

QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission

**RE: Student Transportation Inc. (the “Corporation”)
Offering of 6.25% Convertible Subordinated Unsecured Debentures due June 30,
2018 (the “Debentures”) under a Preliminary Short Form Prospectus dated
May 24, 2011 (the “Preliminary Prospectus”)**

This certificate is delivered pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) to enable the Corporation to file the Preliminary Prospectus in the form of a short form prospectus in connection with the distribution of the Debentures of the Corporation in each of the provinces and territories of Canada. The Corporation is relying on Section 2.2 of NI 44-101 to qualify to file a short form prospectus.

The Corporation hereby certifies that:

1. the Corporation is an electronic filer under National Instrument 13-101;
2. the Corporation is a reporting issuer in at least one jurisdiction of Canada;
3. the Corporation has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that is required to have filed in that jurisdiction:
 - (i) under applicable securities legislation,
 - (ii) pursuant to an order issued by the securities regulatory authority, or
 - (iii) pursuant to an undertaking to the securities regulatory authority;
4. the Corporation has, in at least one jurisdiction in which it is a reporting issuer, filed:
 - (i) current annual financial statements, and
 - (ii) a current annual information form;
5. the Corporation’s equity securities are listed and posted for trading on a short form eligible exchange and the Corporation is not an issuer:
 - (i) whose operations have ceased, or
 - (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and
6. the Corporation has satisfied all of the qualification criteria and all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

[Remainder of page intentionally left blank. Signature Page follows.]

DATED this 24th day of May, 2011.

STUDENT TRANSPORTATION INC.

Per: *"Patrick Walker"*

Name: Patrick Walker

Title: Chief Financial Officer