

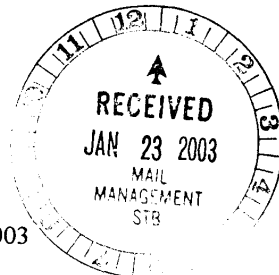
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LAW OFFICES
FRITZ R. KAHN, P.C.
EIGHTH FLOOR
1920 N STREET, N.W.
WASHINGTON, D.C. 20036-1601

(202) 263-4152
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ORIGINAL



January 23, 2003

VIA HAND DELIVERY - RETURN COPY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th fl.)
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for filing in STB Docket No. MC-F-20998, Laidlaw Inc. Intra-Corporate Family Transaction, are the original and ten copies of the Verified Notice of Exemption of Laidlaw Inc..

This firm's check for \$1,300 in payment of the filing fee is attached.

Additional copies of this letter and of the Notice are enclosed for you to stamp to acknowledge your receipt of them and to return to me via the messenger.

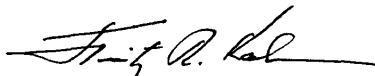
If you have any question concerning the foregoing which you believe I may be able to answer or if I otherwise can be of assistance, please let me know.

ENTERED
Office of Proceedings

JAN 23 2003

Part of
Public Record

Sincerely yours,


Fritz R. Kahn

enc.

cc: Ivan R. Cairns, Esq.
Mark E. Southerst, Esq.

FEE RECEIVED

JAN 23 2003

SURFACE
TRANSPORTATION BOARD

FILED

JAN 23 2003

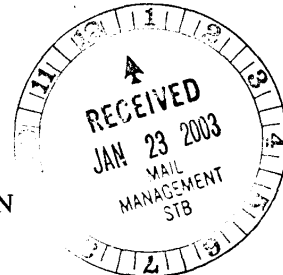
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

ORIGINAL

STB Docket No. MC-F-20998

LAILAW INC.,
INTRA-CORPORATE FAMILY TRANSACTION



ENTERED
Office of Proceedings

JAN 23 2003

Part of
Public Record

VERIFIED NOTICE OF EXEMPTION
OF
LAILAW INC.

FILED

JAN 23 2003

FEE RECEIVED

JAN 23 2003

SURFACE
TRANSPORTATION BOARD

Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

Attorney for

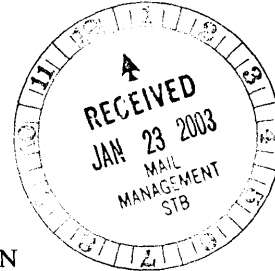
LAILAW INC.

Dated: January 23, 2003

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

STB Docket No. MC-F-20998

LAIDLAW INC.,
INTRA-CORPORATE FAMILY TRANSACTION



VERIFIED NOTICE OF EXEMPTION
OF
LAIDLAW INC.

Applicant, Laidlaw Inc., of Burlington, ON, Canada, pursuant to 49 U.S.C. 14303 and 49 C.F.R. 1182.9, states, as follows:

1. Brief summary of proposed transactions: Applicant is proposing to effect its reorganization in two steps.

a. By its First Restructuring, Applicant is seeking to change the organization of certain its United States-based companies to separate its several directly or indirectly controlled subsidiaries rendering predominantly regular-route intercity, charter and tour bus operations, its several directly or indirectly controlled subsidiaries rendering predominantly school bus operations and its directly or indirectly controlled subsidiaries providing predominantly emergency care and patient transportation services. The stock of the U.S. companies rendering regular-route intercity, charter and tour bus operations, Greyhound Lines, Inc., and Hotard Coaches, Inc., will be held by Laidlaw Transportation Holdings, Inc., a non-carrier. The stock of the U.S. companies rendering

school bus operations, Laidlaw Transit Services, Inc., and Laidlaw Transit, Inc., will be held by Laidlaw Transit Holdings, Inc., a non-carrier. The stock of the U.S. companies providing emergency care and patient transportation services, EmCare Holdings, Inc., and American Medical Response, Inc., both non-carriers, will be held by Laidlaw Transportation Holdings One, Inc., a non-carrier. The three holding companies, Laidlaw Transportation Holdings, Inc., Laidlaw Transit Holdings, Inc., and Laidlaw Transportation Holdings One, Inc., will be indirectly controlled by Applicant.

Applicant's Canadian based motor carriers of passengers, Laidlaw Transit Ltd. and Greyhound Canada Transportation Corp., and its subsidiaries, Voyageur Corp., Gray Line of Vancouver Holdings Ltd., Pentang-Midland Coach Lines Limited, C. Seeley's Bus Lines, Ltd., and The Gray Line of Victoria Ltd. and its subsidiary, Victoria Tours Limited, are unaffected by the proposed reorganization.

Pre-restructuring and post-restructuring corporate organization charts are attached.

b. By its Second Restructuring, Applicant seeks to revise the organization of the non-carrier holding companies which are in indirect control of the operating companies as those holding companies emerge from bankruptcy proceedings under Chapter 11 of the U.S. Bankruptcy Code and the Canadian Companies' Creditors Arrangement Act ("CCAA"). Applicant, an Ontario company, is the parent company of the Laidlaw group of companies. It and certain of its affiliates, including Laidlaw Investments Ltd., also an Ontario company ("LIL")(together "Debtors"), have filed voluntary petitions to reorganize pursuant to Chapter 11 and the provisions of CCAA. It is anticipated that as a part of that reorganization, Applicant will transfer to its subsidiary, LIL, all of Applicant's assets, including the shares of capital stock of

subsidiaries other than LIL, with the intention that LIL will become the parent company of the Laidlaw group of companies. LIL will be continued as a State of Delaware corporation. The shares of LIL, currently held by Applicant, will be redeemed through a payment of cash to Applicant. Following these steps, Applicant and the other Debtors will emerge from Chapter 11 and CCAA. Thereafter, Applicant will distribute the cash it received and the new common stock of LIL to its creditors, severing the ownership relationship between Applicant, on the one hand, and, on the other, LIL and the Laidlaw group of companies. The shares of Applicant will be cancelled, and LIL will be the parent company of the Laidlaw group of companies. It is expected that LIL will change its name during the process, but its new name has not yet been determined.

Pre-restructuring and post-restructuring corporate organization charts are attached.

2. Name, addresses and telephone numbers of parties:

Laidlaw Inc.
Laidlaw Investments Ltd.
Laidlaw Transportation Holdings, Inc.
Laidlaw Transit Holdings, Inc.
Laidlaw Transportation Holdings One, Inc
3221 North Service Road
P. O. Box 5026
Burlington, ON, Canada L7R 3Y8
Tel.: (905) 336-1800

3. Name, address and telephone number of counsel to whom questions may be addressed:

Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

4. Purpose of the transaction: a. The intent of the First Restructuring is to change Applicant's organization to separate its several directly or indirectly controlled U.S. subsidiaries

rendering predominantly regular-route intercity, charter and tour bus operations, its several directly or indirectly controlled U.S. subsidiaries rendering predominantly school bus operations and its two directly or indirectly controlled U.S. subsidiaries providing predominantly emergency care and patient transportation services. By effecting the reorganization, Applicant seeks to simplify its corporate structure and thereby eliminate overlapping management and accounting functions and reduce duplicating overhead and fixed costs. The regrouping of Applicant's indirectly controlled subsidiaries moreover will bring together, under the umbrella of the appropriate holding company, those operating companies performing similar tasks. The transactions will reduce costs and improve the efficiency and economy of the operating companies' performance.

b. The intent of the Second Restructuring is to facilitate the emergence of Applicant and LIL, which will succeed Applicant as the new parent company of the Laidlaw group of companies, from the bankruptcy reorganization proceedings in which they have been involved the past year and a half. Moreover, it will bring to the U.S., as a State of Delaware corporation, the new parent company of the Laidlaw group of companies, a move which is consistent with the fact that most of the revenues of the Laidlaw group of companies is derived from operations within the U.S. The Second Restructuring will affect none of the motor carriers of passengers and other operating companies or the non-carrier holding companies under the direct control of which they are being placed as a part of the First Restructuring.

5. Proposed consummation date: a. The First Restructuring is proposed to be consummated on or after the seventh day following the date of filing of the instant notice.

b. The Second Restructuring is proposed to be consummated more than seven days

following the filing of the instant notice, upon the completion of all of the necessary steps for the emergence of Applicant and the other Debtors from the Chapter 11 and CCAA reorganization proceedings.

6. Contracts or agreements: Since all of the stock of affected companies is held by Applicant, directly or indirectly, no contract or agreement will be entered into, except for the corporate documentation and filings which may be required to effect the reorganization.

7. Effect on employees: There will be no significant effect upon the employees of the motor carriers of passengers within the Laidlaw group of companies, as the proposed transactions involve only changes in the corporate structure of the non-carrier holding companies.

8. Effect on the environment and energy resources: The proposed transaction will have no significant effect on the quality of the human environment or the conservation of energy resources.

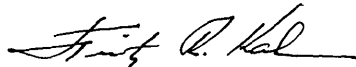
9. Mexican ownership: None of the affected companies is domiciled in Mexico or controlled by persons of that country.

10. Certification: The proposed transactions within the corporate family of Laidlaw Inc., a non-carrier, will not result in adverse changes in service levels, significant operational changes or change the competitive balance within motor carriers of passengers outside the corporate family.

Respectfully submitted,

LAIDLAW INC.

By its attorney,

A handwritten signature in cursive script, appearing to read "Fritz R. Kahn".

Fritz R. Kahn

Fritz R. Kahn, P.C.

1920 N Street, NW (8th fl.)

Washington, DC 20036-1601

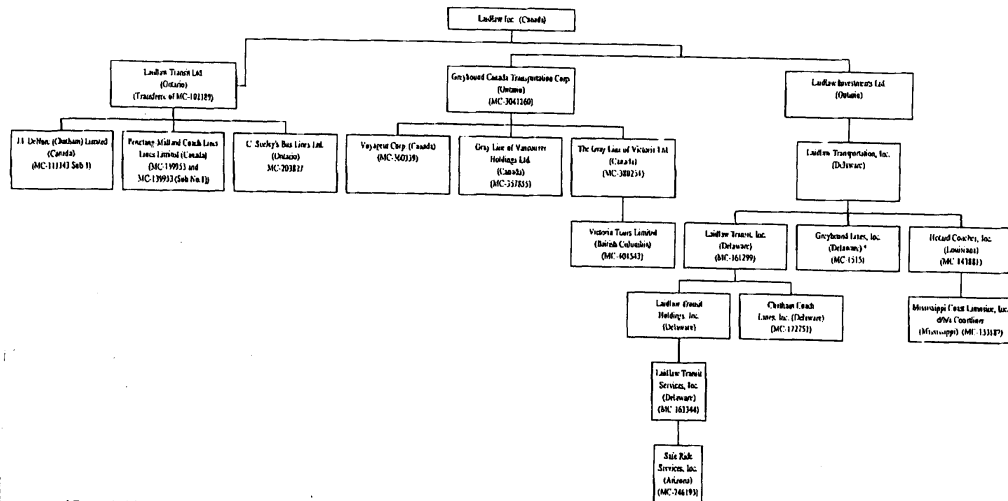
Tel.: (202) 263-4152

Dated: January 23, 2003

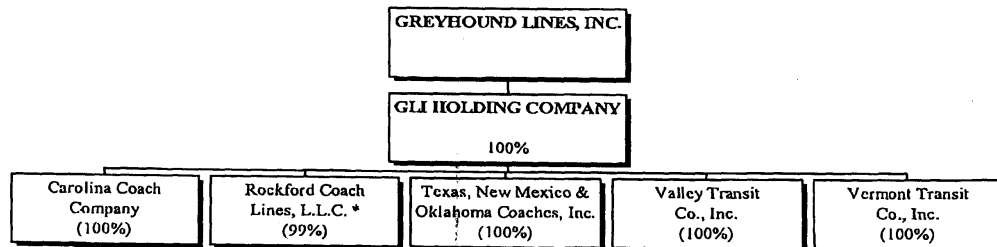
Corporate Organization Charts

First Restructuring

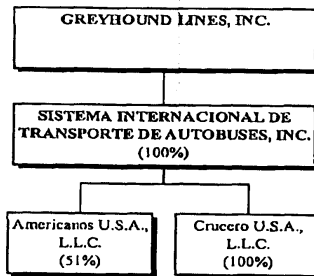
Organization of Laidlaw Motor Carrier Subsidiaries Prior to Proposed Transaction



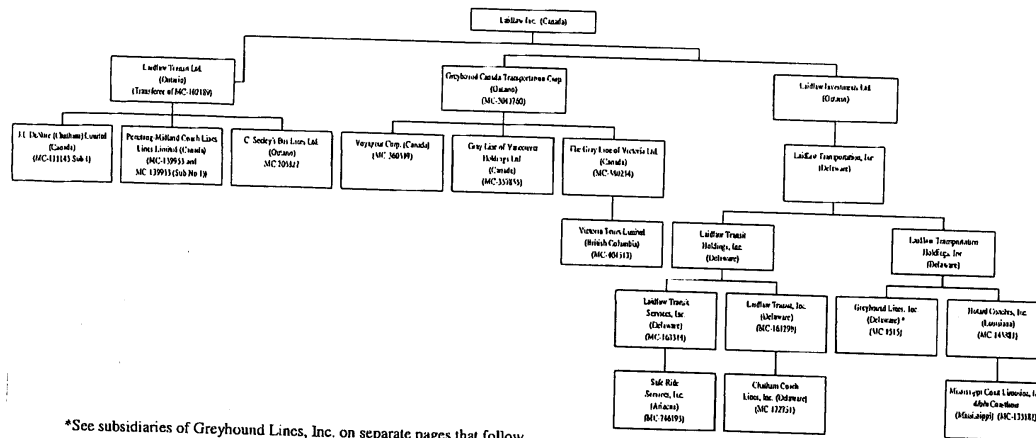
*See subsidiaries of Greyhound Lines, Inc. on separate pages that follow.



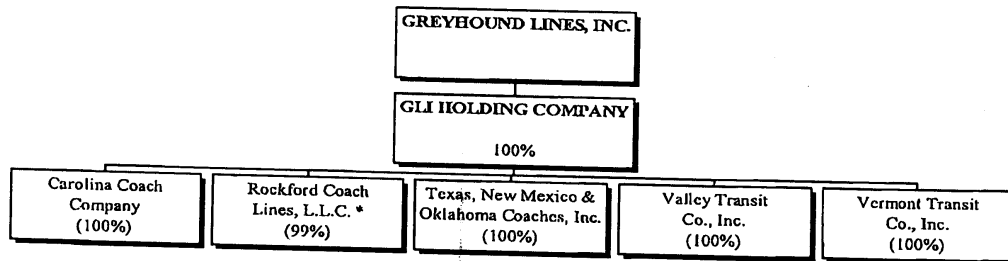
* Owned 99% by GLI Holding Company
and 1% by Greyhound Lines, Inc.



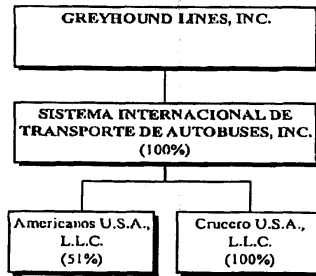
Organization of Laidlaw Motor Carrier Subsidiaries Following Proposed Transaction



*See subsidiaries of Greyhound Lines, Inc. on separate pages that follow.



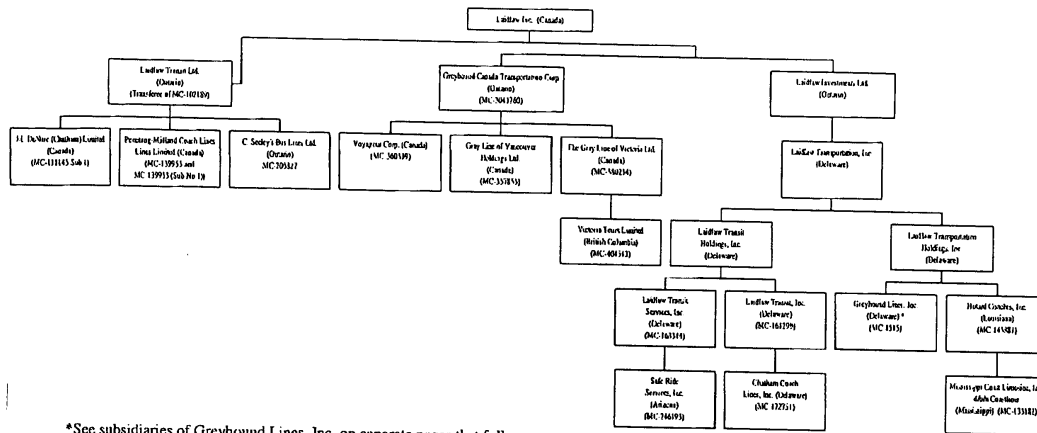
* Owned 99% by GLI Holding Company
and 1% by Greyhound Lines, Inc.



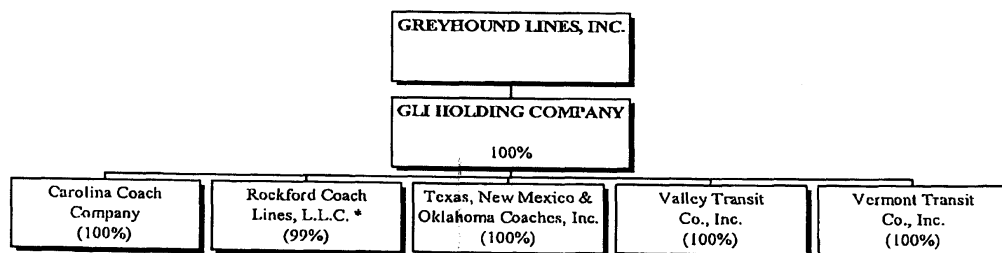
Corporate Organization Charts

Second Restructuring

Organization of Laidlaw Motor Carrier Subsidiaries Following Proposed Transaction

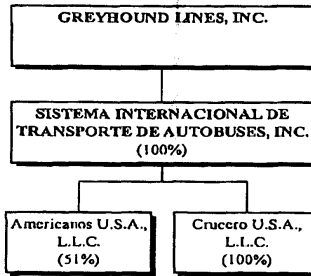


*See subsidiaries of Greyhound Lines, Inc. on separate pages that follow.

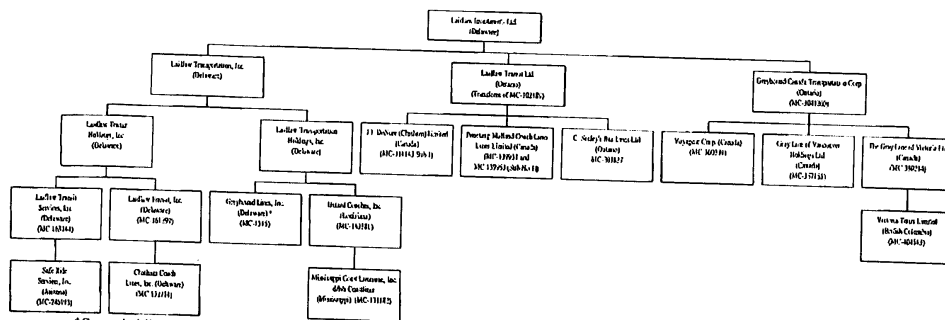


* Owned 99% by GLI Holding Company
and 1% by Greyhound Lines, Inc.

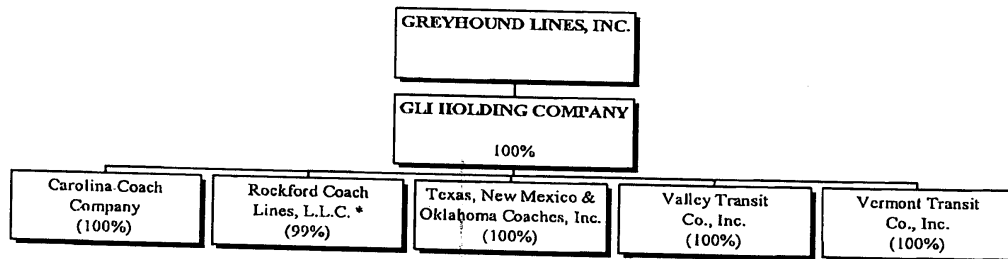
01/03



Organization of Laidlaw Motor Carrier Subsidiaries Following Emergence from Chapter 11 and CCAA

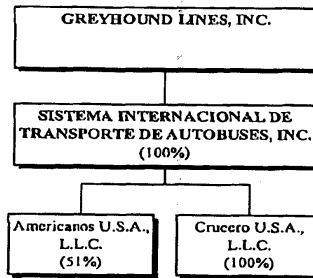


⁴See subsidiaries of Greyhound Lines, Inc. on separate pages that follow.



* Owned 99% by GLI Holding Company
and 1% by Greyhound Lines, Inc.

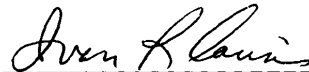
01/03



VERIFICATION

I, Ivan R. Cairns, Senior Vice President and General Counsel of Laidlaw Inc. declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Notice of Exemption and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of Laidlaw Inc., Laidlaw Investments Ltd., Laidlaw Transportation Holdings, Inc., Laidlaw Transit Holdings, Inc., and Laidlaw Transportation Holdings One, Inc. 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.

Dated at Burlington, ON, this 22nd day of January 2003 .



Ivan R. Cairns