

Holland & Knight LLP
50 California Street, Suite 2800
San Francisco, CA 94111
Tel: 415.743.6900
Fax: 415.743.6910

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Matthew P. Vafidis (California Bar No. 103578)
John Kern (California Bar No. 206001)
Jessica Lanier (California Bar No. 303395)
Daniel Kappes (California Bar No. 303454)
HOLLAND & KNIGHT LLP
50 California Street, Suite 2800
San Francisco, CA 94111
Telephone: 415-743-6900
Fax: 415-743-6910
E-mail: matthew.vafidis@hklaw.com
john.kern@hklaw.com
jessica.lanier@hklaw.com
daniel.kappes@hklaw.com

Attorneys for Non-Party Proposed Additional Judgment Debtors
GARY O. MARINO, PATRIOT EQUITY, LLC
and PACIFIC RAIL HOLDINGS, LLC

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA
SACRAMENTO DIVISION

PATRIOT RAIL CORP., a Delaware corporation,

Plaintiff,

v.

SIERRA RAILROAD COMPANY, a California corporation,

Defendant.

SIERRA RAILROAD COMPANY, a California corporation,

Counter-Claimant,

v.

PATRIOT RAIL, LLC, PATRIOT RAIL CORPORATION, and LARRY COE,

Counter-Defendants.

AND ALL RELATED COUNTERCLAIMS AND COUNTERCLAIMANTS.

Case No.: 2:09-CV-00009-TLN-AC

ORDER GRANTING GARY O. MARINO, PATRIOT EQUITY, LLC, AND PACIFIC RAIL HOLDINGS, LLC'S, REQUEST TO FILE DOCUMENTS UNDER SEAL

Hearing Date: February 25, 2016
Hearing Time: 2 p.m.
Dept.: Courtroom 2
Judge: Hon. Troy L. Nunley

1 Non-Party Proposed Additional Judgment Debtors Gary O. Marino, Patriot Equity, LLC, and
2 Pacific Rail Holdings, LLC, (formerly known as “Patriot Rail Holdings, LLC”) having filed a
3 Request to File Documents Under Seal,

4 And papers and argument in support this Request having been submitted to and duly
5 considered by this Court,

6 AND GOOD CAUSE APPEARING THEREFOR

7 IT IS HEREBY ORDERED:

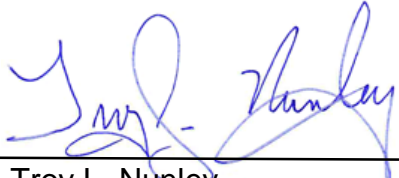
8 (1) The following documents will be filed under seal:

- 9 a. The Declaration of Douglas Aguilera (“Aguilera Decl.”)
- 10 b. Purchase Price Allocation, Pursuant to FASB ASC 805—Business Combinations,
11 Acquisitions of Patriot Rail Corp., Valuation Date: June 18, 2012, prepared by ValueScope Inc.,
12 Exhibit B to the Aguilera Decl.
- 13 c. Stock Purchase Agreement dated as of May 4, 2012 among Patriot Funding LLC and
14 Patriot Rail Holdings LLC, Exhibit C to the Aguilera Decl.
- 15 d. Patriot Rail Holdings, LLC and Subsidiaries, Consolidated Financial Report,
16 December 31, 2011 and 2010, including the Independent Auditor’s Report issued by McGladrey,
17 Exhibit D to the Aguilera Decl.
- 18 e. Patriot Rail Corp., Consolidated Financial Statements as of December 31, 2012 and
19 for the Period from January 1, 2012 through June 18, 2012 (Predecessor Period) and from June 19,
20 2012 through December 31, 2012 (Successor Period), PricewaterhouseCoopers, Exhibit E to the
21 Aguilera Decl.
- 22 f. Funds Flow Memorandum, Exhibit F to the Aguilera Decl.
- 23 g. Patriot Rail Company and Subsidiaries Financial Compliance Package, 3rd Quarter
24 2015, Exhibit G to the Aguilera Decl.
- 25 h. Patriot Rail Company LLC Consolidated Financial Statements, December 31, 2014,
26 Exhibit H to the Aguilera Decl.
- 27 i. Patriot Rail, LLC Summary of Distributions, Exhibit I to the Aguilera Decl.
- 28

- 1 j. Chart used to validated unitholders' ownership percentages, Exhibit B to the
2 Declaration of Joyce Balfour ("Balfour Decl.")
- 3 k. Representative American Express ("AMEX") bill chart, Exhibit C to Balfour Decl.
- 4 l. Patriot Rail Holdings, LLC, Investor Rights Agreement, Exhibit A to the Declaration
5 of Robert Derrick
- 6 m. Excerpts from Deposition of Mike Hart, Exhibit D to the Declaration of Gary O.
7 Marino
- 8 n. Loan Agreement between Old Patriot and Prudential Capital Group, Exhibit E to the
9 Declaration of Bennett Marks ("Marks Decl.")
- 10 o. Bennett Marks's Employment Agreement with New Patriot, Exhibit K to the Marks
11 Decl.
- 12 p. Transcript of the October 8, 2015 hearing, placed under seal by this Court, Exhibit A
13 to the Declaration of John Kern ("Kern Decl.")
- 14 q. Excerpts from the Deposition of Mike Hart, Exhibit B to Kern Decl.
- 15 r. Loan Agreement between SRC and Sierra, Exhibit N to Kern Decl.
- 16 s. Excerpts from the Deposition of Chris Kinney, Exhibit O to Kern Decl.
- 17 t. Excerpts from the Deposition of Jennifer Whiteman, Exhibit P to Kern Decl.
- 18 (2) All parties, their representative counsel, all Non-Party Proposed Additional
19 Judgment Debtors, and this Court's staff should be permitted access to these documents under seal
20 as necessary to rule upon or adjudicate any motions and/or claims in this matter.

21
22 IT IS SO ORDERED.

23
24 Dated: February 9, 2016

25
26 
27 Troy L. Nunley
28 United States District Judge