

**GAUDRY, RANSON,
HIGGINS & GREMILLION, L.L.C.**

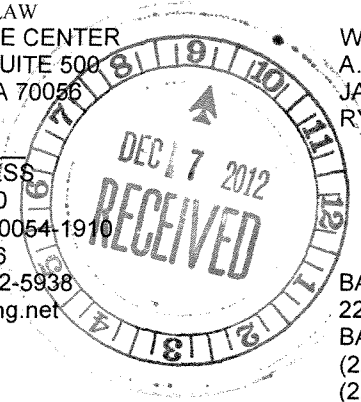
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STACIE PETERSEN NEHLIG

FILED RECEIVED

DEC 7 - 2012

**SURFACE
TRANSPORTATION BOARD**

WRITER'S DIRECT DIAL
(504) 376-1377

December 6, 2012

Sender's e-mail:
rhiggins@grhg.net

FILED

DEC 7 - 2012

**SURFACE
TRANSPORTATION BOARD**

VIA OVERNIGHT MAIL

Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423-0001

RE: Merger of Calco Travel, Inc. with and into Hotard Coaches, Inc.
Corporate Family Transaction
STB Docket No. FD-35693
Our File No. 3568-2

**ENTERED
Office of Proceedings**

DEC 7 - 2012

**Part of
Public Record**

Dear Sir/Madam:

This firm represents Calco Travel, Inc. and Hotard Coaches, Inc. Pursuant to 49 U.S.C. § 14303 and the Board's rules at 49 C.F.R. Part 1182.9, we enclose an original and ten (10) copies of a Verified Notice of Exemption in connection with the merger of Calco Travel, Inc. with and into Hotard Coaches, Inc., with an effective date of January 1, 2013. Also enclosed is a check in the amount of \$1,700.00 in payment of the the filing fee.

An extra copy of this letter and a self-addressed, stamped envelope is enclosed for the convenience of your office in acknowledging receipt of this filing. Kindly receipt-stamp that copy and return it to the undersigned.

If you should have any questions, please do not hesitate to contact me.

Sincerely yours,

RYAN C. HIGGINS

RCH

Enclosures

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Hotard Coaches, Inc.
and Calco Travel, Inc.
-Corporate Family Transaction-

Docket No. FD-35693

**VERIFIED NOTICE OF EXEMPTION
CORPORATE FAMILY TRANSACTION**

FILED

DEC 7 - 2012

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of Proceedings**

DEC 7 - 2012

**Part of
Public Record**

**GAUDRY, RANSON, HIGGINS
& GREMILLION, L.L.C.**

FEE RECEIVED

DEC 7 - 2012

**SURFACE
TRANSPORTATION BOARD**

**DANIEL A. RANSON (#11114)
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Counsel for Hotard Coaches, Inc.
and Calco Travel, Inc.

Dated: December ___, 2012

I. Introduction

Pursuant to 49 CFR § 1182.9, Hotard Coaches, Inc., MC-143881-C, USDOT #158451, and Calco Travel, Inc., MC-161117-C USDOT #213410, jointly file this Verified Notice of Exemption regarding an intra-corporate family transaction.

The subject transaction involves the merger of Calco Travel, Inc., a Louisiana corporation, with and into Hotard Coaches, Inc., a Louisiana corporation. Calco Travel, Inc. and Hotard Travel, Inc. are jointly managed with existing operations in Louisiana and Mississippi. Hotard Coaches, Inc. and Calco Travel, Inc. are both wholly owned subsidiaries of All Aboard America! Holdings, Inc., a non-carrier, organized under the laws of the State of Delaware.

On or about April 13, 2012, All Aboard America! Holdings, Inc. and its majority investors organized as Celerity AHI Holdings SPV, and the latter entity's managing member, Celerity Partners IV, LLC, applied for and later obtained approval and authorization from the Surface Transportation Board to control the stock of Calco Travel, Inc. and Hotard Travel, Inc. See STB Docket No. MC-F-21044. Thereafter, All Aboard America! Holdings, Inc. acquired all of the stock of Calco Travel, Inc. and Hotard Coaches, Inc. pursuant to a Stock Purchase Agreement.

The transaction is being undertaken in order to simplify the corporate structure of the corporate family. The subject transaction will not result in any change in service levels, significant operational changes, or any change in the competitive balance with carriers outside the corporate family. Accordingly, the transaction is exempt from prior review and approval under the class exemption for transactions within the corporate family set forth at 49 CFR § 1182.9(a). As required by 49 CFR § 1182.9(b), Hotard Coaches, Inc. and Calco Travel, Inc. provide the following information:

1. Summary of Transaction

The transaction that is the subject of this Verified Notice of Exemption involves the merger of Calco Travel, Inc., a carrier, with and into Hotard Coaches, Inc., a carrier, with Hotard Coaches, Inc. being the surviving corporation. In order to carry out the transaction, Calco Travel, Inc. and Hotard Travel, Inc. will obtain the required consent and authorization of the Shareholders and Sole Director of Calco Travel, Inc. and Hotard Coaches, Inc. and enter into an Agreement and Plan of Merger in accordance with the laws of the State of Louisiana. As a result of the transaction, Calco Travel, Inc. will cease to exist. Hotard Coaches, Inc. will continue to operate as a carrier.

Pursuant to 49 CFR § 1182.9(a), Hotard Coaches, Inc. and Calco Travel, Inc. hereby invoke the class exemption for intra-corporate family transactions to authorize the merger of Calco Travel, Inc. with and into Hotard Coaches, Inc.

2. Name, Address and Telephone Number of Applicants

The names, addresses and telephone numbers of Hotard Coaches, Inc. and Calco Travel, Inc. are as follows:

Hotard Coaches, Inc.
2838 Touro Street
New Orleans, LA 70122
Telephone: (504) 274-1748

Calco Travel, Inc.
2838 Touro Street
New Orleans, LA 70122
Telephone: (504) 274-1748

3. Name of Counsel to Whom Questions Regarding the Transaction Can Be Addressed:

Daniel A. Ranson
Ryan C. Higgins
Gaudry, Ranson, Higgins & Gremillion, LLC
401 Whitney Avenue, Suite 500
Gretna, LA 70056
504-362-2466

4. Proposed Time Schedule for Consummation of the Proposed Transaction.

The parties plan to consummate the proposed transaction as soon as practicable following the effective date of the class exemption with an effective date of January 1, 2013.

5. Purposes Sought to be Accomplished by the Proposed Transaction

The subject transaction is being undertaken in order to simplify the corporate structure of the parties by consolidating all of the assets and liabilities of Hotard Coaches, Inc. and Calco Travel, Inc. into a single surviving entity being Hotard Coaches, Inc. The elimination of Calco Travel, Inc. as a separate corporate entity will streamline the corporate structure and management, reduce administrative expenses and improve the overall efficiency of Hotard Coaches, Inc. The parties hereto submit that the transaction and consummation thereof will have no significant impact on the adequacy of the transportation services provided to the public.

6. Contracts or Agreements

As set forth above, in order to consummate the proposed transaction, the parties shall obtain the necessary shareholder approval and enter into an Agreement and Plan of Merger approved by the Board of Directors of each party in accordance with Louisiana law.

7. Impact on Employees

The subject transaction is being undertaken solely to simplify the corporate structure of the parties and will not result in or have an adverse impact on the employees of either party to the subject transaction.

Respectfully Submitted,

**GAUDRY, RANSON, HIGGINS
& GREMILLION, L.L.C.**



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Counsel for Hotard Coaches, Inc.
and Calco Travel, Inc.

VERIFICATION

STATE OF LOUISIANA

PARISH OF JEFFERSON

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, personally came and appeared:

STEVE MCNEELY,

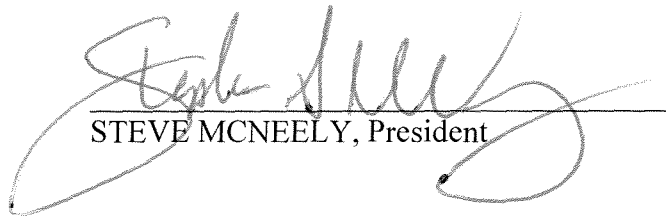
the President of Hotard Coaches, Inc., who did depose and say that he is authorized to verify the foregoing Verified Notice of Exemption on behalf of Hotard Coaches, Inc.; that he has examined all of the statements concerning Hotard Coaches, Inc. contained in said notice; and that all such statements are true and correct to the best of his knowledge, information and belief.

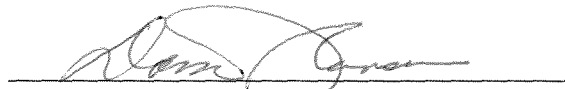
This 7th day of November, 2012.

WITNESSES:


Print Name: Callen Hotard


Print Name: Jack Wigley


STEVE MCNEELY, President


NOTARY PUBLIC
DANIEL A. RANSON / LSBA NO. 11114
My Commission is for Life.

VERIFICATION

STATE OF LOUISIANA

PARISH OF JEFFERSON

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, personally came and appeared:

STEVE MCNEELY,

the President of Calco Travel, Inc., who did depose and say that he is authorized to verify the foregoing Verified Notice of Exemption on behalf of Calco Travel, Inc.; that he has examined all of the statements concerning Calco Travel, Inc. contained in said notice; and that all such statements are true and correct to the best of his knowledge, information and belief.

This 7th day of November, 2012.

WITNESSES:

Print Name: Callen Howard

STEVE MCNEELY, President

Print Name: Jack Wigley

NOTARY PUBLIC

DANIEL A. RANSON / LSBA NO. 11114

My Commission is for Life.