

8 From: NN LONDON Fax: +44 020  
COMPANIES FORUM NO. 133(0)2

# G

## Declaration in relation to assistance for the acquisition of shares

**155(6)a**

**CHFP025**

Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

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

**To the Registrar of Companies  
(Address overleaf - Note 5)**

For official use

Company number

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32

2328561

**Note**  
Please read the notes  
on page 3 before  
completing this form.

Name of company

\* LONDON UNITED BUSWAYS LIMITED

\* insert full name  
of company

• insert name(s) and address(es) of all the directors

XWe Charles Beaumont of 15 Greenside, Maidstone, Kent ME15 7RU  
 Leslie A. Birchley of 3 Hamble Springs, Bishops Waltham, Southampton SO32 1SF  
 William Brooks of 16 Westmoreland Place, Ealing, London W5 1QE  
 Derek A. Lott of Juniper Lodge, Broxmere Park, Bunny Lane, Sheffield English, Romsey,  
 Hampshire SO51 6FT  
 Andre McGill of 68 Summerwood Road, Isleworth, Middlesex TW7 7QD  
 Francois Xavier Perin of 20 St Peters Square, London W6 9AJ  
 Michael N. S. Willis of 16 Strawberry Vale, Twickenham, Middlesex, TW1 4RU  
~~Roger M. Wiseman of Foxwood the Ride, Ifold, Billingshurst, W Sussex BN14 0TF~~

† delete as appropriate

~~[The sole director]~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

(b) that of a person authorised under section 8 of the Insurance Companies Act 1962 to carry on insurance business in the United Kingdom

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] [company's holding company LONDON UNITED BUSWAYS 1994

Limited

The assistance is for the purpose of ~~the acquisition~~ [reducing or discharging a liability incurred for the purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is: PLEASE SEE RIDER 1

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

Nabarro Nathanson  
Lacon House  
Theobald's Road  
London  
WC1X 8RW

DX 77 London/Chancery  
AA/MDR T1338/15 #2176750/1

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For official Use  
General Section

Post room



LD3  
COMPANIES HOUSE

0463  
28/05/02

REGISTERED OFFICE - GARRICK HOUSE, STAMFORD BROOK GARAGE, 74 HIGH ROAD,  
CHISWICK, LONDON W4 1SY

Please  
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Please com-  
legibly, pre-  
in black type,  
bold block  
lettering

The assistance will take the form of:

LONDON UNITED BUSWAYS LIMITED (THE "COMPANY") ENTERING INTO:

- (1) A JOINT AND SEVERAL GUARANTEE (THE "GUARANTEE") IN FAVOUR OF HSBC BANK PLC ("HSBC") GUARANTEEING, INTER ALIA, ALL OBLIGATIONS AND LIABILITIES OF THE COMPANY, LONDON UNITED BUSWAYS 1994 LIMITED (COMPANY NUMBER 2841771) AND TRANSDEV PLC TO HSBC UP TO A LIMIT OF £15,750,000;
- (2) A DEBENTURE IN FAVOUR OF HSBC BANK PLC (THE "DEBENTURE") TO SECURE THE LIABILITIES OF THE COMPANY; AND
- (3) LEGAL MORTGAGES IN FAVOUR OF HSBC BANK PLC (THE "LEGAL MORTGAGES").

The person who [has acquired] ~~[will acquire]~~ the shares is:

† delete as  
appropriate

TRANSDEV PLC

The principal terms on which the assistance will be given are:

UNDER THE TERMS OF THE GUARANTEE, THE COMPANY WILL GUARANTEE TO HSBC, INTER ALIA, ALL MONEYS AND LIABILITIES NOW OR HEREAFTER DUE, OWING OR INCURRED FROM OR BY TRANSDEV PLC OR LONDON UNITED BUSWAYS 1994 LIMITED TO A MAXIMUM OF £15,750,000 (FIFTEEN MILLION AND SEVEN HUNDRED AND FIFTY THOUSAND POUNDS).

UNDER THE TERMS OF THE DEBENTURE THE COMPANY WILL CREATE FIXED AND FLOATING CHARGES OVER THE WHOLE OF ITS PROPERTY, ASSETS AND UNDERTAKING (BOTH PRESENT AND FUTURE) TO SECURE THE LIABILITIES OF THE COMPANY UNDER THE GUARANTEE.

UNDER THE TERMS OF THE LEGAL MORTGAGES, THE COMPANY WILL CREATE A LEGAL CHARGE IN FAVOUR OF HSBC OVER THE FOUR BUS STATIONS OWNED BY THE COMPANY KNOWN AS FULWELL GARAGE, HOUNSLOW GARAGE, SHEPHERDS BUSH GARAGE AND STAMFORD BROOK GARAGE, ALL LOCATED IN LONDON.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is Within 8 weeks of the date hereof

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**FORM 155 (6) (a) – LONDON UNITED BUSWAYS LIMITED****Rider 1:**

1. 3,412,000 Institutional Cumulative Redeemable Preference Shares of 1p each;
2. 1,396,398 Employee Redeemable "A" Preference Shares of 10p each;
3. 1,267,429 Employee Redeemable "B" Preference Shares of 10p each;
4. 2,550,058 Employee Redeemable "C" Preference Shares of 10p each;
5. 17,087,182 Institutional Cumulative Convertible Participating Ordinary Shares of 1p each;
6. 28,400,000 Management Convertible Ordinary Shares of 1p each;
7. 4,769,457 Ordinary Shares of 1p each; and
8. 32,770,596 Institutional Convertible Deferred Shares of 0.01p each.

Please do not  
write in this  
margin

The date on which the assistance is to be given is \_\_\_\_\_

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

X/We have formed the opinion, as regards this company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

\* delete either (a) or  
(b) as appropriate

(a) X/We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

(b) ~~It is intended to commence the winding up of this company within 12 months of that date, and X/We have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~\* (note 3)

And X/We 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

BUSWAYS HOUSE,  
WELLINGTON ROAD,  
TWICKENHAM TW2 5NX

Declarants to sign below

Day Month Year  
on 

22	05	2002
----	----	------

before me

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

*Ar. G. H.*

*R. Carr*  
*Q. V. V.*  
*Hebrich Gey*  
*Michael Willis*

#### NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**AUDITORS' REPORT TO THE DIRECTORS OF LONDON UNITED  
BUSWAYS LIMITED PURSUANT TO SECTION 156(4) OF THE  
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 22 May 2002 in connection with the proposal that the company should give financial assistance for the purchase of 100% of the company's ordinary shares.

**Basis of opinion**

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156 (2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Mazars Neville Russell.*

MAZARS NEVILLE RUSSELL  
CHARTERED ACCOUNTANTS  
and Registered Auditors

24 Bevis Marks  
London EC3A 7NR

Date *22 May 2002*