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BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

VAN POOL TRANSPORTATION LLC

-- ACQUISITION OF CONTROL --

LOCAL MOTION, INC.

DOCKET NO. MCF 21104

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF
LOCAL MOTION, INC.
BY VAN POOL TRANSPORTATION LLC

Van Pool Transportation LLC ("Applicant") respectfully submits this verified application under 49 U.S.C. § 14303 and Surface Transportation Board (the "STB" or "Board") regulations at 49 C.F.R. Part 1182 (this "Application") for approval of the contemplated transaction more fully described herein (the "Transaction"). The Transaction entails the acquisition of control by Applicant of the regulated interstate passenger motor carrier, Local Motion, Inc., doing business as Local Motion of Boston ("Local Motion"), by acquiring all of the outstanding equity shares from the persons that are the shareholders of Local Motion ("Sellers"). As explained below, the portion of the passenger transportation business of Local Motion that involves interstate passenger trips, and correspondingly requires interstate passenger motor carrier authority, is relatively small. For the reasons described herein, approval of the Transaction is consistent with the public interest.

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January 13, 2023

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I. Parties of the Transaction, Pertinent Operating Authorities, and USDOT Safety Fitness Ratings (49 C.F.R. § 1182.2(a)(1) and (2)).¹

A. Purchaser: Applicant. Applicant is a Delaware limited liability company, headquartered at 70 Post Office Park, Suite 7003, Wilbraham, MA 01095. Applicant is not a federally-regulated carrier, and Applicant does not have a U.S. Department of Transportation Number (“USDOT No.”), Federal Motor Carrier Safety Administration Docket Number (“FMCSA Docket No.”)², or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”)³; however, Applicant indirectly owns and controls all of the equity and voting interest in seven (7) interstate passenger motor carriers (described and defined below as the “Affiliate Regulated Carriers”) that are among its operating subsidiaries (the “Applicant Subsidiaries”). Applicant, with the Applicant Subsidiaries, are experienced and reliable providers of transportation services to the public, delivering passenger transportation and mobility solutions for regional transit authorities, school districts, employers, health insurance companies, retirement communities, other organizations, and the traveling public primarily in the Northeastern and Central portions of the United States. Among the Applicant Subsidiaries are the following federally regulated passenger carriers: NRT Bus, Inc. (“NRT”), Trombly Motor Coach Service, Inc. (“Trombly”), Salter Transportation, Inc. (“Salter”), Easton Coach Company, LLC (“Easton”), F. M. Kuzmeskus, Inc., doing business as Travel Kuz (“Travel Kuz”), Alltown Bus Service Inc. (“Alltown”), and DS Bus Lines, Inc. (“DS Bus,” and together with NRT, Trombly, Salter, Easton, Travel Kuz

¹ This Application is organized to follow the elements set forth in the applicable rules of the Board at 49 C.F.R. § 1182.2(a).

² An FMCSA Docket No. is the reference number assigned to a motor carrier by Federal Motor Carrier Safety Administration for interstate motor carrier authority.

³ Certain of the motor carriers have not been rated by FMCSA or USDOT. If a carrier has not been rated, the Safety Rating is denoted as None or no Safety Rating.

and Alltown, the “Affiliate Regulated Carriers”). The services provided by Applicant and the Applicant Subsidiaries, excluding the Affiliate Regulated Carriers, do not involve regulated interstate transportation or require interstate passenger authority, and the services provided by the Affiliate Regulated Carriers that require interstate passenger motor carrier authority (interstate charter services) are a relatively small and limited part of those services.

B. Affiliate Regulated Carriers of Applicant. Applicant indirectly owns and controls the following passenger motor carriers that hold interstate passenger motor carrier authority:

(i) NRT. NRT is a Massachusetts corporation, providing primarily non-regulated student transportation services for schools in the commonwealth of Massachusetts, and occasional charter services at times that its vehicles are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to NRT are set forth on the Summary Table attached hereto as Exhibit A (the “Summary Table”). The geographic service area of NRT is all within the commonwealth of Massachusetts, east and north of the city of Worcester, and north of the city of Boston, providing services in the counties of Essex, Middlesex, Norfolk, Suffolk and Worcester. The approximate number and types of vehicles utilized by NRT, as well its approximate number of drivers are also set forth on the Summary Table.

(ii) Trombly. Trombly is a Massachusetts corporation primarily providing non-regulated student transportation services for schools in the commonwealth of Massachusetts, and occasional charter services at times that its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Trombly are set forth on the Summary

Table. The geographic service area of Trombly is primarily the Merrimack Valley within the commonwealth of Massachusetts, with services being provided in the counties of Essex and Middlesex. The approximate number and types of vehicles utilized by Trombly, as well its approximate number of drivers are also set forth on the Summary Table.

(iii) Salter. Salter is a Massachusetts corporation providing primarily non-regulated student transportation services for schools in the commonwealth of Massachusetts and the state of New Hampshire, and occasional charter services at times that its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Salter are set forth on the Summary Table. The geographic service area of Salter is southern New Hampshire and the North Shore area in Massachusetts (Essex County). The approximate number and types of vehicles utilized by Salter, as well its approximate number of drivers are also set forth on the Summary Table.

(iv) Easton. Easton is a Delaware limited liability company providing (a) intrastate paratransit, shuttle and line-run services under contracts with regional transportation authorities and other organizations, primarily in eastern Pennsylvania and the state of New Jersey, and (b) private charter motor coach and shuttle services, interstate and intrastate, primarily in eastern Pennsylvania. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Easton are set forth on the Summary Table. The approximate number and types of vehicles utilized by Easton, as well its approximate number of drivers are also set forth on the Summary Table.

(v) Travel Kuz. Travel Kuz is Massachusetts corporation providing (a) non-regulated school bus transportation services for schools and school districts, (b) intrastate and interstate motor coach and limousine charter services for activities such as group outings, weddings, events and field trips, and (c) limited intrastate and interstate charter services utilizing school buses. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Travel Kuz are set forth on the Summary Table. The geographic service area of Travel Kuz is Western Massachusetts and Southern Vermont. The approximate number and types of vehicles utilized by Travel Kuz, as well its approximate number of drivers are also set forth on the Summary Table.

(vi) Alltown. Alltown is an Illinois corporation primarily providing non-regulated student transportation services for schools. Alltown also provides occasional charter services at times that its vehicles are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Alltown are set forth on the Summary Table. The geographic service area of Alltown is the metropolitan area of Chicago, Illinois, and its northern suburbs. The approximate number and types of vehicles utilized by Alltown, as well its approximate number of drivers are also set forth on the Summary Table.

(vii) DS Bus. DS Bus is a Kansas corporation primarily providing non-regulated student transportation services to schools in the Kansas cities of Beloit, Kansas City, Lincoln, Olathe, and Shawnee; the Missouri cities of Belton and Smithville; the metropolitan area of Denver, Colorado; and the metropolitan area of Tulsa, Oklahoma. DS Bus also provides employee intrastate employee shuttle services in the states of Colorado and Texas. In addition, DS Bus provides occasional charter

services at times that its vehicles are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to DS Bus are set forth on the Summary Table. The approximate number and types of vehicles utilized by DS Bus, as well its approximate number of drivers are also set forth on the Summary Table.

C. Sellers. Sellers, being the shareholders of Local Motion, are Bruce E. Barrows, William J. Carragher, and John R. Eaton, all being individuals domiciled in the commonwealth of Massachusetts. None of Sellers is a carrier, and no Seller has a USDOT No., FMCSA Docket No., or a Safety Rating. No Seller has control of any federally regulated passenger motor carrier other than Local Motion.

D. Local Motion. Local Motion is a Massachusetts corporation headquartered at 66B Rocsam Park Road, Braintree, MA 02184. The USDOT Number assigned to Local Motion is 738955. Local Motion holds interstate carrier operating authority under FMCSA Docket No. MC-338541, and Local Motion has a Safety Rating of “Satisfactory.” Local Motion also holds intrastate carrier operating authority issued by the Massachusetts Department of Public Utilities, License No. 95RB21. Local Motion is providing transportation services in the following areas of service (the “Local Motion Service Areas”):

(i) School Bus: Local Motion is primarily a provider of non-regulated school bus transportation services under contracts with schools in metropolitan area of Boston, Massachusetts (“Greater Boston”). The majority of the school transportation contracts are with private schools, and there are a few contracts with

public schools. Revenue from School Bus operations represents approximately 57% of Local Motion's Total Revenue.⁴

(ii) Charter. Local Motion provides motor coach and mini-bus charter services to the traveling public in the area of Greater Boston for activities such as group outings, weddings, events and field trips. Revenue from Charter operations represents approximately 28% of Total Revenue. Of the revenue from Charter operations, less than 18% is derived from interstate trips (being less than 5% of Total Revenue).

(iii) Shuttle. Local Motion provides contract shuttle services for employers and colleges, all in the area of Greater Boston. Revenue from Shuttle operations represents approximately 11% of Total Revenue. None of the revenue from Shuttle operations is derived from interstate trips.

(iv) Summer Camp. Local Motion provides transportation services for students attending Summer Camps, all originating in Greater Boston. Revenue from Summer Camp operations represents approximately 4% of Total Revenue. None of the revenue from Shuttle operations is derived from interstate trips.

In providing its service offerings, Local Motion utilizes approximately 20 motor coaches, 130 school buses, 10 mini-buses, and 12 vans (9-15), and approximately 185 drivers.⁵ Local

⁴ References herein to Total Revenue of Local Motion is its total revenue for the period of January 1 through December 31, 2022.

⁵ The numbers of vehicles and drivers reflected in the Company Snapshot of the Federal Motor Carrier Safety Administration's Safety and Fitness Electronic Records (SAFER) System is dependent on information submitted by the applicable motor carriers on form MCS-150 (Motor Carrier Identification Report), which is required to be categorically updated biennially and only required to reflect vehicles subject to Uniform Carrier Registration. However, carriers can include intrastate vehicles and drivers that are not required to be included. Accordingly, the number of vehicles and drivers reflected in the Company Snapshot may not be the same as the number of vehicles and drivers in use by a carrier at a given point in time.

Motion maintains terminals for its operations in Newton, Massachusetts and Braintree, Massachusetts. The Local Motion Service Areas do not overlap with the geographic areas of the service offerings of Applicant and the Applicant Subsidiaries.

II. Description of the Transaction (49 C.F.R. § 1182.2(a)(3)).

The event triggering STB jurisdiction over the Transaction is the acquisition of the Holdings by Applicant, the effect of which will be to place Local Motion under the control of Applicant. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Transaction will entail the "acquisition of control of a carrier [*i.e.*, Local Motion] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Applicant]."

III. Other Federally Regulated Carrier Affiliates (49 C.F.R. § 1182.2(a)(4)).

Other than the Affiliate Regulated Carriers and Local Motion as described above, there are no other carriers with regulated interstate operations involved in this Application. The Transaction will result in Local Motion being acquired, owned and controlled by Applicant. The intercorporate structure of Applicant is as follows:

Applicant is wholly owned by VP Intermediate Company, a Delaware corporation and non-carrier holding company ("VP Intermediate"). VP Intermediate is wholly owned by Beacon Mobility Corp., a Delaware corporation and non-carrier holding company ("Beacon"). Beacon is wholly owned by Van Pool Intermediate, Inc., a Delaware corporation and non-carrier holding company ("Intermediate Inc."). Intermediate Inc. is wholly owned by Van Pool Group Holdings, L.P., a Delaware limited partnership and non-carrier holding company ("Group Holdings"). Group Holdings is majority-owned and controlled by AG Van Pool Holdings, LP, a Delaware limited partnership and non-carrier holding company ("AG Holdings"). AG Holdings is owned by investment funds affiliated with Audax Management Company, LLC, a Delaware limited liability company (the "Audax Funds"). A chart depicting

the intercorporate structure of Applicant is set forth on Exhibit B attached hereto. Neither the Audax Funds, AG Holdings, Group Holdings, Intermediate Inc., Beacon, nor VP Intermediate has interstate passenger motor carrier authority, a USDOT Number, nor a USDOT Safety Rating. Additionally, neither the Audax Funds, AG Holdings, Group Holdings, Intermediate Inc., Beacon, nor VP Intermediate controls any regulated interstate passenger carriers other than as set forth in this Application.

IV. Jurisdictional Statement – Revenues (49 C.F.R. § 1182.2(a)(5)).

The STB has jurisdiction over this matter under 49 U.S.C. § 14303(g), because the annual aggregate gross operating revenues of Applicant and Local Motion exceeded \$2 million during the 12-month period immediately preceding the filing of this Application.

V. Environmental Impact (49 C.F.R. § 1182.2(a)(6)).

Approval of this Application and consummation of the Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Transaction is merely a change in control of a carrier that already provides non-regulated school bus transportation services and occasional charter services. No environmental impact is expected.⁶

VI. Public Interest Considerations (49 C.F.R. § 1182.2(a)(7)).

The Board “shall approve and authorize a transaction” when it finds that the transaction is “consistent with the public interest.” 49 U.S.C. § 14303(b). The statutory factors the Board must consider are the “adequacy of transportation to the public,” “total fixed charges that result...” and the “interest of carrier employees affected...” *Id.*

⁶ The Board has found similar transactions to be categorically excluded from environmental review under 49 C.F.R. § 1105.6(c). *See, e.g., All Aboard America! Holdings, Inc. – Acquisition of Control – Lux Bus America Co.*, STB Finance Docket No. MCF 21082, at 5 (STB served Sept. 21, 2018). Section 1105.6(c) categorically excludes Section 14303 transactions that do not implicate operational changes that exceed certain specified thresholds.

A. Adequacy of Transportation Services. The Transaction will not have a material, detrimental impact on the adequacy of transportation services available for the public. Applicant intends that the services of Local Motion currently available to the public will continue to be provided by Local Motion under the same name used to provide such services prior to the Transaction. Local Motion will continue to operate, but going forward, will continue to be operated within the holdings of Applicant, an organization thoroughly experienced in passenger transportation operations.

The addition of Local Motion to the holdings of Applicant is consistent with the practices within the passenger motor carrier industry of strong, well-managed transportation organizations adapting their corporate structure to operate several different passenger carriers within similar services markets, but in different geographic areas. The Transaction will bring Local Motion under the control of Applicant, which is experienced in the same market segments served by Local Motion, being student school bus transportation, private charter transportation, employer and college shuttle services, and summer camp transportation. Such market segments have their own service characteristics, and the Transaction, combined with the passenger carrier management capacity of Applicant, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within the Applicant Subsidiaries, all of which will help to ensure the provision of adequate service to the public.

The addition of Local Motion to Applicant's organization will serve to enhance the viability of Applicant's organization and the Applicant Subsidiaries. The continued viability of Applicant and the Applicant Subsidiaries assures the continued availability of adequate passenger transportation service for the public in the areas served by the Applicant Subsidiaries.

B. Fixed Charges. The Transaction will increase fixed charges, in the form of interest expense, because funds will be borrowed to assist in the financing of the Transaction. However, such an increase will not impact the provision of transportation services to the public. The Board has approved transactions that use debt financing in the past, despite some increase to interest expense. See, *e.g.*, *Variant Equity I, LP, and Project Kenwood Acquisition, LLC – Acquisition of Control – Coach USA Administration, Inc., and Coach USA, Inc.*, STB Docket No. 21084, at 4 (served February 15, 2019), and *Sureride Charter Inc. – Acquisition of Control – McClintock Enterprises, Inc., D/B/A Goldfield State & Co.*, STB Docket No. 21077, at 3 (served November 2, 2017).

C. Employee Interests. Applicant intends to continue the existing operations of Local Motion and as such, the Transaction will not substantially impact employees or labor conditions. Applicant does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits at Local Motion, although staffing redundancies could potentially result in limited downsizing of back-office and/or managerial level personnel.

D. Competition and the Public Interest. The law requires the Board to assess competition in the market and the impact on the public interest as affected by approving an arrangement in which multiple passenger carriers are under control of a single entity. In making such analysis, the Board (as did its predecessor, the Interstate Commerce Commission) has consistently found that proposed “common control” arrangements (however accomplished) are inherently not anti-competitive. In large measure, that conclusion rests on the finding that as a result of the ease of entry into the market, the passenger motor carrier industry is characterized by healthy intra-modal competition as well as healthy competition between bus service, on the one hand, and, on the other, other modes of transportation, all of

which constitute the “relevant market.” *GLI Acquisition Co – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988).

On the rare occasions in recent years in which the Board has been called upon to assess the “public interest” and “competition” issues inherent in the practice of the acquisition of ownership of numerous bus carriers by non-carrier entities, it has consistently approved applications of this sort, finding that acquisitions that contemplate the single control of numerous passenger carriers can result in better overall service for the public without any lessening of the benefits of healthy competition. The Board’s decisions include *National Express LLC – Acquisition of Control – Premier Transportation, LLC*; STB Docket No. MCF 21091 (served March 12, 2020); *Winthrop Sargent, John Cogliano, and Paul Fuerst – Acquisition of Control – Plymouth and Brockton Street Railway Company, Brush Hill Transportation Company, and McGinn Bus Company, Inc.*, STB Docket No. MCF 21089, (served January 3, 2020); *Transportation Demand Management Holdings, LLC – Acquisition of Control – Badger Bus Transportation Group, Inc.*, STB Docket No. MCF 21088 (served November 8, 2019); and *AAAHI Regional Acquisition LLC – Acquisition of Control – First Class Tours, Inc. and Sierra Stage Coaches, Inc.*, STB Docket No. MCF 21087 (served November 1, 2019).

As previously mentioned, the primary services provided by Local Motion are furnishing non-regulated student transportation from home to school to home, motor coach and mini-bus charter services, employer and college shuttle services, and summer camp transportation services all within the Local Motion Service Areas. As also previously mentioned, only charter services generate revenue derived from interstate trips, and that revenue is but a small percentage of Total Revenue.

The school bus transportation market is very competitive in eastern Massachusetts, and there are a large number of school bus services providers in that market area. Competitors of Local Motion for school bus services include local, regional and national providers, such as Eastern Bus Co., Vocell Bus Company, Lucini Bus Lines, Holmes Bus Company, and First Student.

There are also a number of passenger transportation arrangers or brokers for charter services that operate and serve Greater Boston, including charter carriers Academy Bus Charter, Cavalier Coach, Bloom Bus, and Paul Revere Bus. All charter service providers, including Local Motion, also compete with other modes of passenger transportation, including rail, low-cost airlines, and passenger transportation network companies.

Local Motion also competes with a number of providers of employer and college shuttle services in Greater Boston, including VPNE Parking Solutions, A&A Metro Transportation and TransAction Corporate Shuttle.

In regard to transportation services for summer camps, the competitors in that segment in Greater Boston include many of the school bus services providers, and well as the charter service providers.

The Local Motion Service Areas are generally geographically dispersed from the service areas of the Affiliate Regulated Carriers in regard to their respective service offerings, and there is virtually no overlap in the service areas and/or customer bases among the Affiliate Regulated Carriers and Local Motion in that regard. In light of the foregoing, it is clear that the impact of the Transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

Board approval of this Application will allow the acquisition of control of Local Motion to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).⁷

VII. Safety Fitness Certification (49 C.F.R. § 1182.2(a)(8)).

Applicant certifies that the Safety Rating for each of the Affiliate Regulated Carriers is as set forth on the Summary Table. Sellers certify that the Safety Rating of Local Motion is as set forth in this Application.

VIII. Insurance Certification (49 C.F.R. § 1182.2(a)(9)).

Sellers certify that Local Motion currently has the requisite insurance coverage under 49 U.S.C. § 13906. Applicant certifies that Local Motion immediately following the closing of the Transaction will have the requisite insurance coverage under 49 U.S.C. § 13906.

Mexico Certification (49 C.F.R. § 1182.2(a)(10)).

A. Applicant. Applicant certifies that neither it nor any person controlling it is domiciled in Mexico, nor owned or controlled by persons of that country.

B. Local Motion. Sellers certify that Local Motion is neither domiciled in Mexico, nor owned or controlled by persons of that country.

IX. No Individuals Holding Operating Authority (49 C.F.R. § 1182.2(a)(11)).

The Transaction does not involve the transfer of operating authority to an individual

⁷ 49 U.S.C. § 14303(f) provides that “A carrier or corporation participating in or resulting from a transaction approved by the [Surface Transportation] Board under this section, or exempted by the Board from the application of this section pursuant to section 13541, may carry out the transaction, own and operate property, and exercise control or franchises acquired through the transaction without the approval of a State authority. A carrier, corporation, or person participating in the approved or exempted transaction is exempt from the antitrust laws and from all other law, including State and municipal law, as necessary to let that person carry out the transaction, hold, maintain, and operate property, and exercise control or franchises acquired through the transaction.”

who will hold the authority in his or her name.

X. Exempt Transaction under Federal Premerger Notification Laws.

Pursuant to 15 U.S.C. § 18a(c)(6), this Application and copies of all other information and documentary material filed with the Board in connection with the Transaction are being served upon the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Transaction's status under the regulated-industry provisions of that statute.

XI. Conclusion.

Applicant submits that the Transaction is consistent with the public interest. 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 and authorize the Transaction and the acquisition of control of Local Motion as described herein.

XII. Verification.

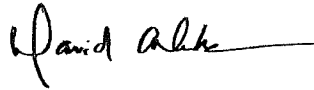
The verifications of Applicant and Holdings are as follow:

[Remainder of Page Intentionally Blank – Verification and Signature Pages Follow]

A. Verification of Applicant. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Applicant in connection with this Application is true and correct. Further, the undersigned is qualified and authorized to submit this verification and file this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentations 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Applicant”

Van Pool Transportation LLC



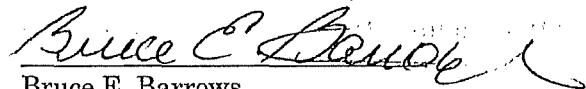
Dated: January 12, 2023

By: _____
David A. Duke
Chief Commercial Officer

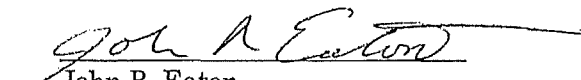
B. Verification of Sellers. Each of the undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Local Motion and Sellers, as applicable, in connection with this Application is true and correct. Further, each of the undersigned is qualified and authorized to submit this verification and authorize the filing of this Application. Each of the undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentations 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

"Sellers"

Dated: January 13, 2023


Bruce E. Barrows


William J. Carragher

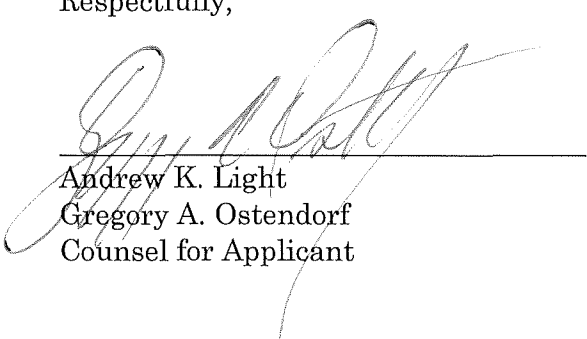

John R. Eaton

XIII. Applicant Legal Counsel.

“Applicant”

Andrew K. Light
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(317) 637-1777

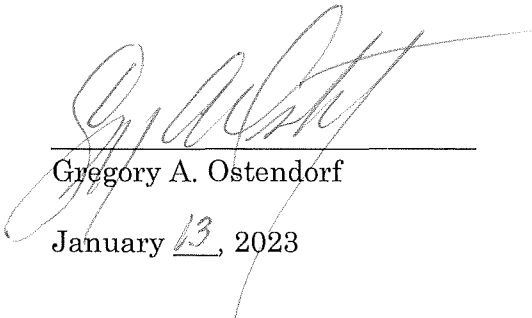
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for Applicant

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 U.S. first-class mail on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Mail Stop W65-331, Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected. I further certify that as required by 15 U.S.C. § 18a(c)(6), I have also served a copy of the foregoing Application, and copies of all other information and documentary material filed with the Surface Transportation Board in connection with the Transaction, via email on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf

January 13, 2023

<u>Exhibit A</u> <u>Summary Table</u>				
<u>Entity Names</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers¹</u>
NRT Bus Inc. 55 Hampshire Road Methuen, MA 01844	1166825	MC-595581	Satisfactory	School Bus – 884 Mini-Bus – 323 Van (1-8) – 601 Van (9-15) – 91 Drivers – 1,800
Trombly Motor Coach Service Inc. 16 Commercial Drive Dracut, MA 01826	106905	MC-116313	Satisfactory	School Bus – 120 Mini-Bus – 230 Van (1-8) – 122 Drivers – 245
Salter Transportation, Inc. 196 Scotland Road Newbury, MA 01951	2446427	MC-190881	None	School Bus – 129 Mini-Bus – 2 Van (1-8) – 7 Drivers – 125
Easton Coach Company, LLC 1200 Conroy Place Easton, PA 18040	1020738	MC-430400	Satisfactory	Motor Coach – 21 Mini-Bus – 5 Van (9-15) – 360 Van (1-8) – 260 Straight Truck – 1 Drivers – 690

¹ The numbers of vehicles and drivers reflected in the Company Snapshot of the Federal Motor Carrier Safety Administration's Safety and Fitness Electronic Records (SAFER) System is dependent on information submitted by the applicable motor carriers on form MCS-150 (Motor Carrier Identification Report), which is required to be categorically updated biennially and only required to reflect vehicles subject to Uniform Carrier Registration. However, carriers can include intrastate vehicles and drivers that are not required to be included. Accordingly, the number of vehicles and drivers reflected in the Company Snapshot may not be the same as the number of vehicles and drivers in use by a carrier at a given point in time.

F. M. Kuzmeskus, Inc. 52 Main Road Gill, MA 01354	519274	MC-205423	Satisfactory	Motor Coach – 13 School Bus – 130 Van (9-15) – 1 Van (1-8) – 13 Limousine (1-8) – 1 Drivers – 150
Alltown Bus Service Inc. 7300 N. St. Louis Ave. Skokie, IL 60076	76635	MC-193112	Satisfactory	School Bus – 455 Drivers - 335
DS Bus Lines, Inc. 23889 W. 40th Street Shawnee, KS 66226	2871169	MC-962756	None	School Bus – 799 Van (9-15) – 26 Van (1-8) – 200 Drivers – 843

Exhibit B

Attached

