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JUN 15 2006

TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. MC-F-21018 TA

216 782



**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**

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REQUEST FOR INTERIM APPROVAL

ENTERED
Office of Proceedings

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Part of
Public Record

Pursuant to 49 U.S.C. §14303(i) and 49 C.F.R. §1182.7, Applicant, CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service ("CUSA GCBS" or "Applicant"), 3888 Beech Street, San Diego, CA 92105, hereby requests interim approval from the Surface Transportation Board ("Board") for the purchase of the assets and passenger service operations of Comartin Enterprises, Inc. (formerly known as San Diego Mini Tours, Inc.) d/b/a Contactours ("Contactours" or "Seller"). Contactours is a federally authorized motor passenger carrier.

As described more fully below, interim approval is warranted in this case because failure to grant it may result in the loss of these assets or in the substantial devaluation of the assets for the purposes of providing adequate and continuous passenger services to the public. The parties respectfully request that the Board act on this Request for Interim Approval ("Request") by no later than June 22nd, 2006 as they are planning to close the transaction on or about June 23rd, 2006.

By Verified Application ("Application") accompanying this Request, CUSA GCBS seeks authority to control and operate certain assets of Contactours pursuant to a transaction between Applicant and Seller (the "Transaction"). Following completion of the Transaction, Contactours will cease providing motor passenger service to the public. Granting this Request will allow CUSA GCBS to utilize the assets being acquired to continue, uninterrupted, to provide the bus service to the public now being provided by Contactours as of the expected closing of the Transaction, well before final Board action on the Application, which will not take place before the middle of August 2006 at the earliest if no adverse comments are filed.

The showing required by 49 C.F.R. §1182.7(b) is met in these circumstances because failure to grant this Request may substantially interfere with the future usefulness of the Contactours property being acquired by Applicant in providing adequate and continuous motor passenger service to the public. Twenty-five percent (25%) of the Seller's annual revenue is derived from contracts with cruise lines which call at San Diego. Some cover transportation of passengers between cruise terminals and local hotels and airports on cruise itineraries that begin or end in San Diego. Others cover daily tours for cruise ship passengers when San Diego is a port of call on other cruise itineraries.

Many of these contracts are now pending subject to completion of the sale of Seller's business to Applicant. Indeed, this is the time of year when most of Seller's major cruise line contracts are negotiated. The longer the transition between current and new ownership takes, the greater the risk to Buyer of the loss of this 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 parties have agreed to a prompt sale and purchase of the Contactours assets and business in order

that Contactours's existing and future operations would not be impaired by an extended period of inaction caused by regulatory uncertainty.

The Applicant proposes to continue to provide the services now being offered by Contactours provided that the Transaction is approved by the Board on an interim basis so that there is no interruption of Contactours's business operations pending the Board's consideration of the Transaction. Interim approval will ensure that there is no interruption of operations and that the assets that the Applicant has agreed to purchase will retain their value and be put to use for the benefit of the public during the completion of this regulatory proceeding.

Although being made on somewhat short notice, this Request has been dictated by business considerations of the parties. The Applicant and Contactours reached an agreement in principal on September 23rd, 2005 and final agreement on the Transaction on June 12th, 2006, agreeing that this Request would be made as quickly as possible thereafter. If this Request is not granted quickly, Applicant may lose a substantial amount of the business now being conducted by Contactours and be forced to curtail operations resulting in loss of service to the traveling public in Southern California.

The Board has granted interim approval applications on very short notice in recent years in circumstances like those described here. The most recent example is *CUSA CSS, LLC d/b/a Crew Shuttle Services – Acquisition of assets and business operations – Crew Shuttle Service, Inc.*, STB Docket MC-F-21012 TA (served May 16, 2005) (Board granted application within two weeks of filing because Sellers' third party provider of dispatch services had sold its business to an out-of-state company which was discontinuing service to Sellers.) *See also CUSA FL, LLC d/b/a Franciscan Lines - Acquisition of assets and business operations -- Pacific Coast Bus Service, Inc.*, STB Docket MC-F-21011 (served October 28, 2004) (Board granted application

within ten days because Sellers faced imminent loss of their property lease). *See also Stagecoach Group PLC and Coach USA, Inc., et al. – Acquisition and Consolidation of Assets – Rockford Coach Lines, LLC*, STB Docket MC-F-21006 (served April 29, 2004) (Board granted application within two weeks of filing because sellers were no longer willing to absorb losses). *See also Northwest Motor Coach LLC – Control – Evergreen Stage Line, Inc. and Evergreen Bus Co., Inc.*, STB Docket No. MC-F-20956 (served October 18, 1999) (Board granted application for interim approval within two weeks of request because owners were not willing to invest further in the carriers).

The impact of an extended delay in engaging in negotiations with a major segment of the Seller's customer base is comparable to the circumstances that existed in the foregoing cases in which the Board granted interim approval. All involve the risk of loss of service to the public, as does this case.

For the above reasons, the parties respectfully ask that this Request be granted by June 22nd, 2006 in order to preserve the value and efficacy of Contactours' assets and operations and to meet the Applicant's business needs to close the Transaction on or about June 23rd, 2006.

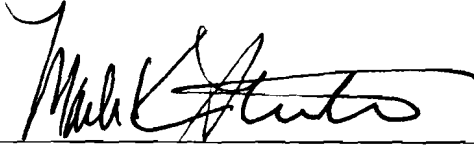
Respectfully submitted,

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., formerly known as
San Diego Mini Tours, Inc. d/b/a Contactours



Mark Stender, Esq.
HIGGS, FLETCHER & MACK LLP
410 West A Street, Suite 2600
San Diego, CA 92101
Tel: 619-595-4264
Fax: 619-696-1410