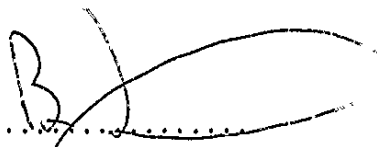


ORDINARY RESOLUTION of
TILGHMAN WHEELABRATOR LIMITED

The Companies Act 1985
Company Limited by Shares
No: 33672

At an Extraordinary General Meeting of the Members held at
PO Box 60, Wright Street, Broadheath, Altrincham, Cheshire on
~~17th~~ 18 SEPTEMBER 1987 at 11.00 a.m./p.m. the following resolution
was passed on as an ordinary resolution:

THAT the Directors be and hereby are generally and
unconditionally authorised, for the purposes of Section 80 of the
Companies Act 1985, to allot shares in the Company up to the amount of
the authorised but unallotted share capital of the Company immediately
prior to the passing of this resolution and that such authority be
effective for five years from the date of the passing of this
resolution.


.....
Company Secretary

Presented by:

Freshfields
Grindall House
25 Newgate Street
London EC1A 7LH

JGNS/ISF/DAW

