

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

SHANKS MIDLANDS LIMITED


(the "Company")

The following written resolution was passed by the Company on **30TH** January 2003.

RESOLUTION

THAT:

- (a) the Company, amongst others, grant a guarantee (the "**Guarantee**") in favour of The Royal Bank of Scotland plc (the "**Bank**") in the form agreed pursuant to which the Company will guarantee the obligations of Shanks Group PLC and Shanks Waste Services Limited under a £25,000,000 Letter of Credit granted by the Bank in favour of ELWA Limited and all ancillary documentation entered into by Shanks Group PLC and Shanks Waste Services Limited relative thereto including the specific counter indemnity entered into in favour of the Bank; and
- (b) the execution of and the subsequent exercise of rights under the Guarantee be approved.



~~Shanks Midlands Limited~~
SHANKS AND MCEWAN (WASTE SERVICES) LIMITED

Presented by:

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