



May 28, 2019

Dear Member:

For the past 23 years, the Museum of Bus Transportation ("MOBT") has not been able to raise sufficient funds to meet its expenses. The Board of Directors estimates that we will run out of money in five years, at which time our prepaid rent at the Antique Automobile Club of America Museum ("the Museum") will also be exhausted.

MOBT's Executive Committee has considered three options to address this problem:

(1) Continue to operate as we do now, knowing that we cannot generate sufficient income to meet our expenses, and that in 2023 we will need to raise even more money to pay rent for our space at the Museum;

(2) Surrender our space in the Museum and operate out of the Annex in Hummelstown, which would still require us to raise substantial funds to operate, and would deprive us of the Museum's facilities to host events. Additionally, the access to the Annex may not accommodate increased traffic flow, and the Annex is located in a flood plain, rendering it the wrong place to store irreplaceable antiques; or

(3) Explore a merger with the Museum, which would give us the ability to maintain our fleet and to continue our efforts to preserve the history of the bus industry.

Since, in the Board's view, the third option provides MBOT with the best chance to continue its mission, we authorized a committee to approach the Museum to discuss the possibility of a merger. The Museum responded positively. The Museum recognizes that MBOT's collection adds a dimension to their facility that makes it unique, and it values the visitors drawn by the bus display. More importantly, the Museum shares our interest in preserving the history of the bus industry and in providing educational and social opportunities.

Consequently, at its meeting on May 21, 2019, a clear majority of MOBT's Board of Directors voted to approve a merger with the Museum. If MBOT's members and the Museum's Board approve the merger, MOBT and the Museum will enter into a formal written agreement, pursuant to which they will merge into one entity.

The substantive terms of the merger plan may be summarized as follows:

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[www.BusMuseum.Org](http://www.BusMuseum.Org)



- MBOT will merge into the Museum, which will be the surviving entity. After the merger, MBOT will cease to exist as a separate corporation, and all of MBOT's assets and liabilities will become the assets and liabilities of the Museum.
- The members of MBOT will become members of the Museum, in a new category of "bus transportation" membership. Since the Museum does not have voting members, however, MBOT's members will not have a vote in the governance of the Museum's affairs; the Museum is governed by its Board of Directors.
- The Museum will continue to serve as the home of MBOT's collection of historic buses and related memorabilia.
- The Annex will likely be sold, and a new structure constructed on the Museum's campus, which will provide secure, dry storage, out of the floodplain, for MBOT's collection.
- There will be a member of the Museum's Board of Directors whose specific responsibility will be to represent bus-related interests and to ensure that the Museum continues to pursue MBOT's mission.
- The Museum's Board will create an "MBOT Committee," whose purpose will be to plan social and educational events for Museum members interested in buses, to write articles relating to buses for the Museum's online and print publications, and to advise the Museum's Board regarding the care and content of the Museum's bus collection.

In the Board's opinion, merging with the Museum will enable MBOT to preserve and maintain its significant collection of historic buses and bus memorabilia, and to ensure that our mission to educate the general public about the history of the bus industry, and the important role it has played in our nation's development, is continued long into the future.

The AACA Museum is nationally recognized and draws guests from all over the world. MBOT will become a highly visible part of a great organization, which will enhance our credibility in the bus industry. In addition, the Museum has the resources to care for our collection. Many of our most substantial donors have already expressed their support for the merger.

On behalf of our Board of Directors, I ask that you cast your vote in favor of merging MBOT into the AACA Museum. Enclosed you will find a ballot and a stamped

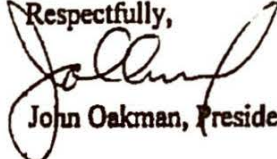




envelope addressed to Beckley & Madden, LLC, which is the law firm assisting us with the merger.

**Please complete your ballot and mail it back no later than July 15, 2019. The Board wants to hear from the entire membership about whether to proceed with the merger.** Thank you for your consideration, and for your interest in and support of MBOT.

Respectfully,



John Oakman, President