

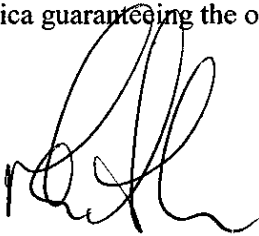
SHANKS NORTHERN LIMITED

MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to the Company's articles of association to the passing of the resolution set out below.

THAT:-

The terms of a guarantee to be given to holders of the notes issued under a US\$145,000,000 multi-currency loan note facility and guarantee agreement (the "**Agreement**") dated or to be dated on or about the date of this resolution between Shanks Group plc and The Prudential Insurance Company of America guaranteeing the obligations of the issuers of loan notes under the Agreement.



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for and on behalf of
SHANKS NORTHERN LIMITED

Date: 29 March 2001

