

EXHIBIT D

OPERATIONS AND MAINTENANCE FACILITY

(See attached Letter)

AGOURA BUSINESS CENTER EAST, LLC
5331 DERRY AVENUE, SUITE Q
AGOURA HILLS, CALIFORNIA 91301
TELEPHONE (818) 706-0768 © FAX (818) 889-8750

May 22, 2003

Patrick McNiff
Laidlaw Transit
15260 Ventura Blvd., 150
Sherman Oaks, Ca 91403

*Re: Offer for Laidlaw Transit to lease 5320 Derry Avenue, Suite O, Agoura Hills, CA
91301*

Dear Patrick:

Agoura Business Center East is pleased to lease Suite O of 5320 Derry Avenue, on, among others, the following provisions:

1. Term: Three (3) years.
2. Rent: \$1,821.60 per month (\$0.80 per square foot), with annual increases of the greater of CPI or 5%, plus net charges currently estimated to be \$0.08 per square foot.
3. Security Deposit: \$3,643.20 (two months) with annual increases.
4. Option: Lessee shall have one (1) two (2) year Options, the monthly base rent shall be adjusted to an amount equal to the rent then in effect plus 5% with annual increases of the greater of 5% or CPI.

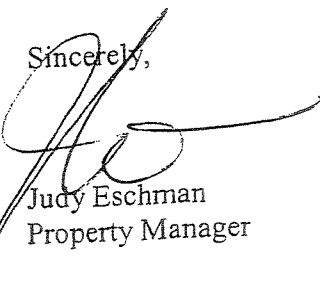
The above offer is contingent upon a completed credit application with a positive credit score.

Please note that this letter is a recitation of our general intent and is not intended to be contractually binding on either party until such time as a new lease is executed by both you and the lessor.

If the above provisions are acceptable, please contact me by Friday, May 30, 2003. Otherwise, I will assume that you do not wish to lease the premises. Should you have any questions concerning the above, please do not hesitate to contact me.

We look forward to hearing from you.

Sincerely,


Judy Eschman
Property Manager