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May 15, 2023
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BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

VAN POOL TRANSPORTATION LLC

– ACQUISITION OF CONTROL –

ROYAL COACH LINES, INC.

DOCKET NO. MCF 21107

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF
ROYAL COACH LINES, INC.
BY VAN POOL TRANSPORTATION LLC

Van Pool Transportation LLC (“Applicant”) respectfully submits this verified application under 49 U.S.C. § 14303 and Surface Transportation Board (the “STB” or “Board”) regulations at 49 C.F.R. Part 1182 (this “Application”) for approval of the contemplated transaction more fully described herein (the “Transaction”). The Transaction entails the acquisition of control by Applicant of the regulated interstate passenger motor carrier, Royal Coach Lines, Inc. (“Royal”), by acquiring all of the outstanding equity shares from the individual that is the sole shareholder of Royal (“Seller”). As explained below, the portion of the passenger transportation business of Royal that involves interstate passenger trips, and correspondingly requires interstate passenger motor carrier authority, is relatively

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small. For the reasons described herein, approval of the Transaction is consistent with the public interest.

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

A. Purchaser: Applicant. Applicant is a Delaware limited liability company, headquartered at 70 Post Office Park, Suite 7003, Wilbraham, MA 01095. The authorized signature on behalf of Applicant is set forth in the Verification of Applicant in section XIII.A of this Application. Applicant is not a federally-regulated carrier, and Applicant does not have a U.S. Department of Transportation Number (“USDOT No.”), Federal Motor Carrier Safety Administration Docket Number (“FMCSA Docket No.”)², or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”)³; however, Applicant indirectly owns and controls all of the equity and voting interest in seven (7) interstate passenger motor carriers (described and defined below as the “Affiliate Regulated Carriers”) that are among its operating subsidiaries (the “Applicant Subsidiaries”). Applicant, with the Applicant Subsidiaries, are experienced and reliable providers of transportation services to the public, delivering passenger transportation and mobility solutions for regional transit authorities, school districts, employers, health insurance companies, retirement communities, other organizations, and the traveling public primarily in the Northeastern and Central portions of the United States. Among the Applicant Subsidiaries are the following federally regulated passenger carriers: NRT Bus, Inc. (“NRT”), Trombly Motor Coach Service, Inc. (“Trombly”),

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).

² An FMCSA Docket No. is the reference number assigned to a motor carrier by Federal Motor Carrier Safety Administration for interstate motor carrier authority.

³ Certain of the motor carriers have not been rated by FMCSA or USDOT. If a carrier has not been rated, the Safety Rating is denoted as None or No Safety Rating.

Salter Transportation, Inc. (“Salter”), Easton Coach Company, LLC (“Easton”), F. M. Kuzmeskus, Inc., doing business as Travel Kuz (“Travel Kuz”), Alltown Bus Service Inc. (“Alltown”), and DS Bus Lines, Inc. (“DS Bus,” and together with NRT, Trombly, Salter, Easton, Travel Kuz and Alltown, the “Affiliate Regulated Carriers”).⁴ The services provided by Applicant and the Applicant 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.

B. Affiliate Regulated Carriers of Applicant. Applicant indirectly owns and controls the following passenger motor carriers that hold interstate passenger motor carrier authority:

(i) 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 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 NRT are set forth on the Summary Table attached hereto as Exhibit A (the “Summary Table”). The geographic service area of NRT is all within the commonwealth of Massachusetts, east and north of the city of Worcester, and north of the city of Boston, providing services in the counties of Essex, Middlesex, Norfolk, Suffolk, and Worcester. The approximate number and types of

⁴ By the decision of the Board served February 10, 2023, *Van Pool Transportation LLC – Acquisition of Control – Local Motion, Inc.*, STB Docket No. MCF 21104, Applicant received approval to acquire control of Local Motion, Inc.; however, the transaction contemplated therein has not yet been completed.

vehicles utilized by NRT, as well its approximate number of drivers are also set forth on the Summary Table.

(ii) Trombly. Trombly is a Massachusetts corporation primarily providing non-regulated student transportation services for schools in the commonwealth of Massachusetts, and occasional charter services at times that its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Trombly are set forth on the Summary Table. The geographic service area of Trombly is primarily the Merrimack Valley within the commonwealth of Massachusetts, with services being provided in the counties of Essex and Middlesex. The approximate number and types of vehicles utilized by Trombly, as well its approximate number of drivers are also set forth on the Summary Table.

(iii) 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.

(iv) 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.

(v) 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, as well its approximate number of drivers are also set forth on the Summary Table.

(vi) Alltown. Alltown is an Illinois corporation primarily providing non-regulated student transportation services for schools. Alltown also 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 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.

(vii) 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.

C. Seller. Seller, being the sole shareholder of Royal, Steven DiPaolo, is an individual domiciled in the state of New York. Seller is not a carrier, and Seller has no USDOT No., FMCSA Docket No., or a Safety Rating. Seller does not control of any federally regulated passenger motor carrier other than Royal. The authorized signature of Seller is set forth in the Verification of Seller in section XIII.B of this Application.

D. Royal. Royal is a New York corporation headquartered at 1010 Nepperhan Avenue, Yonkers, NY 10703. The USDOT Number assigned to Royal is 5920. Royal holds interstate carrier operating authority under FMCSA Docket No. MC-139888, and Royal has a Safety Rating of "Satisfactory." Royal also holds intrastate contract carrier and charter carrier operating authorities issued by the New York State Department of Transportation, Case No. 20948. Royal is providing transportation services in the following areas of service (the "Royal Service Offerings"):

(i) School Bus: Royal is primarily a provider of non-regulated school bus transportation services under contracts with schools in metropolitan area of Westchester County, New York, and southern Connecticut (the “Westchester Area”). Royal’s school transportation contracts are with 16 public school districts and 6 private schools.

(ii) Charter. Royal provides contract and charter transportation services to the traveling public in the Westchester Area for activities such as summer camps, events, group trips, and other activities, utilizing the same buses and vans (described below) that are used for its school bus services at times when those vehicles are not in use for school activities. For its fiscal year ended Dec. 31, 2022, Royal’s revenue from charter operations represented approximately 5.9% of Royal’s total revenue, and less than 1% of Royal’s charter revenue was derived from regulated interstate moves.

Royal expects these percentages to be similar in the current fiscal year.

In providing the Royal Service Offerings, Royal utilizes approximately 5 school buses (72 passenger), 272 school buses (45-66 passenger), 9 vans (30 passenger), 6 vans (20-29 passenger), and 312 vans (18-20 passenger) (all of which are used for school student transportation), and approximately 573 drivers.⁵ Royal maintains terminals for its operations in the Westchester County cities/towns/villages of Elmsford, Greenburgh,

⁵ The numbers of vehicles and drivers reflected in the Company Snapshot of the Federal Motor Carrier Safety Administration’s Safety and Fitness Electronic Records (SAFER) System is dependent on information submitted by the applicable motor carriers on form MCS-150 (Motor Carrier Identification Report), which is required to be categorically updated biennially and only required to reflect vehicles subject to Uniform Carrier Registration. However, carriers can include intrastate vehicles and drivers that are not required to be included. Accordingly, the number of vehicles and drivers reflected in the Company Snapshot may not be the same as the number of vehicles and drivers in use by a carrier at a given point in time.

Ossining, Somers, Thornwood and Yonkers. The Royal Service Offerings do not overlap with the geographic areas of the service offerings of Applicant and the Applicant Subsidiaries.

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

The event triggering STB jurisdiction over the Transaction is the acquisition of Royal by Applicant, the effect of which will be to place Royal under the control of Applicant. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Transaction will entail the "acquisition of control of a carrier [*i.e.*, Royal] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Applicant]."

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

Other than the Affiliate Regulated Carriers and Royal as described above, there are no other carriers with regulated interstate operations involved in this Application. The Transaction will result in Royal being acquired, owned and controlled by Applicant. The intercorporate structure of Applicant is as follows:

Applicant 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"). Beacon is wholly owned by Van Pool Intermediate, Inc., a Delaware corporation and non-carrier holding company ("Intermediate Inc."). Intermediate Inc. 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 Van Pool Holdings, LP, a Delaware limited partnership and non-carrier holding company ("AG Holdings"). 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 Applicant 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, neither the Audax Funds, AG Holdings, Group Holdings, Intermediate Inc., Beacon, nor VP Intermediate controls 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 Applicant and Royal exceeded \$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 and consummation of the Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Transaction is merely a change in control of a carrier that already provides non-regulated school bus transportation services and occasional charter services. No environmental impact is expected.⁶

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.*

⁶ The Board has found similar transactions to be categorically excluded from environmental review under 49 C.F.R. § 1105.6(c). *See, e.g., Kelsian USA Inc. – Acquisition of Control – AAAHI Topco Corporation*, STB Docket No. MCF 21106, at 5 (STB served Apr. 14, 2023). Section 1105.6(c) categorically excludes Section 14303 transactions that do not implicate operational changes that exceed certain specified thresholds.

A. Adequacy of Transportation Services. The Transaction will not have a material, detrimental impact on the adequacy of transportation services available for the public. Applicant intends that the services of Royal currently available to the public will continue to be provided by Royal under the same name used to provide such services prior to the Transaction. Royal will continue to operate, but going forward, will continue to be operated within the holdings of Applicant, an organization thoroughly experienced in passenger transportation operations.

The addition of Royal to the holdings of Applicant 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 services markets, but in different geographic areas. The Transaction will bring Royal under the control of Applicant, which is experienced in the same market segments served by Royal, being student school bus transportation and private charter transportation. Such market segments have their own service characteristics, and the Transaction, combined with the passenger carrier management capacity of Applicant, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within the Applicant Subsidiaries, all of which will help to ensure the provision of adequate service to the public.

The addition of Royal to Applicant's organization will serve to enhance the viability of Applicant's organization and the Applicant Subsidiaries. The continued viability of Applicant and the Applicant Subsidiaries assures the continued availability of adequate passenger transportation service for the public in the areas served by the Applicant Subsidiaries.

B. Fixed Charges. The Transaction will increase fixed charges, in the form of interest expense, because funds will be borrowed to assist in the financing of the Transaction.

However, such an increase will not impact the provision of transportation services to the public. 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. MCF 21084, at 4 (served February 15, 2019), and *Sureride Charter Inc. – Acquisition of Control – McClintock Enterprises, Inc., D/B/A Goldfield State & Co.*, STB Docket No. MCF 21077, at 3 (served November 2, 2017).

C. Employee Interests. Applicant intends to continue the existing operations of Royal and as such, the Transaction will not substantially impact employees or labor conditions. Applicant does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits at Royal, 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 because of the ease of entry into the market, the passenger motor carrier industry is characterized by healthy intra-modal competition as well as healthy competition between bus service, on the one hand, and, on the other, 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 of this sort, finding that acquisitions that contemplate the single control of numerous passenger carriers can result in better overall service for the public without any reduction of the benefits of healthy competition. The Board’s decisions include *Kelsian USA Inc. – Acquisition of Control – AAAHI Topco Corporation*, STB Docket No. MCF 21106 (served Apr. 14, 2023); and *Transdev Group, S.A. – Acquisition of Control – First Transit Topco, Inc.*, STB Docket No. MCF 21103 (served Jan. 5, 2023); *National Express LLC – Acquisition of Control – Premier Transportation, LLC*; STB Docket No. MCF 21091 (served March 12, 2020); and *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).

As previously mentioned, the Royal Service Offerings consist of non-regulated student transportation from home to school, and charter transportation services within the Westchester Areas. As also previously mentioned, charter services generate revenue that is a small percentage of Royal’s total revenue.

The school bus transportation market is very competitive in the Westchester Area, with several school bus services providers, including local, regional and national providers such as Academy Bus Co, All County Bus, Chappaqua Transportation, First Student, Global Transportation, Mar-Can Transportation, TLC Transportation Corp., and White Plains Bus.

There are also a number of passenger charter transportation providers that serve the Westchester Area, including charter carriers Hudson Valley Charter Service, Leprechaun

Lines, and Silver Star Transportation, along with the companies that provide school transportation. All charter service providers, including Royal, also compete with other modes of passenger transportation, including rail, low-cost airlines, carpools, and passenger transportation network companies.

The Royal Service Offerings are generally geographically dispersed from the service areas of the Affiliate Regulated Carriers in regard to their respective service offerings, and there is virtually no overlap in the service areas and/or customer bases among the Affiliate Regulated Carriers and Royal in that regard. In light of the foregoing, it is clear that the impact of the Transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

Board approval of this Application will allow the acquisition of control of Royal to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).⁷

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

Applicant certifies that the Safety Rating for each of the Affiliate Regulated Carriers is as set forth on the Summary Table. Seller certifies that the Safety Rating of Royal is as set forth in section I.D of this Application.

⁷ 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.”

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

Seller certifies that Royal currently has the requisite insurance coverage under 49 U.S.C. § 13906. Applicant certifies that Royal immediately following the closing of the Transaction will have the requisite insurance coverage under 49 U.S.C. § 13906.

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

A. Applicant. Applicant certifies that neither it nor any person controlling it is domiciled in Mexico, nor owned or controlled by persons of that country.

B. Royal. Seller certifies that Royal 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 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 Transaction are being served upon the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Transaction's status under the regulated-industry provisions of that statute.

XII. Conclusion.

Applicant submits that the Transaction is consistent with the public interest. 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 Transaction and the acquisition of control of Royal as described herein.

XIII. Verification.

The verifications of Applicant and Seller are as follow:

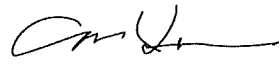
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A. Verification of Applicant. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Applicant in connection with this Application is true and correct. Further, the undersigned is qualified and authorized to submit this verification and file this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that she knows that willful misrepresentations 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Applicant”

Van Pool Transportation LLC

Dated: May 12, 2023

By: 

Cara Duke
Senior Vice President - Commercial

B. Verification of Seller. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Royal and Seller, as applicable, in connection with this Application is true and correct. Further, the undersigned is qualified and authorized to submit this verification and authorize the filing of this Application. The undersigned further certifies under penalty of perjury under the laws of the United States, that he knows that willful misrepresentations 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 under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated: May 12, 2023

"Seller"

A handwritten signature in black ink, appearing to read 'Steven DiPaolo', written over a horizontal line.

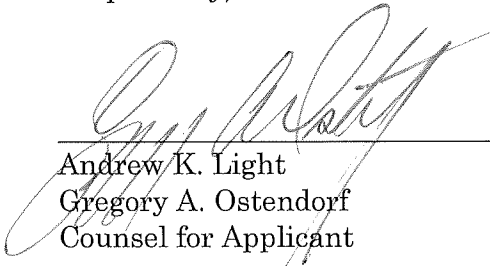
Steven DiPaolo

XIV. Applicant Legal Counsel.

“Applicant”

Andrew K. Light
Gregory A. Ostendorf
Scopelitis, Garvin, Light, Hanson & Feary, P.C.
10 W. Market Street, Suite 1400
Indianapolis, IN 46204
(317) 637-1777

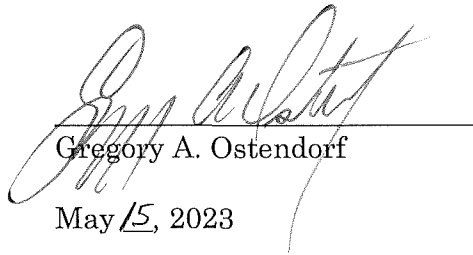
Respectfully,



Andrew K. Light
Gregory A. Ostendorf
Counsel for Applicant

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 Transaction, via email on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Gregory A. Ostendorf
May 15, 2023

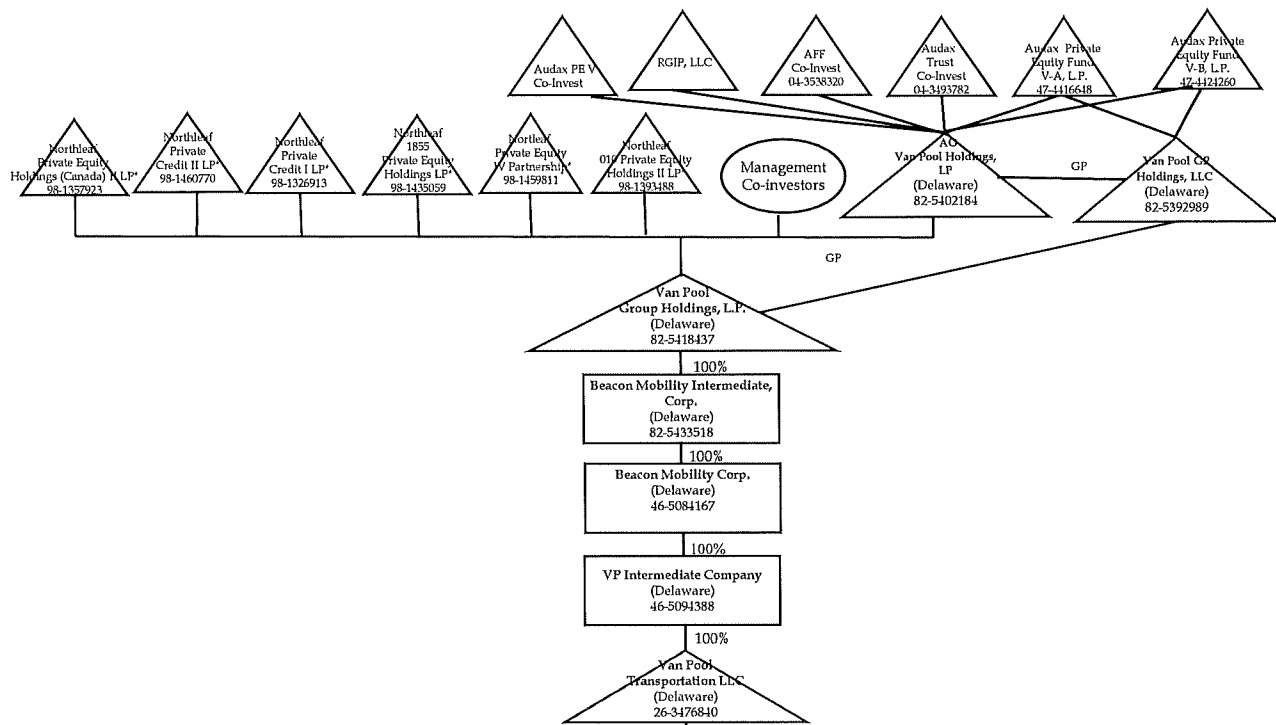
<u>Exhibit A</u> <u>Summary Table</u>				
<u>Entity Names</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers¹</u>
NRT Bus Inc. 55 Hampshire Road Methuen, MA 01844	1166825	MC-595581	Satisfactory	School Bus – 884 Mini-Bus – 323 Van (1-8) – 601 Van (9-15) – 91 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

¹ The numbers of vehicles and drivers reflected in the Company Snapshot of the Federal Motor Carrier Safety Administration's Safety and Fitness Electronic Records (SAFER) System is dependent on information submitted by the applicable motor carriers on form MCS-150 (Motor Carrier Identification Report), which is required to be categorically updated biennially and only required to reflect vehicles subject to Uniform Carrier Registration. However, carriers can include intrastate vehicles and drivers that are not required to be included. Accordingly, the number of vehicles and drivers reflected in the Company Snapshot may not be the same as the number of vehicles and drivers in use by a carrier at a given point in time.

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

Exhibit B

Attached



Note: See the following two slides below for the subsidiaries of Van Pool Transportation LLC

