

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	Civil No. 1:99CV01962
)	
v.)	
)	JUDGE: Richard M. Urbina
ALLIED WASTE INDUSTRIES, INC., and)	
BROWNING-FERRIS INDUSTRIES, INC.,)	DECK TYPE: Antitrust
)	
Defendants.)	DATE STAMP: 07/20/1999
)	

PROPOSED FINAL JUDGMENT

WHEREAS, plaintiff, the United States of America, having filed its Complaint in this action on July 20, 1999, and plaintiff and defendants, Allied Waste Services, Inc. ("Allied") and Browning-Ferris Industries, Inc. ("BFI"), by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or an admission by any party with respect to any issue of law or fact herein;

AND WHEREAS, defendants have agreed to be bound by the provisions of this Final Judgment pending its approval by the Court;

AND WHEREAS, the essence of this Final Judgment is the prompt and certain divestiture of the Relevant Disposal Assets and Relevant Hauling Assets to assure that competition is not substantially lessened;

EXHIBIT A

AND WHEREAS, the United States requires defendants to make certain divestitures for the purpose of establishing one or more viable competitors in the waste disposal business, the commercial waste hauling business, or both, in the specified areas;

AND WHEREAS, defendants have represented to the United States that the divestitures ordered herein can and will be made and that defendants will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the injunctive provisions contained below;

NOW, THEREFORE, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby ORDERED, ADJUDGED, AND DECREED as follows:

I.

JURISDICTION

This Court has jurisdiction over each of the parties hereto and over the subject matter of this action. The Complaint states a claim upon which relief may be granted against defendants, as hereinafter defined, under Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

II.

DEFINITIONS

As used in this Final Judgment:

A. “Allied” means defendant Allied Waste Industries, Inc., a Delaware corporation with its headquarters in Scottsdale, Arizona, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.

B. “BFI” means defendant Browning-Ferris Industries, Inc., a Delaware corporation with its headquarters in Houston, Texas, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.

C. “Relevant Disposal Assets” means, unless otherwise noted, with respect to each landfill, incinerator, or transfer station listed and described herein, all of defendants’ rights, titles and interests in any tangible assets, including all fee and leasehold and renewal rights in the listed landfill, incinerator or transfer station; the garage and related facilities; offices; all related assets including capital equipment, trucks and other vehicles, scales, power supply equipment, interests, permits, and supplies; and all of defendants’ rights, titles and interests in any intangible assets, including all customer lists, contracts, and accounts, or options to purchase any adjoining property.

Relevant Disposal Assets, as used herein, includes each of the following properties:

1. Landfills, Incinerators, and Airspace Disposal Rights

a. Boston, MA

- (1) BFI’s American Refuel SEMASS waste-to-energy incinerator facility, located at 141 Cranberry Highway (Route 28), Rochester, MA 02576;
- (2) Airspace disposal rights at BFI’s Fall River Landfill, located at 1080 Airport Road, Fall River, MA 02720, pursuant to which SEMASS may dispose of up to the maximum amount of ash and “bypass” waste, as now defined in the operating permit (or any modifications, amendments or extensions thereto) of Fall River

Landfill, for a period of time up to the closure or attainment of permitted capacity of the landfill, *provided however*, that defendants must commit to operate BFI's Fall River Landfill, and its gate, scale house, and disposal area under terms and conditions no less favorable than those provided to defendants' own vehicles or to the vehicles of any municipality in Massachusetts, except as to price and credit terms; and

- (3) Airspace disposal rights at Ogden Martin Systems Massburn incinerator, located at 100 Recovery Way, Haverhill, MA 01830, pursuant to which a purchaser or purchasers may dispose as much as 1,150 tons/day of waste, for a ten-year period of time;

b. Charlotte, NC

Allied's Lee County Landfill, located at 1301 Sumter Highway, Bishopville, SC 29010, the sale of which will be required only if the United States, in its sole discretion, concludes, pursuant to Sections IV or V of the Judgment, that the purchaser of Allied's Charlotte Transfer Station [*see* Section II(C)(2)(d) below] is unacceptable;

c. Chicago, IL

BFI's Zion Landfill, located at 701 Green Bay Road, Zion, IL 60099; BFI's Orchard Hills Landfill, located at 8290 Highway 251, Davis Junction, IL 60120; and BFI's Spoon Ridge Landfill, located at Route 1 and Highway 97, Fairview, IL, 61432;

d. Denver, CO

Allied's Denver Regional Landfill, located at 1141 Weld County Road #6, Erie, CO;

e. Detroit, MI

BFI's Arbor Hills Landfill, located at 10690 West Six Mile Road, Northville, MI 48167;

f. Evansville, IN

Allied's Blackfoot Landfill, located at 2726 East State Road, Winslow, IN 47598;

g. Joplin/Lamar/Springfield, MO

- (1) Allied's option to purchase the proposed Southwest Regional Landfill, located at Missouri State Highway M, Township 30N, Range 32 West, Section 34, in Jasper County, MO, which option Allied must exercise or extend so that it will not expire any sooner than 12 months following the entry of this Final Judgment; and
- (2) Airspace disposal rights at Allied's Wheatland Regional Landfill, located at Columbus, KS, pursuant to which a purchaser or purchasers can dispose up to 700 tons/day of waste, for a period of time up to three months after the opening of Southwest Regional Landfill, *provided, however*, that for each purchaser of airspace rights (or its designee), defendants must commit to operate Allied's Wheatland Regional Landfill, and its gate, scale house, and disposal area under terms and conditions no less favorable than those provided to defendants' own vehicles or to the vehicles of any municipality in Missouri, except as to price and credit terms;

h. Kalamazoo/Battle Creek, MI

Airspace disposal rights at Allied's Ottawa Farms Landfill, located at 15550 68th Street, Coopersville, MI 49404, or BFI's C&C Landfill, located at 14800 P Drive North, Marshall, MI 49068, pursuant to which a purchaser may dispose up to 450 tons/day of waste for up to a ten-year period of time, the sale of which will be required only if the United States, in its sole discretion, concludes, pursuant to Sections IV or V of the Judgment, that the purchaser of Allied's Kalamazoo Transfer Station [*see* Section II(C)(2)(i) below] is unacceptable; *and provided, however*, that for each purchaser of airspace rights (or its designee), defendants must commit to operate Allied's Ottawa Farms Landfill or BFI's C&C Landfill, and its gate, scale house, and disposal area under terms and conditions no less favorable than those provided to defendants' own vehicles or to the vehicles of any municipality in Michigan, except as to price and credit terms;

i. Moline, IL

BFI's Quad Cities Landfill, located at 13606 Knoxville Road, Milan, IL 61264;

j. Oakland, CA

BFI's Vasco Road Landfill, located at 4001 North Vasco Road, Livermore, CA; and

k. Oklahoma City, OK

BFI's Oklahoma Landfill, located at 7600 SW 15th Street, Oklahoma City, OK 73128.

2. Transfer Stations

a. Akron/Canton, OH

Allied's RC Miller Refuse Transfer Station, located at 1800 19th Street, Canton, OH;

b. Atlanta, GA

Allied's Southern States Environmental Transfer Station, located at 129 Werz Industrial Boulevard, Newnan, GA 30263; Allied's Fayette County Transfer Station, located at 211 First Manassas Mile Road, Fayetteville, GA 30214; and BFI's Marble Mill Road Transfer Station, located at 317 Marble Mill Road, Marietta, GA 30060;

c. Boston, MA

BFI's Holliston Transfer Station, located at 115 Washington Street, Holliston, MA 01746; BFI's Auburn Transfer Station, located at 15 Hardscrabble Road, Auburn, MA 01501; and BFI's Braintree Transfer Station, located at 257 Ivory Street, Braintree, MA 02184;

d. Charlotte, NC

Allied's Charlotte Transfer Station, located at 3130 I-85 Service Road North, Charlotte, NC 28206;

e. Chicago, IL

BFI's Melrose Park 73300 Transfer Station, located at 4700 W. Lake Street, Melrose Park, IL 60160; BFI's Rolling Meadows Transfer Station, located at 3851 Berdnick Street, Rolling Meadows, IL 60008; BFI's DuKane Transfer Station, located at 3 N 261 West Powis Road, West Chicago, IL 60185; BFI's Northbrook-Brooks Transfer Station, located at 2750 Shermer Road, Northbrook, IL 60062; and BFI's Active/Evanston Transfer Station, located at 1712 Church Street, Evanston, IL 60201;

f. Denver, CO

Allied's Summit Waste Jordan Road Transfer Station, located at 7120 S. Jordan Road, Denver, CO;

g. Detroit, MI

BFI's SDMA Transfer Station, located at 28315 Grosbeck Highway, Roseville, MI 48066; and BFI's Schaefer Road Transfer Station, located at 3051 Schaefer Road, Dearborn, MI 48126;

h. Evansville, IN

Allied's Koester Transfer Station, located at 12800 Warrick-County Line Road, Evansville, IN 47711;

i. Kalamazoo/Battle Creek, MI

BFI's Kalamazoo Transfer Station, located at 28002 Cork Street, Kalamazoo, MI 49001; and

j. Springfield, MO

Allied's Tates Transfer Station, located at Route 2, Box 69, Verona, MO 65769.

D. "Relevant Hauling Assets," unless otherwise noted, means with respect to each commercial waste collection route or other hauling asset described herein, all tangible assets, including capital equipment, trucks and other vehicles, containers, interests, permits, supplies; and if requested by the purchaser, real property and improvements to real property (*i.e.*, buildings and garages). It also includes all intangible assets, including hauling-related customer lists, contracts, leasehold interests, and accounts.

Relevant Hauling Assets, as used herein, includes the assets in the following locations:

1. Akron, OH

Allied's front-end and rear-end loader truck small container routes (hereinafter, "commercial routes") that serve the cities of Akron and Canton and Summit, Stark and Portage counties, Ohio;

2. Boston, MA

Allied's commercial routes and any commercial routes acquired by BFI from Allied or any other person since January 1, 1999 that serve the City of Boston and Bristol, Essex, Middlesex, Norfolk, Suffolk, and Worcester counties, MA;

3. Charlotte, NC

BFI's commercial routes that serve the City of Charlotte and Mecklenburg County, NC;

4. Chicago, IL

BFI's commercial routes that serve the City of Chicago and Cook, DuPage, Will, Kane, McHenry, and Lake counties, IL;

5. Dallas, TX

BFI's commercial routes that serve any nonfranchised or open competition areas of the City of Dallas and Dallas County, TX;

6. Davenport, IA and Moline, IL

BFI's commercial routes that serve the cities of Davenport and Bettendorf, IA; Moline, East Moline, and Rock Island, IL; and Rock Island County, IL and Scott County, IA;

7. Denver, CO

Allied's commercial routes that serve the City of Denver and Denver, Arapahoe, Adams, Douglas and Jefferson counties, CO;

8. Detroit, MI

BFI's commercial routes that serve the City of Detroit, Wayne, Oakland and Macomb counties, MI;

9. Evansville, IN

Allied's commercial routes that serve the City of Evansville, IN and Vanderburgh County, IN, including all of its commercial routes that operate out of Allied's Evansville and Huntingburg garage facilities;

10. Kalamazoo/Battle Creek, MI

BFI's commercial routes that serve the cities of Kalamazoo and Battle Creek and Kalamazoo and Calhoun counties, MI;

11. Oklahoma City, OK

BFI's commercial routes that serve Oklahoma City and Oklahoma County, OK;

12. Rock Falls/Dixon, IL

Allied's commercial routes that serve the cities of Rock Falls and Dixon and Lee and Whiteside counties, IL;

13. Rockford, IL

Allied's commercial routes that serve the City of Rockford, IL, and Ogle and Winnebago counties, IL; and

14. Springfield, MO

Allied's commercial routes that serve the City of Springfield and Greene and Christian counties, MO.

E. "Hauling" means the collection of waste from customers and the shipment of the collected waste to disposal sites. Hauling, as used herein, does not include collection of roll-off containers.

F. "Waste" means municipal solid waste.

G. "Disposal" means the business of disposing of waste into approved disposal sites.

H. "Collection of small container solid waste" means collection of waste from customers by, *inter alia*, providing a customer with a one to ten cubic yard container, which is picked up mechanically using a front- or rear-end loader truck. The term excludes hand pick-up collection service, and service using a compactor attached to, or part of, a container.

III.

APPLICABILITY

A. The provisions of this Final Judgment apply to defendants, their successors and assigns, subsidiaries, directors, officers, managers, agents, and employees, and all other persons in active concert or participation with any of them who shall have received actual notice of this Final Judgment by personal service or otherwise.

B. Defendants shall require, as a condition of the sale or other disposition of all or substantially all of their assets, or of a lesser business unit that includes defendants' Relevant Hauling and Relevant Disposal Assets, that the acquiring party or parties agree to be bound by the provisions of this Final Judgment.

IV.

DIVESTITURES

A. In the event that Allied acquires BFI, defendants are hereby ordered and directed, in accordance with the terms of this Final Judgment, within one hundred and twenty (120) calendar days after the filing of the Complaint in this matter, or five (5) days after notice of the entry of this Final Judgment by the Court, whichever is later, to sell all Relevant Disposal Assets and Relevant Hauling Assets as viable, ongoing businesses to a purchaser or purchasers acceptable to the United States, in its sole discretion.

B. Defendants shall use their best efforts to accomplish the divestitures ordered by this Final Judgment as expeditiously and timely as possible. The United States, in its sole discretion, may extend the time period for any divestiture an additional period of time, not to exceed sixty (60) calendar days.

C. In accomplishing the divestitures ordered by this Final Judgment, defendants promptly shall make known, by usual and customary means, the availability of the Relevant Disposal Assets and the Relevant Hauling Assets. Defendants shall inform any person making an inquiry regarding a possible purchase that the sale is being made pursuant to this Final Judgment and provide such person with a copy of this Final Judgment. Defendants shall also offer to furnish to all prospective purchasers, subject to customary confidentiality assurances, all information regarding the Relevant Disposal Assets and Relevant Hauling Assets customarily provided in a due diligence process except such information subject to attorney-client privilege or attorney work-product privilege. Defendants shall make available such information to the United States at the same time that such information is made available to any other person.

D. Defendants shall not interfere with any negotiations by any purchaser to employ any Allied (or former BFI) employee who works at, or whose primary responsibility concerns, any disposal or hauling business that is part of the Relevant Disposal Assets or Relevant Hauling Assets.

E. Defendants shall permit prospective purchasers of the Relevant Disposal Assets or Relevant Hauling Assets to have access to personnel and to any and all environmental, zoning, and other permit documents and information, and to make inspection of the Relevant Disposal Assets and Relevant Hauling Assets and of any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.

F. With the exception of the facilities described in Section II(C)(1)(g), defendants shall warrant to each purchaser of Relevant Disposal Assets or Relevant Hauling Assets that each asset will be operational on the date of sale.

G. Defendants shall not take any action, direct or indirect, that will impede in any way the operation of the Relevant Disposal Assets or Relevant Hauling Assets.

H. Defendants shall warrant to each purchaser of Relevant Disposal Assets or Relevant Hauling Assets that there are no material defects in the environmental, zoning, or other permits pertaining to the operation of each asset, and that defendants will not undertake, directly or indirectly, following the divestiture of each asset, any challenges to the environmental, zoning, or other permits or applications for permits or licenses pertaining to the operation of the asset.

I. Unless the United States otherwise consents in writing, the divestitures pursuant to Section IV, or by trustee appointed pursuant to Section V of this Judgment, shall include all Relevant Disposal Assets and Relevant Hauling Assets and be accomplished by selling or

otherwise conveying each asset to a purchaser in such a way as to satisfy the United States, in its sole discretion, that the Relevant Disposal Assets or Relevant Hauling Assets can and will be used by the purchaser as part of a viable, ongoing business or businesses engaged in waste disposal or hauling. The divestitures, whether pursuant to Section IV or Section V of this Final Judgment, shall be made to a purchaser (or purchasers) for whom it is demonstrated to the United States's sole satisfaction that: (1) the purchaser(s) has the capability and intent of competing effectively in the waste disposal or hauling business in each relevant area; (2) the purchaser(s) has the managerial, operational, and financial capability to compete effectively in the waste disposal or hauling business in each relevant area; and (3) none of the terms of any agreement between the purchaser and defendants gives any defendant the ability unreasonably to raise the purchaser's costs, lower the purchaser's efficiency, or otherwise interfere in the ability of the purchaser to compete effectively in each relevant area.

V.

APPOINTMENT OF TRUSTEE

A. In the event that defendants have not sold the Relevant Disposal Assets or Relevant Hauling Assets within the time specified in Section IV of this Final Judgment, the divestiture of each Relevant Disposal Asset or Relevant Hauling Asset not sold shall be accomplished by a trustee to be selected by the United States, at its sole discretion. Defendants shall not object to the selection of the trustee on any grounds other than irremediable conflict of interest. Defendants must make any such objection within five (5) business days after the United States notifies defendants of the trustee's selection.

B. After the United States's selection of the trustee, only the trustee shall have the right to divest the unsold Relevant Disposal Assets or Relevant Hauling Assets. The trustee shall have the power and authority to accomplish any and all divestitures at the best price then obtainable upon all reasonable efforts of the trustee, subject to the provisions of Sections IV and VI of this Final Judgment, and shall have such other powers as the Court shall deem appropriate. The trustee shall divest the unsold Relevant Disposal Assets or Relevant Hauling Assets in the manner that is most conducive to creating, preserving and maintaining competition between Allied and BFI in the markets for the collection and disposal of municipal solid waste described in the Complaint. Subject to Section V(C) of this Final Judgment, the trustee shall have the power and authority to hire at the cost and expense of defendants any investment bankers, attorneys, or other agents reasonably necessary in the judgment of the trustee to assist in the divestitures, and such professionals and agents shall be accountable solely to the trustee. The trustee shall have the power and authority to accomplish the divestitures at the earliest possible time to a purchaser or purchasers acceptable to the United States, and shall have such other powers as this Court shall deem appropriate.

C. The trustee shall serve at the cost and expense of defendants, on such terms and conditions as the United States approves, and shall account for all monies derived from the sale of each asset sold by the trustee and all costs and expenses so incurred. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to defendants and the trust shall then be terminated. The compensation of such trustee and of any professionals and agents retained by the trustee shall be reasonable in light of the value of the divested business and based

on a fee arrangement providing the trustee with an incentive based on the price obtained and the speed with which divestiture is accomplished.

D. Defendants shall take no action to interfere with or impede the trustee's accomplishment of the divestiture of the Relevant Disposal Assets or Relevant Hauling Assets, and shall assist the trustee in accomplishing the required divestitures. The trustee and any consultants, accountants, attorneys, and other persons retained by the trustee shall have full and complete access to the personnel, books, records, and facilities for the Relevant Disposal Assets or Relevant Hauling Assets, and to defendants' overall businesses as is reasonably necessary to effectuate the divestiture. Defendants shall provide financial or other information relevant to the Relevant Disposal Assets or Relevant Hauling Assets customarily provided in a due diligence process as the trustee may reasonably request, subject to customary confidentiality assurances. Subject to customary confidentiality assurances, defendants shall permit prospective acquirers of any Relevant Disposal Assets or Relevant Hauling Assets to have reasonable access to the information provided to the trustee and to management personnel for the Relevant Disposal Assets or Relevant Hauling Assets, and to make inspection of any physical facilities for the Relevant Disposal Assets or Relevant Hauling Assets.

E. After the trustee's appointment, the trustee shall confer regularly with designated representatives of the parties and shall file biweekly reports with the parties and the Court setting forth the trustee's efforts to accomplish the divestitures ordered under this Final Judgment; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. Such reports shall include the name, address and telephone number of each person who, during the preceding period,

made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the business to be divested, and shall describe in detail each contact with any such person during that period. The trustee shall maintain full records of all efforts made to sell the businesses to be divested.

F. The United States may object to a proposed divestiture by the trustee in the manner prescribed in Section VI of this Final Judgment. Defendants shall not object to a divestiture by the trustee on any grounds other than the trustee's malfeasance. Any such objections by defendants shall be made in the manner prescribed in Section VI of this Final Judgment.

G. If the trustee has not accomplished such divestitures within one hundred and twenty (120) days after its appointment, the trustee thereupon shall file promptly with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestitures, (2) the reasons, in the trustee's judgment, why the required divestitures have not been accomplished, and (3) the trustee's recommendations for completing the required divestiture; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. No less than three (3) days prior to filing such report with the Court, the trustee shall furnish a copy of such report to the parties. Upon the filing of such report with the Court, each party shall have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall thereafter enter such orders as it shall deem appropriate in order to carry out the purpose of the trust which may, if necessary, include extending the trust and the term of the trustee's appointment by a period requested by the United States.

VI.

NOTICE OF PROPOSED DIVESTITURES

Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestiture pursuant to Sections IV or V of this Final Judgment, defendants or the trustee, whichever is then responsible for effecting the divestiture, shall notify the United States of the proposed divestiture. If the trustee is responsible, it shall similarly notify defendants. The notice shall set forth the details of the proposed transaction and list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or a desire to, acquire any ownership interest in the business to be divested that is the subject of the binding contract, together with full details of same. Within fifteen (15) calendar days of receipt by the United States of such notice, the United States, in its sole discretion, may request from defendants, the proposed purchaser, or any other third party additional information concerning the proposed divestiture and the proposed purchaser. Defendants and the trustee shall furnish any additional information requested from them within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice [or within twenty (20) calendar days after the United States has been provided the additional information requested from defendants, the proposed purchaser, and any third party, whichever is later], the United States shall provide written notice to defendants and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice to defendants (and the trustee, if applicable) that it does not object, then the divestiture may be consummated, subject only to defendants' limited right to

object to the sale under Section V(F) of this Final Judgment. Upon objection by the United States, a divestiture proposed under Section IV or Section V of this Final Judgment shall not be consummated. Upon objection by defendants under the provision in Section V(F), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VII.

BAN ON FUTURE ACQUISITIONS

A. Without prior written approval of the United States, defendants shall not acquire, directly or indirectly, any interest in any business, assets, capital stock, or voting securities of any person that, at any time during the twelve (12) months immediately preceding such acquisition, was engaged in waste disposal or collection of small container waste in any area listed in Section VII(B), where that person's annual revenues from waste disposal or collection of small container waste in the area were in excess of \$1,000,000 in the 12 month period immediately preceding the proposed acquisition, or the sale price of the assets would be in excess of \$1,000,000.

B. Unless otherwise noted, the injunctive provisions in Section VII (A) above apply whenever defendants seek to acquire any interest in any business, assets, capital stock, or voting securities of any person that was engaged in the disposal of waste from, or the collection of small container solid waste in, any of the following areas:

AREAS FOR WHICH INJUNCTIVE PROVISION APPLIES	
CITY	COUNTIES
Atlanta, GA	Clayton, Cobb, DeKalb, Douglas, Fayette, Fulton, Gwinett, Henry, Newton, Paulding, Rockdale, Spalding, and Walton counties, GA (disposal only)
Boston, MA	Bristol, Essex, Middlesex, Norfolk, Suffolk, and Worcester counties, MA
Charlotte, NC	Mecklenburg County, NC
Chicago, IL	Will, Kane, Cook, DuPage, Lake and McHenry counties, IL
Davenport, IA and Moline, IL	Rock Island County, IL and Scott County, IA
Evansville, IN	Vanderburgh County, IN
Kalamazoo/ Battle Creek, MI	Kalamazoo and Calhoun counties, MI
Joplin/Lamar, MO	Jasper and Newton counties, MO
Springfield, MO	Greene and Christian counties, MO

VIII.

DEFENDANTS' ADDITIONAL OBLIGATIONS

Defendants are hereby ordered and directed to, in accordance with the terms of this Final Judgment:

- A. Refrain from reacquiring any interest in any Relevant Disposal Assets or Relevant Hauling Assets divested pursuant to the terms of this Final Judgment, without prior written notice to, and written consent of, the United States;

B. Refrain from conditioning the sale of any landfill pursuant to this Final Judgment on any understanding, agreement or commitment, written or understood, that the purchaser (or purchasers) will agree to sell airspace or otherwise permit defendants to dispose of waste in that landfill; and

C. Within sixty (60) days after entry of the Final Judgment, jointly move with the United States to modify each of the Final Judgments in *United States v. Allied Waste Industries, Inc.*, 7 Trade Reg. Rep. (CCH) ¶50,860 (D.D.C., *filed and pending* April 8, 1999); *United States v. Browning-Ferris Industries, Inc.*, 1996-2 Trade Cas. (CCH) ¶71,456 (D.D.C. 1996); and *United States v. Browning-Ferris Industries, Inc.*, 1995-2 Trade Cas. (CCH) ¶71,079 (D.D.C. 1995) (the “consent decrees”), to provide that, for the period of time and in the geographic areas specified in the consent decrees, defendants and any person acquired by defendants will neither offer nor enforce any provision of any current or future contract for the collection of small container solid waste, the terms of which do not conform to the injunctive provisions of the consent decrees.

IX.

AFFIDAVITS

A. Within twenty (20) calendar days of the filing of the Hold Separate Stipulation and Order in this matter and every twenty (20) calendar days thereafter until the divestiture has been completed, whether pursuant to Section IV or Section V of this Final Judgment, defendants shall deliver to the United States an affidavit as to the fact and manner of compliance with Sections IV or V of this Final Judgment. Each such affidavit shall include, *inter alia*, the name, address, and telephone number of each person who, at any time after the period covered by the last such

report, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the businesses to be divested, and shall describe in detail each contact with any such person during that period. Each such affidavit shall also include a description of the efforts that defendants have taken to solicit a buyer for any and all Relevant Disposal Assets and Relevant Hauling Assets and to provide required information to prospective purchasers, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by the United States to information provided by defendants, including limitations on information, shall be made within fourteen (14) days of receipt of such affidavit.

B. Within twenty (20) calendar days of the filing of the Hold Separate Stipulation and Order in this matter, defendants shall deliver to the United States an affidavit which describes in detail all actions defendants have taken and all steps defendants have implemented on an on-going basis to preserve the Relevant Disposal Assets and Relevant Hauling Assets pursuant to Section X of this Final Judgment and the Hold Separate Stipulation and Order entered by the Court. The affidavit also shall describe, but not be limited to, defendants' efforts to maintain and operate each Relevant Disposal Asset and Relevant Hauling Asset as a viable active competitor; to maintain separate management, staffing, sales, marketing and pricing of each asset; and to maintain each asset in operable condition at current capacity configurations. Defendants shall deliver to the United States an affidavit describing any changes to the efforts and actions outlined in defendants' earlier affidavit(s) filed pursuant to this Section within fifteen (15) calendar days after any such change has been implemented.

C. For a one-year period following the completion of each divestiture, defendants shall preserve all records of any and all efforts made to preserve the Relevant Disposal Assets and Relevant Hauling Assets that were divested and to effect the ordered divestitures.

X.

HOLD SEPARATE ORDER

Until the divestitures required by the Final Judgment have been accomplished, defendants shall take all steps necessary to comply with the Hold Separate Stipulation and Order entered by this Court. Defendants shall take no action that would jeopardize the sale of any Relevant Disposal Asset or Relevant Hauling Asset.

XI.

FINANCING

Defendants are ordered and directed not to finance all or any part of any acquisition by any person made pursuant to Sections IV or V of this Final Judgment.

XII.

COMPLIANCE INSPECTION

For purposes of determining or securing compliance with the Final Judgment and subject to any legally recognized privilege, from time to time:

A. Duly authorized representatives of the United States Department of Justice, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendants made to their principal offices, shall be permitted:

1. Access during office hours of defendants to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of defendants, who may have counsel present, relating to the matters contained in this Final Judgment and the Hold Separate Stipulation and Order; and
2. Subject to the reasonable convenience of defendants and without restraint or interference from them, to interview, either informally or on the record, their officers, employees, and agents, who may have counsel present, regarding any such matters.

B. Upon the written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, defendants shall submit such written reports, under oath if requested, with respect to any matter contained in the Final Judgment and the Hold Separate Stipulation and Order.

C. No information or documents obtained by the means provided in Sections IV, VI or XII of this Final Judgment shall be divulged by a representative of the United States to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to the United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal

Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then ten (10) calendar days notice shall be given by the United States to defendants prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which defendants are not a party.

XIII.

RETENTION OF JURISDICTION

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violations hereof.

XIV.

TERMINATION

Unless this Court grants an extension, this Final Judgment will expire upon the tenth anniversary of the date of its entry.

XV.

PUBLIC INTEREST

Entry of this Final Judgment is in the public interest.

Dated _____, 1999.

United States District Judge