

Declaration in relation to assistance for the acquisition of shares.

155(6)a

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

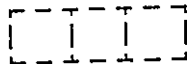
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To the Registrar of Companies

For official use

Company number



2272577

Name of company

ase read the notes
page 3 before
ompleting this form.

* RIDER HOLDINGS LIMITED

insert full name
of company

I/We Ian James Buchan of 11 Church Terrace, Scissett, Huddersfield

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

West Yorkshire HD8 9JTRichard John Noble of 5 St John's Drive, North Rington, Harrogate, Leeds,North Yorkshire LS17 0HDMs Lorraine Goulding of 29 Churchgate, Gildersome, Leeds, West YorkshireLS27 7 HA

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

(a) that of a [recognised bank][licensed institution]† within the meaning of the Banking Act 1979§

(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 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] _____ Limited]†

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

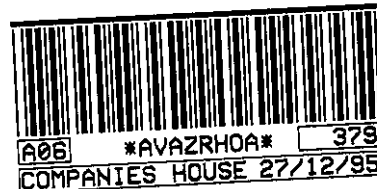
The number and class of the shares acquired or to be acquired is: 10,000,000 Ordinary Shares
of 5p each

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
Ref: RJL/16429.1

For official Use
General Section

Post room



FirstBus plc ("FirstBus")

this margin

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

The assistance will take the form of:

Rider 1

Jul

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

Badgerline Yorkshire Limited

† delete as
appropriate

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

Rider 2

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 today's date 19 ____

do not
margin
complete
preferably
type, or
black lettering

either (a) or
appropriate

I/We have formed the opinion, as regards the 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)

(a)[I/We have formed the opinion that the 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 the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]*(note 3)~~

And I/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 Network House West 26
Clackherton in the County
of West Yorkshire
the 15th day of December
one thousand nine hundred and ninety five

before me Jan Reese
~~A Commissioner for Oaths or Notary Public or Justice of the Peace~~ or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]
[Signature]
[Signature]

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
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Form 155(6) (a)

Rider 1

The assistance will take the form of the execution by the Company of a £60,000,000 revolving credit and guarantee facility agreement between, inter alia, FirstBus, certain subsidiaries of FirstBus and a syndicate of banks (including Samuel Montagu & Co. Limited as facility agent and Midland Bank PLC as arranger and as issuing bank) (The "**Finance Parties**") (the "**Facility Agreement**") pursuant to which the Company guarantees the obligations of FirstBus and any Additional Borrowers (as defined in the Facility Agreement) to the Finance Parties thereunder.

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

Form 155(6) (a)

Rider 2

The financial assistance will be given on the terms set out in the Facility Agreement under which the Company (together with certain other subsidiaries of FirstBus) guarantees the obligations and liabilities of FirstBus and any Additional Borrower under the Facility Agreement and the Finance Documents (as defined in the Facility Agreement) to the Finance Parties. These obligations and liabilities being guaranteed include a revolving credit facility unlikely to exceed £45 million and a guarantee facility unlikely to exceed £20 million; the aggregate of such facilities will not exceed £60 million.

The Facility Agreement also contains, inter alia, a prohibition on the Company creating or permitting to subsist certain security interests, charges or mortgages over any of its assets.

[Handwritten signatures and initials]
C. Sanding
R. J. M.
J. Keene
Solitor



Richmond Park House
15 Pembroke Road
Clifton
Bristol
BS8 3BG

Telephone 0117-946 4000
Telefax 0117-973 2191
DX 78230 Bristol

The Directors
Rider Holdings Limited

15 December 1995

Dear Sirs

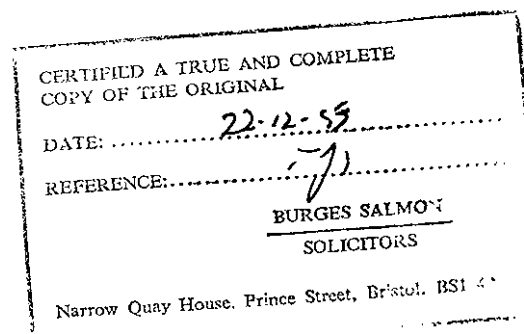
Auditors' report to the directors of Rider Holdings Limited ("the Company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 15 December 1995 in connection with the proposal that the Company should give financial assistance for the purchase of shares in the Company. We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

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.

Yours faithfully

KPMG
Registered Auditors



Member firm of
Klynveld Peat Marwick Goerdeler

KPMG is registered
to carry on audit work and
authorised to carry on
investment business

by the Institute of
Chartered Accountants in
England and Wales. The
principal place of

business is 8 Salisbury
Square, London EC4Y 8BB
where a list of partners'
names is open to inspection.



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