

DEED OF SALE AND DECLARATION OF TRUST
(including power of attorney)

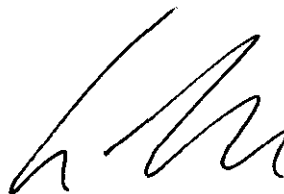
BY this DEED OF SALE AND DECLARATION OF TRUST **WRG ACQUISITIONS 2 LIMITED**
(Registered number 5056437) (the "**Seller**") of 3 Sidings Court, White Rose Way, Doncaster
DN4 5NU:-

- (A) AGREES to sell the 908,164 ordinary shares of £1.00 each in WRG Properties Limited ("**WRG Properties**") (Registered No. 2181617) issued to it pursuant to the Subscription Agreement of even date entered into with WRG Properties (the "**Shares**") and all rights attaching to the Shares to WRG Environmental Limited (Registered in England no. 2206141) of 3 Sidings Court, White Rose Way, Doncaster DN4 5NU (the "**Buyer**") in consideration of the issue to the Seller of 908,164 ordinary shares of £1.00 each in the capital of the Buyer, and the Buyer agrees to purchase the Shares on such terms and the sale and purchase of the Shares shall be completed immediately upon execution of this deed;
- (B) DECLARES that it holds the Shares and all rights attaching to the Shares and all dividends and other distributions and money and assets from time to time received or arising in respect of the Shares (the "**nominee shareholding**") in trust and as nominee for the Buyer and undertakes to transfer the nominee shareholding to the Buyer or to such other person as the Buyer may nominate and otherwise to deal with it or to act in relation to it as the Buyer may from time to time direct;
- (C) APPOINTS the Buyer as its attorney with power on its behalf to transfer the nominee shareholding to the Buyer or to such other person as the Buyer may nominate or otherwise to deal with it or act in relation to it and to sign, execute or complete any transfer, blank transfer, proxy, consent to short notice or other document in respect of it as the Buyer may think fit and this power of attorney is irrevocable and given by way of security and intended to take effect as a deed; and
- (D) CONFIRMS that it intends this document to be a deed and that it executes and delivers it as a deed.

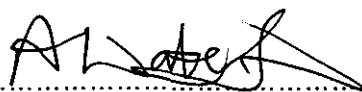
DATED 12 December 2004

Executed as a deed by
WRG ACQUISITIONS 2 LIMITED

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Director



Director/Secretary



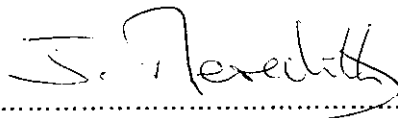
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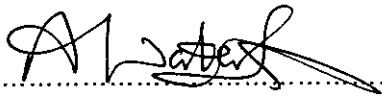
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Executed as a deed by
WRG ENVIRONMENTAL LIMITED

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Director


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Director/Secretary

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