

THIS DEED OF ADHERENCE AND NOVATION is made 30th March 2004 BETWEEN INTEGRATED TRANSPORT GROUP LIMITED whose registered office is situate at Northern Garage North Anston Trading Estate Sheffield S25 4JJ (hereinafter called "the Old Principal Employer") of the first part MICHAEL ALAN STRAFFORD of Roundwood House 30C Worksop Road Thorpe Salvin Worksop Nottinghamshire S80 3JU DUNCAN FORBES ROBERTS of 7 Worcester Close Sheffield S10 4JF and GENERAL REVERSIONARY AND INVESTMENT COMPANY whose registered office is situate at 33 Old Broad Street London EC2N 1HZ ("the Trustees") of the second part and M A S SPECIAL ENGINEERING LIMITED whose registered office is situate at Northern Garage aforesaid (hereinafter called "the New Principal Employer") of the third part

WHEREAS -

- A This Deed is supplemental to a Declaration of Trust dated 10 October 1996 (hereinafter called "the Declaration") whereby the trusts of THE NORTHERN BUS RETIREMENT BENEFIT SCHEME (hereinafter called "the Plan") were established and any deeds made supplemental thereto and any rules made thereunder
- B The New Principal Employer is an undertaking associated with the Old Principal Employer and wishes to become bound by the terms of the Declaration with effect from 22 April 1998 in order that certain of its employees may become members of the Scheme
- C The Old Principal Employer consents to the inclusion of the New Principal Employer as an Employer for the purposes of the Scheme

D With effect from 10 January 2002 the Old Principal Employer having ceased to participate in the Plan desires to be discharged from its liabilities and obligations as the Principal Employer under the Declaration

E With effect from 10 January 2002 the New Principal Employer desires to assume the liabilities and obligations of the Principal Employer under the Declaration

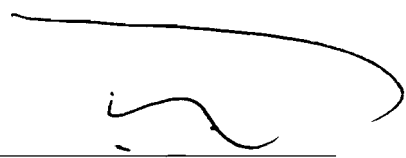
NOW THIS DEED WITNESSES as follows

- 1 The New Principal Employer with the consent of the Old Principal Employer is admitted to participate in the Scheme with effect from 22 April 1998
- 2 The New Principal Employer hereby agrees to undertake the obligations of an Employer under the Scheme with effect from 22 April 1998 and to be bound by the decisions of the Principal Employer in all matters relating to the administration of the Scheme over which the Principal Employer has control
- 3 With effect from 10 January 2002 the Old Principal Employer having ceased to participate in the Plan is hereby discharged from its liabilities and obligations as the Principal Employer under the Declaration
- 4 With effect from 10 January 2002 the New Principal Employer hereby undertakes to fulfil the liabilities and obligations formerly undertaken by the Old Principal Employer under the Plan and all references in the Declaration to the Employer and to the Principal Employer shall be deemed to refer to the New Principal Employer

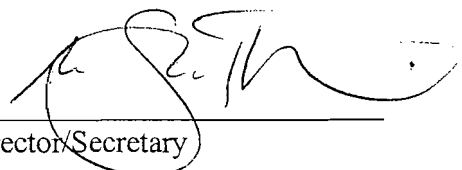
IN WITNESS WHEREOF General Reversionary and Investment Company has hereto caused its common seal to be affixed and the other parties hereto have duly executed and delivered this document as a deed the day and year first above written

EXECUTED by INTEGRATED TRANSPORT GROUP LIMITED

on signature by



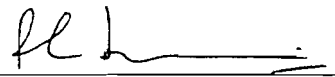
Director



Director/Secretary

Signed by MICHAEL ALAN STRAFFORD

in the presence of



P G DAVIS, CHARTERED ACCOUNTANT.

Signed by DUNCAN FORBES ROBERTS

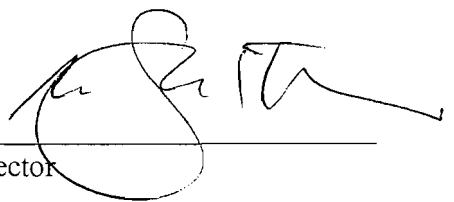
in the presence of



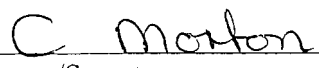
P G DAVIS CHARTERED ACCOUNTANT

EXECUTED by M A S SPECIAL ENGINEERING LIMITED

on signature by



Director



Director/Secretary

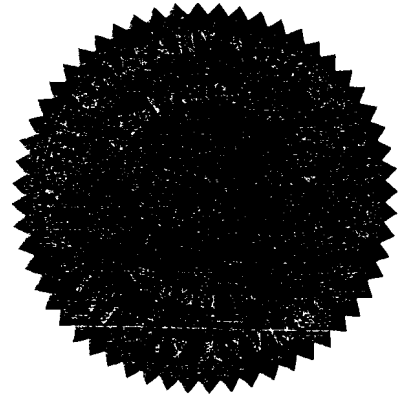
THE COMMON SEAL of ,

GENERAL REVERSIONARY AND INVESTMENT COMPANY

was hereunto affixed in the presence of

Angela
Duly Authorised Official

Richard Harvey
Duly Authorised Official



CERTIFIED TRUE AND CORRECT
COPY OF THE ORIGINAL

fls

6/4/04