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October 27, 2014

VIA E-FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Application of Rasier-PA LLC, a Wholly Owned Subsidiary of Uber Technologies, Inc., for Emergency Temporary Authority to Operate an Experimental Ride-Sharing Network Service Between Points in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania
Docket No. A-2014-2449795

Dear Secretary Chiavetta:

On behalf of Rasier-PA LLC, a wholly owned subsidiary of Uber Technologies, Inc., I have enclosed for electronic filing an Amended Application for Emergency Temporary Authority to Operate an Experimental Ride-Sharing Network Service in the above-captioned matter. This Amended Application corrects the numbering of the paragraphs and removes references to Gegen LLC (which was previously in Paragraphs 9 and 21) and provides additional details about Rasier-PA's insurance in Paragraph 29.

If you have any questions, please feel free to contact me.

Sincerely,



Karen O. Moury

KOM/tlg
Enclosure

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Rasier-PA LLC, a Wholly :
Owned Subsidiary of Uber Technologies, Inc., :
For Emergency Temporary Authority to Operate : Docket No. A-2014-2449795
An Experimental Ride-Sharing Network Service :
Between Points in the Counties of Bucks, Chester, :
Delaware, Montgomery and Philadelphia :

AMENDED APPLICATION FOR EMERGENCY TEMPORARY AUTHORITY

Rasier-PA LLC (“Rasier-PA”), by and through its counsel, Karen O. Moury and Buchanan Ingersoll & Rooney PC, files this Amended Application for Emergency Temporary Authority (“ETA”) to operate an experimental ride-sharing network service between points in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania, pursuant to the Commission’s regulations at 52 Pa. Code §3.383(c), and in connection therewith avers as follows:

I. Introduction

1. Due to a complete financial collapse and negative capital and surplus, First Keystone Risk Retention Group (“KRRG”), a major insurer of hundreds of taxicab companies in Philadelphia and the surrounding region, is being liquidated and its insurance policies are being terminated, completely obliterating protections for the riding public.

2. The financial collapse of KRRG necessitates immediate action by the Commission to ensure that the riding public in Philadelphia and the suburban counties surrounding Philadelphia has access to transportation options that are adequately covered by first-in-class liability insurance policies, such as those maintained by Rasier-PA.

3. Under the Commission’s regulations, ETA is available to authorize transportation services for which the public has an immediate need. With the termination of insurance policies issued by KRRG to hundreds of taxicabs in the Philadelphia and surrounding region, the immediate need for viable transportation alternatives is compelling.

4. Rasier-PA should be granted ETA to operate ride-sharing network services in these Philadelphia and the surrounding counties to fill a critical and immediate need caused by this taxicab insurance crisis in this region.

II. Summary of Argument

5. On October 21, 2014, at the request of the South Carolina Department of Insurance, the Court of Common Pleas for the Fifth Judicial Circuit in Richland County, South Carolina, issued an Order Commencing Liquidation Proceedings and Granting an Injunction and Automatic Stay of Proceedings (“Liquidation Order”) concerning KRRG. The Liquidation Order, which is attached as Exhibit A, shows that KRRG has negative capital and surplus in the amount of over \$3 million and indicates that KRRG did not contest that grounds exist for liquidation under South Carolina state laws. Further, the Liquidation Order provides termination of insurance coverage under KRRG policies.

6. KRRG is the insurance company that has filed Form E Certificates of Insurance for a significant number of taxicab companies currently operating in the Counties of Bucks, Chester, Delaware Montgomery and Philadelphia, Pennsylvania. The financial collapse of KRRG and the cancellation of insurance coverage for those taxicab companies results in critical public safety issue and creates an immediate need for adequately insured transportation services in those counties.

7. On October 22, 2014, the Philadelphia Parking Authority communicated with taxicab and limousine companies under its jurisdiction that it was voiding KRRG certificates of insurance as of October 24, 2014 as of 5:00 p.m. due to the Liquidation Order demonstrating that the KRRG insurance on file fails to provide satisfactory and adequate protection for the public.

8. The Commission should take similar action to ensure that uninsured carriers are not operating in the suburban counties surrounding Philadelphia County and replace those operations with ridesharing network services provided by Rasier-PA.

9. To that end, Rasier-PA is filing this ETA application to urge the Commission to grant authority for it to operate an experimental ride-sharing network service between points in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania to fill the void created by the taxicab insurance crisis affecting that region.

III. Background

10. On June 2, 2014, Rasier-PA filed an application at Docket No. A-2014-2424608 requesting the issuance of a certificate of public convenience evidencing approval to operate an experimental ride-sharing network service between points in the Commonwealth of Pennsylvania excluding designated counties (“statewide application”), pursuant to 52 Pa. Code § 29.352. Rasier-PA is a limited liability company with the Pennsylvania Department of State at Corporation Bureau Entity Identification Number 4262217. Notice of Rasier-PA’s statewide application was published in the *Pennsylvania Bulletin* on June 14, 2014, with protests due by June 30, 2014. The statewide application is currently pending before the Commission.

11. Travis Kalanick is the Manager of Rasier-PA and the only member of the limited liability company.

12. Rasier-PA does not intend to utilize a trade name.

13. Rasier-PA's physical address is:

122 Meyran Avenue
Pittsburgh, PA 15213

14. Rasier-PA's mailing address is:

182 Howard Street, #8
San Francisco, CA 94105

15. Rasier-PA's attorney is:

Karen O. Moury (PA ID No. 36879)
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16. Rasier-PA holds ETA approved by Commission Order adopted on July 24, 2014 to operate an experimental ride-sharing network service between points in Allegheny County, Pennsylvania at Docket No. A-2014-2429993. A certificate of public convenience was issued on August 21, 2014 at A-6416478. By Order entered on October 23, 2014, the Commission extended this grant of ETA pending disposition of its Allegheny County application pending at Docket No. A-2014-2416127.

IV. Legal Standards Applicable to ETA Application

17. Section 1103(d) of the Public Utility Code ("Code"), 66 Pa.C.S. § 1103(d) provides that the Commission may without hearing grant temporary certificates of public convenience in emergencies, pending action on permanent certificates.

18. Under regulations promulgated by the Commission pursuant to Code Section 1103(d), "a grant of ETA "shall be made upon the establishment of an immediate need for the transportation of passengers." 52 Pa. Code § 3.384(b)(1). That provision further states that

requests involving counties warrant approval when supported by evidence that there is a need for service to or from points in that county and that there is a reasonable certainty that the service will be used.

19. The Commission's regulations further provide that a grant of ETA will be made when it is established that there is or soon will be an immediate transportation need. Specifically, the regulations provide that a showing of immediate need may involve "the failure of existing carriers to provide service or comparable situations which require new carrier service before an application for permanent authority can be filed and processed." 52 Pa. Code § 3.384(b)(2). The regulations further state that an "immediate need will not normally be found to exist when there are other carriers capable of rendering the service unless it is determined that there is a substantial benefit to be derived from the initiation of a competitive service." *Id.*

20. In addition, the Commission's regulations require an ETA application to contain specific information, including an explanation of the nature of the service and how it will be provided. 52 Pa. Code § 3.383(c)(3).

V. Discussion of Immediate Need

21. At the request of the South Carolina Department of Insurance, the Court of Common Pleas for the Fifth Judicial Circuit in Richland County, South Carolina, issued a Liquidation Order on October 21, 2014 concerning KRRG. The Liquidation Order, which is attached as Exhibit A, shows that KRRG has negative capital and surplus in the amount of over \$3 million and indicates that KRRG did not contest that grounds exist for liquidation under South Carolina state laws. Further, the Liquidation Order provides termination of insurance coverage under KRRG policies.

22. KRRG is the insurance company that has filed Form E Certificates of Insurance for taxicab companies operating in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania. The financial collapse of KRRG and the cancellation of insurance coverage for those taxicab companies therefore creates a compelling and immediate need for transportation services in those counties.

23. On October 22, 2014, the Philadelphia Parking Authority communicated with taxicab and limousine companies under its jurisdiction that voiding KRRG certificates as of October 24, 2014 as of 5:00 p.m. due to the Liquidation Order demonstrating that the KRRG insurance on file fails to provide satisfactory and adequate protection for the public.

24. Rasier-PA is filing this ETA application to urge the Commission to grant authority for it to operate an experimental ride-sharing network service between points in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania to fill the void created by the taxicab insurance crisis in that region and provide a transportation option to the riding public that is backed by the necessary insurance coverage.

VI. Description of Service

25. To fill this temporary void, Rasier-PA proposes to use a digital platform to connect passengers to independent ride-sharing operators (“operators”) with whom it will contract. Operators will use their personal, noncommercially licensed vehicles for the purpose of providing transportation services. Rasier-PA plans to license the Uber Technologies, Inc. (UTI”) technology to generate leads from riders who need transportation services. Rasier-PA will not own vehicles, employ drivers or transport passengers.

26. Under this proposal, riders will request transportation via UTI technology through the Internet or a mobile application (“App) on their smartphones. When an operator responds to

the request, the rider will receive the vehicle type and a photo of the operator, along an indication of the operator's current location and estimated time of arrival. Operators will not be permitted to solicit or accept street-hails.

27. Rasier-PA proposes disclose the fare calculation method, the applicable rates being charged and the option for an estimated fare to the passenger before booking the ride. Upon completion of a trip, an electronic receipt will be transmitted to the passenger's email address or App documenting the details of the trip. The receipt will contain information for filing a complaint with the Commission.

VII. Insurance

28. Rasier-PA will require operators to provide proof of valid and current liability insurance on all vehicles used in offering ride-sharing services in at least the amounts specified in 75 Pa.C.S. §§ 1702 and 1711. This policy will cover Operators when they are not available through the App and are using their vehicles for personal reasons.

29. Rasier-PA has on file with the Commission proof of adequate insurance evidencing policies and coverage that comply with and exceed the minimum standards required by the Commission at 52 Pa. Code §§ 32.11 and 41.21, as follows:¹

- a. **\$1 million of liability coverage per incident.** Rasier-PA will maintain liability insurance in the amount of \$1 million to cover liability for bodily injury, death or property damage, which far exceeds the Commission's minimum requirement of \$35,000. This coverage will cover the Operator's liability from the time the Operator accepts a trip request through the App until the completion of a trip. It will include first party medical benefits in the amount of \$25,000 and first party wage loss benefits in the amount of \$10,000 for passengers and pedestrians. This coverage is primary to an Operator's personal auto insurance.

¹ Rasier-PA's Form E Certificate of Insurance is attached as Exhibit B.

- b. **\$50,000/\$100,000/\$25,000 of liability coverage between trips.** During the time that an Operator is available but between trips, Rasier-PA will maintain liability insurance which exceeds the amounts required by the Commission's regulations. This coverage includes first party medical benefits in the amount of \$25,000 and first party wage loss benefits in the amount of \$10,000 for passengers and pedestrians. This coverage is primary to an Operator's personal auto insurance.
- c. **\$1 million of uninsured/underinsured motorist coverage per incident.** Rasier-PA will maintain uninsured/underinsured motorist coverage of \$1 million per incident, which will apply if another motorist causes an accident with an Operator's vehicle while the Operator is transporting passengers and the at-fault motorist and does not carry adequate insurance. This is important to ensure that passengers are protected in a hit and run situation and is not required by PUC regulation.

VIII. Driver Integrity

30. Rasier-PA will require operators to meet standards that are consistent with and significantly more stringent than the Commission's requirements set forth in 52 Pa. Code §§ 29.502-29.507, as described more fully below:

a. *Criminal Background Checks.* Rasier-PA will conduct a local and national criminal background check that includes the Multi-State/Juris Criminal Records Locator and the National Sex Offender Registry database on each operator before the operator may access the digital platform to receive requests for transportation. A match on the national sex offender registry or a conviction that appears on a criminal background check within the past 7 years for crimes of violence, sexual abuse, felony, robbery, or felony fraud, shall automatically and permanently disqualify an individual from acting as an operator.

b. *Driving History Record.* Rasier-PA will have a driving history record conducted on each operator before the operator may offer service. A conviction that appears on a driving history check within the past 7 years for aggravated reckless driving, driving under the influence of drugs or alcohol, hit and run, attempting to evade the police, or the use of a motor

vehicle to commit a crime, or a conviction that appears on a driving history check in the previous 3 years for driving with a suspended or revoked license, shall automatically disqualify an individual from acting as an operator.

c. *Drugs or Alcohol.* Rasier-PA will have a zero tolerance policy on the use of drugs or alcohol while and operator is providing ride-sharing services. Notice of this zero tolerance policy is on both the Rasier-PA and UTI websites, along with procedures to report a complaint, including a telephone number for the Commission about an operator with whom the passenger was matched and for whom the passenger reasonably suspects was under the influence of drugs or alcohol during the course of the ride. Rasier-PA will immediately suspend an operator upon receipt of a passenger complaint alleging a violation of the zero tolerance policy, and such suspension will last the duration of Rasier-PA's investigation.

d. *Other Driver Requirements.* Operators will be required to possess a current, valid driver's license, proof of registration, proof of motor vehicle insurance and be at least 21 years of age.

IX. Vehicle Safety

31. Rasier-PA will require operators' vehicles to meet standards that are consistent with the Commission's requirements, particularly as to safety, as more fully described below:

a. *Inspections.* Rasier-PA will require vehicles operated by operators to undergo and pass an annual and comprehensive safety inspection before the vehicle provides a ride-sharing service, which is consistent with the Commission's requirements at 52 Pa. Code §§ 29.402 and 29.405. Such inspections must be performed by an official inspection station and comply with Pennsylvania vehicle laws and regulations at 75 Pa. C.S. Chapter 47 and 67 Pa. Code §§ 175.61-175.80, including but not limited to suspension and steering components;

braking systems; tires and wheels; lighting and electrical systems; and horns and warning devices. Additionally, Rasier-PA acknowledges that vehicles are subject to inspection by Commission enforcement officers through routine inspections to ensure compliance with these requirements.

b. *Vehicle Age and Type.* Operators contracted by Rasier-PA will be required to use motor vehicles that are not more than 8 years old and are designed to transport no more than 10 persons, including the driver. Eligible vehicles include street-legal coupes, sedans, or light duty vehicles including vans, minivans, sport utility vehicles, hatchbacks, convertibles and pickup trucks.

c. *Other Vehicle Requirements.* Vehicles will be required to be in a condition that meets or exceeds the standards set forth in 52 Pa. Code § 29.403, including seats in working order; vehicles in clean and sanitary condition; factory type heaters in working order; clean trunk compartments suitable for carrying luggage; exteriors free of large dents or gouges; four matching wheel covers; and operative air conditioning. Vehicles will also use markings, such as trade dress or a placard, to identify them.

X. Other Requirements

32. Rasier-PA submits a Statement of Financial Position as Exhibit C.

33. Rasier-PA will maintain a website that provides a customer service telephone number or email address.

34. Rasier-PA will maintain records to demonstrate compliance with all of the requirements, standards and obligations described in this ETA Application.

35. Rasier-PA understands that it is subject to an annual assessment based upon reported gross Pennsylvania intrastate revenues, which will be handled through delegation to a third party to interface with the Commission.

36. Rasier-PA further understands that it has sole responsibility to address Commission-related passenger complaints and that a failure to adhere to the commitments made in this ETA Application may result in the Commission imposing sanctions, including civil penalties, suspension and revocation of the certificate of public convenience.

37. Rasier-PA is not currently engaged in unauthorized intrastate transportation for compensation between points in Pennsylvania and will not engage in such transportation unless and until such authorization is received from the Commission.

38. While Rasier-PA has sought to comply with the key provisions of the regulations governing the filing and disposition of ETA Applications at 52 Pa. Code §§ 3.383-3.384, it is requested that the Commission exercise its discretion to grant waivers of any specific provisions that may not be fully satisfied due to their inapplicability to an ETA Application that is filed within the context of an Application for approval to offer experimental ridesharing network services. *See Township of Collier v. Pennsylvania American Water Company*, Docket No. C-20016207, 2004 Pa. PUC LEXIS 26 (2004) (Commonwealth agency may waive its own regulations).

39. Granting the ETA Application will allow Rasier-PA to offer passengers in the Counties of Bucks, Chester, Delaware and Montgomery, Pennsylvania area an innovative transportation service which fills the immediate void created by the taxicab insurance crisis affecting this region and which is designed to ensure driver integrity, vehicle safety and adequate liability insurance.

XI. Conclusion

Rasier-PA LLC requests that the Commission approve the Amended Application for Emergency Temporary Authority to operate an experimental ridesharing network service between points in the Counties of Bucks, Chester, Delaware, Montgomery and Philadelphia, Pennsylvania.

Respectfully submitted,

Dated October 27, 2014



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(717) 237-4820

Attorneys for Rasier-PA LLC

EXHIBIT A

STATE OF SOUTH CAROLINA
RICHLAND COUNTY

IN THE COURT OF COMMON PLEAS
FIFTH JUDICIAL CIRCUIT

Raymond G. Farmer, as Director of the South
Carolina Department of Insurance,

Petitioner,

vs.

First Keystone Risk Retention Group,
Inc.,

Respondent.

C.A. No. 2014-CP-40-5987

**ORDER COMMENCING
LIQUIDATION PROCEEDINGS
& GRANTING AN INJUNCTION
& AUTOMATIC STAY OF
PROCEEDINGS**

RICHLAND COUNTY
CLERK OF COURT
PM 12:38
2014 OCT 15

This matter comes before me pursuant to the South Carolina Insurers Rehabilitation and Liquidation Act, S.C. Code Ann. §§ 38-27-10 *et seq.* Petitioner seeks an order appointing him as Liquidator of First Keystone Risk Retention Group, Inc., (Respondent). The Court, having reviewed the file and otherwise being fully informed in the premises, finds:

1. This Court has jurisdiction of the subject matter and is the proper venue for this proceeding pursuant to S.C. Code Ann. § 38-27-60(b), (c) & (f) & -310 (2002).
2. Petitioner is the duly appointed Director for the State of South Carolina Department of Insurance with such powers, duties and responsibilities as are prescribed under the insurance laws of this State to that agency's director for company licensing, delinquency and receivership matters, and is specifically authorized to file a petition for liquidation pursuant to § 38-27-360 (2002).
3. The Department has regulatory jurisdiction over the Respondent pursuant to, *inter alia*, Chapters 3, 87 and 90 of Title 38 of the South Carolina Code of Laws 1976, as amended.

4. Respondent is a South Carolina industrial insured captive (stock) insurance company formed as a Risk Retention Group and organized and licensed under the provisions of S.C. Code Ann. §§ 38-90-10 *et seq.* It is not publicly traded.

5. The Department granted to Respondent a license to transact business on September 24, 2003, subject to the stipulations set forth in a letter also September 24, 2003.

6. According to the licensing stipulation letter, Respondent's license is conditional on the company maintaining capital and surplus in excess of \$2.4 million.

7. Respondent's corporate headquarters are located at 4421 Aramingo Avenue, Philadelphia, Pennsylvania 19124-4101.

8. Respondent is registered to write commercial transportation liability insurance in Pennsylvania, Maryland, New Jersey, Delaware, Virginia, North Carolina, Georgia and Massachusetts.

9. In or about the autumn of 2011, Respondent retained the services of Towers Watson to perform certain actuarial services, including determination of annual losses and loss adjustment expenses (LAE).

10. On or about September 24, 2014, as a result of its review of Respondent's loss data as of June 30, 2014, Towers Watson made a substantial upward adjustment to Respondent's reserves, increasing ultimate losses and LAE cost reserves by more than \$2 million.

11. A Summary of Respondent's loss and LAE reserves as of June 30, 2014 prepared by Towers Watson indicates a "central," or midpoint, of \$8,977,284.

12. Application of this midpoint to the Company's reported capital and surplus at June 30, 2014 results in a restatement of Respondent's capital and surplus of only \$195,645, or well under the stipulated minimum of \$2.4 million.

13. Moreover, with Respondent in such a hazardous financial condition as to require that it immediately cease and desist from writing any new business, Respondent's Net Deferred Tax Asset is now unrecoverable and Deferred Acquisition costs must be expensed, resulting in adjustments bringing Respondent's total capital and surplus to (\$3,046,237), *i.e.*, *negative* \$3,046,237, as illustrated in the summary below:

Capital and Surplus as Reported in \$		2,421,980
<i>Adjustments in \$:</i>		
<i>Reported Loss and LAE Reserves</i>	6,750,949	
<i>Towers Watson Midpoint Estimate of Reserves</i>	8,977,284	
<i>Change in Reserves (\$):</i>	2,226,335	(2,226,335)
Adjusted Capital and Surplus in \$		195,645
<i>Write Off of Other Assets (\$):</i>		
<i>Net Deferred Tax Asset</i>	2,314,305	
<i>Deferred Acquisition Costs</i>	927,577	
<i>Total Other Asset Write-Offs (\$):</i>	3,241,882	(3,241,882)
Total Adjusted Capital and Surplus in \$		(3,046,237)

14. S.C. Code Ann. § 38-27-360 (2012) sets forth the grounds upon which an insurer may be placed into liquidation, including but not limited to when the insurer is in a condition in which the further transaction of business would be hazardous, financially or otherwise, to its policyholders, creditors, or the public and/or when the insurer is insolvent. Pursuant to this section of the Code, the Director may apply by petition to the Circuit Court for an Order authorizing him to liquidate Respondent.

15. Respondent, its board of directors and officers, deny any and all inferences of wrongdoing, including but not limited to mismanagement, breaches of fiduciary duty, negligence, misrepresentation, unjust enrichment, fraud, and any other duty owed by the Respondent and/or its board of directors and officers.

16. Respondent, having been served with a copy of the Petition pursuant to S.C. Code Ann. § 38-27-60 (2012) and other applicable law, does not contest that grounds exist for liquidation under Chapter 27 of Title 38, as set forth above, and waives hearing; and, so as to avoid any prejudice to the interests of policyholders, creditors and the public, it does not wish to contest the Petition nor does it object to the immediate entry of an Order of the Court granting the relief sought by Petitioner therein, provided that, in waiving its right to a hearing and not objecting to the immediate entry of this Order, neither Respondent nor its officers and directors shall be deemed to have waived any other rights or defenses to any actions or causes of action, whether they be brought by the Petitioner herein or any third party, arising in any way from the allegations of the Petition or the findings and consequences of this Order.

IT IS THEREFORE ORDERED THAT:

1. PURSUANT TO S.C. Code Ann. § 38-27-370 (2002), Petitioner and his successors in

office are appointed Liquidator of Respondent.

2. PURSUANT TO S.C. Code Ann. § 38-27-370(B) (2002), the rights and liabilities of the insurer and its creditors, policyholders, shareholders, members, and other persons interested in its estate become fixed as of the date of entry of this Order of liquidation, except as provided in S.C. Code Ann. §§ 38-27-380 and 38-27-560 (2002); and, any claim excepted under this provision and Section 38-27-370(B) shall be governed by Sections 38-27-380 and 38-27-560, as applicable.

3. PURSUANT TO S.C. Code Ann. § 38-27-380(a) & (b) (2002):

a. All policies in effect on the date of the entry of this Order continue in force only for the lesser of:

- (1) A period of thirty days from the date of entry of the liquidation order;
- (2) The expiration of the policy coverage;
- (3) The date when the insured has replaced the insurance coverage with equivalent insurance in another insurer or otherwise terminated the policy; or
- (4) The Liquidator has effected a transfer of the policy obligation pursuant to item (8) of subsection (a) of Section 38-27-400.

b. Pursuant to S.C. Code Ann. §§ 38-27-350, 370(a), 370 & -380(b) (2002), this Order of liquidation terminates coverages at the time specified in subparagraph a. above and S.C. Code Ann. § 38-27-380(a) (2002) for purposes of any other statute.

c. Nothing in this Order or the Petition seeking this Order shall be construed to invalidate a termination of a policy by the Liquidator, in accordance with the terms of the contract and applicable law, completed prior to the date of the entry of this Order.

4. PURSUANT TO S.C. Code Ann. § 38-27-400(a) (2002), Petitioner and his

successors shall have all the powers and responsibilities set forth under that section to assist him or his designee as Liquidator, including but not limited to:

- a. To appoint a special deputy to act for him and to determine the special deputy's reasonable compensation, who shall have all powers of the Liquidator granted by this section and who serves at the pleasure of the Liquidator.
- b. To employ employees and agents, legal counsel, actuaries, accountants, appraisers, consultants, and other personnel he considers necessary to assist in the liquidation.
- c. To fix the reasonable compensation of employees and agents, legal counsel, actuaries, accountants, appraisers, and consultants with the court's approval.
- d. To pay reasonable compensation to persons appointed and to defray from the funds or assets of the insurer all expenses of taking possession of, conserving, conducting, liquidating, disposing of, or otherwise dealing with the business and property of the insurer. In the event that the property of the insurer does not contain sufficient cash or liquid assets to defray the costs incurred, the Director may advance the costs so incurred out of any appropriation for the maintenance of the insurance department. Any amounts so advanced for expenses of administration must be repaid to the Director for the use of the insurance department out of the first available monies of the insurer.
- e. To hold hearings, to subpoena witnesses to compel their attendance, to administer oaths, to examine any person under oath, and to compel any person to subscribe to his testimony after it has been correctly reduced to writing and, in connection therewith, to require the production of any books, papers, records, or other documents which she considers relevant to the inquiry.

f. To collect all debts and monies due and claims belonging to the insurer, wherever located, and, for this purpose:

(i) To institute timely action in other jurisdictions in order to forestall garnishment and attachment proceedings against the debts.

(ii) To do other acts necessary or expedient to collect, conserve, or protect its assets or property, including the power to sell, compound, compromise, or assign debts for purposes of collection upon terms and conditions she considers best.

(iii) To pursue any creditor's remedies available to enforce his claims.

g. To conduct public and private sales of the property of the insurer.

h. To use assets of the estate of an insurer under a liquidation order to transfer policy obligations to a solvent assuming insurer, if the transfer can be arranged without prejudice to applicable priorities under S.C. Code Ann. § 38-27-610 (2002).

i. To acquire, hypothecate, encumber, lease, improve, sell, transfer, abandon, or otherwise dispose of or deal with any property of the insurer at its market value or upon terms and conditions that are fair and reasonable. He also has power to execute, acknowledge, and deliver any and all deeds, assignments, releases, and other instruments necessary or proper to effectuate any sale of property or other transaction in connection with the liquidation.

j. To borrow money on the security of the insurer's assets or without security and to execute and deliver all documents necessary to that transaction for the purpose of facilitating the liquidation.

k. To enter into contracts necessary to carry out the order to liquidate, and to affirm or disavow any contracts to which the insurer is a party.

l. To continue to prosecute and to institute in the name of the insurer or in his own name any and all suits and other legal proceedings, in this State or elsewhere, and to abandon the prosecution of claims she considers unprofitable to pursue further. If the insurer is dissolved under Section 38-27-390, he has the power to apply to any court in this State or elsewhere for leave to substitute himself for the insurer as plaintiff.

m. To prosecute any action which may exist in behalf of the creditors, members, policyholders, or shareholders of the insurer against any officer of the insurer or any other person.

n. To remove any or all records and property of the insurer to the offices of the Department or to any other place convenient for the purposes of efficient and orderly execution of the liquidation.,

o. To deposit in one or more banks in this State sums required for meeting current administration expenses and dividend distributions.

p. To invest all sums not currently needed, unless the court orders otherwise.

q. To file any necessary documents for recording in the office of any recorder of deeds or record office in this State or elsewhere where property of the insurer is located.

r. To assert all defenses available to the insurer as against third persons, including statutes of limitation, statutes of fraud, and the defense of usury. A waiver of any

defense by the insurer after a petition in liquidation has been filed does not bind the liquidator.

s. To exercise and enforce all the rights, remedies, and powers of any creditor, shareholder, policyholder, or member, including any power to avoid any transfer or lien that may be given by the general law and that is not included with S.C. Code Ann. §§ 38-27-450 through 38-27-470 (2002).

t. To intervene in any proceeding wherever instituted that might lead to the appointment of a receiver or trustee and to act as the receiver or trustee whenever the appointment is offered.

u. To enter into agreements with any receiver or commissioner of any other state relating to the rehabilitation, liquidation, conservation, or dissolution of Respondent of an insurer where Respondent is doing business in both states.

v. To exercise all powers now held or hereafter conferred upon receivers by the laws of this State not inconsistent with applicable law.

w. To audit the books and records of agents of the insurer insofar as those records relate to the business activities of the insurer.

x. Notwithstanding the powers of the Liquidator as enumerated above and granted pursuant to Section 38-27-400, the Liquidator is not obligated to defend claims or to continue to defend claims after the entry of a liquidation order.

5. PURSUANT TO S.C. Code Ann. § 38-27-400(b) (2002), the enumeration in this Order of the powers and authority of the Liquidator may not be construed as a limitation upon him; nor shall it exclude in any manner his right to do other acts not herein specifically enumerated, or

otherwise provided for, that may be necessary or appropriate for the accomplishment of or in aid of the purpose of liquidation.

6. PURSUANT TO S.C. Code Ann. § 38-27-410, -540 & -550 (2002), the Liquidator shall provide Notice of this Order, prescribe the form of a Proof of Claim to be used by all claimants and shall set the date for submission of claims, or Bar Date, after which date no claim will be allowed except as provided in Section 38-27-540.

7. Upon filing by the Liquidator with the office of the Secretary of State a certified true copy of the Liquidation Order, Respondent is dissolved in accordance with S.C. Code Ann. § 38-27-390 (2002).

8. Respondent is hereby officially declared insolvent as defined by S.C. Code Ann. § 38-27-50(10) (2002)

9. Petitioner's designation of Michael J. FitzGibbons of FitzGibbons and Company, Inc., 8300 N. Hayden Rd., Suite A100, Scottsdale, Arizona 85258, as a consultant to the Liquidator and as Special Deputy Liquidator, in this matter, with such reasonable compensation as determined by the Liquidator pursuant to Section 38-27-400(a)(1) is hereby expressly approved, and said Special Deputy Liquidator shall have all powers of the Liquidator granted by Section 38-27-400 and shall serve at the pleasure of the Liquidator.

10. Neither Respondent nor its directors or officers shall be deemed to have waived any rights or defenses to any actions or causes of action, whether they be brought by the Petitioner herein or any third party, arising in any way from the allegations of the Petition or the findings and consequences of this Order, and neither shall Respondent, its officers or directors be deemed to have acknowledged any wrongdoing, including but not limited to mismanagement, breaches of fiduciary

duty, negligence, misrepresentation, unjust enrichment, fraud, or any other duty owed by the Respondent or them.

NOTICE OF AUTOMATIC STAY

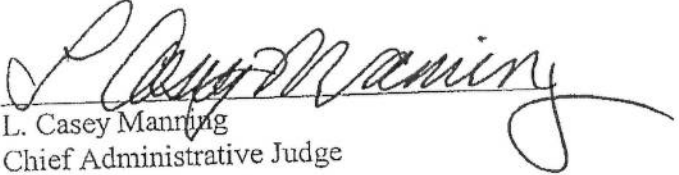
Notice is hereby given that pursuant to S.C. Code Ann. § 38-27-70 (2002), the Court grants an automatic stay applicable to all persons and proceedings, other than the Liquidator, which shall be permanent and survive the entry of the Order and which prohibits:

- (1) The transaction of further business;
- (2) The transfer of property;
- (3) Interference with the Liquidator or with a proceeding under Chapter 27 of Title 38 of the South Carolina Code;
- (4) Waste of Respondent's assets;
- (5) Dissipation and transfer of bank accounts;
- (6) The institution or further prosecution of any actions or proceedings;
- (7) The obtaining of preferences, judgments, attachments, garnishments, or liens against Respondent, its assets, or its policyholders;
- (8) The levying of execution against Respondent, its assets, or its policyholders;
- (9) The making of any sale or deed for nonpayment of taxes or assessments that would lessen the value of the assets of Respondent;
- (10) The withholding from the Liquidator of books, accounts, documents, or other records relating to the business of Respondent; or

(11) Any other threatened or contemplated action that might lessen the value of Respondent's assets or prejudice the rights of policyholders, creditors, or shareholders, or the administration of any proceeding under Chapter 27 of Title 38 of the South Carolina Code.

This Court retains jurisdiction of this cause for the purpose of granting such other and further relief as from time to time may be necessary and appropriate.

AND IT IS SO ORDERED.


L. Casey Manning
Chief Administrative Judge
Fifth Judicial Circuit

This 21 day of October, 2014
Columbia, South Carolina

Acknowledged:

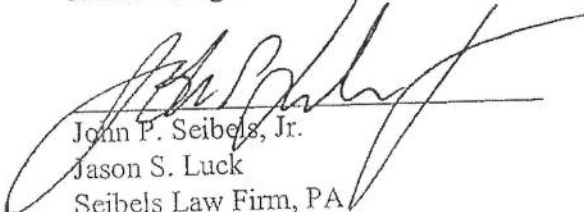

John P. Seibels, Jr.
Jason S. Luck
Seibels Law Firm, PA
127 King Street, Suite 100
Charleston, SC 29401
Attorneys for Respondent

EXHIBIT B

RECEIVED
BUREAU OF
TECHNICAL UTILITY SERVICES

FORM E

UNIFORM MOTOR CARRIER BODILY INJURY AND PROPERTY
DAMAGE LIABILITY CERTIFICATE OF INSURANCE

2014 AUG 20 PM 1:31

(Execute in Triplicate)

Filed with Pennsylvania Public Utility Commission (hereinafter called Commission)
(Name of Commission)

This is to certify, that the James River Insurance Company
(Name of Company)

(hereinafter called Company) of 6641 West Broad Street, Suite 300, Richmond, VA 23230
(Home Office Address of Company)

has issued to Rasier-PA, LLC
(Name of Motor Carrier)

of 182 Howard Street #8, San Francisco, CA 94105
(Address of Motor Carrier)

a policy or policies of insurance effective from see below 12:01 A.M. standard time at the address of the insured stated in said policy or policies and continuing until canceled as provided herein, which, by attachment of the Uniform Motor Carrier Bodily Injury and Property Damage Liability Insurance Endorsement, has or have been amended to provide automobile bodily injury and property damage liability insurance covering the obligations imposed upon such motor carrier by the provisions of the motor carrier law of the State in which the Commission has jurisdiction or the Commission orders or regulations promulgated in accordance therewith.

Whenever requested, the Company agrees to furnish the Commission a duplicate original of said policy or policies and all endorsements thereon.

This certificate and the endorsement described herein may not be canceled without cancellation of the policy to which it is attached. Such cancellation may be effected by the Company or the insured giving thirty (30) days' notice in writing to the State Commission, such thirty (30) days' notice to commence to run from the date notice is actually received in the office of the Commission.

Countersigned at 6641 West Broad Street, Suite 300, Richmond, VA 23230
(Street Address, City, State and Zip Code)

This 19th day of August, 2014.

Christine L. Miller
Authorized Company Representative

Insurance Company File No(s):

Stage 1: Policy Number CA43600245 effective 8/12/14 – Liability Limits \$50K/\$100K/\$25K

Stages 2 & 3: Policy Number CA43600143 effective 12/21/13 – Liability Limit \$1,000,000

EXHIBIT C

STATEMENT OF FINANCIAL POSITION
Forecast from August 2014 to July 2015

REVENUE and GAINS

Operating Revenue 1,914,322

EXPENSES

Insurance 118,469
Legal 126,448
General Office Expense 2,066,390
Advertising Expense (and Marketing) 914,401
Materials and Supplies Expense 30,111
Total Operating Expense 3,255,819

NET INCOME (LOSS)

(1,341,497)

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of Rasier-PA LLC, a Wholly	:	
Owned Subsidiary of Uber Technologies, Inc.,	:	
For Emergency Temporary Authority to Operate	:	Docket No. A-2014-2449795
An Experimental Ride-Sharing Network Service	:	
Between Points in the Counties of Bucks, Chester,	:	
Delaware, Montgomery and Philadelphia	:	

VERIFICATION

I hereby verify that the statements made in this application are true and correct to the best of my knowledge, information and belief. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).

October 27, 2014



Karen O. Moury