

DATED 10 June 2005

PREMIER WASTE (UK) PLC

-and-

PATRICK COURTNEY

-and-

SHEILA COURTNEY *passed away*

-and-

DAMIAN COURTNEY *Son*

-and-

(now) ^{*Goodliffe*} CAROLINE CHECKETTS *Daughter*

-and-

(now) NUALA COURTNEY ^{*Reves*} *"*

-and-

FPS TRUSTEE COMPANY LIMITED

DEED OF APPOINTMENT

-relating to-

THE PREMIER WASTE (UK) PLC RETIREMENT BENEFITS SCHEME

THIS DEED OF APPOINTMENT is made

10 June

2005

BETWEEN :

- (1) **PREMIER WASTE (UK) PLC**
209-211 Walsall Road
Perry Barr
Birmingham B42 1BS
("the Principal Employer")
- (2) **PATRICK COURTNEY**
SHEILA COURTNEY
DAMIAN COURTNEY and
CAROLINE CHECKETTS
("the Continuing Managing Trustees")
- (3) **NUALA COURTNEY**
23 Amington Road
Shirley
Solihull
West Midlands B90 2RF
("the New Managing Trustee")
- (5) **FPS TRUSTEE COMPANY LIMITED**
Castle House
Park Road
Banstead
Surrey SM7 3BX
("the Special Trustee")

SUPPLEMENTAL to (inter alia) a definitive trust deed dated 18 August 1998 with rules annexed thereto ("the Rules") whereby the retirement benefits scheme now known as **PREMIER WASTE (UK) PLC RETIREMENT BENEFITS SCHEME** ("the Scheme") was established

WHEREAS :

- (A) The Continuing Managing Trustees and the Special Trustee are the present trustees of the Scheme
- (B) By virtue of Rule 12.4 of the Rules the power of appointing new or additional trustees is vested in the Principal Employer

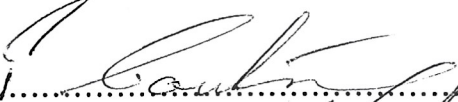
- (C) The Principal Employer wishes to appoint the New Managing Trustee to be a Managing Trustee of the Scheme

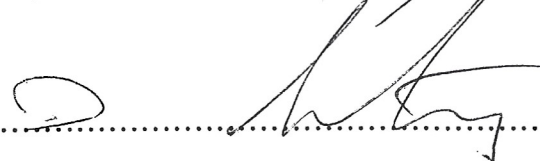
NOW THIS DEED WITNESSETH as follows :-

1. The Principal Employer in exercise of the power vested in it by Rule 12.4 of the Rules and of any other power it enabling hereby appoints the New Managing Trustee to be Managing Trustee of the Scheme to act jointly with the Continuing Managing Trustees and the Special Trustee and the new Managing Trustee hereby accepts such appointment.
3. It is hereby certified that this Deed is an instrument falling within Category A of the Schedule to the Stamp Duty (Exempt Instruments) Regulations 1987.

IN WITNESS whereof these presents have been duly executed as a Deed the day and year first above written

SIGNED AND DELIVERED AS A DEED by
PREMIER WASTE (UK) PLC
acting by a Director and the
Secretary or two Directors

.....  Director

.....  ~~Secretary~~/Director

SIGNED AND DELIVERED AS A DEED
by PATRICK COURTNEY.....

in the presence of :

Witness NameWAYNE CLARK.....

Witness Signature

AddressApt 1, 9 Earlswood Road.....

.....Kingsnorton B'ham.....

OccupationAccounts Manager.....

SIGNED AND DELIVERED AS A DEED
by SHEILA COURTNEY.....

in the presence of :

Witness NameWayne Clark.....

Witness Signature

AddressApt 1, 9 Earlswood Rd.....

.....Kingsnorton, B'ham.....

OccupationAccounts Manager.....

SIGNED AND DELIVERED AS A DEED
by DAMIAN COURTNEY.....

in the presence of :

Witness NameWayne Clark.....

Witness Signature

AddressApt 1, 9 Earlswood Rd.....

.....Kingsnorton B'ham.....

OccupationAccounts Manager.....

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

in the presence of :

Witness Name*Wayne Clark*.....

Witness Signature*[Signature]*.....

Address*Apt 1, 9 Earlswood Rd*
.....*Kingsnorton, B'ham*.....

Occupation*Accounts Manager*.....

SIGNED AND DELIVERED AS A DEED
by NUALA COURTNEY.....*N. Courtney*.....

in the presence of :

Witness Name*Wayne Clark*.....

Witness Signature*[Signature]*.....

Address*Apt 1, 9 Earlswood Rd*
.....*Kingsnorton, B'ham*.....

Occupation*Accounts manager*.....

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

.....*[Signature]*..... Director

.....*[Signature]*..... *res.*
Director/Secretary

[Signature]

A. Cooper