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June 3, 2013

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**SURFACE
TRANSPORTATION BOARD**



234362

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

Re: *Docket No. MCP 21053*
Sale of Certain Assets of Conway's Bus Service, Inc. (MCH115676; USDOT#49948)
to Academy Express, L.L.C. (MCH413682; USDOT#905572)

Dear Ms. Brown

This office represents Conway's Bus Service, Inc relative to the sale of certain of its assets to Academy Express, L L C Enclosed for filing in regard to this transaction is an original Application for Approval and ten copies of the application. Also enclosed is a check made out to the Surface Transportation Board in the amount of \$2,100 in payment of the application filing fee In addition, I have attached a copy of this letter Please sign or stamp on the line below acknowledging that your office has received the application for filing and return it to our office in the enclosed pre-addressed stamped envelope.

The applicant believes that the size and nature of this transaction may not fall under the jurisdiction of the STB, but is filing the attached application out of an abundance of caution In this regard, I have also attached a Motion to Dismiss should the STB likewise conclude that the size and/or nature of this transaction does not fall under its jurisdiction, and would respectfully request your consideration of this document as well.

Please feel free to contact me if you have any questions concerning this application or if I can otherwise be of assistance Thank you for your time and attention to this matter

Respectfully submitted,

Stephen M. Brusini

Acknowledgement of Receipt
Surface Transportation Board

By: _____
Name.
Date: _____

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JUN - 4 2013
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cc w/encl: U S Department of Transportation, Attn: Chief, Licensing and Insurance Division
R.I Public Utilities Commission, Attn: Elia Germanu, Chair
Federal Motor Carrier Safety Administration, Attn: Chief, Licensing and Insurance Division

BEFORE THE
SURFACE TRANSPORTATION BOARD

234362

STB DOCKET NO. MCF 21053

VERIFIED APPLICATION FOR APPROVAL
OF
CONWAY'S BUS SERVICE, INC.

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Public Record

Counsel For Conway's Bus Service, Inc.

Stephen M Brusini, Esq.
Orson and Brusini Ltd
144 Wayland Avenue
Providence, RI 02906

Dated: June 3, 2013

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO MCS 21053
VERIFIED APPLICATION FOR APPROVAL
OF
CONWAY'S BUS SERVICE, INC.

APPLICATION FOR APPROVAL

Pursuant to 49 U.S.C. § 14303(a) and 49 C.F.R. Part 1182, and for the reasons set forth in this application, Conway's Bus Service, Inc. (the "CBS" or "Applicant") hereby respectfully submits this application to the Surface Transportation Board (the "Board") for approval of the transaction more fully described herein. The result of such transaction will be the acquisition of certain assets, primarily being the customer list, of CBS's Charter Division (as defined below) by another passenger motor carrier, ACADEMY EXPRESS, L.L.C. ("Academy")

I. THE PARTIES

A. CBS (Seller)

CBS is a corporation in good standing under the laws of the State of Rhode Island having its principal place of business located at 10 Nate Whipple Highway, Cumberland, RI 02864. Pursuant to its Certificate of Public Convenience and Necessity issued by the Federal Motor Carrier Safety Administration (the "FMCSA"), CBS is an authorized motor carrier of passengers in interstate commerce (USDOT #49948 and MC #115676).

CBS is primarily made up of three separate and distinct operating divisions. (i) a motor coach equipment division (that owns motor coaches and related equipment); (ii) a charter division, which is the subject of this application, that handles transportation of passengers for hire between two or more geographic locations in intrastate and interstate commerce under the

terms of a charter transportation contract between a third party and the transportation provider (the "Charter Division"); and (iii) a tour and travel service division (that provides multi-day packaging of hotel accommodations, meals, and transport by private tour groups).

B. Academy (Bever) and Affiliates

Academy is a limited liability company in good standing under the laws of the State of New Jersey having its principal place of business located at 111 Paterson Avenue, Hoboken, New Jersey 07030 ("Academy"). Pursuant to its Certificate of Public Convenience and Necessity issued by the Federal Motor Carrier Safety Administration (the "FMCSA"), Academy is an authorized motor carrier of passengers in interstate commerce (USDOT# 905572 and MC# 413682).

Academy is indirectly controlled by the Tedesco Family ESB Trust, which also indirectly controls Academy Lines, L.L.C., a motor carrier of passengers principally rendering commuter operations, and No. 22 Hillside, L.L.C., a motor carrier of passengers rendering a variety of services. See, STB Docket No. MC-F-20983, *Tedesco Family ESB Trust—Continuance in Control and Acquisition of Properties—Academy Bus, L.L.C. et al.* served August 2, 2001. An organizational chart for Academy and its affiliates is attached to this application as EXHIBIT A.

II. DESCRIPTION OF THE PROPOSED TRANSACTION

CBS and Academy have entered into an asset sale transaction (memorialized by an asset purchase agreement) whereby CBS will sell certain of its Charter Division assets to Academy (the "Transaction"). As described above, the Transaction is solely related to CBS's Charter Division and does not include any assets of any other operating divisions of CBS. The Charter Division assets to be conveyed as part of the Transaction include (a) logos, trademarks, and patents (noting that CBS is unaware of any), (b) transferable permits, licenses, franchises,

approvals, certificates, consents, waivers, concessions, exemptions, orders, registrations, notices or other authorizations of any government authority; (c) pending customer contracts and associated deposits; (d) customer lists, and (e) the tradename "Conway's Bus Service." The Transaction is specifically subject to STB approval, to the extent that the same is required

This Transaction does not involve the transfer of CBS assets, facilities, or customers outside of the Charter Division and does not involve the transfer of CBS's certificate of operating authority issued by the FMSCA (noting that, as set forth above, Academy already possesses the requisite interstate certificate of operating authority authorizing it to provide passenger motor carrier services in interstate commerce). If this application is approved (or in the alternative if the accompanying Motion to Dismiss is granted), CBS will: (i) voluntarily surrender its certificates of authority to operate as an interstate and intrastate motor carrier; (ii) sell its Charter Division assets to Academy, (iii) continue to operate its Tour Division; and (iv) liquidate the assets of its motor coach equipment division.

III. JURISDICTIONAL STATEMENT

Pursuant to 49 U.S.C. § 14303(g), it is unclear whether Board approval is required as this Transaction involves the sale of certain assets of CBS' Charter Division only, noting that the Charter Division had less than \$2,000,000 in gross operating revenues for the twelve months preceding the Transaction, but that the aggregate gross operating revenues for the preceding twelve months of both the Charter Division and Academy, combined, exceeded \$2,000,000.

IV. ENVIRONMENTAL IMPACT

The proposed Transaction will have no significant effect on the quality of the human environment or the conservation energy resources.

V. PUBLIC INTEREST

Pursuant to 49 U.S.C. §14303(b), the Board is required to approve the proposed Transaction if it finds that it is consistent with the public interest. In making its determination, the Board must consider the following (1) the effect of the proposed transaction on the adequacy of transportation to the public, (2) the total fixed charges that result from the proposed transaction; and (3) the interest of carrier employees affected by the proposed transaction (See 49 U.S.C. §14303(b)(1)-(3)). For the reasons set forth below, the Transaction is consistent with the public interest requirements of 49 U.S.C. §14303(b)(1)-(3).

A. Adequacy of Transportation Services

The Transaction will promote safe and efficient transportation. While CBS is a safe motor carrier, the motor coaches being used by Academy are newer and more modern such that CBS's former customers will have the benefit of travelling in newer and more modern coaches. In addition, the Transaction will promote the efficient use of natural resources and energy as the newer motor coaches used by Academy are more fuel and energy efficient than those currently used by CBS. In addition, Academy's far reaching presence in the motor carrier industry will promote and encourage other motor carrier providers to establish competitive rates for the benefit of consumers. This positive impact to the public interest is amplified by the fact that should the Board not approve the Transaction, CBS intends to cease operating its Charter Division thereby reducing transportation choices to the public and diminishing rate competitiveness in the motor carrier industry at large.

The Transaction will also promote competitive and efficient transportation services that will: (i) meet the needs of passengers and consumers, (ii) maintain bus services; and (ii) maintain a safe and sound privately owned motor carrier system. Given that Academy is an experienced

motor carrier and already has extensive charter systems and procedures in place, the Transaction will promote a smooth transition of current and future customers, will enhance current customer service, and will provide a variety of price options to meet changing market demands of the traveling public.

B. Total Fixed Charges Resulting From the Proposed Transaction

There are no fixed charges associated with the Transaction.

C. Interest of Carrier Employees Affected by the Proposed Transaction

In the event that the Board approves this application, Academy will be offering similar employment opportunities to CBS's current Charter Division employees. Academy does not anticipate any reduction in work force or reduction in compensation levels or benefits as a result of the Transaction. Should the Board not approve the Transaction, CBS intends to cease operating its Charter Division which would unfortunately result in the ultimate termination of those employees

VI. SAFETY FITNESS RATING

CBS, Academy, and Academy's affiliates all have "satisfactory" safety ratings, with the sole exception of No 22 Hillside, L.L.C. which is unrated

VII. INSURANCE REQUIREMENTS OF 49 U.S.C. § 13906(A)

Both CBS and Academy are currently in compliance with the liability insurance requirements of 49 U.S.C, § 13906(a). Academy's current liability insurance coverage is sufficient to operate the Charter Division assets that it proposes to acquire from CBS in the Transaction.

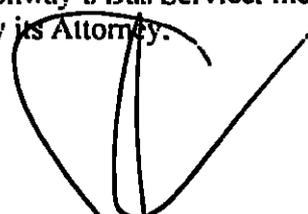
VIII. DOMICILE

As set forth above: (a) CBS is a Rhode Island corporation having its principal place of business located at 10 Nate Whipple Highway, Cumberland, RI 02864, and (b) Academy is a New Jersey limited liability company having its principal place of business located at 111 Paterson Avenue, Hoboken, NJ 07030. Neither CBS nor Academy (nor any of Academy's affiliates) are domiciled in Mexico nor are they controlled by persons of that country.

IX. CONCLUSION

For the foregoing reasons, CBS respectfully believes that the proposed Transaction is consistent with the public interest and respectfully requests that the Board either (i) should the Board find that it does not have jurisdiction with respect to the Transaction, grant CBS's motion to dismiss; or (ii) should the Board find that it does have jurisdiction with respect to the Transaction, grant CBS's application to authorize and approve the Transaction described herein.

Respectfully Submitted,
Conway's Bus Service, Inc.,
By its Attorney.



Stephen M. Brusini, Esq.
Orson and Brusini Ltd.
144 Wayland Avenue
Providence, RI 02906
Tel: (401) 223-2100
Fax: (401) 861-3103

Dated: June 3, 2013

VERIFICATION

I, Peter D. Conway, Vice President of Conway's Bus Service, Inc., declare under penalty of perjury under the laws of the United States of America that I have read the foregoing application and that its assertions 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 Conway's Bus Service, Inc. I know that willful misstatements or omissions 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 Providence, Rhode Island, this 31st day of May, 2013

WITNESS:

Conway's Bus Service, Inc , Seller

Kathryn A. Monahan
Name:

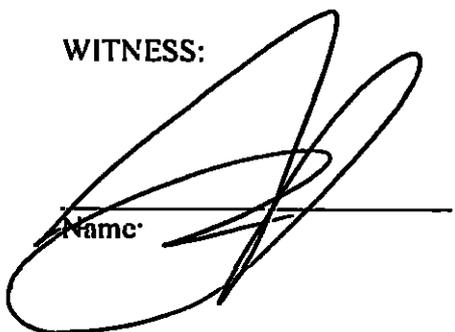
By: Peter D. Conway
Peter D Conway, Vice President

VERIFICATION

I, Francis Tedesco, Manager of ACADEMY EXPRESS, L.L.C.. declare under penalty of perjury under the laws of the United States of America that I have read the foregoing application and that its assertions 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 ACADEMY EXPRESS, L.L.C. I know that willful misstatements or omissions 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, New Jersey. this 31st, day of May, 2013

WITNESS:


Name: _____

ACADEMY EXPRESS, L.L.C., Buyer

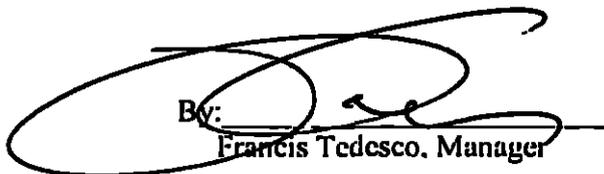
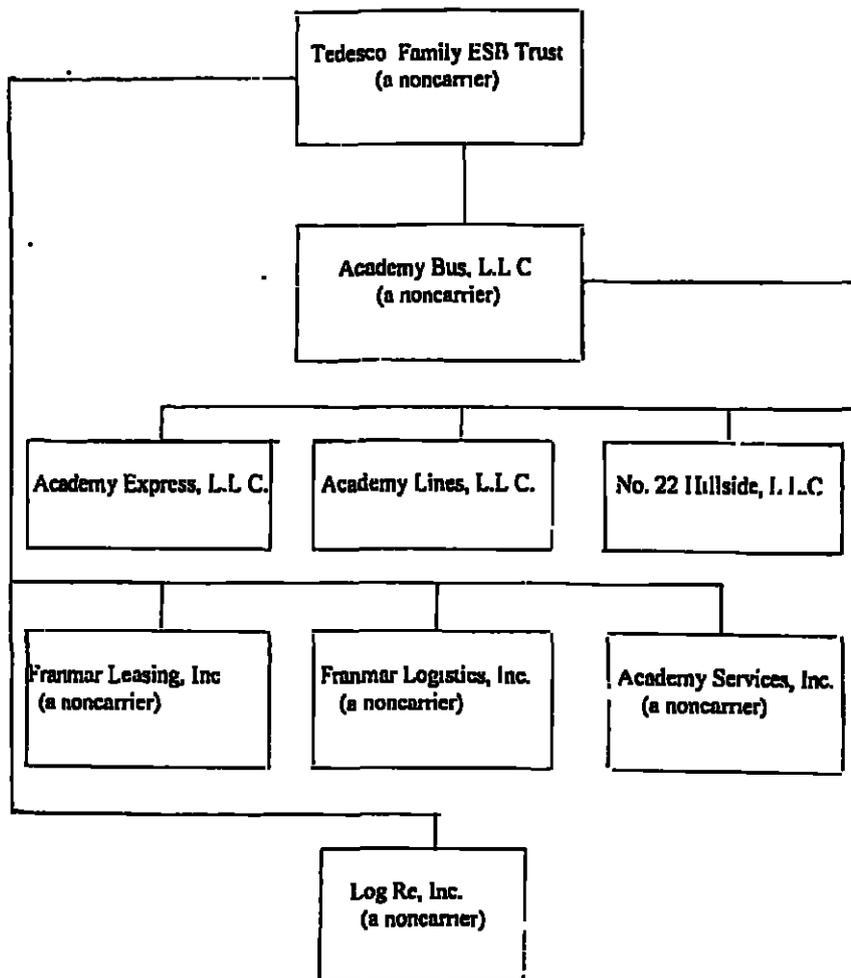

By: _____
Francis Tedesco, Manager

EXHIBIT A
(Organizational Chart for Academy and Affiliates)



CERTIFICATE OF SERVICE

I hereby certify that on the 3rd day of June, 2013, I caused a true copy of the foregoing Application to be served via First-Class Mail, postage prepaid, to the following:

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

United States Department of Transportation
Attn: Chief, Licensing and Insurance Division
1200 New Jersey Avenue, S.E.
Washington, DC 20590

Chairman Elia Germani
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

Federal Motor Carrier Safety Administration
Attn. Chief, Licensing and Insurance Division
1200 New Jersey Avenue, S.E.
Washington, DC 20590

KATHY L. MCKINLEY