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Document 4.2(a)

No: 02630920

The Companies Act 1985

Company limited by shares

Written Resolution

of

Churngold (Waste Management) Limited

(passed on **29** May 1998)

We, being all the members of the Company entitled to attend and vote at general meetings of the Company resolve that, in accordance with Section 164 of the Companies Act 1985 ("the Act"), the terms of an agreement proposed to be made between Churngold Holdings Limited ("CHL") (1) and the Company (2) regarding the purchase by the Company of certain shares in the Company held by CHL, as set out in the draft agreement supplied to us pursuant to paragraph 5(3) of Part II of Schedule 15A of the Act, be and they are authorised and approved and that two directors or a director and the secretary of the Company be and they are authorised to enter into the agreement on behalf of the Company.

Colin Chat
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Director

For and on behalf of
Churngold Holdings Limited



31 May 1998 AM 001051