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January 19, 2018

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



Re: STB Docket Number MCF- 21079, Application by Academy Bus LLC, Franmar Leasing LLC, and Daniel's Charters & Tours LLC to approve the sale and Purchase of certain motor coach assets of Daniel's Charters & Tours LLC

Gentlemen:

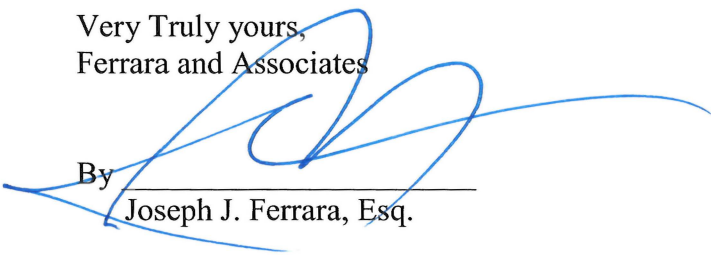
Enclosed for filing with your office in the above referenced matter, please find an original and ten (10) copies of the Application by Academy Bus LLC, Franmar Leasing LLC, and Daniel's Charters & Tours LLC, to approve the sale and Purchase of certain motor coach assets of Daniel's Charters & Tours LLC pursuant to 19 U.S.C. 14303.

I have enclosed the applicants check in the amount of \$2,300.00 to cover the applicable STB filing fee for the Application. (49 U.S.C. 14303, Item 2)

Please date stamp and return the extra copies of this cover letter and two duplicate copies of Application marked filed in the return FedEx envelope also enclosed.

Thank you for your attention and assistance in this matter.

Very Truly yours,
Ferrara and Associates

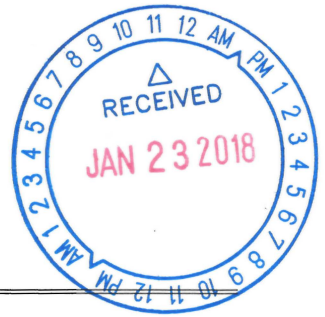
By 

Joseph J. Ferrara, Esq.

Cc: Thad McCormick Esq.

FILED
January 23, 2018
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
January 23, 2018
SURFACE
TRANSPORTATION BOARD



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

APPLICATION BY ACADEMY BUS)
LLC, AND DANIELS CHARTERS &)
TOURS LLC TO APPROVE THE SALE)
AND PURCHASE OF MOTOR)
COACH ASSETS OF DANIELS)
CHARTERS & TOURS LLC TO)
ACADEMY BUS LLC)
AND FRANMAR LEASING LLC)
(A NON-CARRIER))

STB DOCKET NO. MC-F-21079

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

Dated: January TH19, 2018

Joseph J Ferrara, Esq.
Ferrara and Associates
111 Paterson Avenue
Hoboken, New Jersey, 07030
(201) 420-7000 Ext. 2296
Attorneys for Academy Bus LLC

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**APPLICATION BY ACADEMY BUS
LLC, AND DANIELS CHARTERS &
TOURS LLC TO APPROVE THE SALE
AND PURCHASE OF MOTOR
COACH ASSETS OF DANIELS
CHARTERS & TOURS LLC TO
ACADEMY BUS LLC
AND FRANMAR LEASING LLC
(A NON-CARRIER)**

STB DOCKET NO. MC-F-21079

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

Academy Bus, LLC, a motor carrier of passengers, Franmar Leasing LLC, a non-carrier and a New Jersey limited liability company (collectively the Buyers, and Daniel's Charters & Tours LLC. ("Daniel's" or the "Seller"), a Georgia limited liability company, having its principal office address located at 4336 Cornelia Highway, Lula, Georgia, also a passenger motor carrier (collectively the "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) (hereinafter referred to as "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 known as Cabana Coaches, LLC ("Cabana"), was certified as a motor carrier of passengers (USDOT No. 1771456, MC-No. 646780) in July 2008. Academy was further 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 the Federal Motor Carrier Safety Administration ("FMCSA").

Franmar Leasing LLC, a non-carrier (hereinafter "Franmar"), is controlled by the Tedesco Family ESBT Trust (Tedesco Trust). The Tedesco Trust is also a non-carrier. Franmar and the Tedesco Trust are under the common control of the Tedescos' and potentially, by such affiliation, Franmar may be subject to STB jurisdiction in this transaction under Section 14303 (5).

Franmar is exclusively engaged in the ownership and leasing of passenger motor coaches for use exclusively by the motor carriers that are affiliated with Academy and its principals and owners, Francis Tedesco and Mark Tedesco. Franmar Leasing LLC's principal place of business is located at 111 Paterson Avenue, Hoboken, New Jersey

07030. Under the terms of the asset purchase agreement among the Parties, Franmar is to purchase certain Daniel's' motor coaches' assets. The Tedesco Trust, a non-carrier, exercises control over Franmar. The Tedesco Trust has no employees, acts as a passive investor regarding the investment and re-investment of its assets, and does not engaged in any other business activity.

b. Seller

Daniel's, the seller under the asset purchase transaction, is a carrier engaged in motor coach passenger transportation services and tour transportation services, primarily in the State of Georgia. Daniel's is a Georgia limited liability company having its principal place of business located at 4336 Cornelia Highway, Lula, Georgia, 30554. Daniel's' USDOT No. is 771809 and its MC No. is MC- 351188. Mr. Jimmy Cantrell is the majority member and manager of Daniel's.

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. Mr. Francis Tedesco is the sole Trustee of Academy Trust. Mr. Francis Tedesco and Mr. Mark Tedesco are its original grantors. Each 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 Trust, which by passive investment, controls Academy Bus, LLC (New Jersey) a non-carrier and is the sole member of three other limited liability company passenger motor carriers: Academy Express, L.L.C. (USDOT No. 905572, MC-No. 413682); Academy Lines, L.L.C. (USDOT No. 943538, MC-No. 414016) and Number 22 Hillside, L.L.C. (USDOT No. 943547, MC-No. 413531). *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) (hereinafter collectively referred to as the “Academy Companies”). However, none of the aforesaid entities are parties to the agreement with Daniel’s that is the subject matter of this Application.

Mr. Francis Tedesco is sole manager of all the Academy motor carrier companies, one of the nation’s foremost motor carriers of passengers specializing in the rendering of charter operations. Academy Express LLC is a charter company primarily engaged in charter operations from Washington to Boston. Academy Lines L.L.C. is one of the leading commuter regular route transportation companies in the New York Metropolitan area. Number 22 Hillside, L.L.C., 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 subject Academy Companies for more than thirty (30) years.

Franmar Leasing LLC, a Buyer and non-carrier (hereinafter “Franmar”), is

controlled by the Tedesco Family ESBT Trust (Tedesco Trust). The Tedesco Trust is also a non-carrier. Franmar and the Tedesco Trust are under the common control of the Tedescos' and potentially, by such affiliation, Franmar may be subject to STB jurisdiction in this transaction under Section 14303 (5).

Franmar is exclusively engaged in the ownership and leasing of passenger motor coaches for use exclusively by the motor carriers that are affiliated with Academy and its principals and owners, Francis Tedesco and Mark Tedesco. Franmar Leasing LLC's principal place of business is located at 111 Paterson Avenue, Hoboken, New Jersey 07030. Under the terms of the asset purchase agreement among the Parties, Franmar is to purchase certain Daniel's' motor coaches' assets. The Tedesco Trust, a non-carrier, exercises control over Franmar. The Tedesco Trust has no employees, acts as a passive investor regarding the investment and re-investment of its assets, and does not engaged in any other business activity.

3. Description of the Transaction

Academy and Daniel's have reached agreement for the acquisition of certain assets by the buyers pursuant to the terms of an Asset Purchase Agreement, dated January , 2018 ("APA"). Under the APA, Daniel's has agreed to sell certain assets used in its motor coach passenger charter transportation business to Academy and to Franmar Leasing LLC. The Daniel's assets are to be divided between the Buyer parties Academy and the non-carrier Franmar. Academy has agreed to purchase Daniel's charter transportation assets including Daniel's' motor coaches, customer lists, charter contracts,

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 and related assets integrating the same into Academy's existing charter business which will improve Academy's efficiency. Franmar has agreed to purchase Daniel's current motor coach fleet excluding two motor coaches a 2006 MCI Mobile (Coach #80 and a 2014 F450 Cutaway (Coach #6). Specifically, the motor coach assets to be acquired by Franmar consist of thirty-two (32) motor coaches in total owned by Daniel's.

In brief, the APA transaction is the result of Daniel's business determination to permanently withdraw completely from the motor coach transportation business in which the company is presently engaged and to focus exclusively on the continued development of Daniel's Tour business operations full time. In that regard, Daniel's shall retain and continue to operate the retained assets that Daniel's requires to conduct and continue its Tour business operations. Daniel's will assign all its pending charter contract work, as of the closing date, to Academy for performance. The performance of the APA is contingent upon, and subject to, the approval of this Application by this Board as to all parties and all aspects over which such approval is required under USC Section 14303.

Academy also intends to operate the acquired Daniel's assets by providing such charter transportation services to Daniel's' customers as such customers may require, without interruption or delay, in the public interest. In that regard the APA requires Academy to assume all pending charter services contracts booked by Daniels as of, and

after, the closing date. Academy is fully capable of servicing Daniel's customer base in addition to the transportation services Academy presently provides to its existing customers and the public throughout the State of Georgia, and in interstate commerce, from Academy's terminal locations in Jacksonville Florida and a new terminal location in Duluth, Georgia. The acquisition of the assets of Daniel's, following the closing of the proposed transaction, will permit Academy to continue to operate more efficiently and profitably as an interstate carrier in the State of Georgia.

4. Federally Regulated Carrier Affiliates

a. Mr. Jimmy Cantrell is the, majority member and manager of Daniel's. Daniel's presently operates charter motor coach transportation services in interstate commerce and tour transportation services primarily in the State of Georgia. Upon the approval of this Application, Daniel's shall cease all operations as a motor coach passenger charter transportation carrier to devote its full time and attention to its tour business. Exhibit A reflects the Seller's company structure from top to bottom.

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 non-carrier, Franmar Leasing LLC, and the carriers Academy Express, L.L.C. (USDOT No. 905572, MC-No. 413682), is a charter bus operator, primarily in the Northeast; Academy Lines, L.L.C. (USDOT No. 943538, MC-No. 414016) is a regular-route, scheduled bus

operator, primarily in the New York-New Jersey area; and Number 22 Hillside, L.L.C. (USDOT No. 943547, MC-No. 413531) is a motor carrier of passengers performing a variety of functions.

Exhibit B identifies Academy (Florida) ESB Trust organizational structure. *See* Exhibit B. Neither the Tedesco Family ESB Trust nor the carriers controlled by the same as described above are parties to the APA, and the same are identified in this Application only to identify to the STB 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. §§ 140303(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 more than Two (\$2, 000,000.00) million. The motor carriers of passengers directly or indirectly owned and controlled by the Academy (Florida) ESB Trust have gross annual operating revenues more than \$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 conversation of energy

resources as the sale of the assets of Daniel's to Franmar 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 public, promotes more efficiencies and greater economic use of existing transportation capital resources, and offers the public continued service options to those customers of Daniel's 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 Daniel's is permanently withdrawing from the motor coach passenger transportation business, will be selling all 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 affiliates. 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. The public will lose no service for want of necessary equipment because the same number of buses presently operated will continue to be operated in Academy's bus operations in Georgia. The practical result of the transaction to the public is a change

of ownership and management only.

Furthermore, the proposed transaction whereby Academy will acquire the non-motor coach assets is in the public interest because Mr. 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. Mr. 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 Daniel's to Academy and Franmar will not adversely affect qualified Daniel's' employees at the locations from which Daniel's 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 assets acquired as a carrier.

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*. Except as noted regarding Motor Coach Numbers 6 and 80, none of the operable motor vehicles will be retained by the Seller, and no additional buses will need to be purchased by Franmar to continue and conduct transportation services in Georgia 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.

8. USDOT Safety Fitness Ratings

Buyers: Academy Bus LLC (Florida), and affiliates Academy Express, L.L.C. and Academy Lines, L.L.C. (affiliates non-parties), maintain a “Satisfactory” FMCSA certified safety rating. Number 22 Hillside, L.L.C. is unrated.

Seller: Daniel’s also maintains a “Satisfactory” FMCSA 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 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. CA2820220 became effective March 1, 2017 and expires on February 28, 2018.

10. Mexico Certification

The proposed transaction does not involve any person or entity of Mexican domicile or ownership. Neither Daniel's 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.

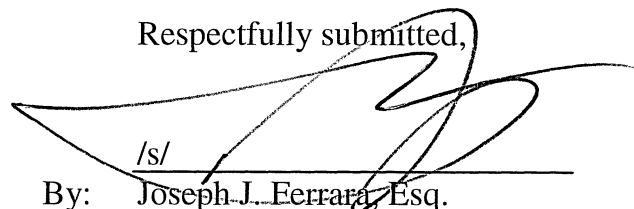
11. Verification/Certification

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: Joseph J. Ferrara, Esq.
Ferrara and Associates
111 PATERSON AVE
Hoboken, New Jersey 07030
(201-420-7000 Ext. 2296)
Attorneys for Academy Bus LLC

Dated: January Th11, 2018

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 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 for the states in which intrastate operations are affected.

This the 14th day of January, 2018.

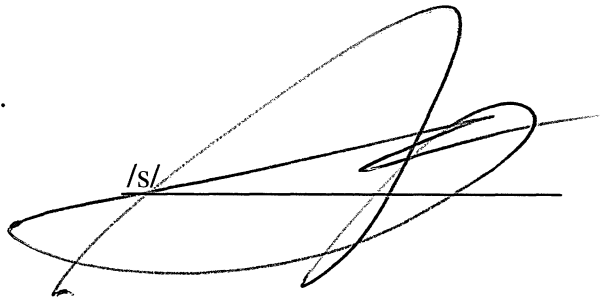
/s/ 

EXHIBIT "A"

DANIEL'S CHARTERS & TOURS, LLC OWNERSHIP CHART

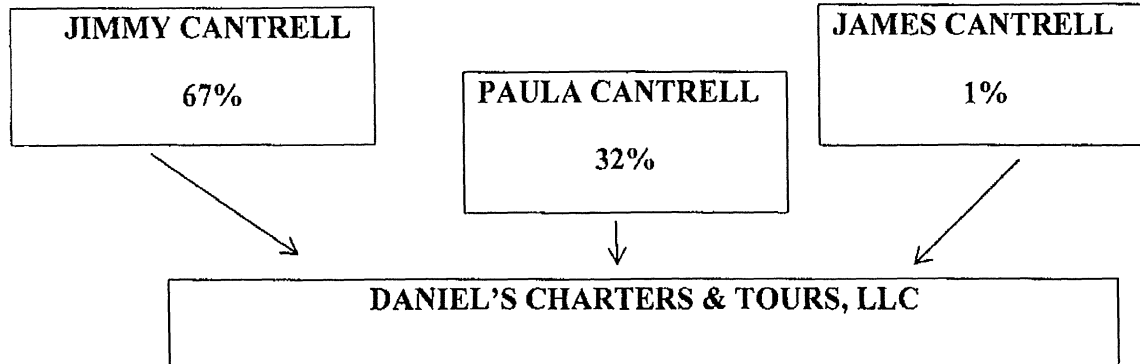




Exhibit B

Academy Bus LLC Ownership Chart

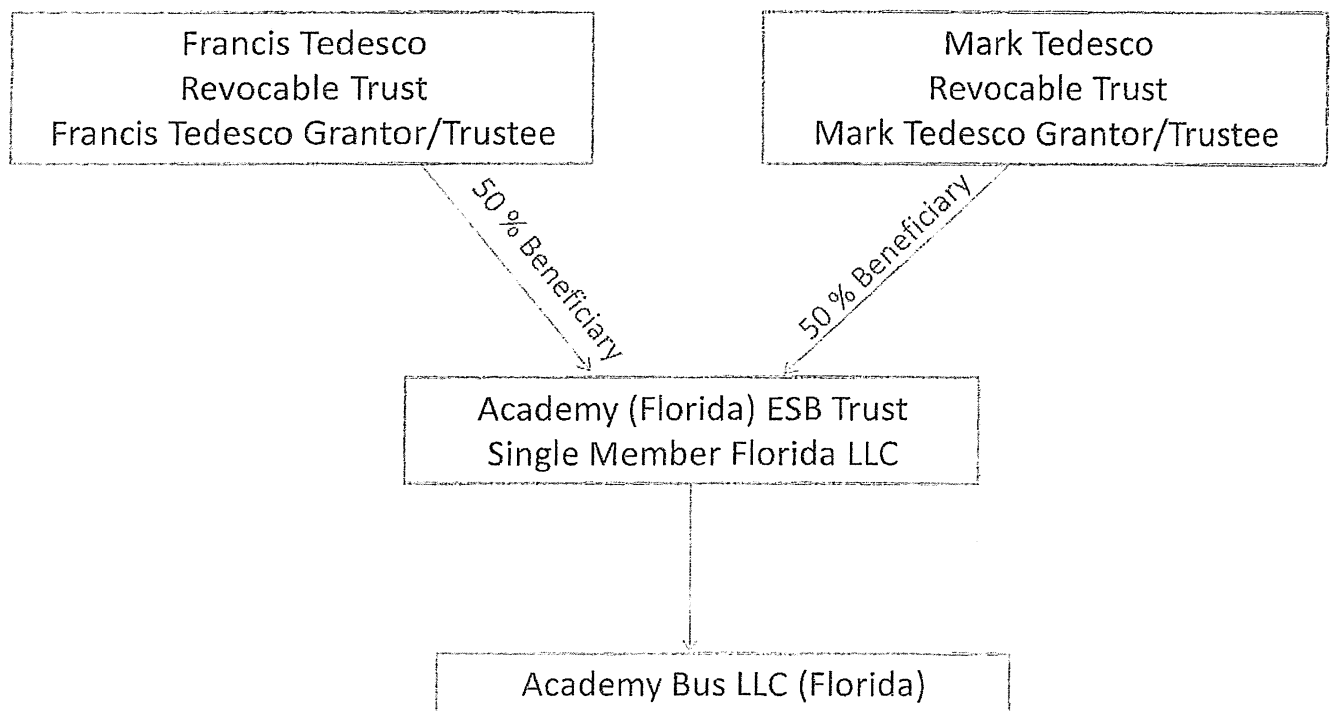
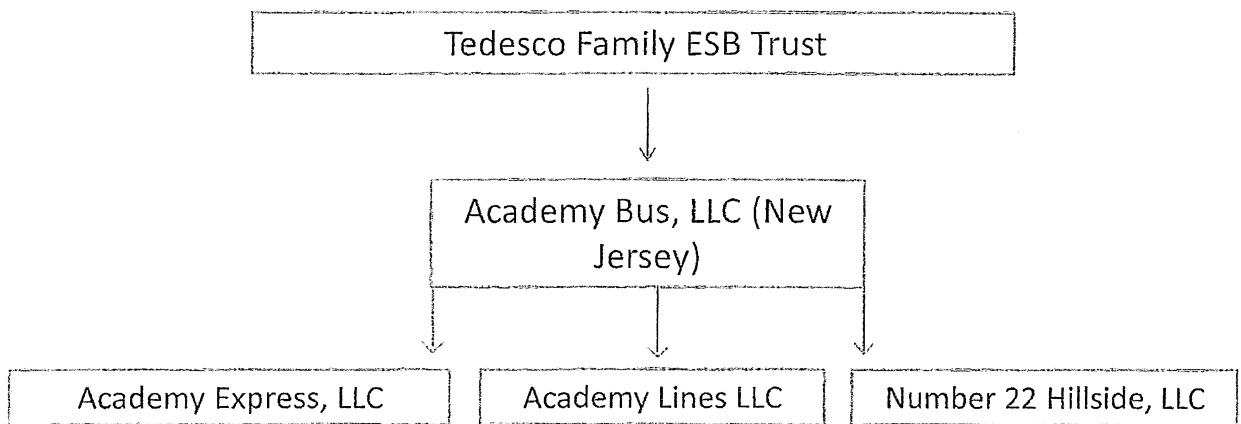


Exhibit C



BUYER'S VERIFICATION

I, Francis Tedesco, Manager of Academy Bus LLC, declare under penalty of perjury, under the laws of the United States of American, that all information supplied in connection with this Application is true and correct. Further, I certify that I am qualified and authorized to the 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 Lula, Georgia this 19th day of January, 2018.

Academy Bus LLC

A handwritten signature in blue ink, appearing to be 'Francis Tedesco', written over a horizontal line.

Francis Tedesco, Manager

BUYER'S VERIFICATION

I, Francis Tedesco, Manager of Franmar Leasing LLC, declare under penalty of perjury, under the laws of the United States of American, that all information supplied in connection with this Application is true and correct. Further, I certify that I am qualified and authorized to the file this Application on behalf of Franmar Leasing 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 Lula, Georgia this 19th day of January, 2018.

Franmar Leasing LLC

A handwritten signature in blue ink, appearing to be 'Francis Tedesco', written over a horizontal line.

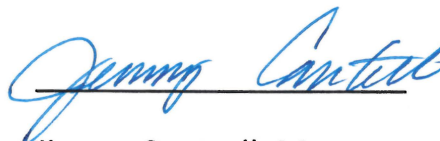
Francis Tedesco, Manager

SELLER'S VERIFICATION

I, Jimmy Cantrell, Manager of Daniel's Charters and Tours, LLC declare under penalty of perjury, under the laws of the United States of American, that all information supplied in connection with this Application is true and correct.

Further, I certify that I am qualified and authorized to the file this Application on behalf of Daniel's Charters and Tours, 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 Lula, Georgia this 18 day of January, 2018.


Jimmy Cantrell, Manager