

D:0 #10131017001001

209132

PITNEY, HARDIN, KIPP & SZUCH LLP

VINCENT J. COYLE, JR.

DIRECT DIAL NUMBER
212-297-5852

E-MAIL
VCOYLE@PITNEYHARDIN.COM

685 THIRD AVENUE
NEW YORK, NEW YORK 10017-4024
(212) 297-5800
FACSIMILE (212) 682-3485

MORRISTOWN, NEW JERSEY
(973) 966-6300
FACSIMILE (973) 966-1550

RED BANK, NEW JERSEY
(732) 224-1200
FACSIMILE (732) 224-3630

BRUSSELS, BELGIUM
32-02-514-54-19
FACSIMILE 32-02-514-16-59

October 16, 2003



The Honorable Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, DC 20423-0001

Re: MC-F-21004, LINCOLNSHIRE EQUITY FUND II, L.P., VSC PARTNERS LLC, ACL ACQUISITION, LLC and SOUTHEAST COACH, INC. et al. -- CONTROL -- AMERICAN COACH LINES OF MIAMI, INC.

Dear Secretary Williams:

Enclosed for filing please find an original and 10 copies of the application of the above parties with respect to the acquisition of control of the above-referenced motor passenger carrier. A check in payment for the filing fee is enclosed. Also enclosed please find a draft Federal Register Notice and a disk containing electronic copies of both documents.

Respectfully,

Vincent J. Coyle, Jr.
Attorney for Applicants

Enclosures

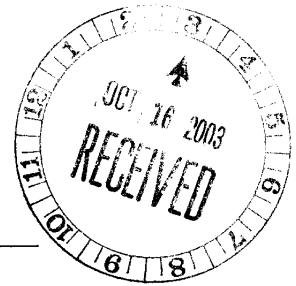
ENTERED
Office of Proceedings
OCT 17 2003
Part of
Public Record

FILED
SEP 16 2003
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
SEP 16 2003
SURFACE
TRANSPORTATION BOARD

S.D.# 10/31017001001

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. MC-F-21004

LINCOLNSHIRE EQUITY FUND II, L.P., VSC PARTNERS, LLC, ACL ACQUISITION,
LLC AND SOUTHEAST COACH, INC. -- CONTROL -- AMERICAN COACH LINES
OF MIAMI, INC.

VERIFIED APPLICATION FOR CONTROL OF
MOTOR PASSENGER CARRIER

Vincent J. Coyle, Jr., Esq.
Barry T. Mehlman, Esq.
PITNEY, HARDIN, KIPP &
SZUCH LLP
85 Third Avenue
New York, NY 10017-4024
(212) 297-5800

Attorneys for Lincolnshire
Equity Fund II, L.P., VSC
Partners, LLC, ACL
Acquisition, LLC and
Southeast Coach, Inc.

October 16, 2003

FILED
SEP 16 2003
SURFACE
TRANSPORTATION BOARD

ENTERED
Office of Proceedings
OCT 17 2003
Part of
Public Record

FEE RECEIVED
SEP 16 2003
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. MC-F-21004

LINCOLNSHIRE EQUITY FUND II, L.P., VSC PARTNERS, LLC, ACL ACQUISITION, LLC AND SOUTHEAST COACH, INC. -- CONTROL -- AMERICAN COACH LINES OF MIAMI, INC.

VERIFIED APPLICATION FOR CONTROL OF
MOTOR PASSENGER CARRIER

Pursuant to 49 U.S.C. § 14303 and the rules of the Surface Transportation Board (the "**Board**") at 49 C.F.R. Part 1182, Lincolnshire Equity Fund II, L.P. ("**LEF II**"), VSC Partners, LLC ("**VSC**"), ACL Acquisition, LLC ("**ACL Acquisition**"), and Southeast Coach, Inc. ("**SCI**"; together with LEF II, VSC and ACL Acquisition, the "**Applicants**"), non-carriers that, as described herein, control several motor passenger carriers acquired in a transaction previously approved by the Board, seek authority to jointly control American Coach Lines of Miami, Inc. (the "**New Motor Carrier**" or "**A CL Miami**"), a newly formed company.

On or about August 18, 2003, the Board served its Decision of Notice Tentatively Approving Finance Transaction of the Applicants' application for joint control of the following motor carriers (the "**Southeast Application**")¹: (1) America Charters, Ltd., (2) American Coach Lines, Inc., (3) B&A Charter Tours, Inc., Dillon's Bus Service, Inc., (4) Florida Cruise Connection, Inc., (5) Golden Isle Coaches of Florida, Inc., (6) The McMahon Transportation

¹ See Finance Docket No. MC-F-21003, Lincolnshire Equity Fund II, L.P., VSC Partners LLC and Southeast coach, Inc., --Control--America Charters, Ltd., American Coach Lines, Inc., B&A Charter Tours, Inc., Dillon's Bus Service, Inc., Florida Cruise Connection, Inc., Golden Isle Coaches of Florida,

Company, (7) Midnight Sun Tours, Inc., (8) P&S Transportation, Inc., (9) Royal Tours of America, Inc., (10) Southern Coach Company, (11) Southern Tours, Inc., and (12) Tippet Travel, Inc. (collectively, the “*Existing Motor Carriers*”).

On October 2, 2003, in the absence of any comments or objections, the Board’s tentative approval of the Southeast Application became final. The transaction that was the subject matter of the Southeast Application subsequently closed on or after October 7, 2003.

The Applicants intend to own and operate a bus transportation business in the Miami area. In that regard in September 2003, the Applicants caused ACL Miami to be incorporated under the laws of the State of Delaware and further caused ACL Miami to qualify to do business as a foreign corporation in the State of Florida. It is the Applicants’ intention for ACL Miami to conduct charter business on an interstate basis pursuant to authority that ACL Miami intends to request from the Federal Motor Carrier Safety Administration (“*FMCSA*”) to operate as a motor passenger carrier. It is the Applicants’ present intention for ACL Miami to become a federally-registered carrier under common control with the Existing Motor Carriers only at, or after, such time that the Board acts favorably on this control application.

Verification statements executed by each of the parties to this application (the “*Application*”) attesting to the facts set forth in the Application are attached.

I. INTRODUCTION AND DESCRIPTION OF TRANSACTION

Coach USA, Inc., a Delaware corporation (“*Coach USA*”) with headquarters at 1 Riverway, Suite 500, Houston, TX had been conducting operation sin the Miami area through American Bus Lines, Inc., (“*American Bus*”), a wholly-owned subsidiary of Coach USA, but has ceased its operations in the Miami area. ACL Miami intends to provide bus service in the Miami, Florida area in a manner similar, but not identical, to the manner in which American Bus provide service and ACL Miami intends to use much, if not all, of the same equipment that was acquired

Inc., McMahon Transportation Company, Midnight Sun Tours, Inc., P&S Transportation, Inc., Royal Tours of America, Inc., Southern Coach Company, Southern Tours, Inc., and Tippet Travel, Inc.

as part of the transaction previously approved by the Board. Coach USA, and its affiliates, is the seller in the Southeast Application with respect to which the Board's tentative approval has now become final².

Since ACL Miami will become, but is not now, a federally authorized carrier for purposes of 49 U.S.C. § 14303, the Applicants hereby seek authority to control ACL Miami. The Applicants do not contemplate any transfer of the federal or state operating authority that ultimately will be held by ACL Miami.

Approval of this Application is consistent with the public interest standard set forth in 49 U.S.C. § 14303(b). As a result of the common control of ACL Miami and the Motor Carriers that would result were this Application granted, ACL Miami will be able to take full advantage of resources and services offered by the Applicants and the Existing Motor Carriers to enable it to offer improved transportation service more efficiently. Further, approval of the control authority sought here would not reduce competitive options and would not result in unreasonable fixed charges. In fact, ACL Miami, has made offers of employment to, and intends to hire, a number of personnel in the Miami area, several of whom were formerly employees of American Bus. Finally, approval of this transaction will serve to preempt any requirements of state law with respect to the transfer of control contemplated by this transaction and thereby facilitate federal policy favoring the efficient consummation of transactions of this nature.

II. DESCRIPTION OF THE PARTIES TO THE TRANSACTION

The parties to this transaction are as follows:

A. Lincolnshire Equity Fund II, L.P.

LEF II is a limited partnership organized and existing under the laws of the State of Delaware. LEF II and its affiliates are engaged in acquisition, ownership and supervision of business enterprises. It seeks to form partnerships with proven management teams, which typically is the acquired company's existing management team, but may also include experienced

See foot note no. 1 herein.

outside management personnel. LEF II also seeks to assist in creating value in a highly entrepreneurial ownership environment by offering significant equity and compensation incentives to the management team.

With a large pool of committed capital and a broad investment charter, LEF II has the flexibility to structure investments to meet the objectives of both seller and management, and can respond quickly to the particular needs of each investment opportunity. LEF II is committed to structuring each transaction to accommodate the future capital needs of the business.

LEF II actively pursues a small number of acquisitions each year. While LEF II does not interfere with management's day-to-day operation of portfolio companies, it closely monitors such operations, reviews compliance with the applicable loan agreements and budgets, and provides invaluable resources for the future growth of the business. It is supportive of add-on acquisitions and makes equity capital available for this purpose. In addition, LEF II is thoroughly experienced in tapping both public and private markets to satisfy future capital needs of the company.

The general partner of LEF II is Lincolnshire Equity Partners II, L.P. ("**LEP II**"), a limited partnership organized and existing under the laws of Delaware, that owns a 1% interest in LEF II. The limited partners of LEF II, which own collectively a 99% interest in LEF II, consist of both institutional investors and wealthy individuals. The general partner of LEP II is Lincolnshire Equity II, LLC, a limited liability company organized and existing under the laws of the State of Delaware, that owns a 1% interest in LEP II. The limited partners of LEP II are LMI Associates II, L.P., with a 78.2% interest in LEP II, and several individuals collectively owning a 20.8% interest in LEP II.

Among LEF II's current ownership interest are Prince Sports, Inc., a company with the premier brand in racquet sports, and which pioneered such revolutionary designs as the "oversized" and "longbody" racquets for tennis. Prince has a full range of products targeting all major racquet sports including squash, racquetball and badminton. The Company's brands

include PRINCE (tennis, squash and badminton) and EKTELON (racquetball). In addition, it owns Transcraft Corp., the leading designer and manufacturer of high quality flatbed trailers. Founded in 1963, Transcraft Corp. has earned a reputation for producing high quality, innovative products, incorporating superior payload capabilities and lightweight designs. LEF II also recently acquired NexCycle, Inc., a leader in waste recovery services with operating divisions in California, New York, Maine, Ontario, and Alberta. NexCycle has three distinct business lines, recycling systems, in which the Company processes empty beverage containers returned by consumers, plastic reprocessing, which the company operates two facilities that feature the latest technologies in washing, grinding, extruding, blending and palletizing scrap plastic resins, and glass reprocessing, which the Company operates three facilities that process scrap and convert it into furnace ready glass cullet.

LEF II recently sold its interest in the Riddell Sports Group, a leading provider and reconditioner of branded athletic equipment, uniforms, and practice gear for young men and women, a company also known for its premier position in manufacturing and marketing football helmets to the National Football League (NFL), college, high school and youth sports leagues.

Finally, as a result of the Board's approval of the Southeast Application, LEF II, through SCI, owns a controlling interest in the Existing Motor Carriers. LEF II owns, indirectly through ACL Acquisition and SCI, a majority of the equity interests in ACL Miami.

B. VSC Partners LLC

VSC is a Delaware limited liability company organized in 2003 for the purpose of investing in SCI. The principals of VSC are Joseph V. Vittoria, Ottavio Serena di Lapigio and Christopher F. Carmel.

Joseph V. Vittoria was the Chairman and CEO of Avis, Inc. from 1987 to 1997. While at Avis, he was responsible for creating the Avis Employee Stock Ownership Trust, the largest ESOP at that time and long considered a model for companies and governments evaluating employee ownership programs. In September, 2000, Mr. Vittoria retired as Chairman and CEO

of Travel Services, Intl., a company he founded and took public in July, 1997. He currently serves as a director of Sirius Satellite Radio, Inc. and ResortQuest, Inc., and as Chairman of Puradyn Filter Technologies, Inc.

Ottavio Serena di Lapigio has a background in commercial banking at J.P. Morgan & Company, as well as investment banking and private principal activities. While at The Lynx Partners, Inc., he participated in the founding of Aviation Services Holdings Inc. and its subsequent acquisition of Van Dusen Air, Inc., which was formerly a national chain of aviation service companies. Mr. Serena has also worked as a consultant with Citicorp Venture Capital Ltd. (CVC). Over the last several years Mr. Serena arranged several acquisition transactions, including the acquisition of VM Motori in 1989, based in Cento, Italy (near Bologna) and subsequently sold to Detroit Diesel; the management buyout of The Moorings, a US-based boat charter operator; Puradyn Filter Technologies, a Florida-based development-stage company which designs and manufactures an innovative reusable oil filter; and Vectrix Corporation, the developer of a unique technology for electric motorscooters, the commercial distribution of which will begin shortly in Italy.

Christopher Carmel, through Echo Bridge LLC, a privately-owned investment firm founded in June, 2001, arranges and sponsors investments in acquisitions and recapitalizations of smaller "middle market" companies, broadly defined as companies with annual sales and enterprise values of \$75 million or below. Mr. Carmel, with others, has organized transactions involving three middle-market companies, representing total invested equity in excess of \$53 million. These companies subsequently completed seven add-on acquisitions. Since forming Echo Bridge in 2001, Mr. Carmel and Echo Bridge LLC have invested in the acquisition of Dexter Magnetic Technologies, a company with 2002 sales of \$51,000,000 and earnings before interest, taxes, depreciation and amortization of \$7,400,000, and an industry leader in the design and fabrication of specialty magnetic products, and Baker Hughes Process Production and Refining, a company with 2002 sales of \$60,000,000 and earnings before interest, taxes,

depreciation and amortization of \$8,200,000, and a leader in the design, marketing and service of separation and filtration equipment used in the production and refining of crude oil, formerly a division of Baker Hughes.

Finally, as a result of the Board's approval of the Southeast Application, VSC, through, SCI, owns a minority interest in the Existing Motor Carriers. VSC, through SCI, also owns a minority interest in ACL Miami.

C. ACL Acquisition

ACL Acquisition is a limited liability company organized and existing under the laws of the State of Delaware that was formed solely as an intermediate holding company between LEF II and VSC, on the one hand, and SCI, on the other hand. ACL Acquisition does not have any interest in any regulated motor carrier. ACL Acquisition owns one hundred percent (100%) of SCI, LEF II owns approximately 95% of the equity interests in ACL Acquisition and VSC owns 5% of the equity interests in ACL Acquisition. Certain members of the management of the Existing Motor Carriers may acquire options to purchase a small equity interest in ACL Acquisition, but at all times LEF II intends to retain a majority interest in ACL Acquisition.

D. Southeast Coach, Inc.

SCI, which is a holding company, is a corporation organized and existing under the laws of Delaware and was formed for the purpose of acquiring ownership of the Existing Motor Carriers that were the subject of the Southeast Application. SCI owns one hundred percent (100%) of ACL Miami. Except as it relates to the Southeast Application, SCI does not have any interest in any regulated motor carrier. The Board of Directors of SCI consists of Douglas H. Bagin, George J. Henry, Michael C. Lee, each of whom is affiliated with LEF II, Christopher Carmel and Joseph Vittoria, each of whom is affiliated with VSC, and Ottavio Serena, who is affiliated with both LEF II and VSC and William Bergstrom and Mark Konttinen. William Bergstrom is the President and Chief Financial Officer of SCI, Mark Konttinen is the Chief Executive Officer of SCI and George J. Henry and Michael C. Lee are Vice Presidents of SCI.

William Bergstrom was most recently the Regional Vice President of Coach USA's Southeast Region responsible for the management of nine (9) motorcoach companies in Florida, Georgia, Maryland and North Carolina, including many of the Existing Motor Carriers and before then had been Senior Vice President of Finance and Operations Analysis with Coach USA and Mark Kontinen has over 30 years of industry management experience, including the last three years as the President and General Manager of Midnight Sun Tours, Inc., a Florida bus company that is one of the Existing Motor Carriers.

E. ACL Miami

ACL Miami is a corporation organized and existing under the laws of the State of Delaware and is qualified to do business as a foreign corporation in the State of Florida with its principal place of business located in Miami, Florida. ACL Miami will provide local charter service to a variety of customers, including schools, tour groups and various business customers. ACL Miami also plans to provide charter service to Florida colleges and universities under long-term service contracts. Further, ACL will also conduct interstate charter bus operations. Robert Finke, formerly the general manager of American Bus, is the President of ACL Miami and Mark Kontinen is a Vice President of ACL Miami.

ACL Miami will operate a fleet of approximately fifty (50) motor coaches from a single, large, bus garage facility located at 11051 N.W. 36th Avenue, Miami, Florida. It expects to have a work force of approximately one-hundred (100) full and part-time employees consisting of drivers, mechanics, bus cleaners and administrative personnel.

III. JURISDICTIONAL STATEMENT

The jurisdictional threshold is met with respect to the acquisition of control that is the subject of this Application.

IV. OPERATING RIGHTS

At the present time, ACL Miami has not applied for, nor has it been issued, any federal operating authorities. However, it is ACL Miami's intent to apply for a federal operating

authority so that it may provide charter service in interstate commerce.

**V. GRANTING THIS APPLICATION IS
CONSISTENT WITH THE PUBLIC INTEREST**

The Board is required to approve the proposed acquisition of control of the Motor Carrier if it finds that the transaction is consistent with the public interest 49 U.S.C. § 14303(b). In making its public interest determination, the Board is obligated to consider (1) the effect of the proposed acquisition of control on the adequacy of service to the public, (2) the impact on total fixed charges and (3) the interests of carrier employees. Judged by each of these factors, granting this Application would be consistent with the public interest.

With the termination of operations by American Bus Lines, Inc., ACL Miami's commencement of operations will fill an important service void. ACL Miami will carry on operations in some of the same markets that American Bus Lines, Inc. formerly conducted its operations before the cessation of its operations. The Applicants also intend to move into markets not previously served by American Bus Lines, Inc.

As a result of the proposed acquisition of control, the New Motor Carrier will attain substantial operational and efficiency advantages by virtue of its affiliation with the Existing Motor Carriers. These advantages will, in turn, accrue to the benefit of the traveling public. These benefits include access to the capital resources of the Applicants as well as reduced operating costs resulting from SCI's enhanced volume purchasing power that would otherwise be unavailable to the New Motor Carrier on an individual basis. For example, the New Motor Carrier will benefit from insurance premiums that the Applicants have been able to negotiate that are lower than those the New Motor Carrier could achieve as an independent carrier, as well as from the Applicants' ability to achieve volume discounts on the purchase of equipment and fuel.

The Applicants also will provide certain centralized management and support services for the benefit of the New Motor Carrier while at the same time ensuring responsiveness to local conditions. These services will include centralized legal and accounting functions, coordinated

purchasing and driver training services.

In addition, the Applicants will develop financial plans and coordinate other short and long-term operational strategies best designed to meet the specific and unique needs of the New Motor Carrier. Vehicle sharing arrangements will be facilitated to ensure maximum utilization and operational efficiency of equipment between and among the New Motor Carrier and the Existing Motor Carrier. Moreover, human resources and environmental compliance will also be centralized. For example, a database of the assets, including the motorcoach vehicles, operated by the carriers will be maintained. Access to this database will allow the New Motor Carrier to deploy vehicles more effectively, resulting in more timely and efficient service to the traveling public. The safety and compliance programs of the New Motor Carrier operating in the same regions also will be coordinated, with the objective of maintaining, and improving, safety performance levels for the New Motor Carrier.

The proposed acquisition of control will not materially reduce competitive transportation options available to the traveling public. As it does today, the New Motor Carrier will continue to face substantial competition from other bus companies, private vehicles and other transportation modes in their interstate operations. Thus, the traveling public will continue to have numerous transportation options following any acquisition of control that the Board may approve. Indeed, given the fact that American Bus has ceased operations, the addition of ACL Miami will offer the traveling public another option they might not otherwise have had. The bus industry is characterized by numerous competitors and low entry barriers which, combined with strong intermodal competition, eliminates any realistic opportunity for predation or monopoly pricing. See GLI Acquisition Company --Purchase --Trailways Lines, Inc., 4 I.C.C. 2d 591, 600-01 (describing the bus industry's relatively small share of a competitive passenger transportation market dominated by other modes, particularly the private automobile). As the Board concluded at page 6 of its decision in Notre Capital Ventures II, LLC and Coach USA, Inc. -Control Exemption -Arrow Stage Lines, Inc.; Cape Transit Corp.; Community Coach, Inc.; Community

Transit Lines, Inc.; Grosvenor Bus Lines, Inc.; H.A.M.L. Corp.; Leisure Time Tours; Suburban Management Corp.; Suburban Trails, Inc.; and Suburban Transit Corp., STB Finance Docket No. 32876 (Sub No.1) (served May 3, 1996) ("*Coach/Arrow*"): With the low entry barriers and the pervasive intramodal and intermodal competition that characterized the bus industry, most opportunities for abuse of market power are effectively foreclosed.

Because the operations of ACL Miami are start-up in nature, the employment opportunities are an unqualified benefit. Indeed, the continued growth and expansion of services may result in the need to hire new carrier employees. Further, to the extent that the acquisition of control at issue will provide the New Motor Carrier with access to greater financial resources, it, and in turn its newly hired employees, will benefit from the company's stronger financial position.

Further, Board approval of this Application will allow this transaction to be accomplished without the approval of state regulatory authorities, thus relieving the parties from potentially burdensome regulatory requirements. See 49 U.S.C. 14303(f), which provides that parties to approved transactions may effectuate such transactions and exercise control without the approval of any state authorities and exempts the parties to the transaction from the application of federal, state, and municipal law as necessary to allow them to carry out the transaction. See Coach/Arrow at 7 (finding that issuance of an exemption "will insulate petitioners from burdensome State regulations applicable to intrastate operating authorities and leave them with greater resources to support existing and future transportation services."); Coach USA, Inc. ... Control Exemption ... American Sightseeing Tours, Inc.; California Charters, Inc.; Texas Bus Lines, Inc.; Gulf Coast Transportation, Inc.; and K-T Contract Services, Inc., STB Finance

Docket No. 33073 (served Nov. 8, 1996), at 6 (same)³ (“*Coach/American*”).

VI. SAFETY FITNESS CERTIFICATION

ACL Miami, as a start-up operation that has not yet registered with the U.S. Department of Transportation, does not have a safety rating. ACL Miami will apply for a DOT number at the time that it seeks operating authority from FMCSA.

VII. INSURANCE COVERAGE CERTIFICATION

The New Motor Carrier hereby certifies that it will have sufficient insurance coverage under 49 U.S.C. § 10927 for the motor passenger service it provides and that evidence of such insurance will be filed with FMCSA once ACL Miami obtains federal operating authority.

VIII. CERTIFICATION OF DOMICILE

The New Motor Carrier hereby certifies that it is not domiciled in Mexico nor owned or controlled by person of that country.

IX. THE PROPOSED ACQUISITION WILL NOT HAVE A SIGNIFICANT ENVIRONMENTAL IMPACT

This Application contemplates only the control of a start-up carrier and will not result in any significant operational changes that would impact the environment. See 49 C.F.R. § 182.3(1)(6). Accordingly, there will be no significant effect on the quality of the human environment or the use of energy resources, and environmental regulation pursuant to 49 C.F.R. § 1105.7 is unnecessary. Coach/Arrow Decision at 7; Coach/American Decision at 6.

³ See also Board of Trustees of Trucking Employees v. Centra, 983 F.2d 495, 503 (3d Cir. 1992) (federal law preempts state law requiring state approval as a condition to transfer of interstate operating authority); Washington Trucking, Inc.—Purchase Exemption—Maddox Transfer, 7 I.C.C. 2d 372,378-80 (1991), affd., Oregon Pub. Util. Comm’n v. ICC, 979 F.2d 778-81 (9th Cir. 1992); Herman Bros., Inc., --Purchase Exemption—Thompson Truck Line, 7 I.C.C. 2d 382, 386-87 (1991), affd., Minnesota Transp. Regulation Bd. v. ICC, 966 F.2d 335, 338-9 (8th Cir. 1992) (ICC’s preemption authority under the predecessor to section 14303(1) extends to transfer of intrastate operating rights); Colorado Mountain Express, Inc., and Airport Shuffle Colorado, Inc., d/b/a Aspen Limousine Service, Inc.—Consolidation and Merger—Colorado Mountain Express, STB No. MC-F-20902 (served Feb. 28, 1997) (Board approval of merger under section 14303 preempts state law concerning transfer of intrastate operating authority).

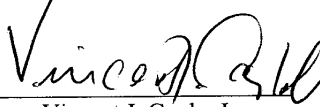
CONCLUSION

The Board should grant this Application for all of the reasons described above.

Respectfully submitted,

Vincent J. Coyle, Jr., Esq.
Barry T. Mehlman, Esq.
PITNEY, HARDIN, KIPP & SZUCH
LLP
685 Third Avenue
New York, NY 10017-4024

Attorneys for Lincolnshire Equity Fund
II, L.P., VSC Partners, LLC, ACL
Acquisition, LLC and Southeast Coach,
Inc.

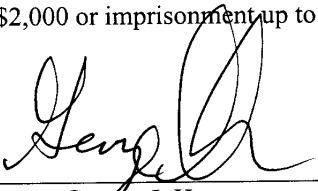


Vincent J. Coyle, Jr.

October 16, 2003

VERIFICATION

My name is George J. Henry. I am a Director and Vice President of Southeast Coach, Inc. ("**SCI**") and am a Principal of Lincolnshire Management, Inc., which, among other things, manages the investments made by Lincolnshire Equity Fund II, L.P. ("**LEF II**"). I hereby verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to the SCI, ACL Acquisition, LLC and LEF II, is true and correct. Further, I certify that I am qualified and authorized to file this application. 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.


George J. Henry

Dated: October ¹⁵, 2003

VERIFICATION

My name is Mark Konttinen. I am the Chief Executive Officer of Southeast Coach, Inc. and am a Vice President of American Coach Lines of Miami, Inc. ("**ACL Miami**"). I hereby verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to ACL Miami, is true and correct. Further, I certify that I am qualified and authorized to file this application. 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.

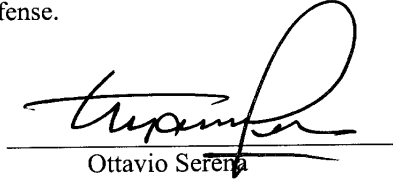


Mark Konttinen

Dated: October 15, 2003

VERIFICATION

My name is Ottavio Serena. I am a Director of Southeast, Inc. ("**SCI**") and am a Principal of VSC Partners LLC ("**VSC**"). I hereby verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application, as it relates to SCI, ACL Acquisition, LLC and VSC, is true and correct. Further, I certify that I am qualified and authorized to file this application. 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.



Ottavio Serena

Dated: October 15, 2003

CERTIFICATE OF SERVICE

I certify that I have this *16th* day of October 2003 served a copy of the foregoing

Verified Application for Control of Motor Passenger Carrier by hand delivery on:

Director of Operations
Antitrust Division
U.S. Department of Justice
601 D Street, N.W., Room 1013
Washington, D.C.

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580

and by first class mail, postage prepaid on:

Chief, Lic. & Ins. Division
U.S. Department of Transportation
Office of Motor Carriers-HIA 30
400 Virginia Avenue, S.W., Suite 600
Washington, D.C. 20004

Graham Fountain
Director, Motor Carrier Compliance
Florida Department of Transportation
1815 Thomasville Road
Tallahassee, FL 32303-5750


Keith Decker

SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. MC-F-21004

**LINCOLNSHIRE EQUITY FUND II, L.P., VSC PARTNERS LLC, ACL ACQUISITION, LLC and SOUTHEAST COACH, INC. et al. –
CONTROL - AMERICAN COACH LINES OF MIAMI, INC.**



AGENCY: SURFACE TRANSPORTATION BOARD

ACTION: Notice Tentatively Approving Finance Application

SUMMARY: Lincolnshire Equity Fund II, L.P., VSC Partners LLC, ACL Acquisition, LLC and Southeast Coach, Inc., each of whom is a non-carrier (collectively, the "Applicants"), filed an application in Finance Docket No. MC-F-21004 under 49 U.S.C. 14303 for control of an entity that intends to become a federally-regulated motor common carrier of passengers - American Coach Lines of Miami, Inc. Persons wishing to oppose this application must follow the rules under 49 CFR part 1182.5 and 1182.8. The Board has tentatively approved the transaction, and, if no opposing comments are timely filed, this notice will be the final Board action.

DATES: Comments are due by _____, 2003. Applicants may file a reply by _____, 2003. If no comments are filed by _____, 2003, this notice is effective on that date.

ADDRESSES: Send an original and 10 copies of comments referring to STB Finance Docket No. MC-F-21004 to: Surface Transportation Board, Office of the Secretary, Case Control Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001. In addition, send one copy of comments to Applicants' representative: Vincent J. Coyle, Jr., Esq., Pitney, Hardin, Kipp & Szuch LLP, 685 Third Avenue, New York, NY 10017-1024.

FOR FURTHER INFORMATION CONTACT: Beryl Gordon (202) 565-1600. [TDD for the hearing impaired: (202) 565-1695.]

SUPPLEMENTARY INFORMATION: Lincolnshire Equity Fund II, L.P., a Delaware limited partnership ("LEF II"), is a private equity firm specializing in middle market investments. VCS Partners LLC ("VSC"), a Delaware limited liability company, is also a private equity firm specializing in middle market investments. Southeast Coach, Inc. ("SCI") is a Delaware holding company. The Board's tentative approval of the application of LEF II, VSC and SCI to control America Charters, Ltd., American Coach Lines, Inc., B&A Charters Tours, Inc., Dillon's Bus Service, Inc., Florida Cruise Connection, Inc., Golden Isle Coaches of Florida, Inc., McMahon Transportation Company, Midnight Sun Tours, Inc., P&S Transportation, Inc., Royal Tours of America, Inc., Southern Coach Company, Southern Tours, Inc. and Tippet Travel, Inc.

**ENTERED
Office of Proceedings**

OCT 27 2003

**Part of
Public Record**

(collectively, the "Existing Motor Carriers"), became final on October 2, 2003¹. ACL Acquisition, LLC, a Delaware limited liability company, was formed for the purpose of effectuating this transaction and is controlled by LEF II and VSC.

Each of the applicants is a noncarrier and will remain a noncarrier after this transaction.

Applicants have submitted information, as required by 49 CFR 1182.2(a)(7), to demonstrate that the proposed acquisition of control of American Coach Lines of Miami, Inc., an entity that intends to become a federally-regulated motor common carrier of passengers (the "New Motor Carrier"), is consistent with the public interest. Applicants state that the proposed acquisition of control will not reduce competitive options, adversely impact fixed charges, or adversely impact the interests of the employees of the New Motor Carrier. As a result of the common control of the New Motor Carrier and the Existing Motor Carriers that would result were this Application granted, the New Motor Carrier will be able to take full advantage of resources and services offered by the Applicants and the Existing Motor Carriers to enable it to offer efficient transportation service. Further, approval of the control authority sought here would not reduce competitive options and would not result in unreasonable fixed charges. The New Motor Carrier will conduct business in some of the markets formerly served by American Bus Lines, Inc., a motor carrier of passengers that recently ceased operations in the Miami area. Thus, the approval of this Application for control of the New Motor Carrier will offer the traveling public another option they might not otherwise have had. In addition, the New Motor Carrier intends to move into markets not previously served by American Bus Lines, Inc.

In addition, applicants have submitted all of the other statements and certifications required by 49 CFR 1182.2. Additional information, including a copy of the application, may be obtained from the applicants' representative.

Under 49 U.S.C. 14303(b), we must approve and authorize a transaction we find consistent with the public interest, taking into consideration at least: (1) the effect of the transaction on the adequacy of transportation to the public; (2) the total fixed charges that result; and (3) the interest of affected carrier employees.

On the basis of the application, we find that the proposed acquisition of control is consistent with the public interest and should be authorized. If any opposing comments are timely filed, this finding will be deemed vacated and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See

¹ See Finance Docket No. MC-F-21003, Lincolnshire Equity Fund II, L.P., VSC Partners LLC and Southeast coach, Inc., --Control--America Charters, Ltd., American Coach Lines, Inc., B&A Charter Tours, Inc., Dillon's Bus Service, Inc., Florida Cruise Connection, Inc., Golden Isle Coaches of Florida, Inc., McMahon Transportation Company, Midnight Sun Tours, Inc., P&S Transportation, Inc., Royal Tours of America, Inc., Southern Coach Company, Southern Tours, Inc., and Tippet Travel, Inc.

49 CFR 1182.6(c). If no opposing comments are filed by the expiration of the comment period, this decision will take effect automatically and will be the final Board action.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

The decision will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The proposed acquisition of control is approved and authorized, subject to the filing of opposing comments.
2. If timely opposing comments are filed, the findings made in this decision will be deemed as having been vacated.
3. This decision will be effective on _____, 2003, unless timely opposing comments are filed.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Office of Motor Carrier Safety – HMCE-20, 400 Virginia Avenue, S.W., Suite 600, Washington, DC 20024; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 400 7th Street, S.W., Washington, DC 20590.

Decided: _____, 2003

By the Board, Chairman Nober.

Vernon A. Williams, Secretary