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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 --

GEORGE M. CARROLL TRANSPORTATION, INC.**

DOCKET NO. MCF 21137

**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 GEORGE M.
CARROLL TRANSPORTATION, 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 transaction described herein (the “Contemplated Transaction”). The Contemplated Transaction entails the direct acquisition of control by Van Pool and resulting indirect control by AG Holdings of the regulated interstate passenger carrier George M. Carroll Transportation, Inc. dba George M. Carroll Inc. (“GMCT”) from its sole shareholder, John Schindler (“Seller”).

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

A. Purchaser - Applicants.

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, Van Pool directly owns and controls all of the equity and voting interest in twenty-one (21) interstate passenger motor carriers (described and defined below as the “Affiliate Regulated Carriers”) 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 school districts, regional transit authorities, 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 Affiliate Regulated Carriers 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

¹ This Application is organized to follow the elements set forth in the applicable rules of the Board at 49 C.F.R. § 1182.2(a).

Company, LLC (“Easton”), F. M. Kuzmeskus, Inc., doing business as Travel Kuz (“Travel Kuz”), Alltown Bus Service Inc. (“Alltown”), DS Bus Lines, Inc. (“DS Bus”), Royal Coach Lines, Inc. (“Royal”), Local Motion, LLC (“Local Motion”), Butler’s Bus Service, Inc. (“BBS”), Transaction Corporate Shuttle, Inc. (“TCS”), 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”).² The services provided by Van Pool and the Applicants’ Subsidiaries, excluding the Affiliate Regulated Carriers, do not involve regulated interstate transportation or require interstate passenger authority, and the services provided by the Affiliate Regulated Carriers that require interstate passenger motor carrier authority (interstate charter services) are a relatively small and limited part of those services.

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 AG Holdings does not have a USDOT No., FMCSA Docket No., or a Safety Rating; however, AG Holdings indirectly controls Van Pool via equity and voting interests through the intermediary holding companies described in Section III of

² Van Pool sought and obtained Board approval for the acquisition of Bill’s Taxi Service Inc. d/b/a A&A Metro Transportation (“A&A”) on July 29, 2025. However, as indicated in the Notice filed by the Applicants under MCF 21134 on August 1, 2025, Applicants and A&A decided not to consummate the transaction. Accordingly, A&A is not among the Affiliate Regulated Carriers.

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.

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 primary geographic service area of NRT is within the Massachusetts 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 within the Massachusetts 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 TCS is the commonwealth of Massachusetts. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to TCS are set forth on the Summary Table. The approximate number and types of vehicles utilized by TCS, as well as its approximate number of drivers are also set forth on the Summary Table.

12. Dell.

Dell is a New York corporation primarily providing non-regulated student transportation for schools. Dell also provides occasional charter services at times where its vehicles are not in use for school activities. The geographic service area of Dell is primarily the town of Hempstead, NY, Port Washington, NY, and Great Neck, NY. Dell's business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers are set forth on the Summary Table.

13. Hendrickson.

Hendrickson is a New York corporation primarily providing non-regulated student transportation for schools. Hendrickson also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Hendrickson is primarily Bayville, NY and Port Washington, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Hendrickson are set forth on the Summary Table.

14. *Huntington Corp.*

Huntington Corp. is a New York corporation primarily providing non-regulated student transportation for schools. Huntington Corp. also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Huntington Corp. is primarily Northport, NY and Huntington Station, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Huntington Corp. are set forth on the Summary Table.

15. *Huntington LLC.*

Huntington LLC is a New York limited liability company primarily providing non-regulated student transportation for schools. Huntington LLC also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Huntington LLC is primarily Huntington Station, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Huntington LLC are set forth on the Summary Table.

16. *Towne Corp.*

Towne Corp. is a New York corporation primarily providing non-regulated student transportation for schools. Towne Corp. also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Towne Corp. is primarily Long Island, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Towne Corp. are set forth on the Summary Table.

17. *Towne LLC.*

Towne LLC is a New York limited liability company primarily providing non-regulated student transportation for schools. Towne LLC also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Towne LLC is primarily Long Island, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Towne LLC are set forth on the Summary Table.

18. *Van Trans.*

Van Trans is a New York limited liability company primarily providing non-regulated student transportation for schools. Van Trans also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of Van Trans is primarily Bronx, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of Van Trans are set forth on the Summary Table.

19. *WE NY.*

WE NY is a New York limited liability company primarily providing non-regulated student transportation for schools. WE NY also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of WE NY is primarily Long Island, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of WE NY are set forth on the Summary Table.

20. *WE CT.*

WE CT is a Connecticut limited liability company primarily providing non-regulated student transportation for schools. WE CT also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of WE CT is primarily Bridgeport, CT. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of WE CT are set forth on the Summary Table.

21. *WE Transport*

WE Transport is a New York corporation primarily providing non-regulated student transportation for schools. WE Transport also provides charter transportation for school-related extracurricular activities such as athletic events, field trips, and other school-sponsored functions. The geographic service area of WE Transport is primarily Long Island, NY. The business address, USDOT Number, FMCSA Docket No., Safety Rating, approximate number and types of vehicles, and approximate number of drivers of WE Transport are set forth on the Summary Table.

C. Seller.

Seller, being the shareholder of GMCT, is an individual domiciled in the State of New York. Seller is not a carrier, and Seller does not have a USDOT No., FMCSA Docket No., or a Safety Rating. Seller does not control of any federally regulated passenger motor carrier other than GMCT.

D. GMCT.

GMCT is a New York corporation with its principal place of business located at 7 NY-17K, Newburgh, NY 12550. Established in 1969, GMCT operates as a motor carrier

primarily providing home-to-school and charter student transportation services, with a focus on special needs students, within the Service Area (below defined). GMCT's charter student transportation services involve transportation to and from extracurricular activities such as athletic events, field trips, and other school-sponsored functions. In addition to its primary service offerings, GMCT also occasionally provides charter services for special occasions such as weddings, wine tours, proms, sporting events, and airport trips.

GMCT's core service area ("Service Area") is within Orange County, NY, particularly the City of Newburgh, and its surrounding areas. However, based on customer needs, on rare occasions GMCT's charter operations extend beyond this core area to include interstate service into Pennsylvania or Connecticut.

GMCT's fleet consists of approximately 8 school buses (1-8 passengers), 4 school buses (16+ passengers), 28 mini-buses (16+ passengers), and 5 vans (9-15 passengers). Additional details regarding GMCT's principal place of business, USDOT number, FMCSA docket number, safety rating, fleet composition, and driver count are included in the Summary Table. GMCT also holds a State of New York Department of Transportation Permit under Case ID 2693 to provide regulated intrastate charter service within the State of New York.

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

The event triggering STB jurisdiction for the Contemplated Transaction is the contemplated acquisition of all of the issued and outstanding equity stock interest of GMCT by Van Pool, the effect of which will be to place GMCT under the control of Applicants. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves "acquisition of control of a carrier [i.e., GMCT] 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.

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

Other than the Affiliate Regulated Carriers 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 B attached hereto. Neither the Audax Funds, AG Holdings, Group Holdings, Intermediate Inc., Beacon, nor VP Intermediate has interstate passenger motor carrier authority, a USDOT Number, nor a USDOT Safety Rating. Additionally, 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 and GMCT 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 Contemplated Transaction is merely a change in control of a carrier that already provides passenger transportation services, and no significant operational changes are anticipated at the current time.³

VI. Public Interest Considerations (49 C.F.R. § 1182.2(a)(7)).

The Board “shall approve and authorize a transaction” when it finds that the transaction is “consistent with the public interest.” 49 U.S.C. § 14303(b). The statutory factors the Board must consider are the “adequacy of transportation to the public,” “total fixed charges that result...” and the “interest of carrier employees affected...” *Id.*

A. Adequacy of Transportation Services.

The Contemplated Transaction is not expected to have a material, detrimental impact on the adequacy of transportation services available for the public in the Service Area. Applicant anticipates that services available to the public will be improved as operating

³ The Board has found similar transactions to be categorically excluded from environmental review under 49 C.F.R. § 1105.6(c). *See, e.g., All Aboard America! Holdings, Inc. – Acquisition of Control – Lux Bus America Co.*, STB Finance Docket No. MCF 21082, at 5 (STB served Sept. 21, 2018). Section 1105.6(c) categorically excludes Section 14303 transactions that do not implicate operational changes that exceed certain specified thresholds.

efficiencies are realized and additional services and capacity are made available. For at least the foreseeable future, the services currently provided by GMCT will continue to be provided by GMCT under the same name used to provide such services prior to the Contemplated Transaction. The addition of GMCT to the holdings of Applicants 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 GMCT under the control of Applicants, which are experienced in the same market segments served by GMCT, being home-to-school student transportation services and charter transportation services. Such market segments have their own service characteristics, and the Contemplated Transaction, 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.

The addition of GMCT to Applicant will serve to enhance the viability of the Applicant's organization and the Applicants' Subsidiaries. The continued viability of Applicant 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.

The Contemplated Transaction will increase fixed charges, in the form of interest expense, because funds will be borrowed to assist in the financing of the Contemplated Transaction. However, such an increase will not impact the provision of transportation

services to the public.⁴

C. Employee Interests.

For the foreseeable future, GMCT intends to provide the interstate service using employee drivers that are already qualified to provide interstate service. As such, the Contemplated 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. It is the current intention of Applicant to continue the existing operations of GMCT and as such, the Contemplated Transaction is not expected have substantial impacts on employees or labor conditions. Applicant does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits, although staffing redundancies could potentially result in limited downsizing of back-office and/or managerial level personnel.

D. Competition and the Public Interest.

The law requires the Board to assess competition in the market and the impact on the public interest as affected by approving an arrangement in which multiple passenger carriers are under control of a single entity. In making such analysis, the Board (as did its predecessor, the Interstate Commerce Commission) has consistently found that proposed “common control” arrangements (however accomplished) are inherently not anti-competitive. In large measure, that conclusion rests on the finding that as a result of the ease of entry into the market, the passenger motor carrier industry is characterized by healthy intra-modal

⁴ The Board has approved transactions that use debt financing in the past, despite some increase to interest expense. See, e.g., *Variant Equity I, LP, and Project Kenwood Acquisition, LLC – Acquisition of Control – Coach USA Administration, Inc., and Coach USA, Inc.*, STB Docket No. 21084, at 4 (served February 15, 2019); see also *Sureride Charter Inc. – Acquisition of Control – McClintock Enterprises, Inc., D/B/A Goldfield State & Co.*, STB Docket No. 21077, at 3 (served November 2, 2017).

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 school and charter transportation services within the Service Area remains strong and is projected to grow in the foreseeable future. GMCT competes directly with other passenger service providers in the Service Area, which is a very competitive market due to the significant number of national, regional and local providers operating within the Service Area, including, but not limited to, Gallagher Bus Service, First Student, Student Transportation of America, and Orange County Transit.

The Service Area is geographically dispersed from service areas of the Affiliate Regulated Carriers in regard to their service offerings, and there is very limited overlap in

customer bases among the Affiliate Regulated Carriers and GMCT in that regard. In light of the foregoing, it is clear that the impact of the Contemplated Transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

Moreover, GMCT's geographic service area is largely distinct from those of the Affiliate Regulated Carriers. The overlap in customer bases and service offerings between GMCT and the Affiliate Regulated Carriers is minimal, further reducing any potential competitive concerns. In light of the highly competitive nature of GMCT's operating environment and the limited intersection between its operations and those of the Affiliate Regulated Carriers, the Contemplated 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.

Board approval of this Application will allow the acquisition of control of GMCT to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Contemplated Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).⁵

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

Applicants certify that the Safety Rating (if any) for each of the Affiliate Regulated

⁵ 49 U.S.C. § 14303(f) provides that "A carrier or corporation participating in or resulting from a transaction approved by the [Surface Transportation] Board under this section, or exempted by the Board from the application of this section pursuant to section 13541, may carry out the transaction, own and operate property, and exercise control or franchises acquired through the transaction without the approval of a State authority. A carrier, corporation, or person participating in the approved or exempted transaction is exempt from the antitrust laws and from all other law, including State and municipal law, as necessary to let that person carry out the transaction, hold, maintain, and operate property, and exercise control or franchises acquired through the transaction."

Carriers and GMCT is set forth in the Summary Table in Exhibit A.

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

Seller certifies that GMCT currently has the requisite insurance coverage under 49 U.S.C. § 13906. Applicants certify that GMCT immediately following the closing of the Contemplated Transaction will continue to have 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 Affiliate Regulated Carriers are domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. GMCT.

Seller certifies that GMCT 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 GMCT 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: August 12, 2025

By: _____
David A. Duke
Chief Development Officer

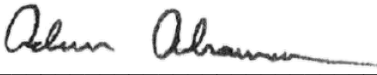
VERIFICATION

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: August 12, 2025

By: 
Adam Abramson
Secretary

VERIFICATION

I, John Schindler, President of George M. Carroll Transportation, Inc. dba George M. Carroll Inc., 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 George M. Carroll Transportation, Inc. dba George M. Carroll Inc. 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.

"GMCT"

George M. Carroll Transportation, Inc.
dba George M. Carroll Inc.

Dated: August 12, 2025

By: _____

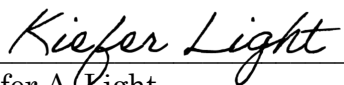

John Schindler
President

XIV. Applicant Legal Counsel.

“Applicant”

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

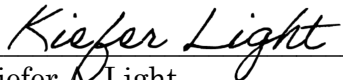
Respectfully,



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
August 12, 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 Drivers⁶</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

⁶ 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.

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<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 Drivers⁶</u>
F. M. Kuzmeskus, Inc. 52 Main Road Gill, MA 01354	519274	MC-205423	Satisfactory	Motor Coach – 13 School Bus – 130 Van (9-15) – 1 Van (1-8) – 13 Limousine (1-8) – 1 Drivers – 150
Alltown Bus Service Inc. 7300 N. St. Louis Ave. Skokie, IL 60076	76635	MC-193112	Satisfactory	School Bus – 455 Drivers - 335
DS Bus Lines, Inc. 23889 W. 40th Street Shawnee, KS 66226	2871169	MC-962756	None	School Bus – 799 Van (9-15) – 26 Van (1-8) – 200 Drivers – 843
Royal Coach Lines, Inc. 1010 Nepperhan Avenue Yonkers, NY 10703	5920	MC-139888	Satisfactory	School Bus – 344 Van (9-15) – 327 Drivers – 843
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

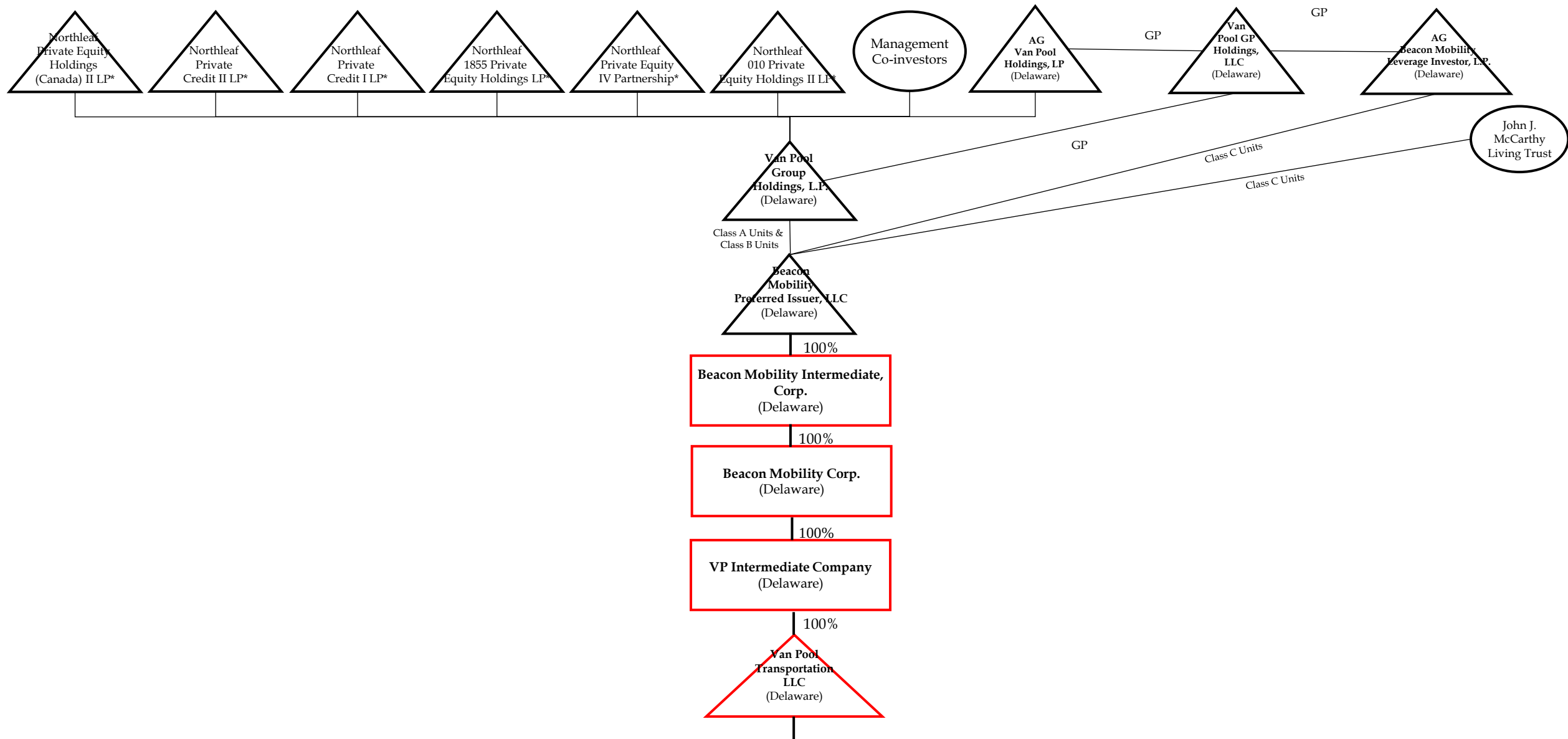
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Summary Table

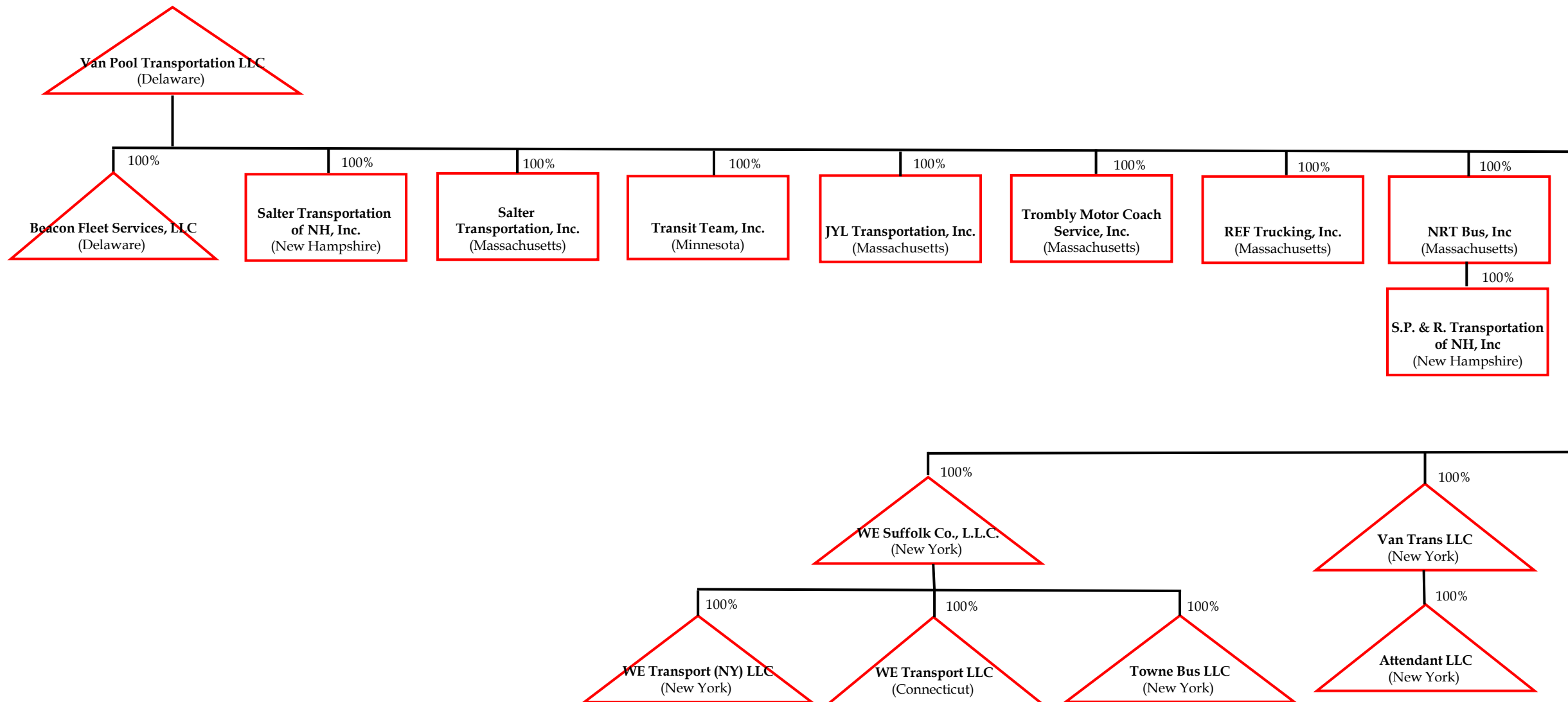
<u>Entity Names & Principal Place of Business</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers⁶</u>
Dell Transportation Corp. 20 Haven Avenue Port Washington, NY 11050	86580	MC-729893	None	School Bus – 141 Van (1-8) – 8 Drivers - 129
Hendrickson Bus Corporation 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

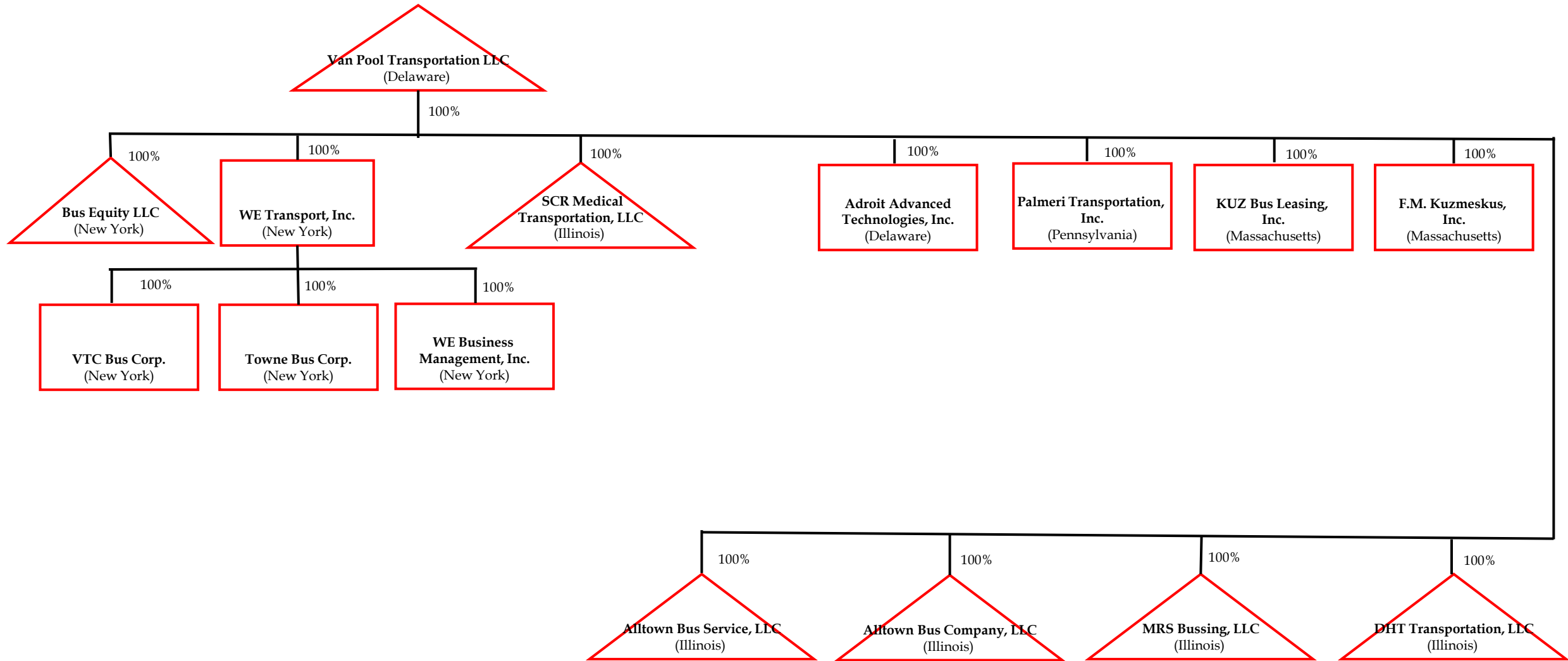
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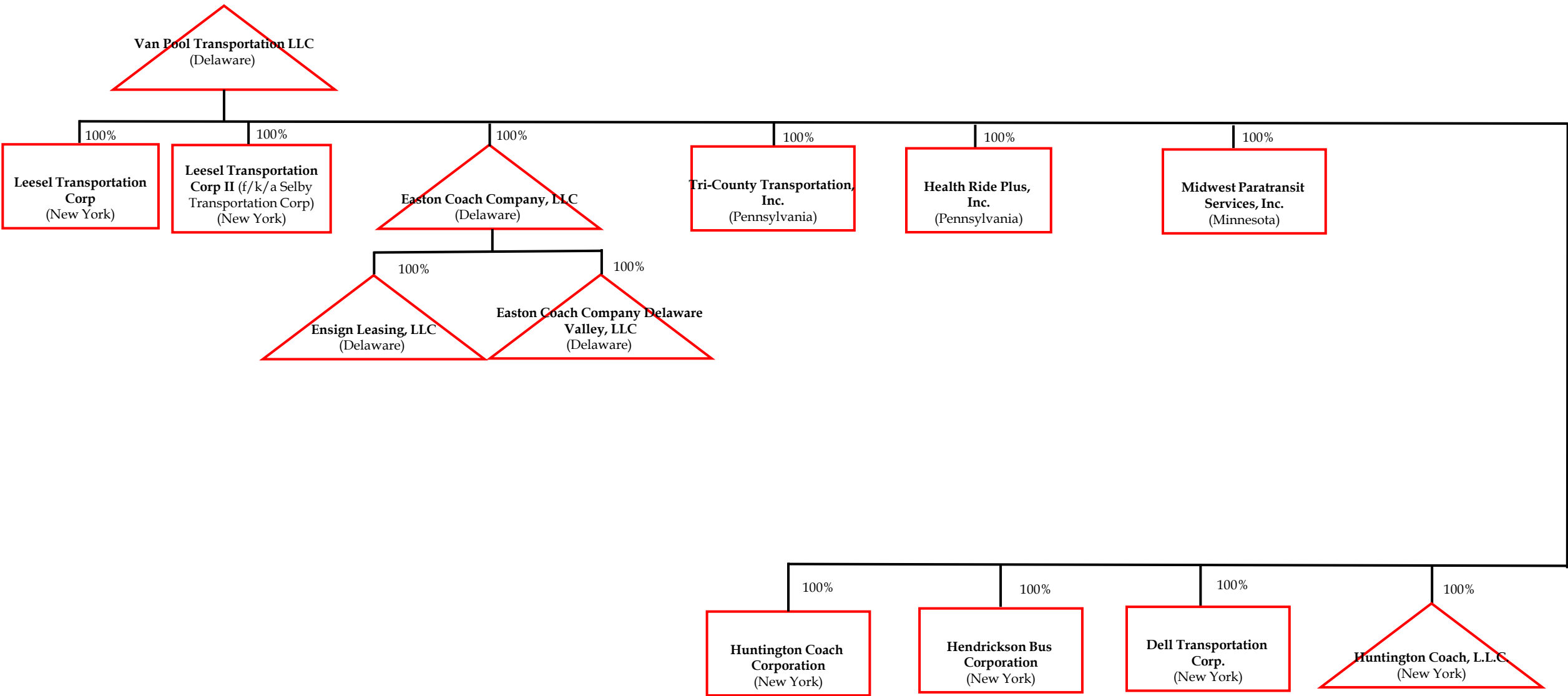
<u>Entity Names & Principal Place of Business</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers⁶</u>
Van Trans LLC 75 Commercial Street Plainview, NY 11803	2431566	MC-877806	None	School Bus – 135 Van (1-8) – 25 Drivers - 215
WE Transport (NY) LLC 75 Commercial 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
George M. Carroll Transportation, Inc. 7 NY-17K, Newburgh, NY 12550	512285	MC-164752	Satisfactory	School Bus – 12 Mini-Bus – 28 Van (9-15) - 5

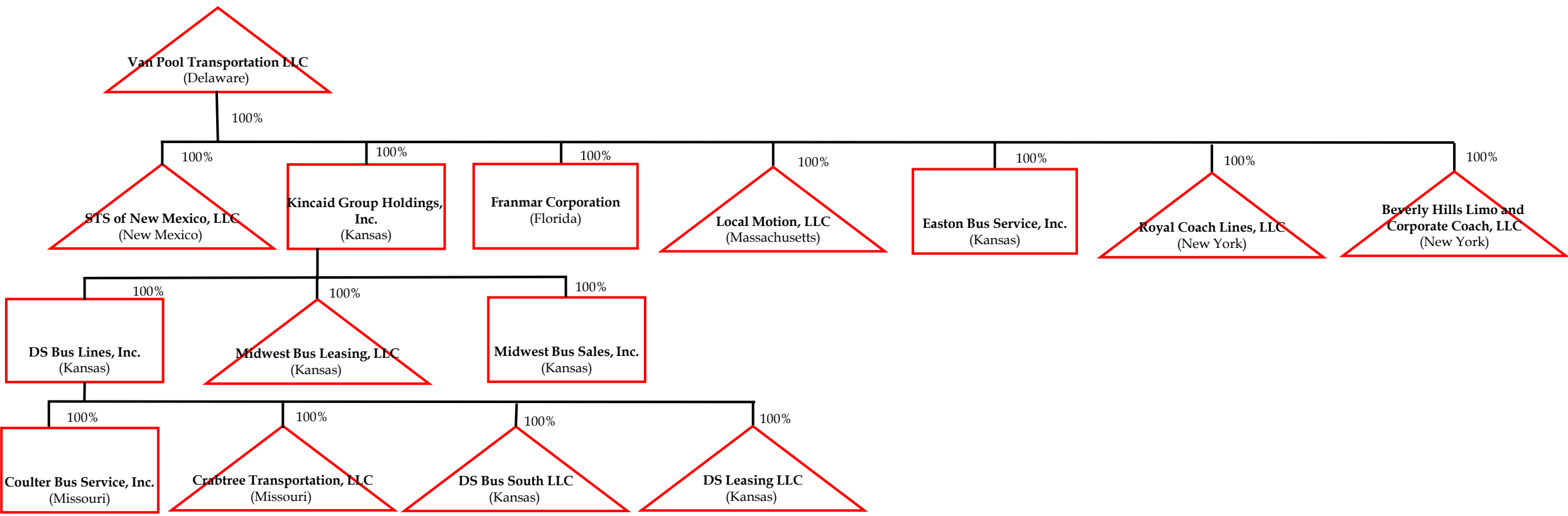
Exhibit B – Applicants’ Intercorporate Chart











BEACON MOBILITY

