

**SHANKS MIDLANDS LIMITED**

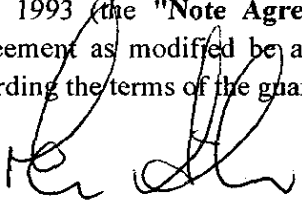
**MEMBER'S WRITTEN RESOLUTION**

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 article 11 of the Company's articles of association to the passing of the resolutions set out below which would otherwise be required to be passed as ordinary resolutions.

**THAT:-**

The terms of, and the transactions contemplated by, a facility agreement dated 10 March 2000 and made between (1) Shanks Group PLC (the "**Parent**"), (2) ABN AMRO Bank N.V. and The Royal Bank of Scotland plc (as arrangers), (3) the financial institutions listed therein (as banks) (the "**Banks**") and (4) ABN AMRO Bank N.V. (as agent) (the "**Facilities Document**") in respect of £75,000,000 and €370,000,000 loan facilities to be provided to the Parent by the Banks (the "**Facilities**") be approved and that the Company be authorised to enter into a deed of accession to accede to the Facilities Document as a guarantor of the obligations of the Parent and other group company borrowers to the Banks in respect of the Facilities.

The terms of a guarantee to be given to The Prudential Insurance Company of America ("**Pricoa**") pursuant to a third supplemental note to the note agreement between the Parent and Pricoa and dated 24 June 1993 (the "**Note Agreement**") guaranteeing the obligations of the Parent under the Note Agreement as modified be approved and the Company be authorised to enter into the agreement recording the terms of the guarantee.



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for and on behalf of  
**Shanks & McEwan (Waste Services) Limited**

Date: 3 April 2000

