



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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1997617

Name of company

* insert full
name of Company

* THAMESDOWN TRANSPORT LIMITED

I, MICHAEL DENBIGH ROBINSONof Civic Offices, Swindon, Solicitor† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)†~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I 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 Swindon in the County of Wilts.

Declarant to sign below

the 18th day of FebruaryOne thousand nine hundred and Eighty-sixbefore me Richard G. Fry

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

RICHARD G. FRY
SOLICITOR
LEMON & CO.
34 REGENT CIRCUS
SWINDON
WILTS.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & BONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1T 6EE
TELEPHONE 01 253 3030
TELEX 6010

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

For official Use

New Companies Section

Post room

FEDERAL BUREAU OF INVESTIGATION

1997617

-

(iii) To carry on all or any of the businesses of proprietors, operators, hirers and letters on hire of and dealers in motor coaches, omnibuses, lorries, vans, wagons, cars, cabs, and other vehicles appropriate for the conveyance of passengers and goods, wares, merchandise and produce of all kinds, organisers and conductors of coach, omnibus and other vehicular journeys, local bus services, excursions, trips, tours and the like, travel and tourist agents and specialists, proprietors and operators of taxi-cabs and car hire services, carriers, transport, haulage and cartage contractors, designers, builders, constructors, testers and repairers of, agents for the sale and purchase, exchange, or hire of, and dealers in vehicles and conveyances of every description, proprietors of garages, repairing and other depots, dealers in petrol, motor spirit and other mineral oils and proprietors of stores and depots for the supply thereof, coach, carriage, and body builders, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, wood and metal workers, motor, electrical, wireless, mechanical, consulting and general engineers, and engineering contractors, consulting wireless experts, factors and repairers of and dealers in radio apparatus of all kinds, wireless service agents, fitters, maintainers, repairers and merchants of, agents for, and dealers in electrical apparatus, equipment, stores, articles and things of every description, restaurant and cafe keepers, refreshment caterers and contractors, proprietors of staff and other canteens, and rest and recreation rooms and general merchants, agents, factors and traders and to buy, sell, manufacture, install, maintain, repair, hire, let on hire, and deal in plant, machinery, engines, components, parts, tools, appliances, materials, accessories, articles, commodities, produce and things of all kinds and of every description capable of

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DATE 6-22-83 BY SP-6 BTJ/STW

being used for the purposes of the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

(iv) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

None of the objects set out in any paragraph of sub-clause 3(a) shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraph, or by reference to or inference from the terms of any other paragraph or the name of the Company; and none of the paragraphs of sub-clause 3(a) and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such paragraph, and the Company shall have as full a power to exercise each and every one of the objects specified in each such paragraph as though it contained the objects of a separate company.

In furtherance of or in connection with the above objects and any of them but not further or otherwise the Company shall have the following powers:-

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose

of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) Subject to the provisions of the Transport Act 1985, to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures,

debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company

or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(u) To do all or any of the things and matters aforesaid either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

AND SO THAT:-

(1) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(2) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act or of the Transport Act 1985 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

Thamesdown Borough Council,

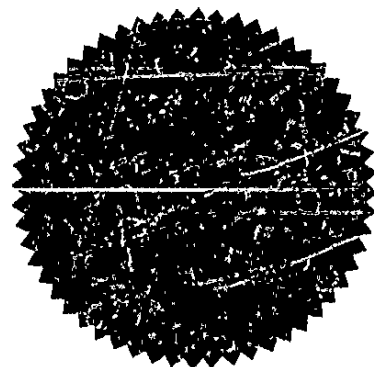
ONE

The Common Seal of Thamesdown Borough Council was hereunto affixed in the presence of:-

.....
P. L. Jefferys
Mayor

.....
M. L. Osborn
Principal Solicitor

.....
D. M. Kent
David Maxwell Kent,
Civic Offices,
Swindon,
Wilts,
SN1 2JH.



ONE

Total shares taken TWO

Dated 17. 2. 86

Witness to the above Signatures:-

.....
39 Churchfield
Taydon Wick.
Personal Assistant

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1997617

THAMESDOWN TRANSPORT LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles -

"the Act" means the Companies Act 1985.

"controlling authority" has the meaning given to it by Section 72 of the Transport Act 1985.

Any reference herein to any provision of the Act or the Transport Act 1985 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(c) The Company is a public transport company within the meaning of Section 72 of the Transport Act 1985. Its affairs shall be conducted at all times in accordance with such provisions of the Transport Act 1985 as apply in relation thereto and in such manner as will ensure that the duties and obligations under that Act of the Company's controlling authority, in so far as they relate to the company or any of its affairs are duly discharged.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraphs (b) and (c) and Article 10 (c)(i) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company. No shares other than those taken by the subscribers of the Memorandum may be issued except to the Company's controlling authority or in accordance with the express resolution of the controlling authority.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

REPRESENTATIVES

7. Without prejudice to the provisions of Section 375 of the Act, so long as the Thamesdown Borough Council is a Member of the Company it may be represented at any General Meeting of the Company by the Chair of the Policy and Resources Committee for the time being of the Council, failing him the Vice Chair of the Policy and Resources Committee. Such a representative is entitled to

exercise the same powers on behalf of the Council as it could exercise if it were an individual shareholder of the Company and, without prejudice to the generality thereof, is a duly authorised representative of such corporation for the purpose of Clauses 40 and 54 in Table A.

APPOINTMENT OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.

(b) Subject to paragraph (g) below, the maximum number and minimum number respectively of the Directors may be determined from time to time by the controlling authority of the Company or by ordinary resolution. Subject to and in default of any such determination and subject to paragraph (g) below there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) The controlling authority of the Company may, and the Company may by ordinary resolution, appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

(e) The controlling authority of the Company may remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

(f) Any determination, appointment or removal pursuant to this Article by the controlling authority of the Company shall be effected by notice in writing signed on its behalf by any person duly authorised by it and deposited at the registered office of the Company or handed to the Secretary.

(g) (i) The Directors of the Company shall include no more than the permitted maximum number of persons who are not full-time employees of the Company prescribed pursuant to Section 73 of the Transport Act 1985.

(ii) Following the transfer to the Company of its initial undertaking, within the meaning of Section 73(2) of the Transport Act 1985, the Directors of the Company shall include not less than the required minimum number of persons who are full-time employees of the Company holding positions of responsibility for the management of the Company's business or any part of it prescribed pursuant to the said Section 73.

POWERS OF DIRECTORS

9. The Directors shall ensure that the Company:-

(a) does not engage in activities in which its controlling authority has no power to engage or permit any body corporate which is a subsidiary of the Company to engage in any such

activities; provided that this paragraph (a) does not apply in relation to activities which were formerly within the powers of the () Council, but have ceased to be so by virtue of of Section 66(1) of the Transport Act 1985;

(b) does not -

(i) borrow money from any person other than its controlling authority; or

(ii) permit any body corporate which is its subsidiary to borrow money from any person other than the Company, any other subsidiary of the Company or the controlling authority of the Company;

with the exception in each case of borrowing by way of temporary loan or overdraft; and

(c) does not -

(i) raise money by the issue of shares (other than any shares taken by the subscribers of the Memorandum) or stock to any person other than its controlling authority; or

(ii) permit any body corporate which is its subsidiary to raise money by the issue of shares or stock to any person other than the Company.

10. The Directors shall ensure that, save with the prior consent in writing of its controlling authority, the Company does not:-

(a) dispose of the whole of its undertaking;

(b) dispose of any shares in or other securities of a body corporate which is its subsidiary;

(c) dispose of any part of its undertaking or any of its assets (other than shares or securities within (b) above) where such disposal would or might affect materially the structure of its business or any part of such business, or is otherwise of significance for such business or any part thereof.

DELEGATION OF DIRECTORS' POWERS

11. The Directors shall not delegate any of their powers save with the prior approval in writing of the Company's controlling authority and Clause 72 in Table A shall be modified accordingly.

ALTERNATE DIRECTORS

12. The Directors shall not appoint alternate Directors. Clauses 65 to 69 (inclusive) in Table A shall not apply to the Company and all other Clauses in Table A referring to alternate Directors shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

14. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such power.

(b) Clause 87 in Table A shall not apply to the Company.

AUDITORS

15. The Company shall appoint only Auditors who are approved for such appointment by the Audit Commission for Local Authorities in England and Wales.

RECORDS AND DOCUMENTS

16. The controlling authority of the Company shall be entitled, by any person or persons being employees of or professional advisers to the controlling authority, to inspect all accounting records and all books, documents, statements and records whatsoever of the Company.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

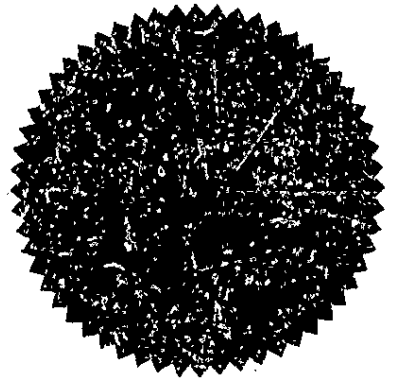
TRANSFER OF SHARES

18. Without prejudice to Clause 24 in Table A, the Directors shall refuse to register the transfer of a share where under the Transport Act 1985 the consent of the Secretary of State is required for such transfer and such consent is not shown to have been given.

Names and Addresses of Subscribers

Thamesdown Borough Council,

The Common Seal of Thamesdown
Borough Council was hereunto
affixed in the presence of:-



.....
Mayor

P. L. Jeffery
.....
Principal Solicitor

D. M. Kent

David Maxwell Kent,
Civic Offices,
Swindon,
Wilts,
SN1 2JH.

Dated 17.2.86

Witness to the above Signatures:-

Skinner
39 Churchfield
Haydon Wick.

Personal Assistant



COMPANIES FORM No. 10

Statement of first directors
and secretary and intended
situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Name of company

1997617

* Insert full name
of company

* THAMESDOWN TRANSPORT LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

Corporation Street, Swindon, Wilts.

Postcode SN1 1DS

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

JORDAN & SONS LTD.

Jordan House, Brunswick Place,
London.

Postcode N1 6EE

Number of continuation sheets attached (see note 1)



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BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 2020
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reference (if any):For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) PERCIVAL LAWRENCE JEFFERIES		Business occupation Retired Insurance Agent
Previous name(s) (note 3)		Nationality British
Address (note 4) 20 Masfield Avenue, Stratton St. Margaret, Swindon, Wilts.		Date of birth (where applicable) (note 6)
	Postcode SN2 6HT	
Other directorships † Thamesdown Transport Limited		
Thamesdown Buses Limited		
Thamesdown Coaches Ltd.		
Swindon Buses Limited		
Swindon Coaches Limited Swindon Transport Limited		
I consent to act as director of the company named on page 1		
Signature <i>P. L. Jeffries</i>		Date 4th February 1986

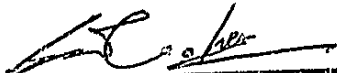
† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) JOHN OWEN		Business occupation General Manager
Previous name(s) (note 3)		Nationality British
Address (note 4) 52 Okebourne Park, Liden, Swindon, Wilts.		Date of birth (where applicable) (note 6)
	Postcode SN3 6AJ.	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>John Owen</i>		Date 4th February 1986

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

secretaries, of the company are as follows:

Name (notes 3 & 7)	GRAHAM WILLIAM COOPER		
Previous name(s) (note 3)			
Address (notes 4 & 7)	25 Fore Street, Ashton Keynes, Swindon, Wilts.		
	Postcode	SN6 6NP	
I consent to act as secretary of the company named on page 1			
Signature			Date 4th February 1986

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

Signature of agent on behalf of subscribers *Richard O'Leary* Date *12th February 1986*

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1997617

I hereby certify that

THAMESDOWN TRANSPORT LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 7TH MARCH 1986

A stylized signature or stamp of an authorised officer, with the letters 'MP' visible below it.

an authorised officer

C. No. 1997617 / 7

1997617
B4

Thamesdown Transport Ltd

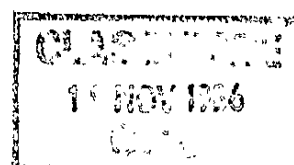
Minutes of an Extraordinary General Meeting held at the
Civic Offices, Swindon on Wednesday 12th November 1986 at 3.00 pm.

Present: - For the Company - Councillor PL Jefferies (Chairman), Mr Owen,
Mr Cooper, Mrs Brettell.
- For the Members of the Company - Councillor Miles, Mr Kent.

An Ordinary Resolution was proposed and accepted "that the authorised share capital of the Company be increased to £1489000 divided into 1489000 shares of £1 each".

Signed *P. L. Jefferies*
Chairman

Date 17th November 1986



Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

11-18

1997617

Name of company

* THAMESDOWN TRANSPORT LTD.

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 12th - NOVEMBER 1986 the nominal capital of the company has been increased by £ 14889 00 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

5 the copy must be
printed or in some
other form approved
by the registrar

Please tick here if
continued overleaf

Signed

~~Director~~ (Secretary)† Date 17th NOVEMBER 1986

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

THAMESDOWN TRANSPORT LTD,
REGISTERED OFFICE
CORPORATION ST.,
SWINDON,
WILTS.

For official Use
General Section

Postroom

Minutes of the Annual General Meeting of the Company held at
Thamesdown Borough Council, Civic Offices on
Monday 29th October 1990 at 1.00 pm

Present - For the Company - Councillor P L Jefferies (Chairman),
Mrs Brettell, Mr Owen, Mr Burch, Mr Cooper,
Mr Stephenson.

- For the Members of the Company - Councillor Mayer,
Councillor D'Avila, Mr Kent.

1. The Report of the Directors and the audited accounts for the year ended 31st March 1990 were received by the Shareholders.
2. An Ordinary Resolution was proposed and accepted to appoint Mr Mark Stephenson as an Executive Director with effect from 1st November 1990.
3. A Special Resolution was proposed and seconded to alter the Articles of Association of the Company as follows:-
 - (i) by omitting Article 8 (c) and inserting in its place the following Article: "Two of the seven non-executive Directors, excluding only the Trade Union nominated Director, who are not full-time employees of the Company, shall retire by rotation each year".
 - (ii) by inserting a new Article 8 (h): "If the Company, at the general meeting at which a director or directors retire by rotation, does not fill the resulting vacancy or vacancies, the retiring director or directors shall, if willing to act, be deemed to have been re-appointed as a director".
 - (iii) by inserting a new Article 8 (i): "Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company".
4. It was agreed to appoint Muriel Francis as a Non-Executive Director to fill the current vacancy.
5. Approval was given by the Shareholders to reappoint Ernst & Young as auditors to the Company until the next Annual General Meeting, and the Directors were authorised to agree the remuneration.

Signed ... *P. L. Jefferies*
Chairman

Date ... *15/Nov/90* ...