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**Declaration in relation to assistance for the acquisition of shares.**

**155(6)a**

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

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

Insert full name of company

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

delete as appropriate

delete whichever is inappropriate

To the Registrar of Companies

For official use

Company number

1111

2272577

Name of company

\* RIDER HOLDINGS LIMITED

(the "Company")

I/We John Anthony Osbaldiston of Ashley House, Manor Road, Penn  
Buckinghamshire HP10 8HY

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

The business of the company is:

(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].†

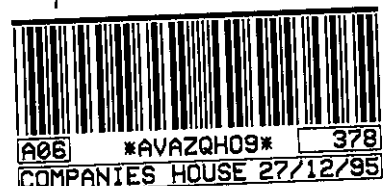
The number and class of the shares acquired or to be acquired is: 10,000,000 Ordinary Shares  
of 5p each

Presenter'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



The assistance is to be given to : (Note 2)

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

300

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

† delete as appropriate

Badgerline Yorkshire Limited

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 \_\_\_\_\_

this margin, date on

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

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

Declarants to sign below

the fifteenth day of December  
one thousand nine hundred and ninety-five

before me JEANNE W ABDOU NP.

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

## 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.

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.

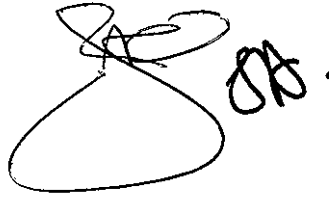
A handwritten signature in black ink, consisting of a large, stylized 'S' or 'Z' shape with a smaller, more complex mark to its right.

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 £25 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.

A large, stylized handwritten signature in black ink, consisting of a large loop and a cross-like shape, followed by the initials 'JA'.



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**

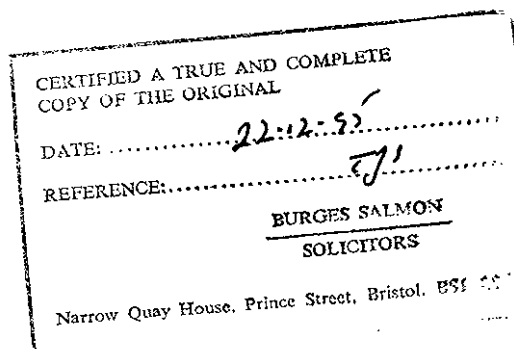
We have examined the attached statutory declaration of the directors dated 15 December 1995 in connection with the proposal that the Company should give financial assistance for the purchase of shares in the Company. We have enquired into the state of the Company's affairs in order to review the bases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

**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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