

Dated 20 August 2009.

Deed of Amendment

in relation to the

PREMIER WASTE(UK) PLC RETIREMENT BENEFITS SCHEME

Parties

- 1 PREMIER WASTE (UK) HOLDINGS PLC (in this Deed called the "Principal Employer") and whose registered office is at 209-211 Walsall Road, Perry Barr. Birmingham. B42 1BS; AND
- 2 PATRICK COURTNEY, DAMIAN COURTNEY, CAROLINE GOODLIFFE, NUALA REEVE (in this Deed called the 'Continuing Trustees')

Recitals

- (A) This Deed is Supplemental to, amongst other Documents, Definitive Trust Deed and rules dated 18 August 1998 and the following Deeds:

A Supplemental Deed dated 6 November 2001, a Deed of Appointment and Retirement dated 4 December 2002, a Deed of Appointment dated 10 June 2005 which in this Deed is called the "Existing Provisions" which governs **PREMIER WASTE (UK) PLC RETIREMENT BENEFITS SCHEME** (in this deed called the 'Scheme')

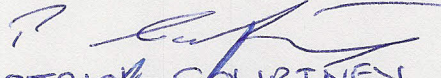
- B) The Parties to this Deed wish to amend the Existing Provisions.
- C) The power in Rule 13.1 (Power of Amendment) may be exercised by jointly by the Principal Employer and Trustees at any time.
- D) It is recorded in this Deed that the Trustee, SHEILA COURTNEY died on 4 May 2009.


Operative provisions

- 1 Each Trustee who is a member by his execution of this deed gives his consent as a member to any and all modifications made by this deed, and confirms that he has had a reasonable opportunity to make representations to the other Trustees about the modifications, and that he is aware that the consent requirements apply in his case in respect of the modifications. Words given a specific meaning for the purposes of section 67 of the Pensions Act 1995 shall have the same meaning in this clause.
- 2 Pursuant to the 4.1 of the Existing Provisions the Principal Employer hereby removes SHEILA COURTNEY as a Trustee from the Trust and all the assets of the Scheme and the trust and all the assets shall be vested in the Continuing Trustees with effect from 4 May 2009.
- 3 The Continuing Trustees and Principal Employer and in exercise of the powers conferred on them by Rule 13.1 of the Existing Provisions, hereby cease to have effect the Existing Provisions and the Scheme shall be governed by the attached Rules provided that:
 - 3.1 The trustees shall have the power at any time with the consent of the Principal Employer to add or alter or modify all or any of the trust powers or provisions of the Existing Trust Deed and the Existing Rules
 - 4.1 The appointment and removal of Trustees shall vest in the Principal Employer
- 4 The Continuing Trustees are the present member Trustees of the Scheme.

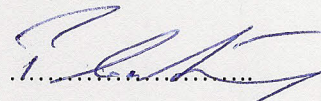
IN WITNESS OF WHICH this document is executed as a deed and is delivered on the date stated above.

SIGNED as a deed, and delivered when dated,
by **PREMIER WASTE (UK) HOLDINGS
PLC**
acting by

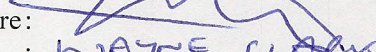
Director Signature: 
Name : **PATRICK COURTNEY**

Director Signature: 
Name : **DAMIAN COURTNEY**

SIGNED as a deed, and delivered when dated,
by

 (signature)

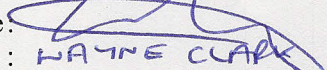
PATRICK COURTNEY in the presence of:

Witness Signature: 
Name : **WAYNE CLARK**
Address : **THE CABIN
HOUNDSDEN LANE
WYTHAM B47 5QR**

SIGNED as a deed, and delivered when dated,
by

 (signature)


DAMIAN COURTNEY in the presence of:

Witness Signature: 
Name : **WAYNE CLARK**
Address : **THE CABIN
HOUNDSDEN LANE
WYTHAM B47 5QR**

SIGNED as a deed, and delivered when dated,
by

 (signature)

CAROLINE GOODLIFFE in the presence of:

Witness Signature: 
Name : **WAYNE CLARK**
Address : **THE CABIN
HOUNDSDEN LANE
WYTHAM B47 5QR.**

SIGNED as a deed, and delivered when dated,
by




(signature)

NUALA REEVE in the presence of:

Witness

Signature:

Name :  WAYNE CLARK

Address : THE CABIN
HOUNDSFIELD LANE
WYTHALL
B47 5QR