

ENTERED
Office of Proceedings
August 15, 2024
Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF

VAN POOL TRANSPORTATION LLC

-- ACQUISITION OF CONTROL --

TRANSACTION CORPORATE SHUTTLE, INC.

DOCKET NO. MCF 21119**

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

Van Pool Transportation LLC (“Applicant”) respectfully submits this Application under 49 U.S.C. § 14303 and Surface Transportation Board (“STB” or the “Board”) regulations at 49 C.F.R. Part 1182 (this “Application”) for approval of the transaction more fully described herein (the “Contemplated Transaction”). The Contemplated Transaction entails the direct acquisition of control by Applicant of the regulated interstate passenger motor carrier, TransAction Corporate Shuttles, Inc. (“TCS”), from its sole shareholder, the Cynthia Cain Frené Revocable Trust (“Seller”).

I. Parties of the Contemplated 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. The authorized

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).

signature on behalf of Applicant is set forth in the Verification of Applicant in section XIII.A of this Application. 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.”) , or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”); however, Applicant directly owns and controls all of the equity and voting interest in nine (9) 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”), DS Bus Lines, Inc. (“DS Bus”), Royal Coach Lines, Inc. (“Royal”) and PLSIII LLC (“PLS”) (collectively, “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. Affiliated Regulated Carriers. Descriptions of the Affiliate Regulated Carriers are as follows:

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. Royal. Royal is a New York corporation primarily providing non-regulated student transportation services under contracts with schools in the metropolitan area of Westchester County, New York, and southern Connecticut. Royal also provides contract and charter transportation services in the that same area for activities such as summer camps, events, and group trips. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Royal are set forth on the Summary Table. The approximate number and types of vehicles utilized by Royal, as well its approximate number of drivers are also set forth on the Summary Table.

9. PLS. PLS is a New York limited liability company doing business as The Cedar Bus Co., and We Care. PLS is primarily a provider of transit disabled transportation services under contracts with private non-profit organizations for fixed route and shuttle services in the areas of Buffalo and Western New York, Rochester, Utica and surrounding area, and Poughkeepsie and surrounding area, within the state of New York. PLS provides very limited group day trip charter transportation services. The approximate number and types of vehicles utilized by Royal, as well its approximate number of drivers are also set forth on the Summary Table.

C. Seller. Seller is a revocable trust. Cynthia Frené, an individual resident of the state of New Hampshire, is the sole trustee and trustor of Seller . Neither Seller nor Cynthia Frené are a carrier or have any direct or indirect ownership interest in any interstate passenger motor carrier other than TCS.

D. TCS. TCS is a Massachusetts corporation with its primary place of business at 5 Wheeling Avenue, Woburn, MA 01801. TCS was founded in 2002 and operates as a motor carrier primarily providing fixed-route commuter and municipal shuttle bus services and on-

demand transportation for employees of businesses and communities in the Commonwealth of Massachusetts (the “Service Area”). TCS also provides mini-bus, van and limousine charter services for activities such as corporate and group outings, day trips, weddings, Bar/Bat Mitzvahs, and local events in the Service Area. The USDOT Number assigned to TCS is 1366324. For purposes of its interstate passenger operations, TCS holds interstate carrier operating authority under FMCSA MC-522885, and TCS has a “Satisfactory” Safety Rating. TCS also holds intrastate carrier operating authority issued by the Massachusetts Department of Public Utilities, License No. DTE 99-RB-133, and a Common Carrier License with the City of Woburn, MA, Office of the City Clerk. In providing its services, TCS utilizes approximately 102 passenger vehicles (61 – 16+ passenger minibuses, 39 – 9 to 15 passenger vans, and 2 – 1 to 8 passenger limousines) and employs approximately 81 drivers.²

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

The event triggering STB jurisdiction is the contemplated acquisition of all of the issued and outstanding equity stock interest of TCS by Applicant, the effect of which will be to place TCS under the control of Applicant. As such, STB’s jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves “acquisition of control of a carrier [*i.e.*, TCS] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Applicant].” We note that 49 U.S.C. § 14303(f) states “a carrier or a corporation participating in or resulting from a transaction approved by the Board under this Section . .

² For any carrier, 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 reflects only vehicles subject to Uniform Carrier Registration. Accordingly, the number of vehicles reflected in the Company Snapshot may not be the same as the number of vehicles in use by a carrier at a given point in time.

. 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.” Thus, the granting of this Application by the Board will avoid the need for state or local approval.

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

Other than the Affiliate Regulated Carriers and TCS as described above, there are no other carriers with regulated interstate operations involved in this Application. The Contemplated Transaction will result in TCS 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 TCS exceed \$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 Contemplated Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Contemplated Transaction is merely a change in control of carriers that already provide regular bus services. No significant operational changes are anticipated at the current time and, therefore, no environmental impact is expected.³

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.*

A. Adequacy of Transportation Services. The Contemplated Transaction is not expected to have a material, detrimental impact on the adequacy of transportation services available for the public in the Service Area. Applicant anticipates that services available to the public will be improved as operating efficiencies are realized and additional services and capacity are made available. For at least the foreseeable future, the services currently

³ 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.

provided by TCS will continue to be provided by TCS under the same name used to provide such services prior to the Contemplated Transaction. TCS will continue to operate, but going forward, will be operating within the holdings of Applicant, an organization that is thoroughly experienced in passenger transportation operations.

The addition of TCS 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 service markets, but in different geographic areas. As part of the Contemplated Transaction, Applicant will bring under its control TCS, which is experienced in the same market segments already served by some of the Affiliated Carriers. Such market segments have their own service characteristics, and the Contemplated 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 TCS to Applicant will serve to enhance the viability of the 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 Contemplated Transaction will increase fixed charges, in the form of interest expense, because funds will be borrowed to assist in the financing of the

Contemplated Transaction. However, such an increase will not impact the provision of transportation services to the public.⁴

C. Employee Interests. It is the current intention of Applicant to continue the existing operations of TCS and as such, the Contemplated Transaction is not expected have substantial impacts on employees or labor conditions. Applicant does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits, 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).

⁴ 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).

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. Its decisions include *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).

The population and demand for commuter scheduled route, shuttle, on-demand and charter services in the Service Area are expected to continue to increase in the foreseeable future. TCS competes directly with other passenger service providers in the Service Area, which is an extremely competitive market due to the significant number of national, regional and local providers operating within the Service Area. Other service providers in the Service Area include A&A Metro Transportation, M & L Transit Systems, Boston Coach, Academy Bus, and Local Motion of Boston. There are also a number of passenger transportation arrangers or brokers for charter and limousine services that operate within the Service Area. Passenger charter and limousine service providers such as TCS also compete directly with transportation network companies, as well as scheduled rail and bus transportation within the Service Area.

The Service Area is geographically dispersed from service areas of the Affiliated Regulated Carriers in regard to their service offerings, and there is very limited overlap in customer bases among the Affiliated Regulated Carriers and TCS in that regard. In light of the foregoing, it is clear that the impact of the Contemplated 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 TCS to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Contemplated Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).⁵

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

Applicant certifies that the Safety Rating (if any) for each of the Affiliate Regulated Carriers is as set forth on the Summary Table. Seller certifies that the Safety Rating of TCS is as set forth hereinabove.

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

Seller certifies that TCS currently has the requisite insurance coverage under 49 U.S.C. § 13906. Applicant certifies that TCS immediately following the closing of the Contemplated Transaction will continue to have the requisite insurance coverage under 49 U.S.C. § 13906.

⁵ 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.”

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

A. Applicant. Applicant certifies that neither it nor any of the Affiliated Regulated Carriers is domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. TCS. Seller certifies that TCS is neither domiciled in Mexico, nor owned or controlled by persons of that country.

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

The Contemplated Transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

XI. 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 Contemplated Transaction are being filed with the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Contemplated Transaction's status under the regulated-industry provisions of that statute.

XII. Conclusion.

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 Contemplated Transaction and acquisition of control as described herein.

XIII. Verification.

The verifications of Applicant and Seller 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 on behalf of Applicant 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

A handwritten signature in black ink, appearing to read "David Duke", followed by a horizontal line.

Dated: August 15, 2024

By: _____
David Duke
Chief Development Officer

B. Verification of Seller. 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 TCS and Seller, as applicable, in connection with this Application is true and correct. Further, the undersigned with respect to TCS and Seller, respectively, is qualified and authorized on behalf of TCS and Seller, respectively, to submit this verification and authorize the filing of this Application. In addition, Seller authorizes the filing of this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that she 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.

“Seller”

Dated: August 15, 2024



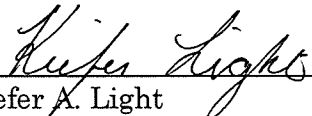
Cynthia Cain Frené Revocable Trust
Cynthia C. Frené
Sole Trustor and Trustee

XIV. Applicant Legal Counsel.

“Applicant”

Kiefer A. Light
Andrew K. Light
Scopelitis, Garvin, Light, Hanson & Feary, P.C.
10 W. Market Street, Suite 1400
Indianapolis, IN 46204
(317) 637-1777

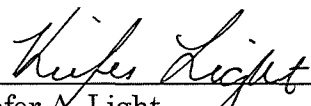
Respectfully,



Kiefer A. Light
Andrew K. Light
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 Contemplated Transaction, via email on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Kiefer A. Light
Andrew K. Light

August 15, 2024

<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 Drivers</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
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
Royal Coach Lines, Inc. 1010 Nepperhan Avenue, Yonkers, NY 10703	5920	MC-139888	Satisfactory	School Bus – 344 Van (9-15) – 327 Drivers – 843
PLSIII LLC 401 E. Amherst Street Buffalo, NY 14215	1429890	MC-540425	None	Mini-bus – 94 Van (9-15) – 19 Van (1-8) – 11 Drivers - 100

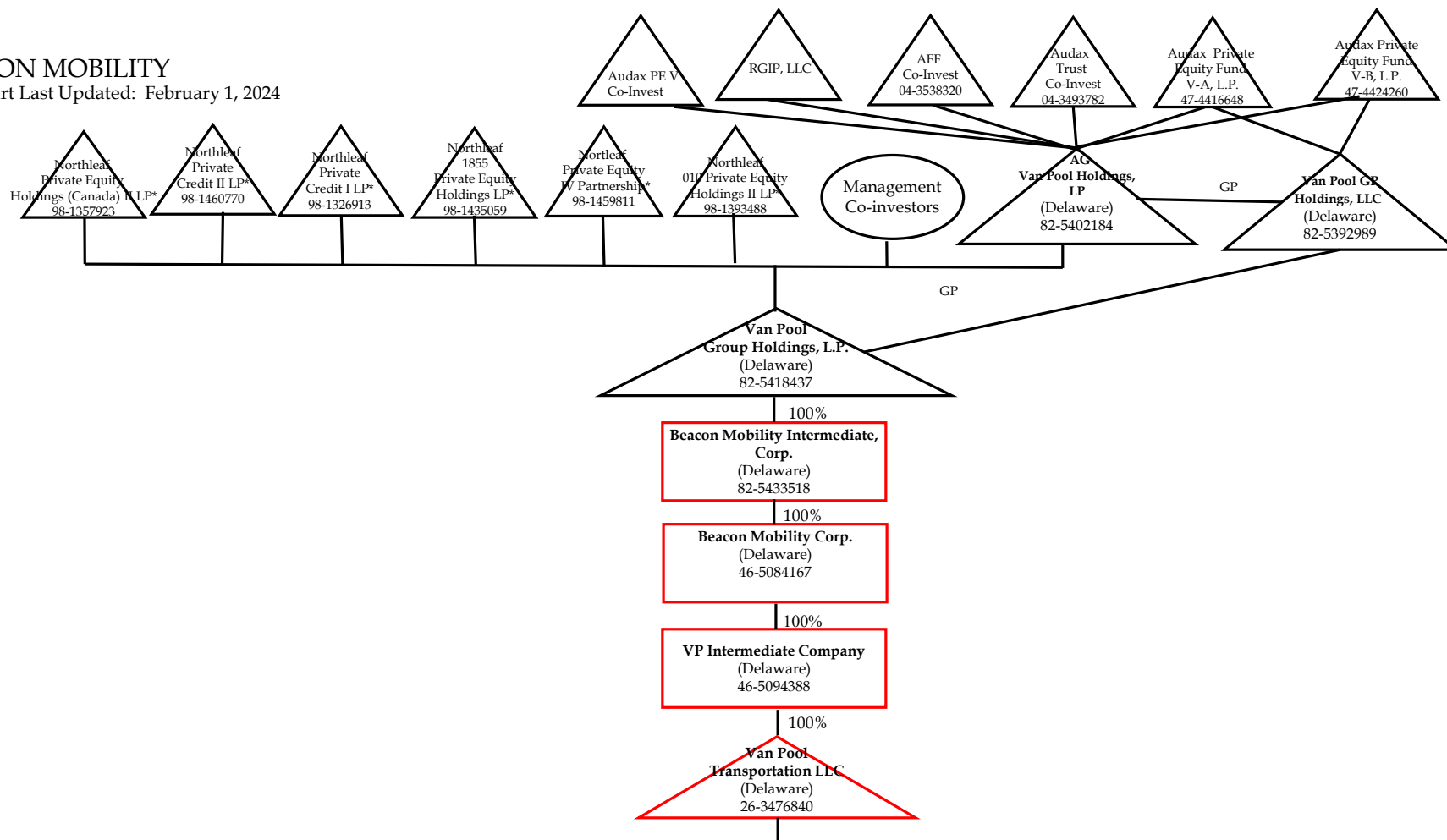
Exhibit B

Attached

4878-9272-8776, v. 9

BEACON MOBILITY

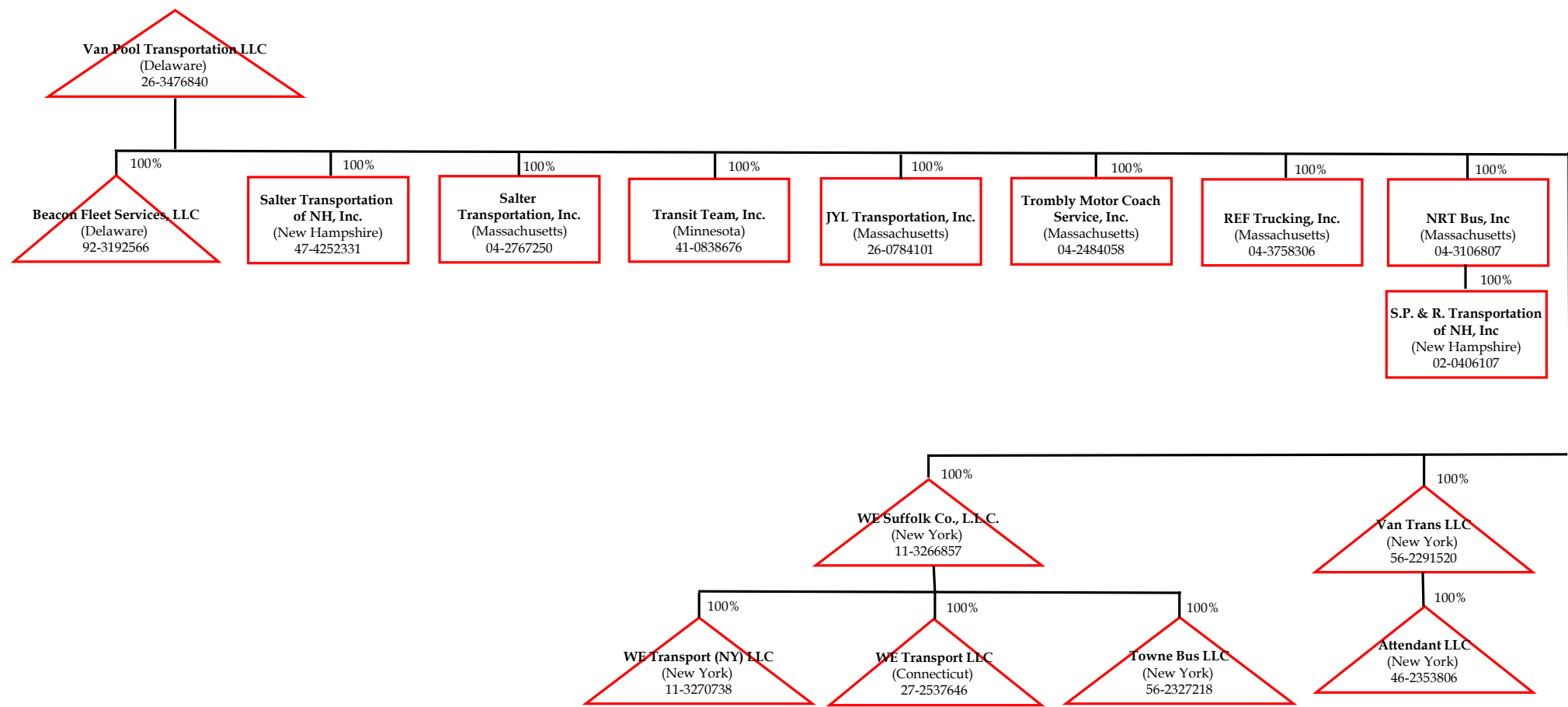
Date Chart Last Updated: February 1, 2024



Note: See the following four slides below for the subsidiaries of Van Pool Transportation LLC

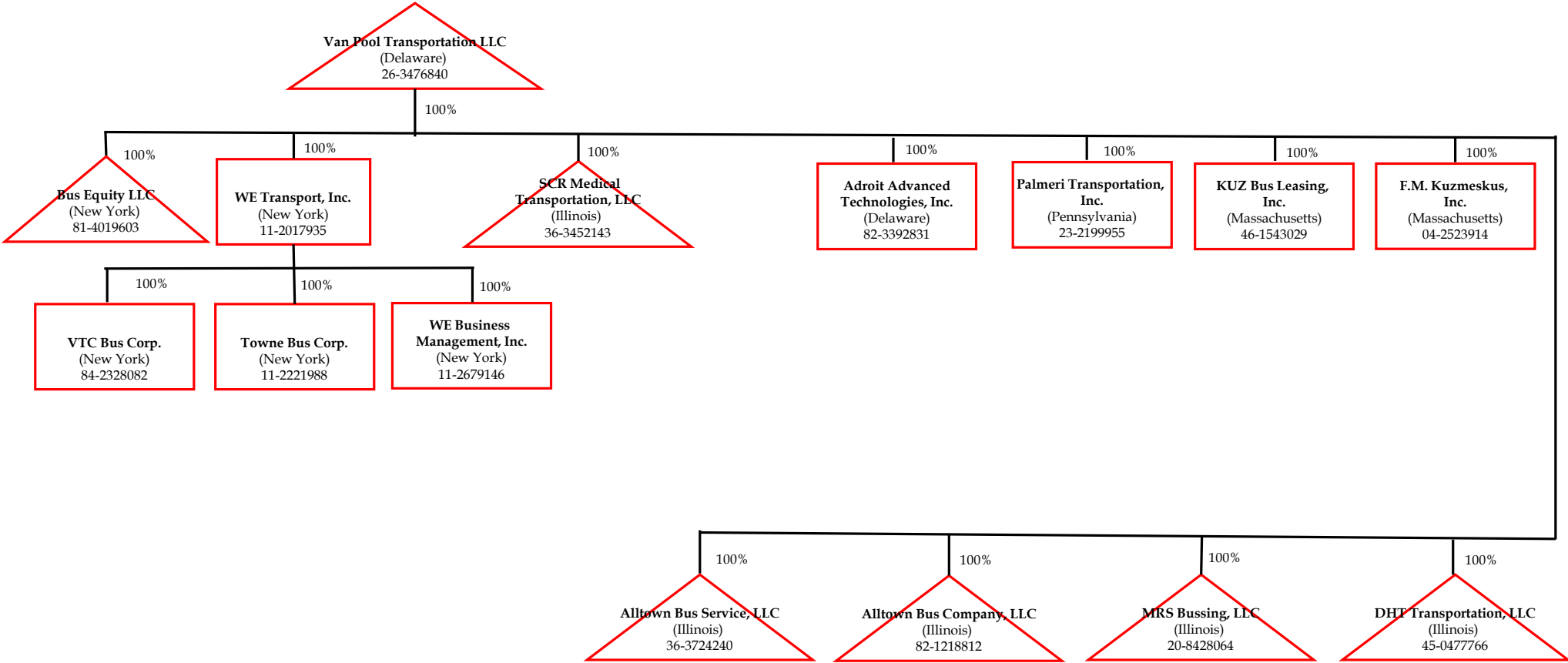
BEACON MOBILITY

Date Chart Last Updated: February 1, 2024



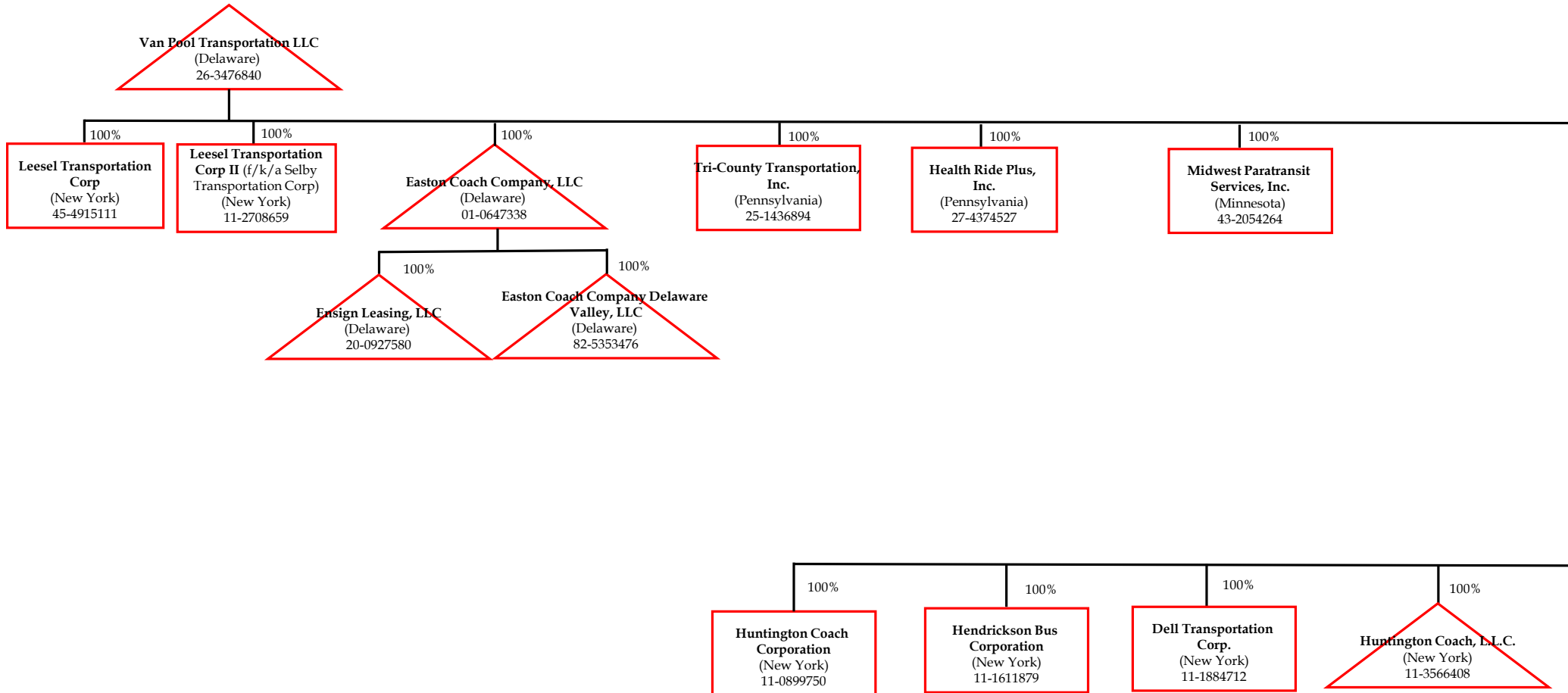
BEACON MOBILITY

Date Chart Last Updated: February 1, 2024



BEACON MOBILITY

Date Chart Last Updated: February 1, 2024



BEACON MOBILITY

Date Chart Last Updated: February 1, 2024

