

ENTERED
Office of Proceedings
December 6, 2023
Part of
Public Record

STB DOCKET NO. MC-F- 21113

TBL GROUP, INC.
-- CONTROL--
JKS LIMOUSINES, LLC DBA WINDY CITY LIMOUSINE COMPANY, LLC

VERIFIED APPLICATION FOR ACQUISITION OF CONTROL OF
PASSENGERS OF MOTOR
CARRIERS UNDER 49 USC 14303

Pursuant to 49 U.S.C. § 14303(a)(1) and the Board's rules under 49 C.F.R. Part 1182, Applicant TBL Group, Inc. hereby request the Board's approval of the Applicant' plan for TBL Group, Inc. ("TBL Group"), a holding company which owns USDOT-regulated passenger-carrier companies, to acquire JKS Limousines, LLC DBA Windy City Limousine Company, LLC "JKS" and Windy City Limousine Company, LLC "Windy City", together "JKS and Windy City".

As explained more fully herein, TBL Group owns federally registered, passenger-carrier motor companies and "JKS" is a federally registered, passenger-carrier motor company of which are in the process of consolidating parts of their operations through a new USDOT- regulated company by submitting its Federal Motor Carrier Safety Administration documentation under the name of Echo Windy City, LLC.

TBL Group is a Texas corporation and "JKS and Windy City" are Illinois corporations of which the management of TBL Group have agreed in writing with the terms and conditions for acquiring substantially all the business operations & assets, including intangible assets, of "JKS and Windy City".

In support of this Application, the Applicant state as follows:

A. Identification of the Parties: 49 C.F.R. § 1182.2(a)(1)

FEE RECEIVED
December 6, 2023
SURFACE
TRANSPORTATION BOARD

FILED
December 6, 2023
SURFACE
TRANSPORTATION BOARD

1. Applicant TBL Group, Inc. ("TBL Group") is a domestic for-profit

incorporated entity headquartered in the state of Texas of which owns GBJ, Inc. (USDOT 835782, MC-369531) and Echo Tours & Charters LP (USDOT 2172280, MC-755212). TBL Group is a Texas corporation with its principal place of business at 15734 Aldine Westfield Road, Houston, Texas 77032.

2. TBL Group is an S Corp organized in the state of Texas and intends to hold 80% ownership and control of one new carrier, Echo Windy City, LLC whereas George Jacobs and Kathleen Kahne intend to hold 20% of Echo Windy City, LLC.

3. TBL Group, Inc.'s primary business purpose is as an interstate charter and shuttle carrier.

4. TBL Group has been in operation since 2015, whose wholly-owned subsidiaries primarily provide charter, tour and local intercity and intracity transportation in the Houston-Dallas-San Antonio corridor as well as the Jacksonville-North Florida market. It currently operates 189 commercial motor vehicles as listed on its MCS-150 filings. The officers and directors of TBL Group are John Ferrari who serves as President and Chief Executive Officer and Hassan El-Lahham who serves as Chairman of the Board. The verified statement of John Ferrari, President of TBL Group, is included in Exhibit 1 hereto.

5. JKS Limousines, LLC DBA Windy City Limousine Company, LLC ("JKS") (USDOT No. 1474787, MC-556753) is an Illinois corporation with its principal place of business at 2801 South 25th Avenue, Broadview, Illinois 60155. "JKS and Windy City" are domestic limited liability companies and intend to sell substantially all the business operations and assets of both "JKS" and "Windy City" to the applicant, TBL Group under the name of Echo Windy City, LLC.

6. "JKS" has been in operation as a USDOT-regulated passenger-carrier transportation company since CY2006. "JKS and Windy City" have been providing charter

service in Illinois and other parts of the United States for 17 years of which JKS has declared it operates 82 power units on its most recent MCS-150 filing on September 28th, 2023. “JKS and Windy City” currently have no parent, subsidiary or affiliate companies. The verified statements of Kathleen Kahne, a Schedule K shareholder of “JKS” are included in Exhibit 2 hereto.

Description of Operating Authorities: 49 C.F.R. § 1182.2(a)(2)

1. Applicant TBL Group, Inc.’s subsidiary companies have interstate, for-hire passenger carrier authority under MC-755212 and MC-369531 and has intrastate operating authority issued by the state of Texas. Copies of Echo Tours & Charters LP and GBJ, Inc.’s federal and state operating authority certificates are included in Exhibit 3 hereto.
2. JKS Limousines, LLC DBA Windy City Limousine Company, LLC has interstate, for-hire passenger carrier authority under MC-556753. “JKS” also has intrastate operating authority issued by Illinois. Copies of “JKS” federal and state operating authority certificates are included in Exhibit 4 hereto.

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

The transaction between TBL Group and “JKS and Windy City” is for the acquisition of substantially all of the business operations and assets of “JKS and Windy City” by Echo Windy City, LLC.

The applicant, TBL Group, will own 80 percent and control of Echo Windy City, LLC, including substantially all of “JKS and Windy City” tangible and intangible assets, equipment whereas George Jacobs and Kathleen Kahne will combined own 20 percent of Echo Windy City, LLC.

Echo Windy City, LLC will operate as a subsidiary of TBL Group, Inc. and

will gain new USDOT-regulated operating authority through the Federal Motor Carrier Safety Administration and with the state of Illinois.

The parties do not contemplate any significant change in “JKS and Windy City” operations as a result of the transaction.

Following the transaction, Echo Windy City, LLC will operate as a separate entity under the umbrella of TBL Group, Inc. The combination of “JKS and Windy City” being acquired by TBL Group is designed, however, to allow the carriers to streamline their operations by sharing certain management functions.

The acquisition will begin with no fewer than 82 power units as listed on “JKS’s” MCS-150 filing and over \$1 million in tangible assets. It is the plan of Echo Windy City, LLC to focus their efforts on the maximum utilization of equipment and resources to serve their respective customer bases, including favorable vehicle sharing arrangements that will allow the company to bid on more and bigger charter transportation contracts.

With maximum utilization of equipment, Echo Windy City, LLC will be able to provide their current level of transportation with fewer vehicles, allowing them to retire older, less energy efficient vehicles. In addition, with more combined vehicles at their disposal, the Applicant will be able to bid on the charter service contracts for larger events requiring additional vehicle capacity.

Overall, the transaction will allow the Applicant to take advantage of economies of scale, better financial terms, and increased buying power. This will allow them to expand their combined operations, and eventually result in additions to driver and non-driver personnel.

The Applicant plans to close on its asset purchase agreement by the end of

January 2024. The transaction is in the public interest, and for the reasons stated herein should be approved.

B. Affiliated Carriers: 49 C.F.R. § 1182.2(a)(4)

TBL Group and “JKS and Windy City” are not affiliated in any way with any other motor carriers.

C. Jurisdictional Statement: 49 C.F.R. § 14303(g)

The Applicant has earned aggregate gross operating revenues far in excess of \$2 million during the twelve months preceding this Application, meeting the jurisdictional requirement set forth in 49 U.S.C. § 14303(g)

D. Effect on Environment and the Conservation of Energy Resources: 49 C.F.R. § 1182.2(a)(6)

The transaction will have an overall positive effect on the environment and the conservation of energy resources. The carriers do not anticipate substantially changing their individual operations. By combining independent carriers under one corporate umbrella, the companies will be able to streamline their operations to take maximum advantage of vehicles and manpower. This streamlining will enable the carriers to provide service across a broad geographic area with more efficiency than can be achieved with two carriers acting independently.

Under the TBL Group umbrella, carriers can more easily coordinate the operations and the supply of vehicles, through lease or sales arrangements on preferable terms, to meet each carrier's needs. This will enable carriers to provide as much or more transportation service with fewer vehicles.

The transaction also will enable the carriers to retire older vehicles and reduce the overall number of vehicles across the carriers.

In sum, the efficiencies gained through combining the companies under one

corporate structure will result in the same or more transportation options with less operational cost in order to maintain affordable transportation options and potentially more environmentally transportation services thus having a net positive effect on the conservation of resources.

E. Consistency with the Public Interest: 49 C.F.R. § 1182.2(a)(7)

The Board is required to consider whether the proposed transaction is consistent with the public interest, including whether (1) the effect of the transaction on the adequacy of transportation to the public, (2) the transaction's total fixed charges, and (3) the interest of carrier employees that may be affected by the transaction. 49 U.S.C. § 14303(b); 49 C.F.R. § 1182.2(a)(7).

In addition, the Board has traditionally considered the effect of the transaction on competition. See, e.g., STB Docket No. MC-F-21052, Southfield Coinvest Holdings, LLC, Southfield Hall con Investment Corp and Hall con Crew Transportation, Inc. et al. – Acquisition of Control - Renzenberger, Inc., (served March 28, 2013), slip op. at 3; STB Docket No. MC-F- 21 055, Celerity Partners IV, LLC, Celerity AHI Holdings SPV, LLC, and All Aboard America! Holdings, Inc.-Acquisition of Control - Sureride Charter, Inc. d/b/a Sundiego Charter Company, (served Oct. 29, 2013), slip op. at 3. The transaction proposed by the parties herein plainly meets this standard.

1. Adequacy of Transportation to the Public

As noted above, the proposed transaction will not result in significant changes to the operations of the Applicant carriers.

The purpose of the transaction is to combine the operations of two distinct corporations operating as interstate motor carriers under the corporate umbrella of TBL

Group, Inc. (Please See Exhibit #5)

The transaction will enable Echo Windy City, LLC to engage in vehicle sharing arrangements, to better utilize sales and field operations personnel, and to bring certain management functions together for more efficient management of the overall enterprise.

The transaction will also allow the companies to take advantage of better financial terms, which will allow them to replace aging vehicles and purchase newer, more energy efficient vehicles on more favorable terms.

As such, the transaction will allow the carriers to maximize the use of personnel and equipment and to use the debt restructuring to increase investment into their companies.

The carriers will be able to serve their existing geographic areas and customer bases more efficiently and effectively, and do not anticipate any reduction in current service levels. In fact, the transaction will enable to carriers to leverage the combination of companies to grow the businesses of each individual carrier, and will result in the same or a greater level of transportation to the public.

The Board has consistently found that transactions of this type meet the standard for adequacy of transportation to the public. See, e.g., STB Docket No. MC-F-20924, Global STB Passenger Services, L.L.C. – Control - Bortner Bus Company, et al., (served July 17, 1998), slip op. at 5; STB Docket No. MC-F-21015, Railcrew Xpress, LLC and Railcrew Xpress Corp. Acquisition of Control - Raudin McCormick, Inc., et al., (served Feb. 27, 2006), slip op at 2; STB Docket No. MC-F-21014, KBUS Holdings, LLC and CUSA, LLC - Acquisition of Control America Charters, Ltd., et al., (served Feb. 22, 2006), slip op. at 2; STB Docket No. MC-F-21009, CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters - Acquisition of Assets and Business Operations -

Laidlaw Transit Services, Inc. d/b/a Roesch Lines, (served Jan. 13, 2005), slip op. at 2-3.

2. Fixed Charges

As stated above, the restructuring of day-to-day operations will allow the Applicant to lower operational costs and continue to provide affordable passenger-carrier transportation services.

3. Effect of the Transaction on Employees

The transaction will not have an overall negative impact on employees. The transaction will enable the parties to consolidate some headquarters and administrative personnel.

Labor force additions in higher paying sales and field operations personnel in multiple cities will offset any personnel contraction across Texas and Illinois.

Further, while the current goal of the transaction is to maximize utilization with fewer vehicles, over time the companies will be able to grow by taking advantage of economies of scale, better financial terms, and increased buying power, resulting in additions to driver and non-driver personnel.

4. Impact on Competition

The transaction will not have a material adverse effect on competition. The companies do not plan on significantly altering their current operations, but merely wish to take advantage of efficiencies gained through working under one corporate structure.

Even with the strengthened position of Echo Windy City, LLC competition in the areas served by the carriers will be maintained after the transaction. The areas served by the carriers are subject to robust competition.

The Chicago, Illinois market area alone has over 20 interstate transportation providers offering charter and tour service. The parties estimate that interstate and

intrastate carriers in the Chicago, Illinois market of well over \$250 million in annual revenues and operate approximately 1,400 vehicles (including sedans, mini buses, and motor coaches). After the transaction, the revenues and vehicles of Echo Windy City, LLC will be less than 10% of that in the local market.

Further, the areas served by the carriers are largely separate and distinct, with a small amount of overlap in the larger markets. The companies also will maintain their separate identities and be responsible for their own operations within the larger corporate family. Thus, the transaction will not result in any consolidation of market power in any relevant market.

The benefits associated with the transaction will only support increased competition. By taking advantage of the efficiencies associated with merging two companies under one corporate structure, the carriers will be stronger operationally and financially.

This increased strength will enable the carriers to continue to compete with other carriers, as well as non-motor carriers that compete for the same travel and tourism business as charter bus companies. See, *GLI Acquisition Co. Purchase-Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988) (the relevant market for passenger transportation services includes multiple modes competing for the same passengers).

The competition for charter and tour business, the heart of the parties' operations, unquestionably is open to strong competition. The charter and tour business are constantly open to all competitors in the market, including the larger, multistate operators, as the business is contestable on a trip-by-trip basis.

Further, commercial charter and tour operators must offer quality services at competitive prices to provide services that the travelling public could easily choose to do

without by travelling to their destinations in their own vehicles.

In addition to the points made above regarding the particular markets served by the Applicant, the Board has found consistently that the lack of barriers to entry into the interstate bus transportation industry virtually eliminated the opportunities for abuse of market power. See STB Finance Docket No. 33431, Coach USA, Inc. and K-T Contract Services, Inc. - Control and Merger Exemption - Gray Line Tours of Southern Nevada, slip op. at 2 (served Aug. 29, 2001) ("... the bus industry is characterized by pervasive competition and low entry barriers."); STB Finance Docket No. 33007, Laidlaw Transit, Inc. et al.- Control and Merger Exemption National School Service, Inc. et al., (served Oct. 25, 1996) ("[W]ith the low entry barriers and pervasive intermodal and intramodal competition that otherwise characterized the charter and special operations segment of the bus industry, most opportunities for the abuse of market power are effectively foreclosed."); GLI Acquisition at 601 ("[T]he presence of intramodal competitors is not necessary to maintain competitive discipline for bus firms. Where the barriers to entry are virtually nonexistent, potential entry, together with intermodal competition, exerts pressure on existing firms to price reasonably.").

In sum, the transaction here will not have a materially adverse effect on competition.

TBL Group and "JKS and Windy City" currently do not have an overwhelming collective market share in the relevant markets. Thus, their market shares will not change significantly. If anything, the transaction will result in an increase in capacity in the relevant markets, which will enable the Applicant's competitors to strengthen their own positions.

Charter and tour and contract shuttle services are particularly open to competition, both to intermodal and intramodal carriers, as well as to pressures on the market from passengers traveling in their own vehicles. That competitive landscape is unlikely to change regardless of this transaction. Finally, the Board has recognized the virtual impossibility of an abuse of market power in the bus industry. For these reasons, the Applicant submits that this transaction will not cause any diminution of competition in the relevant markets.

F. Safety Fitness Ratings: 49 C.F.R. § 1182.2(a)(8)

The Applicant are pleased to certify that each carrier involved in the transaction has a satisfactory safety fitness rating issued by the United States Department of Transportation.

G. Insurance Coverages: 49 C.F.R. § 1182.2(a)(9)

The Applicant hereby certify that they each have the requisite insurance coverage under 49 U.S.C. § 13906 for the transportation services they intend to provide.

H. Statement on Mexico Domiciliary: 49 C.F.R. § 1182.2(a)(10)

Pursuant to 49 C.F.R. § 1181.2(a)(10), the Applicant states that no party acquiring any operating rights through the proposed transaction is either domiciled in Mexico or owned or controlled by persons of Mexico.

I. Statement on Individuals Holding Operating Authority: 49 C.F.R. § 1182.2(a)(11)

Pursuant to 49 C.F.R. § 1182.2(a)(11), the Applicant state that the transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

J. Certification Regarding Filing: 49 C.F.R. § 1182.3(b)

The Applicant hereby certify that they have delivered copies of the Application by first class mail to the appropriate regulatory body in each state in which intrastate operations are affected by the transaction.

CONCLUSION

For the reasons stated herein, the Applicant respectfully requests that the Board grant this Application.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Barry Lewis", with a stylized flourish at the end.

Barry Lewis, President and Chief Executive Officer
United States Transit Funding, Inc.
PO Box 2563
Ormond Beach, Florida 32175
Consultant for TBL Group, Inc.
December 6th, 2023

EXHIBIT 1 –
VERIFICATION OF JOHN FERRARI, TBL GROUP, INC.

VERIFICATION – John V. Ferrari

I, John V. Ferrari, President of TBL Group, Inc. verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to TBL Group, Inc. is true and correct.

Further, I certify that I am qualified and authorized to file this application or pleading.

I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. Section 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. Section 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.



Signature of John V. Ferrari

Dated: December 6th, 2023

EXHIBIT 2 –
VERIFICATION OF KATHY KAHNE

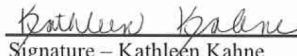
Further, I certify that I am qualified and authorized to file this application or pleading.

I, Kathleen Kahne, a Schedule K shareholder of JKS Limousines, LLC DBA Windy City Limousine Company, LLC verify under the penalty of perjury and under the laws of the United States of America, that all information supplied in connection with this application relative to JKS Limousines, LLC DBA Windy City Limousine Company, LLC is true and correct.

Further, I certify that I am qualified and authorized to file this application or pleading.

I verify that any willful misstatement or omission of any material fact constitutes federal criminal violations punishable under 18 USC Section 1001 by imprisonment up to five years and fines up to \$10,000 for each offense.

Additionally, any misstatement is punishable as perjury under 18 USC Section 1621 which provides for fines up to \$2,000 or imprisonment up to five years for each offense.



Signature – Kathleen Kahne

12 / 06 / 23
Date of Verification Signature

EXHIBIT 3

TBL GROUP, INC. - OPERATING AUTHORITY CERTIFICATION
FOR GBJ, INC. AND ECHO TOURS & CHARTERS LP

SERVICE DATE
December 27, 1999

DEPARTMENT OF TRANSPORTATION
OFFICE OF MOTOR CARRIER SAFETY

CERTIFICATE

MC 369531 C

GBJ, INC.
D/B/A AFC TRANSIT
HOUSTON, TX, US

This Certificate is evidence of the carrier's authority to engage in transportation as a common carrier of passengers, in charter and special operations, by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387); the designation of agents upon whom process may be served (49 CFR 366); and tariffs or schedules (49 CFR 1312). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

Thomas T. Vining
Chief, Licensing and Insurance Division

NOTE: Applicant is a nonrecipient of governmental financial assistance.

NOTE: Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

1200 New Jersey Ave., S.E.
Washington, DC 20590

SERVICE DATE
August 31, 2015

DECISION

MC-755212

ECHO TOURS & CHARTERS LP
D/B/A GOTTA GO TRAILWAYS
DALLAS, TX

REENTITLED

ECHO TOURS & CHARTERS LP
D/B/A ECHO TRANSPORTATION

On August 25, 2015, applicant filed a request to have the Federal Motor Carrier Safety Administration's records changed to reflect a name change.

It is ordered:

The Federal Motor Carrier Safety Administration's records are amended to reflect the carrier's name as **ECHO TOURS & CHARTERS LP, D/B/A ECHO TRANSPORTATION.**

Within 30 days after this decision is served, the applicant must establish that it is in full compliance with the statute and the insurance regulations by having amended filings on prescribed FMCSA forms (BMC91 or 91X or 82 for bodily injury and property damage liability, BMC 34 or 83 for cargo liability, or a BMC 84 or 85 for broker security and BOC-3 for designation of agents upon whom process may be served) submitted on its behalf. Copies of Form MCS-90 or other "certificates of insurance" are not acceptable evidence of insurance compliance. Insurance and BOC-3 filings should be sent to Federal Motor Carrier Safety Administration, 1200 New Jersey Ave., S.E., Washington, DC 20590.

The applicant is notified that failure to comply with the terms of this decision shall result in revocation of its operating rights registration, effective 30 days from the service date of this decision.

To verify that the applicant is in full compliance, call (202)358-7000 or visit our web site at: <http://li-public.fmcsa.dot.gov>. Any other questions regarding the action taken should be directed to (202)366-9805.

Decided: August 26, 2015

By the Federal Motor Carrier Safety Administration

Jeffrey L. Secrist, Chief
Information Technology Operations Division
NCA

EXHIBIT 4

JKS Limousines, LLC –
OPERATING AUTHORITY CERTIFICATION



U.S. Department of Transportation
Federal Motor Carrier Safety Administration

400 7th Street SW
Washington, DC 20590

SERVICE DATE
April 05, 2006

CERTIFICATE
MC-556753-C
JKS LIMOUSINES LLC
CHICAGO, IL

This Certificate is evidence of the carrier's authority to engage in transportation as a **common carrier of passengers, in charter and special operations**, by motor vehicle in interstate or foreign commerce.

This authority will be effective as long as the carrier maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 387); the designation of agents upon whom process may be served (49 CFR 366); and schedules (49 CFR 374.305). The carrier shall also render reasonably continuous and adequate service to the public. Failure to maintain compliance will constitute sufficient grounds for revocation of this authority.

A handwritten signature in black ink, appearing to read "Angeli Sebastian".

Angeli Sebastian, Chief
Information Systems Division

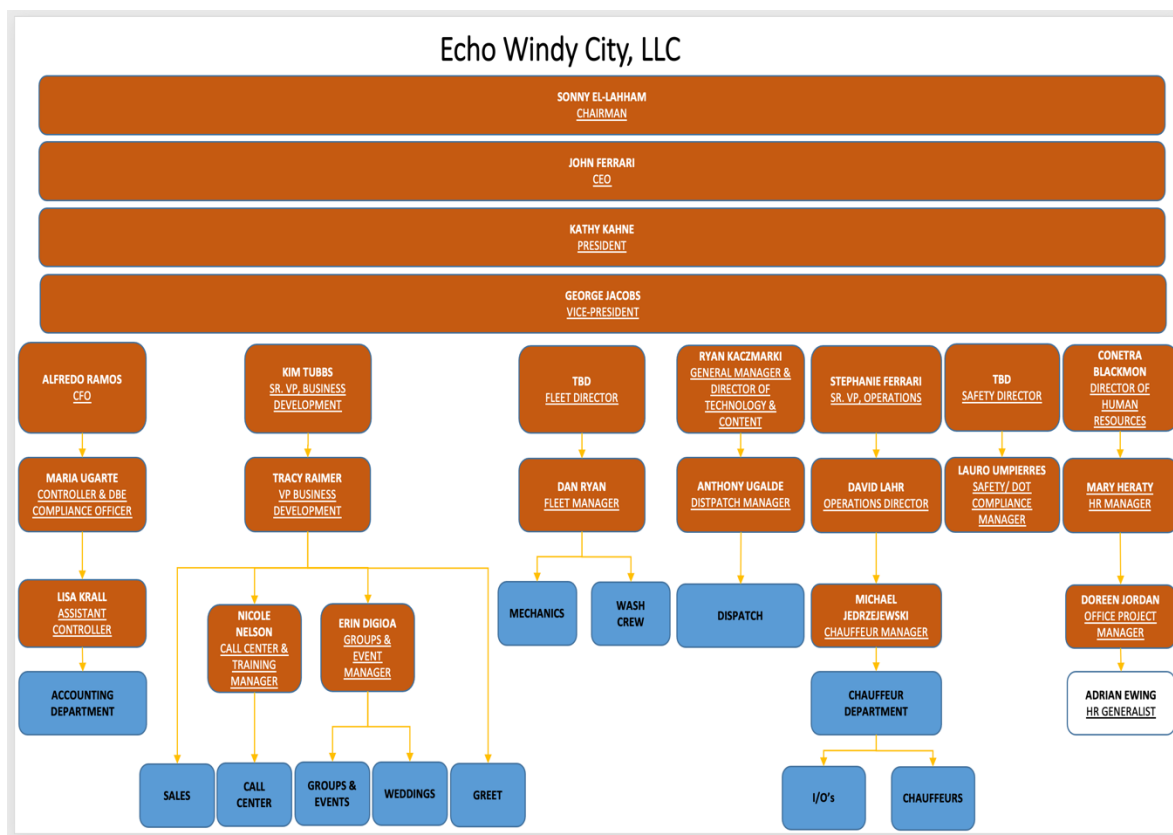
NOTE: Applicant is a nonrecipient of governmental financial assistance.

NOTE: Willful and persistent noncompliance with applicable safety fitness regulations as evidenced by a DOT safety fitness rating of "Unsatisfactory" or by other indicators, could result in a proceeding requiring the holder of this certificate or permit to show cause why this authority should not be suspended or revoked.

CPN

EXHIBIT 5

Echo Windy City, LLC – Prospective Organizational Chart



CERTIFICATE OF SERVICE

I hereby certify that on this _____ day of December 2023, I served a copy of the foregoing Verified Application for Acquisition of Control of Motor Carriers of Passengers Under 49 U.S.C. 14303 and Request for Interim Approval as follows:

By First Class Mail to:

Federal Motor Carrier Safety Administration Chief
Commercial Enforcement Division Office of Enforcement and Compliance
West Building, 1200 New Jersey Avenue, S.E. 6th Floor
Washington, D.C. 20590

By First Class Mail to:

Texas Department of Motor Vehicles Motor Carrier Division
P.O. Box 12984
Austin, Texas 78711-2984

By First Class Mail to:

Illinois Department of Transportation
Bureau of Safety Programs and Engineering
2300 South Dirksen Parkway
Springfield, Illinois 62764

By First Class Mail to:

Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701