

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

IN THE MATTER OF**TBL GROUP, INC.****-- CONTROL --****ECHO WINDY CITY, LLC****DOCKET NO. MCF 21129**

**VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a) OF TBL GROUP, INC.
FOR APPROVAL OF THE PROCUREMENT OF INTERSTATE PASSENGER
MOTOR CARRIER AUTHORITY BY ECHO WINDY CITY, LLC**

TBL Group, Inc. ("Applicant") respectfully submits this application under 49 U.S.C. § 14303 and Surface Transportation Board ("STB" or "Board") regulations at 49 C.F.R. Part 1182 (this "Application") for approval of the transaction more fully described herein ("Contemplated Transaction"). The Contemplated Transaction is the procurement by Echo Windy City, LLC ("Echo Windy"), a current affiliate of Applicant, of interstate passenger motor carrier authority via an application with the Federal Motor Carrier Safety Administration (the "FMCSA"). Approval of this Application and a subsequent grant of application for interstate authority by the FMCSA which would result in Echo Windy becoming a motor carrier of passengers under 49 U.S.C. § 13501(1) and Applicant thus having control of an additional interstate passenger motor carrier subject to the Board's jurisdiction under 49 U.S.C. § 14303(a)(5).

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. Applicant. Applicant is a Texas corporation, headquartered at 15734 Aldine Westfield Road, Houston, Texas 77032. The authorized signature on behalf of Applicant is set forth in the Verification of Applicant in Section XIII of this Application. Applicant is not a federally regulated carrier and does not have a U.S. Department of Transportation Number (“USDOT No.”), FMCSA Docket Number, or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”). However, Applicant controls three (3) interstate passenger motor carriers (the “Affiliated Regulated Carriers”) that are among its affiliates (“Applicant’s Affiliates”). In addition, Applicant on November 25, 2024, filed with the Board its application for approval of the acquisition of control of Reston Limousine & Travel Service, Inc. (“Reston”).²

B. Affiliated Regulated Carriers. Applicant’s Affiliated Regulated Carriers are GBJ Inc. (“GBJ”), Echo East Coast Transportation LLC (“Echo East”), and Echo Tours & Charters, LP (“Echo Tours”). The Affiliated Regulated Carriers are experienced and reliable providers of diverse for-hire interstate and intrastate passenger motor carrier services, including shuttle and charter transportation services. Descriptions of the Affiliated Regulated Carriers are as follow:

1. GBJ. GBJ is a Texas corporation doing business as “Echo AFC Transportation,” primarily providing charter and shuttle services for companies, non-

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 Applicant’s application under 49 U.S.C. § 14303 regarding the acquisition of Reston (the “Reston Application”) is pending under STB Docket No. MCF 21126. Applicant’s acquisition of control of Reston is subject to the Board’s approval of the Reston application. Summary information on Reston is included in section II.E of this Application.

profits, schools, and tour operators. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating³ assigned to GBJ, are set forth on the Summary Table attached hereto as Exhibit A (the “Summary Table”). The geographic service area of GBJ is primarily within the metropolitan area of Houston, Texas, but it also provides interstate charter passenger transportation service. The approximate number and types of vehicles utilized by GBJ, as well its approximate number of drivers, are also set forth on the Summary Table. GBJ also holds intrastate passenger authority in the state of Texas under certificate no. 005959762C.

2. Echo East. Echo East is a Texas limited liability company primarily providing charter services. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Echo East, are set forth on the Summary Table. The geographic service area of Echo East is primarily the metropolitan area of Jacksonville, Florida, and its primary service offering is interstate and intrastate charter motor carrier passenger service. The approximate number and types of vehicles utilized by Echo East, as well its approximate number of drivers, are set forth on the Summary Table. While Echo East is controlled by Applicant, Mike Sobol, an employee of Echo East, holds a minority membership interest in Echo East. Echo East also holds intrastate passenger authority in the state of Texas under certificate no. 009946405C (although such authority is not necessary based on its current operations).

3. Echo Tours. Echo Tours is a Texas limited partnership doing business as “Echo Transportation,” primarily providing charter and shuttle services for

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.

companies, non-profits, schools, and tour operators. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Echo Tours are set forth on the Summary Table. The geographic service area of Echo Tours is primarily the metropolitan area of Dallas, Texas, but it also provides interstate charter passenger transportation service. The approximate number and types of vehicles utilized by Echo Tours, as well its approximate number of drivers, are set forth on the Summary Table. Echo Tours also holds intrastate passenger authority in the state of Texas under certificate no. 006620250C.

C. Applicant's Affiliates. In addition to the Affiliated Regulated Carriers described above and excluding Echo Windy, Applicant's Affiliates are as follows:

1. ET&C Group, LLC ("ET&C"). ET&C is a Texas limited liability company that serves as an intermediate holding company of the membership interests in Echo Tours and is wholly owned by Applicant. ET&C is headquartered at 15734 Aldine Westfield Rd., in Houston, Texas. ET&C is not a motor carrier of passengers and has no other purpose or operation other than serving as an intermediate holding company.

2. Republic Equipment Works, LLC ("Republic"). Republic is a Texas limited liability company doing business as Echo Transportation Solutions, and is headquartered at 15734 Aldine Westfield Rd., in Houston, Texas. Republic provides maintenance and repair services to owners and/or operators of heavy trucks and buses in the metropolitan area of Houston. Republic is a direct subsidiary of Applicant and is not a motor carrier of passengers.

3. ATT & Traffic Management, LLC ("ATT"). ATT is a Texas limited liability company doing business as American Transfers & Tours and American

Traffic Management, and is headquartered at 15734 Aldine Westfield Rd., in Houston, Texas. ATT provides planning for transportation of individuals and groups at or in conjunction with events such as conventions, sporting events, tours, and other organized gatherings. The geographic area serviced by ATT is primarily the state of Texas. ATT is a direct subsidiary of Republic and thus an indirect subsidiary of Applicant. ATT is not a motor carrier.

D. Echo Windy. Echo Windy is a Texas limited liability company formed on October 10, 2023, doing business as Echo Windy City Transportation, and is headquartered at 15734 Aldine Westfield Rd., in Houston, Texas. Echo Windy currently provides traditional Illinois intrastate limousine and charter passenger transportation services in the metropolitan area of Chicago, Illinois (the “Echo Windy Service Area”), from its base of operations at 2801 S. 25th Avenue, Broadview, Illinois. Echo Windy also provides on a limited basis brokerage of interstate passenger moves to other interstate passenger motor carriers (which does not require federal or state of Illinois authority). The primary assets comprising Echo Windy were acquired by Applicant in September 2024. Echo Windy is a direct subsidiary of Applicant, although a portion of the membership interests of Echo Windy are held by key employees of Echo Windy – George Jacobs (14.77%) and Kathleen Kahne (1.97%). The USDOT Number assigned to Echo Windy is 4157925, and Echo Windy has no safety rating. Echo Windy has been assigned FMCSA Docket No. MC-1597383 although Echo Windy does not have active interstate motor carrier authority. Echo Windy currently utilizes approximately 36 motor coaches, 55 minibuses, and 18 limousines, and employs approximately 118 drivers. Echo Windy desires to obtain interstate passenger motor carrier authority in order that it may expand its service offerings to include the option for its customers to obtain direct interstate passenger transportation services from Echo Windy.

That said, Echo Windy will continue to broker interstate moves as well. Echo Windy estimates that interstate portion of its direct motor carrier services and brokered services will comprise less than one percent of its aggregate passenger trips.

E. Reston. While Reston is not an affiliate of Applicant, information concerning Reston is included herein to afford disclosure. Reston is a Virginia corporation with its primary place of business at 45685 Elmwood Ct., Sterling, Virginia 20166, and operates as a motor carrier of passengers primarily providing shuttle and general charter services in the metropolitan area of Washington D.C. The USDOT Number assigned to Reston is 561180. For purposes of its interstate passenger operations, Reston holds interstate carrier operating authority under FMCSA Docket No. MC-273787, and Reston has a “Satisfactory” Safety Rating.

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

The event triggering STB jurisdiction is the Contemplated Transaction, *i.e.*, an application with the FMCSA resulting in a grant of interstate passenger authority and Applicant controlling Echo Windy as an interstate passenger motor carrier. 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.*, Echo Windy] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Applicant].”

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

Other than the Affiliated Regulated Carriers as described above, there are no other carriers with regulated interstate operations involved in this Application. The intercorporate structure of Applicant is as follows:

All the outstanding equity stock of Applicant is owned, held and controlled by John Ferrari (50%) and Sonny El-Lahham (50%) (collectively, the “Shareholders”). Both

Shareholders are individual U.S. citizens and residents of the state of Texas. Neither Shareholder controls any other interstate passenger motor carriers other than those described in this Application, and neither Shareholder has interstate passenger motor carrier authority, a USDOT Number, nor a USDOT Safety Rating. GBJ is wholly owned and directly controlled by Applicant. Echo Tours is indirectly controlled by Applicant through its ownership and control of its intermediate holding company, ET&C GP, LLC, a Texas limited liability company, which is the general partner of Echo Tours.⁴ Applicant directly controls Echo East through its ownership of 86% of the membership interest of Echo East. Mike Sobol, an individual resident of the state of Florida owns the remaining 14% membership interest of Echo East. A chart depicting the intercorporate structure of Applicant is set forth on Exhibit B attached hereto. Additionally, none of the aforementioned persons or entities control 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 Echo Windy 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 any effect on the quality of the human environment and the conservation of energy resources. The Contemplated Transaction is merely the addition of interstate passenger authority to an affiliated carrier that already provides diverse intrastate passenger

⁴ Echo Tours does not have any limited partners.

transportation services. No significant operational changes are anticipated and, therefore, no environmental impact is expected.

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 will not have any detrimental impact on the adequacy of transportation services available for the public in the Echo Windy Service Area. Applicant submits that services available to the public will be improved as result of Echo Windy being able to expand its service offering to include direct interstate moves. The extensive intrastate services currently provided by Echo Windy will continue to be provided and the addition of a direct interstate service offering will enhance the provision of adequate service to the public.

B. Fixed Charges. There are no fixed charges associated with Contemplated Transaction.

C. Employee Interests. The existing operations of Echo Windy and as such, the Contemplated Transaction is not expected have any negative impacts on employees or labor conditions as Applicant expects that its ability to provide direct interstate passenger service will produce additional trip opportunities for its existing drivers and possibly demand for hiring additional drivers. Consequently, Applicant does not expect or contemplate any reduction in force or changes in compensation levels and/or benefits for employees as result of the Contemplated Transaction.

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 because 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 limousine and bus service, on the one hand, and, on the other, other modes of transportation (*e.g.*, personal automobile, rail and air travel), 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 numerous bus carriers by non-carrier entities, it has consistently approved applications of that sort, finding that acquisitions contemplating 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 *Van Pool Transportation LLC – Acquisition of Control – Butler’s Bus Service, Inc.*, STB Docket No. MCF 21124 (served November 15, 2024); *Student Transportation of America, Inc., et al. – Acquisition of Control – West Point Tours, Inc.*, STB Docket No. 21121 (served September 11, 2024); *Terry W. Fischer and TKRG Holdings Inc. – Acquisition of Control – Royal Coach Tours*, STB Docket No. MCF 21109, (served August 18, 2023); and *Kelsian USA Inc. –*

Acquisition of Control – AAAHI Topco Corporation, STB Docket No. MCF 21106 (served Apr. 14, 2023).

The demand for limousine and charter transportation services in the Echo Windy Service Area is very strong and is expected to continue in the future. Echo Windy competes directly with many other traditional passenger service providers in the Echo Windy Service Area, which is a very competitive market due to the significant number of national, regional and local providers operating within the area. Interstate limousine and charter passenger service competitors in the area include All American Limousine, Aries Charter Transportation, Chicago Limousine, Chicago Motor Coach, Infinity Transportation, M&M Limousine Service, Pontarelli, Regal Coach Lines, and United Bus, to name a few, and there are also a large number of intrastate only limousine and charter passenger service competitors in the area. Virtually all limousine service providers also compete with the passenger transportation network companies such as Uber and Lyft. All charter service providers, including Echo Windy, also compete with other modes of passenger transportation, including public transportation, rail, and low-cost airlines. The Chicago metropolitan area has two (2) significant passenger rail systems which provide an alternative to motor vehicle transportation and a degree of competition to all passenger motor carriers in the area. Additionally, there are a significant number of passenger charter transportation brokers, such as GoGo Charters, National Charter Bus, Royal Coach, and US Coachways, that provide motor carrier charter arrangements in the Echo Windy Service Area.

The Echo Windy Service Area is geographically dispersed from service areas of the Affiliated Regulated Carriers and Reston in regard to their service offerings, and there is no overlap in customer bases among the Affiliated Regulated Carriers, Reston, and Echo Windy in that regard. Considering the foregoing, it is clear the impact of the Contemplated

Transaction on the interstate segment of the passenger motor carrier industry (even if the application regarding Reston is approved) will be minimal at most and that neither competition nor the public interest will be adversely affected.

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

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

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

Applicant certifies that immediately following the closing of the Contemplated Transaction Echo Windy will have the requisite insurance coverage under 49 U.S.C. § 13906.

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 are domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. Echo Windy. Applicant certifies that Echo Windy 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 interstate passenger authority by Echo Windy.

XIII. Verification.

The verification of Applicant is as follows:

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

VERIFICATION

I, John Ferrari, Chief Executive Officer of Applicant, 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 Applicant and Echo Windy 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. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

"Applicant"

TBL Group, Inc.

Dated: January 18, 2025

By: _____

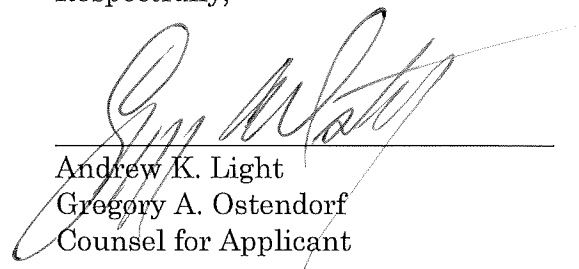

John Ferrari
Chief Executive Officer

XIV. Applicant Legal Counsel.

“Applicant”

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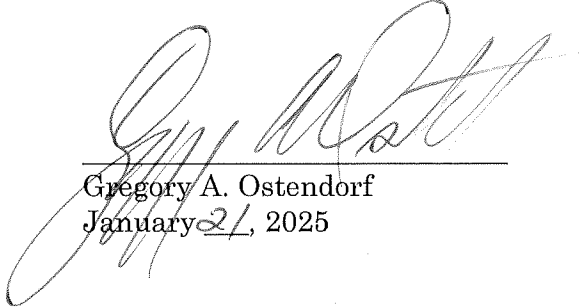
Respectfully,



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 Contemplated 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 21, 2025

<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 Drivers⁵</u>
GBJ Inc. 15734 Aldine Westfield Rd., Houston, Texas 77032	835782	MC-369531	Satisfactory	Motor Coach – 36 Minibus – 41 Drivers – 87
Echo East Coast Transportation LLC 14125 Beach Road Jacksonville, Florida 32250	4148029	MC-1591798	None	Motor Coach – 10 Mini-Bus – 12 Drivers – 38
Echo Tours & Charters, LP 1505 Skyline Rd., Dallas, Texas 75051	2172280	MC-755212	Satisfactory	Motor Coach – 42 Mini-Bus – 19 Drivers – 63

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. Additionally, the numbers of vehicles and drivers for a carrier will fluctuate from time to time.

Exhibit B

