

1133938

Form No. 41

(No registration
fee payable)

No. of Company

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company MIDLAND RED (METROPOLITAN) OMNIBUS CO. Limited*I, ARTHUR RUSSELL PONSFORD
of TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HT.Do solemnly and sincerely declare that I am (~~SOLICITOR~~) a Solicitor of the
Supreme Court engaged in the formation
ofMIDLAND RED (METROPOLITAN) OMNIBUS CO. Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 36 Temple Chambers
Temple Avenue in the City of London
the 4th day of September
one thousand nine hundred and seventy three
before me.W. H. GILES

A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by.

THE LONDON LAW AGENCY LIMITED,
Temple Chambers, Temple Avenue,
London, EC4Y 0HP.

Telephone 01 - 353 9471 (4 lines)

Presenter's reference:

PREST/BLACK

COMPANY NUMBER

THE COMPANIES ACTS 1948-1967

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

Incorporated on the

The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers

Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (6 lines)



Ref: 53552/7

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of **1133938** 3

**MIDLAND RED (METROPOLITAN) OMNIBUS CO.
LIMITED**

1. The Name of the Company is "**MIDLAND RED
(METROPOLITAN) OMNIBUS CO. LIMITED.**" ✓
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To carry on all or any of the businesses of proprietors and operators of coach, bus, contract and private vehicle hire services, agents for the sale of, manufacturers, servicers, repairers, fitters, letters on hire, and dealers in new and second-hand commercial vehicles, and plant, machinery and equipment of every description, and of, for and in accessories, engines, implements, tool furnishings, and supplies of all kinds used or required in connection therewith or relating thereto, proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, driving instructors, mechanical, marine, electrical, television, wireless and general engineers, coach and body builders and repairers, panel beaters and upholsterers, machinists, smiths, welders and metal workers, haulage and transport contractors, hire purchase financiers and insurance brokers and agents; coal and coke merchants, proprietors, operators and letters on hire of motor car and trailer parks, caravan and camping sites, manufacturers, merchants and factors of, agents for, and dealers in radio and television sets, household appliances and accessories of all kinds, road house, cafe and restaurant proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and general merchants, agents and traders.



PREST/BLACK

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.
5. The Share Capital of the Company is £100, divided into One Hundred Shares of £1 each.

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>G. A. Corderoy</i> GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.</p> <p><i>Roy C. Keen</i> ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.</p>	<p>One</p> <p>One</p>

Dated the 1st day of September, 1973.

Witness to the above Signatures:-

Nigel L. Blood
NIGEL L. BLOOD
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

1133938

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THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company, with the exception of regulations 75, 89 to 97 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARES.

2. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.
3. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

54 An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

65 At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

76 At the end of regulation 62 the following words shall be deemed to be added, namely: "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

DIRECTORS

87 Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than TWO nor more than TEN. The Directors shall be appointed by, and (subject to regulation 88 as applied to the Company) shall hold office until removed by the National Bus Company and all such appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the National Bus Company. Directors in office at the time of the adoption of these Articles shall continue to hold office until removed as aforesaid. Section 185 of the Companies Act, 1948, and paragraphs (a) and (f) of regulation 88 shall not apply to the Company.

98 The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

109 Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding article.

~~10~~ A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act, shall be entitled to vote in respect of such contract or proposed contract, and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

~~11~~ A Director present at any meeting of Directors or Committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

~~12~~ At the end of regulation 106 the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors so entitled".

BORROWING POWERS

~~13~~ Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the proviso to regulation 79 shall not apply.

ACCOUNTS

~~14~~ At the end of regulation 127 the following words shall be deemed to be added, namely: "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS

~~15~~ (a) The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to any such resolution: provided that a share premium account and a capital redemption reserve fund may, for the purposes of this article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(b) Regulation 129 of Table A shall apply whenever such a resolution as aforesaid shall have been passed.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G.A. Corderoy

~~GEORGE A. CORDEROY~~
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

R.C. Keen

~~ROY C. KEEN~~
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

Dated the 1st day of September, 1973.

Witness to the above Signatures :-

Nigel L. Blood

~~NIGEL L. BLOOD~~
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.



CERTIFICATE OF INCORPORATION

No. 1133938

I hereby certify that

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 12th September 1973

A handwritten signature in cursive script, appearing to read 'E. Taylor'.

(E. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MIDLAND RED (METROPOLITAN) OMNIBUS COMPANY, LIMITED.

Passed 21st November, 1973

AT an EXTRAORDINARY GENERAL MEETING of MIDLAND RED (METROPOLITAN) OMNIBUS COMPANY, LIMITED duly convened and held at The Royal Worcestershire Hotel, Droitwich, Worcestershire on 21st November 1973 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

R E S O L U T I O N

THAT the Articles of Association of the Company be altered by:-

(a) Deleting the present Article No.1 which reads:-

"1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 97 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid".

and substituting in its place a new Article No.1 to read:-

"1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 93 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid".

and (b) deleting the present Article 7 which reads:-

"7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten. The Directors shall be appointed by, and (subject to regulation 88 as applied to the Company) shall hold office until removed by the National Bus Company and all such appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the National Bus Company. Directors in office at the time of the adoption of these Articles shall continue to hold office until removed as aforesaid. Section 185 of the Companies Act 1948 and paragraphs (a) and (f) of regulations 88 shall not apply to the Company".

and substituting in its place a new article No. 7 to read:-

"7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten".

G. BROOK
Chairman

COMPANY NUMBER 1133938

THE COMPANIES ACTS 1948-1967

BOACH & PRIVATE VEHICLES
CAR HIRE SERVICES

COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION OF:

still the same

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

Incorporated on the 12th day of September, 1973

The London Law Agency Limited

Company Registration Agents : Law Agents : Printers and Publishers
Temple Chambers, Temple Avenue, London, EC4Y 0HP Tel: 01-353 9471 (6 lines)



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

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Passed 21st November, 1973

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R E S O L U T I O N

THAT the Articles of Association of the Company be altered by:-

(a) Deleting the present Article No.1 which reads:-

"1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 97 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid".

and substituting in its place a new Article No.1 to read:-

"1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 93 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid".

and (b) deleting the present Article 7 which reads:-

"7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten. The Directors shall be appointed by, and (subject to regulation 88 as applied to the Company) shall hold office until removed by the National Bus Company and all such appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the National Bus Company. Directors in office at the time of the adoption of these Articles shall continue to hold office until removed as aforesaid. Section 185 of the Companies Act 1948 and paragraphs (a) and (f) of regulations 88 shall not apply to the Company".

and substituting in its place a new article No. 7 to read:-

"7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten".

G BROOK
Chairman

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

1. The Name of the Company is "MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To carry on all or any of the businesses of proprietors and operators of coach, bus, contract and private vehicle hire services, agents for the sale of, manufacturers, servicers, repairers, fitters, letters on hire, and dealers in new and second-hand commercial vehicles, and plant, machinery and equipment of every description, and of, for and in accessories, engines, implements, tools, furnishings, and supplies of all kinds used or required in connection therewith or relating thereto, proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, driving instructors, mechanical, marine, electrical, television, wireless and general engineers, coach and body builders and repairers, panel beaters and upholsterers, machinists, smiths, welders and metal workers, haulage and transport contractors, hire purchase financiers and insurance brokers and agents; coal and coke merchants, proprietors, operators and letters on hire of motor car and trailer parks, caravan and camping sites, manufacturers, merchants and factors of, agents for, and dealers in radio and television sets, household appliances and accessories of all kinds, road house, cafe and restaurant proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and general merchants, agents and traders.

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.
5. The Share Capital of the Company is £100, divided into One Hundred Shares of £1 each.

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One
ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One

Dated the 1st day of September, 1973.

Witness to the above Signatures:-

NIGEL L. BLOOD
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

STILL
PRIVATE

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 97 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARES.

2. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

3. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES.

4. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

5. At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

6. At the end of regulation 62 the following words shall be deemed to be added, namely: "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

DIRECTORS.

7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten. The Directors shall be appointed by, and (subject to regulation 88 as applied to the Company) shall hold office until removed by the National Bus Company and all such appointments and removals shall be effected by notice in writing to the Company signed by or on behalf of the National Bus Company. Directors in office at the time of the adoption of these Articles shall continue to hold office until removed as aforesaid. Section 185 of the Companies Act, 1948, and paragraphs (a) and (f) of regulation 88 shall not apply to the Company.

8. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

9. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding article.

10. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act, shall be entitled to vote in respect of such contract or proposed contract and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

11. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

12. At the end of regulation 106 the following words shall be deemed to be added, namely : "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors so entitled".

BORROWING POWERS.

13. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company, and the proviso to regulation 79 shall not apply.

ACCOUNTS.

14. At the end of regulation 127 the following words shall be deemed to be added, namely : "Provided further that copies of the documents aforesaid, if sent less than twenty-one days before the date of the meeting, shall notwithstanding that fact be deemed duly sent if it is so agreed by all the members entitled to attend and vote at the meeting".

CAPITALISATION OF PROFITS.

15. (a) The Company in General Meeting may from time to time and at any time upon the recommendation of the Directors resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts

for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members or nominees in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to any such resolution: provided that a share premium account and a capital redemption reserve fund may for the purposes of this article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(b) Regulation 129 of Table A shall apply whenever such resolution as aforesaid shall have been passed.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE A. CORDEROY
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

ROY C. KEEN
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

Dated the 1st day of September , 1973.

Witness to the above Signatures :-

NIGEL L. BLOOD
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.



No. of Company: 1133938 ✓
NC 125305/1

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED


Passed the 19th day of March 1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Pitmaston, Moor Green Lane, Moseley in the City of Birmingham on the 19th day of March 1974, the following RESOLUTION was duly proposed and passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That with the consent of the Department of Trade and Industry the name of the above Company be and is hereby changed to:

WEST MIDLANDS PASSENGER TRANSPORT LIMITED


F. J. Lloyd,
Chairman.



Dated 19th March, 1974

732278.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1133938 / 12

I hereby certify that

MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

WEST MIDLANDS PASSENGER TRANSPORT LIMITED

Given under my hand at London the

9TH APRIL 1974

N. TAYLOR

Assistant Registrar of Companies



Company Number 1133938

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The Companies Acts 1948-1967

08

COMPANY LIMITED BY SHARES

Memorandum

(As amended by Special Resolution passed 19th March, 1974)
AND

Articles of Association

(As amended by Special Resolution passed 21st November, 1973)
OF

WEST MIDLANDS PASSENGER TRANSPORT LIMITED

Incorporated on the 12th day of September, 1973.



OYEZ SERVICES LIMITED
COMPANY DIVISION
OYEZ HOUSE, P.O. BOX 55
237 LONG LANE,
LONDON, E14 4PU

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed 19th March, 1974)
of

WEST MIDLANDS PASSENGER TRANSPORT

LIMITED

1. The Name of the Company is "WEST MIDLANDS PASSENGER TRANSPORT LIMITED."*
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-
 - (A) To carry on all or any of the businesses of proprietors and operators of coach, bus, contract and private vehicle hire services, agents for the sale of, manufacturers, servicers, repairers, fitters, letters on hire, and dealers in new and second-hand commercial vehicles, and plant, machinery and equipment of every description, and of, for and in accessories, engines, implements, tools, furnishings, and supplies of all kinds used or required in connection therewith or relating thereto, proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, driving instructors, mechanical, marine, electrical, television, wireless and general engineers, coach and body builders and repairers, panel beaters and-upholsterers, machinists, smiths, welders and metal workers, haulage and transport contractors, hire purchase financiers and insurance brokers and agents; coal and coke merchants, proprietors, operators and letters on hire of motor car and trailer parks, caravan and camping sites, manufacturers, merchants and factors of, agents for, and dealers in radio and television sets, household appliances and accessories of all kinds, road house, cafe and restaurant proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and general merchants, agents and traders.

* NOTE: Special Resolution passed 19th March, 1974 name changed from MIDLAND RED (METROPOLITAN) OMNIBUS CO. LIMITED to WEST MIDLANDS PASSENGER TRANSPORT LIMITED.

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company.
- (D) To erect, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or Securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any Shares, Debentures, Debenture Stock, or Securities so received.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other Authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To subscribe for, purchase, or otherwise acquire and hold Shares or other interests in or Securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served

the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and underwriting any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

W To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is £100, divided into One Hundred Shares of £1 each.

is
Clauses
Clause
mentioned

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One
ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One

Dated the 1st day of September, 1973.

Witness to the above Signatures:-

NIGEL L. BLOOD
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.

John W. Lunnell
Secretary

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As amended by Special Resolution passed 21st November, 1973)

of

WEST MIDLANDS PASSENGER TRANSPORT LIMITED

TABLE A

1. The regulations contained in or applied by Part II of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company, with the exception of regulations 75, 89 to 93 inclusive, 107 and 128, and except as modified by or inconsistent with these Articles. Reference herein to regulations shall (unless otherwise stated) be construed as referring to those contained in Part I of Table A aforesaid.

SHARES.

2. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

3. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES.

4. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

5. At the end of regulation 5 of Part II of Table A the following words shall be deemed to be added, namely: "Any

such resolution in writing may consist of several documents in the like form each signed by or on behalf of one or more of the members so entitled".

6. At the end of regulation 62 the following words shall be deemed to be added, namely: "A corporation which is a member of the Company and is present by its duly authorised representative shall be deemed to be present in person for the purposes of these regulations".

DIRECTORS.

7. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

8. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.

9. Regulations 108 and 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding article.

10. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act, shall be entitled to vote in respect of such contract or proposed contract and if he does so vote his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

11. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

12. At the end of regulation 106 the following words shall be deemed to be added, namely: "Any such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors so entitled".

BORROWING POWERS.

13. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE A. CORLEROY
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

ROY C. KEEN
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.
Company Director.

Dated the 1st day of September , 1973.

Witness to the above Signatures :-

NIGEL L. BLOOD
Temple Chambers,
Temple Avenue,
London, EC4Y 0HP.



John W. Burnett
Secretary

Number of }
Company }1133938.....

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The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

WEST MIDLANDS PASSENGER TRANSPORT LIMITED

Passed 3rd January , 19 84 .

At an ~~Extraordinary~~ ^{Annual} GENERAL MEETING of the above-named Company, duly convened, and held at WMPTE

· 16 Summer Lane,
· Birmingham B19 3SD

on the 3rd day of January , 19 84 the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

THAT PURSUANT TO THE POWERS GRANTED BY SECTION 12 OF THE COMPANIES ACT 1981 SECTION 14 OF THE COMPANIES ACT 1976 BE EXCLUDED FROM APPLYING TO THIS COMPANY ON THE GROUNDS THAT NO TRANSACTION WHICH IS A SIGNIFICANT ACCOUNTING TRANSACTION FOR THE COMPANY HAS OCCURRED THEREBY EXEMPTING THE COMPANY FROM THE OBLIGATIONS TO APPOINT AUDITORS.

Signature

John W. Lunnell

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



THE COMPANIES ACT 1985

WEST MIDLANDS PASSENGER TRANSPORT LIMITED

REGISTERED NUMBER: 1133938

SPECIAL RESOLUTION PASSED ON 20 DECEMBER 1990

At the Annual General Meeting of the Company held on 20 December 1990 the following resolution was duly passed as a Special Resolution:-

That pursuant to the powers granted by Section 250 of the Companies Act 1985 (as inserted by Section 14 of the Companies Act 1989) West Midlands Passenger Transport Limited having been dormant as defined therein since the end of the previous financial year and meeting the requirements specified in subsection (1)(b) thereof hereby makes itself exempt from the provisions of Part VII of the said Act relating to the audit of accounts.


SECRETARY