

CYNON VALLEY WASTE DISPOSAL COMPANY

C/O 41 Heol Cefn On
Lisvane
Cardiff
CF4 5TQ

Telephone: 0222 758421

Companies House
Crown Way
Cardiff
CF4 3UZ

14th April 1993

Dear Sir,

ARTICLES OF ASSOCIATION OF COMPANY No 2660628

At the Annual General Meeting of the company held on the 14th April 1993, the following Special Resolution proposed by the Directors was unanimously approved.

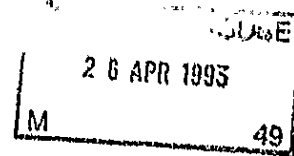
That the Articles of Association of the Company be altered as follows.

1. By inserting in regulation 61.1 after the words "or carried by a particular majority" the following words "or unanimously".

2. By adding after regulation 61.1 the following regulation to be numbered 61.2

Any resolution concerning contributions to, withdrawals from or management of the fund of the company which was established for the purposes of meeting:

a) the costs, (including all reasonable legal and/or other specialist's fees) of claims for pollution emanating from the site, whether during or after the operational life of the site.




b) the cost of any remedial works directly associated with any claim in (a) above which are necessary to prevent the recurrence of further claims emanating from the same specific cause, and the costs associated with the restoration of the site on cessation of tipping, shall be invalid unless carried unanimously either by hand or proxy by all Directors of the Company.

3. By renumbering regulation 61.2 and regulation 61.3 as regulation 61.3 and regulation 61.4 respectively.

A copy of the revised Articles are enclosed.

Yours faithfully


G.T. Mabb
Managing Director.

61.3 If an amendment proposed for any resolution under consideration is ruled out of order by the Chairman, the proceedings on the resolution shall not be invalidated by any error in the ruling.

61.4 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a Meeting at which he was presenter, being a Company, was present by a duly authorised representative, shall be as effectual as if it had been passed at a meeting duly convened and held, and may consist of several instruments in the like form, each executed by or on behalf of one or more members.

62. CHAIRMAN'S CASTING VOTE.

In the case of an equality of votes, the chairman of the Meeting shall, both on a show of hands and a poll, have a casting vote in addition to any votes to which he may be entitled as a member.

60. DIRECTORS' RIGHTS AT MEETINGS OF MEMBERS.

Notwithstanding that he may not be a member of the Company, a Director shall be entitled to attend and speak at any Meeting and at any separate meeting of the Holders of any class of shares in the Company.

61. VOTING AT MEETINGS AND WRITTEN RESOLUTIONS.

61.1 At any Meeting a resolution put to the vote of the Meeting shall be decided by a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is duly demanded in accordance with the provisions of these Articles, and unless a poll is demanded, a declaration by the Chairman of the Meeting that the resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution, or unanimously.

61.2 Any resolution concerning contributions to, withdrawals from or management of the fund of the company which was established for the purposes of meeting:

a) the costs, (including all reasonable legal and/or other specialist's fees) of claims for pollution emanating from the site, whether during or after operational life of the site.

b) the cost of any remedial works directly associated with any claim in (a) above which are necessary to prevent the recurrence of further claims emanating from the same specific cause, and the costs associated with the restoration of the site on cessation of tipping, shall be invalid unless carried unanimously either by hand or proxy by all Directors of the Company.