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No. ~~02756876~~

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of
ARRIVA LONDON SOUTH LIMITED
(Passed 6th August 1998)

We, the undersigned, being together the holders of the entire issued share capital of the Company and all the members for the time being entitled to attend and vote at general meetings of the Company, unanimously resolve, in accordance with the Articles of Association of the Company that the following resolutions be passed, acknowledge that the documents listed below and attached to these resolutions were available for inspection and were inspected at the time of passing these resolutions and agree that the resolutions shall have effect as special resolutions as if passed as a general meeting duly convened and held.

1. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to CIGNA Insurance Company of c/o CIGNA Investments, Inc. 900 Cottage Grove Road, Hartford, Connecticut 06152-2307 guaranteeing the obligations of ARRIVA plc to CIGNA Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
2. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Connecticut General Life Insurance Company of c/o CIGNA Investments, Inc. 900 Cottage Grove Road, Hartford, Connecticut 06152-2307 guaranteeing the obligations of ARRIVA plc to Connecticut General Life Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into

of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

3. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Connecticut General Life Insurance Company, on behalf of one or more separate accounts of c/o CIGNA Investments, Inc. 900 Cottage Grove Road, Hartford, Connecticut 06152-2307 guaranteeing the obligations of ARRIVA plc to Connecticut General Life Insurance Company on behalf of one or more separate accounts, be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
4. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to The Life Insurance Company of Virginia of GE Financial Assurance, 601 Union Street, Seattle, Washington 98101 guaranteeing the obligations of ARRIVA plc to The Life Insurance Company of Virginia be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
5. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Jefferson-Pilot Life Insurance Company of PO Box 21008, Greensboro, North Carolina 27420 guaranteeing the obligations of ARRIVA plc to Jefferson-Pilot Life Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

6. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to The Lincoln National Life Insurance Company of c/o Lincoln Investment Management, Inc, PO Box 1110, 1300 South Clinton Street, Fort Wayne, Indiana 46801 guaranteeing the obligations of ARRIVA plc to The Lincoln National Life Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
7. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Lincoln National Health & Casualty Insurance Company of c/o Lincoln Investment Management, Inc, PO Box 1110, 1300 South Clinton Street, Fort Wayne, Indiana 46801 guaranteeing the obligations of ARRIVA plc to Lincoln National Health & Casualty Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
8. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Lincoln National Reinsurance Company Limited of c/o Lincoln Investment Management, Inc, PO Box 1110, 1300 South Clinton Street, Fort Wayne, Indiana 46801 guaranteeing the obligations of ARRIVA plc to Lincoln National Reinsurance Company Limited be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
9. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to

and in favour of ARRIVA plc to Lincoln Life & Annuity Company of New York of c/o Lincoln Investment Management, Inc, PO Box 1110, 1300 South Clinton Street, Fort Wayne, Indiana 46801 guaranteeing the obligations of ARRIVA plc to Lincoln Life & Annuity Company of New York be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

10. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to First Penn-Pacific Life Insurance Company of c/o Lincoln Investment Management, Inc, PO Box 1110, 1300 South Clinton Street, Fort Wayne, Indiana 46801 guaranteeing the obligations of ARRIVA plc to First Penn-Pacific Life Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
11. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Nationwide Life Insurance Company of One Nationwide Plaza, Columbus, Ohio 43215-2220 guaranteeing the obligations of ARRIVA plc to Nationwide Life Insurance Company be and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
12. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Kemper Investors Life Insurance Company of CTC Illinois Trust Company, 209 West Jackson Boulevard, Suite 700, Chicago, Illinois 60606 guaranteeing the obligations of ARRIVA plc to Kemper Investors Life Insurance Company and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such

Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

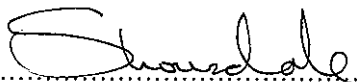
13. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Federal Kemper Life Assurance Company of CTC Illinois Trust Company, 209 West Jackson Boulevard, Suite 700, Chicago, Illinois 60606 guaranteeing the obligations of ARRIVA plc to Federal Kemper Life Assurance Company and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
14. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Fidelity Life Association of CTC Illinois Trust Company, 209 West Jackson Boulevard, Suite 700, Chicago, Illinois 60606 guaranteeing the obligations of ARRIVA plc to Fidelity Life Association and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
15. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Zurich Life Insurance Company of America of CTC Illinois Trust Company, 209 West Jackson Boulevard, Suite 700, Chicago, Illinois 60606 guaranteeing the obligations of ARRIVA plc to Zurich Life Insurance Company of America and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.
16. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary

Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to Teachers Insurance & Annuity Association of America of 730 Third Avenue, New York, New York 10017 guaranteeing the obligations of ARRIVA plc to Teachers Insurance & Annuity Association and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

17. That notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the directors of the Company, the entry into and execution and delivery of the Subsidiary Guarantee Agreement dated 30 July 1998 by the Company and delivered to and in favour of ARRIVA plc to United Services Automobile Association of USAA IMCO, USAA Building, 9800 Fredericksburg Road, San Antonio, Texas 78288 guaranteeing the obligations of ARRIVA plc to United Services Automobile Association and is hereby approved, ratified and confirmed, and that the creation of such guarantee and entry into of such Subsidiary Guarantee Agreement is hereby constituted one of the main objects of the Company and the Memorandum and Articles of Association of the Company are hereby amended accordingly to give full effect hereto.

A copy of this resolution has been presented to Pricewaterhouse Coopers, Auditors of the Company, in accordance with Section 381B of the Companies Act 1985 as amended at 6th August 1998.

Dated 6th August 1998



Director for and on behalf of
ARRIVA Kent Thameside Limited