

Company Number  
2272577

THE COMPANIES ACT 1985

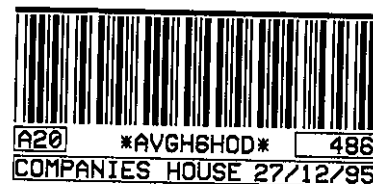
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RIDER HOLDINGS LIMITED

passed on 16<sup>th</sup> December 1995



Pursuant to Section 381A Companies Act 1985 the following Resolutions were duly passed as Special Resolutions of the Company:-

~~1. That the draft Articles of Association attached hereto be adopted as the Articles of Association of the Company.~~

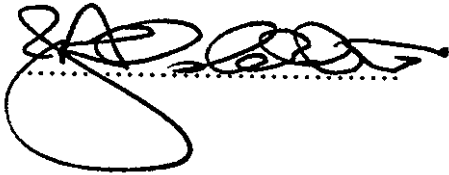
2. That the financial assistance within Section 151 of the Companies Act 1985 (the "Act ") to be provided by the Company and two of its subsidiaries (being Yorkshire Rider Limited and Sovereign Quay Limited (the "Subsidiaries")) to FirstBus plc ("FirstBus") in relation to the refinancing of liabilities incurred in connection with the acquisition of the Company by Badgerline Yorkshire Limited (as constituted by the entry by the Company and the Subsidiaries into a £60,000,000 revolving credit and guarantee facility agreement between FirstBus as original borrower and guarantor, the Company, the Subsidiaries and certain other subsidiaries of the Parent as original guarantors, Midland Bank PLC as arranger and issuing bank and Samuel Montagu & Co. Limited as agent (the "Facility Agreement") be and it is hereby approved for the purposes of section 155(4) of the Act.

3. That

- (a) subject to compliance with sections 155 to 158 of the Act, the execution and delivery on behalf of the Company of the Facility Agreement and the entry into the guarantee contained in Clause 18 of the Facility Agreement and the exercise by the Company of its rights and the performance by the Company of its obligations under the Facility Agreement would be for the purposes incidental to the attainment of the Company's objects

and to further the interests of the Company and would materially benefit the Company and would be for the purpose of carrying on its business;

- (b) the execution of the Facility Agreement is in the best interests of the Company and the approval to the Company to enter into the Facility Agreement is given, notwithstanding that the Company may be held to be giving financial assistance under section 151 or 152 of the Act;
- (c) any of the Directors or T. Smallwood, T. Osbaldiston, M. Lockhead, R. Duncan or D. Ward be authorised to execute the Facility Agreement on behalf of the Company with such amendments as any of the above may approve;
- (d) this resolution shall have effect notwithstanding any provision of the Company's Articles of Association.

A handwritten signature in black ink, consisting of a series of loops and flourishes, positioned above a horizontal dotted line.