



May 1, 2014

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

2014 MAY 12 PM 3:00
U.S. DEPARTMENT OF LABOR

Re: Keolis America, Inc. Nonqualified Deferred Compensation Plan ("Plan")

Dear Sir or Madam:

Pursuant to 29 C.F.R. Section 2520.104-23, this is to advise you that Keolis America, Inc. ("Company") maintains the above-referenced Plan primarily for the purpose of providing deferred compensation for a select group of management level and/or highly compensated employees. As of the date of this filing, this is the only such plan maintained by the Company

Plan Sponsor: Keolis America, Inc.
51 Monroe Street, Suite 601
Rockville, Maryland 20850

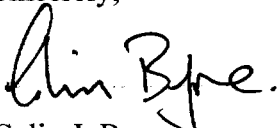
E.I.N.: 26-1413441

Plan Name: Keolis America, Inc. Nonqualified Deferred Compensation Plan

Number of
Employees in Plan: [1]

The Company will provide plan documents upon request as required by ERISA Section 104(a)(1). Should you need any additional information with respect to the Plan, please contact the undersigned.

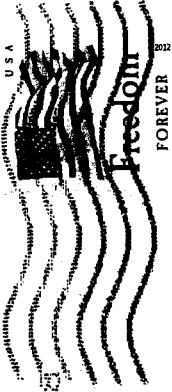
Sincerely,


Colin J. Byrne

cc: Paul B. Holmes

Keolis
America

51 Monroe St., Ste. 601
Rockville, MD 20850



CAPITAL DISTRICT 200202

07 MAY 2014 PM 1 L

Top Hat Plan Exemption - Employee Benefits
Security Administration - Room N-1513
U.S Department of Labor
200 Constitution Avenue N.W
Washington, DC 20210

20210

