

SERVICE DATE – JUNE 18, 2025

SURFACE TRANSPORTATION BOARD

DECISION

Docket No. MCF 21135

TRAXX AMERICA INC. AND BEELINE TOURS LTD.—
ACQUISITION OF BEELINE TOURS LTD. BY TRAXX AMERICA INC.

Decided: June 18, 2025

On May 21, 2025, TRAXX America Inc. (TAI or Applicant), a motor passenger carrier, filed an application under 49 U.S.C. § 14303 for approval to acquire Beeline Tours Ltd. (BTL), also a motor passenger carrier. According to the application, both companies operate in the Seattle, Wash., area. (Appl. 3.) The application states that, as a result of the proposed transaction, TAI will acquire all of BTL's assets, vehicles, and business operations, but that TAI will continue to operate BTL's fleet and routes under the existing BTL name. (Id.)

Pursuant to 49 U.S.C. § 14303 and the corresponding regulations at 49 C.F.R. part 1182, applications must include, among other things: a description of the proposed transaction; identification of any motor passenger carriers affiliated with the parties, a brief description of their operations, and a summary of the intercorporate structure of the corporate family from top to bottom; and information to demonstrate that the proposed transaction is consistent with the public interest. See 49 C.F.R. § 1182.2(a).

In processing an application, the Board will review it for completeness. 49 C.F.R. § 1182.4(a). If the application is accepted as complete, a summary is published in the Federal Register within 30 days after the application is filed. 49 C.F.R. § 1182.4(b). Incomplete applications may be rejected. 49 C.F.R. § 1182.4(a). However, applicants are given an opportunity to correct minor errors or omissions, in which case the filing date of the application, for purposes of calculating the procedural schedule and statutory deadlines, is deemed to be the date on which the complete information is filed with the Board. Id.

Here, although the application contains some information for each of the categories of information required under 49 C.F.R. § 1182.2(a), the information given on several items is not sufficient to provide the Board and the public with the required notice of the nature and effect of the proposed transaction. Therefore, additional information is needed for the application to be considered complete.

First, the application offers limited information regarding the scope of the motor passenger carriers' operations, particularly with respect to BTL. While the application generally describes BTL as "a bus charter rental company" and "one of Seattle's top-rated charter service providers," it does not provide further specificity about the scope and nature of BTL's

operations. (Appl. 3.) The application provides more insight into TAI's operations by describing it as a "bus charter rental company . . . [that] provides leading charter services in the Seattle area, with a particular focus on cruise transportation." (*Id.*) It appears, based on the Federal Motor Carrier Safety Administration's "company snapshot" for TAI, that TAI does business under the name "Seattle Express." (*Id.*, Ex. A.) Consistent with 49 C.F.R. § 1182.2(a)(4), Applicant will be directed to file supplemental information describing with more specificity the scope of BTL's operations, including the nature of the charter (and any other motor passenger carrier) operations BTL provides. Additionally, if TAI does business under the name "Seattle Express," (Appl., Ex. A), and/or provides charter operations beyond "cruise transportation," (Appl. 3), Applicant should so clarify. Applicant should also confirm the extent to which the parties' operations are conducted in interstate commerce.¹

Second, the application does not describe the competitive conditions in the geographic area serviced by the carriers. Although the application states that both carriers operate in Seattle, it does not describe the extent to which the carriers currently compete with each other for business. The application also does not discuss the extent to which the carriers compete with other motor passenger carriers in the Seattle region, which makes it difficult for the Board to assess how the proposed acquisition would impact competitive conditions and market share in that region more generally. Consistent with the requirement under 49 C.F.R. § 1182.2(a)(7) that an applicant provide the Board with information to demonstrate that the transaction is consistent with the public interest, Applicant will be directed to file supplemental information describing how the proposed transaction would affect competitive conditions and impact market share for the regulated transportation the parties provide.

Third, it is unclear whether this application meets the requirements of 49 C.F.R. § 1182.2(a)(4). The application states that Traxx Holdings Inc. owns 100% of TAI, and that Michael Rogers, BTL's president, owns 100% of BTL. (Appl. 1.) The application does not identify any motor passenger carriers affiliated with the parties. Nevertheless, it states that "[t]he parties do not hold any interests *in carriers beyond those already described.*" (*Id.* at 4 (emphasis added).) The application further states that "[n]o affiliated carriers, other than the parties involved, are participating in this application." (*Id.*) Section 1182.2(a)(4), however, is not limited to the disclosure of affiliated carriers "participating in the application" or transaction, (*id.*); it requires the disclosure of "any motor passenger carriers affiliated with the parties." 49 C.F.R. § 1182.2(a)(4). Accordingly, Applicant will be directed to clarify whether the TAI and/or BTL are currently affiliated with other motor passenger carriers. Relatedly, it is unclear whether the application provides a complete "top to bottom" description of TAI's and BTL's corporate families, as is also required under 49 C.F.R. § 1182.2(a)(4).² To the extent it does not

¹ Although Exhibit A of the application provides, among other information, TAI's and BTL's U.S. Department of Transportation numbers and motor carrier numbers, the application does not describe any operations in states other than Washington.

² Based on another recent motor passenger carrier proceeding, it appears Traxx Holdings Inc. owns at least one other motor passenger carrier. See Traxx Coachlines Ltd.—Amalgamation of Three Cos. into One Under the Name Traxx Coachlines Ltd., MCF 21125 (STB served Nov. 15, 2024).

already do so, the application should be supplemented to provide the required “top to bottom” description.

Finally, the application states that “[t]he Carriers generate annual aggregate gross operating revenues that significantly exceed \$2 million, which gives the Board jurisdiction over this matter under 49 U.S.C. § 14303(g).” (Appl. 4.) Applicant will be directed to confirm that the aggregate gross operating revenues exceeded \$2 million during the 12-month period immediately preceding the filing of the application. See 49 U.S.C. § 14303(g) (referring to “aggregate gross operating revenues . . . during a period of 12 consecutive months ending not more than 6 months before the date of the agreement of the parties”); 49 C.F.R. § 1182.2(a)(5) (same).

TAI will be directed to supplement the application as discussed above.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. TAI is directed to file supplemental information as described in this decision.
2. This decision is effective on its service date.

By the Board, Scott M. Zimmerman, Acting Director, Office of Proceedings.