

**IN THE REFERENCE CONCERNING THE ACQUISITION BY STERICYCLE
INTERNATIONAL LLC OF STERILE TECHNOLOGIES GROUP LIMITED**

**NOTICE OF DIRECTIONS ISSUED PURSUANT TO FINAL UNDERTAKINGS ACCEPTED
BY THE COMPETITION COMMISSION ON 30 JANUARY 2007**

To monitor compliance by Stericycle International LLC, Stericycle International Limited and Stericycle Ireland Limited with the provisions of Part I of Appendix B to the Undertakings accepted by the Competition Commission on 30 January 2007; and to ensure their full and effective compliance, Stericycle International LLC, Stericycle International Limited and Stericycle Ireland Limited are now directed to renew and continue the appointment of the Monitoring Trustee first appointed under directions issued on 18 July 2006 2006. The functions of the Monitoring Trustee and the duties of Stericycle International LLC, Stericycle International Limited and Stericycle Ireland Limited shall be as set out in the directions attached. The Monitoring Trustee shall act on behalf of the Competition Commission and shall be under an obligation to the Competition Commission to carry out his functions to the best of his abilities.

A handwritten signature in black ink, appearing to read 'Diana Guy', with a stylized flourish at the end.

DIANA GUY for the Competition Commission
On behalf of the Group
30 January 2007

**IN THE REFERENCE CONCERNING THE ACQUISITION BY STERICYCLE
INTERNATIONAL LLC OF STERILE TECHNOLOGIES GROUP LIMITED: DIRECTIONS
FOR THE APPOINTMENT OF A MONITORING TRUSTEE**

General

1. The Monitoring Trustee shall possess appropriate qualifications and experience to carry out his functions.
2. The Monitoring Trustee shall neither be nor become exposed to a conflict of interest.
3. The Monitoring Trustee shall be remunerated and reimbursed by Stericycle and STG for all reasonable costs properly incurred in accordance with the terms and conditions of his appointment. This shall be done in such a way that does not impede his independence or his ability effectively to carry out his functions.
4. The continuation of the appointment of the Monitoring Trustee for the purpose of these directions shall be confirmed by Stericycle and STG as soon as is reasonably practicable and in any event by midnight on the day on which the Undertakings are accepted by the CC and the Monitoring Trustee shall continue to act until the CC is satisfied that Effective Disposal (as defined in the Undertakings) has taken place and that there are no outstanding matters under the Part I of Appendix B or under these directions or otherwise that require the attention of the Monitoring Trustee.
5. Any amendment to the terms and conditions of appointment of the Monitoring Trustee shall be subject to the approval of the CC (ie the CC shall have a veto). Stericycle and STG shall provide the CC with a copy of the agreed terms and conditions of appointment.

Primary Functions

6. The Primary Functions of the Monitoring Trustee shall be to monitor compliance by Stericycle LLC, Stericycle and STG, as appropriate, with the Part I of Appendix B; and, so far as possible, to ensure their full and effective compliance, during his term of appointment.
7. The Monitoring Trustee shall take all steps that he reasonably considers to be necessary in order for him effectively to carry out his Primary Functions. Those steps may include, but shall not be limited to, the monitoring of communications including written and electronic communications, telephone conversations and meetings.
8. The Monitoring Trustee shall comply with any requests made by the CC for the purpose of ensuring the full and effective compliance by Stericycle and STG with Part I of Appendix B.

The obligations of Stericycle LLC, Stericycle and STG

9. Stericycle LLC, Stericycle and STG (including all employees, officers, directors, advisers and consultants) shall cooperate fully with the Monitoring Trustee, in particular by providing the Monitoring Trustee with all cooperation, assistance and information as the Monitoring Trustee may reasonably require including but not limited to:
 - (a) the provision of such facilities as are necessary for the discharge by the Monitoring Trustee of the Monitoring Trustee's functions, including the provision

of an office with a workstation, telephone, fax machine and a computer at such premises of the merged Stericycle business as the Monitoring Trustee may reasonably require; and

- (b) the provision of full and complete access to all personnel, books, records, documents, facilities and information of the merged Stericycle business as the Monitoring Trustee may reasonably require.
10. If Stericycle LLC, Stericycle or STG are in any doubt as to whether any action or communication would infringe Part I of Appendix B, it should contact the Monitoring Trustee to clarify the position.
 11. If Stericycle LLC, Stericycle or STG have any reason to suspect that Part I of Appendix B might have been breached, it should notify the Monitoring Trustee and the CC immediately.

Reporting functions

12. On a fortnightly basis, the Monitoring Trustee shall provide the CC with a statement certifying whether or not, in his view, Stericycle and STG have complied with Part I of Appendix B. At the same time, the Monitoring Trustee shall provide the CC with a report setting out his views in relation to the following:
 - (a) The reasons why the Monitoring Trustee has concluded that Part I of Appendix B has or has not been complied with. In particular, the Monitoring Trustee should set out and explain whether: (i) anything has caused him to be concerned as to whether Stericycle and STG were complying with Part I of Appendix B and, if it has, what steps he has taken so as to satisfy himself as to their compliance; (ii) he has any remaining doubts or uncertainties as to whether Stericycle and STG have complied with Part I of Appendix B; and (iii) anything causes him to be concerned about a possible future breach of Part I of Appendix B (whether deliberate or inadvertent).
 - (b) The extent to which the Monitoring Trustee considers that he is in a good position to monitor the compliance of Stericycle and STG with Part I of Appendix B. The Monitoring Trustee should set out and explain if there is anything that he considers would assist him in monitoring the compliance of Stericycle and STG with Part I of Appendix B.
 - (c) The extent to which Stericycle and STG have cooperated with the Monitoring Trustee in his task of monitoring their compliance with Part I of Appendix B. The Monitoring Trustee should set out and explain if there are any aspects of the cooperation of Stericycle and STG that he considers could be improved.
13. When providing his reports to the CC, the Monitoring Trustee must ensure that he does not disclose any information or documents to the CC which Stericycle and/or STG would be entitled to withhold from the CC on the grounds of legal privilege; or which relate solely to Stericycle and/or STG's conduct of proceedings.
14. The Monitoring Trustee should notify the CC immediately if he forms a reasonable suspicion that Part I of Appendix B has been breached, or if he considers that he is not in a position effectively to carry out his functions. In that situation, the Monitoring Trustee should set out the reasons for his view and attach relevant supporting evidence (so far as he is permitted by paragraph 15).

15. All communications between the Monitoring Trustee and the CC (including the statements and reports of the Monitoring Trustee referred to in paragraph 14) shall be confidential and not disclosed to Stericycle and/or STG, save with the express written permission of the CC. In relation to the possibility of disclosure of such communications to third parties, the CC shall act in accordance with the provisions of Part 9 of the Enterprise Act 2002. The Monitoring Trustee shall not disclose such communications to third parties.

Interpretation

16. In these directions references to 'Part I of Appendix B' are references to Part I of Appendix B to the Undertakings. Terms and expressions defined in Part I of Appendix B shall have the same meaning in these directions, save as the context otherwise requires.