

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

May 15, 2012

232305

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

ENTERED
Office of Proceedings
May 15, 2012
Part of
Public Record

re: Docket No. MC-F-21043, Academy Express, L.L.C.--
Acquisition of the Properties of Entertainment Tours, Inc.

Dear Ms. Brown:

By its Decision, served May 4, 2012, the Board asked for additional information to supplement the Verified Application of Academy Express, L.L.C., filed April 5, 2012.

The proposed transaction is not a stock acquisition. By its application, Academy Express, L.L.C., a motor carrier, seeks the Board's authorization to acquire properties of Entertainment Tours, Inc., a motor carrier, namely, its equipment, customer lists and goodwill, as well as its intrastate operating authorities in Massachusetts, Connecticut and New Hampshire. The closing occurred on March 30, 2012, and so as not to violate 49 U.S.C. §14303 and 49 C.F.R. Part 1182, all of the authorized and outstanding stock of Entertainment Tours, Inc., was conveyed to the Trustee of a Voting Trust Agreement, a copy of which was attached to the application. If the Board were to approve the proposed transaction, the Trustee will reconvey the stock to the stockholder of Entertainment Tours, Inc., which then will transfer the purchased properties to Academy Express, L.L.C. Entertainment Tours, Inc., will remain an independent entity which is expected to surrender its interstate operating authority.

Entertainment Tours, Inc. is a relatively small motor carrier. It operates seven power units, all but one or two of which are leased from its subsidiary, Coach N.E. , a former motor carrier the interstate operating authority of which was revoked in 2010. Entertainment Tours, Inc. essentially is a charter bus operator, transporting groups for churches, clubs and other organizations mostly in intrastate commerce in Massachusetts and to a lesser extent in Connecticut and New Hampshire. Academy Express, L.L.C., on

the other hand, is a relatively large motor carrier. It operates approximately 386 power units. Academy Express, L.L.C. is almost wholly a charter bus operator and contract bus carrier, servicing university transportation shuttles and sports teams as a contract bus carrier and transporting groups for churches, clubs, small third party groups and other organizations as a charter bus operator mostly in interstate commerce and to a lesser extent in intrastate commerce in the District of Columbia, Virginia, New Jersey, New York, Connecticut, Rhode Island and Massachusetts. It aspires to engage in intrastate charter operations in New Hampshire, and, if the Board were to approve the proposed transaction, Academy Express, L.L.C. anticipates rendering limited intrastate charter operations in New Hampshire as it currently does in the District of Columbia, Virginia, New Jersey, New York, Connecticut, Rhode Island and Massachusetts.

The American Bus Association identifies 29 charter bus companies operating in Massachusetts, in addition to Academy Express, L.L.C. If the Board were to approve the proposed transaction and Entertainment Tours, Inc. were to cease performing charter bus operations in the State, there would be little or no reduction of competitive conditions in the State, especially since Academy Express, L.L.C. would hope to succeed to the business heretofore conducted by Entertainment Tours, Inc. The American Bus Association identifies ten charter bus companies operating in Connecticut, in addition to Academy Express, L.L.C. If the Board were to approve the proposed transaction and Entertainment Tours, Inc. were to cease performing charter bus operations in the State, there would be little or no reduction of competitive conditions in the State, especially since Academy Express, L.L.C. would hope to succeed to the business heretofore conducted by Entertainment Tours, Inc. The American Bus Association identifies eight charter bus companies operating in New Hampshire. If the Board were to approve the proposed transaction and Entertainment Tours, Inc. were to cease performing charter bus operations in the State, there would be little or no reduction of competitive conditions in the State, especially since Academy Express, L.L.C. would hope to succeed to the business heretofore conducted by Entertainment Tours, Inc.

Academy Express, L.L.C. believes that its existing fleet of buses is adequate to undertake and perform the charter bus operations currently performed by Entertainment Tours, Inc. in interstate commerce, as well as in intrastate commerce in Massachusetts, Connecticut and New Hampshire. Indeed, the business Academy Express, L.L.C. would gain from assuming the charter bus operations of Entertainment Tours, Inc. will make greater and more effective use of the buses operated by Academy Express, L.L.C. and improve the efficiency and convenience of the service heretofore rendered by Entertainment Tours, Inc.

Charts showing the complete "top to bottom" descriptions of the corporate families of Academy Express, L.L.C. and Entertainment Tours, Inc. are attached.

The application referred to an affiliate of Entertainment Tours, Inc., Coach N.E. d/b/a Coach New England, as a motor carrier. It no longer is a motor carrier, for its operating authority was revoked in 2010. The application further stated Number 22

Hillside, L.L.C. an affiliate of Academy Express, L.L.C. has a satisfactory safety rating. It is unrated. Academy Express, L.L.C. regrets and apologizes for the errors.

If the foregoing does not completely provide the additional information which the Board was seeking or if I otherwise can be of assistance, please let me know.

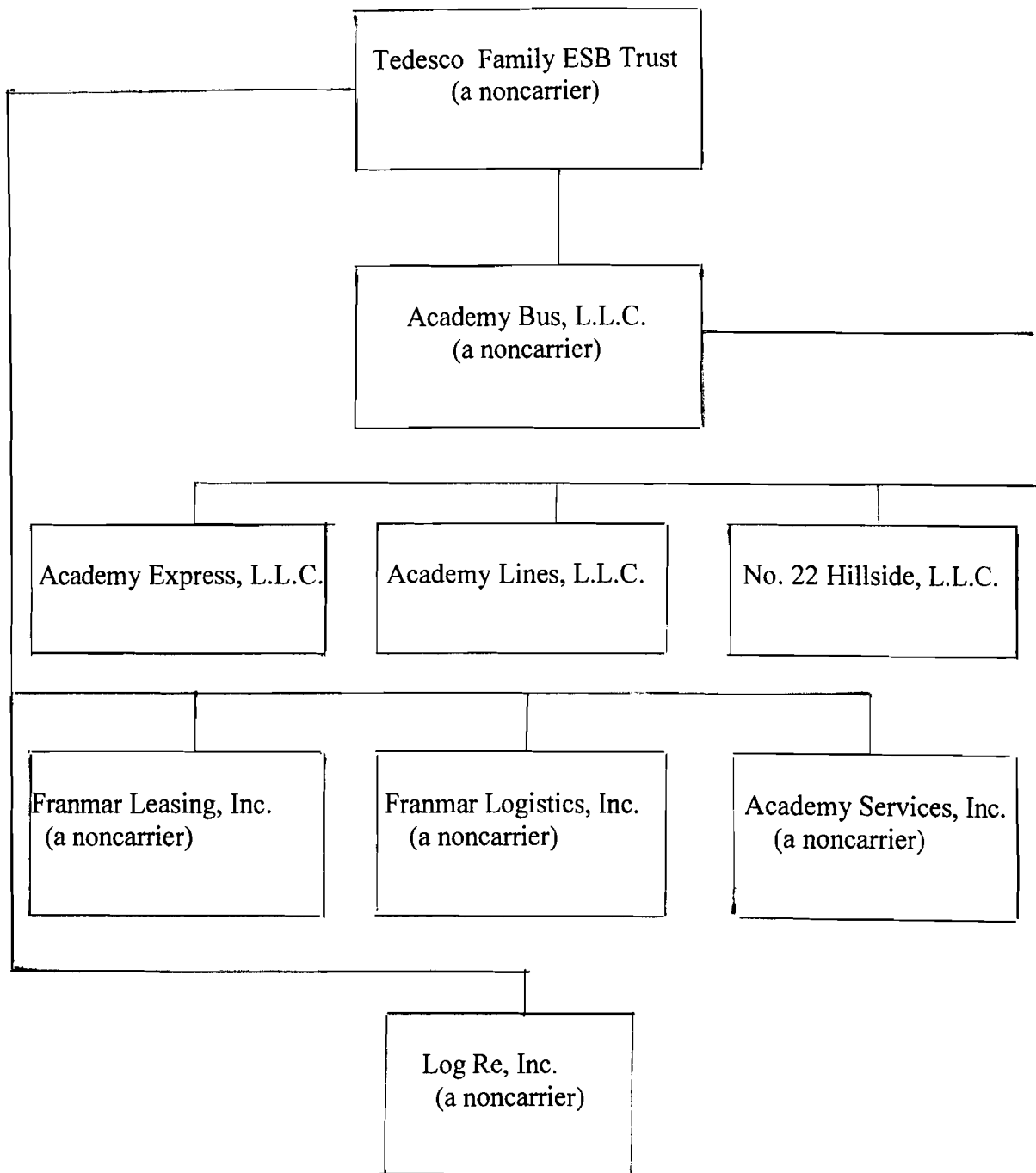
Sincerely yours,

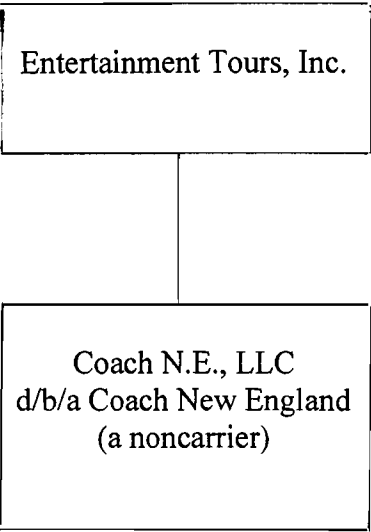
A handwritten signature in black ink, appearing to read "Fritz R. Kahn". The signature is fluid and cursive, with a prominent "F" and "K".

Fritz R. Kahn

att.

cc: Commissioner James P. Redecken
Commissioner John Bathelmes
Chairman Ann G. Berwick
Chief, Lic. & Ins. Div.

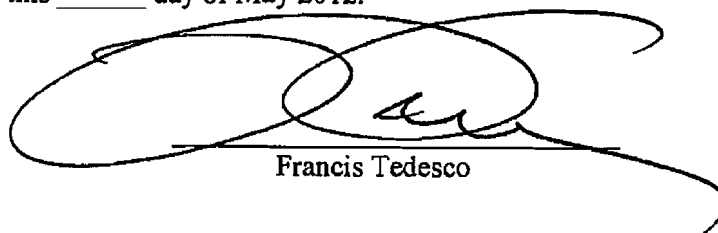




VERIFICATION

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 letter supplementing the information in the Verified Application of Academy Express, L.L.C., filed April 5, 2012, 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 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 14th day of May 2012.

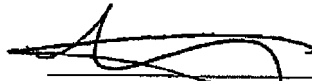


Francis Tedesco

VERIFICATION

I, Mark Curreri, President of Entertainment Tours, Inc., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing letter supplementing the information in the Verified Application of Academy Express, L.L.C., filed April 5, 2012, 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 Entertainment Tours, Inc.. 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 Braintree, Mass., this 14th day of May 2012.



Mark Curreri

CERTIFICATE OF SERVICE

I certify that I this day have mailed by prepaid first-class mail a copy of the foregoing letter to each of the following:

Commissioner James P. Redecken
State of Connecticut Department of transportation
2800 Berlin Turnpike
Newington, CT 0611

Commissioner John Bathelmes
New Hampshire Department of Safety
33 Hazen Drive
Concord, NH 03305

Chairman Ann G. Berwick
Massachusetts Department of Public Utilities
1 South Station
Boston, MA 02110

Chief, Lic. & Ins. Div.
FMCSA
1200 New Jersey Ave., S.E.
Washington, DC 20590

Dated at Washington, DC, this 15th day of May 2012.


Fritz R. Kahn