

THIS DEED OF RETIREMENT AND APPOINTMENT OF TRUSTEES is made
the 4th day of December 2002

BETWEEN :

- HOLDINGS
- (1) **PREMIER WASTE (UK) PLC** formerly
WEST MIDLANDS (SKIP HIRE) LIMITED
(Company Registration No. 02232586)
209 - 211 Walsall Road
Perry Barr
Birmingham
West Midlands B42 1BS
("the Principal Employer")
- (2) **PATRICK COURTNEY**
DAMIAN COURTNEY
SHEILA COURTNEY and
CAROLINE CHECKETTS
("the Managing Trustees")
- (3) **SUNTRUST LIMITED**
107 Cheapside
London EC2V 6DU
("the Retiring Special Trustee")
- (4) **FPS TRUSTEE COMPANY LIMITED**
Castle House
Park Road
Banstead
Surrey SM7 3BX
("the New 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 Managing Trustees and the Retiring Special Trustee are the present trustees of the Scheme

- (B) The Retiring Special Trustee wishes to retire from office as Special Trustee (as that term is defined in the Rules) and from the trusts of the Scheme
- (C) By virtue of Rule 12.4 of the Rules the power of appointing new or additional trustees is vested in the Principal Employer
- (D) The Principal Employer wishes to appoint the New Special Trustee to be Special Trustee of the Scheme

NOW THIS DEED WITNESSETH as follows :-

- 1. The Retiring Special Trustee hereby retires from office as Special Trustee and from the trusts of the Scheme.
- 2. 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 Special Trustee to be Special Trustee of the Scheme to act jointly with the Managing Trustees and the New Special Trustee hereby accepts such appointment.

3. This Deed shall be construed and shall take effect as if it had been executed on 4th December 2002.

4. 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