

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

KENNEDY & DONKIN OVERSEAS LIMITED

Company Number 2058508

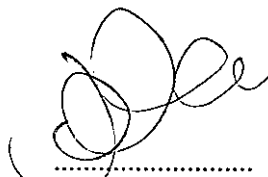
(the "Company")

(Passed on 28 April 1998)

At a meeting of the Company duly convened and held on 28 April 1998 the following resolutions were passed by all of the holders of the issued or allotted shares in the Company as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company in connection with the master agreement to be made between Waste Management Inc (1), Rust International Holdings Inc (2), Kennedy & Donkin Holdings Limited (3), Kennedy & Donkin Group Limited (4), the management of Kennedy & Donkin Holdings Limited (5) and the Company and the other subsidiaries of Kennedy & Donkin Holdings Limited (6) pursuant to which, inter alia, Kennedy & Donkin Group Limited will acquire 200 B ordinary shares of £1 each of Kennedy & Donkin Holdings Limited from Rust International Holdings Inc (the "Assistance Document") be and is hereby approved.
2. THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Assistance Document is in the best interests of the Company.
3. THAT the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Assistance Document be and is hereby approved.
4. THAT approval for the Company to enter into the Assistance Document be and is given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.
5. THAT approval for the Company to enter into all and any documents or agreements required to give effect to any matter referred to or contemplated by the Assistance Document be and is given, notwithstanding that the 151 and 152 of the Companies Act 1985.


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CHAIRMAN

