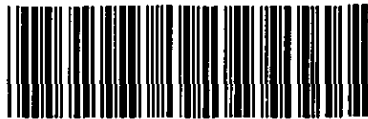


Company No. 02773558

WEDNESDAY



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COMPANIES HOUSE

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THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CORY ENVIRONMENTAL (CENTRAL) LIMITED
(the "Company")

We, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

- 1 That the giving by the Company of financial assistance as described in the form of statutory declaration produced to the meeting of the board of directors held on the same day as the date of these written resolutions pursuant to section 155(6) of the Companies Act 1985 (the "Act") be and is approved subject to compliance with sections 155-158 of the Act
2. That the giving by the Company of financial assistance as set out in resolution 1 above is in the best interests of the Company
- 3 That the decision of the directors (when made) to approve and authorise the execution by the Company of and the terms of and the transactions contemplated by
 - (a) an accession letter (to be dated on or about the date hereof) between Viking Consortium Finance Limited (the "Parent") and the Company pursuant to which the Company will accede to the Senior Facilities Agreement as an Additional Obligor (as such term is defined in the Senior Facilities Agreement),
 - (b) an accession letter (to be dated on or about the date hereof) between the Parent and the Company under which the Company will accede to the Junior Facility Agreement as an Additional Obligor (as such term is defined in the Junior Facility Agreement);
 - (c) a deed of accession (to be dated on or about the date hereof) between, amongst others, Viking Consortium Borrower Limited (the "Junior Company"), Viking Consortium Acquisition Limited ("VCAL") and the Company under which the Company will accede to the Common Debenture as an Additional Chargor (as such term is defined in the Common Debenture);

- (d) a deed of accession (to be dated on or about the date hereof) between, amongst others, the Company and Barclays Bank PLC, as security trustee, under which the Company will accede to the Intercreditor Agreement as an Obligor (as such term is defined in the Intercreditor Agreement);
- (e) a company intra-group loan agreement to be entered into between VCAL and each other Obligor (as such term is defined in the Senior Facilities Agreement) other than the Parent and the Junior Company, pursuant to which a facility will be made available to VCAL; and
- (f) a CAS 2000 Master Agreement together with a CAS 2000 Cross Guarantee to be entered into by the Company, Cory Environmental Acquisitions Limited, Cory Environmental Management Limited, Cory Environmental Limited, Cory Environmental Energy Limited, Cory Environmental (Gloucestershire) Limited, Cory Environmental Recycling Services Limited, Cory Environmental Municipal Services Limited, U.K Nationwide Skip Hire Limited, William Roberts (Haulage) Limited, Skips@Home Limited and the Account Bank, pursuant to which the members of the Group that are party to the Cash Pooling Agreement will enter into certain cash pooling arrangements,

together the "**Documents**" in the form of the drafts annexed to these resolutions and any other documents ancillary to the Documents, in each case with such amendments as the persons authorised to execute the same may approve be confirmed and ratified.

Terms not otherwise defined herein shall have the meaning given to them in the Documents.


Signed by Malcolm Ward)
for and on behalf of)
Cory Environmental Management)
Limited:)

Date:

16 MAY 2007

Signed by Malcolm Ward)
for and on behalf of)
Cory Environmental (Central)
Holdings) Limited:)

Date.

16 MAY 2007

Date sent to auditors 16 MAY 2007