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BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

VAN POOL TRANSPORTATION LLC AND AG VAN POOL HOLDINGS, LP

– ACQUISITION OF CONTROL –

BILL'S TAXI SERVICE, INC., DELL TRANSPORTATION CORP.,
HENDRICKSON BUS CORPORATION, HUNTINGTON COACH CORPORATION,
HUNTINGTON COACH, L.L.C., TOWNE BUS CORP., TOWNE BUS LLC, VAN
TRANS LLC, WE TRANSPORT (NY) LLC, WE TRANSPORT LLC
(CONNECTICUT), AND WE TRANSPORT, INC.

DOCKET NO. MCF 21134

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a) BY VAN POOL
TRANSPORTATION LLC AND AG VAN POOL HOLDINGS, LP
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF BILL'S TAXI
SERVICE, INC., DELL TRANSPORTATION CORP., HENDRICKSON BUS
CORPORATION, HUNTINGTON COACH CORPORATION, HUNTINGTON
COACH, L.L.C., TOWNE BUS CORP., TOWNE BUS LLC, VAN TRANS LLC, WE
TRANSPORT (NY) LLC, WE TRANSPORT LLC (CONNECTICUT), AND WE
TRANSPORT, INC.

Van Pool Transportation LLC ("Van Pool") and AG Van Pool Holdings, LP ("AG Holdings") (collectively, "Applicants") respectfully submit this application ("Application") pursuant to 49 U.S.C. § 14303 and the regulations of the Surface Transportation Board ("STB" or "Board") at 49 C.F.R. Part 1182 for approval of the transactions described herein (the "Contemplated Transactions"). The Contemplated Transactions include:

1. **The "Prospective Transaction":** The proposed direct acquisition of control by Van Pool and resulting indirect control by AG Holdings of Bill's Taxi Service Inc. d/b/a A&A Metro Transportation ("A&A"), a regulated interstate passenger carrier, from its

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shareholders Thomas Arrighi, Michael Arrighi, and Gaile Arrighi (collectively, the “Sellers”); and

2. **The “ATF Transactions”:** After-the-fact approval for interstate operating authority previously obtained by the following Van Pool subsidiaries while under Van Pool’s control: Dell Transportation Corp. (“Dell”), Hendrickson Bus Corporation (“Hendrickson”), Huntington Coach Corporation (“Huntington Corp.”), Huntington Coach, L.L.C. (“Huntington LLC”), Towne Bus Corp. (“Towne Corp.”), Towne Bus LLC (“Towne LLC”), Van Trans LLC (“Van Trans”), WE Transport (NY) LLC (“WE NY”), WE Transport LLC (Connecticut) (“WE CT”), and WE Transport, Inc. (“WE Transport”) (collectively, the “ATF Subsidiaries”).¹

With respect to the ATF Transactions, Applicants acknowledge that Board approval should have been obtained prior to the ATF Subsidiaries procuring interstate operating authority. However, for the reasons explained in Section II.B of this Application, the noncompliance was made by mistake and without malice. Having discovered this unresolved control issue, Applicants hereby respectfully request Board approval to control the ATF Affiliates.

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

A. Purchaser - Applicants.

¹ The Board has previously granted after-the-fact approval and a prospective transaction through a single filing. *See, e.g., Coach USA, Inc. – Control and Continuance in Control – Autocar Connaisseur, Inc.*, STB Docket No. MC-F-20938 (Dec. 17, 1998) (granting after-the-fact approval of an acquisition of a regulated interstate carrier and the prospective acquisition of another); *Patrick O. Regan – Acquisition of Control – Faribault Transportation Service, Inc.*, STB Docket No. MC-F-21123 (Nov. 14, 2024) (granting after-the-fact approval of the acquisition of six regulated passenger carriers and the prospective acquisition of another through a corporate reorganization).

² 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).

Descriptions of the Applicants are as follows:

1. *Van Pool.*

Van Pool is a Delaware limited liability company, headquartered at 3700 Embassy Parkway, Suite 500, Akron, OH 44333. The authorized signature on behalf of Van Pool is set forth in the Verification of Applicant in Section XIII of this Application. Van Pool is not a federally-regulated carrier, and Van Pool 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, excluding the ATF Subsidiaries, Van Pool directly owns and controls all of the equity and voting interest in eleven (11) interstate passenger motor carriers (described and defined below as the “Affiliate Regulated Carriers”)³ that are among its operating subsidiaries (“Applicants’ Subsidiaries”). Van Pool, with the Applicants’ 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 Applicants’ Subsidiaries are the following federally regulated passenger carriers for which the Board has already granted Van Pool its approval: 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

³ “Affiliate Regulated Carriers” excludes the ATF Subsidiaries hereby requesting after-the-fact approval.

Bus”), Royal Coach Lines, Inc. (“Royal”), Local Motion, LLC, Butler’s Bus Service, Inc. (“BBS”), and Transaction Corporate Shuttle, Inc. (“TCS”).⁴ The services provided by Van Pool and the Applicants’ Subsidiaries, excluding the Affiliate Regulated Carriers and ATF Subsidiaries, do not involve regulated interstate transportation or require interstate passenger authority, and the services provided by the Affiliate Regulated Carriers and the ATF Subsidiaries that require interstate passenger motor carrier authority (interstate charter services) are a relatively small and limited part of those services.

2. AG Holdings.

AG Holdings is a Delaware limited partnership, headquartered at 3700 Embassy Parkway, Suite 500, Akron, OH 44333. The authorized signature on behalf of AG Holdings is set forth in the Verification of Applicant in Section XIII of this Application. AG Holdings is not a federally-regulated carrier, and Van Pool 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, AG Holdings indirectly controls Van Pool via equity and voting interests through the intermediary holding companies described in Section III of this Application (“Intermediary Holding Companies”). Other than the Affiliate Regulated Carriers, neither AG Holdings nor the Intermediary Holdings Companies directly or indirectly control any entity that holds interstate passenger authority or provides regulated interstate transportation service.

⁴ Van Pool sought and obtained Board approval for the acquisition of PLS III LLC (n/k/a Cedar Bus Company, LLC) (“PLS”) on January 3rd, 2024. However, PLS no longer provides any regulated interstate service. Therefore, PLS voluntarily revoked its interstate authority on August 30, 2024. Accordingly, PLS is no longer among the Affiliated Regulated Carriers.

B. Affiliate 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 where 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, and 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 where 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 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. Local Motion.

Local Motion is a Massachusetts corporation providing non-regulated school bus, charter, and shuttle services. The geographic service area of Local Motion is the metropolitan area of Boston. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Local Motion are set forth on the Summary Table. The approximate number and types of vehicles utilized by Local Motion, as well as its approximate number of drivers are also set forth on the Summary Table.

10. BBS.

BBS is a Vermont corporation primarily providing non-regulated student transportation services for schools in the New Hampshire cities of Manchester, North Haverhill, Milford, and Center Barnstead and in the Vermont cities of Orleans, Lyndonville, and White River Junction. BBS also provides occasional charter services at times where its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to BBS are set forth on the Summary Table. The approximate number and types of vehicles utilized by BBS, as well its approximate number of drivers are also set forth on the Summary Table.

11. *TCS.*

TCS is a Massachusetts corporation providing shuttle, on-demand transportation, and charter services. The geographic service area of Local Motion is the commonwealth of Massachusetts. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Local Motion are set forth on the Summary Table. The approximate number and types of vehicles utilized by Local Motion, as well as its approximate number of drivers are also set forth on the Summary Table.⁵

C. Prospective Transaction

1. *Sellers.*

Sellers, being the shareholders of A&A, are Thomas Arrighi, Michael Arrighi, and Gaile Arrighi, 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 A&A.

2. *A&A.*

A&A is a Massachusetts corporation with its principal place of business located at 1001 Bedford Street, Bridgewater, MA 02324. Established in 1987, A&A operates as a motor carrier providing a diverse range of passenger transportation services, including charter, shuttle, school, and non-emergency medical transportation.

A&A's charter services include transportation to and from airports, casinos, weddings, corporate events, conventions, reunions, church outings, school-related activities, and

⁵ For any carrier referenced in this Application, the number of vehicles and drivers reflected in this Application may differ from the carrier's current USDOT record. The USDOT record is dependent on the vehicle and driver count reflected in the carrier's most recent form MCS-150 (Motor Carrier Identification Report) filing. The MCS-150 is only required to be categorically updated every two years, and the MCS-150 filing reflects only vehicles subject to Uniform Carrier Registration.

athletic events. Its shuttle operations serve employers, hospitals, colleges, and residential communities. A&A also provides special education school transportation, primarily utilizing wheelchair-accessible vehicles. In addition, A&A offers non-emergency medical transportation under contracts with human services agencies, regional entities, and local public transit providers - transporting individuals to medical appointments, shopping destinations, and social outings, often using wheelchair-accessible equipment.

A&A's core service area includes the Massachusetts communities of Bridgewater, Boston, Quincy, and North Dartmouth. However, based on customer needs, A&A's charter operations extend beyond this core area to include interstate service. These interstate operations are concentrated in the New England region and the broader eastern United States. Over the past three years, A&A has provided charter service from Massachusetts to or through Connecticut, Delaware, Maine, Maryland, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, and Virginia. In 2024, A&A also conducted a very limited amount of charter service into Quebec, Canada.

A&A's fleet consists of approximately 32 minibuses, 11 motor coaches, 39 vans (1-8 passengers, and 12 vans (9-15 passengers). Additional details regarding A&A's principal place of business, USDOT number, FMCSA docket number, safety rating, fleet composition, and driver count are included in the Summary Table. A&A also holds a Massachusetts Department of Public Utilities Charter Service License (License No. 96-RB-57), a Non-Gaming Vendor Registration with the Massachusetts Gaming Commission (Registration No. NGV000374-R2), and Logan Airport Pass Permits for several vehicles in its fleet.

D. ATF Transactions

Van Pool is the sole shareholder or sole member, as applicable, of each of the ATF Subsidiaries. This Section I.D summarizes the operations of the various ATF Subsidiaries.

The operations and assets of the ATF Subsidiaries have continued substantially unchanged since being acquired by Applicants. Therefore, the information provided for the ATF Subsidiaries is generally applicable to the ATF Subsidiaries both before and after the ATF Transactions.

1. Applicants

When the ATF Transactions occurred, the ATF Subsidiaries were under the control of Applicants, as more fully explained in Section II.B below. Therefore, the information for Applicants set forth in Section 1.A applies to the ATF Transactions.

2. Information Applicable to All ATF Subsidiaries

All vehicles operated by the ATF Subsidiaries are used to provide student transportation services. None of the ATF Subsidiaries operate or maintain vehicles solely for use in general charter services. Accordingly, charter services represent a very small portion of the total annual vehicle miles traveled and revenue generated across all ATF Subsidiaries. The limited charter services that are provided are almost exclusively in support of school-related activities, such as field trips and extracurricular events, and are conducted pursuant to competitively awarded contracts with public and private schools. These contracts also govern the unregulated home-to-school transportation services that make up the core of each ATF Subsidiary's operations.

The vehicles used by the ATF Subsidiaries - primarily school buses and other student transportation vehicles - have minimal appeal for general public charter use, especially when compared to the more comfortable motorcoaches typically used by specialized charter providers. Additionally, the daily school transportation schedule significantly limits vehicle availability for charter use. As a result, charter services provided by the ATF Subsidiaries,

both at the time of the ATF Transactions and today, are overwhelmingly limited to transporting students, teachers, and chaperones for school-sponsored events.

Under New York law, charter services conducted in connection with school activities are exempt from the state's intrastate operating authority requirements. Consequently, the ATF Subsidiaries do not need to hold New York intrastate authority to perform these intrastate charter services in New York. In the rare instances the ATF Subsidiaries are engaged in interstate charter services, those services typically involve short trips between New York and neighboring states. Historically, charter work overall has conservatively accounted for less than 5% of the aggregate annual revenue of all ATF Subsidiaries, and only a very small fraction of that work involves interstate travel.

Because charter operations constitute such a minor portion of the ATF Subsidiaries' business, the size and management of their interstate vehicle fleets are solely based on their obligations of their respective school contracts.

3. Dell.

Dell, established in 1958, is a New York corporation primarily providing non-regulated home-to-school transportation services - including both general and special education services - within the town of Hempstead, New York. In addition to its core school bus services, Dell also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Dell's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey or Connecticut, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Dell's overall intrastate service footprint.

Dell operates its fleet from terminals located in Hempstead, NY, Port Washington, NY, and Great Neck, NY and primarily serves under contracts with Port Washington School District, Herricks School District, West Hempstead UFSD, Sewanhaka School, and Great Neck School District. Dell operates approximately 149 passenger vehicles consisting of 125 Type A school buses, 16 Type C school buses, and 8 vans (1-8 passengers).

Additional information regarding Dell's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

4. *Hendrickson.*

Hendrickson, established in 1949, is a New York corporation primarily providing non-regulated home-to-school transportation services - including both general and special education services - within the town of Bayville, New York. In addition to its core school bus services, Hendrickson also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Hendrickson's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Hendrickson's overall intrastate service footprint.

Hendrickson operates its fleet from terminals located in Bayville, NY and Port Washington, NY and primarily serves under contracts with Glen Cove School District and Locust Valley School District. Hendrickson operates approximately 236 passenger vehicles consisting of 122 Type A school buses, 106 Type C school buses, and 8 vans (1-8 passengers).

Additional information regarding Hendrickson's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

5. *Huntington Corp.*

Huntington Corp, established in 1927, is a New York corporation primarily providing non-regulated home-to-school transportation services - including both general and special education services - within the town of Huntington Station, New York. In addition to its core school bus services, Huntington Corp. also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Huntington Corp.'s operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Huntington Corp.'s overall intrastate service footprint.

Huntington Corp. operates its fleet from terminals located in Northport, NY and Huntington Station, NY and primarily serves under contracts with Harborfields School District, Huntington School District, and Northport-East Northport UFSD. Huntington Corp. operates approximately 82 passenger vehicles consisting of 224 Type A school buses, 2 Type B school buses, 78 Type C school buses, and 24 vans (1-8 passengers).

Additional information regarding Huntington Corp's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table

6. *Huntington LLC.*

Huntington LLC, established in 2000, is a New York limited liability company primarily providing non-regulated home-to-school transportation services - including both general and special education services - within the town of Huntington Station, New York. In addition to its core school bus services, Huntington LLC also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Huntington LLC's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Huntington LLC's overall intrastate service footprint.

Huntington LLC operates its fleet from terminals located in Huntington Station, NY and primarily serves under contracts with Elwood School District, Manhasset School District, and Cold Spring Harbor Central School District. Huntington LLC operates approximately 231 passenger vehicles consisting of 55 Type A school buses, 1 Type B school bus, 170 Type C school buses, and 5 vans (1-8 passengers).

Additional information regarding Huntington LLC's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

7. *Towne Corp.*

Towne Corp., established in 1970, is a New York corporation primarily providing non-regulated home-to-school transportation services - including both general and special education services - within Long Island, New York. In addition to its core school bus services,

Towne Corp. also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Towne Corp.'s operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Towne Corp.'s overall intrastate service footprint.

Towne Corp. operates its fleet from terminals located in Islandia, NY, Nesconset, NY, Mount Kisco, NY, and Bedford Hills, NY and primarily serves under contracts with Bedford Central School District, Smithtown Central School District, Commack School District. Towne Corp. operates approximately 311 passenger vehicles consisting of 3 cutaways, 142 Type A school buses, 157 Type C school buses, 1 Type D school bus, and 8 vans (1-8 passengers).

Additional information regarding Towne Corp's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

8. *Towne LLC.*

Towne LLC. established in 2003, is a New York limited liability company primarily providing non-regulated home-to-school transportation services - including both general and special education services - primarily within Long Island, New York. In addition to its core school bus services, Towne LLC also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Towne LLC's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey,

Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Towne LLC's overall intrastate service footprint.

Towne LLC operates its fleet from terminals located in Medford, NY, Bay Shore, NY and Holtsville, NY and primarily serves under contracts with Sachem Central School District and Patchogue-Medford UFSD. Towne LLC operates approximately 390 passenger vehicles consisting of 3 cutaways, 209 Type A school buses, 1 Type B school bus, 158 Type C school buses, 4 Type D school buses, and 15 vans (1-8 passengers).

Additional information regarding Towne LLC's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

9. Van Trans.

Van Trans, established in 2002, is a New York limited liability company engaged exclusively in school bus operations. Van Trans provides non-regulated home-to-school transportation services - including both general and special education services - primarily within Bronx, New York. In addition to its core school bus services, Van Trans also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While Van Trans' operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to Van Trans' overall intrastate service footprint.

Van Trans operates its fleet from terminals located in Bronx, NY and Brooklyn, NY and primarily serves under contracts with New York City Department of Education. Van Trans operates approximately 160 passenger vehicles consisting of 9 Type A school buses, 126 Type C school buses, and 25 vans (1-8 passengers).

Additional information regarding Van Trans' principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

10. WE NY.

WE NY established in 1995, is a New York limited liability company engaged exclusively in school bus operations. WE NY provides non-regulated home-to-school transportation services - including both general and special education services - primarily within Long Island, New York. In addition to its core school bus services, WE NY also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While WE NY's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly New Jersey, Pennsylvania, Connecticut, and Massachusetts, depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to WE NY's overall intrastate service footprint.

WE NY operates its fleet from terminals located in Holtsville, NY and primarily serves under contracts with the County of Suffolk and Sachem Central School District. [COMPANY] operates approximately 232 passenger vehicles consisting of 3 cutaways, 119 Type A school buses, 1 Type B school buses, 104 Type C school buses, and 5 vans (1-8 passengers).

Additional information regarding WE NY's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

11. WE CT.

WE CT established in 2010, is a Connecticut limited liability company engaged exclusively in school bus operations. WE CT provides non-regulated home-to-school transportation services - including both general and special education services - primarily within Bridgeport, CT. In addition to its core school bus services, WE CT also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While WE CT's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly Rhode Island, New York, and Massachusetts depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to WE CT's overall intrastate service footprint.

WE CT operates its fleet from terminals located in Bridgeport, CT and primarily serves under contracts with the Bridgeport Board of Education. WE CT operates approximately X passenger vehicles consisting of 1 cutaway, 128 Type A school buses, 150 Type C school buses, and 20 vans (1-8 passengers).

Additional information regarding WE CT's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

12. WE Transport

WE Transport established in 1963, is a New York corporation engaged exclusively in school bus operations. WE Transport provides non-regulated home-to-school transportation services - including both general and special education services - primarily within Long Island, NY. In addition to its core school bus services, WE Transport also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions.

While WE Transport's operations are predominantly intrastate, on rare occasions its charter services may cross state lines into neighboring jurisdictions, particularly Connecticut and New Jersey depending on the location of the extracurricular activities requested by the schools it serves. Such interstate operations are minimal in scope relative to WE Transport's overall intrastate service footprint.

WE Transport operates its fleet from terminals located in Plainview, NY, Hicksville, NY, Pelham Manor, NY, Bronx, NY, Hempstead, NY, Sparrow Bush, NY, and Elmont, NY and primarily serves under contracts with the Plainview-Old Bethpage Central School District, Nassau County, Levittown School District, and Sewanhaka School District. WE Transport operates approximately 652 passenger vehicles consisting of 6 cutaways, 257 Type A school buses, 58 Type B school buses, 262 Type C school buses, and 69 vans (1-8 passengers).

Additional information regarding WE Transport's principal place of business, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and number of drivers is provided in the Summary Table.

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

Descriptions of the Contemplated Transactions are as follows:

A. Prospective Transaction

The event triggering STB jurisdiction for the Prospective Transaction is the contemplated acquisition of all of the issued and outstanding equity stock interest of A&A by Van Pool, the effect of which will be to place A&A under the control of Applicants. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Prospective Transaction involves "acquisition of control of a carrier [i.e., A&A] by a person that is not a carrier but that controls any number of carriers [i.e., Applicants]." 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 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 any potential need for state or local approval.

B. ATF Transactions

The event triggering STB jurisdiction for the ATF Transactions is the ATF Subsidiaries acquisition of interstate operating authority while under Applicant's control. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the ATF Transactions involve the "continuance in control by a person that is not a carrier, but that controls any number of carriers [Applicants], of an entity that acquires operating authority, thereby becoming a carrier [ATF Subsidiaries]".⁶

As more fully explained below, each of the ATF Subsidiaries acquired interstate operating authority while under the control of Applicants. Applicants recognize their

⁶ See, e.g., *Holland America Line - Westours Inc - Continuance in Control*, STB Docket No. MC-F-20980 (STB served April 4, 2001); see also *Laidlaw Inc. - Motor Passenger Intra - Corporate Family Transaction Exemption - Victoria Tours Limited*, STB Docket No. MC-F-20979 (STB served April 4, 2001).

continuance in control of the ATF Subsidiaries following the ATF Subsidiaries' acquisition of interstate operating authority required the Board's approval. However, the Board has permitted "parties to obtain after-the-fact licensing authority for a transaction when the failure to seek approval was done without malice and by mistake." *See Allied Industrial Development Corp.-Petition for Declaratory Order*, STB Finance Docket No. 35477, at 5 (STB served Sept. 17, 2015); *see also Gen. Ry. – Exemption for Acquis. Of R.R. Line – in Osceola & Dickinson Clys., Iowa*, STB Finance Docket No. 34867 (STB served June 15, 2007). As more fully explained below, Applicants' failure to obtain Board approval was done without malice and by mistake. Applicants' good faith is further demonstrated by a history of compliance with STB filings. Therefore, Applicants respectfully request that the Board allow correction of this oversight by granting after-the-fact approval of Applicant's continuance of control over the ATF Subsidiaries. To this end, the following provides complete information on the circumstances surrounding each of the ATF Subsidiaries decision to obtain interstate operating authority in accordance with 49 C.F.R. § 1182.2 in sufficient detail to provide the required notice to the Board and to the public as to the nature and consequences of the already-consummated transactions.

1. *Circumstances Applicable to all ATF Subsidiaries*

Applicants acquired the ATF Subsidiaries in two separate transactions (collectively, the "ATF Acquisitions"), each described in detail in Sections II.B.2 and II.B.3 below. Although the acquisitions occurred at different times, the circumstances underlying Applicants' failure to obtain prior Board approval are substantially similar across all ATF Subsidiaries.

At the time of the ATF Acquisitions, none of the ATF Subsidiaries held interstate operating authority. Accordingly, the acquisitions were not subject to Board approval under 49 U.S.C. § 14303(a)(5). Based on the respective sellers' responses during due diligence and

the nature of the ATF Subsidiaries' operations more fully described in Section I.D, Applicants correctly understood the ATF Subsidiaries were not engaged in regulated interstate transportation.

At various points following the ATF Acquisitions, certain ATF Subsidiaries were presented with opportunities to provide limited interstate transportation related to school-sponsored extracurricular activities. Recognizing that such services require interstate operating authority - and that none of the ATF Subsidiaries then held such authority – a Van Pool Operations Team employee in the New York Regional Division applied for the required authority. Acting in good faith and without knowledge of the control implications under STB regulations, the team member subsequently submitted applications for interstate authority on behalf of the other ATF Subsidiaries acquired in the respective ATF Acquisition to the extent those ATF Subsidiaries needed interstate authority in the future.

The ATF Subsidiaries rarely, if ever, use their interstate authority. Nevertheless, even those that have not exercised their interstate authority desire to retain it due to the potential to provide interstate service in the future. Applicants' employees that are most familiar with STB requirements were not informed of ATF Subsidiaries' decision to seek interstate authority, nor were they aware of the very limited interstate service that was subsequently provided by the ATF Subsidiaries. Applicants first discovered regulatory oversight while preparing this Application in connection with the Prospective Transaction.

With the above background in mind, details related to each specific ATF Transaction are more specifically described in Sections II.B.2 and II.B.3 below.

2. Circumstances Applicable to WE Acquisition

Applicants acquired Towne Corp., Towne LLC, Van Trans, WE NY, WE CT, and WE Transport (collectively, the "WE Subject Affiliates") on June 25, 2021 (the "WE Acquisition").

The WE Acquisition was structured such that Van Pool acquired all outstanding ownership interests in four entities - WE Transport, WE Suffolk Co., L.L.C., Van Trans, and Bus Equity LLC ("WE Parents") - along with their respective subsidiaries ("WE Subsidiaries") (together with the WE Parents, "WE Affiliates") from the individuals and entities set forth in Exhibit B (the "WE Sellers"). The WE Sellers did not control any other regulated motor carriers.

Specifically, although ownership of the WE Parents changed as a result of the WE Acquisition, the internal subsidiary relationships remained consistent: the subsidiaries of WE Suffolk Co., L.L.C. are WE NY, WE CT, and Towne LLC; the subsidiaries of WE Transport are VTC Bus Corp., Towne Corp., and WE Business Management, Inc.; and the sole subsidiary of Van Trans is Attendant LLC. Bus Equity LLC does not have a subsidiary. Each of the WE Parents has a 100% ownership interest in its respective subsidiaries. Therefore, the WE Acquisition resulted in Van Pool acquiring direct control, and AG Holdings acquiring indirect control, in WE Transport and Van Trans. The WE Acquisition resulted in both Van Pool and AG Holdings acquiring indirect control of the remaining WE Subject Affiliates. An illustration of the WE Affiliates can be found in Exhibit C.

Approximately six months after the WE Acquisition, Van Trans was approached with the opportunity to provide interstate transportation services in connection with school-sponsored extracurricular activities. Recognizing that Van Trans did not hold the required interstate operating authority, it applied for and was granted such authority on December 15, 2021, under FMCSA Docket No. 877806. The remaining WE Subject Affiliates did not conduct interstate operations until, at minimum, nearly eighteen (18) months later when the remaining WE Subject Affiliates applied for interstate authority, as further detailed in the following Section II.B.3 below.

3. Circumstances Applicable to Huntington Acquisition

Applicants acquired Dell, Hendrickson, Huntington Corp., and Huntington LLC (collectively, the “Huntington Affiliates”) on February 1, 2023 (the “Huntington Acquisition”). No other entities were involved in the Huntington Acquisition. The Huntington Acquisition was structured such that Van Pool acquired all outstanding ownership interests in the Huntington Affiliates from the individuals and entities identified in Exhibit B (the “Huntington Sellers”). As a result, Van Pool acquired direct control, and AG Van Pool Holdings, LP (“AG Holdings”) acquired indirect control, of the Huntington Affiliates. The Huntington Sellers did not control any other regulated motor carriers.

Approximately one month after the Huntington Acquisition, Dell was approached with an opportunity to provide interstate transportation in connection with school-sponsored extracurricular activities. As in the case of Van Trans described in Section II.B.2, Dell recognized that it lacked the requisite interstate operating authority and applied for such authority. The authority was granted on March 14, 2023, under FMCSA Docket No. 729893.

At the time Dell obtained its authority, Van Trans was the only ATF Subsidiary with interstate operating authority. In an effort to proactively ensure that the remaining ATF Subsidiaries could legally provide interstate service if needed in the future, a member of Van Pool’s New York Regional Division, Operations Team made the unilateral decision to apply for and obtain interstate operating authority for the remaining WE Subject Affiliates shortly thereafter. As explained above, this decision was made in good faith and without knowledge of the broader control implications that acquiring new operating authority has under STB regulations. Within approximately one month following the acquisition of Dell’s interstate authority, all ATF Subsidiaries held such authority. Since obtaining this authority, the ATF Subsidiaries have provided minimal, and with respect to some ATF Subsidiaries potentially zero, interstate service.

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

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

Van Pool 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 Mobility”). Beacon Mobility is wholly owned by Beacon Mobility Intermediate Corp., a Delaware corporation and non-carrier holding company (“Beacon Intermediate”). Beacon Intermediate is wholly owned by Beacon Mobility Preferred Issuer, LLC, a Delaware limited liability company and non-carrier holding company (“Beacon Preferred”). Beacon Preferred 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 Holdings, a Delaware limited partnership and non-carrier holding company. 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 Applicants is set forth on Exhibit C 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, none of the aforementioned 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 Applicants, A&A, and the ATF Subsidiaries

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 will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Prospective Transaction is merely a change in control of a carrier that already provides diverse passenger transportation services, and no significant operational changes are anticipated at the current time. The ATF Transactions merely involve the ATF Subsidiaries providing a relatively insignificant amount of interstate service using their existing equipment. Therefore, no environmental impact is expected as a result of the Contemplated Transactions.⁷

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 A&A’s and the ATF Subsidiaries’ service area. There are a large number of motor passenger carrier companies and barriers to entry into the business are low. *See All Aboard America! Holdings, Inc. –*

⁷ 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.

Acquisition of Control – Lux Bus America Co., STB Docket No. MCF-21082 (Sept. 21, 2018).

The Proposed Acquisition therefore will not result in any meaningful reduction in competitive services. Further, because of the contract-driven nature of the outsourced passenger transit services involved here, Applicants, A&A, and the ATF Subsidiaries have every incentive to maintain and improve the adequacy of their services to the public. While the contracts involved are typically for multi-year terms, renewal of such agreements is by no means a foregone conclusion. Contract renewals in the transit sector often involve highly visible and intense negotiation processes between multiple bidders, governmental bodies, unions, political activists and other interested parties. Consequently, outsourced passenger transportation services contracts are highly contestable by firms of all sizes across the fragmented provider landscape.

Applicants anticipate that services available to the public will be improved as operating efficiencies are realized and additional services and capacity are made available. The addition of A&A and the ATF Subsidiaries to be among the Affiliate Regulated Carriers 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. The Contemplated Transaction will bring A&A and the ATF Subsidiaries under the control of Applicants, which is experienced in the same market segments served by A&A and the ATF Subsidiaries. Such market segments have their own service characteristics, and the Contemplated Transactions, combined with the passenger carrier management capacity of Applicants, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within the Applicants' Subsidiaries, all of which will help to ensure the provision of adequate service to the public.

Adding A&A and the ATF Subsidiaries to Applicants' organization will serve to enhance the viability of the Applicants' organization and the Applicants' Subsidiaries. The continued viability of Applicants and the Applicants' Subsidiaries assures the continued availability of adequate passenger transportation service for the public in the areas served by the Applicants' Subsidiaries.

B. Fixed Charges.

1. *Prospective Transaction*

The Prospective Transaction is expected to result in a modest increase in fixed charges in the form of interest expense, as the acquisition financing is anticipated be funded through borrowed capital. However, this anticipated increase in fixed charges will not affect the provision of transportation services to the public. The Board has consistently approved transactions involving debt financing, even when such financing results in increased 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 Feb. 15, 2019); *Sureride Charter Inc.—Acquisition of Control—McClintock Enterprises, Inc., d/b/a Goldfield Stage & Co.*, STB Docket No. 21077, at 3 (served Nov. 2, 2017).

2. *ATF Transactions*

The ATF Transactions have not and will not result in an increase in fixed charges.⁸

C. Employee Interests.

1. *Prospective Transaction.*

⁸ Like the Prospective Transaction, the ATF Acquisitions resulted in a modest increase in fixed charges in the form of interest expense because the ATF Acquisitions were financed through borrowed capital. However, as noted above, the Board has routinely authorized such transactions.

For the foreseeable future, A&A intends to provide the interstate service using employee drivers that are already qualified to provide interstate service. As such, the Prospective Transaction is not expected to have a substantial impact on employees or labor conditions. Applicants do not anticipate a measurable increase in force or changes in compensation levels and/or benefits.

2. *ATF Transactions.*

The ATF Subsidiaries have and intend to continue to provide interstate service using employee drivers that are already qualified to provide interstate service. As such, the ATF Transactions are not expected to have a substantial impact on employees or labor conditions. There has not been, and applicants do not anticipate, a measurable increase in force or changes in compensation levels and/or benefits.

D. Competition and the Public Interest.

1. *Prospective Transaction*

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 with 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, 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. *See, e.g., 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).

Demand for charter, school, shuttle, and non-emergency medical transportation services within A&A’s service area remains strong and is projected to grow in the foreseeable future. Although A&A competes in certain limited aspects of the business conducted by some of the Affiliated Regulated Carriers - specifically Local Motion and TCS - it continues to face robust competition from numerous other passenger transportation providers operating within its service area. This market is highly competitive, with a significant number of established providers, including but not limited to DPV Transportation, Lucini Transportation, and Fisher Bus Inc.

Moreover, A&A’s geographic service area is largely distinct from those of the Affiliated Regulated Carriers. The overlap in customer bases and service offerings between A&A and the Affiliated Regulated Carriers is minimal, further reducing any potential competitive

concerns. In light of the highly competitive nature of A&A's operating environment and the limited intersection between its operations and those of the Affiliated Regulated Carriers, the Prospective Transaction will have, at most, a negligible impact on the regulated motor carrier industry. Accordingly, neither competition nor the public interest will be adversely affected.

2. ATF Subsidiaries

It is also clear that the ATF Transactions have not had - and will not have - any adverse effect on competition or the public interest. Many of the same considerations outlined in Section VI.D.2 in support of the Prospective Transaction apply with equal force to the ATF Transactions. For example, common control arrangements in the motor passenger carrier industry are not inherently anti-competitive, particularly given the low barriers to entry and the robust intra-modal competition that characterizes the industry. However, the ATF Transactions present their own distinct circumstances that further demonstrate the absence of any adverse impact on competition or the public interest.

Public and private schools frequently outsource all or part of their student transportation needs through competitively bid contracts, typically ranging from three to five years in duration. The ATF Subsidiaries participate in these competitive procurement processes and routinely compete with numerous local and regional school bus operators, including companies such as Guardian Bus, Montauk Bus, and Educational Bus Transportation. In addition, they face competition from large national providers affiliated with transportation companies such as First Student, National Express, and Student Transportation of America. Prior to the Huntington Acquisition, the WE Subject Affiliates and Huntington Affiliates could have been viewed as potential competitors. However, these

entities continue to operate in distinct service areas, and the ATF Transactions do not alter that reality.

Moreover, the transactions at issue involve only the acquisition of interstate operating authority – authority that has historically been, and will continue to be, used infrequently. In the rare instances where such authority is exercised, it is generally in support of school contracts that have already been competitively awarded to the ATF Subsidiaries. Accordingly, there has been no harm to competition within the school bus contractor segment, especially given the prevalence of competitive bidding, the number of existing market participants, and the fact that many schools evaluate outsourced services against the cost and efficiency of in-house alternatives.

It is also common in the industry for school bus contractors to provide limited charter services using their school bus fleets, thereby generating supplemental revenue and increasing equipment utilization during non-peak periods. However, such school buses and related equipment are typically not well-suited for general public charter services due to their limited amenities and appeal. Consequently, the charter services offered by the ATF Subsidiaries are overwhelmingly tied to school-related or student-related activities, and fees for such services are often included within the broader school contract.

Even with respect to charter services, the relevant market remains highly competitive. Numerous providers operate in the Long Island and broader New York area, including local and regional companies such as Long Island Coach Bus, Gogo Charters New York, Winston Transportation, New York Charter Bus Company, and A1 Metro Limousine Service. National charter operators such as Academy Bus, Coach USA, and National Express also maintain a strong presence in the region.

In light of these facts, the ATF Transactions have had only a minimal effect - if any - on the regulated motor carrier industry. The transactions neither reduce competition nor adversely affect the public interest, and Board approval of the ATF Transactions is therefore appropriate.

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

Applicants certify that the Safety Rating (if any) for each of the Affiliate Regulated Carriers, A&A, and the ATF Subsidiaries is set forth in the Summary Table in Exhibit A.

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

A. Prospective Transaction

Applicants certify that A&A has the requisite insurance coverage under 49 U.S.C. § 13906. Applicants further certify that A&A will continue to have the requisite insurance coverage under 49 U.S.C. § 13906 following the Prospective Transaction.

B. ATF Transactions

Applicants certify that the ATF Subsidiaries have held, and will continue to hold, the requisite insurance coverage under 49 U.S.C. § 13906.

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

A. Applicants.

Applicants certify that neither they nor any of the Affiliated Regulated Carriers or ATF Subsidiaries are domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. A&A.

A&A certifies that it 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 Applicants and A&A are as follow:

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

VERIFICATION

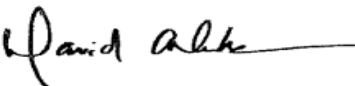
I, David A. Duke, Chief Development Officer of Van Pool Transportation LLC, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to Van Pool Transportation LLC is true and correct. Further, I certify 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.

“Van Pool”

Van Pool Transportation LLC

Dated: May 16, 2025

By: _____


David A. Duke
Chief Development Officer

VERIFICATION

I, Adam Abramson, Secretary of AG Van Pool Holdings, LP, 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 AG Van Pool Holdings, LP 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.

“AG Holdings”

AG Van Pool Holdings, LP

Dated: May 16, 2025

By: 
Adam Abramson
Secretary

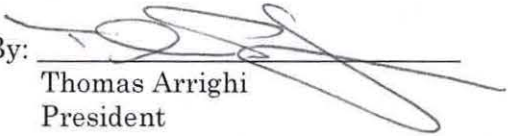
VERIFICATION

I, Thomas Arrighi, President of Bill's Taxi Service Inc. d/b/a A&A Metro Transportation, 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 Bill's Taxi Service Inc. d/b/a A&A Metro Transportation 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.

"A&A"

Bill's Taxi Service Inc.
d/b/a A&A Metro Transportation

Dated: May 16, 2025

By: 

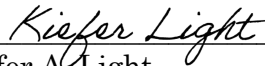
Thomas Arrighi
President

XIV. Applicant Legal Counsel.

“Applicant”

Kiefer A. Light
Beacon Mobility Corp.
3700 Embassy Parkway
Suite 500
Akron, OH 44333
(317) 964-3241

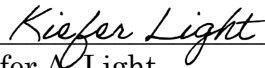
Respectfully,



Kiefer A. Light
Counsel for Applicants

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
May 16, 2025

Exhibit A – Summary Table

Exhibit A
Summary Table

<u>Entity Names & Principal Place of Business</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

Exhibit A
Summary Table

<u>Entity Names & Principal Place of Business</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers</u>
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
Local Motion, LLC 66B Rocsam Park Road Braintree, MA 02184	738955	MC-338541	Satisfactory	Motor Coach – 20 School Bus – 126 Mini-Bus – 9 Van (9-15) - 10 Drivers - 180
Butler's Bus Service, Inc. 835 Hanover Street, Suite 303 Manchester, NH 03104	1633191	MC-602610	Satisfactory	School Bus - 290 Mini-Bus - 13 Van (9-15) - 28 Van (1-8) – 8 Drivers - 260
Transaction Corporate Shuttle, Inc. 5 Wheeling Avenue Woburn, MA 01801	1366324	MC-522885	Satisfactory	Mini-Bus - 61 Van (9-15) – 39 Limousine – 2 Drivers - 81
Bill's Taxi Service Inc. d/b/a A&A Metro Transportation 1001 Bedford St, Bridgewater, MA 02324	608846	MC-538956	Satisfactory	Motor Coach – 11 Mini-Bus – 32 Van (9-15) – 12 Van (1-8) – 39 Drivers - 103

Exhibit A
Summary Table

<u>Entity Names & Principal Place of Business</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers</u>
Dell Transportation Corp. 20 Haven Avenue Port Washington, NY 11050	86580	MC-729893	None	School Bus – 141 Van (1-8) – 8 Drivers - 129
Hendrickson Bus Corporation 64 Bayville Avenue Bayville, NY 11709	382112	MC-729161	Satisfactory	School Bus – 228 Van (1-8) – 8 Drivers - 98
Huntington Coach Corporation 1359 New York Avenue Huntington Station, NY 11746	425804	MC-730396	Satisfactory	School Bus – 304 Van (1-8) – 24 Drivers - 305
Huntington Coach, L.L.C. 1359 New York Avenue Huntington Station, NY 11746	1080020	MC-730308	None	School Bus – 226 Van (1-8) – 5 Drivers - 217
Towne Bus Corp. 75 Commercial Street Plainview, NY 11803	1367913	MC-870989	None	School Bus – 300 Mini-Bus – 3 Van (1-8) – 8 Drivers - 409
Towne Bus LLC 75 Commercial Street Plainview, NY 11803	2526995	MC-877804	None	School Bus – 372 Mini-Bus – 3 Van (1-8) – 15 Drivers - 191

Exhibit A
Summary Table

<u>Entity Names & Principal Place of Business</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers</u>
Van Trans LLC 75 Commercial Street Plainview, NY 11803	2431566	MC-877806	None	School Bus – 135 Van (1-8) – 25 Drivers - 215
WE Transport (NY) LLC 75 Commercial Street Plainview, NY 11803	2526986	MC-877795	None	School Bus – 224 Mini-Bus – 3 Van (1-8) – 5 Drivers - 112
WE Transport LLC 75 Commercial Street Plainview, NY 11803	2039088	MC-877817	None	School Bus – 278 Mini-Bus – 1 Van (1-8) – 20 Drivers - 244
WE Transport, Inc. 75 Commercial Street Plainview, NY 11803	278375	MC-877811	Satisfactory	School Bus – 577 Mini-Bus – 6 Van (1-8) – 69 Drivers - 409

Exhibit B – ATF Acquisition Sellers

Exhibit B – ATF Subsidiary Sellers

WE SELLERS

WE Sellers consist of the following owners of the respective WE Parents immediately prior to the WE Acquisition:

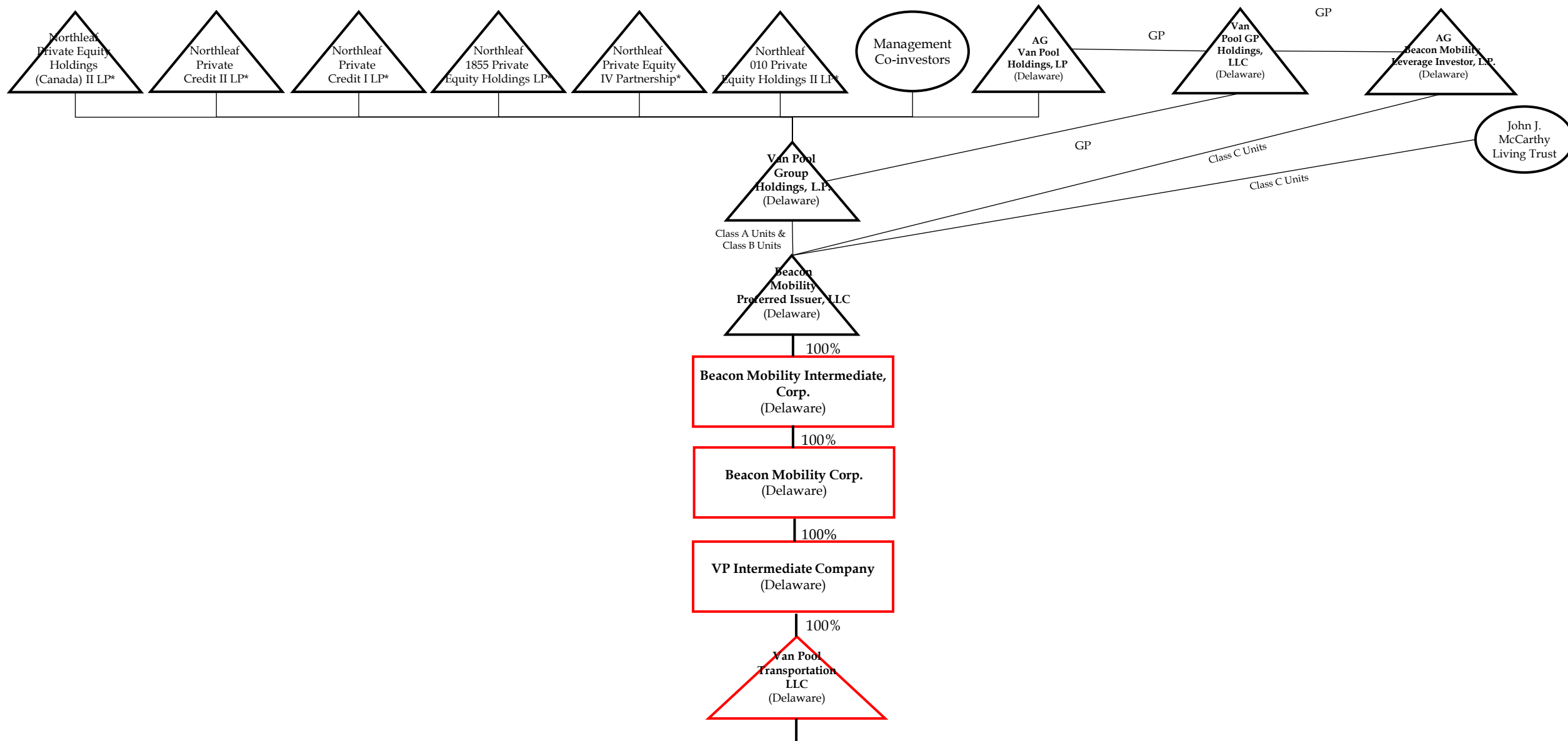
WE Transport	WE Suffolk Co., L.L.C.	Van Trans	Bus Equity LLC
Bart D. Marksohn- 5 Voting Shares	The Bart D. Marksohn Family 2015 Trust- 8.957%	The Ellis Marksohn 2006 GST Trust- 12.5%	Bart D. Marksohn Family 2015 Trust- 25%
Steven B. Marksohn- 5 Voting Shares, 22.5 Non-Voting Shares	(Jerome B. Marksohn or Jan Marce Locketz, Co-Trustees)	(Jerome B. Marksohn, Trustee)	(Jerome B. Marksohn or Jan Marce Locketz, Co-Trustees)
Jerome B. Marksohn- 5 Voting Shares	The Bart D. Marksohn Family Trust- 0.863%	The Jesse Marksohn 2006 GST Trust- 12.5%	Steven B. Marksohn GST Trust- 25%
The Brian Marksohn-Schonberg Family 2020 Trust-2.5 Voting Shares, 22.5 Non-Voting Shares (Laurence Bloom, Trustee)	(Jan M. Locketz & Elliot J. Katz, Co-Trustees)	The Vincent Marksohn 2006 GST Trust- 25%	(Laurence Bloom, Trustee)
The Jennifer Marks Golden Family 2020 Trust- 2.5 Voting Shares, 22.5 Non-Voting Shares (Laurence Bloom, Trustee)	The Ellis Marksohn 2006 GST Trust- 7.590%	(Bart D. Marksohn, Trustee)	Jerome B. Marksohn- 25%
The J. Marce Locketz 2020 Trust- 45 Voting Shares (Bart D. Marksohn, Trustee)	(Jerome B. Marksohn, Trustee)	The Steven Marksohn GST Trust- 25%	Helena L. Marksohn- 25%
The Jerome Marksohn 2012 Trust- 22.5 Voting Shares (Philip J. Michaels, Trustee)	The Jesse Marksohn 2006 GST Trust- 7.590%	(Laurence Bloom, Trustee)	
The Marksohn 2009 Family Trust- 22.5 Voting Shares (Doris F. Mukabaa, Philip J. Michaels Co-Trustees)	(Jerome B. Marksohn, Trustee)	The Brian Marksohn-Schonberg Family 2020 Trust- 12.5%	
The Steven Marksohn 2020 GST Trust- 22.5 Voting Shares (Laurence Bloom, Trustee)	The Jerome Marksohn 2012 Trust- 4.910%	(Laurence Bloom, Trustee)	
	(Phillip J. Michaels or Jerome B. Marksohn, Co-Trustees)	The Jennifer Marks Golden Family 2020 Trust- 12.5%	
	The Marksohn 2009 Family Trust- 4.910%	(Laurence Bloom, Trustee)	
	(Doris F. Mukabaa or Philip J. Michaels, Co-Trustees)		
	The Vincent Marksohn 2006 GST Trust- 15.181%		
	(Bart D. Marksohn, Trustee)		
	The Helena Marksohn Family Trust- 4.313%		
	(Laurence Bloom or Elliot J. Katz, Co-Trustees)		

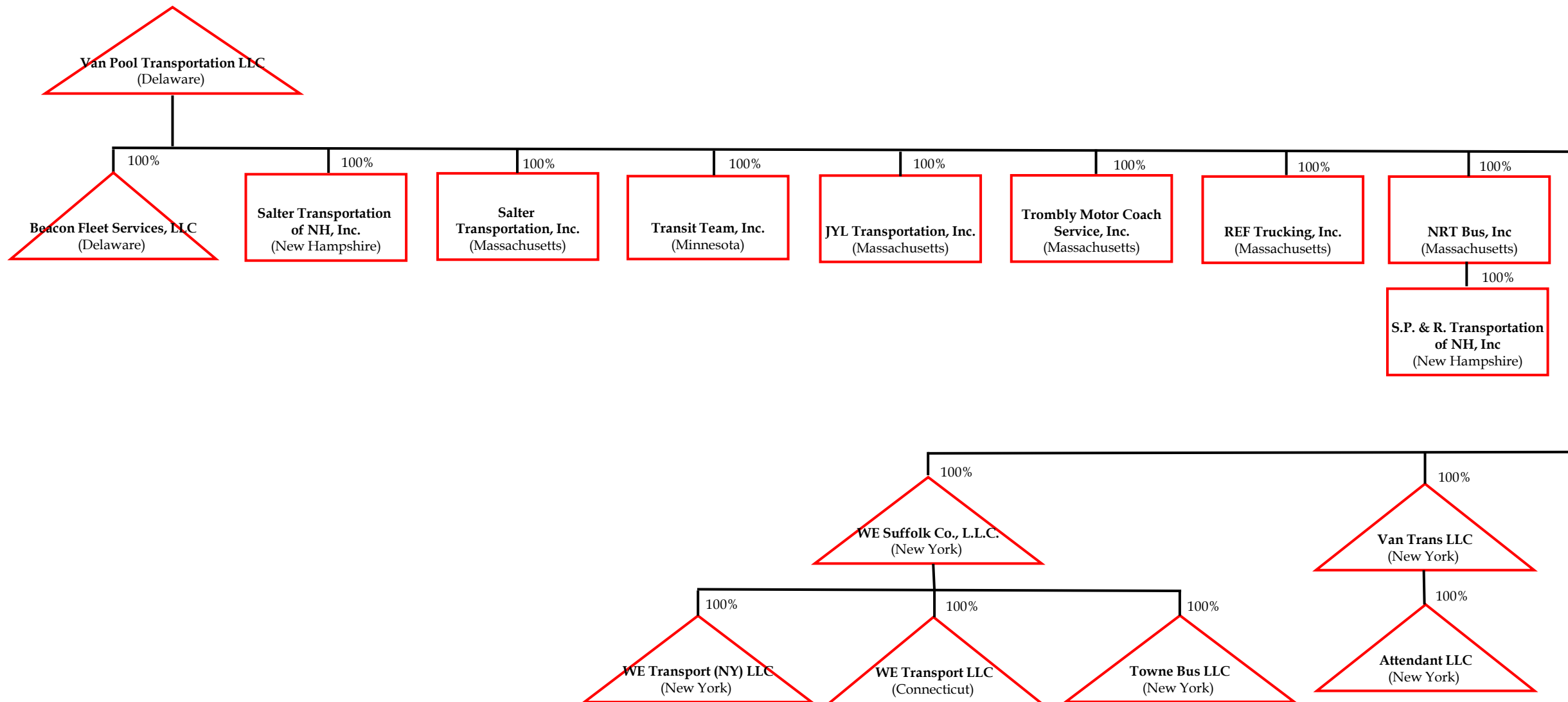
WE Transport	WE Suffolk Co., L.L.C.	Van Trans	Bus Equity LLC
	The Brian Marksohn-Schonberg Family 2010 Trust- 10.343% (Laurence Bloom, Trustee) The Jennifer Marks Golden Family 2010 Trust- 10.343% (Laurence Bloom, Trustee) The Steven Marksohn GST Trust- 15.181% (Laurence Bloom Trustee) Steven B Marksohn- 8.957% The Steven Marksohn Family Trust- .863% (Jerome B. Marksohn & Elliot J. Katz, Co-Trustees)		

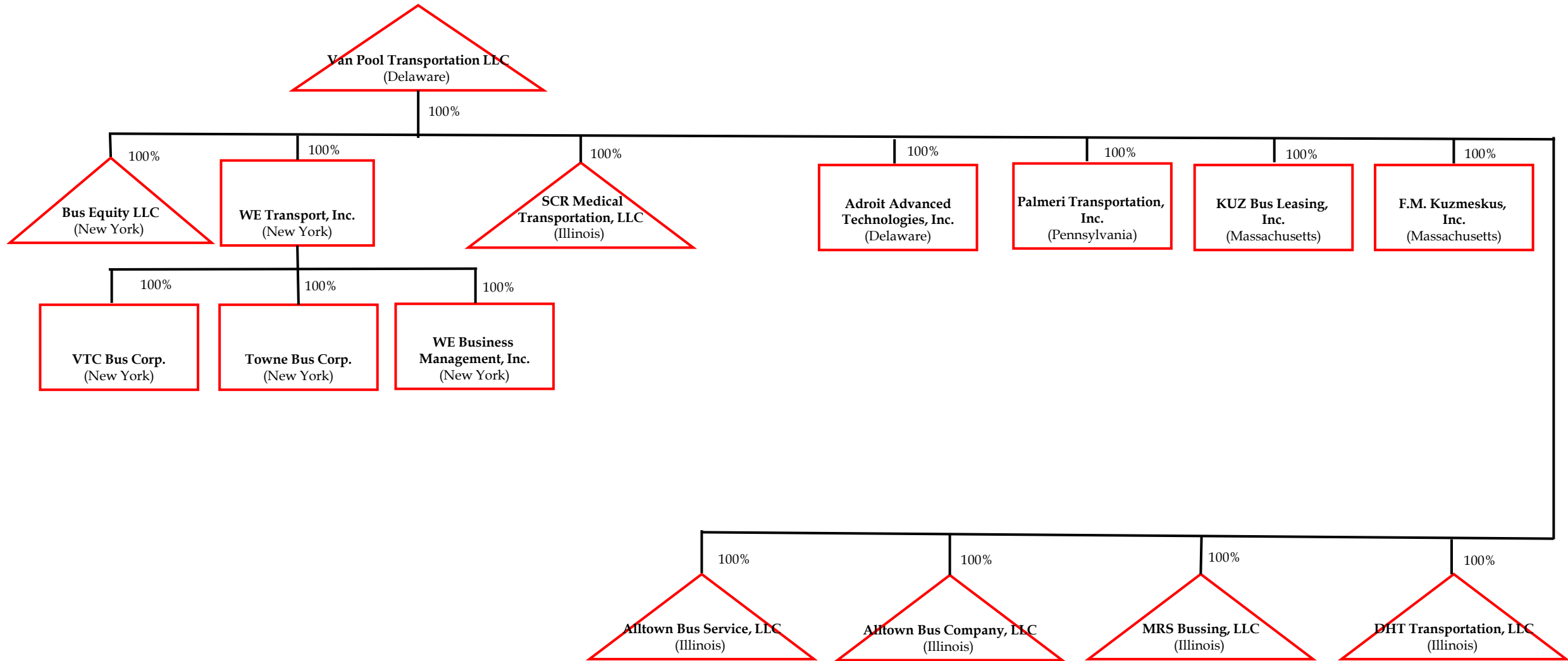
HUNTINGTON SELLERS

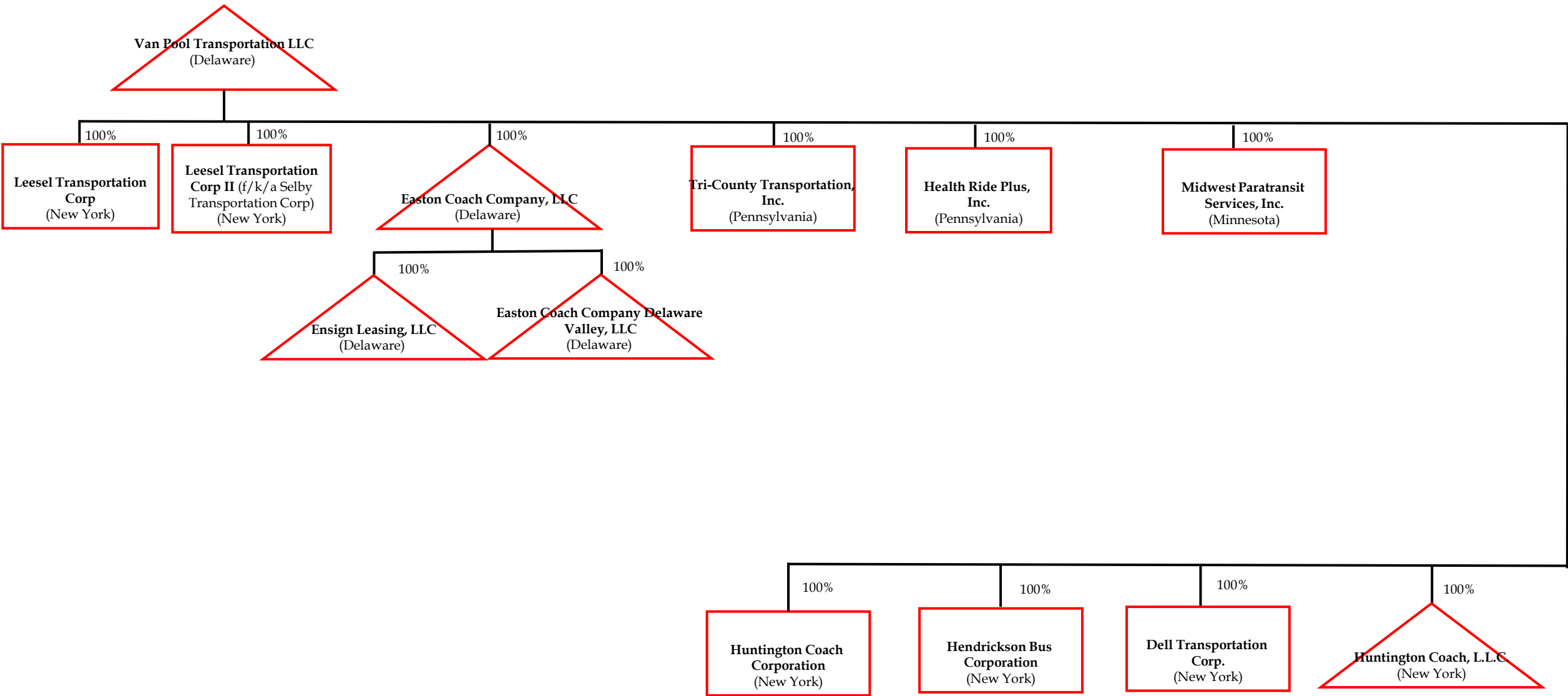
Dell Transportation Corp.	Hendrickson Bus Corporation	Huntington Coach Corporation	Huntington Coach, L.L.C.
Kevin J. Clifford – 52% Kevin Kalberer – 24% Robert C. Pape Revocable Trust – 24%	Kevin J. Clifford - 51% Brendan Clifford - 7.5% Erin Vidota - 7.5% Kyle Albers - 7.5% Kevin Clifford Irrevocable 2020 Trust - 19% Kristin Reardon - 7.5%	Kevin J. Clifford - 51.00% Brendan Clifford - 13.37% Erin Vidota - 13.37% Kyle Albers - 13.37% Kristin Reardon - 5.73% Kevin Clifford Irrevocable 2020 Trust – 3.16%	Kevin J. Clifford - 35% Brendan Clifford - 30% Erin Vidota - 10% Kevin Kalberer - 10% Kevin Clifford Family Trust - 15%

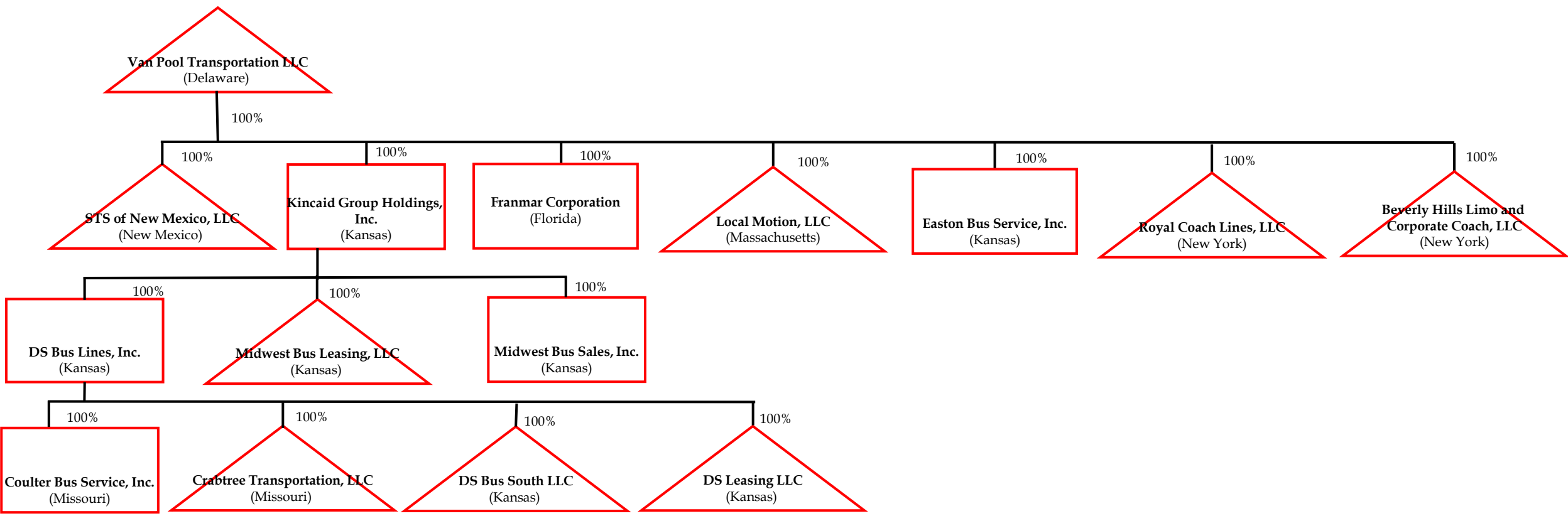
Exhibit C – Applicants’ Intercorporate Chart











BEACON MOBILITY

Date Chart Last Updated: February 10, 2025

