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October 17, 2024
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**IN THE MATTER OF
VAN POOL TRANSPORTATION LLC
-- ACQUISITION OF CONTROL --
BUTLER'S BUS SERVICE, INC.
DOCKET NO. MCF 21124**

**VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a) BY VAN POOL
TRANSPORTATION LLC AND AG VAN POOL HOLDINGS, LP
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF BUTLER'S BUS
SERVICE, INC. BY VAN POOL TRANSPORTATION LLC**

Van Pool Transportation LLC ("Van Pool") and AG Van Pool Holdings, LP ("AG Holdings") (collectively, "Applicants") respectfully submit this application ("Application") under 49 U.S.C. § 14303 and Surface Transportation Board ("STB" or "Board") regulations at 49 C.F.R. Part 1182 for approval of the transaction more fully described herein ("Contemplated Transaction"). The Contemplated Transaction entails the direct acquisition of control by Van Pool and the resulting indirect control by AG Holdings of the regulated interstate passenger motor carrier, Butler's Bus Service, Inc. ("BBS"), from its shareholders, Bruce Lyskawa and Emo Chynoweth ("Sellers").

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

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).

FILED
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A. Purchaser - Applicants. Descriptions of the Applicants are as follows:

1. Van Pool. Van Pool is a Delaware limited liability company, headquartered at 3700 Embassy Parkway, Suite 500, Akron, OH 44333. The authorized signature on behalf of Van Pool is set forth in the Verification of Applicant in Section XIII of this Application. Van Pool is not a federally-regulated carrier, and Van Pool does not have a U.S. Department of Transportation Number (“USDOT No.”), Federal Motor Carrier Safety Administration Docket Number (“FMCSA Docket No.”), or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”); however, Van Pool directly owns and controls all of the equity and voting interest in ten (10) interstate passenger motor carriers (described and defined below as the “Affiliate Regulated Carriers”) that are among its operating subsidiaries (“Applicants’ Subsidiaries”). Van Pool, with the Applicants’ Subsidiaries, are experienced and reliable providers of transportation services to the public, delivering passenger transportation and mobility solutions for 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 Applicants’ Subsidiaries are the following federally regulated passenger carriers: NRT Bus, Inc. (“NRT”), Trombly Motor Coach Service, Inc. (“Trombly”), 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”), DS Bus Lines, Inc. (“DS Bus”), Royal Coach Lines, Inc. (“Royal”), PLSIII LLC (“PLS”), and Local Motion, LLC (collectively, “Affiliate Regulated Carriers”). The services provided by Van Pool and the Applicants’ Subsidiaries, excluding the Affiliate Regulated Carriers, do not involve

regulated interstate transportation or require interstate passenger authority, and the services provided by the Affiliate Regulated Carriers that require interstate passenger motor carrier authority (interstate charter services) are a relatively small and limited part of those services.

2. AG Holdings. AG Holdings is a Delaware limited partnership, headquartered at 3700 Embassy Parkway, Suite 500, Akron, OH 44333. The authorized signature on behalf of AG Holdings is set forth in the Verification of Applicant in Section XIII of this Application. AG Holdings is not a federally-regulated carrier, and Van Pool does not have a U.S. Department of Transportation Number (“USDOT No.”), Federal Motor Carrier Safety Administration Docket Number (“FMCSA Docket No.”), or a safety rating assigned by U.S. Department of Transportation (“Safety Rating”); however, AG Holdings indirectly controls Van Pool via equity and voting interests through the intermediary holding companies described in Section III of this Application (“Intermediary Holding Companies”). Other than the Affiliate Regulated Carriers, neither AG Holdings nor the Intermediary Holdings Companies directly or indirectly control any entity that holds interstate passenger authority or provides regulated interstate transportation service.

B. Affiliated Regulated Carriers. Descriptions of the Affiliate Regulated Carriers are as follows:

1. NRT. NRT is a Massachusetts corporation, providing primarily non-regulated student transportation services for schools in the commonwealth of Massachusetts and occasional charter services at times 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 vehicles utilized by NRT, as well its approximate number of drivers are also set forth on the Summary Table.

2. Trombly. Trombly is a Massachusetts corporation primarily providing non-regulated student transportation services for schools in the commonwealth of Massachusetts, and occasional charter services at times that its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Trombly are set forth on the Summary Table. The geographic service area of Trombly is primarily 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.

3. Salter. Salter is a Massachusetts corporation providing primarily non-regulated student transportation services for schools in the commonwealth of Massachusetts and the state of New Hampshire, and occasional charter services at times that its buses are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Salter are set forth on the Summary Table. The geographic service area of Salter is southern New Hampshire and the North Shore area in Massachusetts (Essex County). The

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

4. Easton. Easton is a Delaware limited liability company providing (a) intrastate paratransit, shuttle, and line-run services under contracts with regional transportation authorities and other organizations, primarily in eastern Pennsylvania and the state of New Jersey, and (b) private charter motor coach and shuttle services, interstate and intrastate, primarily in eastern Pennsylvania. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Easton are set forth on the Summary Table. The approximate number and types of vehicles utilized by Easton, as well its approximate number of drivers are also set forth on the Summary Table.

5. Travel Kuz. Travel Kuz is Massachusetts corporation providing (a) non-regulated school bus transportation services for schools and school districts, (b) intrastate and interstate motor coach and limousine charter services for activities such as group outings, weddings, events and field trips, and (c) limited intrastate and interstate charter services utilizing school buses. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Travel Kuz are set forth on the Summary Table. The geographic service area of Travel Kuz is Western Massachusetts and Southern Vermont. The approximate number and types of vehicles utilized by Travel Kuz, as well its approximate number of drivers are also set forth on the Summary Table.

6. Alltown. Alltown is an Illinois corporation primarily providing non-regulated student transportation services for schools. Alltown also provides occasional charter services at times 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.

7. DS Bus. DS Bus is a Kansas corporation primarily providing non-regulated student transportation services to schools in the Kansas cities of Beloit, Kansas City, Lincoln, Olathe, and Shawnee; the Missouri cities of Belton and Smithville; the metropolitan area of Denver, Colorado; and the metropolitan area of Tulsa, Oklahoma. DS Bus also provides employee intrastate employee shuttle services in the states of Colorado and Texas. In addition, DS Bus provides occasional charter services at times that its vehicles are not in use for school activities. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to DS Bus are set forth on the Summary Table. The approximate number and types of vehicles utilized by DS Bus, as well its approximate number of drivers are also set forth on the Summary Table.

8. Royal. Royal is a New York corporation primarily providing non-regulated student transportation services under contracts with schools in the metropolitan area of Westchester County, New York, and southern Connecticut. Royal also provides contract and charter transportation services in the that same area for activities such as summer camps, events, and group trips. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Royal are set forth on the Summary Table. The approximate number and types of vehicles

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

9. PLS. PLS is a New York limited liability company doing business as The Cedar Bus Co., and We Care. PLS is primarily a provider of transit disabled transportation services under contracts with private non-profit organizations for fixed route and shuttle services in the areas of Buffalo and Western New York, Rochester, Utica and surrounding area, and Poughkeepsie and surrounding area, within the state of New York. PLS provides very limited group day trip charter transportation services. The approximate number and types of vehicles utilized by Royal, as well its approximate number of drivers are also set forth on the Summary Table.

10. Local Motion. Local Motion is a Massachusetts corporation providing non-regulated school bus, charter, and shuttle services. The geographic service area of Local Motion is the metropolitan area of Boston. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Local Motion are set forth on the Summary Table. The approximate number and types of vehicles utilized by Local Motion, as well as its approximate number of drivers are also set forth on the Summary Table.²

C. Sellers. Bruce Lyskawa and Emo Chynoweth collectively own the stock interest in BBS. Both Lyskawa and Chynoweth are residents of the state of New Hampshire. Neither Seller is a carrier or has any direct or indirect ownership interest in any interstate passenger motor carrier other than BBS.

² Applicants are currently contemplating a stock acquisition of Transaction Corporate Shuttle, Inc. (“TCS”). Applicants have filed an application with the STB to obtain approval for this acquisition under Docket No. MCF-21119.

D. BBS. BBS is a Vermont corporation with its primary place of business at 835 Hanover Street, Suite 303, Manchester, NH 03104. BBS was founded in 1949 and operates as a motor carrier primarily providing regular home-to-school student transportation services within the Service Area (below defined). In addition, BBS provides limited intrastate and interstate charter services for wedding parties, camps, field trips, and other private events such as sporting events, office/corporate events, political rallies, social gathering, and concerts. BBS' primary service area (the "Service Area") is (a) in New Hampshire, the geographic area encompassing the cities of Manchester, North Haverhill, Milford, and Center Barnstead, and (b) in Vermont, area encompassing the cities of Orleans, Lyndonville, and White River Junction. The USDOT Number assigned to BBS is 1633191. For purposes of its interstate passenger operations, BBS holds interstate carrier operating authority under FMCSA MC-602610, and BBS has a "Satisfactory" Safety Rating. In providing its services, BBS utilizes approximately 339 passenger vehicles (290 school buses with a seating capacity of 16 or more passenger, 13 passenger mini-buses with a seating capacity of 16 or more passengers, 8 vans with a seating capacity of 1 to 8 passengers, and 28 vans with a seating capacity of 9 to 15 passengers.³

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

The event triggering STB jurisdiction is the contemplated acquisition of all of the issued and outstanding equity stock interest of BBS by Van Pool, the effect of which will be to place BBS under the control of Applicants. As such, STB's jurisdiction is invoked by 49

³ For any carrier referenced in this Application, the number of vehicles and drivers reflected in this Application may differ from the carrier's current USDOT record. The USDOT record is dependent on the vehicle and driver count reflected in the carrier's most recent form MCS-150 (Motor Carrier Identification Report) filing. The MCS-150 is only required to be categorically updated every two years, and the MCS-150 filing reflects only vehicles subject to Uniform Carrier Registration.

U.S.C. § 14303(a)(5), as the Contemplated Transaction involves “acquisition of control of a carrier [*i.e.*, BBS] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Applicants].” We note that 49 U.S.C. § 14303(f) states “a carrier or a corporation participating in or resulting from a transaction approved by the Board under this Section may carry out the transaction, own and operate property, and exercise control or franchises acquired through the transaction without the approval of a State authority.” Thus, the granting of this Application by the Board will avoid any potential need for state or local approval.

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

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

Van Pool is wholly owned by VP Intermediate Company, a Delaware corporation and non-carrier holding company (“VP Intermediate”). VP Intermediate is wholly owned by Beacon Mobility Corp., a Delaware corporation and non-carrier holding company (“Beacon Mobility”). Beacon Mobility is wholly owned by Beacon Mobility Intermediate Corp., a Delaware corporation and non-carrier holding company (“Beacon Intermediate”). Beacon Intermediate is wholly owned by Beacon Mobility Preferred Issuer, LLC, a Delaware limited liability company and non-carrier holding company (“Beacon Preferred”). Beacon Preferred is wholly owned by Van Pool Group Holdings, L.P., a Delaware limited partnership and non-carrier holding company (“Group Holdings”). Group Holdings is majority-owned and controlled by AG Holdings, a Delaware limited partnership and non-carrier holding company. AG Holdings is owned by investment funds affiliated with Audax Management Company,

LLC, a Delaware limited liability company (the “Audax Funds”). A chart depicting the intercorporate structure of Applicants is set forth on Exhibit B attached hereto. Neither the Audax Funds, AG Holdings, Group Holdings, Intermediate Inc., Beacon, nor VP Intermediate has interstate passenger motor carrier authority, a USDOT Number, nor a USDOT Safety Rating. Additionally, none of the aforementioned entities control any regulated interstate passenger carriers other than as set forth in this Application.

IV. Jurisdictional Statement – Revenues (49 C.F.R. § 1182.2(a)(5)).

The STB has jurisdiction over this matter under 49 U.S.C. § 14303(g), because the annual aggregate gross operating revenues of Applicants and BBS exceed \$2 million during the 12-month period immediately preceding the filing of this Application.

V. Environmental Impact (49 C.F.R. § 1182.2(a)(6)).

Approval of this Application and consummation of the Contemplated Transaction will not have a significant effect on the quality of the human environment and the conservation of energy resources. The Contemplated Transaction is merely a change in control of carriers that already provide regular bus services. No significant operational changes are anticipated at the current time and, therefore, no environmental impact is expected.⁴

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

⁴ The Board has found similar transactions to be categorically excluded from environmental review under 49 C.F.R. § 1105.6(c). *See, e.g., All Aboard America! Holdings, Inc. – Acquisition of Control – Lux Bus America Co.*, STB Finance Docket No. MCF 21082, at 5 (STB served Sept. 21, 2018). Section 1105.6(c) categorically excludes Section 14303 transactions that do not implicate operational changes that exceed certain specified thresholds.

factors the Board must consider are the “adequacy of transportation to the public,” “total fixed charges that result...” and the “interest of carrier employees affected...” *Id.*

A. Adequacy of Transportation Services. The Contemplated Transaction is not expected to have a material, detrimental impact on the adequacy of transportation services available for the public in the Service Area. Applicant anticipates that services available to the public will be improved as operating efficiencies are realized and additional services and capacity are made available. For at least the foreseeable future, the services currently provided by BBS will continue to be provided by BBS under the same name used to provide such services prior to the Contemplated Transaction. The addition of BBS to the holdings of Applicants is consistent with the practices within the passenger motor carrier industry of strong, well-managed transportation organizations adapting their corporate structure to operate several different passenger carriers within similar service markets, but in different geographic areas. The Contemplated Transaction will bring BBS under the control of Applicants, which are experienced in the same market segments served by BBS, being home-to-school student transportation services and limited charter transportation services. Such market segments have their own service characteristics, and the Contemplated Transaction, combined with the passenger carrier management capacity of Applicants, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within the Applicants’ Subsidiaries, all of which will help to ensure the provision of adequate service to the public.

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

B. Fixed Charges. The Contemplated Transaction will increase fixed charges, in the form of interest expense, because funds will be borrowed to assist in the financing of the Contemplated Transaction. However, such an increase will not impact the provision of transportation services to the public.⁵

C. Employee Interests. It is the current intention of Applicant to continue the existing operations of BBS and as such, the Contemplated Transaction is not expected have substantial impacts on employees or labor conditions. Applicant does not anticipate a measurable reduction in force or changes in compensation levels and/or benefits, although staffing redundancies could potentially result in limited downsizing of back-office and/or managerial level personnel.

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

⁵ The Board has approved transactions that use debt financing in the past, despite some increase to interest expense. See, e.g., *Variant Equity I, LP, and Project Kenwood Acquisition, LLC – Acquisition of Control – Coach USA Administration, Inc., and Coach USA, Inc.*, STB Docket No. 21084, at 4 (served February 15, 2019), and *Sureride Charter Inc. – Acquisition of Control – McClintock Enterprises, Inc., D/B/A Goldfield State & Co.*, STB Docket No. 21077, at 3 (served November 2, 2017).

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 lessening of the benefits of healthy competition. Its decisions include *Winthrop Sargent, John Cogliano, and Paul Fuerst – Acquisition of Control – Plymouth and Brockton Street Railway Company, Brush Hill Transportation Company, and McGinn Bus Company, Inc.*, STB Docket No. MCF 21089, (served January 3, 2020); *Transportation Demand Management Holdings, LLC – Acquisition of Control – Badger Bus Transportation Group, Inc.*, STB Docket No. MCF 21088 (served November 8, 2019); and *AAAHI Regional Acquisition LLC – Acquisition of Control – First Class Tours, Inc. and Sierra Stage Coaches, Inc.*, STB Docket No. MCF 21087 (served November 1, 2019).

The demand for school bus transportation and charter services in the Service Area is strong and is expected to increase in the foreseeable future. BBS competes directly with other passenger service providers in the Service Area, which is a very competitive market due to the significant number of national, regional and local providers operating within the Service Area, including, but not limited to, Student Transportation of America, First Student, Durham, Caring Hands, WW Berry Transportation, and Lamoille Valley Transportation.

The Service Area is geographically dispersed from service areas of the Affiliated Regulated Carriers in regard to their service offerings, and there is very limited overlap in customer bases among the Affiliated Regulated Carriers and BBS in that regard. In light of

the foregoing, it is clear that the impact of the Contemplated Transaction on the regulated motor carrier industry will be minimal at most and that neither competition nor the public interest will be adversely affected.

Board approval of this Application will allow the acquisition of control of BBS to be accomplished without the approval of state regulatory authorities, thus relieving the parties of the Contemplated Transaction from potentially burdensome regulatory requirements. *See* 49 U.S.C. § 14303(f).⁶

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

Applicants certify that the Safety Rating (if any) for each of the Affiliate Regulated Carriers is as set forth on the Summary Table. Seller certifies that the Safety Rating of BBS is as set forth hereinabove.

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

Seller certifies that BBS currently has the requisite insurance coverage under 49 U.S.C. § 13906. Applicants certify that BBS immediately following the closing of the Contemplated Transaction will continue to have the requisite insurance coverage under 49 U.S.C. § 13906.

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

⁶ 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.”

A. Applicants. Applicants certify that neither they nor any of the Affiliated Regulated Carriers are domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. BBS. Seller certifies that BBS is neither domiciled in Mexico, nor owned or controlled by persons of that country.

X. No Individuals Holding Operating Authority (49 C.F.R. § 1182.2(a)(11)).

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

XI. Exempt Transaction under Federal Premerger Notification Laws.

Pursuant to 15 U.S.C. § 18a(c)(6), this Application and copies of all other information and documentary material filed with the Board in connection with the Contemplated Transaction are being filed with the United States Federal Trade Commission and the Antitrust Division of the United States Department of Justice in keeping with the Contemplated Transaction's status under the regulated-industry provisions of that statute.

XII. Conclusion.

As provided by 49 C.F.R. Part 1182 and for the reasons set forth herein, the Board is respectfully requested to approve this Application and authorize the Contemplated Transaction and acquisition of control as described herein.

XIII. Verification.

The verifications of Applicants and Seller are as follow:

[Remainder of Page Intentionally Blank – Verification and Signature Pages Follow]


VERIFICATION

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

“Van Pool”

Van Pool Transportation LLC

Dated: October 16, 2024

By: 

David A. Duke
Chief Development Officer

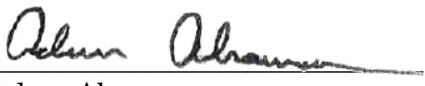
VERIFICATION

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

“AG Holdings”

AG Van Pool Holdings, LP

Dated: October 16, 2024

By: 
Adam Abramson
Secretary

VERIFICATION


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 on behalf of Applicant to submit this verification and file 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.

“Sellers”

Dated: October 15, 2024



Bruce Lyskawa



Emo Chynoweth

XIV. Applicant Legal Counsel.

“Applicant”

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

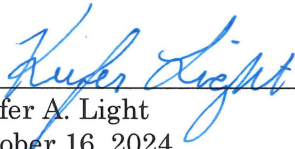
Respectfully,



Kiefer A. Light
Counsel for Applicants

Certificate of Service

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



Kiefer A. Light
October 16, 2024

Exhibit A
Summary Table

<u>Entity Names</u>	<u>USDOT No.</u>	<u>FMCSA Docket No.</u>	<u>USDOT Safety Rating</u>	<u>Vehicles and Drivers</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
F. M. Kuzmeskus, Inc. 52 Main Road Gill, MA 01354	519274	MC-205423	Satisfactory	Motor Coach – 13 School Bus – 130 Van (9-15) – 1 Van (1-8) – 13 Limousine (1-8) – 1 Drivers – 150
Alltown Bus Service Inc. 7300 N. St. Louis Ave. Skokie, IL 60076	76635	MC-193112	Satisfactory	School Bus – 455 Drivers - 335

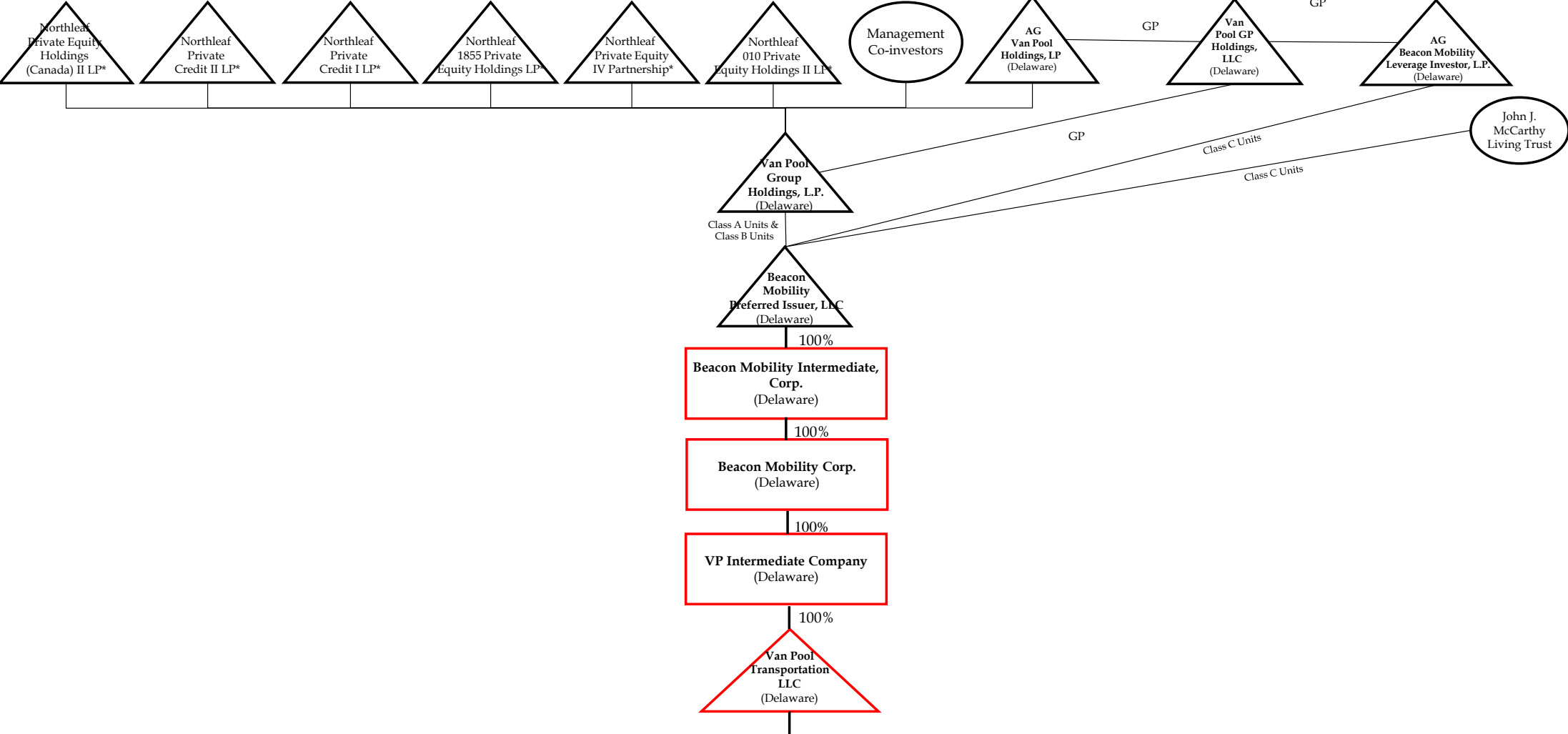
DS Bus Lines, Inc. 23889 W. 40th Street Shawnee, KS 66226	2871169	MC-962756	None	School Bus – 799 Van (9-15) – 26 Van (1-8) – 200 Drivers – 843
Royal Coach Lines, Inc. 1010 Nepperhan Avenue, Yonkers, NY 10703	5920	MC-139888	Satisfactory	School Bus – 344 Van (9-15) – 327 Drivers – 843
PLSIII LLC 401 E. Amherst Street Buffalo, NY 14215	1429890	MC-540425	None	Mini-bus – 94 Van (9-15) – 19 Van (1-8) – 11 Drivers - 100
Local Motion, LLC 66B Rocsam Park Road, Braintree, MA 02184	738955	MC-338541	Satisfactory	Motor Coach – 20 School Bus – 126 Mini-Bus – 9 Van (9-15) - 10 Drivers - 180

Exhibit B

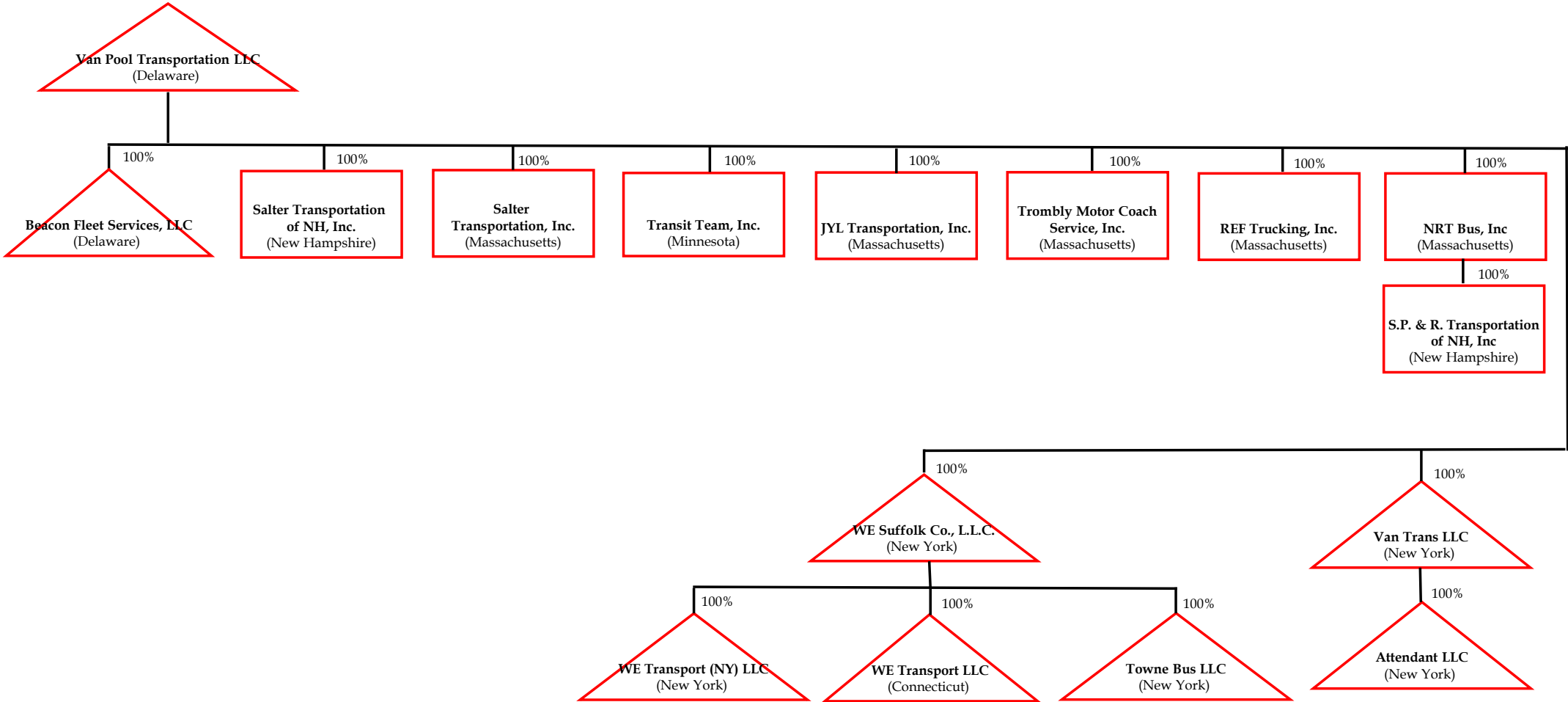
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4860-3748-6317, v. 11

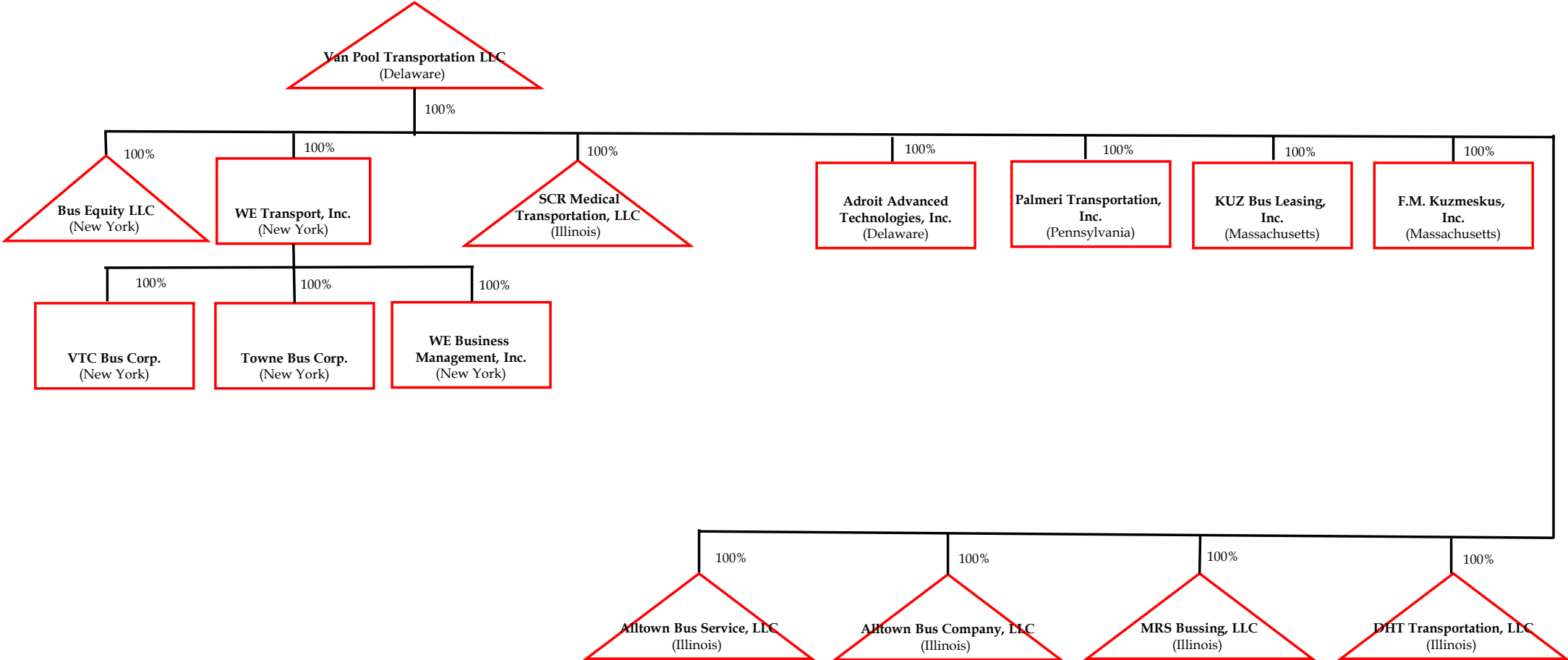
BEACON MOBILITY



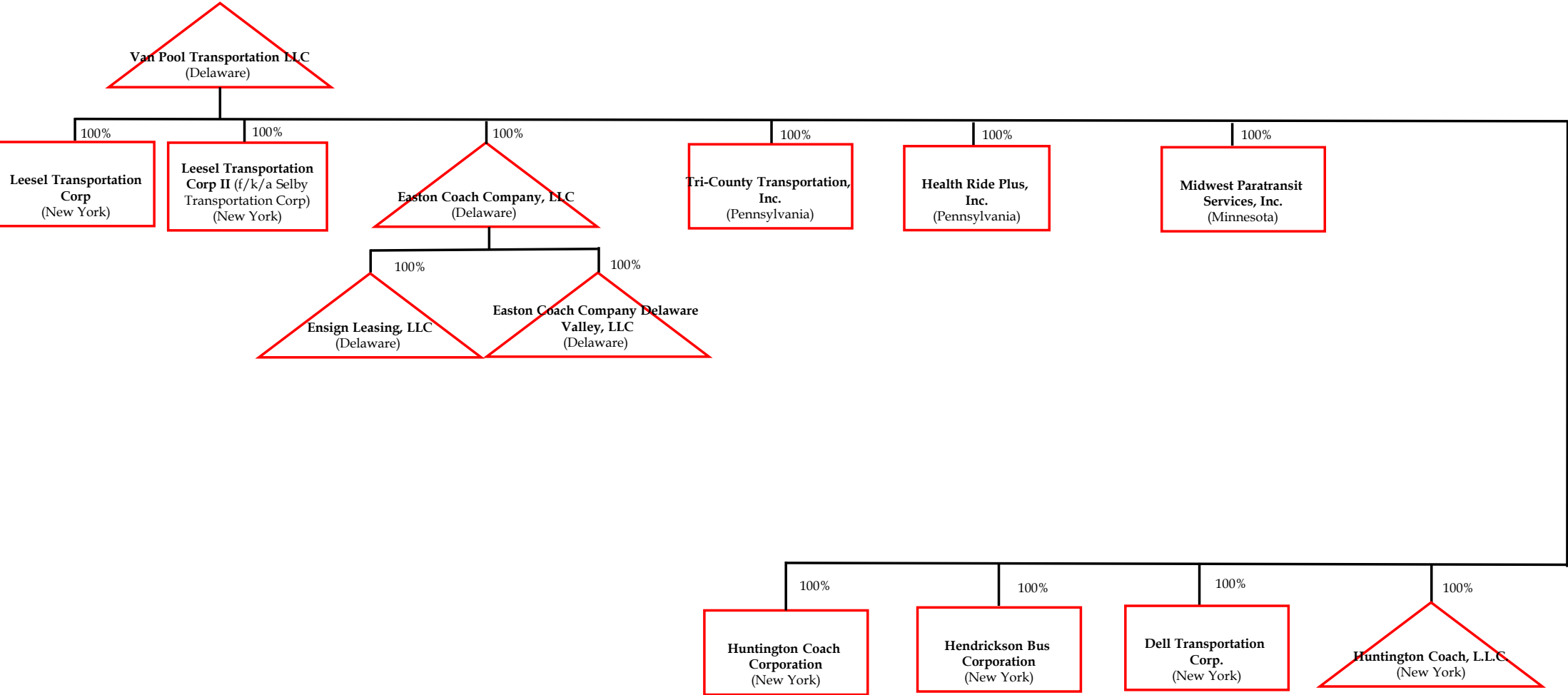
BEACON MOBILITY



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BEACON MOBILITY



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