

Company Number: 3755743

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MONITOR (EUROPE) LIMITED

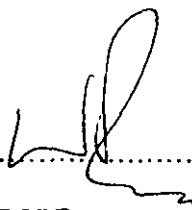
("the Company")



Pursuant to Section 381A of the Companies Act 1985 ("the Act") the following written resolutions of the Company have been signed by the sole member of the Company entitled to attend and vote upon them as if they had been proposed at a general meeting of the Company and accordingly are as effectual as if the same had been passed as special resolutions of the Company at a general meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

- 1 THAT, in connection with the acquisition of the whole of the issued ordinary share capital of the Company's holding company, EMC Environment Engineering Limited by The Casella Group Limited ("the Purchaser"), the Company be and it is hereby authorised to give financial assistance to the Purchaser taking the form and having the principle terms described in the statutory declaration in form 155(6)(a) of today's date (a copy of which has been supplied to the sole member of the Company together with the relative auditors report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act;
- 2 THAT the execution by the Company of a guarantee (the "Guarantee") under which the Company guarantees and becomes liable to the Governor and Company of the Bank of Scotland (the "Bank") for all Secured Liabilities (as defined in the Guarantee) of the Purchaser and all other group companies be and is hereby approved;
- 3 THAT the execution by the Company of a debenture (the "Debenture") under which the Company creates fixed and floating charges over the whole of its property, assets and undertaking in favour of the Bank as security for all Secured Liabilities (as defined in the Debenture), including its liabilities under the Guarantee be and is hereby approved;
- 4 THAT the execution by the Company of a counter indemnity (the "Indemnity") under which the Company agrees to indemnify the Bank against all actions, proceedings, liability, claims, damages, costs and expenses incurred by the Bank by reason of it granting to the Company any bond, guarantee or indemnity, be and is hereby approved
- 5 THAT the execution of the documents referred to in paragraphs 2, 3 and 4 above are in the best interests of the Company and the approval of the Company in paragraphs 2 to 4 above is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act provided that all and any such financial assistance is only given pursuant to the provisions of Sections 151 to 158 of the Act.


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WILLIAM POPE

for and on behalf of EMC Environment Engineering Limited

Dated: 23 March 2002