

G

COMPANIES FORM No. 12

12

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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2328559

Name of company

* LEASIDE BUS COMPANY LIMITED

* Insert full
name of Company

I, CLIVE HODSON
of 9 CONISTON WAY
REIGATE
SURREY RH2 0LN

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 1 Dean Farrow Street
London SW1H 0DY

Declarant to sign below

the 2nd day of December

One thousand nine hundred and eighty-eight
before me Stephen Christian Atkin

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):

C. HODSON
SECRETARY
LONDON BUSES LTD
172 BUCKINGHAM
PALACE ROAD
LONDON SW1W 9TN

For official Use
New Companies Section

Post room

COMPANIES HOUSE	
1 - 6 DEC 1988	
M	76



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

4-88 B'HAM.

5017173

Companies G12

**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

Name of company

*Insert full name
of company

* LEASIDE BUS COMPANY LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

172 BUCKINGHAM PALACE ROAD	
LONDON	
Postcode	SW1W 9TN

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

☐

Postcode	

Number of continuation sheets attached (see note 1)

1

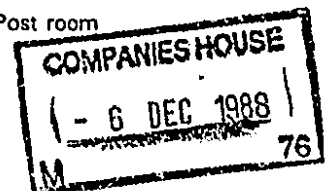
Presentor's name, address and
reference (if any):

C. HODSON
SECRETARY
LONDON BUSES LIMITED
172 BUCKINGHAM
PALACE ROAD
LONDON SW1W 9TN


For official use

General Section

Post room

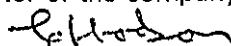


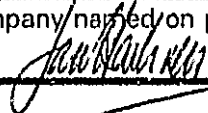
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)	NORMAN VICTOR COHEN		Business occupation	MANAGER
Previous name(s) (note 3)	NONE		Nationality	BRITISH
Address (note 4)	11 CLIFTON AVENUE		Date of birth (where applicable)	(note 6)
	LONDON			
	Postcode	N3 1BN		
Other directorships†				
MEMBER OF THE BUS AND COACH COUNCIL OF THE				
CONFEDERATION OF BRITISH ROAD PASSENGER TRANSPORT				
(PAST)				
I consent to act as director of the company named on page 1				
Signature 			Date 2nd December 1988	

Please do not write in this margin

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	CLIVE HODSON		Business occupation	CERTIFIED ACCOUNTANT
Previous name(s) (note 3)	NONE		Nationality	BRITISH
Address (note 4)	9 CONISTON WAY,		Date of birth (where applicable)	(note 6)
	REIGATE, SURREY.			
	Postcode	RH2 0LN		
Other directorships†				
NONE				
I consent to act as director of the company named on page 1				
Signature 			Date 2nd December 1988	

Name (note 3)	IAN JOHN HARKNESS		Business occupation	MANAGER
Previous name(s) (note 3)	NONE		Nationality	BRITISH
Address (note 4)	LACEY HOUSE, LACEY GREEN,		Date of birth (where applicable)	(note 6)
	NEAR PRINCES RISBOROUGH,			
	Postcode	HP17 0RB		
Other directorships†				
BRITISH CABLE SERVICES LTD. } UNTIL END OF 1985				
JICCAR LTD. }				
I consent to act as director of the company named on page 1				
Signature 			Date 2nd December 1988	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

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write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Name (notes 3 & 7)		CLIVE HODSON	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		9 CONISTON WAY	
		REIGATE	
		SURREY	
		Postcode	RH2 0LN
I consent to act as secretary of the company named on page 1			
Signature		Date 2nd December 1988	

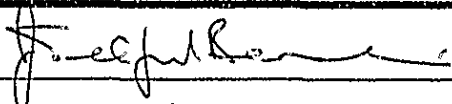
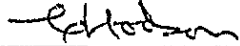
Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Delete if the form is
signed by the
subscribers.

Signature of agent on behalf of subscribers		Date
---	--	------

Delete if the form is
signed by an agent
on behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed		Date 2nd December 1988
Signed		Date 2nd December 1988
Signed		Date
Signed		Date
Signed		Date
Signed		Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 1
to Form No. 10

Company number

Name of company

*Insert full name
of company


*

LEASIDE BUS COMPANY LIMITED

Particulars of other directors (continued)

Name (note 3)	JOHN ERNEST INGLEDON	Business Occupation	MANAGER
Previous name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	16 WICKHAM CLOSE HAYWARDS HEATH, WEST SUSSEX	Date of birth (where applicable) (note 6)	
	Postcode	RH16 1UH	

I consent to act as director of the company named above (notes 9 and 10)

Signature 

Date 2nd December 1988

Particulars of other directorships

BUS & COACH TRAINING LIMITED

2328559

THE COMPANIES ACT 1985

COMPANIES HOUSE

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

of

LEASIDE BUS COMPANY LIMITED

1. The Company's name is "LEASIDE BUS COMPANY LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on all or any part of the business of operating and hiring out of buses and coaches and for the maintenance of such buses and coaches and to carry on the business of public or private conveyance proprietors and the business of repairers, including manufacture associated with repair, of and dealers in buses, coaches, motor cars, goods vehicles, cabs, trailers or other vehicles and of suppliers of accessories or fuel therefor.



£600X12

105437

N/W

- (B) To equip, maintain and operate public service vehicles (including trams and trolleybuses), buses, coaches or other vehicles appropriate for the carriage of passengers and, in any vehicle or vessel used for the carriage of passengers, goods by land or water and to carry on the business of public service vehicle (as above described), bus and coach proprietors and carriers by all means of passengers and goods in Great Britain and elsewhere and to carry on any branch or subsidiary business commonly carried on in connection therewith
- (C) To build garages, works, passenger, goods or other stations, shelters, offices and other buildings to be used for the purposes of any such business as is mentioned in this Memorandum.
- (D) To act as agents for travel of every kind and to sell tickets, vouchers and permits therefor and (in any part of the world) to make arrangements of all kinds in connection therewith.
- (E) To act as agents, contractors, managers, advisers and consultants in relation to any such business as is mentioned in this Memorandum.
- (F) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company, including all the issued shares of a company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of property suitable for

the purposes of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit this Company.

- (G) To manage and co-ordinate the business of the Company and its subsidiaries and to engage in and carry on any other business which may, in the opinion of the Company, be advantageously or conveniently carried on by the Company in connection with or as auxiliary or incidental to the businesses of the Company or any of its subsidiaries.
- (H) To promote and form other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such company all or any of the property of this Company and to take or otherwise acquire and hold shares, debentures or other securities in any such company and to fund or otherwise assist any such company.
- (I) To acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure (whether real or personal) or any interest in the same for or in connection with the purposes of the Company's business.
- (J) To receive money on deposit upon such terms as the Company may approve.
- (K) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and, in particular, by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem or pay off any such securities.

- (L) To sell, lease, exchange, let on hire, mortgage or otherwise dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for stock, shares, debentures or other securities of any other company, whether or not having objects altogether, or in part similar to those of this Company.
- (M) To improve, manage, develop or grant rights or privileges in respect of or otherwise deal with all or any part of the property or rights of the Company.
- (N) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by allotment of shares, debentures or other securities of this Company credited as paid up in full or in part or otherwise.
- (O) To invest and deal with the moneys of the Company not immediately required, in any manner.
- (P) To lend money with or without security, but not to carry on the business of a registered money lender.
- (Q) To fund, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by, any person or company.
- (R) To establish and support funds or institutions calculated to benefit Directors, ex-Directors, employees or ex-employees of the Company or its subsidiaries or its or their predecessors

in business or the dependants or connections of such persons and to grant or secure the grant of pensions and allowances to any of them and to subscribe or guarantee money for charitable objects.

- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay of, or incidental to, the formation and registration of the Company and the issue of its capital.
- (T) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (U) To promote Bills in Parliament and to oppose Bills.
- (V) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

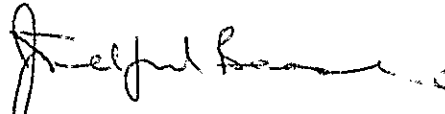
And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that word denoting the singular number only shall include the plural number and vice versa, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as separate and

independent objects of the Company and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

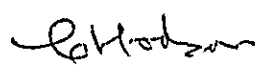
4. The liability of the members is limited.
5. The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each subscriber
---------------------------------------	--


John Telford Beasley
3 Monmouth Square
Winchester
Hampshire SO22 4HY

One



London Buses Limited by Clive Hodson
Secretary
172 Buckingham Palace Road
London SW1W 9TN

Nine hundred and
ninety-nine

Total Shares taken	One thousand
--------------------	--------------

Dated this 2nd day of December 1988

Witness to the above Signatures -



A. WALKER
ASST. SECRETARY
LONDON BUSES LTD.
172 BUCKINGHAM PALACE ROAD
LONDON SW1W 9TN

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

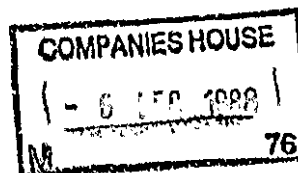
LEASIDE BUS COMPANY LIMITED

TABLE A

1. (a) The regulations contained in or applied by Table A in the Schedule to the Companies (Tables A to F) Regulations, 1985, shall apply to the Company with the exception of regulations 24,64 to 69 (inclusive), 73 to 80 (inclusive), 89, 96, 102, 103 and 110, except as modified by or inconsistent with these Articles. References herein to regulations shall be construed as referring to those contained in Table A aforesaid.
(b) References to "the Act" shall be construed as references to the Companies Act 1985.

TRANSFER OF SHARES

2. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 23 shall be modified accordingly.



3. The directors may at any time in their absolute and uncontrolled discretion and without assigning any reason therefore decline to register the transfer of any share whether or not it is a fully paid share.

DIRECTORS

4. Unless and until otherwise determined by London Buses Limited, the number of Directors shall not be less than three nor more than ten. The Directors shall be appointed by London Buses Limited and shall hold office until removed by London Buses Limited or the office is vacated in accordance with Regulation 88. Such appointments and removals by London Buses Limited shall be effected when a notice in writing is delivered by London Buses Limited to the Company at its registered office.
5. London Buses Limited may from time to time appoint any person (including any one or more members of London Buses Limited) 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 it shall decide for such fixed term or without limitation as to period and on such terms as it thinks 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.

6. The quorum at a meeting of directors shall be three.
7. 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 not in respect of such contract or proposed contract either be entitled to vote or be taken into account in ascertaining whether a quorum is present.

ALTERNATE DIRECTORS

8. (1) Each director shall have the power to nominate any person other than another director of the Company or another alternate director who has been approved for the purpose by London Buses Limited to act as his alternate director and at his discretion or at the discretion of London Buses Limited to remove such alternate director.
- (2) Any appointment or removal of an alternate director shall be in writing and a copy shall be sent to the Secretary of the Company. The appointment or removal shall become effective when it is received by the Secretary of the Company.
- (3) If a director making any such appointment as aforesaid shall cease to be a director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director
- (4) A director shall not be liable for the acts or defaults of any alternate director appointed by him.

- (5) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

DIVIDENDS AND RESERVE

9. The directors may recommend to the Company in general meeting the payment of a dividend and the amount thereof.
10. The Company in general meeting may declare dividends (whether or not larger or smaller than any recommendation of the directors and whether or not any such recommendation has been made) and the directors shall pay such dividends so declared.

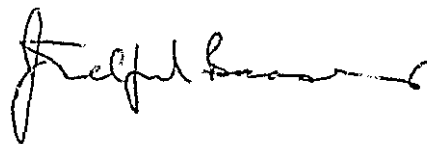
CAPITALISATION OF PROFITS

11. The Company in general meeting may from time to time and at any time 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

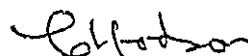
the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other; and the Directors shall give effect to any such resolution Provided that a share premium account and a capital redemption reserve 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

John Telford Reasley
3 Monmouth Square
Winchester
Hampshire SO22 4HY

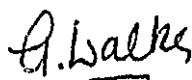


London Buses Limited by Clive Hodson
Secretary
172 Buckingham Palace Road
London SW1W 9TN



Dated this 2nd day of December 1988

Witness to the above Signatures -



A. WALKER
ASST. SECRETARY
LONDON BUSES LTD.
172 BUCKINGHAM PALACE ROAD
LONDON SW1W 9TN

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2328559

I hereby certify that

LEASIDE BUS COMPANY LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 14 DECEMBER 1988

A handwritten signature in cursive script, appearing to read 'D M Wilkie'.

MRS. D M WILKIE

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2328 559

Name of company

* LEASIDE BUS COMPANY LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	0	3
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed *C Hodson*

Designation: **SECRETARY** Date 22/3/89

Presenter's name address and
reference (if any):

C HODSON
LEASIDE BUS COMPANY
LIMITED
172 BUCKINGHAM PALACE ROAD
LONDON SW1W 9TN

For official Use
General Section

Post room

COMPANIES HOUSE	
30 MAR 1989	
M	28

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

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2328559

Name of company

* LEASIDE BUS COMPANY LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25TH NOVEMBER 1993 the nominal capital of the company has been increased by £ 20,000,000— beyond the registered capital of £ 1,000,000—.

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

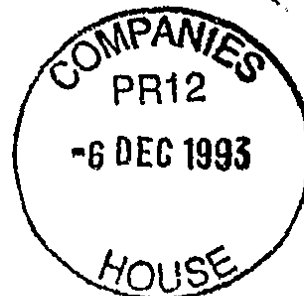
ORDINARY SHARES

Please tick here if
continued overleaf☐Signed RW. NEWSON. Designation Secretary Date 2.12.93Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
Scotland) as
appropriatePresentor's name, address and
reference (if any):Company Secretary
Registered office.

For official use

General section

Post room



NUMBER OF COMPANY : 2328559

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
LEASIDE BUS COMPANY LIMITED

Passed 25th November 1993

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 172 Buckingham Palace Road, London SW1W 9TN on 25th November 1993 the subjoined ORDINARY RESOLUTIONS were duly passed, viz:

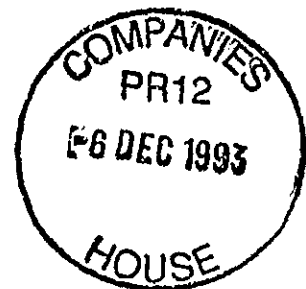
RESOLUTION NO. 1

That the authorised share capital of the company be increased to £21,000,000 by the creation of 20,000,000 additional shares each of a nominal value of £1.

RESOLUTION NO. 2

That with effect from 25th November 1993 the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot to London Buses Limited relevant securities (as defined in that Act) totalling £20,999,000 nominal value at any time during the period of three months from the date hereof pursuant to any agreement made with London Buses Limited by the Company before the expiry of this authority.


CHAIRMAN



NUMBER OF COMPANY : 2328559

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
LEASIDE BUS COMPANY LIMITED

Passed 12th August 1994

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 172 Buckingham Palace Road, London SW1W 9TN on 12th August 1994 the subjoined SPECIAL RESOLUTION was duly passed, viz:

THAT the Articles of Association of the Company be altered by the adoption, in substitution for and to the exclusion of all previous Articles of Association, of the new Articles as set out in the document produced to the meeting and marked 'Revision 1' for purposes of identification.



CHAIRMAN



A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LEASIDE BUS COMPANY LIMITED

TABLE A

1. The regulations contained in or applied by Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company with the exception of regulations 24, 64 to 69 (inclusive), 73 to 80 (inclusive), 84, 89, 96, 102, 103 and 110, except as modified by or inconsistent with these Articles. References herein to regulations shall be construed as referring to those contained in Table A aforesaid. References to the Act shall be construed as references to the Companies Act 1985 (as amended by the Companies Act 1989).

TRANSFER OF SHARES

2. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 23 shall be modified accordingly.
3. The directors may at any time in their absolute and uncontrolled discretion and without assigning any reason therefor decline to register the transfer of any share whether or not it is a fully paid share.

DIRECTORS

4. Unless and until otherwise determined by the person or persons for the time being holding a majority in nominal value of the issued ordinary shares of the Company (hereafter referred to as the Majority Shareholder), the number of directors shall not be less than two nor more than ten.

Persons may be appointed as directors by the Majority Shareholder and any such appointment shall be effected by notice in writing from the Majority Shareholder delivered to the Company at its registered office provided that any such appointment does not cause the number of directors to exceed the maximum number of directors fixed by or in accordance with these Articles.

Any director so appointed shall hold office until removed by notice in writing from the Majority Shareholder delivered to the Company at its registered office or the office is vacated in accordance with Regulation 81.



5. The Majority Shareholder may from time to time appoint any person 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 it shall decide for such fixed term or without limitation as to period and on such terms as it thinks 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.
6. The quorum at a meeting of directors shall be two.
7. A director who has declared the nature of his interest in a contract or proposed contract in accordance with section 317 of the Act shall not in respect of such contract or proposed contract either be entitled to vote or be taken into account in ascertaining whether a quorum is present.

ALTERNATE DIRECTORS

8. (a) Each director shall have the power to nominate any person other than another director of the Company or another alternate director who has been approved for the purpose by the Majority Shareholder to act as his alternate director and at his discretion or at the discretion of the Majority Shareholder to remove such alternate director.
- (b) Any appointment or removal of an alternate director shall be in writing and a copy shall be sent to the secretary of the Company. The appointment or removal shall become effective when it is received by the secretary of the Company.
- (c) If a director making any such appointment as aforesaid shall cease to be a director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (d) A director shall not be liable for the acts or defaults of any alternate director appointed by him.
- (e) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

DIVIDENDS AND RESERVES

9. The directors may recommend to the Company in general meeting the payment of a dividend and the amount thereof.
10. The Company in general meeting may declare dividends (whether or not larger or smaller than any recommendation of the directors and whether or not any such recommendation has been made) and the directors shall pay such dividends so declared.

CAPITALISATION OF PROFITS

11. The Company in general meeting may from time to time and at any time 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 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 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.

G

Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company Number

Name of Company

2328559

LEASIDE BUS COMPANY LIMITED

gives notice that the company's new accounting
reference date on which the current
accounting reference period and each
subsequent accounting reference period of
the company is to be treated as coming, or
as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

The current accounting reference period of
the company is to be treated as **SHORTENED**
and will come to an end on

Day Month Year

3	1	1	2	1	9	9	4
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the
company is to be extended, and reliance is being placed on the exception
in paragraph (a) in the second part of section 225(4) of the Companies Act
1985, the following statement should be completed:

The company is a [subsidiary][parent] undertaking of _____,
company number _____,
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an
administration order and this notice states that the current accounting
reference period of the company is to be extended AND it is to be extended
beyond 18 months OR reliance is not being placed on the second part of
section 225(4) of the Companies Act 1985, the following statement
should be completed:

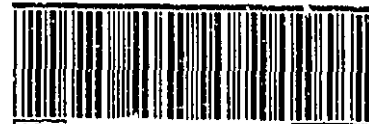
An administration order was made in relation to the company on _____
and it is still in force.

Signed Handwritten SignatureDesignation Co. Secretary Date 19.12.94

Presentor's name, address
telephone number and
reference (if any):
D.P. TURNER
MILLFIELD HOUSE,
HYLTON ROAD,
SUNDERLAND
TYNE & WEAR SR4 7BA

For official use
D.E.B.

Post room



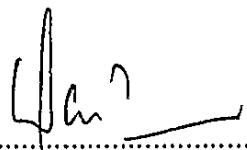
A20 *A3TZS7DH* 35
COMPANIES HOUSE 21/12/94

LEASIDE BUS COMPANY LIMITED
REGISTERED IN ENGLAND WITH NO. 2328559

SPECIAL RESOLUTION

Passed at the Extraordinary General Meeting of the Company held on 5 July 1995.

"That by Special Resolution the regulations contained in the draft document produced to the meeting and signed for identification purposes by the Company Secretary be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and, to the entire exclusion of, all existing Articles of the Company."


.....
Secretary.

Millfield House
Hylton Road
Sunderland
SR4 7BA

5 July 1995



13-7-95.
97.

THE COMPANIES ACT 1985

2 328559

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
LEASIDE BUS COMPANY LIMITED**

PRELIMINARY

1. (1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.
- (2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 67, 73, 74, 75, 80, 94, 95, 96, 97.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

W. A.
 5/7/95

4. (1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit;
- (2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;
- (3) Unless and until the authority conferred by (2) above is revoked, renewed or varied,
- (a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;
- (b) such authority shall expire on the fifth anniversary of the date of the incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to:
- (a) fully paid shares;
- (b) all shares whether fully paid or not standing 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

7. The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.
8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully paid.
9.
 - (1) A member (referred to in this Article as "the Transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice");
 - (2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out;
 - (3) The prescribed price shall be such price per share as shall be agreed between the transferor and the Directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company as the fair value thereof; and the cost of the said valuation by the Auditors shall be borne by the Company;
 - (4) The Directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days;
 - (5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the issued share capital of the Company;
 - (6) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member shall have so accepted;
 - (7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the Directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to see to the application thereof;

- (8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (4) to (7) above inclusive the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10. (1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.
- (2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.
11. (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- (2) A poll may be demanded:-
- (a) by the Chairman; or
- (b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or
- (c) by a duly authorised representative or a corporation.
- (3) The demand for a poll may, before the poll is taken, be withdrawn.
- (4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
12. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

13. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

14. (1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- (a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- (2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

ALTERNATE DIRECTORS

15. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

16. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

17. The words "and unless so fixed at any other number shall be two" shall be omitted from Re382 from Regulation 89 of Table A in its application to the Company.
18. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.
19. A Director may vote as a Director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising there from, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.

20. Without prejudice to the first sentence of Regulation 88 in Table A, a meeting of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication or by video link) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles and in Table A shall be construed accordingly.

INDEMNITY

21. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.