

TC-122019-AT

WASHINGTON
UTC
UTILITIES AND TRANSPORTATION
COMMISSION

1300 S. Evergreen Park Dr. SW
P.O. Box 47250
Olympia, WA 98504-7250
Phone: 360-664-1222
Fax: 360-586-1181
TTY: 360-586-8203
or
1-800-416-5289
E-mail: Transportation@wutc.wa.gov

Transportation Demand Mgt

Type of Passenger Transportation Authority Requested (check one box)	Fee Required
Auto Transportation Authority <input type="checkbox"/> New Certificate (auto transportation company certificates include statewide charter and excursion carrier service if marked below) – Complete sections 1-8 and Attachment E. Submit a proposed tariff and time schedule. <p style="text-align: right;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p>	\$ 200
<input type="checkbox"/> Extension of Existing Auto Transportation Certificate No. C- _____ Complete sections 1-8. Submit a proposed tariff and time schedule.	\$ 150
Transfer or Lease Auto Transportation Authority – Complete sections 1-8 and Attachment B. <input checked="" type="checkbox"/> All of Certificate No. C- <u>1078</u> <input type="checkbox"/> Portion of Certificate No. C- _____	\$ 200
<input type="checkbox"/> Temporary Auto Transportation Authority (New temporary authority or temporary authority to operate pending a commission decision on a parallel filed permanent application) – Complete sections 1-8 and Attachment A.	\$ 150
<input type="checkbox"/> Mortgage of Certificate – Complete section 1 and Attachment D.	\$ 35
<input type="checkbox"/> Name Change (Change company's corporate name, change a trade name, add a new trade name, or change the surname of an individual owner or partner) – Complete section 1 and Attachment C.	\$ 35
<input type="checkbox"/> Reinstatement of Cancelled Certificate – Complete sections 1 and 8	\$200

TYPE OF PAYMENT:

Cash Check Money Order AMEX MasterCard Visa

Credit Card Information (if applicable):

Expiration Date
Month/Year

Amount: \$ 200 Company Name: Starline luxury coaches
 Cardholder's signature: [Signature] Date: 12/20/12

FOR OFFICIAL USE ONLY

Date Filed: <u>12/21/2012</u>	Docket #:	Motcar:	Cert. Issued:
LS Staff Assigned: <u>Stilwell</u>	Insurance:	Application:	Related App:
DOL/SOS:	Tariff/Time Schedule:	Map:	
Text approved for docket:	Safety Inspection:	Reception #: <u>042586</u>	111 0268:
111-0268-232-02: <u>\$200</u>	111-0268-232-01:	111-0268-230-02:	111-0268-230-01:

042586 VISA 084219

[Handwritten initials]

What is your USDOT number? 839132 (If you currently don't have a USDOT number, you can go online to www.fmcsa.dot.gov/online-registration to apply or call 360-596-3812 for assistance.)

Do you currently hold, or have you ever held, an auto transportation certificate?
 No Yes If yes, please indicate your certificate number: C- _____

Have you ever applied for and been denied an auto transportation certificate?
 No Yes If yes, please explain: _____

Have you been cited for violation of state laws or commission rules?
 No Yes If yes, please explain: _____

SECTION 3 - TARIFF AND TIME SCHEDULE

If this application is for temporary authority, a new certificate, or extension of existing certificated authority, you must include a proposed tariff and time schedule that is in compliance with WAC 480-30-251 through WAC 480-30-436.

If this application is a transfer or a lease of authority from an existing certificate, you must either file a new tariff and time schedule at the same rate levels as on file, or you must adopt the current certificate holder's tariff and time schedule. To file a new tariff, use the standard tariff format attached to this application or an approved alternate format. Indicate which option you will use:

Adopt (Complete attachments 3) or File a new tariff

SECTION 4 - HEARING INFORMATION

If the Commission assigns this application for formal hearing, estimate the number of witnesses you will present and the amount of time you will need for your presentation.

Number of witnesses: <u>1</u>	Amount of time: <u>10 minutes</u>
Will an attorney be representing you? If yes, complete the following: <u>NO</u>	
Attorney's name:	Attorney's phone number:
Attorney's address:	Fax Number:
Street	E-mail:
City, State, Zip	

SECTION 5 - FINANCIAL STATEMENT - "See Attached"

You may attach a Balance Sheet, Profit and Loss Statement, or business plan if available.

ASSETS		LIABILITIES	
Cash in Bank	\$	Salaries/Wages Payable	\$
Notes Receivable	\$	Accounts Payable	\$
Accounts Receivable	\$	Notes Payable	\$
Investments	\$	Mortgages Payable	\$
Other Current Assets	\$	Contracts and Bonds Payable	\$
Prepaid Expenses	\$	TOTAL LIABILITIES	\$
Land and Buildings	\$	NET WORTH	
Trucks and Trailers	\$	Preferred Stock	\$
Office Furniture	\$	Common Stock	\$
Other Equipment	\$	Retained Earnings	\$
Other Assets	\$	Capital	\$
TOTAL ASSETS	\$	TOTAL LIABILITIES AND NET WORTH	\$

3/15

SECTION 6 - EQUIPMENT LIST

Describe the equipment that will be used (attach additional sheets if necessary). Vehicles must pass inspection and be issued a valid Commercial Vehicle Safety Alliance inspection decal for each motor vehicle before your application may be granted.

Year	Make	License Number	Vehicle ID Number	Seating Capacity
1999	Eldorado	B45299R	1FDXE405QXHA36562	20
2012	Starcraft	B45694A	1FDEE3FS9CDA02730	14
1999	MCI E	00986RP	1M8TRMPADXP060534	54
1999	MCI E	08331RP	1M8TRMPASXP060738	56

SECTION 7 - SAFETY AND OPERATIONS

In each of the categories shown below, list the person and position responsible for understanding and complying with the Federal Motor Carrier Safety Regulations (FMCSR) and Washington State laws and rules. Please refer to the WAC rules, fact sheets, and publication "Your Guide to Achieving a Satisfactory Safety Rating" for assistance with requirements.

SAFETY RESPONSIBILITIES

COMMERCIAL DRIVER'S LICENSE (CDL) STANDARDS REQUIREMENTS AND PENALTIES (Title 49, Code of Federal Regulations Part 383) Any driver who operates a vehicle that meets the definition of a commercial motor vehicle must have a valid CDL.

Name: TOM CASAZZA Position: Operations Manager

DRIVER QUALIFICATION REQUIREMENTS (Title 49, Code of Federal Regulations Part 391) Driver's must meet minimum qualification requirements and each company must maintain driver qualification files for each driver.

Name: TOM CASAZZA Position: Operations Manager

DRIVERS HOURS OF SERVICE (Title 49, Code of Federal Regulations Part 395) Drivers must maintain logs and each company must maintain true and accurate hours of service records for each driver.

Name: TOM CASAZZA Position: Operations Manager

CONTROLLED SUBSTANCE AND ALCOHOL USE AND TESTING (Title 49, Code of Federal Regulations Part 382) All persons who drive commercial vehicles requiring a CDL must be in a Controlled Substance and Alcohol Use and Testing program that is in compliance with FMCSR in Title 49, Code of Federal Regulations Part 382 and Title 49, Code of Federal Regulations Part 40. Each company will have in place a system for complying with FMCSR governing alcohol use and controlled substances testing requirements (Title 49 Code of Federal Regulations Part 382 and Title 49 Code of Federal Regulations Part 40).

Name: TOM CASAZZA Position: Operations Manager

INSPECTION, REPAIR AND MAINTENANCE (Title 49, Code of Federal Regulations Part 396) Every motor carrier shall systematically inspect, repair, and maintain all motor vehicles subject to its control.

Name: TOM CASAZZA Position: Operations Manager

SAFETY REGULATIONS, GENERAL (Title 49, Code of Federal Regulations Part 390)

Name: DUKE PAIM Position: Safety Manager

DRIVING OF COMMERCIAL MOTOR VEHICLES (Title 49, Code of Federal Regulations Part 392)

Name: TOM CASAZZA Position: Operations Manager

PARTS AND ACCESSORIES NECESSARY FOR SAFE OPERATION (Title 49, Code of Federal Regulations Part 393)

Name: TOM CASAZZA Position: Operations Manager

OPERATIONAL RESPONSIBILITIES

List the person and position responsible for understanding and complying with the requirements of each category shown below.

TARIFFS, TIME SCHEDULES, RATES AND RATE FILINGS (WAC 480-30-251 through WAC 480-30-436) Companies must file a tariff showing all rates it will impose on its customers, together with rules that govern how rates will be assessed. Companies must also file a time schedule. Charter and excursion only carriers are not required to file tariffs and time schedules per WAC 480-30-251.

Name: TOM CASAZZA Position: Operations Manager

ANNUAL REPORTS AND REGULATORY FEES (WAC 480-30-066 through WAC 480-30-081) Auto Transportation companies must file an annual report of their financial and operational activity and pay regulatory fees by May 1 of each year. Charter and excursion carriers must file an annual safety report and pay regulatory fees by December 31 of each year.

Name: TERRY MARX Position: CEO

CUSTOMER SERVICE Person responsible for customer service complaints, and customer notice requirements.	
Name: <u>TOM CASAZZA</u>	Position: <u>OPERATIONS MANAGER</u>
STATE OF WASHINGTON GENERAL LAWS, RULES AND REGULATIONS Individuals and companies doing business in the state of Washington must comply with the regulations of local, state, and federal agencies such as, <u>but not limited to</u> : Department of Labor and Industries (industrial insurance, safety, prevailing wage); Department of Licensing (vehicle and drivers licenses, business licensing, fuel permits, fuel tax); Secretary of State (corporate registrations); Department of Revenue and Internal Revenue Service (taxes); and Employment Security.	
Name: <u>TOM CASAZZA</u>	Position: <u>OPERATIONS MANAGER</u>


SECTION 8 - DECLARATION OF APPLICANT:

I understand that filing this application does not authorize me to start operations requested or in the territory described until the commission grants the application and issues a certificate.

I understand the responsibilities of a passenger transportation company, and I am in compliance with all local, state, and federal regulations governing business in the state of Washington.

I certify under penalty for false statement, that the information contained in this application is true and correct, and that I am authorized to execute and file this document on behalf of the applicant.

Printed name: JESSEY MARX

Signature: 

Date, County, State: 12/20/12, KING, WASHINGTON

5/15

ATTACHMENT B

JOINT APPLICATION FOR TRANSFER OR LEASE OF CERTIFICATED AUTHORITY

The commission must approve any sale, assignment, lease, or transfer of a company's certificate, or any portion of the operating authority described in a company's certificate. This does not apply to change in ownership resulting from an acquisition of control of a corporation through stock sale or purchase.

Certificate Number C- 1078

Check appropriate box:

- Transfer All*
- Transfer Portion*
- Lease All**
- Lease Portion**

Wheatland Express, Inc.
Current Name on Certificate (Seller/Lessor)

Wheatland Express, Inc.
Current Trade Name on Certificate (Seller/Lessor)

P.O. BOX 125 PULLMAN, WA 99163 509-334-2200
Address (Seller/Lessor) Phone Number

Fax: 509-332-0118

E-mail: Kim@wheatlandexpress.com

Have all fines and /or penalties been paid? No Yes

Has the closing annual report been filed? No Yes

Does the buyer/lessee agree to begin service as soon as the commission authorizes the transfer or lease?

- Yes
- No, if not, then when? _____

If the commission assigns this application for formal hearing, does both the seller/lessor and the buyer/lessee agree to be present at the hearing?

- Yes
- No

Both the seller/lessor and the buyer/lessee certify that this application is not made for the purpose of hindering, delaying or defrauding creditors.

This application must include a map and copy of the certificated authority to be transferred/leased. If applying for permission to transfer or lease a portion of the certificated authority, then the application must include a map and description of both the portion to be transferred/leased and the portion to be retained by the existing certificate holder.

We, as applicants, hereby jointly declare and affirm that all information is true to the best of our knowledge.

[Signature]
Seller's/Lessor's Signature

12-21-12 Pullman, WA
Date, County, State

[Signature]
Buyer's/Lessee's Signature

12/21/12 KING WA
Date, County, State

*If this application is for transfer, please attach a copy of the sales or other agreement to sell.

**If this application is to lease, please attach a copy of the executed lease agreement.

6/15

TARIFF NO. 2

Cancels

TARIFF NO. 1

of

Company Name: Wheatland Express Inc

Certificate Number: C-1078

For the transportation of passengers in the following territory:

Between Pullman, Colfax and the Spokane International airport

issued by:

Name: Kim Motley, President

Address: P.O. Box 125

City, State/Zip: Pullman, WA 99163

Telephone No: 509-334-2200

Telefacsimile No. 509-332-0118

Issue Date: May 28, 2010

Effective Date: June 28, 2010

(For Official Use Only)

Effective: _____ TC- _____ LSN _____

Order/Other _____ By: _____

5/15

Tariff No. 2

1st Revised Page No. 1

Company Name: Wheatland Express Inc

RATE SCHEDULE

And	Between				
	Pullman	Colfax			
Spokane	\$ 45 (A)	\$40.00 (A)	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$
	\$	\$	\$	\$	\$

Issue Date: July 15, 2005

Effective Date: August 21, 2005

Issued By: Kim Motley, President

(For Official Use Only)

Effective: _____

TC- _____

LSN _____

8/15

Airport Shuttle Service...

To/From Spokane International Airport

\$45.00 each way per person

Check below for extra holiday return dates



[Home](#)

[Charter Service](#)

[Charter Inquiry Form](#)

[Airport Shuttle Service](#)

[Holiday Airport Shuttle](#)

[Vacation Bus Schedule](#)

[Our Buses](#)

[Contact Us](#)

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North Bound to Airport		
MOSCOW DEPARTURES:	Trip #2	Trip #3 Fridays Only
St. Augustine Church	9:25 am	4:00 pm
Living/Learning Center (south side)	9:30 am	4:05 pm
Best Western University Inn	9:35 am	4:10 pm
PULLMAN DEPARTURES:	Trip #2	Trip #3 Fridays Only
Wheatland Express Lot	9:45 am	4:25 pm
WSU Lighty Bldg on Grimes Way (look for airport shuttle sign)	9:55 am	4:30 pm
COLFAX DEPARTURES: (by reservation)	Trip #2	Trip #3 Fridays only
Rosauer's Parking Lot	10:15 am	4:50 pm
Arrives Spokane International Airport:	11:30 am	6:00 pm
South Bound from Airport		
DEPARTS SPOKANE INTERNATIONAL AIRPORT:	Trip #2	Trip #3 Fridays Only
Departs	2:00 pm	7:15 pm
Arrives Colfax	3:10 pm	8:25 pm
Arrives Pullman	3:40 pm	8:45 pm
Arrives Moscow	3:55 pm	9:00 pm

Trip #3 Special Holiday dates: SOUTH BOUND ONLY

THANKSGIVING BREAK: Sunday Nov 25th 2012. SOUTHBOUND ONLY! Departs 7:15pm from Spokane Airport.

CHRISTMAS BREAK: Sunday Jan 6th 2013 & Tuesday Jan 8th 2013. SOUTHBOUND ONLY! Departs 7:15pm from Spokane Airport.

9/15

12:48 PM
12/20/12
Accrual Basis

TRANSPORTATION DEMAND MANAGEMENT INC.
Summary Balance Sheet
As of December 31, 2011

	<u>Dec 31, 11</u>
ASSETS	
Current Assets	
Checking/Savings	78,909.54
Accounts Receivable	300,656.58
Other Current Assets	152,180.14
Total Current Assets	<u>531,746.26</u>
Fixed Assets	6,903,418.55
Other Assets	5,370,710.76
TOTAL ASSETS	<u><u>12805875.57</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	244,549.15
Credit Cards	16,281.78
Other Current Liabiliti...	1,826,132.37
Total Current Liabilities	<u>2,086,963.30</u>
Long Term Liabilities	2,112,625.95
Total Liabilities	<u>4,199,589.25</u>
Equity	8,606,286.32
TOTAL LIABILITIES & EQUITY	<u><u>12805875.57</u></u>

1:20 PM
12/20/12
Accrual Basis

TRANSPORTATION DEMAND MANAGEMENT INC.
Profit & Loss
January through December 2011

	<u>Jan - Dec 11</u>
Ordinary Income/Expense	
Income	
4000 · CHARTER SALES REVENUE	6,232,246.88
4050 · Ancillary Charter Services/Fe...	574,856.08
4100 · CONTRACT SALES REVENUE	<u>1,230,365.40</u>
Total Income	8,037,468.36
Cost of Goods Sold	
5199 · Labor	1,921,303.29
5320 · Advertising for Help	515.89
5330 · Unifroms	16,315.94
5350 · Education & Training	2,815.89
5380 · Employee File Expenses	7,755.93
5461 · Nextel / Communications	44,087.31
5510 · Bus Repairs & Maintenance	204,039.13
5511 · Bus Repairs - Accident Related	6,557.96
5512 · Road Service - Repairs	8,573.82
5515 · Bus & Truck Rental	2,764.07
5530 · Shop Equip. Repairs	3,763.93
5540 · Tires	41,611.48
5550 · Fuel	804,855.19
5560 · Small Tools Purchased	2,519.02
5620 · Shop Supplies	24,786.09
5630 · Washer Supplies	14,988.37
5641 · Snacks/Bus Supplies	1,718.41
5642 · Driver Supplies	3,401.62
5650 · Subcontractors - Operations	15,767.14
5750 · Permits & Licenses	21,685.90
5755 · Bus License Tab Expense	7,123.56
5760 · Fees & Parking - Bus	13,298.92
5770 · Driver Subsistance & Travel	<u>28,983.71</u>
Total COGS	<u>3,199,232.57</u>
Gross Profit	4,838,235.79
Expense	
6001 · Advertising & Marketing	57,004.77
6002 · Donations	84.00
6003 · Dues, Licenses & Subscriptio...	23,747.08
6010 · Bank & Credit Card Fees	123,448.06
6020 · Professional Services	132,620.63
6025 · Legal Fees	183,830.68
6030 · Insurance	246,588.99
8100 · Employee Health Insurance	133,089.80
6200 · Postage & Delivery	3,321.91
6450 · Taxes	90,279.89
6500 · Wages - General & Admin	1,380,215.40
6510 · Payroll Tax Expense	395,898.11
6511 · Retirement Funding	39,332.75
6600 · Travel, Entertainment, Meetings	58,311.90
6650 · Employee Awards & Incentives	11,051.17
6700 · Rent - Premises	274,314.53
6720 · Utilities	26,762.02
6730 · Maintenance - Premises	87,304.63
6800 · Communications	17,967.96
6810 · Equipment Needs	5,775.17
6820 · Supplies	23,293.06
6900 · Auto Expense - Owners	41,640.40
6997 · Miscellaneous Expense	<u>1,714.28</u>

1:20 PM
12/20/12
Accrual Basis

TRANSPORTATION DEMAND MANAGEMENT INC.
Profit & Loss
January through December 2011

	<u>Jan - Dec 11</u>
Total Expense	<u>3,357,597.19</u>
Net Ordinary Income	1,480,638.60
Other Income/Expense	
Other Income	
4900 · Other Income	710.12
4910 · Other Shop Income	741.25
8000 · Interest Income	47.77
8800 · PDI Center Contract Services	<u>280,613.41</u>
Total Other Income	282,112.55
Other Expense	
6300 · Depreciation Expense	691,108.00
6400 · Interest Expense	248,046.93
7000 · Settlement Loss	260,000.00
7100 · Loss from Accidents	405.62
7300 · Loss on Sale of Assets	26,071.91
8850 · PDI Center Expenses	<u>151,973.38</u>
Total Other Expense	<u>1,377,605.84</u>
Net Other income	<u>(1,095,493.29)</u>
Net Income	<u><u>385,145.31</u></u>



CERTIFICATE OF LIABILITY INSURANCE

STARL-1 OP ID: JA

DATE (MM/DD/YYYY)
01/02/13

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER TIB Transportation Ins Brokers 425 West Broadway, Suite 400 Glendale, CA 91204	818-246-2800	CONTACT NAME: Janette Mont PHONE (A/C No. Ext.): 818-246-2800 FAX (A/C No.): 818-246-4690 E-MAIL ADDRESS: jmont@tibinsurance.com	
	818-246-4690		
		INSURER(S) AFFORDING COVERAGE INSURER A: Lancer Insurance Company INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:	NAIC # 26077
INSURED Transportation Demand Management, Inc. DBA: Starline Transportation DBA: Starline Luxury Coaches 9801 Martin Luther King Jr Wy S Seattle, WA 98118-5633			

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR STR	TYPE OF INSURANCE	ADDL SUBR INBR	WVD	POLICY NUMBER	POLICY INF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GENL AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occ/1/30/90) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COM/POP AGG \$ \$
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input checked="" type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			BA157920#10	02/20/12	02/20/13	COMBINED SINGLE LIMIT (Ea accident) \$ 5,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ Deductible \$ 10,000
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION S						EACH OCCURRENCE \$ AGGREGATE \$ \$ WC STATUTORY LIMITS OTHER
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in Nh) If yes, describe under DESCRIPTION OF OPERATIONS below			N/A			E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks & Schedule, if more space is required)
CERTIFICATE HOLDER IS ADDED AS AN ADDITIONAL INSURED BUT ONLY TO THE EXTENT THE CERTIFICATE HOLDER IS HELD LIABLE FOR THE CONDUCT OF THE NAMED INSURED.

CERTIFICATE HOLDER WUTC-01 WUTC, Washington Utilities & Transportation Commission 1300 S Evergreen Pk Dr SW PO Box 47250 Olympia, WA 98504-7250	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE
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ASSET PURCHASE AGREEMENT

THIS IS AN ASSET PURCHASE AGREEMENT ("Agreement"), made as of this 18th day of December, 2012, by and among WHEATLAND EXPRESS, INC., a Washington corporation ("Seller"), KIM MOTLEY, controlling shareholder of Seller ("MOTLEY"), and TRANSPORTATION DEMAND MANAGEMENT, INC., a Washington corporation, ("Buyer").

RECITALS:

- A. Seller is engaged in, among other things, the business ("Business") of charter bus services and those activities specifically related to renting charter buses.
- B. MOTLEY owns all of the issued and outstanding capital stock of Seller.
- C. Seller is willing to sell to Buyer and Buyer is willing to purchase from Seller certain assets, of the Business, on the terms and subject to the conditions set forth herein.

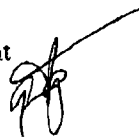
NOW, THEREFORE, in consideration of the Recitals and the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

ARTICLE I

DEFINITIONS 1.1 DEFINITIONS. EXCEPT AS SPECIFIED OTHERWISE, WHEN USED IN THIS AGREEMENT AND ANY EXHIBITS OR SCHEDULES, THE FOLLOWING TERMS SHALL HAVE THE MEANINGS SPECIFIED:

"Accounts Receivable" shall mean all accounts receivables of Seller with respect to the Business immediately prior to the Closing, as determined consistent with Seller's historical accounting practices;

"Agreement" shall mean this Asset Purchase Agreement, together with the Schedules



IN WITNESS WHEREOF, the parties have executed this Asset Purchase Agreement as of the day and year first above written.

"BUYER"

TRANSPORTATION DEMAND MANAGEMENT, INC.

By: [Signature]
Name: Becky L. Pritchett
Title: President

By: [Signature]
Name: GLENN T. GILLIS
Title: C.E.O.

"SELLER"

WHEATLAND EXPRESS, INC.

By: [Signature]
Name: Kim Motley
Title: President

KIM MOTLEY

By: [Signature]
Kim Motley, Individually