

**APPLICATION FOR APPROVAL OF TRANSFER
AND EXERCISE OF COMMON CARRIER OR CONTRACT RIGHTS**

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of WHC PA, LLC
(Applicant/Transferee-Buyer)

for the approval of the transfer and to exercise the right

as a Common carrier, described at Docket
(common - contract)

No. A-00112577, Folder No. F.5, F.5, Am-A, F.5 Am-B, issued to

Airport Limousine Service, Inc. d/b/a Embassy Coach
(Transferor – Seller),

for transportation of Persons
(persons – household goods)

SEE INSTRUCTIONS BEFORE COMPLETING APPLICATION

1. WHC, PA LLC
(Full and Correct Name of Applicant/Transferee)

2. N/A
(Trade Name, If Any)

The trade name has not been registered with the Secretary of the Commonwealth
(has or has not)

on N/A (attach copy of stamped registration form).
(Date)

3. 1300 Lydia Avenue _____
(Business Street Address) (P. O. Box, If Any)

Kansas City Wyandotte Missouri 64106 (816) 550-6000
(City) (County) (State) (Zip) (Telephone)

4. Applicant's attorney (for this application) is:
Ray F. Middleman, Esq. U.S. Steel Tower-44th Floor, 600 Grant St.,

Pittsburgh, PA 15219 (412) 566-6000

(Name) (Address) (Telephone)

5. Any documents should be mailed to:

Transferee: WHC, PA LLC c/o WHC Worldwide, LLC 1300 Lydia Ave., Kansas City, MO 64106

(Name) (Address)

Transferor: The Yellow Cab Company of Pittsburgh 1101 Beaver St., Pgh., PA 15233

(Name) (Address)

6. Applicant does not hold Pa. P. U. C. authority under Docket Number
(does or does not)

A _____ and operates as a _____ carrier.
(common or contract)

7. Applicant does not hold Interstate Commerce Commission authority at
(does or does not)

Docket No. A- _____.

8. Applicant is (check one):

- Individual.
- Partnership. Must attach a copy of the partnership agreement (unless a copy is presently on file with PUC), and list names and addresses of partners below (use additional sheet if necessary).

(Name) (Address)

Corporation. Organized under the laws of the state of Pennsylvania and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on 04/08/2019 (Attach copy of Certificate of Incorporation or Authority and statement of charter purpose). Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder.

William M. George (President / Managing Member, owner of all interests).

Please see Certificate of Organization attached hereto.

9. If applicant, its stockholder or partnership members are in control of or affiliated with any other carrier, state name of carrier(s), Docket Number(s) and nature of control or affiliation.

N/A.

10. Applicant proposes to acquire All of the operating rights now held by transferor.
(all or part)

Attach a sheet describing rights to be transferred to applicant and rights to be retained by transferor, if any. If any rights are to be omitted give reasons.

No rights are to be omitted. Please see attached sheet describing rights.

11. The reason for the transfer is

Pursuant to an Asset Purchase Agreement, attached hereto

12a. The following must be attached:

- Sales Agreement
- List of equipment to be used to render service. (Summarized by type)
- Operating authority to be transferred/retained.
- Statement of Financial Position
- Statement of unpaid business debts of transferor and how they will be satisfied.
- Statement of Safety Program.
- Statement of transferee's experience.

b. Attach the following, as appropriate (check those attached):

- Partnership Agreement
- Trade Name registration certificate.
- Certificate of Incorporation. (Pa. Corporations only)

- Certificate of Authority. (Foreign (out-of-state) Corporations only).
- Statement of Corporate charter purpose. (Corporations only)
- List of Corporate officers and stockholders. (Corporations only)
- Copy of short form certificate showing date of death of transferor and name of executor/administrator/administratrix.

13. Transferor attests that all General Assessments and fines are paid and agrees to continue to render the service which is to be transferred until this application is approved, whereupon transferor will surrender said certificate or permit for cancellation.

14. Transferee agrees to assume and pay any General Assessments that may be made against transferor as a common carrier for any and all operating periods up to the actual date of the transfer.

WHEREFORE, Transferee and Transferor request that the Commission grant the Transfer.

Transferee sign here:

_____ (Each Partner Must Sign) (Date)

(Corporate Seal)

Transferor sign here:

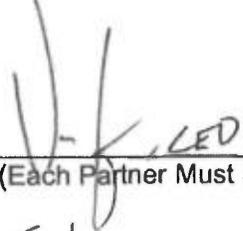
(Corporate Seal)

Signature on next page

14. Transferee agrees to assume and pay any General Assessments that may be made against transferor as a common carrier for any and all operating periods up to the actual date of the transfer.

WHEREFORE, Transferee and Transferor request that the Commission grant the Transfer.

Transferee sign here:

 LED

8/13/2019
(Date)

(Each Partner Must Sign)

(Corporate Seal)

No Seal

Transferor sign here:



(Corporate Seal)

No Seal

VERIFIED STATEMENT OF APPLICANT

THE FOLLOWING INFORMATION IS REQUIRED BY THE COMMISSION TO DETERMINE THE APPLICANT'S FITNESS TO OPERATE. STATEMENTS SHOULD BE TYPED OR PRINTED. ILLEGIBLE STATEMENTS WILL DELAY YOUR APPLICATION.

WHC, PA, LLC

Legal Name of Applicant

N/A

Trade Name, if any

1300 Lydia Avenue,	Kansas City	MO	64106
Street Address (principal place of business)	City or Municipality	State	Zip Code

The Verified Statement of the Applicant is more or less a business plan, or your proposal for providing the transportation service for which you are making application. Prior to deciding to make application for operating authority from the Public Utility Commission, you likely gave much consideration to the manner in which you would operate the business in order that you could provide satisfactory service to your customers and so that you could make a reasonable profit. As part of the application process, you must provide the Commission with your proposal to provide the transportation service.

At minimum, the Verified Statement of the Applicant should include a discussion of the numbered items listed below and on the following pages. You are encouraged to provide as much information as possible about the particular subject as is necessary to fully explain your plan. If you fail to provide sufficient information about the subjects listed below, it may cause the review of your application to be delayed until you provide the necessary information. If you need more space to provide your explanation, please attach additional pages that list the appropriate item by number.

1. Identify the person making the Verified Statement on behalf of the applicant. If the applicant is a sole proprietor making the statement, this will be the same information as provided above. If an employee/officer of applicant is making the statement, give name, title, business address and telephone number, and indicate that the applicant's directors/owners/partners/etc. have authorized the witness to speak for the business.

Managing Member of WHC, PA, LLC is WHC Global, LLC. Managing member is William George.

2. List the applicant's affiliation (owner, manager, controls) with any other carrier, with the description of affiliation.

Applicant is a sister company to several other call and demand taxi corporations all owned by WHC Global, LLC. Please see attached.

3. Describe your business experience, particularly any experience relating to the operation of a transportation service. You may also include an explanation of education or training that you believe may be relevant.

The managing member is the former Vice President of Super Taxi North America, a Transdev Company. He ran operations throughout the country in multiple locations over 30 years.

4. Describe your facilities, record maintenance plan and your communication network. Please include a description of your physical location, to include the office area, office machines that will be utilized, and the facility to house vehicles. Household goods in use carriers should include a description of their storage facilities, if applicable. Please include an explanation of your plan to maintain records required by the PUC, as well as normal business records. In regard to your communication network, please explain how you will receive customer requests for transportation, how you will dispatch the vehicles to fulfill the request, and how you will maintain continuous communication with your drivers. Finally, please state your intended business hours.

The same facilities and systems as presently utilized by Airport Limousine Service, Inc.

5. Please state the number of employees you intend to use, along with a description of their duties. Please explain why that number of employees is appropriate to provide reasonable and efficient service to the geographical territory you will be serving

It is intended that the same number of employees as presently servicing Airport Limousine Service, Inc. There would be approximately 5 employees, some of which will be shared with sister companies.

6. Please state the number of drivers you intend to use or hire in your business and explain why that number of drivers is appropriate for the size of the geographical territory you will be serving. In addition, please explain:
 - a. Your hiring standards for drivers;
 - b. Your system to ensure prospective drivers will be subject to a criminal background check;
 - c. Your driver training program;
 - d. Your system for ensuring that your drivers are properly licensed at all times;
 - e. Your system to ensure that all drivers will be subject to a criminal background check every two years;
 - f. Your policies regarding alcohol and drug use by your drivers.

See attached. WHC anticipates using the same assets and personnel to service the existing clients and marketplace. There are approximately 30 lease drivers.

7. Please state the number of vehicles you plan to use in your business and why that number is appropriate to provide reasonable and efficient service to the geographical territory you will be serving. If you have already obtained vehicles for your business, please list them in the chart below. Taxicabs and limousines may not be used if the vehicle's age is greater than eight model years.

Please see attached.

<u>YEAR</u>	<u>MAKE</u>	<u>MODEL</u>	<u>SEATING CAPACITY</u>	<u>VEHICLE ID #</u>

8. Describe your vehicle safety program. Please include the following in your explanation:
- Your periodic vehicle maintenance plan;
 - Your system for ensuring your vehicles will continuously comply with Pennsylvania's equipment standards (67 Pa. Code, Chapter 175) that are applicable to the type of vehicles used in your business;
 - Your system for ensuring your vehicles will maintain compliance with the PUC's requirements for passenger service at 52 Pa. Code, Section 29.403 (applicable to passenger applicants only);
 - Your system for replacing vehicles once they are greater than eight model years in age in compliance with 52 Pa. Code, Section 29.314(d) (applicable to taxicabs) or 52 Pa. Code, Section 29.333(e) (applicable to limousines);
 - Your system for ensuring the filing of an annual vehicle list (taxicabs and limousines);
 - Your system for ensuring your vehicles will comply with the requirements of 49 CFR Parts 393 and 396, as adopted by the PUC at 52 Pa. Code, Chapter 37 (applicable to HHG applicants).

Please see attached safety program as part of 12 a of the Application.

9. Please explain what steps you have taken to determine if you can obtain and pay the premiums to maintain insurance coverage for the proposed number of vehicles for your business.

Insurance has already been obtained through Paratransit Insurance Company.

10. Please describe your customer service standards. Within your description, please explain:
- Your plan to inform customers of the procedures for filing complaints with the PUC;
 - Your intended customer complaint resolution procedure.

Same as in existence.

11. Criminal Record. Have you, any members (if LLC or LLP), shareholders, or officers (corporations) been convicted of a misdemeanor or felony for which you remain subject to supervision by a court or correctional institution?

YES NO

12. Financial Data. In addition to demonstrating your technical fitness, you must also demonstrate that you possess the financial fitness to provide the proposed transportation service. Therefore, you must complete both parts of the "Statement of Financial Position", which follows this page. The first part is the Balance Sheet. You need only provide the applicable information. The second part of the Statement of Financial Position is the Projected Income Statement. The projection is your estimation of expected revenues and specific expenses for one year. You should use the projected information, along with the financial data reported on your balance sheet to help you determine if the proposed business can be feasible. Please feel free to also provide clarification information with your "Statement of Financial Position", which explains why you believe you have sufficient funds to ensure your transportation business can provide reliable service to the public in a safe manner.

Verification of Statement

The undersigned deposes and says that he/she is authorized to and does make this verification and that the facts set forth therein are true and correct to the best of his/her knowledge, information, and belief. The undersigned understands that false statements herein are made subject to penalties of 18 Pa. C. S. Section 4904 relating to unsworn falsification to authorities.

(Signature)

(Name and Title, printed or typed)

W. M. George, CEO
William M. George, CEO

(Date)

8/13/2019

WHC PA, LLC

Balance Sheet

June 30, 2019

CURRENT ASSETS

CASH \$100,000

TOTAL \$100,000

PROPERTY AND EQUIPMENT \$0

OTHER ASSETS \$0

TOTAL ASSETS \$100,000

CURRENT LIABILITIES \$0

OTHER LIABILITIES \$0

TOTAL LIABILITIES \$0

MEMBERS EQUITY \$100,000

TOTAL LIABILITIES AND MEMBERS EQUITY \$100,000

STATEMENT OF FINANCIAL POSITION
One Year Projected Income Statement

REVENUE and GAINS

Operating Revenue	7,830,938
Net Revenue from non-carrier operations	
Dividend and interest revenues	
Other non-operating revenue	(38,406)
Gains	
Total Revenue and Gains	7,792,532

EXPENSES

Equipment Maintenance and Garage Expense	1,579,231
Insurance Expense	412,596
Employee Salaries	1,102,643
Supervisory Salaries	382,301
Officer Salaries	
Fuel Expense	2,255
Purchased Transportation (Lease Expense)	
Materials and Supplies Expense	875,570
General Office Expense	424,212
Advertising Expense	112,673
Telephone Expense	212,289
Accounting Expense	
Legal Expense	48,143
Uncollectible Revenue	12,272
Depreciation Expense	1,292,200
Amortization	
Operating Taxes and Licenses	22,801
Rent Expense	230,599
Loss	10,380
Total Operating Expenses and Losses	6,720,105
<u>Net Income Before Taxes</u>	1,072,427
Provision for Income Taxes	
<u>Net Income (Loss)</u>	