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December 9, 2024

VIA ELECTRONIC FILING
Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

Re: **STB Docket No. MCF-21127**
TIP Minnesota Coaches Acquisition LLC, TIP MN Investments LP, and Tiger Infrastructure Partners Fund IV AIV LP – Acquisition of Control – Marschall Line, Inc., Minnesota Coaches, Inc., Rehbein Transit Co., Inc., Ready Bus Company Inc., Voyageur Bus Company, Inc., Minn-Dakota Coaches, Inc., and Faribault Transportation Service, Inc.

Dear Ms. Brown:

Enclosed for e-filing in the above-referenced proceeding is a Verified Application for Acquisition of Control of seven motor carriers of passengers pursuant to 49 U.S.C. § 14303(a). The sum of \$2,900, representing the appropriate fee for this filing, has been tendered electronically via Pay.gov. If you have any questions regarding this filing, please feel free to contact me.

Thank you for your assistance on this matter.

Respectfully submitted,

/s/ Richard G.S. Lee

Attorney for TIP Minnesota Coaches Acquisition
LLC, TIP MN Investments LP, and Tiger
Infrastructure Partners Fund IV AIV LP

RGL

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SURFACE TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB DOCKET NO. MCF-21127

**TIP MINNESOTA COACHES ACQUISITION LLC, TIP MN INVESTMENTS LP, AND
TIGER INFRASTRUCTURE PARTNERS FUND IV AIV LP
– ACQUISITION OF CONTROL –
MARSHALL LINE, INC.; MINNESOTA COACHES, INC.; REHBEIN TRANSIT CO.,
INC.; READY BUS COMPANY, INC.; VOYAGEUR BUS COMPANY, INC.; MINN-
DAKOTA COACHES, INC.; FARIBAULT TRANSPORTATION SERVICE, INC.**

VERIFIED APPLICATION

UNDER 49 U.S.C. 14303(a)

TIP Minnesota Coaches Acquisition LLC, TIP MN Investments LP, and Tiger Infrastructure Partners Fund IV AIV LP (“Applicants”) respectfully submit this application under 49 U.S.C. § 14303 and Surface Transportation Board (“STB” or the “Board”) regulations at 49 C.F.R. Part 1182 (the “Application”), for approval for their acquisition of control from Patrick O. Regan (“Seller”) and other minority shareholders of seven federally regulated interstate motor carriers of passengers: Marschall Line, Inc. (“Marschall Line”), Minnesota Coaches, Inc. (“Minnesota Coaches”), Rehbein Transit Co., Inc. (“Rehbein Transit”), Ready Bus Company Inc. (“Ready Bus”), Voyageur Bus Company, Inc. (“Voyageur Bus”), Minn-Dakota Coaches, Inc. (“Minn-Dakota”), and Faribault Transportation Service, Inc. (“FTS”) (collectively, the “Acquired Carriers”).¹

As described further in this Application, TIP Minnesota Coaches Acquisition LLC will acquire control of the Acquired Carriers by purchasing a majority interest in a to-be formed

¹ Applicants and Seller expect that prior to closing, each of these entities will be converted into limited liability companies, viz.: Marschall Line, LLC; Minnesota Coaches, LLC; Rehbein Transit, LLC; Ready Bus Company, LLC; Voyageur Bus Company, LLC; Minn-Dakota Coaches, LLC; and Faribault Transportation Service, LLC. See Exhibit 1 for further details.

Delaware limited partnership expected (as of the date of this Application) to be named as MNC Holdings, LP (“Holdings”), which will ultimately hold 100% of each Acquired Carrier’s membership interests (the “Proposed Transaction”).^{2, 3} Following the closing of the Proposed Transaction, Seller will continue to hold a significant stake in the Acquired Carriers as well as retain an active role in senior management and as an investor in the underlying businesses.

I. THE PARTIES AND INTERCORPORATE STRUCTURE – 49 C.F.R. §§ 1182.2(a)(1), (a)(4)

A. Applicants

TIP Minnesota Coaches Acquisition LLC is a Delaware limited liability company headquartered in New York, New York. Applicant is not a federally regulated motor carrier, nor does it operate or have a controlling interest in any federally regulated motor carriers; however, as the result of the Proposed Transaction, Applicant will own a majority interest in Holdings, with the remaining interest in Holdings held by Seller and other minority sellers of the Acquired Carriers, representing a partnership between TIP Minnesota Coaches Acquisition LLC and Seller.

TIP Minnesota Coaches Acquisition LLC is wholly owned by TIP MN Investments LP, a Delaware limited partnership headquartered in New York, New York. TIP MN Investments LP

² As discussed further below, the Proposed Transaction will also grant Applicant indirect control over several entities that are exempt from Board regulation because they are not motor carriers of passengers satisfying the jurisdictional requirements of 49 U.S.C. § 13501.

³ Currently pending before the STB is an application by Seller seeking STB approval of his acquisition of control of the Acquired Carriers. *See* Verified Application under 49 U.S.C. 14303(a), *Patrick O. Regan – Acquisition of Control – Faribault Transportation Service, Inc. et al.*, STB Docket No. MCF 21123 (STB filed Aug. 30, 2024). The Board tentatively approved this application on November 14, 2024, with final approval becoming effective on December 31, 2024, if no opposing comments are filed. *See Patrick O. Regan, et al. – Acquisition of Control – Faribault Transportation Service, Inc.. et al.*, STB Docket No. MCF 21123 at *1 (STB served Nov. 14, 2024) (“Regan Application”). Subsequent to this decision, Applicants reached a binding agreement with Seller to acquire control of the Acquired Carriers, and are submitting this Application concurrently in the interest of time so that the parties can close on the Proposed Transaction as soon as Board approval is obtained. Applicants submit this Application on the presumption that the Regan Application will be finally approved. For convenience only, this Application is drafted as if Seller’s acquisition of control of the Acquired Carriers has valid final approval, and that the transactions described in Seller’s prior application (including the Seller’s acquisition of control of FTS) have been consummated.

is in turn wholly owned by Tiger Infrastructure Partners Fund IV AIV LP,⁴ a fund and Delaware limited partnership, headquartered in New York, New York and managed by Tiger Infrastructure Associates GP IV LP, a Delaware limited partnership headquartered in New York, New York. TIP MN Investments LP, Tiger Infrastructure Partners Fund IV AIV LP, and Tiger Infrastructure Associates GP IV LP are not federally regulated motor carriers, nor do they operate or have a controlling interest in any federally regulated motor carriers.

Tiger Infrastructure Partners Fund IV LP (with whom Tiger Infrastructure Partners Fund IV AIP LP is affiliated) represents the fourth infrastructure investment fund established by Tiger Infrastructure Partners LP (“Tiger Infrastructure”).⁵ Tiger Infrastructure is a private equity firm founded in 2010 focused on providing transformational growth capital to middle market infrastructure companies. Tiger Infrastructure has its principal place of business at 717 Fifth Avenue, Floor 12A, New York, New York 10022. Tiger Infrastructure has invested in 23 portfolio companies and has over \$3 billion of assets under management. Tiger Infrastructure’s value-add approach targets growth investments across the transportation, digital infrastructure and energy transition sectors in North America and Europe. Roughly one-third of Tiger Infrastructure’s investments have been made in the transportation sector. Tiger Infrastructure’s transportation portfolio includes Modern Aviation, a fixed-based operator with approximately 450 employees and a portfolio of 17 airport locations. Tiger Infrastructure also previously invested in Zenobe, a market leader for the electrification of buses and related infrastructure in

⁴ Tiger Infrastructure Partners Fund IV AIV LP is affiliated with Tiger Infrastructure Partners Fund IV LP, a fund and Delaware limited partnership, headquartered in New York, New York. They are affiliated by virtue of the fact that they share the same limited partners, and are both managed by Tiger Infrastructure Associates GP IV LP. This Application lists Tiger Infrastructure Partners Fund IV AIV LP, and not Tiger Infrastructure Partners Fund IV LP, as an Applicant, because the former is the formal entity acquiring indirect control of the Acquired Carriers through its acquisition of a controlling interest in Holdings. Unless specifically stated otherwise, statements in this Application concerning Tiger Infrastructure Partners Fund IV AIV LP apply to Tiger Infrastructure Partners Fund IV LP and vice versa.

⁵ <https://www.tigerinfrastructure.com/>.

the United Kingdom. Tiger Infrastructure Partners Fund IV LP and Tiger Infrastructure are not federally regulated motor carriers, nor do they operate or have a controlling interest in any federally regulated motor carriers.

B. Seller

Patrick O. Regan is an individual and resides at 1321 Southview Drive, Hastings, MN 55033. Mr. Regan is not a motor carrier. He has a lifetime of experience in the passenger transportation industry. Through his remaining interest in Holdings, Seller will continue his involvement with the Acquired Companies as an investor and member of the management team and will have representatives on the board of Holdings.⁶

C. Target

a. General Overview

Under the Proposed Transaction, Applicants will acquire a majority interest in Holdings, which, at the time of the consummation of the Proposed Transaction, will ultimately hold 100% ownership (through 100% ownership of certain intermediate limited liability companies (the “Intermediate Companies”⁷) of several entities, including the seven Acquired Carriers. None of Holdings or the Intermediate Companies will be motor carriers of passengers.

Attached as Exhibit 1 is an organizational chart showing the expected corporate structure of Holdings and its direct and indirect subsidiaries, including the seven Acquired Carriers, as of

⁶ In addition to the interest in Holdings held by Seller, Applicants expect to obtain interest in Holdings from the following minority shareholders: Garrett O. Regan (an individual residing in Minnesota and an adult son of Patrick O. Regan); Casey O. Regan (an individual residing in Minnesota and an adult son of Patrick O. Regan); Michael R. Clark (an individual residing in Minnesota), Michael J. Krois (an individual residing in Minnesota), Thomas J. Severson (an individual residing in Minnesota), Michael S. Karlen (an individual residing in Minnesota), Troy J. Nelson (an individual residing in Minnesota), Angela J. Mattingly (an individual residing in Kentucky), and Michael C. Mattingly (an individual residing in Kentucky).

⁷ Specifically, Holdings will hold 100% ownership of a to-be formed Delaware limited liability company expected (as of the date of this Application) to be named MNC Intermediate Holdings, LLC, which in turn will hold 100% ownership of a to-be-formed Delaware limited liability company expected (as of the date of this Application) to be named MNC Group Parent, LLC, which in turn will hold 100% ownership of MNC Borrower, LLC, a Delaware limited liability company, which in turn will directly or indirectly hold 100% ownership of the Acquired Carriers as further described in this Section C.

immediately prior to the Proposed Transaction. The Regan Application (including Exhibit 3, which contains a proposed “post reorganization” structure chart) provides a slightly different description of Holdings and the Intermediate Companies. With respect to Holdings, the Regan Application refers to it as “MNC Holding Company” in the text and “Parent, LLC” in Exhibit 3. In this Application, Holdings has the proposed name of “MNC Holdings, LP.” With respect to the Intermediate Companies, Exhibit 3 of the Regan Application refers to only two entities named “Intermediate 1, LLC” and “Intermediate 2, LLC,” whereas in this Application, there are three intermediate entities, with the names of “MNC Intermediate Holdings, LLC,” “MNC Group Parent, LLC,” and “MNC Borrower, LLC.” The Regan Application accurately described the proposed post-reorganization structure as understood by the applicant at the time of the Regan Application’s filing. Subsequent discussions among the parties in connection with the transaction that is the subject of this Application have resulted in the minor changes to that proposed structure described in this Application and reflected in Exhibit 1.

b. Acquired Carriers⁸

As of immediately prior to the Proposed Transaction, the seven Acquired Carriers subject to Board jurisdiction will be all 100% directly owned by the Intermediate Companies, and therefore 100% indirectly owned by Holdings, as follows:

Group of Entities Being Sold	Acquired Carrier(s)
<u>“Family Bus Service Entities”</u> : held under Family Bus Service, Inc., a direct subsidiary to MNC Borrower, LLC and an indirect subsidiary to Holdings	Marschall Line, Inc. Minnesota Coaches, Inc. Rehbein Transit Co., Inc.
<u>Faribault Transportation Service, Inc.</u> : itself a direct subsidiary to MNC Borrower, LLC and an indirect subsidiary to Holdings, and at the	Faribault Transportation Service, Inc.

⁸ A substantially similar description of the Acquired Carriers and their scope of operation can also be found in Seller’s Supplement to Application under 49 U.S.C. 14303(a), *Patrick O. Regan – Acquisition of Control – Faribault Transportation Service, Inc. et al.*, STB Docket No. MCF 21123 (STB filed Oct. 15, 2024).

same level as Family Bus Service, Inc., Metro Bus Service, Inc., Ottertail Transportation, Inc., and Ready Bus Company Inc.	
“Metro Bus Service Entities”: held under Metro Bus Service, Inc., a direct subsidiary to MNC Borrower, LLC and an indirect subsidiary to Holdings	Voyageur Bus Company, Inc.
“Ottertail Transportation Entities”: held under Ottertail Transportation, Inc., a direct subsidiary to MNC Borrower, LLC and an indirect subsidiary to Holdings	Minn-Dakota Coaches, Inc.
<u>Ready Bus Company Inc.</u> : itself a direct subsidiary to MNC Borrower, LLC and an indirect subsidiary to Holdings, and at the same level as Family Bus Service, Inc., Faribault Transportation Service, Inc., Metro Bus Service, Inc., and Ottertail Transportation, Inc.	Ready Bus Company Inc.

i. Family Bus Services Entities

Family Bus Service, Inc., which was founded in the State of Minnesota, is itself a non-motor carrier of passengers. It is the parent company of six subsidiaries, of which three (Marschall Line, Minnesota Coaches, and Rehbein Transit) are Acquired Carriers.⁹

1. Marschall Line, Inc.

Marschall Line has its principal place of business at 5119 212th Street West, Farmington, MN 55024. Marschall Line exclusively provides school bus transportation services and does not provide motorcoach services. The school bus service includes general and special education transportation to-and-from school on a regular schedule, and school bus charter service for

⁹ The other Family Bus Service Entities, which are not motor carriers of passengers subject to the Board’s jurisdiction, are: (1) Minneapolis & Suburban Bus Co., Inc. (an interstate “exempt for hire” motor carrier of passengers until May of 2024, and which has not owned or operated motor vehicles since approximately September of 2023, when it transferred all of its remaining motor vehicle assets to Monarch Bus Service, Inc., further discussed below); (2) Rochester Bus Service Inc. (an interstate motor carrier of passengers until November of 2018, but no longer owns or operates any vehicles); and (3) Faribault Transportation Company, Inc. (which until 2019 held the assets of what is now Faribault Transportation Service, Inc.).

extracurricular activities and special trips. On limited occasions, the school bus charter service that Marschall Line provides involves trips from Minnesota into Wisconsin and other neighboring states (depending on the location of those activities involving the school bus customers served by Marschall Line). This interstate service is minimal in comparison to the intrastate school bus service that Marschall Line provides in Minnesota.

Marschall Line operates its school bus assets out of a terminal in Farmington, Minnesota. Marschall Line (operating in its name and through the assumed name Mid-County Bus Company) operates a fleet of Type C Yellow Buses, Type A Yellow Buses, and Type III vehicles.¹⁰ It operates approximately 110 power units and employs approximately 118 drivers. Marschall Line primarily provides school transportation for two school districts (the Farmington School District and the Rosemount-Apple Valley-Eagan School District) in Dakota County, Minnesota. Marschall Line has intrastate operating authority from the Minnesota Department of Transportation (“Minnesota DOT”) (MnDOT # 132385) and interstate operating authority from the FMCSA (MC# 736524; U.S. DOT No. 859554). It holds a “satisfactory” safety rating from the U.S. Department of Transportation.

2. Minnesota Coaches, Inc.

Minnesota Coaches has its principal place of business at 425 East 31st Street, Hastings, MN 55033. Minnesota Coaches (operating in its name and through the assumed names (DBAs) Hasting Bus Company, Big River Bus, and Big River Tours) provides both school bus service and motorcoach service on a charter basis. It does not provide any regularly scheduled motorcoach service.

¹⁰ A Type III vehicle is a van or similar vehicle qualified for use in transporting students. Marschall Line also owns one mini-coach but this asset is operated under the care, custody and control of Minnesota Coaches pursuant to the FMCSA operating authority of Minnesota Coaches.

The school bus service provided by Minnesota Coaches includes general and special education transportation to-and-from school on a regular schedule, and school bus charter service in Type C Yellow Buses, Type III vehicles, and Motorcoaches for extracurricular activities and special trips. On limited occasions, some of these trips involve transportation between Minnesota and neighboring states including Wisconsin. Minnesota Coaches also offers motorcoach contract service for universities, sports teams, and other business, as well as event specific charter services for weddings, conventions and other events, concentrated primarily in the Minneapolis, St. Paul, and surrounding Twin Cities area. Approximately 57% of the revenue earned under the operating authority of Minnesota Coaches is derived from its operation of school bus assets, and approximately 43% of its revenue is derived from the operation of motorcoach assets.¹¹

Minnesota Coaches operates a fleet of Type C Yellow Buses, Type A Yellow Buses, Type III vehicles and Motorcoaches. It operates approximately 196 power units, employs approximately 174 drivers and has two terminals, one in Hastings, Minnesota (Dakota County) and the other in Denmark Township, Minnesota (Washington County). The Hastings terminal services both school bus and motorcoach assets, while the Washington County terminal is used almost exclusively for school bus assets. Minnesota Coaches provides school transportation service primarily for two school districts: Hastings School District in Dakota County, Minnesota (where Minnesota Coaches operates under the DBA Hastings Bus Company) and South Washington County Schools in Washington County, Minnesota (where Minnesota Coaches operates under the DBA Big River Bus). The Hastings School District includes the City of Hastings and portions of surrounding communities. The South Washington County Schools

¹¹ As described in footnote 13 with respect to FTS, Minnesota Coaches operates a small number of Motorcoaches owned by affiliated carriers under the Minnesota Coaches operating authority. Revenue generated for these affiliates from these trips is included in this revenue calculation for consistency.

include all or parts of the communities of Cottage Grove, Newport, St. Paul Park and Woodbury, along with Afton, Denmark and Grey Cloud Island Townships.

Overall, a majority of the business of Minnesota Coaches by revenue is intrastate school bus service. Within the minority of Minnesota Coaches' business that is motorcoach business, 50% of the overall service provided by Minnesota Coaches (by mileage) to motorcoach customers is conducted within Minnesota.¹² With respect to its out-of-state motorcoach mileage, Minnesota Coaches operates mostly within neighboring states including Wisconsin and Iowa (nearly 25%), Illinois (approximately 7%), Missouri (nearly 3%), and the remainder spread out nationally based on customer demand for special event service with a concentration in states that are closer geographically to Minnesota.

Minnesota Coaches has intrastate operating authority issued by the Minnesota DOT (MnDOT # 131838 through its DBA Hastings Bus Company) and interstate operating authority issued by the FMCSA (MC# 208035; US DOT No. 311081). Minnesota Coaches holds a "satisfactory" safety rating from the U.S. Department of Transportation.

3. Rehbein Transit Co., Inc.

Rehbein Transit has its principal place of business at 6298 Hodgson Road, Circle Pines, MN 55014. Rehbein Transit is an exclusive provider of school bus services and does not provide motorcoach services. The school transportation service includes general and special education transportation to-and-from school on a regular schedule, and school bus charter service for extracurricular activities and special trips. On very limited occasions, the school bus charter service that Rehbein Transit provides involves trips from Minnesota into Wisconsin or other neighboring states (depending on the location of those activities involving the school bus

¹² All such percentages of miles set forth in this Application are based on International Registration Plan (IRP) reporting for the calendar year 2023.

customers served by Rehbein Transit). This interstate service is minimal in comparison to the intrastate school bus service that Rehbein Transit provides in Minnesota.

Rehbein Transit operates its school bus assets out of a terminal in Circle Pines, Minnesota. Rehbein Transit operates a fleet of Type C Yellow Buses, Type A Yellow Buses, and Type III vehicles. It operates approximately 97 power units and employs approximately 91 drivers. Rehbein Transit primarily provides school transportation for the Centennial School District, Independent School District 12, in Anoka County, Minnesota (serving the cities of Lexington, Centerville and Circle Pines, plus portions of Blaine and Lino Lakes).

Rehbein Transit has intrastate operating authority issued by the Minnesota DOT (MnDOT # 377138) and interstate operating authority issued by the FMCSA (MC# 796426; U.S. DOT No. 2332736). It holds a “satisfactory” safety rating from the U.S. Department of Transportation.

ii. Faribault Transportation Service, Inc.

FTS has its principal place of business at 2615 1st Ave. NW, Faribault, MN 55021. FTS is exclusively a school bus operator, providing student transportation service including general and special education transportation to-and-from school on a regular schedule, and school bus charter service for extracurricular activities and other special trips. On limited occasions, the school bus charter service that FTS provides involves trips from Minnesota into Wisconsin and other neighboring states (depending on the location of those activities involving the school bus customers served by FTS). This interstate service is minimal in comparison to the intrastate school bus service that FTS provides in Minnesota. FTS operates its school bus assets out of terminals in Faribault and Nerstand, Minnesota (the latter is used primarily for indoor school bus storage). FTS has contracts primarily with Faribault Public Schools in Rice County, Minnesota (which includes the City of Faribault and smaller surrounding communities).

FTS operates a fleet of Type C Yellow Buses, Type A Yellow Buses, and Type III vehicles.¹³ It operates approximately 66 total power units and employs approximately 88 drivers. FTS has intrastate operating authority issued by the Minnesota DOT (MnDOT # 383558) and interstate operating authority issued by the FMCSA (MC# 1067017; US DOT No. 3342279). FTS does not yet have a safety rating from the U.S. Department of Transportation.

iii. Metro Bus Service Entities

Metro Bus Service, Inc., which was founded in the State of Minnesota, is itself not a motor carrier of passengers. It is the parent company of two subsidiaries, of which one (Voyageur Bus Company, Inc.) is an Acquired Carrier.¹⁴

1. Voyageur Bus Company, Inc.

Voyageur Bus has its principal place of business at 3941 East Calvary Road, Duluth, MN 55803. Voyageur Bus provides both school bus transportation service and motorcoach service. It does not provide any regularly scheduled motorcoach service. The school transportation service includes general and special education transportation to-and-from school on a regular schedule, and school charter service in Type C Yellow Buses and Motorcoaches for extracurricular activities and special trips. On limited occasions, some of these trips involve transportation between Minnesota and neighboring states including Wisconsin depending on the location of the school customer activity. Voyageur Bus also offers motorcoach contract service for universities, sports teams, and other business, as well as event specific charter services for weddings,

¹³ FTS owns three Motorcoaches but does not operate any of these assets under its own interstate operating authority. Instead, any interstate trips using these assets (which are stored at the FTS terminal) are operated under the care, custody and control of Minnesota Coaches pursuant to the FMCSA operating authority of Minnesota Coaches.

¹⁴ The other Metro Bus Service Entity, which is not a motor carrier of passengers subject to the Board's jurisdiction, is Lake Superior Motorcoaches, Inc. This entity is a non-carrier that owns certain motor coach vehicles operated by Voyageur Bus Company under a revenue sharing arrangement.

conventions and other events in the greater Duluth area. Over 70% of the revenue of Voyageur Bus is derived from the operation of school bus assets, and only 30% is derived from the operation of motorcoach assets.

Voyageur Bus operates its school bus and motorcoach assets out of a terminal in Rice Lake, Minnesota and also operates school bus assets out of a terminal in Duluth, Minnesota. Both of these terminals are in St. Louis County, Minnesota. Voyageur Bus operates a fleet of Type C Yellow Buses, Type A Yellow Buses, and Type III vehicles. It also operates a fleet of Motorcoaches owned by Lake Superior Motorcoaches, Inc. (an affiliated non-carrier entity). Voyageur operates approximately 118 power units and employs approximately 125 drivers. Voyageur Bus Company primarily provides school transportation for Duluth Public Schools in St. Louis County, Minnesota (which includes the City of Duluth, Rice Lake and surrounding smaller communities). Within the minority of Voyageur Bus's business that is motorcoach business, 70% of the overall motorcoach service provided by Voyageur Bus (by mileage) is conducted within Minnesota. With respect to its out-of-state mileage, Voyageur Bus operates mostly within Wisconsin given the proximity of its Duluth terminal to the Minnesota-Wisconsin border (approximately 14%) with the remainder in Iowa and Illinois (approximately 4%) or other states across the U.S. based on customer demand for special event service with a concentration in states that are closer geographically to Minnesota.

Voyageur Bus has intrastate operating authority from the Minnesota DOT (MnDOT # 147539) and interstate operating authority from the FMCSA (MC# 692906; U.S. DOT No. 2859547). It holds a "satisfactory" safety rating from the U.S. Department of Transportation.

iv. Ottertail Transportation Entities

Ottertail Transportation, Inc., which was founded in the State of Minnesota, is itself not a motor carrier of passengers. It is the parent company of two direct subsidiaries (Ottertail

Coaches, Inc. and Ottertail Trucking, Inc.), both of which are also non-motor carriers of passengers. But Ottertail Coaches, Inc. is in turn the parent company of a direct subsidiary (Minn-Dakota Coaches, Inc.), which is an Acquired Carrier.

1. Minn-Dakota Coaches, Inc.

Minn-Dakota has its principal place of business at 1116 N. Tower Road, Fergus Falls, MN 56537. Minn-Dakota provides both school bus transportation service and motorcoach charter service. It does not provide any regularly scheduled motorcoach service. The school transportation service includes general and special education transportation to-and-from school on a regular schedule, and school charter service in Type C Yellow Buses and Motorcoaches for extracurricular activities and special trips. On limited occasions, some of these trips involve transportation between Minnesota and neighboring states including North Dakota depending on the location of the school customer activity. Minn-Dakota also offers motorcoach contract service for universities, sports teams, and other business, as well as event specific charter services for weddings, conventions and other events in the Fergus Falls area. The revenue of Minn-Dakota is almost evenly derived from its operation of school bus assets and its operation of motorcoach assets.

Minn-Dakota operates its school bus and motorcoach assets out of a terminal in Fergus Falls (Otter Tail County) Minnesota. Minn-Dakota operates a fleet of Type C Yellow Buses, Type A Yellow Buses, Type III vehicles and Motorcoaches. It operates approximately 14 power units and employs approximately 34 drivers. Minn-Dakota primarily provides school transportation service for Fergus Falls Public Schools in Otter Tail County, Minnesota (which includes the City of Fergus Falls and parts of small surrounding communities). Within the approximately 50% of Minn-Dakota's business that is motorcoach business, approximately 50% of the overall service provided by Minn-Dakota (by mileage) is conducted within Minnesota.

With respect to its out-of-state motorcoach mileage, Minn-Dakota operates mostly within North Dakota and South Dakota given the location of its terminal in Fergus Falls (nearly 25%), with a limited amount of activity in Iowa and Wisconsin (approximately 8%) and the remainder spread out nationally based on customer demand for special event service with a concentration in states that are closer geographically to Minnesota.

Minn-Dakota has intrastate operating authority from the Minnesota DOT (MnDOT # 134472) and interstate operating authority from the FMCSA (MC# 139270; U.S. DOT No. 235385). It holds a “satisfactory” safety rating from the U.S. Department of Transportation.

v. Ready Bus Company Inc.

Ready Bus has its principal place of business at 1803 14th Street NW, Rochester, MN 55901. Ready Bus provides both school bus transportation service and motorcoach service. It does not provide any regularly scheduled motorcoach service. The transportation service includes general and special education transportation to-and-from school on a regular schedule, and school charter service in Type C Yellow Buses, Type III vehicles, and motorcoaches for extracurricular activities and special trips. On limited occasions, some of these trips involve transportation between Minnesota and neighboring states including Wisconsin (where Ready Bus has a terminal) depending on the location of the customer activity. Ready Bus also offers motorcoach contract service for universities, sports teams, and other business, as well as event specific charter services for weddings, conventions and other events with service in Minnesota, Wisconsin and neighboring states. Approximately 70% of the revenue of Ready Bus is derived from the operation of motorcoach assets and approximately 30% is derived from the operation of school bus assets.

Ready Bus operates out of two terminals in Minnesota – its terminal in Rochester, Minnesota (Olmsted County) is used for school bus and motorcoach assets, and its terminal in La

Crescent, Minnesota (Houston County) is used for school bus assets. Ready Bus also operates both school bus and motorcoach assets out of a terminal in La Crosse, Wisconsin (located on French Island near the Minnesota border). Ready Bus operates a fleet of Type C Yellow Buses, Type A Yellow Buses, Type III vehicles and Motorcoaches. It operates approximately 59 power units and employs approximately 56 drivers. Ready Bus provides school transportation primarily for La Crescent-Hokah Public Schools in Houston County, Minnesota. With respect to Ready Bus's motorcoach services, approximately 70% of the service (by mileage) is conducted within Minnesota (over 38%) or Wisconsin (nearly 32%). Most of the remaining service (more than 15%) is regionally concentrated in Iowa, Illinois, Missouri and Indiana, and the remaining is spread out nationally based on customer demand for special event service with a concentration in states that are closer geographically to Minnesota and Wisconsin.

Ready Bus has intrastate operating authority issued by the Minnesota DOT (MnDOT # 378489) and interstate operating authority issued by the FMCSA (MC# 124167; U.S. DOT No. 2466035). It holds a "satisfactory" safety rating from the U.S. Department of Transportation.

D. Target – Other Entities

The remaining entities indirectly owned by Holdings are non-carriers and therefore not subject to the Board's jurisdiction. These entities include the following.

a. River Bluff Motorcoach Inc.

River Bluff Motorcoach Inc., which was founded in the State of Wisconsin, is a non-carrier. It owns motor coaches operated by Ready Bus Company Inc. under a revenue sharing arrangement.

b. Round Trip Services Entities

Round Trip Services, Inc., which was founded in the State of Minnesota, is a non- carrier. It is the parent company of two subsidiaries (NorthStar Body & Paint, LLC and Monarch Bus Service, Inc.), both of which are also not motor carriers of passengers.

c. Twin Cities Bus, Inc.

Twin Cities Bus, Inc., which was founded in the State of Minnesota, is not a motor carrier of passengers.

II. DESCRIPTION OF OPERATING AUTHORITIES – 49 C.F.R. § 1182.2(a)(2)

This Application attaches as Exhibit 2 a schedule of the federal operating authorities issued by the FMCSA to each of the Acquired Carriers. The Acquired Carriers which hold the operating authorities in Exhibit 2 have continued and will continue to hold these authorities as well as any intrastate operating authorities necessary for their ongoing operations.

III. DESCRIPTON OF THE PROPOSED TRANSACTION – 49 C.F.R. § 1182.2(a)(3)

Under the Proposed Transaction, Applicants will acquire a majority interest in Holdings through a Securities Purchase Agreement dated November 30, 2024. As a result, Applicants will acquire indirect control of all seven Acquired Carriers, and of certain non-carrier entities.

IV. JURISDICTION – 49 C.F.R. § 1182.2(a)(5)

The Board has jurisdiction over Applicants' acquisition of control of the Acquired Carriers under 49 U.S.C. § 14303(g), because the Acquired Carriers had aggregate gross operating revenues in excess of \$2,000,000 during the twelve-month period preceding the date of the instant application.

V. ENVIRONMENTAL IMPACT – 49 C.F.R. § 1182.2(a)(6)

Under 49 C.F.R. § 1105.6(c)(1)(ii), "transactions involving corporate changes (such as a change in the ownership or the operator, or the issuance of securities or reorganization) including

grants of authority to hold position as an officer or director” are exempt from the Board’s environmental reporting requirements. The Proposed Transaction in this case involves only a change in control of motor carriers of passengers and is not designed to result in any operational changes. Therefore, the Proposed Transaction is exempt from the Board’s environmental reporting requirements. In any event, Applicants do not expect the Proposed Transaction to result in a significant effect on the quality of the human environment or the conservation of energy resources. *See, e.g., EQT Infrastructure V Collect EUR SCSp et al. – Acquisition of Control – First Student, Inc. et al.*, STB Docket No. MCF 21093 at *4 (STB served May 21, 2021).

VI. PUBLIC INTEREST– 49 C.F.R. § 1182.2(a)(7)

The Proposed Transaction is consistent with the public interest under the standards set forth under 49 U.S.C. § 14303(b), for the reasons set forth below.

A. The Effect of the Proposed Transaction on the Adequacy of Transportation to the Public

The Proposed Transaction will have a positive impact on the adequacy of transportation to the public, for several reasons.

Neither Applicants nor Tiger Infrastructure (including Tiger Infrastructure Partners Fund IV LP, Tiger Infrastructure Associates GP IV LP, and other funds managed by Tiger Infrastructure) directly or indirectly control any other federally regulated motor passenger carriers operating in the United States. Accordingly, neither Applicants nor Tiger Infrastructure (again, including other funds managed by Tiger Infrastructure) own or operate businesses that compete with the federally regulated motor carriers owned by the Seller. Furthermore, each of the seven Acquired Carriers already face significant competition to the school bus services and motorcoach services that they provide in the geographic areas in which they operate.¹⁵ The

¹⁵ This pre-existing competition is described in more detail in Supplement to Application Under 49 U.S.C. 14303(a), *Patrick O. Regan – Acquisition of Control – Faribault Transportation Service, Inc. et al.*, MCF 211233, 11-16 (S.T.B. filed Oct. 15, 2024).

Proposed Transaction therefore will have no adverse effect on the level of competition in any sector of the motor passenger carrier business in which the Acquired Carriers operate.

As discussed in Section I.A above, Applicants have a strong track record of operating and growing transportation assets and are well positioned to provide the growth capital to support the businesses being acquired (including the Acquired Carriers) in their next phase of growth.

Applicants are undertaking the Proposed Transaction because the businesses being acquired (including the Acquired Carriers) are highly successful, sector-leading businesses with stable revenue sources from long-term contracts.

Applicants plan, in partnership with Seller, to continue to expand and modernize the fleet in order to provide reliable service to its current and future customers. Such investments will ensure retention of existing contracts and awarding of future business to the businesses being acquired (including the Acquired Carriers) as well as improve their best-in-class safety and service track record.

Applicants plan to retain the current management of each of the Acquired Carriers, including their experienced safety managers at the corporate and local levels. Seller will also retain a position in senior management and board representation, providing Applicants access to Seller's years of knowledge and experience with respect to the Acquired Carriers and the industry more broadly.

Further, Applicants have no plans to change the nature of the transportation services currently provided by the Acquired Carriers or to terminate any of the student or transit transportation contracts currently in place. The adequacy of the transportation currently provided by the Acquired Carriers will thus remain intact.

B. The Total Fixed Charges that Result from the Proposed Transaction

Applicants are financing the cost of the Proposed Transaction with a combination of debt and equity capital. Applicants do not expect that these fixed charges will impact the Acquired Carriers' ability to provide transportation services to the public, for several reasons.

First, the debt used to finance the Proposed Transaction is a secured credit facility based on customary terms appropriate for the asset value of Holdings.

Second, each of the Acquired Carriers has a very stable revenue stream from contracts with school districts, universities, and other institutional entities, which should be more than adequate to service existing and anticipated future debt.

Third, the Proposed Transaction will enable the Acquired Carriers to maintain future financial stability through access to considerable funds from Tiger Infrastructure and its affiliates.

C. The Interest of Carrier Employees Affected by the Proposed Transaction

The Proposed Transaction will not be expected to adversely affect the interest of Acquired Carrier employees. Applicants currently have no plans for employee layoffs or other staffing reductions of the Acquired Carriers, nor does it plan to adversely change any existing employee benefits.

VII. SAFETY FITNESS – 49 C.F.R. § 1182.2(a)(8)

Except for FTS (which has not yet received a rating), the Acquired Carriers have been rated and hold “satisfactory” safety ratings issued by the U.S. Department of Transportation.

VIII. INSURANCE COVERAGE -- 49 C.F.R. § 1182.2(a)(9)

Each of the seven Acquired Carriers has the requisite insurance coverage under 49 U.S.C. § 13906. The Acquired Carriers maintain bodily injury and property damage insurance coverage

of at least \$5 million. The Acquired Carriers have filed their respective Forms BMC 91X with the FMCSA reflecting this coverage.

IX. CERTIFICATION OF DOMICILE -- 49 C.F.R. § 1182.2(a)(10)

Applicants certify that none of the Acquired Carriers or the entities seeking to acquire control over them is owned or controlled by persons domiciled in Mexico.

X. CONCLUSION

For the reasons set forth above, Applicants request that the Board approve this application pursuant to 49 U.S.C. 14303.

Dated: December 9, 2024

Respectfully submitted,

/s/ Kathleen O'Neill

Kathleen O'Neill (202-776-2294)

J. Parker Erkmann (202-776-2036)

Richard G.S. Lee (202-842-7881)

COOLEY LLP

1299 Pennsylvania Ave. NW, Suite 700

Washington, DC, United States

20004

Attorneys for Applicants

EXHIBIT 1

Seller Structure

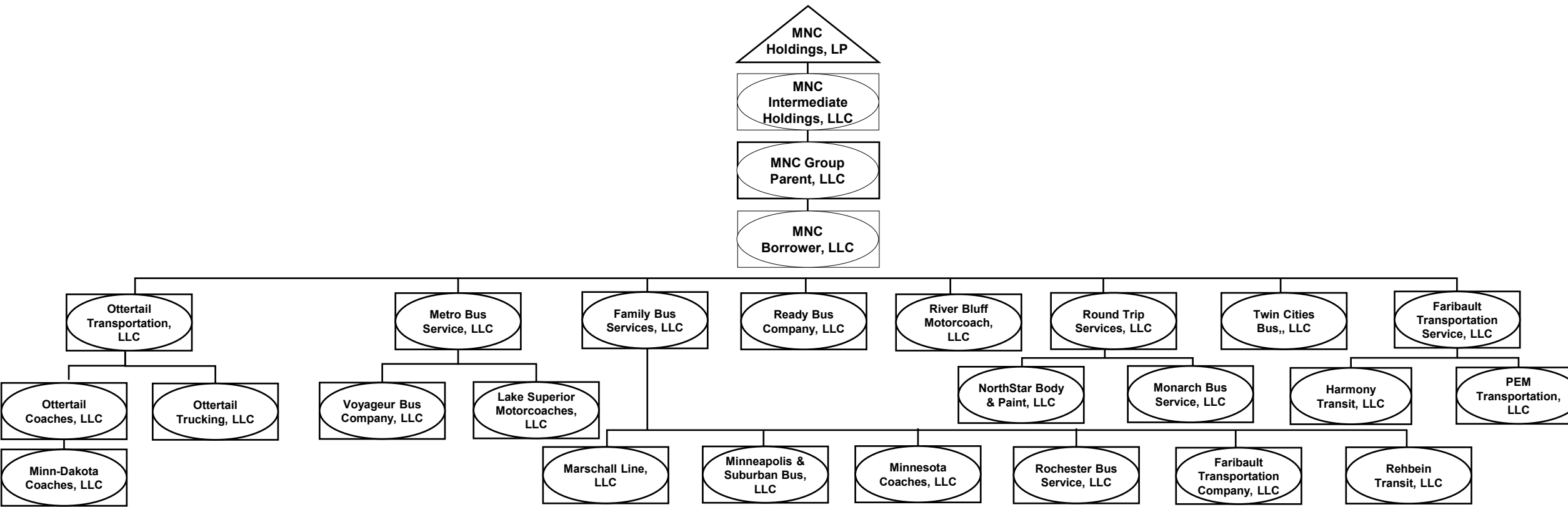


EXHIBIT 2



U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



Menu Choose Menu Option 

Details

US DOT:	859554	Docket Number:	MC00736524	
Legal Name:	MARSCHALL LINE INC			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
5119 212TH STREET WEST FARMINGTON MN 55024	(651) 463-8689 Fax: (651) 460-6183	101 EAST 10TH STREET SUITE #300 HASTINGS MN 55033		NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		NO	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES
Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)
[Web Site Content and BOC-3 Information Clarification](#)

- [Active/Pending Insurance](#)
- [Rejected Insurance](#)
- [Insurance History](#)
- [Authority History](#)
- [Pending Application](#)
- [Revocation](#)



U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



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Details

US DOT:	311081	Docket Number:	MC00208035	
Legal Name:	MINNESOTA COACHES, INC.			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
425 EAST 31ST ST HASTINGS MN 55033	(651) 437-9648			NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		NO	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES
Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)
[Web Site Content and BOC-3 Information Clarification](#)

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U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



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Details

US DOT:	2332736	Docket Number:	MC00796426	
Legal Name:	REHBEIN TRANSIT CO INC			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
6298 HODGSON ROAD LINO LAKES MN 55014	(651) 484-1809 Fax: (651) 484-8816	101 EAST 10TH STREET SUITE #300 HASTINGS MN 55033		NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		NO	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES
Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)
[Web Site Content and BOC-3 Information Clarification](#)

- [Active/Pending Insurance](#)
- [Rejected Insurance](#)
- [Insurance History](#)
- [Authority History](#)
- [Pending Application](#)
- [Revocation](#)



U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



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Details

US DOT:	2466035	Docket Number:	MC00124167	
Legal Name:	READY BUS COMPANY, INC.			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
1803 14TH STREET NW ROCHESTER MN 55901	(651) 438-3777	101 EAST 10TH STREET STE #300 HASTINGS MN 55033	(651) 438-3777	NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		NO	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES

Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)

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U.S. Department of Transportation

Federal Motor Carrier Safety Administration

Licensing and Insurance Public

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Details

US DOT:	859547	Docket Number:	MC00692906	
Legal Name:	VOYAGEUR BUS COMPANY INC			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
3941 EAST CALVARY ROAD DULUTH MN 55803	(218) 724-1707 Fax: (218) 724-2432			NO
Authority Type	Authority Status	Application Pending		
Common	ACTIVE	NO		
Contract	NONE	NO		
Broker	NONE	NO		
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required	Insurance on File		
BIPD	\$5,000,000	\$5,000,000		
Cargo	NO	NO		
Bond	NO	NO		

BOC-3: YES

Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)

[Web Site Content and BOC-3 Information Clarification](#)

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U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



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Details

US DOT:	235385	Docket Number:	MC00139270	
Legal Name:	MINN-DAKOTA COACHES, INC.			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
1116 N TOWER RD FERGUS FALLS MN 56537	(218) 739-3393 Fax: (218) 739-5564	PO BOX 402 FERGUS FALLS MN 56538-0402		NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		NO	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES
Blanket Company: [ALL AMERICAN AGENTS OF PROCESS](#)
[Web Site Content and BOC-3 Information Clarification](#)

- [Active/Pending Insurance](#)
- [Rejected Insurance](#)
- [Insurance History](#)
- [Authority History](#)
- [Pending Application](#)
- [Revocation](#)



U.S. Department of Transportation
Federal Motor Carrier Safety Administration
Licensing and Insurance Public



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Details

US DOT:	3342279	Docket Number:	MC01067017	
Legal Name:	FARIBAULT TRANSPORTATION SERVICE INC			
Doing-Business-As Name:				
Business Address	Business Telephone and Fax	Mail Address	Mail Telephone and Fax	Undeliverable Mail
2615 1ST AVE NW FARIBAULT MN 55021	5073345121	101 10TH ST E STE 300 HASTINGS MN 55033-2157		NO
Authority Type	Authority Status		Application Pending	
Common	ACTIVE		NO	
Contract	NONE		YES	
Broker	NONE		NO	
Property	Passenger	Household Goods	Private	Enterprise
NO	YES	NO	NO	NO
Insurance Type	Insurance Required		Insurance on File	
BIPD	\$5,000,000		\$5,000,000	
Cargo	NO		NO	
Bond	NO		NO	

BOC-3: YES

Blanket Company: [EVILSIZOR PROCESS SERVERS LLC](#)

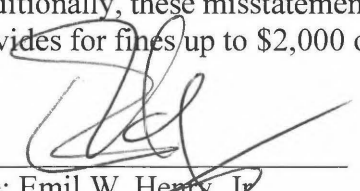
[Web Site Content and BOC-3 Information Clarification](#)

- [Active/Pending Insurance](#)
- [Rejected Insurance](#)
- [Insurance History](#)
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- [Pending Application](#)
- [Revocation](#)

VERIFICATION

I, Emil W. Henry, Jr., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application concerning Tiger Infrastructure Partners Fund IV AIV LP and TIP MN Investments LP, and the Proposed Transaction, 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.

Dated: December 9, 2024

By: 

Name: Emil W. Henry, Jr.

Title: Authorized Signatory, Tiger
Infrastructure Associates GP IV LP, on behalf
of Tiger Infrastructure Partners Fund IV AIV
LP and TIP MN Investments LP

VERIFICATION

I, Nattha Aroonratsakul, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application concerning Applicant TIP Minnesota Coaches Acquisition LLC and the Proposed Transaction 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.

Dated: December 9, 2024

By: 

Name: Nattha Aroonratsakul

Title: Vice President

TIP Minnesota Coaches Acquisition LLC

VERIFICATION OF PATRICK O. REGAN

I, Patrick O. Regan, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this application concerning Patrick O. Regan and the Acquired Carriers 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.

Dated: December 6, 2024

By: 

Name: Patrick O. Regan

CERTIFICATE OF SERVICE

I certify that I have, on this ninth day of December 2024, pursuant to 49 C.F.R. § 1182.3 and 15 U.S.C. § 18a(c)(6), caused to be served a copy of the foregoing Application on the following parties:

By hand delivery:

Director of Operations
Antitrust Division
U.S. Department of Justice
950 Pennsylvania Ave. N.W.
Room 3335
Washington, D.C. 20530

Premerger Notification Office
Bureau of Competition
United State Federal Trade Commission
600 Pennsylvania Avenue, NW
Room 303
Washington, DC 20580

By first class mail or more expeditious means:

Federal Motor Carrier Safety Administration
Office of Registration & Safety Information
Chief, Registration, Licensing & Insurance Division
1200 New Jersey Ave. SE
Mail Stop W65-331
Washington, DC 20590

Minnesota Department of Transportation
Office of Freight and Commercial Vehicle
Operations 395 John Ireland Boulevard, MS 420
St. Paul, MN 55155-1800

/s/ Richard G.S. Lee

Richard G.S. Lee

Attorney for Applicant