

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF
ALL ABOARD AMERICA! HOLDINGS, INC.**

– ACQUISITION OF CONTROL –

**LUX BUS AMERICA CO. AND
LUX LEASING, LLC**

STB DOCKET NO. MCF-21082

**FIRST SUPPLEMENT TO VERIFIED APPLICATION UNDER
49 U.S.C. § 14303(a) FOR APPROVAL OF THE ACQUISITION OF CONTROL
OF LUX BUS AMERICA CO. AND LUX LEASING, LLC, BY
ALL ABOARD AMERICA! HOLDINGS, INC.**

All Aboard America! Holdings, Inc., a non-carrier (“Purchaser”), respectfully submits the following:

Background

1. On August 14, 2018, Purchaser, and Matthew N. Brown, an individual, and David A. Brown, an individual, as Sellers, initiated this proceeding by filing with the Surface Transportation Board (the “STB”) their verified application for approval of Purchaser’s acquisition of control of Lux Bus America Co. and Lux Leasing, LLC (the “Application”).

2. The staff of the STB requested that Purchaser supplement the Application to provide additional information as to the intercorporate structure of Purchaser. In response to that request, the Purchaser hereby submits this First Supplement to the Application (this “Supplement”).

Supplemental Information as to Purchaser

A. Purchaser. Purchaser is All Aboard America! Holdings, Inc., a non-carrier holding company that is organized under the laws of the state of Delaware, and is headquartered at 1726 Cole Blvd., Suite 220, Lakewood, CO 80401. Purchaser does not have motor carrier authority, and does not have a United States Department of Transportation (“USDOT”) Number or Safety Rating.

B. Control of Purchaser. Purchaser is wholly owned by AAAHI Acquisition Corporation, a corporation and non-carrier holding company (“Acquisition”), which in turn is wholly owned by AAAHI Intermediate Holdings LLC, a limited liability company and non-carrier holding company (“Intermediate”). Intermediate is wholly owned by AAAHI TopCo Corporation, a corporation and non-carrier holding company (“TopCo”), which in turn is wholly owned by AAAHI Holdings LLC, a limited liability company and non-carrier holding company (“Holdings”). Holdings is controlled by Tensile Capital Partners Master Fund LP, a limited partnership and non-carrier holding company (“Partners”), which in turn is controlled by its general partner, Tensile Capital GP LLC, a limited liability company and non-carrier holding company (“Tensile”). Neither Tensile, Partners, Holdings, TopCo, Intermediate nor Acquisition has motor carrier authority, a USDOT Number, or a USDOT Safety Rating.

C. Affiliates of Purchaser. In addition to Purchaser, Tensile, indirectly through Purchaser, controls the Purchaser Affiliated Carriers as defined and set forth in section I.B. of the Application. Other than the Purchaser Affiliated Carriers, neither Tensile, Partners, Holdings, TopCo, Intermediate, Acquisition nor Purchaser has any interest in or controls any interstate passenger motor carrier.

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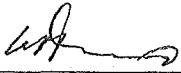
Verification

Verification of Purchaser. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied for this Supplement by such person on behalf of and limited to the Purchaser is true and correct. Further, the undersigned is qualified and authorized on behalf of the Purchaser to submit this verification and file this Supplement. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentations 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Purchaser”

All Aboard America! Holdings, Inc.

Dated: August 23, 2018

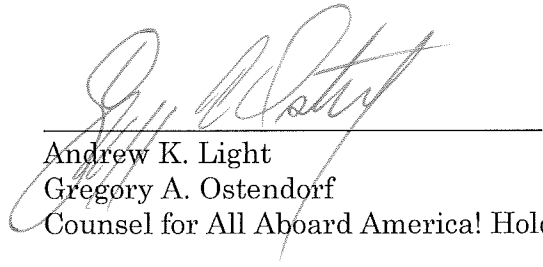
By: 
William Trimarco
Chief Executive Officer

Legal Counsel for Purchaser

All Aboard America! Holdings, Inc.

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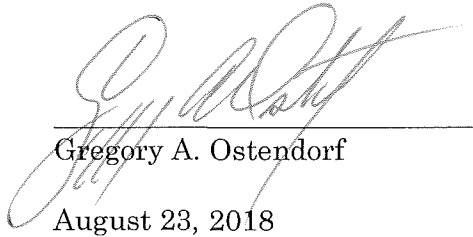
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for All Aboard America! Holdings, Inc.

Certificate of Service

I hereby certify that as required by 49 C.F.R. § 1182.3, I have served a copy of the foregoing Supplement by mailing a copy thereof, via U.S. first-class mail on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Mail Stop W65-331, Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected. I further certify that as required by 15 U.S.C. § 18a(c)(6), I have also served a copy of the foregoing Supplement, and copies of all other information and documentary material filed with the Surface Transportation Board in connection with the Contemplated Transaction, via U.S. first-class mail on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf
August 23, 2018