

THIS SUPPLEMENTAL DEED is made this 6th day of November 2001 between PREMIER WASTE (UK) PLC - Company Registration Number 02232586 - whose registered office is situate at 209-211 WALSALL ROAD, PERRY BARR, BIRMINGHAM, WEST MIDLANDS, B42 1BS (hereinafter called the "Principal Employer") of the first part PATRICK COURTNEY, DAMIAN COURTNEY, SHEILA COURTNEY and CAROLINE CHECKETTS (hereinafter called the "Managing Trustees") of the second part and SUNTRUST LIMITED whose registered office is situate at 107 Cheapside, London EC2V 6DU (who, and its successors in office are hereinafter called the "Special Trustee") of the third part. The Managing Trustees and the Special Trustee shall be collectively referred to as the "Trustees".

WHEREAS

- (1) this Deed is supplemental to a trust deed dated 18th August 1998 (hereinafter referred to as "the Definitive Deed") which established and governs the WEST MIDLANDS (SKIP HIRE) LIMITED RETIREMENT BENEFITS SCHEME (hereinafter called the "Scheme")
- (2) by Rule 13.1 of the Definitive Deed the Principal Employer and the Trustees may jointly from time to time alter, cancel, modify or add to any of the provisions of the Definitive Deed or the Rules scheduled thereto, subject as therein provided, and
- (3) the parties hereto desire to alter the terms of the Definitive Deed as hereinafter stated.

NOW THIS DEED WITNESSETH AND IT IS HEREBY DECLARED THAT

With effect from 23rd July 2001 the scheme name appearing in recital 1 of the Definitive Deed shall be deleted and the following substituted therefor:-

PREMIER WASTE (UK) PLC RETIREMENT BENEFITS SCHEME

IN WITNESS WHEREOF this Deed has been executed by the Parties hereto in the form and manner hereinafter appearing the day and year first above written.

EXECUTED BY/ON BEHALF OF PREMIER WASTE (UK) PLC

NOTE - FOR THIS DEED TO BE VALID TWO DIRECTORS OR ONE DIRECTOR AND THE COMPANY SECRETARY MUST SIGN.

X C. Checketts Company Secretary
Signature of director

CAROLINE CHECKETTS
Full name in block capitals

X [Signature] DIRECTOR
Signature of director/
company secretary

space above for company seal
if this is to be impressed

DAMIAN COURTNEY
Full name in block capitals

X Signature of Managing Trustee

PATRICK COURTNEY

Address in block capitals

Little Twemans Heath Farm
of Twemans Heath Lane Shirley Solihull B90 1PJ

IN THE PRESENCE OF

Signature of witness

Full name in block capitals

Address in block capitals

JOHN LEE
15 Glad Ln, CASNE HOUSE,
PARK ROAD, BANSTAD, SURREY

Occupation

PENSIONS CONSULTANT

X Signature of Managing Trustee

DAMIAN COURTNEY

Address in block capitals

Little Twemans Heath Farm of
Twemans Heath Lane Shirley Solihull B90 1PJ

IN THE PRESENCE OF

Signature of witness

Full name in block capitals

Address in block capitals

JOHN LEE
15 Glad Ln, CASNE HOUSE, PARK ROAD
BANSTAD, SURREY

Occupation

PENSIONS CONSULTANT

X Signature of Managing Trustee

SHEILA COURTNEY

Address in block capitals

LITTLE TREMANS HEATH FARM
OFF TREMANS HEATH LANE Shirley Solihull B90 1P

IN THE PRESENCE OF

Signature of witness

Full name in block capitals

Address in block capitals

BANSTAD, SURREY

Occupation

PENSIONS CONSULTANT

X Signature of Managing Trustee

CAROLINE CHECKETTS

Address in block capitals

45 Antony Rd Shirley
Solihull B90 2NX

IN THE PRESENCE OF

Signature of witness

Full name in block capitals

Address in block capitals

BANSTAD, SURREY

Occupation

PENSIONS CONSULTANT

SIGNED AND DELIVERED AS A DEED
by CAROLINE CHECKETTS.....C. Checketts

in the presence of :

Witness NameW. GALE

Witness Signature[Signature]

Address11 Newbrough Grove

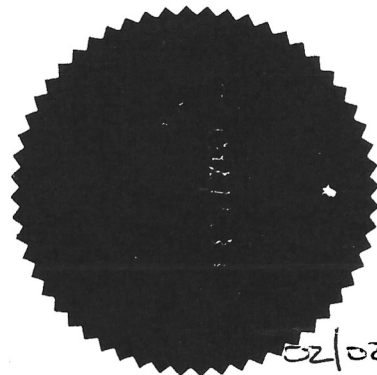
.....Hall Green Birmingham B28 0UX

OccupationAccounts Manager

THE COMMON SEAL OF SUNTRUST LIMITED was hereunto affixed in
the presence of :

.....[Signature]
Signature of Authorised Official

.....[Signature]
Signature of Authorised Official



02/0250

SIGNED AND DELIVERED AS A DEED by
FPS TRUSTEE COMPANY LIMITED
acting by a Director and the
Secretary or two Directors

.....[Signature] Director

.....[Signature] Director/Secretary