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October 13, 2022
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BEFORE THE
SURFACE TRANSPORTATION BOARD

IN THE MATTER OF

WEDRIVEU, INC.

– ACQUISITION OF CONTROL –

TRANSACTION CORPORATE SHUTTLE, INC.

DOCKET NO. MCF 21102

VERIFIED APPLICATION UNDER 49 U.S.C. § 14303(a)
FOR APPROVAL OF THE ACQUISITION OF CONTROL OF TRANSACTION
CORPORATE SHUTTLE, INC. BY WEDRIVEU, INC.

WeDriveU, Inc. (“Applicant”), respectfully submits this Application under 49 U.S.C. § 14303 and Surface Transportation Board (“STB” or the “Board”) regulations at 49 C.F.R. Part 1182 (this “Application”) for approval of the transaction more fully described herein (the “Contemplated Transaction”). The Contemplated Transaction entails the direct acquisition of control by Applicant of the regulated interstate passenger motor carrier, TransAction Corporate Shuttles, Inc. (“TCS”)¹, from its sole shareholder, Cynthia C. Frené (“Seller”).

¹ While TCS is a corporation as of the date of this Application, it is intended that TCS will convert it form of entity to that of a limited liability company prior to the closing of the Contemplated Transaction.

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

A. Purchaser: Applicant. Applicant is a corporation organized under the laws of the state of California, and is headquartered at 700 Airport Blvd., Suite 250, Burlingame, CA 94010. Applicant is not a federally-regulated carrier, as all of its operations are purely intrastate, and it does not have interstate passenger authority. Applicant has been assigned United States Department of Transportation (“USDOT”) Number 2286995 and Applicant has no USDOT Safety Rating (a “Safety Rating”).³ Because Applicant does not have federal interstate authority, Applicant does not have a Federal Motor Carrier Safety Administration Docket Number (“FMCSA Docket No.”).⁴ Applicant is indirectly wholly-owned and controlled by a publicly-held British corporation, National Express Group, PLC (“Express Group”), the stock of which has been listed on the London Stock Exchange since 1992. Express Group does not have interstate carrier authority, a USDOT Number, or Safety Rating.

B. Affiliated Regulated Carriers. Express Group indirectly wholly owns and controls a number of U.S. operating entities, including Applicant, that are involved in the transportation industry (the “Express Group Subsidiaries”). Only a relatively small number of the Express Group Subsidiaries have interstate passenger motor carrier authority in the United States and are thus federally regulated carriers (the “Affiliated Regulated Carriers”). Descriptions of the Affiliated Regulated Carriers are as follow:

² 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).

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.”

⁴ An FMCSA Docket No. is the reference number assigned to a motor carrier by Federal Motor Carrier Safety Administration for interstate motor carrier authority.

1. A&S Transportation Incorporated (“A&S”). A&S is a Florida corporation and passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the states of Delaware, Florida, Georgia, Indiana, Louisiana and Texas under contracts with regional and local school jurisdictions, 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 (if any) assigned to A&S are set forth on the Summary Table attached hereto as Exhibit A (the “Summary Table”). The approximate number and types of vehicles utilized by A&S, as well its approximate number of drivers are also set forth on the Summary Table.

2. Durham School Services, L.P. (“Durham”). Durham is a Delaware limited partnership and passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in approximately 32 states under contracts with regional and local school jurisdictions, and limited charter services to the public 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 Durham, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

3. Fox Bus Lines Inc. (“Fox”). Fox is a Massachusetts corporation and passenger motor carrier, doing business as Silver Fox Coaches. Fox provides airport shuttle services at Framingham, MA, to and from Boston Logan International Airport; interstate and intrastate passenger charter services in the Commonwealth of Massachusetts and surrounding areas; and tour services in and to areas of Boston, New York City, and other areas of New England. The business address, along with

USDOT Number, FMCSA Docket No. and Safety Rating assigned to Fox, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

4. Petermann Ltd. (“Petermann”). Petermann is an Ohio limited liability company and passenger motor carrier primarily engaged in providing non-regulated school bus transportation services in the state of Ohio under contracts with regional and local school jurisdictions, and limited charter services to the public 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 Petermann, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

5. Petermann STSA, LLC (“Petermann STSA”). Petermann STSA is a Delaware limited liability company and passenger motor carrier primarily engaged in providing non-regulated school bus transportation services primarily in the state of Kansas under contracts with regional and local school jurisdictions, and occasional charter passenger services to the public 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 Petermann STSA, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

6. Quality Bus Service LLC (“Quality”). Quality is a New York limited liability company and passenger motor carrier primarily engaged in providing non-regulated student school bus transportation services in the New York counties of Orange and Ulster under contracts with local school jurisdictions, and occasional

charter passenger services to the public 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 Quality, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

7. Transit Express Inc. ("Transit"). Transit is a Wisconsin corporation and passenger motor carrier providing paratransit services in the metropolitan area of Milwaukee, Wisconsin. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating (if any) assigned to Transit, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

8. Trinity, Inc. ("Trinity"). Trinity is a Michigan corporation and passenger motor carrier providing non-regulated school bus transportation services in the area of southeastern Michigan under contracts with local school jurisdictions, and motor coach charter passenger services to the public in that area as well. The business address, along with USDOT Number, FMCSA Docket No. and Safety Rating assigned to Trinity, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

9. Trinity Student Delivery LLC ("Trinity Student"). Trinity Student is a Michigan limited liability company and passenger motor carrier primarily providing non-regulated school bus transportation services primarily for local school jurisdictions in the areas of Toledo and Cleveland in the state of Ohio, and occasional charter passenger services to the public 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 (if any) assigned to Trinity Student, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

10. WeDriveU America LLC (“WeDriveU America”). WeDriveU America is an Indiana limited liability company and as a motor carrier providing interstate and intrastate passenger charter services in the states of Illinois and Indiana, and their surrounding states, and corporate and university shuttle services for employees and students in major cities within the United States. WeDriveU America was previously known as Free Enterprise System/Royal, LLC. The business address, along with the USDOT Number, FMCSA Docket No. and Safety Rating (if any) assigned to WeDriveU America, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

11. White Plains Bus Company, Inc. (“White Plains”). White Plains is a New York corporation and passenger motor carrier doing business as Suburban Paratransit Service. White Plains primarily provides non-regulated school bus transportation services, paratransit services, and limited charter services to the public in the area of Westchester County in the state of New York. The business address, along with the USDOT Number, FMCSA Docket No. and Safety Rating assigned to White Plains, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

12. Wise Coaches, Inc. (“Wise”). Wise is a motor carrier providing interstate passenger charter services in the state of Tennessee and its surrounding states, and intrastate passenger charter and shuttle services in the state of Tennessee. The business address, along with the USDOT Number, FMCSA Docket No. and Safety

Rating assigned to Wise, as well as the approximate number and types of its vehicles and approximate number of drivers are set forth on the Summary Table.

C. Seller. Seller is an individual resident of the state of New Hampshire. Seller is not a carrier and Seller does not have any direct or indirect ownership interest in any interstate passenger motor carrier other than TCS.

D. TCS. TCS is a Massachusetts corporation⁵ with its primary place of business at 5 Wheeling Avenue, Woburn, MA 01801. TCS was founded in 2002 and 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 the Commonwealth of Massachusetts (the “Service Area”). 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 the Service Area. The USDOT Number assigned to TCS is 1366324. For purposes of its interstate passenger operations, TCS holds interstate carrier operating authority under FMCSA MC-522885, and TCS has a “Satisfactory” Safety Rating. TCS also holds intrastate carrier operating authority issued by the Massachusetts Department of Public Utilities, License No. DTE 99RB133. In providing its services, TCS utilizes approximately 103 passenger vehicles (64 – 16+ passenger minibuses, 37 – 9 to 15 passenger vans, and 2 – 1 to 8 passenger limousines) and employs approximately 89 drivers.⁶

⁵ See footnote 1, above.

⁶ For any carrier, 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 reflects only vehicles subject to Uniform Carrier Registration. Accordingly, the number of vehicles reflected in the Company Snapshot may not be the same as the number of vehicles in use by a carrier at a given point in time.

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 TCS by Applicant, the effect of which will be to place TCS under the control of Applicant and Express Group. As such, STB's jurisdiction is invoked by 49 U.S.C. § 14303(a)(5), as the Contemplated Transaction involves "acquisition of control of a carrier [*i.e.*, TCS] by a person that is not a carrier but that controls any number of carriers [*i.e.*, Express Group]." 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 the need for state or local approval.

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

Other than the Affiliated Regulated Carriers and TCS as described above, there are no other carriers with regulated interstate operations involved in this Application. The intra-corporate structure of the U.S. operating entities of Express Group is depicted on Exhibit B attached hereto. For purposes of clarity, the following entities, although still in existence and depicted on Exhibit B, no longer have motor carrier operations or interstate passenger motor carrier authority: Aristocrat Limousine and Bus, Inc.; Beck Bus Transportation Corp.; Chicagoland Coach Lines LLC; New Dawn Transit LLC; Petermann Northeast LLC; Queen City Transportation, LLC; and Trans Express Inc. Also, for purposes of clarity, the contemplated transaction tentatively approved by the Board (Service Date – March 12, 2020) under STB Docket No. MCF 21091, *National Express LLC – Acquisition of Control – Premier Transportation, LLC*, was not consummated.

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 TCS 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.⁷

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.*

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

⁷ 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.

provided by TCS will continue to be provided by TCS under the same name used to provide such services prior to the Contemplated Transaction. TCS will continue to operate, but going forward, will be operating within the Express Group corporate family, an organization that is thoroughly experienced in passenger transportation operations.

The addition of TCS to the carriers held by Express Group 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 the same services markets, but in different geographic areas. As part of the Contemplated Transaction, Express Group will bring under its control TCS, which is experienced in some of the same market segments already served by some of the Affiliated Carriers. Such market segments have their own service characteristics, and the Contemplated Transaction, combined with the passenger carrier management capacity of Express Group, is expected to result in improved operating efficiencies, increased equipment utilization rates, and cost savings derived from economies of scale within TCS, all of which will help to ensure the provision of adequate service to the public in the Service Area.

Bringing TCS within the Express Group family will serve to enhance the viability of the overall Express Group organization and the operations of the Express Group Subsidiaries. The continued viability of all the carriers assures the continued availability of adequate passenger transportation service for the public in the Service Area.

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.⁸

C. Employee Interests. It is the current intention of Applicant to continue the existing operations of TCS 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 which constitute the “relevant market.” *GLI Acquisition Co – Purchase – Trailways Lines, Inc.*, 4 I.C.C. 2d 591, 598-602 (1988).

⁸ 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).

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 population and demand for commuter scheduled route, shuttle, on-demand and charter services in the Service Area are expected to continue to increase in the foreseeable future. TCS competes directly with other passenger service providers in the Service Area, which is an extremely competitive market due to the significant number of national, regional and local providers operating within the Service Area. Other service providers in the Service Area include A&A Metro Transportation, M & L Transit Systems, Boston Coach, Academy Bus, and Local Motion of Boston. There are also a number of passenger transportation arrangers or brokers for charter and limousine services that operate within the Service Area. Passenger charter and limousine service providers such as TCS also compete directly with transportation network companies, as well as scheduled rail and bus transportation within the Service Area.

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 the service areas and/or in customer bases among the Affiliated Regulated Carriers and TCS 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 TCS 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).⁹

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

Applicant certifies 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 TCS is as set forth hereinabove.

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

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

⁹ 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.”

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

A. Applicant. Applicant certifies that neither it nor any of the Affiliated Regulated Carriers is domiciled in Mexico, nor are any of such entities owned or controlled by persons of that country.

B. TCS. Seller certifies that TCS 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 Applicant and Seller are as follow:

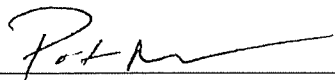
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A. Verification of Applicant. The undersigned verifies under penalty of perjury under the laws of the United States of America, that all information supplied by such person on behalf of and limited to Applicant, Express Group and the Affiliated Regulated Carriers, as applicable, 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.

“Applicant”

WeDriveU, Inc.

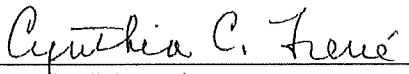
Dated: October 12, 2022

By: 
Pat McConnell
Chief Financial Officer

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 TCS and Seller, as applicable, in connection with this Application is true and correct. Further, the undersigned with respect to TCS and Seller, respectively, is qualified and authorized on behalf of TCS and Seller, respectively, to submit this verification and authorize the filing of this Application. In addition, Seller authorizes the filing of 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.

“Seller”

Dated: October 12, 2022

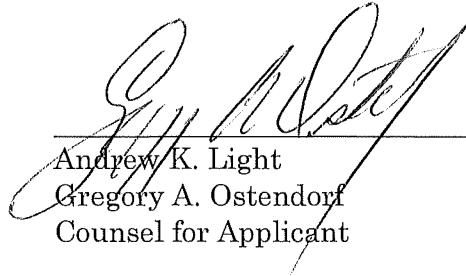

Cynthia C. Frené

XIV. Applicant Legal Counsel.

“Applicant”

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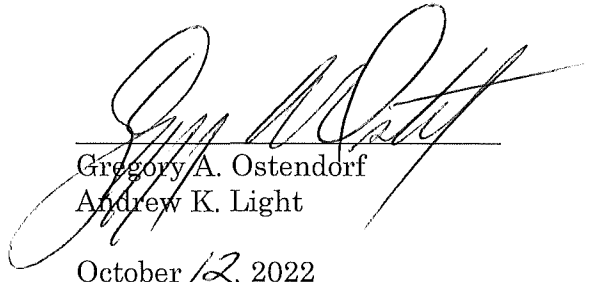
Respectfully,



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



Gregory A. Ostendorf
Andrew K. Light
October 12, 2022

<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 Drivers¹⁰</u>
A&S Transportation Incorporated 217 Wallace Avenue, Lehigh Acres, FL 33971	1895366	MC-1009159	None	School Bus (16+) – 403 Drivers – 213
Durham School Services LP 2601 Navistar Dr. Lisle, IL 60532	350651	MC-163066	Satisfactory	School Bus (1-8) – 180 School Bus (9-15) – 317 School Bus (16+) – 11,714 Mini-Bus (16+) – 71 Van (1-8) – 635 Van (9-15) – 163 Drivers – 9,555
Fox Bus Lines Inc. 3 Silver Fox Drive Millbury, MA 01527	40205	MC-102676	Satisfactory	Motor Coach – 24 School Bus (16+) – 1 Drivers – 43
Petermann Ltd. 8041 Hosebrook Rd. Suite 330 Cincinnati, OH 45236	821384	MC-364668	Satisfactory	School Bus (9-15) – 49 School Bus (16+) – 1,545 Van (1-8) – 67 Drivers – 1,192
Petermann STSA, LLC 7321 W. 135th St., Overland Park, KS 66223	2133951	MC-749360	Satisfactory	School Bus (1-8) – 1 School Bus (9-15) – 5 School Bus (16+) – 184 Mini-Bus (16+) – 2 Van (9-15) – 1 Drivers – 127

¹⁰ See Footnote 6, above.

Quality Bus Service LLC 504 Route 42 Sparrowbush, NY 12780	1785963	MC-680863	Satisfactory	School Bus (9-15) – 129 School Bus (16+) – 105 Mini-Bus (16+) – 2 Van (1-8) – 36 Van (9-15) – 11 Drivers – 216
Transit Express Inc. 424 W. Cherry St. Milwaukee, WI 53212	728694	MC-333648	None	Mini-Bus (16+) – 5 Van (1-8) – 52 Van (9-15) – 19 Drivers – 48
Trinity, Inc. 26500 Van Born Rd. Dearborn Heights, MI 48125	822553	MC-364003	Satisfactory	Motor Coach – 39 School Bus (16+) – 188 Mini-Bus (16+) – 65 Van (1-8) – 50 Van (9-15) – 3 Drivers – 373
Trinity Student Delivery LLC 4624 13th Street, Wyandotte, MI 48192	2424638	MC-836335	None	School Bus (16+) – 64 Van (1-8) – 1 Drivers – 37
Wedriveu America LLC 2322 S. Throop St. Chicago, IL 60608	1678014	MC-616987	None	School Bus (16+) – 39 Mini-Bus (16+) – 2 Drivers – 40
White Plains Bus Company, Inc. 14 Fisher Lane White Plains, NY 10603	25675	MC-160624	Satisfactory	School Bus (16+) – 121 Mini-Bus (16+) – 65 Van (1-8) – 62 Van (9-15) – 60 Drivers – 234
Wise Coaches, Inc. 540 Collins Park Dr. Antioch, TN 37013	763412	MC-343763	Satisfactory	Motor Coach – 25 School Bus (16+) – 63 Drivers – 71

Exhibit B

[Express Group Intracorporate Structure of U.S. Operating Entities – Attached]

