

SLOVER & LOFTUS LLP

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20036-3003

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE
KATHERINE F. WARING
BRADFORD J. KELLEY

OF COUNSEL
DONALD G. AVERY
CHRISTOPHER A. MILLS

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TELEPHONE:
(202) 347-7170

FAX:
(202) 347-3619

WRITER'S E-MAIL:

pap@sloverandloftus.com

June 23, 2016

VIA HAND DELIVERY

Ms. Cynthia Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423



Re: STB Docket No. MCF 21069, Application by Academy Bus LLC and Corporate Coaches Inc. to Approve the Sale and Purchase of Certain Motor Coach Assets of Corporate Coaches Inc. to Academy Bus LLC

Dear Ms. Brown:

Enclosed for filing in the above-referenced matter, please find an original and ten (10) copies of the Application by Academy Bus LLC and Corporate Coaches Inc. to Approve the Sale and Purchase of Certain Motor Coach Assets of Corporate Coaches Inc. to Academy Bus LLC pursuant to 49 U.S.C. § 14303.

We have enclosed a check in the amount of \$2,100.00 to cover the applicable filing fee for the Application. (STB filing fee item 2(i)).

Please date-stamp the extra copy of this cover letter and the enclosed duplicate copies of the filing and return them to our messenger. Thank you for your attention to this matter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Peter A. Pfohl".

Peter A. Pfohl

An Attorney for Academy Bus LLC

FEE RECEIVED

June 23, 2016

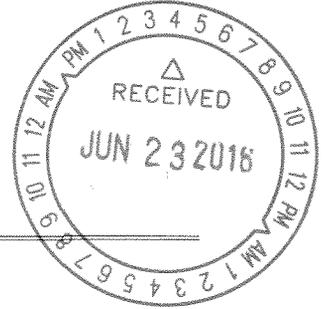
SURFACE

TRANSPORTATION BOARD

FILED
June 23, 2016
SURFACE
TRANSPORTATION BOARD

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



APPLICATION BY ACADEMY BUS)
LLC AND CORPORATE COACHES)
INC. TO APPROVE THE SALE AND)
PURCHASE OF CERTAIN MOTOR) STB DOCKET NO. MCF 21069
COACH ASSETS OF CORPORATE)
COACHES INC. TO ACADEMY)
BUS LLC)
)

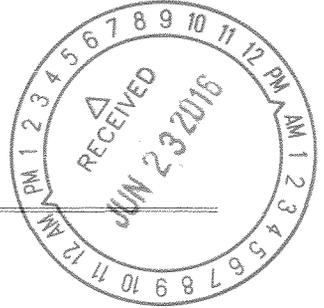
VERIFIED APPLICATION UNDER 49 U.S.C. § 14303

Peter A. Pfohl
Bradford J. Kelley
SLOVER & LOFTUS LLP
1224 Seventeenth Street, N.W.
Washington, DC 20036

Dated: June 23, 2016

Attorneys for Academy Bus LLC

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



APPLICATION BY ACADEMY BUS)
LLC AND CORPORATE COACHES)
INC. TO APPROVE THE SALE AND)
PURCHASE OF CERTAIN MOTOR) STB DOCKET NO. MCF 21069
COACH ASSETS OF CORPORATE)
COACHES INC. TO ACADEMY)
BUS LLC)
)

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303

Academy Bus, LLC, a motor carrier of passengers, and Corporate Coaches Inc. (“Corporate Coaches”), also a motor carrier of passengers, (collectively “Applicants”) respectfully submit this Application for approval of the asset purchase transaction more fully described herein, pursuant to 49 U.S.C. § 14303 and the Surface Transportation Board’s (“STB” or “Board”) Rules at 49 C.F.R. Part 1182.2.

In support hereof, Applicants show as follows:

1. Parties to the Transaction and Pertinent Operating Authorities

a. Buyers

Academy Bus, LLC (Florida) (“Academy”) is a carrier and a party to the asset purchase transaction at issue, with its principal place of business located at 124 Via Florenza, Palm Beach Gardens, Florida 33418. Academy’s USDOT No. is 1771456 and its MC No. is MC-646780. Academy, formerly Cabana Coaches, LLC (“Cabana”), has been certified as a motor carrier of passengers since July 2008 (USDOT No. 1771456, MC-646780). Academy was reorganized following its initial acquisition by Francis

Tedesco and Mark Tedesco, with this Board's Decision in a 2012-2013 proceeding denominated *Tedesco Family ESB Trust, et al. – Purchase of Certain Assets and Membership Interests – Evergreen Trails, Inc. D/B/A Horizon Coach Lines, et al.*, STB Docket Number MCF 21056 (STB served Nov. 21, 2013). Thereafter, Francis Tedesco and Mark Tedesco changed the name of “Cabana Coaches, LLC” to “Academy Bus, LLC (Florida)” upon the filing of an amended Certificate of limited liability company in the State of Florida and a similar name change filing with Federal Motor Carrier Safety Administration (“FMCSA”).

Franmar Leasing, LLC (“Franmar”) is a non-carrier and is controlled by the Tedesco Family ESB Trust (“Tedesco Trust”), also a non-carrier, exclusively engaged in the ownership and leasing of passenger motor coaches for use by the motor carriers that are affiliated with Francis Tedesco and Mark Tedesco. Franmar's principal place of business is located at 111 Paterson Avenue, Hoboken, New Jersey 07030. Franmar is to purchase certain Corporate Coaches' motor coaches and/or assume certain Corporate Coaches' TRAC LEASES with the consent of the Third Party TRAC Lease Owners, whose consent has been obtained. Franmar is a non-carrier motor coach dealer, and is not a carrier of passengers potentially subject to STB acquisition approval requirements.

ABC Bus Inc. (“ABC”) is a non-carrier motor coach dealer unaffiliated with the Academy Trust and the Tedesco Trust. ABC is regularly engaged in the business of a motor coach dealer. In this Application, ABC shall purchase the motor coaches owned by Corporate Coaches that are not purchased by Franmar. ABC's principal place of

business is located at 1506 NW 30th Street, Faribault, MN 55021. ABC is not a carrier of passengers potentially subject to STB acquisition approval requirements.

b. Seller

Corporate Coaches, the seller under the asset purchase transaction, is a carrier engaged in motor coach passenger transportation services and black car sedan/limo services, primarily in the State of Florida. Corporate Coaches is a Florida corporation with its principal place of business located at 4500 South State Road 7, Fort Lauderdale, Florida 33314. Corporate Coaches' USDOT No. is 1426891 and its MC No. is MC-539370. Mr. Andy Bardar is the shareholder, President, and Chief Executive officer of Corporate Coaches.

2. Additional Information on the Parties

The Academy (Florida) ESB Trust ("Academy Trust"), a non-carrier, is the sole member of Academy and does not own or control any other motor carrier. The Academy Trust has its principal place of business located at 124 Via Florenza, Palm Beach Gardens, Florida 33418. Francis Tedesco is the sole Trustee of Academy Trust. Francis Tedesco and Mark Tedesco are its original grantors. Both of the Tedescos have extensive experience in the motor coach passenger transportation business, having been involved in that industry for more than thirty (30) years through the direct management and indirect ownership of certain motor carriers as hereinafter set forth.

Francis Tedesco and Mark Tedesco are also lifetime beneficiaries of the Tedesco Family ESB Trust ("Tedesco Trust") which controls Academy Bus, LLC (New Jersey), a

non-carrier and the sole member of three other limited liability company passenger motor carriers: Academy Express, LLC (USDOT No. 905572, MC-413682); Academy Lines, LLC (USDOT No. 943538, MC-414016) and Number 22 Hillside, LLC (USDOT No. 943547, MC-413531) (hereinafter collectively referred to as the “Academy Companies”). See Docket No. MCF 20983; see *Tedesco Family ESB Trust – Continuance in Control and Acquisition of Properties--Academy Bus, L.L.C. (New Jersey), et al.*, (STB served Aug. 2, 2001). However, none of the aforesaid entities are parties to the agreement with Corporate Coaches that is the subject of this Application.

Francis Tedesco is sole manager of the Academy Companies, one of the nation’s foremost motor carriers of passengers specializing in the rendering of charter operations. Academy Express L.L.C. is a charter company primarily engaged in charter operations from Washington to Boston. Academy Lines, LLC is one of the leading commuter regular route transportation companies in the New York Metropolitan area. Number 22 Hillside, LLC, of which Francis Tedesco is sole manager, is also a leading regular route commuter transportation company operating in New Jersey. As noted earlier, Francis Tedesco and Mark Tedesco have extensive management and operational experience in passenger motor coach service having owned, operated, and managed the Academy Companies for more than thirty (30) years.

3. Description of the Transaction

Academy and Corporate Coaches have reached agreement for the acquisition of certain assets by the buyers pursuant to the Asset Purchase Agreement, dated May 16,

2016 (“APA”). Under the APA, Corporate Coaches agreed to sell all of the assets used in its motor coach passenger transportation business, with the assets divided to the buyer parties, including Academy and the non-carriers ABC and Franmar.

The APA transaction is the result of a business determination made by the owners of Corporate Coaches to permanently withdraw from the motor coach transportation business in which the company is presently engaged, and direct all of its future efforts and activities to the company’s black car sedan and limo business services; Corporate Coaches shall retain and continue to operate those assets.

Under the terms of the APA, the non-carriers Franmar and ABC will acquire the motor coach assets of Corporate Coaches and Academy (Florida), the carrier, will acquire Corporate Coaches’ motor coach customer lists, charter contracts, telephone numbers and related assets integrating the same into its existing charter business. In brief, the APA is part of Corporate Coaches’ business plan to permanently withdraw from the motor coach transportation business, sell its motor coach assets and continue Corporate Coaches’ black car sedan and limo services business only. Performance of the APA is subject to, and conditioned upon, approval of this Application by this Board as to parties and aspects over which such approval is required.

Specifically, the assets to be acquired by the buyer parties consist of forty-eight (48) motor coaches owned and/or leased by Corporate Coaches, its motor coach passenger customer lists, motor coach telephone numbers, web site, pending motor coach charter customer contracts existing as of the closing date, charter contract deposits

associated with the pending charter contracts, and other intangibles (that shall be sold to Academy). All of the forty-eight (48) Corporate Coaches' motor coaches to be acquired will be acquired either by the non-carrier Franmar and/or by the non-carrier ABC respectively, by direct purchase from Corporate Coaches as owner of the asset, and/or by the assumption of outstanding Third Party TRAC LEASES with the consent of the Third Party owners, whose consent to the transaction has been obtained. All of the remaining non-motor carrier assets used by Corporate Coaches in its motor coach transportation business operations are being acquired by Academy.

Academy intends to operate the non-motor coach Corporate Coaches' assets by providing such transportation services to Corporate Coaches' customers as such customers may require, together with the transportation services Academy presently provides to its existing customers throughout the State of Florida, and in interstate commerce, from Academy's present Florida terminal locations in Miami, West Palm Beach, and Clearwater, Florida. The acquisition of the assets of Corporate Coaches will permit Academy to continue to operate more efficiently and profitably as an interstate carrier in the State of Florida following the closing of the proposed transaction.

4. Federally Regulated Carrier Affiliates

a. Mr. Andy Bardar is the shareholder, President, and Chief Executive Officer of Corporate Coaches. Corporate Coaches presently operates charter motor coach transportation services in interstate commerce and black car sedan and limo services primarily in the State of Florida. Upon the approval of this Application, Corporate

Coaches shall cease all operations as a motor coach passenger transportation carrier to devote its full time and attention to its black car sedan and limo service business.

Exhibit A reflects the Seller's corporate structure from top to bottom. *See* Exhibit A.

b. Academy (Florida) ESB Trust owns and controls the buyer Academy Bus LLC. Exhibit B reflects Academy (Florida) ESB Trust organizational structure from top to bottom. *See* Exhibit B.

c. As described, *supra*, Tedesco Family ESB Trust owns and controls the following carriers: Academy Express, L.L.C. (USDOT No. 905572, MC-413682), is a charter bus operator, primarily in the Northeast; Academy Lines, LLC (USDOT No. 943538, MC-414016) is a regular-route, scheduled bus operator, primarily in the New York-New Jersey area; and Number 22 Hillside, LLC (USDOT No. 943547, MC-413531) is a motor carrier of passengers performing a variety of functions.

Exhibit C identifies Academy (Florida) ESB Trust's organizational structure. *See* Exhibit C. Neither the Tedesco Family ESB Trust nor the carriers controlled by the same as described above are parties to the APA and are identified in this Application only due to the affiliation of Francis Tedesco as sole trustee of the Tedesco Trust, and Francis Tedesco and Mark Tedesco as lifetime beneficiaries of the Tedesco Family ESB Trust, through which said natural persons exercise ownership and control over the carriers owned and controlled by the Tedesco Family ESB Trust.

5. Jurisdictional Statement – Revenues

The STB has jurisdiction over this matter pursuant to 49 U.S.C. §§ 14303(a)(5)

and 14303(g), because the motor carriers of passengers directly or indirectly owned and controlled by the Academy Trust have gross annual operating revenues in excess of \$2 million. The motor carriers of passengers directly or indirectly owned and controlled by the Academy (Florida) ESB Trust have gross annual operating revenues in excess of \$2 million.

6. **Quality of the Human Environment/Conservation of Energy Resources Impact**

Approval of this Application and consummation of the transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources as the sale of the assets of Corporate Coaches to Franmar, ABC and Academy respectively will be operated in charter bus operations thereafter as they were before.

7. **Public Interest Considerations**

The acquisition is in the public interest under 49 U.S.C. § 14303(b) because the transaction promotes the more efficient use of transportation assets in the delivery of transportation services to the general public, promotes more efficiencies and greater economic use of existing transportation capital resources, and offers the general public continued service options to those customers of Corporate Coaches in need of such service.

a. Adequacy of Transportation Services

The Transaction will not have a materially detrimental impact on the adequacy of transportation services available for the public. Indeed, the buyers anticipate that services to the public will be preserved and improved. Importantly, the proposed transaction is in the public interest as Corporate Coaches is permanently withdrawing from the motor coach passenger transportation business, will be selling all of its motor coach vehicles which it no longer desires to operate and Franmar will be gaining those buses and be able to add them to its fleet of buses available to be leased to Academy. None of the operable motor vehicles will be scrapped by the seller, and no new buses will need to be purchased by Franmar at this time. Vital metals and energy resources will not need to be expended unnecessarily. The public will lose no service for want of necessary equipment because the same number of buses will continue to be engaged in bus operations.

Furthermore, the proposed transaction whereby Academy will acquire the non-motor coach assets is in the public interest because Francis Tedesco, the Manager of Academy, is a recognized leader in the motorbus industry and has repeatedly demonstrated his success in operating motor coach passenger service and will similarly use and apply the acquired assets to improve service to the public and efficiently operate such assets. Francis Tedesco's knowledge and experience in operating motor carriers rendering charter bus operations are unsurpassed. His industry connections will enable him to procure vehicles, parts, and fuel at lower prices thereby enabling him offer charter bus operations at competitive pricing to points and places in the State of Florida and in

interstate commerce some of which may not be presently serviced by Academy, which is anticipated to result in reduced rates, while at the same time maintaining an exemplary high level of service.

b. Fixed Charges

The proposed transaction by the carriers is expected to be for cash and accordingly will result in no increase in fixed charges.

c. Employee Interests

The conveyance of the assets from Corporate Coaches to Franmar, ABC and Academy will not adversely affect qualified Corporate Coaches' employees at the locations from which Corporate Coaches operates because Academy will interview and offer employment opportunities to such qualified employees at the locations, a necessity to permit Academy to continue to operate the acquired motor coach assets.

d. Competition and the Public Interest

Approval of the instant Application would be unlikely to exert any negative anticompetitive impact for the same reasons discussed in the Adequacy of Transportation Services section, *supra*. As noted, none of the operable motor vehicles will be scrapped by the seller, and no new buses will need to be purchased by Franmar at this time. Vital metals and energy resources will not be expended unnecessarily. Furthermore, the public will lose no service for want of necessary equipment because the same number of buses will continue to be operated in bus operations. The benefits associated with the transaction will support increased competition.

8. USDOT Safety Fitness Ratings

Buyers: Academy Bus, LLC, Academy Express, LLC, and Academy Lines, LLC maintain a “Satisfactory” certified safety rating. Number 22 Hillside, LLC is unrated.

Seller: Corporate Coaches also maintains a “Satisfactory” certified safety rating.

9. Insurance Certification

Each motor carrier that is subject to FMCSA insurance requirements and is involved in this Application now satisfies and, after Board approval, will continue to satisfy the FMCSA requirements relating to adequate security for the public. 49 U.S.C. § 13906. All of the FMCSA-approved carriers have a minimum of \$5 million injury and property damage insurance coverage. Specifically, Academy presently maintains \$5 million of bodily injury and property damage insurance with the FMCSA, Policy No. CA00039344 became effective April 15, 2013.

10. Mexico Certification

The proposed transaction does not involve any person or entity of Mexican domicile or ownership. Corporate Coaches Inc. nor the Academy (Florida) ESB Trust and its affiliated motor carrier, Academy Bus LLC, are domiciled in Mexico or owned or controlled by persons of that country.

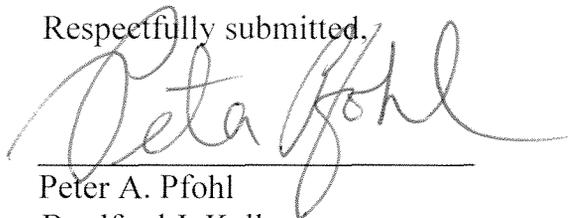
11. Verification/Certification

The required verifications as set forth under 49 C.F.R. § 1182.2(a)(11) are appended to this Application.

CONCLUSION

As provided by 49 C.F.R. Part 1182, and for the reasons set forth herein, the Board is respectfully requested to approve this Application as described herein.

Respectfully submitted,



By: Peter A. Pfohl
Bradford J. Kelley
SLOVER & LOFTUS LLP
1224 Seventeenth Street, N.W.
Washington, DC 20036

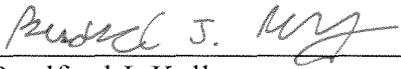
Dated: June 23, 2016

Attorneys for Academy Bus LLC

CERTIFICATE OF SERVICE

I hereby certify that, as required by 49 C.F.R. § 1182.3, I have served a copy of the foregoing Application by mailing a copy thereof, via First Class Mail, postage prepaid on any and all parties of record, and on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Washington D.C. 20590; and the state regulatory agency in Florida: Hon. Jim Boxold, Secretary, Department of Transportation, 605 Suwannee Street, Tallahassee, FL 32399-0450.

This the 23rd day of June, 2016.

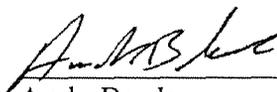


Bradford J. Kelley

Seller's Verification

I, Andy Bardar, shareholder and chief executive officer of Corporate Coaches Inc. declare under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application is true and correct. Further, I certify that I am qualified and authorized to file this Application on behalf of Corporate Coaches Inc. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Fort Lauderdale, Florida this 20 day of June, 2016.

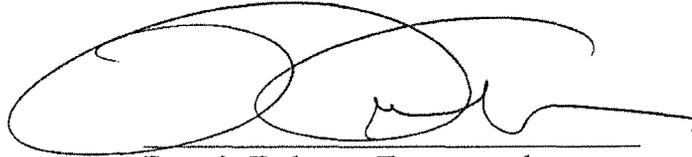


Andy Bardar

Buyer's Verification

I, Francis Tedesco, sole Trustee of the Academy (Florida) ESB Trust and the Manager of Academy Bus LLC, declare under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application is true and correct. Further, I certify that I am qualified and authorized to file this Application on behalf of Academy Bus LLC. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Hoboken, NJ, this 20th day of June, 2016.

A handwritten signature in black ink, consisting of several large, overlapping loops and a long horizontal stroke extending to the right.

Francis Tedesco, Trustee and
Manager

Exhibit A

Andy Bardar
Shareholder, President and CEO

Corporate Coaches Inc.
Florida Corporation



Exhibit B

Academy Bus LLC Ownership Chart

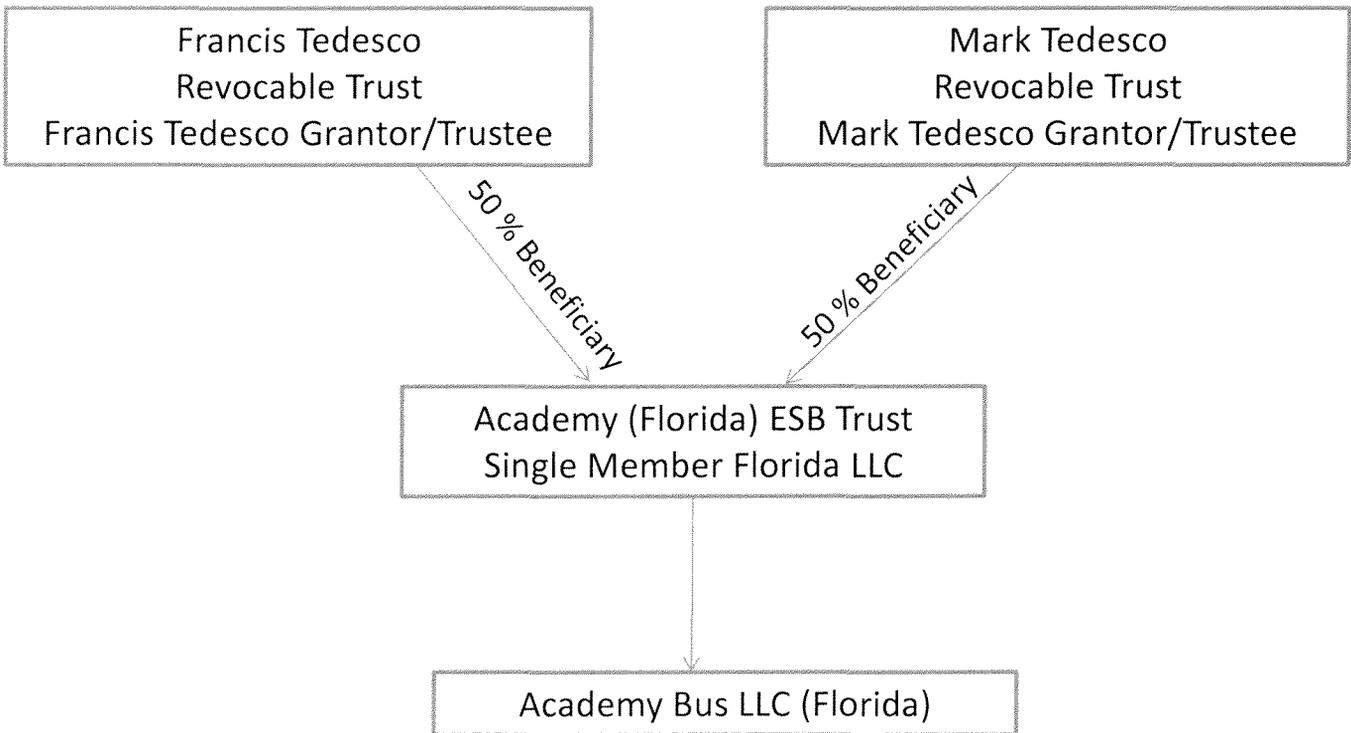


Exhibit C

Tedesco Family ESB Trust



Academy Bus, LLC (New Jersey)



Academy Express, LLC

Academy Lines LLC

Number 22 Hillside, LLC