from the ability of corporate or other customers to resume direct operation of shuttle services if the anticipated benefits of “outsourcing” do not pan out.

**Service provided on a spot basis** is the norm, however, for most of Sundiego’s charter and leisure-travel work. The parties that purchase these services include a wide variety of tour brokers, travel agents, religious groups, and other community organizations. The competition for spot business is, if anything, even more intense than for contract business, because the business is contestable trip by trip. Again, the potential competitors include not only the local carriers discussed above, but nationwide operators much larger than Sundiego, Coaches, and Industrial combined. There is nothing to prevent these major operators from entering or expanding in Sundiego’s principal market at a time of their choosing. The law allows FMCSA to limit entry into charter service only if the entrant is a public agency; *see* 49 U.S.C. § 13902(b) (2). National competitors such as Coach USA and Megabus, both subsidiaries of Coach USA which is in turn owned by Stagecoach, PLC, have extensive operations as close by as Orange County, CA.

Sundiego can and does compete in its core market on its regional reputation, its late-model motor coach fleet, and its intimate knowledge of sightseeing attractions. But it certainly cannot compete on size in relation to the major carriers which could contest all of its markets. Indeed, the combined 2012 revenues of Sundiego, Coaches, and Industrial (approximately \$65 million including pre-merger revenues of Calco Travel, Inc.) amounted to less than 1.1 percent of the bus transportation industry’s total revenues in the same year (estimated by Applicants to be at least \$6 billion).

Finally, the Board's competitive analysis here should not be limited to participants in the bus transportation industry. It is well known that motor passenger carriers face intense market competition from other transportation modes, *i.e.*, primarily from the private automobile but also from the airlines and Amtrak. *See GLI Acquisition Co. – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988) (discussing and broadly defining relevant market for passenger transportation services). In short, approval and consummation of the instant Acquisition would be unlikely to exert any significant impact at all – let alone any negative impact – on competition anywhere in the passenger transportation marketplace.

(8) *Certification of the U.S. Department of Transportation safety fitness rating of each motor passenger carrier involved in the application, whether that carrier is a party to the transaction or is affiliated with a party to the transaction:*

It is hereby certified that each of Sundiego (USDOT 701846, MC-324772), Coaches (USDOT 156451, MC-143881), and Industrial (USDOT 27402, MC-13317) has a safety rating of “Satisfactory” according to FMCSA. As noted earlier, no other affiliate of Applicants is subject to regulation by FMCSA or the Board.

(9) *Certification by the parties acquiring operating rights through the transaction that they have sufficient insurance coverage under 49 U.S.C. §§ 13906(a) and (d) for the services they intend to provide:*

Applicants and Sundiego do so certify.

(10) *Statement as to Mexican domicile, ownership or control:*

No party that would acquire or control operating rights through the transactions encompassed by this Application is either domiciled in Mexico or owned or controlled by persons of that country.

(11) *Certification under 21 U.S.C. § 853a by any individual transferee of operating rights:*

Inapplicable, as none of the involved FMCSA authorities has been or would be transferred to an individual in connection with any transaction encompassed by this Application.

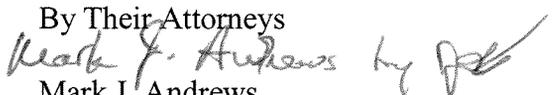
### III. Conclusion and Prayer for Relief

For all the reasons stated in this Application (including **Exhibits 1, 2-A and 2-B**), the undersigned parties hereby request the Board to grant approval for Applicants to acquire stock control of Sureride Charter, Inc., d/b/a Sundiego Charter Co. as described herein.

Respectfully submitted,

CELERITY PARTNERS IV, LLC  
CELERITY AHI HOLDINGS SPV, LLC  
ALL ABOARD AMERICA! HOLDINGS, INC.

By Their Attorneys



Mark J. Andrews  
John D. Heffner  
STRASBURGER & PRICE, LLP  
Suite 640, 1700 K Street, N.W.  
Washington, D.C. 20006  
Telephone: 202-742-8601  
Telefax: 202-742-8691  
E-mail: [mark.andrews@strasburger.com](mailto:mark.andrews@strasburger.com)

RICHARD ILLES  
BEVERLY ANN ILLES  
SURERIDE CHARTER, INC. d/b/a  
SUNDIEGO CHARTER CO.

By Their Attorney

Keith G. O'Brien  
Baker & Miller, PLLC  
2401 Pennsylvania Ave., N.W.  
Suite 300  
Washington, D.C. 20037  
Telephone: 202-663-7852  
Telefax: 202-663-7849  
Email: [kobrien@bakerandmiller.com](mailto:kobrien@bakerandmiller.com)

Date Filed: September 19, 2013

**Exhibits:**

- 1 – Signature and Certification Pages
- 2-A – FMCSA Authorities
- 2-B – Intrastate Operating Authority (CPUC)

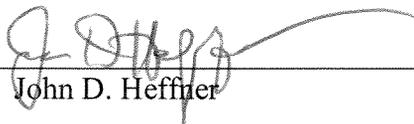
CERTIFICATE OF SERVICE

I hereby certify that I have caused copies of this Application, including all Exhibits, to be served this date upon each of the following via first-class mail, properly addressed and with postage prepaid:

**Federal Motor Carrier Safety Administration**  
Chief, Commercial Enforcement Division  
Office of Enforcement and Compliance [OEC]  
West Building, 1200 New Jersey Avenue, S.E., 6<sup>th</sup> Floor  
Washington, DC 20590-9098

**California Public Utilities Commission**  
License Section  
505 Van Ness Avenue  
San Francisco, CA 94102

Dated at Washington, D.C. this <sup>20</sup>19<sup>th</sup> day of September, 2013.

  
\_\_\_\_\_  
John D. Heffner

September 23, 2013

MARK J. ANDREWS  
(202) 742-8601  
Mark.Andrews@strasburger.com

**VIA HAND DELIVERY**

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RE: STB Docket No. MC-F-21055, Celerity Partners IV, LLC et al. -- Control --  
Sureride Charter, Inc. d/b/a Sundiego Charter Co. (CORRECTIONS TO  
APPLICATION FILED SEPTEMBER 20, 2013)

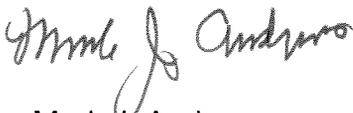
Dear Ms. Brown:

The above application was hand-filed by our office on Friday afternoon, September 20, 2013. It later came to our attention that the wrong exhibits had been attached to the text of the application, and also that page 11 of the text somehow had been omitted when copies of the application were run.

We now enclose eleven (11) copies of the correct exhibits and also of page 11 of the text. We request permission to physically substitute the correct exhibits for the incorrect ones, and also to physically insert page 11 into each copy of the text. This request is concurred in by Keith G. O'Brien, counsel for the sellers in the transaction being submitted for approval in this docket. The corrections already have been made in the service copies of the application.

Thank you in advance for allowing us to take this corrective action. We regret any inconvenience or confusion resulting from the inadvertent document assembly errors made by our office on Friday.

Sincerely,



Mark J. Andrews  
Attorney for Celerity Partners IV, LLC et al.

5265333.1/SP/25588/0103/092313

Ms. Cynthia T. Brown  
September 23, 2013  
Page 2

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Enclosures

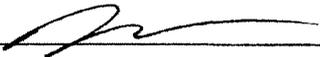
cc: Keith G. O'Brien, Esq.  
Matt Kraus  
David Carroll  
Craig Lentzsch  
Linda King  
Jason Femrite, Esq.

**EXHIBIT 1**

**Signature and Certification Pages**

SIGNATURE AND CERTIFICATION  
(Celerity Partners IV, LLC)

I, MATTHEW KLAUS, make this declaration in my capacity as  
MANAGING DIRECTOR of Celerity Partners IV, LLC ("Celerity Partners"), a limited  
liability company organized under the laws of Delaware. I declare under penalty of perjury  
under the laws of the United States of America that all matters represented as facts relating to  
Celerity Partners in the foregoing application are true and correct. Further, I certify that I am  
qualified and authorized to file this declaration and make such factual representations. Executed  
on 9-20, 2013.

Signature: 

SIGNATURE AND CERTIFICATION  
(Celerity AHI Holdings SPV, LLC)

I, MATTHEW KLAUS, make this declaration in my capacity as  
Managing Member of Celerity AHI Holdings SPV, LLC ("Celerity Holdings"), a  
limited liability company organized under the laws of Delaware. I declare under penalty of  
perjury under the laws of the United States of America that all matters represented as facts  
relating to Celerity Holdings in the foregoing application are true and correct. Further, I certify  
that I am qualified and authorized to file this declaration and make such factual representations.

Executed on 9-20, 2013.

Signature: 

SIGNATURE AND CERTIFICATION  
(All Aboard America! Holdings, Inc.)

I, Craig Lentzsch, make this declaration in my capacity as Chairman and CEO of All Aboard America! Holdings, Inc. ("AHI"), a corporation organized under the laws of Delaware. I declare under penalty of perjury under the laws of the United States of America that all matters represented as facts relating to AHI in the foregoing application are true and correct. Further, I certify that I am qualified and authorized to file this declaration and make such factual representations. Executed on September 19, 2013.

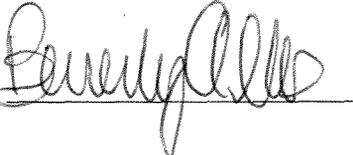
Signature: \_\_\_\_\_



SIGNATURE AND CERTIFICATION  
(Beverly Illes)

I, Beverly Illes, an individual residing in the State of California, hereby declare under penalty of perjury under the laws of the United States of America, that all matters represented as facts relating to myself in the foregoing application are true and correct. Further, I certify that I am qualified and authorized to file this declaration and make such factual representations.

Executed on Sept 19, 2013.

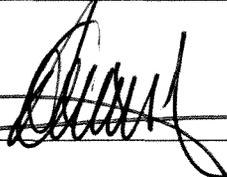
Signature: 

SIGNATURE AND CERTIFICATION  
(Richard Illes)

I, Richard Illes, an individual residing in the State of California, hereby declare under penalty of perjury under the laws of the United States of America, that all matters represented as facts relating to myself in the foregoing application are true and correct. Further, I certify that I am qualified and authorized to file this declaration and make such factual representations.

Executed on SEPTEMBER 19, 2013.

Signature: \_\_\_\_\_

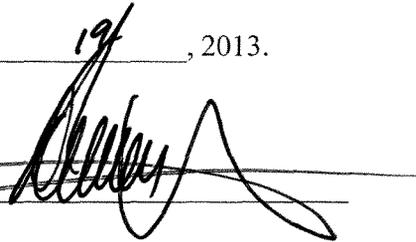
A handwritten signature in black ink, appearing to read "Richard Illes", is written over a horizontal line. The signature is stylized and cursive.

SIGNATURE AND CERTIFICATION  
(Sureride Charter, Inc. d/b/a Sundiego Charter Co.)

I, Richard Illes, make this declaration in my capacity as President and Chief Executive Officer of Sureride Charter, Inc. d/b/a Sundiego Charter Co. ("Sundiego"), a corporation organized under the laws of California. I declare under penalty of perjury under the laws of the United States of America that all matters represented as facts relating to Sundiego in the foregoing application are true and correct. Further, I certify that I am qualified and authorized to file this declaration and make such factual representations. Executed on

SEPTEMBER 19, 2013.

Signature: \_\_\_\_\_

A handwritten signature in black ink, appearing to read 'Richard Illes', is written over a horizontal line. The signature is stylized and cursive.

**EXHIBIT 2-A**

**SERVICE DATE**  
**September 19, 1997**

FEDERAL HIGHWAY ADMINISTRATION

CERTIFICATE

MC 324772 C

SURERIDE CHARTER, INC.  
D/B/A SAN DIEGO CHARTER COMPANY  
SAN DIEGO, CA US

This Certificate is evidence of the carrier's authority to engage in transportation as a **common carrier of passengers, in charter and special operations**, by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387); the designation of agents upon whom process may be served (49 CFR 366); and tariffs or schedules (49 CFR 1312). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Thomas T. Vining  
Chief, Licensing and Insurance Division

**NOTE:** Applicant is a nonrecipient of governmental financial assistance.

**NOTE:** Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.



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

400 7th Street SW  
Washington, DC 20590

**SERVICE DATE**  
February 19, 2003

**DECISION**  
MC-324772  
SURERIDE CHARTER, INC.  
D/B/A SAN DIEGO CHARTER COMPANY  
SAN DIEGO, CA  
**REENTITLED**  
SURERIDE CHARTER, INC.  
D/B/A SUNDIEGO CHARTER CO

On February 11, 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 SURERIDE CHARTER, INC., D/B/A SUNDIEGO CHARTER CO.

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:*** February 13, 2003  
By the Federal Motor Carrier Safety Administration

Terry Shelton, Director  
Office of Data Analysis & Information Systems  
NC/A



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

400 7th Street SW  
Washington, DC 20590

**Service Date**  
March 24, 2005

**CERTIFICATE**  
**MC-324772-C**  
SURERIDE CHARTER, INC  
D/B/A SUNDIEGO CHARTER CO  
NATIONAL CITY, CA

This Certificate is evidence of the carrier's authority to engage in transportation as a **common carrier of passengers** by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387); the designation of agents upon whom process may be served (49 CFR 366); and tariffs or schedules (49 CFR 1312). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

For common carriers with irregular route authority: Any irregular route authority in this Certificate may not be tacked or joined with other irregular route authority unless joinder is specifically authorized. Any regular routes authorized in this Certificate may be tacked or joined with one another and with other interstate regular route authority you hold, at any common service.

The transportation service to be performed is described on the reverse side of this document.

Angeli Sebastian, Chief  
Information Systems Division

**NOTE:** Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.

CPR

Interstate common carrier of passengers over regular routes:

(1) BETWEEN LOS ANGELES, CA AND EL PASO, TX OVER INTERSTATE HWY 10; (2) BETWEEN LOS ANGELES, CA AND LAS VEGAS, NV: FROM LOS ANGELES OVER INTERSTATE HWY 10 TO INTERSTATE HWY 15, OVER INTERSTATE HWY 15 TO LAS VEGAS, AND RETURN OVER THE SAME ROUTE; (3) BETWEEN LAS VEGAS, NV AND DENVER, CO: FROM LAS VEGAS OVER INTERSTATE HWY 15 TO INTERSTATE HWY 70, OVER INTERSTATE HWY 70 TO DENVER, AND RETURN OVER THE SAME ROUTE; (4) BETWEEN EL PASO, TX AND DENVER, CO: FROM EL PASO OVER INTERSTATE HWY 10 TO INTERSTATE HWY 25 AT LAS CRUCES, NM, OVER INTERSTATE HWY 25 TO DENVER, AND RETURN OVER THE SAME ROUTE; AND (5) BETWEEN LAS VEGAS, NV AND EL PASO, TX: FROM LAS VEGAS OVER INTERSTATE HWY 515 TO NV HWY 93 IN BOULDER CITY, NV, OVER NV HWY 93 TO INTERSTATE HWY 40 IN KINGMAN, AZ, OVER INTERSTATE HWY 40 TO NV HWY 93 IN PHOENIX, AZ, OVER NV HWY 93 TO INTERSTATE HWY 10, OVER INTERSTATE HWY 10 TO EL PASO, AND RETURN OVER THE SAME ROUTE; SERVING ALL INTERMEDIATE POINTS IN (1) THROUGH (5) ABOVE. NOTE APPLICANT SEEKS TO PROVIDE REGULAR-ROUTE SERVICE IN INTERSTATE OR FOREIGN COMMERCE UNDER 49 U.S.C. 13902 (B3) (3) (1996 CODIFICATION) OVER THE SAME ROUTES

INTERSTATE COMMERCE COMMISSION  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

SERVICE DATE

MC-143881 (Sub-No. 2)

JUN 1 1983

HOTARD COACHES, INC.  
NEW ORLEANS, LA

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 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.

Agatha L. Mergenovich  
Secretary

(SEAL)

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

MC-143881 (Sub-No. 2)  
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.

INTERSTATE COMMERCE COMMISSION  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

MC-143881 Sub 3

HOTARD COACHES, INC.  
NEW ORLEANS, LOUISIANA

SERVICE DATE

MAY 21 1984

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 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.

JAMES H. BAYNE  
Secretary.

(SEAL)

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

MC-143881 Sub 3

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting disabled vehicles and replacement vehicles, between points in the United States, (except Alaska and Hawaii).



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

400 Virginia Avenue, SW, Suite 600  
Washington, DC 20024

**SERVICE DATE**  
February 08, 2002

**DECISION**

MC-143881-C  
HOTARD COACHES, INC  
NEW ORLEANS, LA

**REINSTATEMENT OF AUTHORITY**

On April 23, 1998, HOTARD COACHES, INC. was notified that its certificate was revoked by the Federal Motor Carrier Safety Administration.

HOTARD COACHES, INC. has now filed a written request for reinstatement of the authority and has submitted evidence of compliance with 49 U.S.C § 13906 and 49 CFR 387.

**It is ordered:**

The certificate evidenced in Docket No. MC-143881-C is reactivated. The effective date of the reinstatement of this authority is shown below.

**Decided:** February 05, 2002  
By the Federal Motor Carrier Safety Administration

Gladys M. Cole, Chief  
Insurance Compliance Division

REI

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY C-15.1

NO. MC 133171\*

SERVICE DATE  
MAY 24, 1972

INDUSTRIAL BUS LINES, INC.  
(302 SOUTH CANYON,  
CARLSBAD, NEW MEXICO 88220

At a Session of the INTERSTATE COMMERCE COMMISSION, Division 1,  
held at its office in Washington, D. C., on the 24th day  
of May, 1972.

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 express in the same vehicle with passengers,

Between Carlsbad, N. Mex., and the facilities of the Duval Sulphur and Potash Company in Culberson County, Tex., serving the intermediate points of Loving and Malaga, N. Mex., and Orla, Tex.:

From Carlsbad over U. S. Highway 285 to Orla, Tex., thence over unnumbered roads to the facilities of the Duval Sulphur and Potash Company, and return over the same route.

**RESTRICTION:** The operations authorized herein are restricted to the transportation of passengers originating at or destined to the above-named facilities of the Duval Sulphur and Potash Company in Culberson County, Tex.

The above-described authority to transport passengers was issued pursuant to an application filed after January 1, 1967, and, therefore, no incidental charter operations in interstate or foreign commerce are authorized by section 208(c) of the Interstate Commerce Act, as amended November 10, 1966.

**AND IT IS FURTHER ORDERED,** That this certificate shall supersede Certificate No. MC 133171 issued April 29, 1969, as corrected, in the name of Potash Mines Transportation Company, Inc., as amended by order dated February 1, 1972, and that said certificate be, and it is hereby, canceled.

By the Commission, division 1.

ROBERT L. OSWALD,  
Secretary

(SEAL)

\*This certificate embraces the operating rights in the corrected certificate superseded and canceled in the last ordering paragraph above, and is issued to reflect the change in carrier's corporate name.

OP-AEA-26 •  
(Rev. 5/83)

INTERSTATE COMMERCE COMMISSION  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

MC-133171 (Sub-No. 2)

SERVICE DATE

INDUSTRIAL BUS LINES, INC.  
CARLSBAD, NM

JUL 1 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 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.

Agatha L. Mergenovich  
Secretary

(SEAL)

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

MC-133171 (Sub-No. 2)  
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

MC-133171 Sub 3 (A)\*

INDUSTRIAL BUS LINES, INC.  
CARLSBAD, NEW MEXICO

SERVICE DATE

FEB 28 1984

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 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)

James H. Bayne  
Acting Secretary

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

NOTE: Applicant is authorized to provide regular route transportation in intrastate commerce and also must comply with requirements at 49 U.S.C. 10922 (c) (2) (E).

To operate as a common carrier, by motor vehicle, in interstate, intrastate, or foreign commerce, over regular routes, transporting passengers, (1) between Midland, TX, and San Angelo, TX, from Midland, TX over Texas Highway 158 to junction U.S. Highway 87 near Sterling City, TX, then over U.S. Highway 87 to San Angelo, TX and return over the same route, (2) between Midland, TX and Odessa, TX, (a) over U.S. Highway 80 and (b) over Interstate Highway 20, and (3) between Odessa, TX and Presidio, TX, from Odessa, TX over U.S. Highway 385 to junction U.S. Highway 67 at McCamey, TX, then over U.S. Highway 67 to Presidio, TX, and return over the same route, serving all intermediate points in (1) through (3) above.

INTERSTATE COMMERCE COMMISSION  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

MC-133171 Sub 3 (B)

SERVICE DATE

INDUSTRIAL BUS LINES, INC.  
CARLSBAD, NEW MEXICO

FEB 28 1984

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 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)

James M. Bayne  
Acting Secretary,

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

MC-133171 Sub 3(B)

To operate as a common carrier, by motor vehicle, in interstate or foreign commerce, over irregular routes, transporting shipments weighing 100 pounds or less if transported in a motor vehicle in which no one package exceeds 100 pounds, between points in the United States, (except Alaska and Hawaii).

**EXHIBIT 2-B**

PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA

-----  
CLASS B CHARTER-PARTY CERTIFICATE

EXPIRES ON NOVEMBER 18, 2015 - SEE PARAGRAPH (11)

CERTIFICATE NO. TCP0011264 - B  
SURERIDE CHARTER INC  
SUN DIEGO CHARTER COMPANY  
522 WEST 8TH ST  
NATIONAL CITY CA 91950

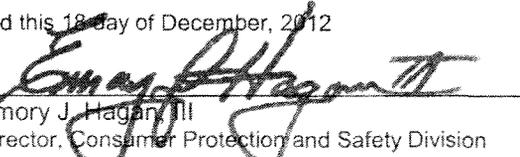
37

TERMINAL 522 WEST 8TH ST NATIONAL CITY CA 91950

The above-named Carrier, having made written application to the Public Utilities Commission of the State of California for a certificate to operate as a CHARTER-PARTY CARRIER OF PASSENGERS, pursuant to Sections 5351 through 5420 of the Public Utilities Code, is granted this certificate authorizing the transportation of passengers by motor vehicle over the public highways of the State of California as a CHARTER-PARTY CARRIER OF PASSENGERS, as defined in said Code, subject to the following conditions:

- (1) This certificate is issued pursuant to Public Utilities Code Section 5383, and said Carrier shall operate from a radius of no more than 125 air miles from the home terminal to any point in the state. This mileage restriction applies only to vehicles seating 10 or fewer, including the driver.
- (2) No vehicle or vehicles shall be operated by said Carrier unless adequately covered by a public liability and property damage insurance policy or surety bond as required by Public Utilities Code Section 5392.
- (3) Said Carrier shall comply with all Commission orders, decisions, rules, directions, and requirements governing the operations of said Carrier including General Order Series 115 and 157 and shall remit to the Commission the Transportation Reimbursement Fee required by Public Utilities Code Section 403.
- (4) All vehicles operated under this certificated authority shall comply with the requirements of the Motor Carrier Safety Section of the California Highway Patrol. No vehicle shall be operated unless it is named in the Carrier's most recent equipment list on file with this Commission. Written amendments to the equipment list shall be filed within ten days of the date the vehicle is put into or pulled out of service.
- (5) This certificate is subject to amendment, modification, suspension or revocation as provided in the Public Utilities Code and in Commission Resolutions PE-498, PE-501, and TL-18336.
- (6) This certificate may not be sold, assigned, leased, or otherwise transferred or encumbered without Commission authorization.
- (7) This certificate does not authorize the Carrier to conduct operations on the property of or into any airport unless such operation is authorized by the airport authority involved.
- (8) This certificate does not authorize round-trip sightseeing tour service.
- (9) The use of top lights and/or taxi meters in all vehicles operated under this certificate is prohibited (D 82-05-069).
- (10) Relocation of terminal is permitted upon notification to the Commission. However, any relocation and/or addition of terminal outside the 125-air mile limit requires a new certificate and 30-day notice/publication.
- (11) **This certificate expires NOVEMBER 18, 2015.** It may be renewed every three (3) years upon submission and approval of a renewal application. **This renewal application should be submitted 90-days prior to the expiration date.**

Dated this 18 day of December, 2012

BY   
Emory J. Hagan III  
Director, Consumer Protection and Safety Division