

WASHINGTON METROPOLITAN AREA TRANSIT COMMISSION

WASHINGTON, DC

ORDER NO. 4151

IN THE MATTER OF:

Served August 16, 1993

Application to Transfer Certificate)  
No. 163 from WESTSCOT LIMITED )  
PARTNERSHIP to CONFERENCE CENTER )  
INTERESTS, INC., Trading as )  
WESTFIELDS INTERNATIONAL CONFERENCE)  
CENTER )

Case No. AP-93-24

By application filed August 11, 1993, WestScot Limited Partnership (WestScot or transferor), a Virginia partnership, and Conference Center Interests, Inc., trading as Westfields International Conference Center (CCI or transferee), a Virginia corporation, (collectively applicants) seek Commission approval of the transfer of Certificate of Authority No. 163 from WestScot to CCI.

The application includes information regarding, among other things, transferee's corporate status, facilities, proposed tariff, finances, and regulatory compliance record. Also included is the certificate transfer agreement, titled "Blanket Conveyance, Bill of Sale and Assignment," executed by WestScot on February 5, 1993. The application is available for inspection at the office of the Commission during its regular business hours.

The certificate transfer agreement references a contemporaneously executed "Asset Management Agreement" between WestScot and CCI. Also referenced is a preexisting "Management Agreement" between WestScot and International Conference Resorts of America, L.P. (ICRA). At the time of WestScot's application for a certificate in 1989, WestScot held temporary intra-Virginia passenger carrier authority; ICRA was one of the partners in WestScot and had a contract to operate WestScot's assets, including revenue vehicles; and a wholly-owned subsidiary of ICRA was a carrier.<sup>1</sup> This raises the possibility that the assets transferred from WestScot to CCI will be managed by another carrier or person controlling, under common control with, or controlled by another carrier, approval of which is required under the Compact, Title II, Article XII, Section 3. Applicants, therefore, will be directed to file an affidavit disclosing whether WestScot and/or ICRA will manage CCI's WMATC operations and whether WestScot or ICRA, or any affiliate of either, holds passenger carrier authority.

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<sup>1</sup> The subsidiary was ICRA Travel Services, Inc. Yet another ICRA subsidiary, ICRA Transportation Services, Inc., applied for WMATC authority at the same time WestScot did. Its application was consolidated with WestScot's but denied for lack of financial and operational fitness.

The certificate transfer agreement expressly does not transfer the asset denominated "Transferee Shares," which is defined as "all of the issued and outstanding capital stock of Conference Center Interests, Inc., a Virginia corporation." The application states elsewhere that all outstanding CCI stock is held by WestScot Syndicate, Inc. Applicants will be directed to file an affidavit disclosing the relationship of WestScot to WestScot Syndicate, Inc.

Transferee has submitted a six-month projection of revenue and expense. The application, however, calls for a twelve-month projection based on the assumption that the application will be approved. Transferee will be directed to file a revenue and expense projection for the first twelve months of WMATC operations.

Under Title II of the Compact, Article XI, Section 11(a), and Article XII, Section 3, the Commission may approve the transfer of Certificate No. 163 and any contract to manage CCI's WMATC operations if the Commission finds said transfer and contract to be in the public interest,<sup>2</sup> which, inter alia, requires a finding of transferee's fitness.<sup>3</sup>

Pursuant to Commission Rule No. 6, this order and fulfillment of its requirements will provide notice of this application.

THEREFORE, IT IS ORDERED:

1. That WestScot Limited Partnership and Conference Center Interests, Inc., trading as Westfields International Conference Center, shall publish once in a newspaper of general circulation in the Metropolitan District, no later than Friday, August 27, 1993, notice in the form prescribed by the staff of the Commission.

2. That WestScot Limited Partnership and Conference Center Interests, Inc., trading as Westfields International Conference Center, shall file with the Commission, no later than Friday, September 17, 1993, an original and four copies of an affidavit that notice has been published as required in the preceding paragraph.

3. That WestScot Limited Partnership and Conference Center Interests, Inc., trading as Westfields International Conference Center, shall file with the Commission, no later than Monday, September 6, 1993, an original and four copies of an affidavit disclosing whether WestScot Limited Partnership and/or International Conference Resorts of America, L.P., will manage the WMATC operations

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<sup>2</sup> In re Philip J. Pearson, t/a Milling Tours, & Keith Jones, No. AP-87-17, Order No. 3073 (Sept. 23, 1987); In re Nation's Capital Sightseeing Tours & Ernest Harrelson, No. AP-86-40, Order No. 2953 (Dec. 22, 1986); In re Beltway Limo. Serv., Inc., & DD Enters., Inc., No. AP-86-08, Order No. 2889 (July 29, 1986); In re Beltway Limo. Serv., Inc., & James M. Smith, Inc., No. 391, Order No. 1736 (Aug. 12, 1977).

<sup>3</sup> In re Shaw Bus Serv., Inc., & American Coach Lines, Inc., No. AP-88-09, Order No. 3224 (Aug. 25, 1988).

of Conference Center Interests, Inc., trading as Westfields International Conference Center, and whether WestScot Limited Partnership or International Conference Resorts of America, L.P., or any affiliate of either, holds passenger carrier authority.

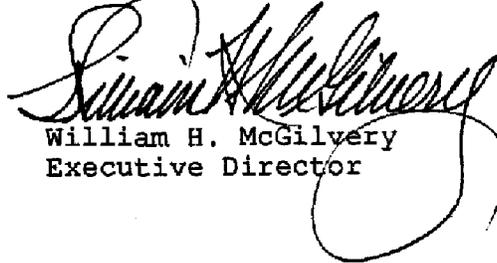
4. That WestScot Limited Partnership and Conference Center Interests, Inc., trading as Westfields International Conference Center, shall file with the Commission, no later than Monday, September 6, 1993, an original and four copies of an affidavit disclosing the relationship of WestScot Limited Partnership to WestScot Syndicate, Inc.

5. That Conference Center Interests, Inc., trading as Westfields International Conference Center, shall file with the Commission, no later than Monday, September 6, 1993, an original and four copies of a revenue and expense projection for the first twelve months of WMATC operations.

6. That any person wanting to protest the application, in accordance with Commission Rule No. 13 and Regulation No. 54-04(a), or comment on the application, in accordance with Regulation No. 54-04(a), shall file such protest or comment at the office of the Commission, 1828 L Street, N.W., Suite 703, Washington, DC 20036-5104, no later than Friday, September 17, 1993, and shall simultaneously serve a copy of such protest or comment on applicant's representative, Kenneth S. Jacob, Esquire, Arent Fox Kintner Plotkin & Kahn, 1050 Connecticut Avenue, N.W., Washington, DC 20036-5339.

7. That any person seeking a formal oral hearing on this matter, in accordance with Commission Regulation No. 54-04(b), shall request one no later than Friday, September 17, 1993, and shall simultaneously serve a copy of such request on applicant's representative, Kenneth S. Jacob, Esquire, Arent Fox Kintner Plotkin & Kahn, 1050 Connecticut Avenue, N.W., Washington, DC 20036-5339.

FOR THE COMMISSION:



William H. McGilvery  
Executive Director

