

ILLINOIS POLLUTION CONTROL BOARD

IN THE MATTER OF: )  
 )  
PETITION OF CROWNLINE BOATS, INC. ) AS 04-01  
FOR AN ADJUSTED STANDARD FROM 35 ) (Adjusted Standard)  
ILL. ADM. CODE 215.301 )

**MOTION OF LEISURE PROPERTIES LLC D/B/A CROWNLINE BOATS TO RE-OPEN DOCKET AND SUBSTITUTE PARTY**

Comes now Leisure Properties LLC d/b/a Crownline Boats (“Leisure”), by and through its attorney, pursuant to 35 Ill. Adm. Code § 101.500, and respectfully submits this Motion to Re-open Docket Number AS 04-01 and substitute Leisure Properties LLC d/b/a Crownline Boats as holder of the Adjusted Standard. In support of this Motion, Leisure states:

1. On December 5, 2003, Crownline Boats, Inc. filed a petition with the Illinois Pollution Control Board (“Board”) for an adjusted standard from 35 Ill. Adm. Code § 215.301, commonly known as the “8 lb/hr Rule.” This regulation relates to the emissions of volatile organic material. The petition sought an adjusted standard for Crownline Boats, Inc.’s fiberglass boat manufacturing facility at 11884 Country Club Road, West Frankfort, Franklin County, Illinois (the “Adjusted Standard”).

2. The Board held a hearing on Crownline Boats, Inc.’s petition on April 23, 2003. On July 22, 2004, the Board issued an Opinion and Order finding that Crownline Boats, Inc. provided sufficient justification pursuant to 415 ILCS 5/28.1 for the Adjusted Standard and granted the request.

3. Like many companies, Crownline Boats, Inc. experienced financial strain during the economic downturn of the recent years. On June 16, 2009, the assets of Crownline Boats, Inc., including the fiberglass boat manufacturing facility in West Frankfort, Franklin County, Illinois, were transferred to a trustee. These assets included a leasehold interest in the property

on which the West Frankfort facility was located. See Affidavit of Guy W. Coons, attached as Exhibit 1 (“Coons Affidavit”).

4. On August 20, 2009, through their agent Churchill Financial LLC, certain lenders of Crownline Boats, Inc. (the “Lenders”) purchased title to those assets, including the West Frankfort facility. On August 20, 2009, the Lenders sold all of the assets of Crownline Boats, Inc. to Leisure Properties LLC. Since this time, the West Frankfort manufacturing facility has been operated by Leisure Properties LLC d/b/a Crownline Boats.<sup>1/</sup> See Coons Affidavit.

5. Crownline Boats, Inc. was involuntarily dissolved on December 4, 2009. See Illinois Secretary of State Report attached as Exhibit 2. Accordingly, Leisure is filing this Motion as successor-in-interest to the assets of Crownline Boats, Inc., which include the Adjusted Standard.

6. Leisure has operated the West Frankfort facility in substantially the same manner as did Crownline Boats, Inc. A significant number of the employees involved in operating the West Frankfort facility for Leisure were also involved in operating the facility for Crownline Boats, Inc. See Coons Affidavit.

7. Although the ownership of the West Frankfort facility has changed, none of the factors justifying the Board’s issuance of the Adjusted Standard have changed. Accordingly, Leisure, as the successor to the assets of Crownline Boats, Inc., requests that the Board substitute it as the recipient of the Adjusted Standard issued to Crownline Boats, Inc. on July 22, 2004. Leisure requests that this substitution be made effective as of August 20, 2009.

8. Leisure has operated the fiberglass boat manufacturing location in West Frankfort, Illinois in accordance with the Adjusted Standard, and intends to continue doing so. If

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<sup>1/</sup> Additionally, on July 26, 2010, the real estate on which the West Frankfort facility is located was purchased by Dreams Come True LLC, which has the same ownership as Leisure Properties LLC. See Coons Affidavit.

operations change in the future, Leisure will ensure that all necessary environmental permitting, including any revisions to the Adjusted Standard, are obtained. See Coons Affidavit.

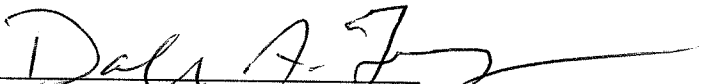
9. The Board has granted similar requests to re-open Adjusted Standard dockets to substitute a new party as the holder of an adjusted standard. See, e.g., Supplemental Opinion and Order of the Board, *In re: Petition of Cromwell-Phoenix, Inc.*, AS 03-05 (Nov. 20, 2003); Supplemental Opinion and Order of the Board, *In re: Petition of The Ensign-Bickford Company*, AS 00-5 (June 5, 2003); Opinion and Order of the Board, *In re: Petition of Commonwealth Edison Company*, AS 96-10 (Mar. 16, 2000).

10. Counsel for Leisure has discussed this motion with the attorney for the Illinois EPA in the adjusted standard petition matter, Charles Matoesian.

WHEREFORE, movant requests that the Board reopen docket number AS 04-01 and substitute Leisure Properties LLC d/b/a Crownline Boats as the recipient of the Adjusted Standard as of August 20, 2009.

Respectfully Submitted,

BRYAN CAVE LLP

By: 

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Attorneys for Leisure Properties LLC d/b/a  
Crownline Boats

**CERTIFICATE OF SERVICE**

The undersigned certifies that a copy of the foregoing MOTION OF LEISURE PROPERTIES LLC D/B/A CROWNLINER BOATS TO RE-OPEN DOCKET AND SUBSTITUTE PARTY was served upon the following parties on the 18 day of August, 2010:

Illinois Pollution Control Board, Attn: Clerk  
100 West Randolph Street  
James R. Thompson Center, Suite 11-500  
Chicago, IL 60601-3218

Division of Legal Counsel  
Illinois Environmental Protection Agency  
1021 North Grand Avenue East  
P.O. Box 19276  
Springfield, IL 62794-9276  
Attn: Charles Matoesian

A handwritten signature in black ink, appearing to read "Charles Matoesian", written over a horizontal line.

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**AFFIDAVIT OF GUY W. COONS**

I, Guy W. Coons, being first duly sworn under oath, depose and state as follows:

1. I am the Chief Financial Officer of Leisure Properties LLC d/b/a Crownline Boats, and have served in that capacity since August 24, 2009.

2. Leisure Properties LLC d/b/a Crownline Boats is a Delaware LLC located in West Frankfort, Illinois.

3. Prior to my role as CFO of Leisure Properties d/b/a Crownline Boats, I served as Chief Financial Officer and Director of Finance of Crownline Boats, Inc. I was employed by Crownline Boats, Inc. from approximately April 2001 until February 2009.

4. On June 16, 2009, the assets of Crownline Boats, Inc., including the fiberglass boat manufacturing facility in West Frankfort, Franklin County, Illinois, were transferred to a trustee. These assets included a leasehold interest in the property on which the West Frankfort facility was located.

5. On August 20, 2009, through their agent Churchill Financial LLC, certain lenders of Crownline Boats, Inc. (the "Lenders") purchased title to those assets, including the West Frankfort facility.

6. On August 20, 2009, the Lenders sold all of the assets of Crownline Boats, Inc. to Leisure Properties LLC. Since this time, the West Frankfort manufacturing facility has been operated by Leisure Properties LLC d/b/a Crownline Boats.

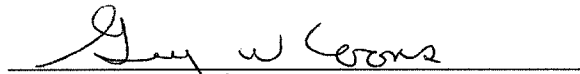
7. Crownline Boats, Inc. was dissolved involuntarily on December 4, 2009.

8. Leisure Properties LLC d/b/a Crownline Boats has operated the West Frankfort facility in substantially the same manner as did Crownline Boats, Inc. A significant number of the employees involved in operating the West Frankfort facility for Leisure Properties LLC d/b/a Crownline Boats were also involved in operating the facility for Crownline Boats, Inc.

9. Leisure Properties LLC d/b/a Crownline Boats has operated the West Frankfort facility in accordance with the Adjusted Standard, and intends to continue doing so. If operations change in the future, Leisure Properties LLC d/b/a Crownline Boats will ensure that all necessary environmental permitting, including any revisions to the Adjusted Standard, are obtained.

10. On July 26, 2010, the real estate on which the West Frankfort facility is located was purchased by Dreams Come True LLC, which has the same ownership as Leisure Properties LLC.

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
Guy W. Coons

Subscribed and sworn before me  
this 6 day of August, 2010:

  
\_\_\_\_\_  
Notary Public

