

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF
VAN POOL TRANSPORTATION LLC
-- ACQUISITION OF CONTROL --
TRANSACTION CORPORATE SHUTTLE, INC.
DOCKET NO. MCF 21119**

**VP INTERMEDIATE COMPANY, BEACON MOBILITY CORP., BEACON
MOBILITY INTERMEDIATE, CORP., BEACON MOBILITY PREFERRED ISSUER,
LLC, VAN POOL GROUP HOLDINGS, L.P., AND AG VAN POOL HOLDINGS, LP
FILING TO JOIN APPLICATION OF VAN POOL TRANSPORTATION LLC FOR
CONTROL OF TRANSACTION CORPORATE SHUTTLE, INC.**

Pursuant to 49 U.S.C. § 14303(a)(5) and the rules of the Surface Transportation Board (“Board”) at 49 CFR Part 1182, VP Intermediate Company, Beacon Mobility Corp., Beacon Mobility Intermediate Corp., Beacon Mobility Preferred Issuer, LLC, Van Pool Group Holdings, L.P., and AG Van Pool Holdings, LP (collectively, the “Joining Applicants”), submit this filing in response to the Board’s *Notice Tentatively Approving and Authorizing Finance Transaction* relating to Van Pool Transportation LLC’s (“Van Pool”) application to acquire control of Transaction Corporate Shuttle, Inc. (“TCS”). 89 Fed. Reg. 79,330 (Sept. 27, 2024) (the “Notice”). The Notice “directed [the Joining Applicants] to submit a filing joining the application and providing all information required of an applicant under the Board’s regulations.” 89 Fed. Reg. 79,331. The Notice further provides the “filing may

incorporate the existing application by reference, to the extent appropriate.” *Id.* The Joining Applicants hereby join and incorporate by reference Van Pool’s original application filed on August 15, 2024 (“Original Application”) and supplemental filing on August 29, 2024 (“Supplemental Filing”). However, before setting forth the information specific to the Joining Applicants as is required under 49 CFR 1182.2, the following clarifies the reason the parties joining the Original Application slightly differ from the parties reflected in the Notice.

First, Van Pool Intermediate Corp. changed its company name to Beacon Mobility Intermediate Corp. As such, any reference to Van Pool Intermediate Corp. in the Original Application is hereby amended to refer to the new company name, Beacon Mobility Intermediate Corp. The name change does not otherwise impact any representations made in the Original Application.

Second, there is an additional intermediary holding company, Beacon Mobility Preferred Issuer, LLC, between Beacon Mobility Intermediate Corp. and Van Pool Group Holdings, L.P. As such, Section III of the Original Application is hereby amended to reflect the following: “Beacon Mobility Intermediate Corp. is wholly owned by Beacon Mobility Preferred Issuer, LLC, a Delaware limited liability company and non-carrier holding company. Beacon Mobility Preferred Issuer, LLC is wholly owned by Van Pool Group Holdings, L.P., a Delaware limited partnership and non-carrier holding company.” Section III of the Original Application is further amended to reflect that Beacon Mobility Preferred Issuer, LLC does not have interstate passenger motor carrier authority, a USDOT Number, or a USDOT Safety Rating, and Beacon Mobility Preferred Issuer, LLC does not control any regulated interstate passenger carriers other than those set forth in the Original Application and Supplemental Filing. The addition of Beacon Mobility Preferred Issuer, LLC, which serves purely as an intermediate holding company, in

Van Pool's ownership structure does not otherwise impact the representations made in the Original Application.

Third, the Notice mischaracterizes the Original Application by alleging that the Original Application "states that [Van Pool] is indirectly owned and controlled by investment funds affiliated with Audax Management Company, LLC". 89 Fed. Reg. 79,330. To clarify, the investment funds affiliated with Audax Management Company, LLC (the "Investment Funds") do not exercise, nor does the Original Application suggest they exercise, any control over Van Pool Transportation. *See* Appl. 8 ("AG Holdings is owned by investment funds affiliated with Audax Management Company, LLC"). The Investment Funds merely have an equity interest in AG Van Pool Holdings, LP. Therefore, it would be improper to join the Investment Funds as parties to the Original Application.

Information specific to the Joining Applicants, as required under 49 CFR 1182.2, is as follows. Capitalized terms used herein and not defined have the meanings ascribed to them in the Original Application.:

1. The full names of the Joining Applicants are VP Intermediate Company, Beacon Mobility Corp., Beacon Mobility Intermediate, Corp., Beacon Mobility Preferred Issuer, LLC, Van Pool Group Holdings, L.P., and AG Van Pool Holdings, LP, respectively. The address set forth in the Original Application for Van Pool is incorporated by reference for each of the Joining Applicants. An authorized signature for each of the Joining Applicants is included in the verifications attached hereto (the "Verification Exhibit").
2. A description of the pertinent operating authorities subject to the Contemplated Transaction is included in the Original Application under Section I.B and the Supplemental Filing, and is incorporated herein by reference.

3. A description of the Contemplated Transaction, which is incorporated herein by reference, is included in Section II of the Original Application.

4. No motor passenger carriers are affiliated with the Joining Applicants other than those described in the Original Application and Supplemental Filing.

5. The jurisdictional statement set forth in Section IV of the Original Application is incorporated herein by reference.

6. The statement at Section V of the Original Application is incorporated herein by reference, which states that the Contemplated Transaction will not significantly affect the quality of the human environment and the conservation of energy resources.

7. Section VI of the Original Application is incorporated herein by reference, which provides information to demonstrate that the Contemplated Transaction is consistent with the public interest.

8. The Joining Applicants certify to the safety fitness certification at Section VII of the Original Application, which is incorporated herein by reference.

9. The Joining Applicants certify that, prior to commencement of operations, the requisite insurance coverage under 49 U.S.C. § 13906(a) will be in place for TCS and its intended service.

10. The Joining Applicants certify that it is not domiciled in Mexico or owned or controlled by persons of that country.

11. The Joining Applicants certify that the Contemplated Transaction does not involve the transfer of operating authority to an individual who will hold the authority in his or her name.

The above statements are verified, as per 49 CFR 1182.8(e), by the Verification Exhibit.

CONCLUSION

In accordance with the Board's Notice, the Joining Applicants' filing to join the Original Application has been timely submitted by October 11, 2024 and includes all information required by 49 CFR 1182.2. To allow the Notice to become effective on November 9, 2024, the Joining Applicants urge the Board to find this filing satisfactory, or expeditiously request any additional information from the Joining Applicants that may be needed for the Board to deem this filing satisfactory.

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Respectfully submitted,

October 10, 2024



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Attorney for the Joining Applicants

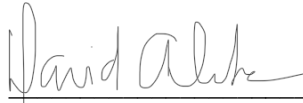
VERIFICATION EXHIBIT

VERIFICATION

I, David A. Duke, Chief Development Officer of VP Intermediate Company, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to VP Intermediate Company 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.

“Applicant”

VP Intermediate Company

By: 

David A. Duke
Chief Development Officer

Dated: October 10, 2024


VERIFICATION

I, David A. Duke, Chief Development Officer of Beacon Mobility Corp., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to Beacon Mobility Corp. 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.

“Applicant”

Beacon Mobility Corp.

Dated: October 10, 2024

By: 

David A. Duke
Chief Development Officer


VERIFICATION

I, Judith Crawford, Chief Executive Officer of Beacon Mobility Intermediate, Corp., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to Beacon Mobility Intermediate, Corp. 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.

“Applicant”

Beacon Mobility Intermediate, Corp.

Dated: October 10, 2024

By: 
Judith Crawford
Chief Executive Officer


VERIFICATION

I, Adam Abramson, Secretary of Beacon Mobility Preferred Issuer, LLC, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to Beacon Mobility Preferred Issuer, LLC is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Applicant”

Beacon Mobility Preferred Issuer, LLC

Dated: October 10, 2024

By: 
Adam Abramson
Secretary

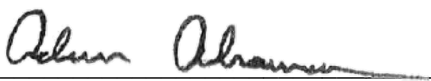
VERIFICATION

I, Adam Abramson, Secretary of Van Pool Group Holdings, L.P., verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to Van Pool Group Holdings, L.P. 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.

“Applicant”

Van Pool Group Holdings, L.P.

Dated: October 10, 2024

By: 
Adam Abramson
Secretary


VERIFICATION

I, Adam Abramson, Secretary of AG Van Pool Holdings, LP, verify under penalty of perjury, under the laws of the United States of America, that all information supplied in connection with this Application relative to AG Van Pool Holdings, LP is true and correct. Further, I certify that I am qualified and authorized to file this application or pleading. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 U.S.C. § 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 U.S.C. § 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

“Applicant”

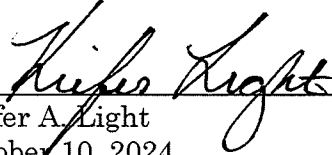
AG Van Pool Holdings, LP

Dated: October 10, 2024

By: 
Adam Abramson
Secretary

CERTIFICATE OF SERVICE

I hereby certify that as required by 49 C.F.R. § 1182.3, I have served a copy of the foregoing Application by mailing a copy thereof, via U.S. first-class mail on the U.S. Department of Transportation, Chief Licensing and Insurance Division, 1200 New Jersey Avenue, S.E., Mail Stop W65-331, Washington, DC 20590; and the state regulatory agency for the states in which intrastate operations are affected. I further certify that as required by 15 U.S.C. § 18a(c)(6), I have also served a copy of the foregoing Application, and copies of all other information and documentary material filed with the Surface Transportation Board in connection with the Contemplated Transaction, via email on the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice.



Kiefer A. Light
October 10, 2024