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SERVICE DATE — SEPTEMBER 27, 2024

SURFACE TRANSPORTATION BOARD

DECISION

Docket No. MCF 21119

VAN POOL TRANSPORTATION LLC—ACQUISITION OF CONTROL—
TRANSACTION CORPORATE SHUTTLES, INC.

AGENCY: Surface Transportation Board.

ACTION: Notice Tentatively Approving and Authorizing Finance Transaction.

SUMMARY: Van Pool Transportation LLC (Van Pool or Applicant), a noncarrier, filed an application to acquire control of an interstate passenger motor carrier, TransAction Corporate Shuttles, Inc. (TCS), from its sole shareholder, the Cynthia Cain Frené Revocable Trust (Seller). The Board is tentatively approving and authorizing the transaction subject to the owners of Van Pool filing to join the application. If the owners' filing is satisfactory and no opposing comments are timely filed, this notice will be the final Board action.

DATES: Van Pool's owners' filing to join the application is due by October 11, 2024. Comments must be filed by November 8, 2024. If any comments are filed, Van Pool may file a reply by November 26, 2024. If no opposing comments are filed by November 8, 2024, this notice shall be effective on November 9, 2024.

ADDRESSES: Comments may be filed with the Board either via e-filing or in writing addressed to: Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, send one copy of comments to Van Pool's representative: Kiefer A. Light, Scopelitis, Garvin, Light, Hanson & Feary, P.C., 10 W. Market Street, Suite 1400, Indianapolis, IN 46204.

FOR FURTHER INFORMATION CONTACT: Sarah Fancher at (202) 740-5507. If you require an accommodation under the Americans with Disabilities Act, please call (202) 245-0245.

SUPPLEMENTARY INFORMATION: According to the application,¹ Van Pool is a Delaware limited liability company headquartered in Wilbraham, Mass. (Appl. 1.) Applicant states that it is not a federally regulated carrier but that it indirectly owns and controls all equity and voting

¹ Van Pool originally filed the application on August 15, 2024, but it then filed a supplement on August 29, 2024. Therefore, for purposes of determining the procedural schedule and statutory deadlines, the filing date of the application is August 29, 2024. See 49 CFR 1182.4(a).

interest in 10 interstate passenger motor carriers (Affiliate Regulated Carriers) that are among its operating subsidiaries. (Id. at 2; Suppl. 1.) The Affiliate Regulated Carriers are:²

- NRT Bus, Inc., which primarily provides non-regulated student transportation services for schools in Massachusetts (Essex, Middlesex, Norfolk, Suffolk, and Worcester counties), and occasional charter services;
- Trombly Motor Coach Service, Inc., which primarily provides non-regulated student transportation services for schools in Massachusetts (Essex and Middlesex counties), and occasional charter services;
- Salter Transportation, Inc., which primarily provides non-regulated student transportation services for schools in Massachusetts (Essex County) and southern New Hampshire, and occasional charter services;
- Easton Coach Company, LLC, which provides (i) intrastate paratransit, shuttle, and line-run services under contracts with regional transportation authorities and other organizations, primarily in New Jersey and eastern Pennsylvania, and (ii) private charter motor coach and shuttle services (interstate and intrastate), primarily in eastern Pennsylvania;
- F. M. Kuzmeskus, Inc., d/b/a Travel Kuz, which provides (i) non-regulated school bus transportation services, (ii) intrastate and interstate motor coach and limousine charter services, and (iii) limited intrastate and interstate charter services, all in western Massachusetts and southern Vermont;
- Alltown Bus Service Inc., which primarily provides non-regulated student transportation services for schools in the metropolitan area of Chicago, Ill., and its northern suburbs, and occasional charter services;
- DS Bus Lines, Inc., which primarily provides (i) non-regulated student transportation services for schools in Kansas (Beloit, Kansas City, Lincoln, Olathe, and Shawnee), Missouri (Belton and Smithville), Colorado (the metropolitan area of Denver), and Oklahoma (the metropolitan area of Tulsa), (ii) intrastate employee shuttle services in Colorado and Texas, and (iii) occasional charter services;
- Royal Coach Lines, Inc., which primarily provides (i) non-regulated student transportation services for schools in the metropolitan area of Westchester County, N.Y., and southern Connecticut, and (ii) contract and charter transportation services;

² Additional information about these motor carriers, including U.S. Department of Transportation (USDOT) numbers, motor carrier numbers, and USDOT safety fitness ratings, can be found in the application and the supplement. (See Appl. 3-6, Ex. A; Suppl. 2.)

- PLSIII LLC, which primarily provides (1) disabled transportation services under contracts with private nonprofit organizations for fixed route and shuttle services in New York (Buffalo, western New York, Rochester, Utica and surrounding areas, and Poughkeepsie and surrounding areas), and (ii) very limited group day trip charter transportation services; and
- Local Motion, LLC, d/b/a Local Motion of Boston, which provides non-regulated school bus, charter, and shuttle services in the metropolitan area of Boston.

According to the application, Van Pool also has operating subsidiaries that provide transportation services that do not involve regulated interstate transportation or require interstate passenger authority, primarily in the northeastern and central portions of the United States. (Appl. 2.) Van Pool states that it is indirectly owned and controlled by investment funds affiliated with Audax Management Company, LLC, (Audax Management), a Delaware limited liability company.³ (*Id.* at 8.) Collectively, these parent companies of Applicant will be referred to as the Owners.

The application explains that TCS, the carrier being acquired, operates as a motor carrier primarily providing fixed-route commuter and municipal shuttle bus services and on-demand transportation for employees of businesses and communities in Massachusetts. (*Id.* at 6-7.) TCS also provides mini-bus, van, and limousine charter services for activities such as corporate and group outings, day trips, weddings, Bar/Bat Mitzvahs, and local events in Massachusetts. (*Id.* at 7.) In providing its services, TCS uses approximately 102 passenger vehicles and employs 81 drivers. (*Id.*) Furthermore, the USDOT number assigned to TCS is 1366324, and for purposes of its interstate passenger operations, TCS holds interstate carrier operating authority under FMCSA MC-522885. (*Id.*) According to the application, TCS is solely owned by Seller, who does not directly or indirectly own or control any other interstate passenger motor carrier. (*Id.* at 6.)

Under 49 U.S.C. 14303(b), the Board must approve and authorize a transaction that it finds consistent with the public interest, taking into consideration at least (1) the effect of the proposed transaction on the adequacy of transportation to the public, (2) the total fixed charges that result from the proposed transaction, and (3) the interest of affected carrier employees. Van Pool has submitted the information required by 49 CFR 1182.2, including information to demonstrate that the proposed transaction is consistent with the public interest under

³ Specifically, Van Pool states that it is wholly owned by VP Intermediate Company (VP Intermediate), a Delaware corporation and noncarrier holding company, and that VP Intermediate is wholly owned by Beacon Mobility Corp. (Beacon), a Delaware corporation and noncarrier holding company. (*Id.* at 8.) Beacon is wholly owned by Van Pool Intermediate, Inc. (Intermediate Inc.), a Delaware corporation and noncarrier holding company. (*Id.*) Intermediate Inc. is wholly owned by Van Pool Group Holdings, L.P. (Group Holdings), a Delaware limited partnership and noncarrier holding company, and Group Holdings is majority-owned and controlled by AG Van Pool Holdings, LP (AG Holdings), a Delaware limited partnership and noncarrier holding company. (*Id.*) AG Holdings is owned by investment funds affiliated with Audax Management. (*Id.*)

49 U.S.C. 14303(b), see 49 CFR 1182.2(a)(7), and a jurisdictional statement under 49 U.S.C. 14303(g) that the aggregate gross operating revenues of the involved carriers exceeded \$2 million during the 12-month period immediately preceding the filing of the application, see 49 CFR 1182.2(a)(5). (See Appl. 9.)

Van Pool asserts that the proposed transaction will not have a material, detrimental impact on the adequacy of transportation services available for the public. (Id.) According to Van Pool, TCS will continue to provide the same services it currently provides under the same name; however, going forward, TCS will operate within the holdings of Applicant, an organization experienced in passenger transportation operations. (Id. at 9-10.) 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 ensure the provision of adequate service to the public. (Id. at 10.) Van Pool also asserts that the addition of TCS will enhance the viability of Applicant's organization and its subsidiaries. (Id.)

Van Pool states 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. (Id. at 13.) According to Van Pool, the population and demand for commuter scheduled route, shuttle, on-demand, and charter services in Massachusetts are expected to continue to increase in the foreseeable future. (Id. at 12.) TCS competes directly with other passenger service providers in Massachusetts, which is a competitive market because of the significant number of national, regional, and local providers operating within the area. (Id.) Other providers include A&A Metro Transportation, M & L Transit Systems, Boston Coach, Academy Bus, WeDriveU, and DPV Transportation. (Appl. 12; Suppl. 2.) Van Pool adds that TCS's service area is geographically dispersed from those of the Affiliate Regulated Carriers and there is very limited overlap in the customer bases among the Affiliate Regulated Carriers and TCS. (Appl. 13.)

Van Pool asserts that the proposed transaction will increase fixed charges in the form of interest expenses because funds will be borrowed to assist in financing the transaction; however, Van Pool states that the increase will not impact the provision of transportation services to the public. (Id. at 10-11.) Van Pool also asserts that it does not expect the transaction to have substantial impacts on employees or labor conditions, and it does not anticipate a measurable reduction in force or changes in compensation levels or benefits at TCS. (Id. at 11.) Van Pool submits, however, that staffing redundancies could result in limited downsizing of back-office and/or managerial-level personnel. (Id.)

The Board notes that the Owners have not joined in Van Pool's application despite their ability to exercise control over Van Pool. 49 U.S.C. 13102(5); see Morgan Stanley Grp.—Control Exemption—NCC L.P., MCF 20250 (ICC served Feb. 17, 1993) (focusing “on the ability to control as reflected in the power or authority to manage, direct, superintend, restrict, regulate, govern, administer, or oversee”). Therefore, the Owners will be directed to submit a filing joining the application and providing all information required of an applicant under the Board's regulations. See, e.g., Bus Co. Holdings Topco LP—Acquis. of Control of Assets—

Chenango Valley Bus Lines, Inc., MCF 21117 (STB served Aug. 23, 2024). Such a filing may incorporate the existing application by reference, to the extent appropriate.

Based on Van Pool's representations, the Board finds that the acquisition as proposed in the application is consistent with the public interest. The application will be tentatively approved and authorized, subject to the Owners submitting a satisfactory filing, as described above, that is consistent with the Board's public interest finding by October 11, 2024. If any opposing comments are timely filed, these findings will be deemed vacated, and, unless a final decision can be made on the record as developed, a procedural schedule will be adopted to reconsider the application. See 49 CFR 1182.6. If no opposing comments are filed and the Board does not issue a decision finding the Owners' submission unsatisfactory by expiration of the comment period, this notice, including authority for the Owners as applicants, will take effect automatically and will be the final Board action in this proceeding.

This action is categorically excluded from environmental review under 49 CFR 1105.6(c).

Board decisions and notices are available at www.stb.gov.

It is ordered:

1. The proposed transaction is approved and authorized, subject to the Owners submitting a satisfactory filing to join the application by October 11, 2024, and the filing of opposing comments.
2. If opposing comments are timely filed, the findings made in this notice will be deemed vacated.
3. This notice will be effective on November 9, 2024, unless the Board finds the Owners' submission unsatisfactory or opposing comments are filed by November 8, 2024. If any comments are filed, Van Pool may file a reply by November 26, 2024.
4. A copy of this notice will be served on: (1) the U.S. Department of Transportation, Federal Motor Carrier Safety Administration, 1200 New Jersey Avenue, S.E., Washington, DC 20590; (2) the U.S. Department of Justice, Antitrust Division, 10th Street & Pennsylvania Avenue, N.W., Washington, DC 20530; and (3) the U.S. Department of Transportation, Office of the General Counsel, 1200 New Jersey Avenue, S.E., Washington, DC 20590.

Decided: September 23, 2024.

By the Board, Board Members Fuchs, Hedlund, Primus, and Schultz.