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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. MC-F-21048

**EL EXPRESO GROUP, LLC - ASSET ACQUISITION - CUSA EE, LLC
D/B/A EL EXPRESO**

**APPLICANTS' REPLY IN SUPPORT OF APPLICATION AND
REQUEST FOR AN EXPEDITED DECISION**

David H. Coburn
Christopher G. Falcone
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-8063

Attorneys for El Expreso Group,
LLC, Vazquez Holdings, LLC and
Juan Vazquez

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Applicants El Expreso Group, LLC (“El Expreso”) and CUSA EE, LLC (“CUSA EE”) (jointly, “Applicants”) hereby file this reply to the one comment filed in this proceeding, and urge the Board to grant the application promptly.

Acting pursuant to 49 U.S.C. § 14303, Applicants filed an application with the Board on June 12, 2012 seeking authorization for El Expreso, a non-carrier, to assume control of the assets, including motorcoaches, contracts and permits, of CUSA EE, a carrier owned by Coach America Holdings, Inc. (“Coach America”).¹ On July 12, 2012, consistent with the statutory requirement at § 14303(d) for a 45-day comment period, the Board issued a decision soliciting public comments on that Application and setting August 27, 2012 as the due date for comments and September 11, 2012 as the due date for replies.

¹ As explained in the Application, Coach America and CUSA EE filed a voluntary Chapter 11 bankruptcy proceeding, which remains pending.

The Board did not issue a tentative grant of the Application which would have become effective automatically had no adverse comments been filed by August 27, as per its usual practice specified at 49 C.F.R. §1182.5(a), because an adverse comment previously had been filed in response to the Application. Specifically, on June 13, 2012 Mr. Michael Yusim, a bus driver formerly employed by another Coach America carrier whose assets Applicants do not seek to acquire (Midnight Sun Tours, Inc.), filed a comment complaining about a practice employed by Midnight Sun Tours, Inc. On August 15, 2012, Mr. Yusim filed another letter renewing his protest without making any new arguments.²

No additional comments were filed by any other party as of the August 27 due date. Accordingly, this matter is now ripe for a decision. Applicants submit that on the basis of their Application, the Board should now proceed promptly to find that they have met the statutory requirements to show that the control El Expreso seeks is in the public interest. A prompt decision will allow El Expreso to consummate the acquisition of the motorcoach assets and permits at issue from CUSA EE, an operator currently in Chapter 11 bankruptcy, and assume full control of those assets. This will improve the quality of service to the traveling public and ensure continued service. The U.S. Bankruptcy Court for the District of Delaware has previously approved this sale by order dated May 25, 2012. *See* Order Authorizing and Approving (I) Sale of Substantially All of the Assets of Debtor CUSA EE, LLC Free and Clear of Liens, Claims, and Encumbrances and (II) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases

² On July 26, 2012, El Expreso, joined by Vazquez Holdings, LLC and Mr. Juan Vazquez, filed a request for interim control approval. Mr. Yusim also commented in opposition on that application, which the Board granted over his objection on August 13, 2012.

[Docket No. 759] (*In re Coach Am Group Holdings Corp, Case No. 12-10010* (Bkcty. Del) (May 25, 2012).

Mr. Yusim's complaint offers no basis to delay a decision. He is apparently a complainant in a proceeding before the U.S. Department of Labor ("DOL") concerning alleged discrimination by his former employer, Midnight Sun Tours, Inc. By his protest, Mr. Yusim asks the Board to disallow the sale of any Coach America carrier unless the Secretary of Labor is allowed to proceed to hear his case and a similar case. With respect to a virtually identical protest filed by Mr. Yusim in another control proceeding involving the acquisition of the assets of other Coach America subsidiaries, the Board considered Mr. Yusim's claims and found them to be unpersuasive. *See Stagecoach Group plc and Coach USA, Inc., et. al—Acquisition of Control of Assets—American Coach Lines of Atlanta, Inc.; et al.*, Docket No. MC-F 21045, Slip. Op. at 7 (served Aug. 15, 2012). The Board should reach the same conclusion here.

Further, pursuant to the bankruptcy proceedings, Applicants will acquire the assets free and clear of any liabilities, including any liabilities sought to be imposed on Applicants by Mr. Yusim through the DOL proceedings which he describes. In addition, the Bankruptcy Court has refused to lift the stay that might allow Mr. Yusim's claims to proceed at DOL, despite the fact that Mr. Yusim has actively pleaded his case before that court.

In light of the fact that there are no credible adverse comments, the Board should promptly find that the transaction at issue in this proceeding is in the public interest under section 14303(b). This will allow the Applicants to assume control of the motorcoach and

related assets at issue in order that they may operate their passenger transportation services as quickly as possible for the benefit of the travelling public.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "David H. Coburn", with a long horizontal flourish extending to the right.

David H. Coburn
Christopher G. Falcone
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 429-3000

Attorneys for El Expreso Group,
LLC, Vazquez Holdings, LLC and
Juan Vazquez

August 29, 2012

CERTIFICATE OF SERVICE

I certify that I have this 29th day of August, 2012 served a copy of the foregoing Applicants' Reply in Support of Application and Request for an Expedited Decision by Federal Express on:

Director of Operations
Antitrust Division
U.S. Department of Justice
950 Pennsylvania Avenue N.W.
Washington, D.C. 20530

Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
600 Pennsylvania Avenue N.W.
Washington, D.C. 20580

Jeff Secrist
Chief, IT Operations Division
Federal Motor Carrier Safety
Administration
W68-314-MCRIO
1200 New Jersey Avenue S.E.
Washington, D.C. 20590

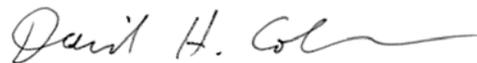
Michael Yusim
7499 Eagle Point Drive
Delray Beach, FL 33446

U.S. Department of Transportation
Office of the General Counsel
1200 New Jersey Avenue, S.E.
Washington, DC 20590

and by first class mail, postage prepaid on:

Texas Department of Motor Vehicles
Motor Carrier Section
4000 Jackson Avenue
Austin, TX 78731

Andrew K. Light
Scopelitis Garvin Light Hanson & Feary
10 West Market Street
Suite 1500
Indianapolis, IN 46204-2968



David H. Coburn