

Company No 00033672

FRIDAY



THE COMPANIES ACT OF 1985 (AS AMENDED) (the "Act")

Company limited by shares

RESOLUTION IN WRITING
PURSUANT TO SECTION 381A OF THE ACT

of

WHEELABRATOR GROUP LIMITED (the "Company")

In accordance with provisions of section 318A of the Act, we the undersigned, being the only member of the Company who at the date of this Resolution is entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions, resolution 1 being an ordinary resolution and resolution 2 being a special resolution

ORDINARY RESOLUTION

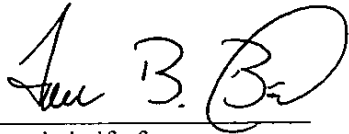
- 1 That, pursuant to section 80 of the Act, the directors be authorized and generally and unconditionally to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal value of £18,292 provided that this authority, unless renewed, varied or revoked by the Company in general meeting, shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTION

- 2 That the Board be and hereby is empowered, pursuant to Section 95 of the Act, to allot equity securities (within the meaning of Section 94 of the Act) for cash or other consideration, including without limitation promissory notes of affiliated company(ies) deemed by the Board in its sole discretion to be adequate and sufficient pursuant to the authority conferred by resolution 1 above up to an aggregate nominal value £18,292 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall, unless renewed, varied or revoked by the Company in general meeting, shall expire at the conclusion of the next Annual General Meeting of the Company save that the

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Company may before such expiry make an offer or agreement which would or might require the relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired



For and on behalf of
Wheelabrator Technologies (UK) Limited

Dated December 21, 2007