

Company No. 3618688

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

RESOLUTIONS IN WRITING

of

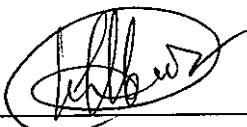
SEVERN WASTE SERVICES LIMITED

Focsa Services (UK) Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTION IN WRITING

1. THAT the Company's memorandum of association be altered by the adoption of a new clause 3 in the form attached to this resolution, in substitution for the existing clause 3.

SIGNATURE:

  
for and on behalf of Focsa Services (UK) Limited

DATE:

6/11/98



3. The Objects for which the Company is established are (subject to clause 4 below):

- (a) To undertake the following activities in relation to the Project:
- (i) to collect, store, treat, transport, keep, recycle, buy, sell, dispose and generally deal in any way with all types of waste and refuse including, but not limited to any household, commercial, industrial or agricultural waste, harmful deposits and substances, noxious liquids, gases and other substances, controlled waste, any specially controlled waste, effluent, unwanted surplus substance arising from any process, any substance or article which requires to be disposed of as being broken, worn out, contaminated or otherwise spoiled, smoke, soot, ash, grit, scrap material, unwanted liquid, gas or other matter, radioactive material and any other waste matter whatsoever;
  - (ii) to build, operate, own and maintain incineration and power generations units and to do anything else incidental to or conducive to the generation of power by the Company or by any other person including but not limited to the supply of materials for power generation by another party;
  - (iii) to act as a contractor and/or consultant in relation to maintenance and remedial works on operational or closed landfill sites;
  - (iv) to provide training services for personnel in respect of waste management and the technology relating thereto;
  - (v) to provide a consultancy service to the public and private sectors in relation to all aspects of waste management and the technology relating thereto;

and the Company shall have the following powers exercisable in pursuance of its said objects but not otherwise, namely:

- (b) To enter into any contracts or arrangements with any Government or authorities, supreme, municipal, local or otherwise, or with any person, company or firm that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.



- (c) To apply for, or join in applying for purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, planning permissions, licences, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (d) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any company, firm or person or authority supreme, municipal, local or otherwise, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company, firm or person or authority supreme municipal local or otherwise carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company firm or person or authority supreme municipal local or otherwise special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, firm or person or authority supreme municipal local or otherwise and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (e) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons, firms or companies or authority supreme, municipal, local or otherwise and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (f) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any manner whatsoever) by any company, firm, person or authority supreme, municipal or otherwise including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary of the

Company or of the Company's holding company as so defined or any company, firm, person or authority supreme, municipal or otherwise who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm, company or authority supreme, municipal local or otherwise whatsoever.

- (g) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (h) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any person, firm, company or authority supreme municipal, local or otherwise either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (i) To remunerate any person, firm, company or authority supreme, municipal, local or otherwise rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (j) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (k) To receive money on deposit upon such terms as the Company may approve.
- (l) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (m) To lend money with or without security, but not to carry on the business of a registered money lender.
- (n) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.

- (o) To remunerate any person, firm, company or authority supreme, municipal, local or otherwise for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares, debentures, or debenture stock, or other securities or obligations of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (p) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company having objects altogether or in part similar to those of this Company.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (r) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (s) To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and of works of art or interest or any other thing likely to give publicity to the Company and the exhibition of all or any thereof, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (t) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the company or its predecessors in business, or any subsidiary, allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and

contribute to provident pension and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (u) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (v) To obtain any Provisional Order or Act of Parliament, or licence of the Department of Trade or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (w) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (x) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (y) To distribute any of the property of the Company in specie among the shareholders.
- (z) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (aa) To do all such other things as are incidental or conducive to the attainment of the objects set out in clause 3(a) or any of them.
- (bb) To arrange for the purchasing or maintaining for any director, officer or auditor of the Company or any of its subsidiaries of insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, breach of duty or breach of trust of which he may be guilty in relation to the Company or any of its subsidiaries of which he is a director, officer or auditor.

And it is hereby declared that:

- (i) the word "Company" in this clause shall be deemed to include any person or partnership of other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa; and
- (ii) the word "Project" in this clause shall mean the creation and implementation of a contract for the disposal of waste within the territories of the authorities of the Worcestershire County Council, the County of Herefordshire District Council (the "**Councils**") between the Councils and Mercia Waste Management Limited and the treatment and processing of such waste and any other ancillary documents or activities relating thereto.

THE COMPANIES ACTS 1985 AND 1989

---

PRIVATE COMPANY LIMITED BY SHARES

---

**MEMORANDUM OF ASSOCIATION**

**of**

**SEVERN WASTE SERVICES LIMITED**

1. The Company's name is "SHUTTLEBEAM LIMITED"<sup>1</sup>.
2. The Company's registered office is to be situated in England and Wales.
3. The Objects for which the Company is established are (subject to clause 4 below)<sup>2</sup>:
  - (a) To undertake the following activities in relation to the Project:
    - (i) to collect, store, treat, transport, keep, recycle, buy, sell, dispose and generally deal in any way with all types of waste and refuse including, but not limited to any household, commercial, industrial or agricultural waste, harmful deposits and substances, noxious liquids, gases and other substances, controlled waste, any specially controlled waste, effluent, unwanted surplus substance arising from any process, any substance or article which requires to be disposed of as being broken, worn out, contaminated or otherwise spoiled, smoke, soot, ash, grit, scrap material, unwanted liquid, gas or other matter, radioactive material and any other waste matter whatsoever;
    - (ii) to build, operate, own and maintain incineration and power generations units and to do anything else incidental to or conducive to the generation of power by the Company or by any other person including but not limited to the supply of materials for power generation by another party;
    - (iii) to act as a contractor and/or consultant in relation to maintenance and remedial works on operational or closed landfill sites;

<sup>1</sup> The Company's name was altered by special resolution dated 20 October 1998 to Severn Waste Services Limited

<sup>2</sup> The objects clause was amended by special resolution dated 6.11.98



- (iv) to provide training services for personnel in respect of waste management and the technology relating thereto;
- (v) to provide a consultancy service to the public and private sectors in relation to all aspects of waste management and the technology relating thereto;

and the Company shall have the following powers exercisable in pursuance of its said objects but not otherwise, namely:

- (b) To enter into any contracts or arrangements with any Government or authorities, supreme, municipal, local or otherwise, or with any person, company or firm that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (c) To apply for, or join in applying for purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, planning permissions, licences, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (d) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any company, firm or person or authority supreme, municipal, local or otherwise, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company, firm or person or authority supreme municipal local or otherwise carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company firm or person or authority supreme municipal local or otherwise special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, firm or person or authority supreme municipal local or otherwise and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (e) To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons, firms

or companies or authority supreme, municipal, local or otherwise and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.

- (f) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any manner whatsoever) by any company, firm, person or authority supreme, municipal or otherwise including but not limited to any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm, person or authority supreme, municipal or otherwise who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm, company or authority supreme, municipal local or otherwise whatsoever.
- (g) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (h) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any person, firm, company or authority supreme municipal, local or otherwise either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (i) To remunerate any person, firm, company or authority supreme, municipal, local or otherwise rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (j) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (k) To receive money on deposit upon such terms as the Company may approve.

- (l) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (m) To lend money with or without security, but not to carry on the business of a registered money lender.
- (n) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (o) To remunerate any person, firm, company or authority supreme, municipal, local or otherwise for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares, debentures, or debenture stock, or other securities or obligations of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (p) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company having objects altogether or in part similar to those of this Company.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (r) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (s) To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and of works of art or interest or any other thing likely to give publicity to the Company and the exhibition of all or any thereof, by publication of books and periodicals, and by granting prizes, rewards and donations.

- (t) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the company or its predecessors in business, or any subsidiary, allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident pension and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (u) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (v) To obtain any Provisional Order or Act of Parliament, or licence of the Department of Trade or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (w) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (x) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (y) To distribute any of the property of the Company in specie among the shareholders.
- (z) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

- (aa) To do all such other things as are incidental or conducive to the attainment of the objects set out in clause 3(a) or any of them.
- (bb) To the extent allowed by law to grant an indemnity in favour of, or to arrange for the purchasing or maintaining of insurance for, any director, officer or auditor of the Company or any of its subsidiaries against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, breach of duty or breach of trust of which he may be guilty in relation to the Company or any of its subsidiaries of which he is a director, officer or auditor.

And it is hereby declared that:

- (i) the word "Company" in this clause shall be deemed to include any person or partnership of other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa; and
  - (ii) the word "Project" in this clause shall mean the creation and implementation of a contract for the disposal of waste within the territories of the authorities of the Worcestershire County Council and the County of Herefordshire District Council (the "**Councils**") between the Councils and Mercia Waste Management Limited and the treatment and processing of such waste and any other ancillary documents or activities relating thereto.
4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares in the capital of the company shown opposite our respective names.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

Number of shares  
taken by each  
Subscriber

---

MARTIN MILLER

ONE

For and on behalf of

Clifford Chance Nominees Limited

200 Aldersgate Street

London EC1A 4JJ

CHANTAL ELIZABETH BRACKENBURY

ONE

For and on behalf of

Clifford Chance Secretaries Limited

200 Aldersgate Street

London EC1A 4JJ

---

DATED the                      day of                      , 1998.

WITNESS to all the above Signatures:-

DENISE WARD

200 Aldersgate Street

London EC1A 4JJ