

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARRIVA LONDON NORTH LIMITED

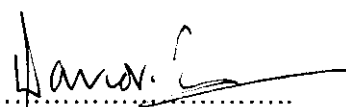
REGISTERED IN ENGLAND WITH NO: 2328559

WRITTEN RESOLUTION

Pursuant to section 381A of the Companies Act 1985, we the undersigned, being the sole member(s) of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company hereby resolve that the following power be added to the powers of the Company as set out in the Memorandum of Association and be numbered as the last sub-clause in Clause 3:

"To stand surety for or to guarantee, support or indemnify or secure the performance of all or any of the obligations of any person, firm or company, whether by personal covenant or by mortgage, charge, debenture or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital and goodwill or by both such methods, and, in particular but without limiting the generality of the foregoing, to guarantee, support, indemnify or secure whether by personal covenant or by any such mortgage, charge, debenture or lien or by both such methods the performance of all or any of the obligations (including the repayment of principle and premium of and the interest on any securities and the principal and interest on any borrowings) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary of the Company or any other subsidiary (as defined by the said Section) of any such holding Company. For the purposes of this sub-clause (w) "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person".

For and on behalf of
Arriva Passenger Services Ltd


.....
Secretary

Admiral Way
Doxford International
Business Park
Sunderland
SR3 3XP

6 September 2004



2328559

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
FOR
ARRIVA LONDON NORTH LIMITED**