

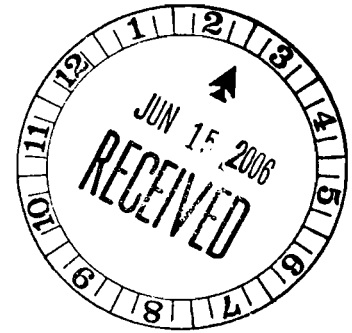


**FLOTT
& Co.**
ATTORNEYS

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216781



June 15th, 2006

BY HAND

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

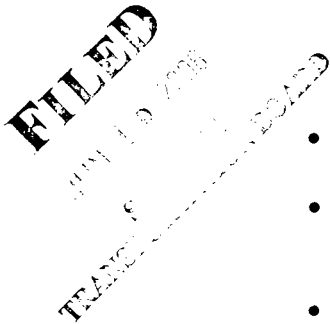
Re: CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service - Acquisition of Control of the Assets and Business Operations of Comartin Enterprises, Inc. (formerly known as San Diego Mini Tours, Inc.) d/b/a Contactours – MC-F-21018

EXPEDITED ACTION REQUESTED

Dear Secretary Williams:

Enclosed please find:

- the original and ten copies of an application pursuant to 49 U.S.C. §14303(a) for approval of a transaction involving the acquisition of the assets and operations of Comartin Enterprises, Inc. (formerly known as San Diego Mini Tours, Inc.) d/b/a Contactours, a federally regulated motor carrier of passengers;
- a check in the amount of \$2,000 for payment of the filing fees;
- a floppy disk containing the proposed *Federal Register* notice in Microsoft Word format and a printed copy of same; and
- a copy of this letter to be date stamped to acknowledge the date of time we filed this application.



P.O. Box 17655
Courthouse Postal
Station
Arlington, Virginia
22216-7655

2009 North 14th Street
Suite 600
Arlington, Virginia
22201-2514

703.525.5110
703.525.5122 FAX
www.flottco.com

We respectfully request the Board's expeditious handling of the Request for Interim Approval.

Please contact the undersigned, counsel for the purchaser, or Mark Stender, counsel for the seller, should you need further assistance.

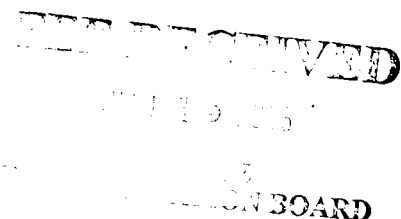
Yours truly,

Stephen Flott

Enclosures (14)

cc: Mark Stender, Esq.

Parties as Identified on the Application's Certificate of Service



ORIGINAL

EXPEDITED ACTION REQUESTED

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



ENTERED
Office of the Clerk

Part of
Public Record

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FINANCE DOCKET NO. MC-F-21018

CUSA GCBS, LLC d/b/a GOODALL's CHARTER BUS SERVICE
-- ACQUISITION OF ASSETS AND BUSINESS OPERATIONS --
COMARTIN ENTERPRISES, INC. (FORMERLY KNOWN AS SAN DIEGO MINI TOURS,
INC.) D/B/A CONTACTOURS

VERIFIED APPLICATION AND
REQUEST FOR INTERIM APPROVAL

FEE RECEIVED

JUN 15 2006

TRANSPORTATION BOARD

FILED

JUN 15 2006

TRANSPORTATION BOARD

Stephen Flott, Esq.
FLOTT & CO. PC
PO Box 17655
Arlington, VA 22216-7655
Tel: 703-525-5110, ext. 26

Attorney for CUSA GCBS, LLC d/b/a
Goodall's Charter Bus Service

Mark Stender, Esq.
HIGGS, FLETCHER & MACK LLP
410 West A Street, Suite 2600
San Diego, CA 92101
Tel: 619-595-4264

Attorney for Comartin Enterprises, Inc.
(f/k/a San Diego Mini Tours, Inc.) d/b/a
Contactours

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. MC-F-210018

**CUSA GCBS LLC D/B/A GOODALL'S CHARTER BUS SERVICE
-- ACQUISITION OF ASSETS AND BUSINESS OPERATIONS --
COMARTIN ENTERPRISES, INC., (FORMERLY KNOWN AS SAN DIEGO MINI
TOURS, INC.) D/B/A CONTACTOURS**

VERIFIED APPLICATION

Applicant, CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service ("CUSA GCBS" or "Applicant"), pursuant to 49 U.S.C. §14303(a) and 49 C.F.R. §1182.1 *et seq.*, seeks Board approval to acquire the properties and business of Seller, Comartin Enterprises, Inc. (formerly known as San Diego Mini Tours, Inc.) d/b/a Contactours ("Contactours" or "Seller"). The proposed transaction would assure no interruption in the service now provided by the Seller to the public, who will continue to receive the same type and quality of service from the Applicant as that now provided by Contactours, provided the Applicant can move quickly to complete the Transaction. Upon closing of the transaction, CUSA GCBS will continue to carry on the business now conducted by Contactours. The Applicant is wholly owned by CUSA, LLC, a non-carrier, which also owns twenty-nine other federally regulated motor carriers and several non-regulated motor carriers. A list of the federally regulated carriers is attached as Appendix A. CUSA, LLC ("CUSA") is wholly owned by KBUS Holdings, LLC, which is also a non-carrier.¹

¹Board approved the acquisition by KBUS of the assets and business conducted by 30 federally regulated motor carriers then owned by Coach USA, Inc. in STB Docket No. MC-F-21000, MC-F-21000, *KBUS Holdings – Acquisition of Assets and Business Operations – All West Coach Lines, Inc., et al.*, (served July 23rd, 2003).

Approval of this Application is consistent with the public interest standard set forth in 49 U.S.C. §14303(b), as discussed further below. Furthermore, for reasons set forth in an accompanying Request for Interim Approval, the Applicant seeks interim control of the Contactours assets pending action on this Application in order to preserve the value of those assets, which might otherwise be at risk.

1. Name, Address and Telephone Numbers of the Parties:

The Applicant

CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service
3888 Beech Street
San Diego, CA 92105
Tel: (619) 266-7365

The Seller

Comartin Enterprises, Inc, (f/k/a San Diego Mini Tours, Inc.) d/b/a Contactours
1726 Wilson Avenue
National City, CA 91950-5541
Tel: (619) 477-8687

2. Information about the Parties

Applicant:

Applicant is wholly-owned by CUSA. CUSA is in turn wholly owned by KBUS Holdings, LLC ("KBUS"), a non-carrier.² After completing the transaction approved in STB Docket No. MC-F-21000, CUSA successfully reorganized the assets and businesses it acquired from Coach USA, Inc. and has made several strategic acquisitions. Today, CUSA owns or controls twenty-nine federally regulated and several non-federally regulated motor carriers.³ The

²Board approved the acquisition by KBUS of the assets and business conducted by 30 federally regulated motor carriers then owned by Coach USA, Inc. in STB Docket No. MC-F-21000, served July 23rd, 2003.

³Since 2003 CUSA and its subsidiaries have acquired the assets and operations or control of the following federally regulated motor carriers: Raz Transportation Company (STB Docket No. MC-F-21007, served October 8th, 2004); Pacific Coast Bus Service, Inc. (STB Docket No. MC-F-21011, served November 18th, 2004); Laidlaw Transit

CUSA group of companies generated more than \$250 million in gross revenue during 2005 and expects gross revenue for 2006 to reach \$330 million. The companies in the CUSA group operate approximately 1,500 motor coaches and over 800 other revenue vehicles in 38 states and have more than 4,900 employees.

CUSA GCBS holds motor common carrier passenger authority for charter and special operations and for regular route operations and contract carrier authority under MC#463173. The experienced CUSA senior management team identified the acquisition of Contactours as a strategic way to expand its market scope into the contract tour business in Southern California and to extend its Gray Line franchise operations. CUSA GCBS itself operates a total of 82 motor coaches and other revenue vehicles, principally in the greater San Diego area. It employs approximately 130 people. This Transaction will add 22 pieces of revenue equipment and approximately 35 employees. The Applicant is profitable.

Seller:

Contactours is a passenger motor carrier operating principally in San Diego and Southern California pursuant to authority granted in Docket No. MC-181063. The company was incorporated in California in 1984 as San Diego Mini Tours, Inc. and adopted the trade name of Contactours in 1997. The name was changed in advance of this Transaction so Applicant could acquire the San Diego Mini Tours name as part of the business assets of Seller.

The Applicant is not acquiring Contactours' operating authority. CUSA GCBS will operate the assets and conduct the business it is acquiring in this transaction under its existing operating authorities as described above.

Services, Inc. d/b/a Roesch Lines (STB Docket No. MC-F-21009, served January 13th, 2005); Crew Shuttle Service, Inc. (STB Docket No. MC-F-21012) and American Coach Lines, Inc., which controlled 11 federally-regulated motor carriers (STB Docket No. MC-F-21014, served February 22nd, 2006). A list of all of the federally regulated motor carriers owned or controlled by CUSA and KBUS is attached to this application as Appendix A.

3. Description of the Proposed Transaction

Applicant has entered into an agreement with the Seller to buy the assets of Contactours, including Contactours's vehicles, business operations, and all prepaid charter trip deposits (the "Agreement"). The Agreement is scheduled to close on June 23rd, 2006.

For reasons set forth in an accompanying Request for Interim Approval, the Applicant seeks interim control of the Contactours' assets pending action on this Application in order to preserve the value of the Contactours assets, which may otherwise be at risk. Applicant will operate the business pursuant to its own federal operating authority. Applicant's purchase of Contactours' assets and business operations requires Board authorization pursuant to 49 USC § 14303(a)(1), (2) & (3).

4. Affiliated Motor Passenger Carriers, their Operations and Relationships

Seller is not affiliated with any other federally regulated motor carrier. Applicant is owned by CUSA, a non-carrier, which is in turn owned by KBUS, another non-carrier. KBUS, through CUSA, controls the FMCSA registered motor passenger carriers listed in Appendix A.

5. Jurisdiction Statement

The Board has jurisdiction over this matter under 49 USC 14303(g), because the annual aggregate gross operating revenues of the motor carriers that are party to the proposed Transaction exceed \$2 million.

6. Environmental Impact

The parties assert approval of this application will not constitute a Federal action having a significant effect on the quality of the human environment and the conservation of energy resources. There will be no significant operational changes as a consequence of the transaction described in this application.

7. Consistency with the Public Interest

Adequacy of Transportation Services to the Public

The proposed transaction will improve the adequacy of transportation services available for the traveling public. As stated in the Request for Interim Approval, a major part of the business conducted by Contactours involves contracts with tour operators. This is the time of year when most of Seller's deals are negotiated and contracts signed. The longer the transition between current and new ownership takes, the greater the risk to Buyer in loss of business. Applicant wants to quickly integrate Contactours' business and personnel into its own operations so that it can immediately enter into negotiations with the tour operators with which Contactours has historically done business.

The Applicant is part of a new, but successful and well-funded industry group, lead by a management team with extensive bus industry experience. CUSA GCBS intends to integrate the business and assets it is acquiring from Contactours into the business it now conducts successfully principally in San Diego and Southern California. Service to the public will be enhanced by the Transaction, in that the Applicant will employ the acquired assets and personnel of the Seller to expand its service to the public. CUSA GCBS will continue to operate within the centralized management structure that KBUS established under CUSA when it entered the bus industry in 2003 and continue to enjoy the advantages of volume purchasing power in areas such as equipment and fuel, which will further its ability to provide efficient public service.

Board approval of this Application also will relieve Applicant of the need to seek state approval that might otherwise be required. This will reduce regulatory burdens and allow the transaction to proceed in an efficient manner.

Fixed Charges

The proposed transaction will have no effect on total fixed charges.

Employee Interests

It is anticipated that none of Seller's employees will be adversely affected by the contemplated transaction. All qualified employees of the Seller who wish to continue employment will be offered employment with CUSA GCBS.

8. Safety Fitness Ratings

CUSA GCBS and the other federally regulated motor carriers owned by CUSA have satisfactory safety ratings or are as yet unrated as shown on Exhibit A attached hereto. Seller has a satisfactory safety rating.

9. Insurance

CUSA GCBS has the required \$5 million of BIPD insurance.

10. Mexican Domicile or Control

Applicant, CUSA, KBUS and Seller are not domiciled in Mexico or controlled by persons of that country.

11. Conclusion

Applicant and Seller respectfully assert that this Application satisfies the requirements of the applicable law and regulations and should be granted as requested.

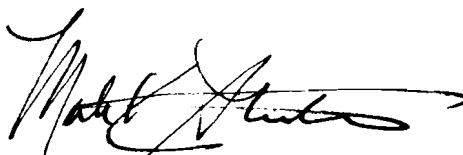
Respectfully submitted,

For CUSA GCBS, LLC d/b/a
Goodall's Charter Bus Service



Stephen Flott, Esq.
Flott & Co. PC
PO Box 17655
Arlington, VA 22216-7655
Tel: 703-525-5110, ext. 26
Fax: 703-525-5122

For Comartin Enterprises, Inc. (f/k/a San Diego
Mini Tours, Inc.) d/b/a Contactours.

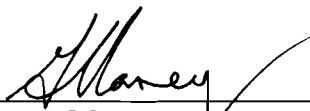


Mark Stender
Higgs, Fletcher & Mack, LLP
410 West A Street, Suite 2600
San Diego, CA 92101
Tel. 619-595-4264
Fax. 619-696-1410

VERIFICATION

I, George Maney, Vice President, Finance of CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Application of CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service, purchaser of the assets being acquired from Seller. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 USC 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 USC 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Dallas, Texas, this 14 day of June 2006.



George Maney
Vice President, Finance

VERIFICATION

I, Robert Comartin, CEO and Secretary, Comartin Enterprises, Inc. (f/k/a San Diego Mini Tours, Inc.) d/b/a Contactours, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Application of CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Comartin Enterprises, Inc. (f/k/a San Diego Mini Tours, Inc.) d/b/a Contactours. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 USC 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 USC 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated National City, CA, this 14TH day of June 2006.



Robert Comartin
CEO and Secretary

STB Docket No. MCF-21018 - Appendix A

**Federally Regulated Motor Carriers owned or controlled by
KBUS Holdings, LLC and CUSA, LLC**

Carrier Name	MC #	US DOT #	Safety Rating
America Charters Ltd.	MC #153814	191032	Satisfactory
American Coach Lines of Atlanta, Inc.	MC #141589	162219	Satisfactory
American Coach Lines of Jacksonville, Inc.	MC #224982	201605	Satisfactory
American Coach Lines of Miami, Inc.	MC #476678	1203231	None
American Coach Lines of Orlando, Inc.	MC #255382	468999	Satisfactory
CUSA, LLC	MC # 471723	1183818	Unrated
CUSA ASL, LLC d/b/a Arrow Stage Lines	MC # 465199	1167618	Unrated
CUSA AT, LLC d/b/a Americoach Tours	MC # 463166	1167631	Unrated
CUSA AWC, LLC d/b/a All West Coachlines	MC # 465200	1167523	Conditional
CUSA BCCAE, LLC d/b/a Blackhawk-Central City Ace Express	MC # 463169	1167642	Unrated
CUSA CC, LLC d/b/a Coachusa-Los Angeles	MC # 465201	1167647	Unrated
CUSA CSS, LLC d/b/a Crew Shuttle Services	MC # 522544	1364895	Unrated
CUSA EE, LLC d/b/a El Expreso	MC # 463171	1167656	Unrated
CUSA ELKO, LLC d/b/a K-T Contract Services Elko	MC #467153	1167661	Unrated
CUSA ES, LLC d/b/a Express Shuttle	MC # 463168	1167664	Unrated
CUSA FL, LLC d/b/a Franciscan Lines	MC # 465197	1167666	Unrated
CUSA FTT, LLC d/b/a Fun Time Tours	MC # 463172	1167670	Unrated
CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service	MC # 463173	1167671	Satisfactory
CUSA GCT, LLC d/b/a Gulf Coast Transportation	MC # 465196	1167675	Satisfactory
CUSA KBC, LLC d/b/a Kerrville Bus Company	MC # 463270	1167678	Unrated
CUSA K-TCS, LLC d/b/a K-T Contract Services	MC # 463271	1167677	Unrated
CUSA K-TCS, LLC d/b/a Arizona Charters	MC # 468081	1167677	Unrated
CUSA NC, LLC d/b/a Nevada Charters	MC # 465263	1167637	Unrated
CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters	MC # 463273	1167672	Unrated
CUSA PRTS, LLC d/b/a Powder River Transportation Services	MC # 463274	1167669	Satisfactory
CUSA RAZ, LLC d/b/a Raz Transportation Company	MC #499453	1285207	Unrated
Dillons Bus Service, Inc.	MC # 36788	187443	Satisfactory
Florida Cruise Connection, Inc. d/b/a Cruise Connection	MC # 213275	885412	None
Southern Coach Company	MC # 58177	90877	Satisfactory
Southern Tours Inc.	MC # 182022	275969	Satisfactory

Certificate of Service

I hereby certify that I have served a copy of the foregoing Application on the following entities by serving a copy thereof as follows:

By causing to be hand delivered to:

Director of Operations
Antitrust Division
US Department of Justice
601 D Street, NW, Room 1013
Washington, DC

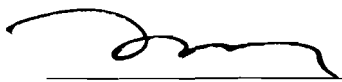
Premarmer Notification Office
Bureau of Competition
Federal Trade Commission
Pennsylvania Avenue @6th Street, NW, Room 303
Washington, DC 20580

By mailing a copy thereof, via first class mail, postage prepaid, to:

Chief, Licensing & Insurance Division
U.S.D.O.T. Office of Motor Carriers-HIA 30
400 Virginia Avenue, SW, Suite 600
Washington, DC 20004

California Public Utilities Commission
Attn: Licensing Division
505 Van Ness Ave.
San Francisco, CA 94102

Dated at Arlington, Virginia, this 15th day of June 2006.



Stephen Flott

ENTERED
Office of the Secretary

JUN 15 2006

Part of
Public Record



SURFACE TRANSPORTATION BOARD

STB DOCKET NO. MC-F-21018

CUSA GCBS, LLC D/B/A GOODALL'S CHARTER BUS SERVICE

-- ACQUISITION OF ASSETS AND BUSINESS OPERATIONS --

COMARTIN ENTERPRISES, INC. (FORMERLY KNOWN AS SAN DIEGO MINI TOURS,
INC.) D/B/A CONTACTOURS

AGENCY: SURFACE TRANSPORTATION BOARD

ACTION: Notice Tentatively Approving Finance Application

SUMMARY: CUSA GCBS, LLC d/b/a Goodalls's Charter Bus Service, a federally regulated motor carrier, filed an application in Finance Docket No. MCF-21018 under 49 U.S.C. 14303 to purchase the assets and business operations of Comartin Enterprises, Inc. (f/k/a San Diego Mini Tours, Inc.) d/b/a Contactours ("Seller"). Persons wishing to oppose this application must follow the rules under 49 CFR part 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments are due by _____, 2006. Applicants may file a reply by _____, 2006. If no comments are filed by _____, 2006, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of comments referring to STB Finance Docket No. MCF-21018 to: Surface Transportation Board, Office of the Secretary, Case Control Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001. In addition, send one copy of comments to Applicant's representative: Stephen Flott, Flott & Co. PC, PO Box 17655, Arlington, VA 22216-7655.

FOR FURTHER INFORMATION CONTACT: Beryl Gordon (202) 565-1600. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service ("CUSA GCBS") is a private limited liability company organized under the laws of the state of Delaware by CUSA, LLC ("CUSA"), a non-carrier, which owns twenty-nine other federally regulated motor carriers of passengers and several non-federally regulated companies.

CUSA GCBS holds common and contract authority as a motor carrier of passengers from the Federal Motor Carrier Safety Administration ("FMCSA") under Docket No. MC-463173. After completing the transaction approved in STB Docket No. MC-F-21000, CUSA successfully reorganized the assets and businesses it acquired from Coach USA, Inc. and has made several strategic acquisitions. The CUSA group of companies generated more than \$250 million in

gross revenue during 2005 and expects gross revenue for 2006 to reach \$330 million. The companies in the CUSA group operate approximately 1,500 motor coaches and over 800 other revenue vehicles in 38 states and have more than 4,900 employees. The experienced CUSA senior management team identified the acquisition of Contactours as a strategic way to expand its market scope into the contract tour business in Southern California and to extend its Gray Line franchise operations.

Seller is a passenger motor carrier operating principally in San Diego and Southern California pursuant to authority granted in Docket No. MC-181063.

CUSA GCBS has submitted information, as required by 49 CFR 1182.2(a)(7), to demonstrate that the proposed acquisition is consistent with the public interest. Applicant states that the proposed acquisition will not reduce competitive options, adversely impact fixed charges, or adversely impact the interests of employees of companies whose assets and businesses are being acquired. It asserts that granting the application will allow CUSA GCBS to take advantage of economies of scale and substantial benefits offered by CUSA's centralized management system, including interest cost savings and reduced operating costs. In addition, applicant has submitted all of the other statements and certifications required by 49 CFR 1182.2. Additional information, including a copy of the application, may be obtained from the applicant's representative.

Under 49 U.S.C. 14303(b), we must approve and authorize a transaction we find consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

On the basis of the application, we find that the proposed acquisition of assets and business operations is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this decision will take effect automatically and will be the final Board action.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

The decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed acquisition of assets and business operations is approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this decision will be deemed as having been vacated.

3. This decision will be effective on _____, 2006, unless timely opposing comments are filed.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Office of Motor Carrier Safety – HMCE-20, 400 Virginia Avenue, S.W., Suite 600, Washington, DC 20024; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: _____, 2006.

By the Board, Chairman Nober.

Vernon A. Williams, Secretary