

Company Number
25088

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BRISTOL OMNIBUS CO. LIMITED

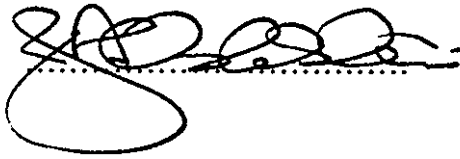
passed on 11 January 1996

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

1. That the draft Articles of Association attached hereto be adopted as the Articles of Association of the Company.
2. That
 - (a) the execution and delivery on behalf of the Company of a £60,000,000 revolving credit and guarantee facility agreement between FirstBus plc (the "Parent") as original borrower and guarantor, the Company and certain other subsidiaries of the Parent as original guarantors, Midland Bank PLC as arranger and issuing bank and Samuel Montagu & Co. Limited as agent (the "Facility Agreement") and the entry into the guarantee contained in Clause 18 of the Facility Agreement and the exercise by the Company of its rights and the performance by the Company of its obligations under the Facility Agreement would be for the purposes incidental to the attainment of the Company's objects and to further the interests of the Company and would materially benefit the Company and would be for the purpose of carrying on its business;
 - (b) the execution of the Facility Agreement is in the best interests of the Company and the approval to the Company to enter into the Facility Agreement is given;



- (c) any of the Directors or T. Smallwood, T. Osbaldiston, M. Lockhead, R. Duncan or D. Ward be authorised to execute the Facility Agreement on behalf of the Company with such amendments as any of the above may approve;
- (d) this resolution shall have effect notwithstanding any provision of the Company's Articles of Association.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.