

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

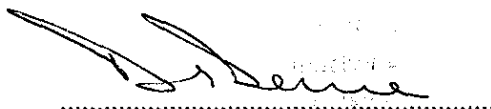
SHANKS NORTHERN LIMITED
(the "Company")

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 Northern Limited~~
SHANKS AND McEWAN (WASTE SERVICES) LIMITED

Presented by:

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref: EYF/670S.00018

