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February 3, 2021

By Electronic Submission

Ms. Allison C. Davis, Director
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

ENTERED
Office of Proceedings
February 3, 2021
Part of
Public Record

Re: Finance Docket No. 36469, *Armstrong Hospitality Group, Ltd., Invictus Maneo Ltd., Oceaneer Investments Ltd., No. 245 Dynamic Endeavors Inc., The PRBA Alter Ego Trust, and Peter R. B. Armstrong – Continuance in Control*

Dear Ms. Davis:

Enclosed for filing in the above-captioned proceeding is the Verified Notice of Exemption of Armstrong Hospitality Group, Ltd., Invictus Maneo Ltd., Oceaneer Investments Ltd., No. 245 Dynamic Endeavors Inc., The PRBA Alter Ego Trust, and Peter R. B. Armstrong pursuant to 49 C.F.R. § 1180.2(d)(2). The filing fee of \$1,600 is being paid electronically via *Pay.gov*.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance in this matter.

Respectfully submitted,

/s/ Carolyn Gaut Kraska
Carolyn Gaut Kraska

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FILED
February 3, 2021
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 36469

**ARMSTRONG HOSPITALITY GROUP, LTD., INVICTUS MANEO LTD., OCEANEER
INVESTMENTS LTD., NO. 245 DYNAMIC ENDEAVORS INC., THE PRBA ALTER EGO
TRUST, AND PETER R. B. ARMSTRONG
CONTINUANCE IN CONTROL
UNDER 49 C.F.R. § 1180.2(d)(2)**

VERIFIED NOTICE OF EXEMPTION

Kevin M. Sheys
Carolyn G. Kraska
Hogan Lovells US LLP
555 13th Street NW
Washington, D.C. 20004

Counsel for Armstrong Hospitality Group, Ltd. et al.

Dated: February 3, 2021

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 36469

**ARMSTRONG HOSPITALITY GROUP, LTD., INVICTUS MANEO LTD., OCEANEER
INVESTMENTS LTD., NO. 245 DYNAMIC ENDEAVORS INC., THE PRBA ALTER EGO
TRUST, AND PETER R. B. ARMSTRONG
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UNDER 49 C.F.R. § 1180.2(d)(2)**

VERIFIED NOTICE OF EXEMPTION

Pursuant to the class exemption at 49 U.S.C. § 1180.2(d)(2), Armstrong Hospitality Group, Ltd., Invictus Maneo Ltd., Oceaneer Investments Ltd., No. 245 Dynamic Endeavors Inc., The PRBA Alter Ego Trust, and Peter R. B. Armstrong, (referred to herein for convenience as the “Armstrong Group”), all non-carriers, through the undersigned counsel, submit this verified notice of exemption (“Notice”) from 49 U.S.C. § 11323 for authorization for the Armstrong Group to continue in control of Great Canadian Railtour Ltd. (“Great Canadian Railtour”), a Canadian luxury rail tourism company and Class III rail carrier and American Rocky Mountaineer LLC (“American Rocky Mountaineer”) once American Rocky Mountaineer becomes a Class III rail carrier.¹

The Armstrong Group thereby owns and controls American Rocky Mountaineer, a newly formed company and currently a non-carrier. American Rocky Mountaineer plans to provide luxury passenger rail services between Moab, Utah and Denver, Colorado, on lines of Union Pacific Railroad Company (“UPRR”)(under a contract with UPRR). Upon commencement of the planned luxury passenger rail services, American Rocky Mountaineer will become a rail carrier subject to STB jurisdiction. American

¹ Armstrong Hospitality Group, Ltd. will control both Great Canadian Railtour and American Rocky Mountaineer. Armstrong Hospitality Group, Ltd. is in turn controlled by Invictus Maneo Ltd., which is controlled by Oceaneer Investments Ltd., which is controlled by No. 245 Dynamic Endeavors Inc., which is controlled by The PRBA Alter Ego Trust, which is controlled by Peter R. B. Armstrong.

Rocky Mountaineer has petitioned the Surface Transportation Board (the “Board”) for a Subtitle IV exemption related to the planned operation.²

The Armstrong Group also owns and controls Great Canadian Railtour, a Canadian luxury rail tourism company and Class III rail carrier. In 2015, Great Canadian Railtour petitioned the Board for an exemption from 49 U.S.C. Subtitle IV to extend its Canadian service to Seattle.³ The Board found that the planned operation was subject to its jurisdiction, but granted Great Canadian Railtour a Subtitle IV exemption.⁴ Great Canadian Railtour operated this route between Seattle and Western Canada from May 5, 2014 to September 21, 2019 but does not presently operate in the United States. Nevertheless, Great Canadian Railtour is still a Class III rail carrier.

This notice is required because when the contemplated transaction is consummated, American Rocky Mountaineer will become a Class III rail carrier, and the Armstrong Group, comprised of non-carriers, will control two rail carriers, American Rocky Mountain and Great Canadian Railtour. 49 U.S.C. § 11323(a)(4); 49 C.F.R. §§ 1180.0(a), 1180.2(d)(2). This transaction is exempt under 49 C.F.R. § 1180.2(d)(2). The lines of railroad on which American Rocky Mountaineer will operate will not connect with the rail lines previously operated by Great Canadian Railtour. Great Canadian Railtour has no present plans to operate in the United States. Thus, this continuation in control is not part of a series of anticipated transactions that would result in a connection between lines operated or to be operated by American Rocky Mountaineer or Great Canadian Railtour in the United States. No Class I carrier is involved in this continuance in control transaction.

The Armstrong Group submits the following information in accordance with the requirements of 49 C.F.R. § 1180.4(g):

² See Petition for Exemption –American Rocky Mountaineer, LLC, Finance Docket No. 36468.

³ See Great Canadian Railtour Company Limited d/b/a Rocky Mountaineer Petition For Exemption From 49 U.S.C. Subtitle IV (“Great American Railtour”), FD 35851 (STB served June 3, 2015).

⁴ Id., slip op. at 4–5.

1. Applicants' names, business addresses, and telephone numbers (49 C.F.R. § 1180.6(a)(i)):

Armstrong Hospitality Group Ltd.
c/o Armstrong Group
Suite 3005 – 700 West Georgia Street
Vancouver BC B7Y 1B6
(604) 606-7230

Invictus Maneo Ltd.
c/o Armstrong Group
Suite 3005 – 700 West Georgia Street
Vancouver BC B7Y 1B6
(604) 606-7230

Oceaneer Investments Ltd.
c/o Armstrong Group
Suite 3005 – 700 West Georgia Street
Vancouver BC B7Y 1B6
(604) 606-7230

No. 245 Dynamic Endeavors Inc.
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Suite 3005 – 700 West Georgia Street
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The PRBA Alter Ego Trust
c/o Armstrong Group
Suite 3005 – 700 West Georgia Street
Vancouver BC B7Y 1B6
(604) 606-7230

Peter R. B. Armstrong
c/o Armstrong Group
Suite 3005 – 700 West Georgia Street
Vancouver BC B7Y 1B6
(604) 606-7230

2. Counsel to whom questions regarding the transaction can be addressed (49 C.F.R. § 1180.6(a)(i)):

Kevin M. Sheys
Hogan Lovells US LLP
555 13th St. NW
Washington, DC 20004
(202) 637- 5600

3. Brief summary of the parties and proposed transaction (49 C.F.R. § 1180.6(a)(i)):

The Armstrong Group, comprised of non-carriers, owns and controls the existing Class III carrier Great Canadian Railtour, which operates luxury rail service on routes in western Canada but does not presently operate in the United States. In 2015, the Board granted Great Canadian Railtour a Subtitle IV exemption to extend its Canadian service to Seattle.⁵ The service to Seattle operated from May 2014 to September 2019. Although Great Canadian Railtour does not presently operate in the United States, it is still a rail carrier subject to STB jurisdiction.

The Armstrong Group also owns and controls American Rocky Mountaineer. American Rocky Mountaineer is a newly formed limited liability company that will provide luxury rail services between Moab, Utah and Denver, Colorado. American Rocky Mountaineer and UPRR have entered into an agreement to facilitate the service. UPRR will provide track access and dispatch the American Rocky Mountaineer trains. American Rocky Mountaineer will crew the trains. American Rocky Mountaineer will operate two (2) locomotives leased from UPRR, one (1) power generator car owned by American Rocky Mountaineer, six (6) passenger cars owned by American Rocky Mountaineer, and three (3) crew/supply/lounge cars owned by American Rocky Mountaineer. Upon consummating the transaction, American Rocky Mountaineer will become a rail carrier subject to STB jurisdiction. The Armstrong Group will then control two Class III rail carriers, triggering the Board approval requirements of 49 U.S.C. § 11323(a)(4). Therefore, the Armstrong Group has filed this notice of exemption to continue in control of American Rocky Mountaineer once American Rocky Mountaineer becomes a rail carrier per 49 C.F.R. § 1180.2(d)(2).

The Armstrong Group's continued control of American Rocky Mountaineer together with Great Canadian Railtour meets all requirements for exemption from 49 C.F.R. § 1180.2(d)(2). The lines on which American Rocky Mountaineer will operate will not connect to any lines where other Armstrong Group-

⁵ See Great Canadian Railtour Company Limited, *supra* note 2.

owned railroads operate. As noted above, the lines of railroad on which American Rocky Mountaineer will operate will not connect with the rail lines previously operated by Great Canadian Railtour, and Great Canadian Railtour has no present plans to operate in the United States. Thus, this continuation in control is not part of a series of anticipated transactions that would result in a connection between lines operated or to be operated by American Rocky Mountaineer or Great Canadian Railtour in the United States. No Class I carrier is involved in this continuance in control transaction. Accordingly, this transaction is exempt under 49 C.F.R. § 1180.2(d)(2).

4. Proposed consummation date (49 C.F.R. § 1180.6(a)(ii)):

The control exemption will be utilized when American Rocky Mountaineer becomes a rail carrier subject to STB jurisdiction by operating its first train, which is planned for June of 2021, subject to STB approval of the Petition for Exemption filed in Finance Docket No. 36468.

5. Purpose of transaction (49 C.F.R. § 1180.6(a)(iii)):

The Armstrong Group has successfully operated Great Canadian Railtour in its provision of luxury rail service for thirty years. The Armstrong Group intends to use its experience and expertise in providing luxury rail services to create operating efficiencies and improve its financial viability by expanding its business through American Rocky Mountaineer becoming a Class III rail carrier under its control.

6. List of the State(s) in which any part of the property of each applicant carrier is situated (49 C.F.R. § 1180.6(a)(5)):

Great Canadian Railtour does not currently operate in the United States, but is authorized to operate in Washington. The operations of American Rocky Mountaineer will occur in Utah and Colorado.

7. Map (49 C.F.R. § 1180.6(a)(6)):

A map of the route that American Rocky Mountaineer will operate is attached hereto as Exhibit A.

8. Agreement (49 C.F.R. § 1180.6(a)(7)(ii)):

The Armstrong Group already controls American Rocky Mountaineer so no additional agreement is contemplated or necessary for the Armstrong Group to control American Rocky Mountaineer once American Rocky Mountaineer becomes a rail carrier.

9. Labor Protective Conditions (49 C.F.R. § 1180.4(g)(1)(ii)):

This continuance in control proceeding is exempt from labor protective conditions under 49 U.S.C. § 11326(c), which exempts transactions under 49 U.S.C. §§ 11324 and 11325 involving only Class III rail carriers.

10. Environmental and Historic Preservation Matters (49 C.F.R. § 1180.6(a)(8)):

This continuance in control proceeding is exempt from environmental review under 49 C.F.R. § 1105.6(c)(2)(i) because this continuance in control will not cause any operating changes that exceed the threshold established in 49 C.F.R. § 1105.7(e)(4) or (5). In addition, this proceeding is exempt from historic review under 49 C.F.R. § 1105.8(b)(i) because this continuance in control will not result in any changes to properties, including disposal or alteration of properties subject to Board jurisdiction that are 50 years old or older. Accordingly, no historic report is required.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'KMS', is positioned above a horizontal line.

Kevin M. Sheys
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555 13th Street NW
Washington, D.C. 20004

Counsel for Armstrong Hospitality Group, Ltd. et al.

Dated: February 3, 2021

EXHIBIT A

MAPS

Map 1: American Rocky Mountaineer route - Denver, CO to Moab, UT (Operations begin June 2021)



Map 2: Former Great Canadian Railtour U.S. route – Vancouver, BC, Canada to Seattle, WA (Operated from May 2014 to September 2019)



VERIFICATION

I, Peter R. B. Armstrong, Director of Armstrong Hospitality Group Ltd., verify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this pleading.

Executed on January 28, 2021.



Peter R. B. Armstrong