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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

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STB DOCKET NO. MCF-21135

TRAXX AMERICA INC. AND BEELINE TOURS LTD.

-- ACQUISITION OF BEELINE TOURS LTD. BY TRAXX AMERICA INC. --

SUPPLEMENT TO APPLICATION

TRAXX America Inc. (“TAI” or “Applicant”), located at 361 1st Street SE, Medicine Hat, Alberta T1A 0A5, Canada, filed an application on May 21, 2025 seeking approval from the Surface Transportation Board (“Board”) under 49 U.S.C. 14303 and 49 CFR 1182.1 et seq. to acquire all or substantially all of the operating assets of Beeline Tours Ltd. (“BTL” or “Carrier”), a federally authorized motor passenger carrier. On June 18, 2025, the Board issued a decision and requested that TAI file supplemental information in order to create a complete application. The Applicant respectfully submits this Supplement to the Application.

1. Scope and Nature of Operations

TAI currently operates as a regional motor passenger carrier with its primary focus on cruise-related transportation services. This includes transporting cruise ship passengers and crew between cruise terminals, hotels, airports, and local sightseeing locations. In addition to its core cruise operations, TAI also provides charter services to sports teams—particularly Western Hockey League (WHL) teams—as well as universities and private groups, with operations extending throughout the Pacific Northwest and into Canada.

BTL is a Washington-based motor passenger carrier focused on in-state charter services. Its operations include school transportation, corporate charters, convention and event charters, ad hoc group charters, shuttle services, and tourism-related group travel. Prior to April 2025, BTL also operated under the Seattle Express name, which was used for cruise and tourism-related services.

In April 2025, in preparation for the proposed transaction, TAI acquired the rights to the Seattle Express brand from BTL. Following the acquisition of BTL, TAI will expand its use of the Seattle Express name in the Seattle market. In addition to cruise transportation, services under the Seattle Express brand will include private group transfers—such as for conventions and tour groups—and a complimentary mall shuttle operated in partnership with select local hotels.

As part of the overall transaction, TAI will acquire BTL's operating assets, including both the Beeline and Seattle Express brand names. Following the closing, Beeline Tours Ltd. will continue to exist under a new name, Prosperity Lane Inc., which will remain under the ownership of Michael Rogers.

2. Affiliation with Motor Passenger Carriers

TAI is part of the TRAXX group of companies, which includes affiliated carriers operating in British Columbia, Alberta, and Saskatchewan under the TRAXX brand. These affiliates offer similar charter and tour services across Western Canada and the Pacific Northwest. Attached as Exhibits A–C are the corporate structures of the TRAXX brand and BTL, both prior to and following the acquisition.

BTL is affiliated with Sachelava Inc. d/b/a Show Me Seattle through common ownership. Both companies are owned by Michael Rogers. Show Me Seattle is a licensed motor passenger

carrier that provides transportation services for various guided tours in the Seattle area. These include food tours, city sightseeing tours, nature excursions, cruise shore excursions, and private custom tours. While BTL and Show Me Seattle operate as separate entities, their shared ownership constitutes an affiliation for regulatory purposes.

3. Operations in Interstate Commerce

TAI conducts both interstate and cross-border charter operations. TAI provides transportation for WHL teams and other clients traveling between Washington, Oregon, and Canadian provinces such as British Columbia, Alberta, and Saskatchewan.

BTL operates exclusively within the state of Washington and does not engage in interstate commerce.

4. Competition

The motor coach market in Seattle and the broader Washington area is characterized by a diverse and competitive environment with multiple providers offering a range of charter and transportation services. Each carrier typically focuses on specific market segments or niches, which influences the dynamics of competition in the region.

TAI primarily concentrates on the cruise transportation market. It competes for contracts to transport cruise passengers and crew between ports, hotels, airports, and local tourist destinations. Additionally, TAI serves long-distance charter clients such as Western Hockey League (WHL) sports teams, university groups, and private organizations requiring extended regional travel. Due to the nature of these specialized services, TAI's competitive set largely includes other carriers focusing on cruise shore excursions, tourism-oriented transportation, and long-haul charter contracts that span across state and international borders, particularly in the Pacific Northwest and Western Canada.

BTL, on the other hand, specializes in providing motor coach services for local and regional school groups, educational institutions, community organizations, and retail charter customers within Washington State. Its operations also include ad hoc charter services and shuttle programs, often focusing on short to medium distance trips within the Seattle metropolitan and surrounding areas. As such, BTL's competition tends to come from other carriers that serve similar customer bases focused on school transportation, day tours, community events, and retail charter demand.

While both TAI and BTL operate within the broader motor passenger transportation market in the Seattle region, their service offerings and clienteles are distinct enough to result in minimal direct competition between them. TAI's cruise and long-distance charter specialization contrasts with BTL's focus on local, school-based, and community-driven transportation services. This segmentation allows both carriers to maintain robust business operations without significant overlap of each other's customer base.

Overall, the competitive landscape in the Seattle and Washington motor coach industry supports multiple providers operating successfully by targeting varied customer segments and service types. This diversity helps maintain healthy competition and choice for consumers, while enabling carriers like TAI and BTL to operate with complementary, rather than directly overlapping, market roles.

5. Effects on Competitive Conditions and Market Share

The proposed transaction is expected to enhance service offerings and operational efficiency without adversely impacting competition. By combining TAI's strong position in the cruise transportation market with BTL's established presence in local charters, the resulting operation will offer broader, complementary services. The transaction will also improve resource

allocation and vehicle utilization while expanding customer access to a unified network. With BTL's local market knowledge and TAI's infrastructure, the combined business is expected to become approximately the fourth-largest charter provider by revenue in the Seattle market. However, due to the fragmented and niche-driven nature of the market, the transaction is not expected to significantly reduce competition. Based on this information, the proposed transaction is consistent with the public interest.

6. Operating Revenues

Both TAI and BTL confirm that the aggregate gross operating revenues of each company exceeded \$2 million during the 12-month period immediately preceding the filing of the application.

Conclusion

For the forgoing reasons, the Applicant respectfully requests that the Board approve the Application to acquire all or substantially all of the operating assets of Beeline Tours Ltd.

Respectfully submitted,

For TRAXX America Inc.

For Beeline Tours Ltd.



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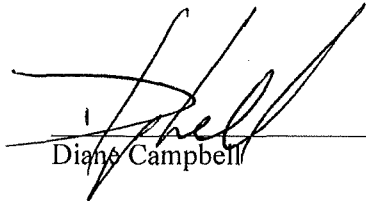


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VERIFICATION

I, Diane Campbell, Treasurer of TRAXX America Inc., declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Further, I certify that I am qualified and authorized to file this Supplement.

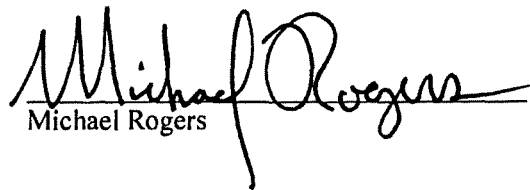
Dated this 14th day of July 2025.


Diane Campbell

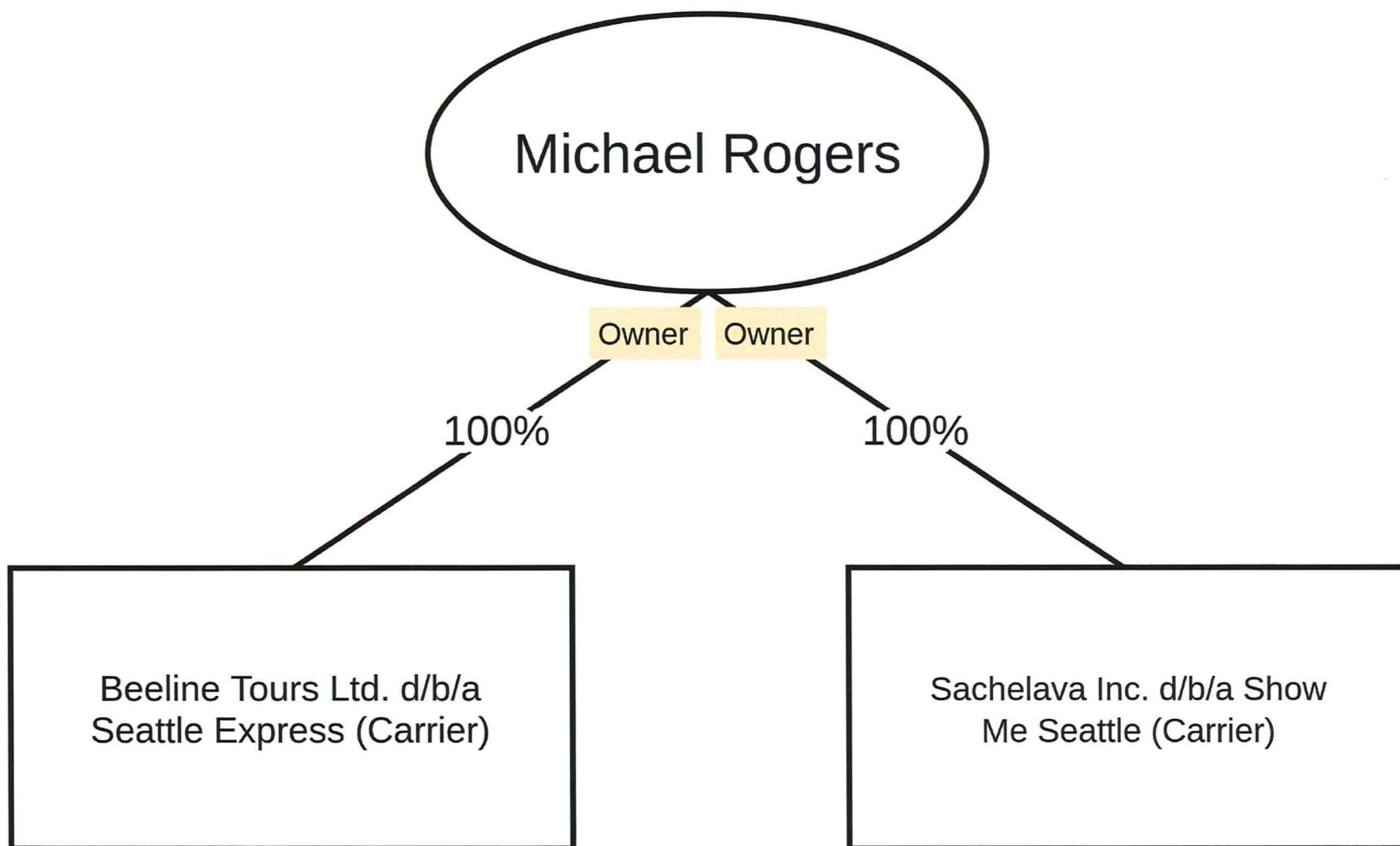
VERIFICATION

I, Michael Rogers, President of Beeline Tours Ltd., declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Further, I certify that I am qualified and authorized to file this Supplement.

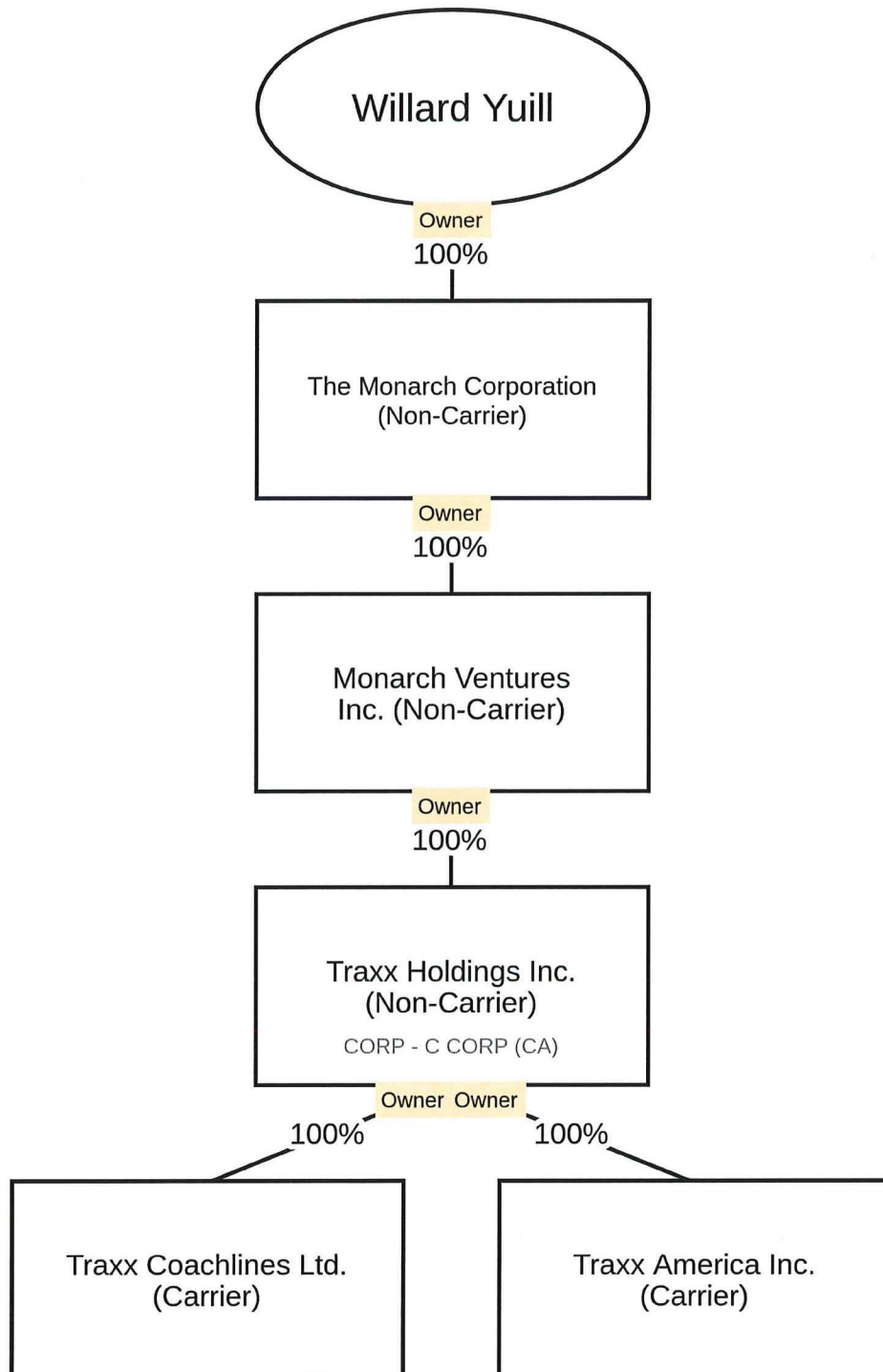
Dated this 14 day of July 2025.


Michael Rogers

BTL Corporate Structure (Before)



TAI Corporate Structure (Before)



TAI Corporate Structure (After)

