

LAW OFFICES
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1919 M Street, NW (7th fl.)
Washington, DC 20036

October 22, 2013

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D. C. 20423

234993
ENTERED
Office of Proceedings
October 22, 2013
Part of
Public Record

Re: Docket No. MCF 21056, Tedesco ESB Family Trust, et al.

Dear Ms. Brown:

Attached is the Application of the Tedesco Family ESB Trust to purchase property of Evergreen Trails Incorporated d/b/a Horizon Coach Lines and the Francis Tedesco Revocable Trust and Mark Tedesco Revocable Trust to purchase the membership interests of Cabana Coaches, LLC.

The Payment Form with credit card information in payment of the \$2,100 filing fee was facsimile transmitted to the Board earlier today.

If you have any question concerning this filing or if I otherwise can be of assistance, please get back to me.

This letter and its attachment were served upon the offices as shown in the Certificate of Service.

Sincerely yours,



Fritz R. Kahn

FEE RECEIVED
October 22, 2013
SURFACE
TRANSPORTATION BOARD

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October 22, 2013
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SURFACE TRANSPORTATION BOARD

Docket No. MCF 21056

TEDESCO FAMILY ESB TRUST
APPLICATION BY FRANMAR LEASING, INC. (A NON-CARRIER) TO
PURCHASE THE PROPERTY OF EVERGREEN TRAILS INCORPORATED
d/b/a HORIZON COACH LINES (A CARRIER) and the APPLICATION OF THE
FRANCIS TEDESCO REVOCABLE TRUST (A NON-CARRIER) and THE MARK
TEDESCO REVOCABLE TRUST (A NON-CARRIER) TO PURCHASE ONE
HUNDRED PERCENT OF THE MEMBERSHIP INTEREST OF FASC
CORPORATION IN CABANA COACHES, LLC (A CARRIER)

APPLICATION
OF
TEDESCO FAMILY ESB TRUST
AND OF
FRANCIS TEDESCO REVOCABLE TRUST
AND
MARK TEDESCO REVOCABLE TRUST

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Tel.: (202) 263-4152

Attorney for

TEDESCO FAMILY ESB TRUST AND
THE FRANCIS TEDESCO REVOCABLE
TRUST AND THE MARK TEDESCO
REVOCABLE TRUST

Dated: October 22, 2013

SURFACE TRANSPORTATION BOARD

Docket No. MCF 21056

TEDESCO FAMILY ESB TRUST
APPLICATION BY FRANMAR LEASING LLC (A NON-CARRIER) TO PURCHASE
THE PROPERTY OF EVERGREEN TRAILS INCORPORATED
d/b/a HORIZON COACH LINES (A CARRIER) and the APPLICATION OF THE
FRANCIS TEDESCO REVOCABLE TRUST (A NON-CARRIER) and THE MARK
TEDESCO REVOCABLE TRUST (A NON-CARRIER) TO PURCHASE ONE
HUNDRED PERCENT OF THE MEMBERSHIP INTEREST OF FSCS
CORPORATION IN CABANA COACHES LLC (A CARRIER)

Applicant, Tedesco Family ESB Trust¹, a non-carrier of which Mr. Francis Tedesco is the sole Trustee, pursuant to 49 U.S.C. § 14303(a) and 49 C.F.R. Part 1182, respectfully asks the Board for the authorization to consummate the following transaction:

In March 2008, Mr. Francis W. Sherman organized Cabana Coaches, LLC ("Cabana") as a Florida limited liability company of which he was the manager. In July 2008 Cabana was certificated as a motor carrier of passengers (USDOT No. 1771456, MC-No. 646780). In September 2009 Mr. Sherman sought the Board's authorization to purchase two additional motor carriers, Evergreen Trails Incorporated ("Evergreen") (USDOT No. 12015, MC-107638) through a non-carrier, TMS West Coast, Inc., and Horizon Coach Lines, Ltd. (USDOT No. 175764, MC-144339) through another non-carrier TMS Canada Holdings, Ltd. By its Decision in Docket No. MCF 21037, *Francis W. Sherman--Control--Evergreen Trails, Inc., Horizon Coach Lines, LTD, and Cabana Coaches, LLC*, served October 23, 2009, the Board allowed Mr. Sherman to purchase and

¹ Mr. Francis Tedesco and Mr. Mark Tedesco are the Trust's settlors.

operate the two additional motor carriers of passengers while retaining control of Cabana, which is owned by Mr. Sherman through FSCS Corporation. Evergreen and FSCS Corporation are under the common control of Mr. Francis W. Sherman.

The applicant, Tedesco Family ESB Trust, through a non-carrier, Academy Bus, L.L.C, owns and controls three motor carriers of passengers, Academy Express, L.L.C. (USDOT No. 905572, MC-No. 413682), Academy Lines, L.L.C. (USDOT No. 943538, MC-No. 41016) and Number 22 Hillside, L.L.C. (USDOT No. 943547, MC-No.413631). *See*, Docket No. MCF 20983, *Tedesco Family ESB Trust--Continuance in Control and Acquisition of Properties--Academy Bus, L.L.C., et al.*, served August 2, 2001 (hereinafter collectively referred to as the “Academy Companies”).

The Tedesco Family ESB Trust, through two non-carriers, Franmar Logistics, Inc. and Academy Services, Inc., own and control yet another non-carrier, Franmar Leasing, Inc. (“Franmar”). Franmar is a non-carrier company affiliated with, and under common control of, the TEDESCO FAMILY ESBT TRUST. Franmar is primarily engaged in the purchase and leasing of motor coaches to the affiliated Academy Companies (Carriers), and is the purchaser of the Evergreen assets to be acquired under the terms of the Purchase Agreement entered into between Evergreen and Franmar. A condition precedent to the Parties performance of the Purchase Agreement is the approval of the transactions contemplated therein by the Board.

In this transaction, Franmar seeks the Board's approval to purchase certain motor coach assets identified in the Purchase Agreement, together with certain other non-motor coach business assets used by Evergreen to conduct its business operations (also specifically identified by category and type in the Purchase Agreement) from three

garage and terminal facility locations to wit: Jacksonville, Florida; West Palm Beach, Florida; and Miami, Florida (hereinafter collectively the "Locations"). Franmar will take title to all of the assets of Evergreen at the Locations. Evergreen seeks to end its terminal operations at the Locations, but will continue motor coach operations from other facilities that it currently operates in the State of Florida and elsewhere.

The Purchase Agreement also identifies a companion but separate transaction between FSCS Corporation (also under the control of Francis Sherman), which owns 100 percent of the limited liability membership interest of the carrier Cabana, and the Buyers, the non-carrier, Francis Tedesco Revocable Trust (Francis Tedesco, sole trustee), and the non-carrier Mark Tedesco Revocable Trust (Mark Tedesco, sole trustee). Said individuals are the natural persons who own and/or control the three Academy Companies, Academy Express LLC, Academy Lines LLC and Number 22 Hillside LLC, Carriers) through the Tedesco Family ESBT Trust. Academy Express, L.L.C., of which Francis Tedesco is the sole Manager, is one of the Nation's foremost motor carriers of passengers specializing in the rendering of charter operations. Academy Lines LLC., of which Mr. Francis Tedesco is sole Manager, is one of the leading commuter regular route transportation companies in the New York Metropolitan area. Number 22 Hillside LLC, of which Mr. Francis Tedesco is sole Manager, is also a leading regular route commuter transportation Company operating in New Jersey. If the acquisition of the membership interest of Cabana from FSCS Corporation is approved by this Board, Francis Tedesco, the current manager of the Academy Companies will also be the sole manager of Cabana. Under the terms of the Purchase Agreement the respective Tedesco Revocable Trusts are to purchase the entire membership interest of FSCS in Cabana, take control, and operate

Cabana as a carrier within the jurisdiction of this Board. Each of the individuals, 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 years.

The acquisition of the limited liability membership interest of FSCS Corporation in the carrier Cabana by the respective Revocable Trusts will permit Cabana to continue to operate as a carrier in the State of Florida following the closing of the proposed transaction.

1a. The names and addresses of each of the parties:

The seller under the asset purchase transaction is:

Evergreen Trails, Incorporated
17810 Meeting House Road (Ste. 200)
Sandy Spring, MD 20860

The Buyer under the asset purchase transaction is

Franmar Leasing, Inc.
111 Paterson Avenue
Hoboken, NJ 07030

1b. The Seller under the sale of the Cabana membership interest is:

FSCS Corporation
17810 Meeting House Road (Ste. 200)
Sandy Spring, Maryland 20860

The Buyer under the sale of the Cabana membership interest is:

The Francis Tedesco Revocable Trust, Francis Tedesco, sole Trustee, and
The Mark Tedesco Revocable Trust, Mark Tedesco, sole Trustee.

2a. The operating authorities of each of the parties under the asset purchase sale is:

The Seller

Evergreen Trails, Incorporated: USDOT No. 12015, MC-107638.

The Buyer

Franmar Leasing LLC: A non-carrier which holds no operating authority

2b. The operating authority acquired by virtue of the purchase of the membership interest of Cabana is that of Cabana (USDOT Number 1771456, MC-NO 646780), which shall continue to be held and operated by Cabana under the management of Mr. Francis Tedesco. Neither the Seller, FSCS Corporation, nor the Buyers, the Francis Tedesco Revocable Trust and the Mark Tedesco Revocable Trust are carriers.

3. A description of the proposed transactions:

A. The seller, Evergreen Trails, Incorporated d/b/a Horizon Coach Lines has a number of vehicles and other assets which it wishes to sell, and Franmar Leasing, Inc., a company that is in the business of leasing buses to other companies, is desirous of purchasing the vehicles and adding them to its fleet of buses which it can lease.

B. The Seller FSCS Corporation (also under the control of Francis W. Sherman), owns 100 percent of the limited liability membership interest of the carrier, Cabana. FSCS Corporation is to sell and assign its membership interest in Cabana to the non-carrier, Francis Tedesco Revocable Trust (Francis Tedesco, sole trustee), and the non-carrier Mark Tedesco Revocable Trust (Mark Tedesco, sole trustee). Mr. Francis Tedesco shall manage Cabana which shall continue to engage in the business of passenger transportation services in the State of Florida.

4. Identification of the affiliated motor carriers of passengers:

Mr. Francis W. Sherman

Evergreen Trails, Incorporated d/b/a Horizon Coach Lines is a charter bus operator, which conducts business in California, Maryland and Florida among

other states. Horizon Coach Lines, LTD (USDOT No.175764, MC-144339) also is an interstate motor carrier of passengers affiliated with Evergreen through common ownership but is not involved in this transaction.

Cabana Coaches, LLC is a charter bus operator in the State of Florida, serving Port Everglades and other Florida ports and the Fort Lauderdale-Hollywood International and other Florida airports.

Exhibit A is the corporate structure from top to bottom.

Tedesco Family ESB Trust

Academy Express, L.L.C., is a charter bus operator, primarily in the Northeast.

Academy Lines, L.L.C. is a regular-route, scheduled bus operator, primarily in the New York-New Jersey area.

Number 22 Hillside, L.L.C. is a motor carrier of passengers performing a variety of functions

Exhibit B is the corporate structure from top to bottom.

5. The motor carriers of passengers directly or indirectly owned and controlled by Mr. Francis W. Sherman have gross annual operating revenues in excess of \$2 million. The motor carriers of passengers directly or indirectly owned and controlled by the Tedesco Family ESB Trust have gross annual operating revenues in excess of \$2 million.

6a. The sale of the assets of Evergreen Trails Incorporated d/b/a Horizon Coach Lines to Franmar Leasing, Inc., will have no effect on the quality of the human environment and the conservation of energy resources for they will be operated in charter bus operations thereafter as they were before.

6b. The sale of the membership interest of Cabana Coaches LLC will have no effect on the quality of the human environment and the conservation of energy resources for they will be operated in charter bus operations thereafter as they were before.

7a. The proposed Evergreen transaction is in the public interest as Evergreen Trails Incorporated d/b/a Horizon Coach Lines will be selling vehicles which it no longer desires to operate and Franmar Leasing, Inc., will be gaining those buses and be able to add them to its fleet of buses available to be leased to others, including the Academy companies. None of the operable motor vehicles will be scrapped by the seller, and no new buses will need to be purchased by the buyer at this time. Vital metals and energy resources will not be expended unnecessarily. The public will lose no service for want of necessary equipment for the same number of buses will continue to be operated in bus operations.

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

7b. The proposed FSCS Corporation transaction is in the public interest as it will permit Cabana to continue operations as a motor carrier and the public will lose no transportation services. The proposed transaction is also in the public interest because Mr. Francis Tedesco, who will serve as the Manager of Cabana Coaches, LLC is a recognized leader in the motorbus industry. His 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 to and from Port Everglades and other Florida ports and the Fort

Lauderdale-Hollywood International Airport and other Florida airports at reduced rates, while at the same time maintaining an exemplary high level of service.

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

The conveyance of the Evergreen vehicles and other assets by Franmar and the acquisition of the FSCS membership interest in Cabana by the respective Revocable Trusts will not adversely affect qualified Evergreen employees at the Locations as Cabana will retain its employees and will interview and offer employment to Evergreen employees at the Locations, a necessity to permit Cabana to continue to operate as a carrier the leased vehicles and other assets acquired by Franmar.

8. Safety ratings of the affiliated motor carrier of passengers

Mr. Francis W. Sherman

Evergreen Trails Incorporated: Conditional²

Horizon Coach Lines, Ltd: Satisfactory

Cabana Coaches, LLC: Satisfactory

Tedesco Family ESB Trust

Academy Express, L.L.C.: Satisfactory

Academy Lines, L.L.C.: Satisfactory

Number 22 Hillside, L.L.C.: Unrated

9. The proposed FSCS Corporation transaction involves the indirect acquisition of the interstate operating authority of Cabana by the Revocable Trusts, by virtue of the purchase of the membership interest of FSCS in Cabana. Cabana's USDOT Number is

² A request to upgrade this rating is pending at FMCSA.

1771456; Cabana's MC-NO is 646780. Cabana Coaches, LLC carries \$5 million of bodily injury and property damage insurance with the Occidental Fire and Casualty Company of North Carolina. Policy No. CA00039344 became effective April 15, 2013.

10. The proposed transactions do not involve any person or entity of Mexican domicile or ownership. In any event, neither Mr. Francis W. Sherman and his affiliated motor carriers nor the Tedesco Family ESB Trust and its affiliated motor carriers, and neither of the Revocable Trusts are domiciled in Mexico or owned by a Mexican national.

WHEEFORE, the Tedesco Family ESB Trust asks the Board to authorize the purchase by Franmar Leasing, L.L.C. of a number of the vehicles and certain other assets of Evergreen Trails Incorporated, and the Francis Tedesco Revocable Trust and the Mark Tedesco Revocable Trust asks the Board to authorize their purchase of the membership interests in Cabana Coaches, LLC

Respectfully submitted,

TEDESCO FAMILY ESB TRUST AND
THE FRANCIS TEDESCO REVOCABLE
TRUST AND THE MARK TEDESCO
REVOCABLE TRUST

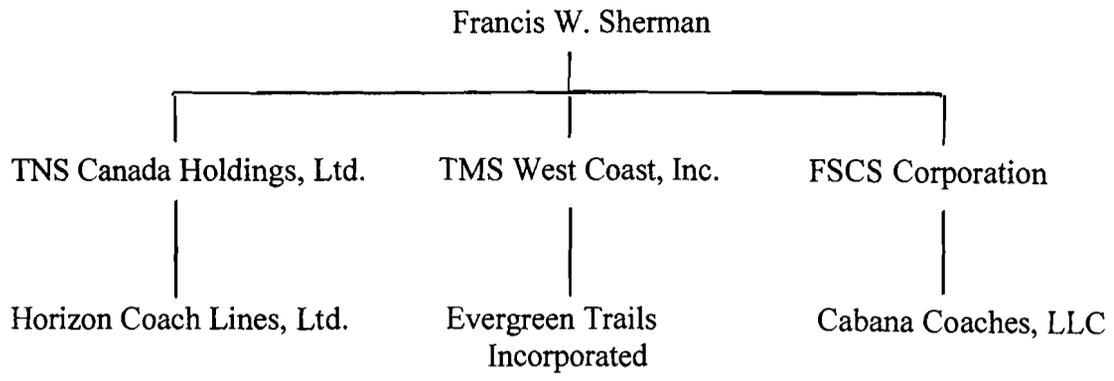
By their attorney,



Fritz R. Kahn
Fritz R. Kahn, P.C.
1919 M Street, NW (7th fl.)
Washington, DC 20036
Tel.: (202) 263-4152

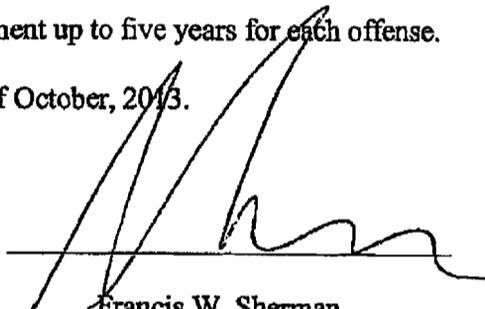
Dated: October 22, 2013

EXHIBIT A



SELLERS VERIFICATION

I, Francis W. Sherman, owner and chief executive officer of Evergreen Trails Incorporated, d/b/a Horizon Coach Lines and the owner and chief executive officer of FSCS Corporation, declares under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Application and its contents is true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Evergreen Trails Incorporated, d/b/a Horizon Coach Lines and FSCS Corporation. I know that willful misstatements or omission of material fact 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 Sandy Spring, MD, this 22th day of October, 2013.

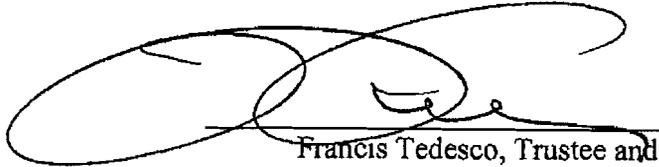


Francis W. Sherman

BUYERS VERIFICATION

I, Francis Tedesco, Trustee of the Tedesco Family ESB Trust, Francis Tedesco Revocable Trust and the Manager of Franmar Leasing LLC, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Application and that its contents are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of the Tedesco Family ESB Trust, Francis Tedesco Revocable Trust and Mark Tedesco Revocable Trust. I know that willful misstatements or omission of material fact 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.

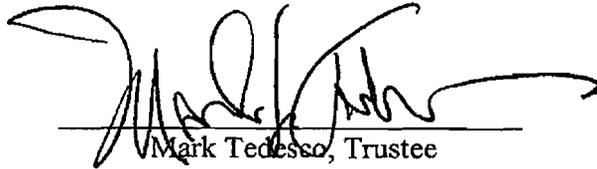
Dated at Hoboken, NJ, this 13th day of October, 2013.


Francis Tedesco, Trustee and
Manager

BUYER'S VERIFICATION

I, Mark Tedesco, Trustee of the Mark Tedesco Revocable Trust declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Application and that its contents are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of the Mark Tedesco Revocable Trust. I know that willful misstatements or omission of material fact 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.

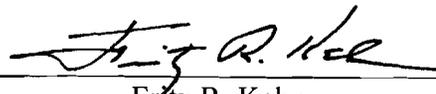
Dated at Hoboken, NJ, this 13th day of October, 2013.


Mark Tedesco, Trustee

CERTIFICATE OF SERVICE

I certify that I this day have served a copy of the foregoing Application upon the Florida Department of Transportation by mailing a copy by prepaid, first-class mail to Hon. Ananth Prasad, Secretary, Department of Transportation, 605 Suwannee Street, Tallahassee, FL 32301 and upon the Chief Licensing and Insurance Division, U.S. Department of Transportation, 1200 New Jersey Avenue, S.E., Washington, DC 20590, by mailing a copy by prepaid, first-class mail.

Dated at Washington, DC, this 22nd of October 2013.



Fritz R. Kahn