

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,)	
STATE OF NEW YORK,)	
COMMONWEALTH OF PENNSYLVANIA, and)	Civil No.: 98 CV 7168 (FB)(MDG)
STATE OF FLORIDA,)	
Plaintiffs,)	
)	Filed: January 13, 2000
v.)	
)	
WASTE MANAGEMENT, INC.,)	
OCHO ACQUISITION CORP., and)	
EASTERN ENVIRONMENTAL SERVICES, INC.,)	
)	
Defendants.)	

**STIPULATION AND ORDER REGARDING THE APPOINTMENT OF
JOHN S. PEREIRA AS TRUSTEE FOR THE SALE OF KELLY RUN LANDFILL**

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

1. Defendant Waste Management has not sold Kelly Run Landfill, a “relevant disposal asset” under the Final Judgment, to a purchaser acceptable to the United States within the time period prescribed by the Judgment.

2. Pursuant to Section V of the Final Judgment, John H. Pereira is hereby appointed trustee to effect the divestiture of Kelly Run Landfill in accordance with (and subject to) the terms of the Judgment, and he is invested with all of the powers and authority provided by the Judgment to accomplish that end.

3. The purpose of the trust is to sell Kelly Run Landfill to a purchaser or purchasers acceptable to the United States, on consultation with the relevant state, the Commonwealth of Pennsylvania.

4. John S. Pereira is fully qualified to serve as trustee for the sale of Kelly Run Landfill. (A copy of his resume is attached hereto as Exhibit A.) Waste Management has agreed to compensate Mr. Pereira for his services in a fee agreement that the parties believe is reasonable “in light of the value of the divested business and . . . provid[es] the trustee with an incentive based on the price and terms of the divestiture and the speed with which it is accomplished.” A copy of that fee agreement, which fully comports with the requirements of the Final Judgment, is attached hereto as Exhibit B.

Dated: January 12, 2000.

FOR PLAINTIFFS
UNITED STATES OF AMERICA
STATES OF NEW YORK AND FLORIDA
COMMONWEALTH OF PENNSYLVANIA

FOR DEFENDANT
WASTE MANAGEMENT, INC.

_____/s/
Anthony E. Harris, Esquire AH 5876
U.S. Department of Justice
Antitrust Division
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_____/s/
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O R D E R

IT IS SO ORDERED by the Court, this ____ day of January, 2000.

United States District Judge

EXHIBIT A

(Resume of Proposed Trustee, John S. Pereira)

EXHIBIT B

(Trustee Compensation Agreement)