

BEFORE THE
SURFACE TRANSPORTATION BOARD



MC F-21017
FINANCE DOCKET ~~MC ED 34879~~

TURIMEX LLC
COACH INVESTMENTS LLC
TURIMEX DEL NORTE, S.A. DE C.V.
GRUPO SENDA AUTOTRANSPORTE, S.A. DE C.V.

PURCHASE AND ACQUISITION OF CONTROL

APPLICATION UNDER 49 U.S.C. § 14303(a) FOR APPROVAL OF THE
CONSOLIDATION, MERGER, AND ACQUISITION OF CONTROL OF
MOTOR CARRIERS OF PASSENGERS

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TRANSPORTATION BOARD

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FILED

MAY 12 2006

SURFACE
TRANSPORTATION BOARD

May 12, 2006

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET MC-FD-34879

**TURIMEX LLC
COACH INVESTMENTS LLC
TURIMEX DEL NORTE, S.A. DE C.V.
GRUPO SENDA AUTOTRANSPORTE, S.A. DE C.V.**

PURCHASE AND ACQUISITION OF CONTROL

**APPLICATION UNDER 49 U.S.C. § 14303(a) FOR APPROVAL OF THE
CONSOLIDATION, MERGER, AND ACQUISITION OF CONTROL OF
MOTOR CARRIERS OF PASSENGERS**

Pursuant to the requirements of 49 U.S.C. § 14303(a) and the Surface Transportation Board's (Board) Regulations set forth in 49 C.F.R. Part 1182, this application is filed on behalf of David Rodríguez Benítez, Jaime Protasio Rodríguez Benítez, Alberto Rodríguez Benítez, María Elena Rodríguez Benítez (Rodríguez Siblings), Turimex LLC, Coach Investments LLC, Turimex del Norte, S.A. de C.V., and Grupo Senda Autotransporte, S.A. de C.V.

More specifically, this application requests approval for a sales transaction pursuant to which the Rodríguez Siblings, owners of Coach Investments LLC, including its wholly owned subsidiary, Turimex LLC, a motor carrier, sold substantially all their interest in Coach Investments LLC to Turimex del Norte, S.A. de C.V. Board approval is required because Turimex del Norte, S.A. de C.V., is owned by Grupo Senda Autotransporte, S.A. de C.V., which also owns Transportes Tamaulipas, S.A. de C.V. and Autobuses Coahuilenses, S.A. de C.V., each of which

also holds a motor carrier permit. Board approval is hereby sought pursuant to 49 U.S.C. § 14303(a)(5), as several motor passenger carriers are coming under common ownership.

I. Description of the Parties

Turimex LLC (Turimex) is a Texas limited liability company with its principal place of business at 6614 Harrisburg, Houston, Texas. Turimex holds certificates issued by the Federal Motor Carrier Safety Administration, authorizing it to engage in transportation as a common carrier of passengers by motor vehicle in interstate, intrastate and foreign commerce. Turimex also holds a Permit issued by the Federal Highway Administration authorizing it to engage in transportation as a contract carrier of passengers by motor vehicle in interstate or foreign commerce. Copies of Turimex's operating authorities are attached to this application in Attachment A.

Grupo Senda Autotransporte, S.A. de C.V. (Grupo Senda) is a Mexican corporation with its principal place of business at Av. Bernardo Reyes No. 3810 NTE., Col. Popular, Monterrey, Nuevo Leon 64290, Mexico. Grupo Senda is organized under the laws of Mexico and was founded in 1930. In 1995, the company was restructured into a holding company under its current name. Grupo Senda conducts bus passenger operations through its operating subsidiaries. Grupo Senda is the owner of Transportes Tamaulipas, S.A. de C.V.

Transportes Tamaulipas, S.A. de C.V. (Transportes Tamaulipas) is a variable capital corporation (a *sociedad anónima de capital variable*) with its principal place of business at Bernardo Reyes 3810, Monterrey, Nuevo Leon 64290, Mexico. Transportes Tamaulipas holds a Permit issued by the Interstate Commerce Commission authorizing it to engage in transportation as a contract carrier of passengers by motor vehicle in interstate or foreign commerce. Transportes Tamaulipas operates primarily within Mexico but occasionally operates charter transportation in

Texas. A copy of its operating authority is attached to this application in Attachment A. Transportes Tamaulipas is the owner of 51% of Autobuses Coahuilenses.

Autobuses Coahuilenses, S.A. de C.V. (Autobuses Coahuilenses) is a variable capital corporation (a *sociedad anónima de capital variable*) with its principal place of business at Barcelona 211-C Colonia Poplar, Monterrey, Nuevo Leon 64290, Mexico. Autobuses Coahuilenses holds a Permit issued by the Federal Motor Carrier Safety Administration authorizing it to engage in transportation as a contract carrier of passengers by motor vehicle in interstate or foreign commerce. Autobuses Coahuilenses operates primarily within Mexico but occasionally operates charter transportation in Texas. A copy of its operating authority is attached to this application in Attachment A.

Coach Investments LLC (Coach Investments) is a Delaware limited liability company. Its address is 1220 N. Market Street Suite 806, Wilmington DE, 19801. It is a holding company equally owned by the Rodríguez Siblings that owns operating carrier Turimex.

Turimex del Norte, S.A. de C.V. (Turimex del Norte) is a variable capital corporation (a *sociedad anónima de capital variable*) with its principal place of business at Barcelona 235, Colonia Popular, Monterrey, Nuevo Leon 64290, Mexico. Turimex del Norte provides scheduled passenger transportation within Mexico.

David Rodríguez Benítez was appointed chief executive officer of Grupo Senda in March 1998 and has been a member of the board of directors of Grupo Senda since 1995. His address is Av. Bernardo Reyes No. 3810 NTE., Col. Popular, Monterrey, N.L. C.P. 64290, Mexico.

Alberto Rodríguez Benítez was appointed Grupo Senda's regional director for Coahuila in July 2005 and has been a member of Grupo Senda's board of directors since 1995. His address is Av. Bernardo Reyes No. 3810 NTE., Col. Popular, Monterrey, N.L. C.P. 64290, Mexico.

Jaime Protasio Rodriguez Benitez has been a member of Grupo Senda's board of directors since 1995. His address is Av. Bernardo Reyes No. 3810 NTE., Col. Popular, Monterrey, N.L. C.P. 64290, Mexico.

María Elena Rodriguez Benítez has been a member of Grupo Senda's board of directors since 1995. Her address is Av. Bernardo Reyes No. 3810 NTE., Col. Popular, Monterrey, N.L. C.P. 64290, Mexico.

II. Description of the Transaction

On January 12, 2006, Turimex del Norte and the Rodriguez Siblings entered into a unit purchase agreement, providing for the Rodríguez Siblings to sell substantially all of their ownership interest in Coach Investments to Turimex del Norte. As a result of that transaction, Grupo Senda indirectly acquired Turimex.¹ Grupo Senda also owns Transportes Tamaulipas and Autobuses Coahuilenses, which are motor passenger carriers, and this transaction brings three motor carriers under common control.

The purpose of this transaction is to consolidate the ownership structures of Turimex, owned by the Rodríguez Siblings, and Grupo Senda, primarily owned by the Rodríguez Siblings and other members of the Rodríguez family, and to coordinate Turimex's operations with Grupo Senda's operations, thereby creating a centralized management system and consistent administration of all of Grupo Senda's passenger bus operations.

¹ Grupo Senda is owned by Jaime Rodríguez Silva, María Elena Benítez de Rodríguez, David Benítez Rodríguez, Jaime Protasio Benítez Rodríguez, Alberto Benítez Rodríguez and María Elena Benítez Rodríguez. Grupo Senda owns 98% of Turimex del Norte, which owns 98% of Coach Investments. Coach Investments owns 99.5% of Adven-Tours Holdings LLC and 99% of Argos Holdings LLC; the remaining amounts of each company are held by Jose Valdez, who is unrelated to the Rodríguez family. Adven-Tours LLC holds 99% of Turimex and Argos Holdings LLC holds the remaining 1%.

The transaction will facilitate Grupo Senda's plan to expand its geographical coverage across Mexico by adding selected routes and service contracts via organic growth and pursuant to selective and strategic acquisitions and alliances. Grupo Senda plans to develop long-term growth and profitability through the acquisition of businesses to which Grupo Senda can apply its successful business model. Grupo Senda's cost-cutting initiatives include improving existing route schedules, enhancing information systems, centralizing corporate administrative functions and investing in maintenance facilities located at strategic points along Grupo Senda's routes.

The transaction will also facilitate Grupo Senda's plan to leverage its fleet management experience, brand names and safety standards to strengthen and expand its market positions and passenger volumes in each of its businesses. Grupo Senda plans to grow operating volume in its passenger transport business through continued service improvements, new route strategies, exploiting market niches, and continuing to efficiently utilize its resources and manage seasonality. Grupo Senda further intends to continue offering superior quality service at competitive prices, increase its marketing efforts and develop new channels of ticket distribution. This transaction will facilitate those objectives.

III. Affiliated Motor Passenger Carriers

Grupo Senda does not own any other motor passenger carriers except those described in this application.

IV. The Agreement is Subject to Board Jurisdiction

Pursuant to 49 U.S.C. § 14303(a)(5) the Board has jurisdiction over the “[a]cquisition or control of a carrier by a person that is not a carrier but that controls any number of carriers.” In the transaction at hand, the Rodríguez Siblings, each of whom already was a shareholder in Grupo Senda, agreed to sell substantially all their interest in Coach Investments to Turimex del Norte, which is owned by Grupo Senda. Grupo Senda also owns substantially all of Transportes Tamaulipas and a majority interest in Autobuses Coahuilenses. The carriers involved in the transaction satisfy the jurisdictional threshold of having gross operating revenues in excess of \$2 million during a recent 12-month period.

V. The Transactions Satisfy the Public Interest

The transaction is consistent with the public interest. The Grupo Senda operations provide and will continue to provide benefits to the growing Mexican population in Texas that travel to and from Mexican destinations. The transaction will improve the operations and efficiency of Grupo Senda’s passenger operations, by facilitating development of a centralized management system more readily able to recognize and quickly adapt to the needs of their passengers.

The transaction will not adversely affect fixed charges of any of the applicants.

The employees of the motor passenger carrier involved in this transaction will not be adversely affected, and will continue to be employed by the motor passenger carrier. Grupo Senda has developed programs to motivate its workforce and provide professional growth, training and opportunities to drivers, sales representatives, mechanics and administrative employees. The employees of Turimex will have access to these additional benefits and training opportunities.

VI. Safety Fitness Certification

Turimex, Transportes Tamaulipas and Autobuses Coahuilenses hold satisfactory safety ratings issued by the U.S. Department of Transportation.

VII. Insurance Coverage Certification

Turimex, Transportes Tamaulipas and Autobuses Coahuilenses have insurance coverage consistent with the requirements established by 49 U.S.C. § 13906 (a) and (d) and evidence of such insurance has been filed with FMCSA.

VIII. Certificate of Domicile

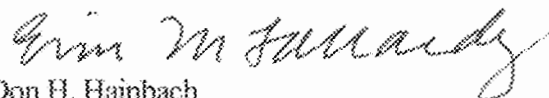
Turimex, the party authorized to operate as a motor carrier, is domiciled in Texas. Grupo Senda and Turimex del Norte, the parties acquiring ownership rights to Turimex, are domiciled in Mexico and are owned and controlled by Mexican nationals.

IX. The Transaction Will Not Have a Significant Environmental Impact

There will be no significant effect on the quality of the human environment and the conservation of energy resources as a result of this transaction.

WHEREFORE, for the reasons stated above, the Applicants request that the Board grant this application and approve the transaction described therein.

Respectfully submitted,



Don H. Hainbach
Erin M. Tallardy
Garofalo Goerlich Hainbach PC

Attachment A



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

400 7th Street SW
Washington, DC 20590

SERVICE DATE
February 27, 2003

CERTIFICATE

MC-306546-C
TURIMEX, L.L.C
MCALLEN, TX

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier of passengers by motor vehicle in interstate, intrastate and 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) and the designation of agents upon whom process may be served (49 CFR 366). 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.

The transportation service to be performed is described on the reverse side of this document. Authority to transport passengers over regular routes includes authority to serve all intermediate points on these routes, as specified at 49 CFR 356.3.

Terry Shelton, Director
Office of Data Analysis & Information Systems

NOTE: Carrier is authorized to provide regular-route passenger transportation in intrastate commerce and also must comply with requirements at 49 USC § 13902(b)(5) to establish rates, rules, and practices under applicable State laws.

CONDITION: The carrier is authorized to provide intrastate passenger transportation service under this certificate only if the carrier also provides substantial regularly scheduled interstate passenger transportation service on the same route.

TACKING AND JOINDER: 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 points, unless joinder is specifically prohibited.

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.

Interstate common carrier of passengers over regular routes:

BETWEEN THE U.S./MX BORDER AT EAGLE PASS, TX AND JUNCTION TX HWY 57 AND INTERSTATE HWY 85, NEAR SAN ANTONIO, TX OVER TX HWY 57, SERVING ALL INTERMEDIATE POINTS. NOTE: (1) APPLICANT SEEKS TO PROVIDE REGULAR-ROUTE SERVICE IN INTERSTATE AND FOREIGN COMMERCE AND IN INTRASTATE COMMERCE UNDER 49 U.S.C. 13902 (B) (3) (19: CODIFICATION) OVER THE SAME ROUTES. NOTE: (2) APPLICANT INTENDS TO JOIN THE ROUTE DESCRIBED ABOVE WITH ITS EXISTING REGULAR-ROUTE AUTHORITY.

PM-26
(Rev. 1/95)

SERVICE DATE
October 13, 2000

DEPARTMENT OF TRANSPORTATION
FEDERAL MOTOR CARRIER SAFETY ADMINISTRATION
CERTIFICATE

MC 306546 SUB C

TURIMEX, L.L.C.
MCALLEN, TX, US

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier of passengers by motor vehicle in interstate, intrastate and 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) and the designation of agents upon whom process may be served (49 CFR 386). 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.

The transportation service to be performed is described on the reverse side of this document. Authority to transport passengers over regular routes includes authority to serve all intermediate points on these routes, as specified at 49 CFR 386.3.

Terry Shelton, Acting Director
Office Data Analysis & Information Systems

NOTE: Carrier is authorized to provide regular-route passenger transportation in intrastate commerce and also must comply with requirements at 49 USC 13902(b)(6) to establish rates, rules, and practices under applicable State laws.

CONDITION: The carrier is authorized to provide intrastate passenger transportation service under this certificate only if the carrier also provides substantial regularly scheduled interstate passenger transportation service on the same route.

To operate as a common carrier, by motor vehicle, in interstate, intrastate, or foreign commerce, over irregular routes, transporting passengers: (1) Between Laredo, TX and San Antonio, TX over Interstate Hwy 35; (2) Between Laredo, TX and Houston, TX; from Laredo over Interstate Hwy 35 to Interstate Hwy 10, over Interstate Hwy 10 to Houston, and return over the same route, serving all intermediate points in (1) and (2) above.

TACKLING AND JOINDER: 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 points, unless joinder is specifically prohibited.

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.

SERVICE DATE
November 18, 1996

FEDERAL HIGHWAY ADMINISTRATION

PERMIT

MC 306546 P

TURIMEX, L.L.C.
MCALLEN, TX, US

This Permit is evidence of the carrier's authority to engage in transportation as a contract 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 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1312). Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Service must be performed under a continuing agreement with one or more persons.

JOHN F. GRIMM
Director, Office of Motor Carrier
Information Analysis

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.

PM-31
(Rev. 1/95)

SERVICE DATE
August 23, 1995

INTERSTATE COMMERCE COMMISSION

PERMIT

MC 700041 SUB O P

TRANSPORTES TAMAULIPAS, S. A. DE C. V.
MONTERREY, NUEVO LEON, MX

This Permit is evidence of the carrier's authority to engage in transportation as a contract 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 1043); the designation of agents upon whom process may be served (49 CFR 1044); and tariffs or schedules (49 CFR 1312). Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Service must be performed under a continuing agreement with one or more persons.

By the Commission.

(SEAL)

VERNON A. WILLIAMS
Secretary

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
June 26, 2002

PERMIT
MC-434199-P

AUTOBUSES COAHUILTESES S.A. DE C.V.
MONTERREY, MX, MX

This Permit is evidence of the carrier's authority to engage in transportation as a contract 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). Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Service must be performed under a continuing agreement with one or more persons.

Terry Shelton

Terry Shelton, Director
Office of Data Analysis & Information Systems

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.

VERIFICATION

I, Jose Manuel Valdez, General Counsel of Grupo Senda Autotransporte, S.A. de C.V., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.



Jose Manuel Valdez

May 11, 2006