

WALTER MACK
MONITOR
233 Broadway, 10th Floor
New York, New York 10279

AMY ROTHSTEIN
OF COUNSEL

(212) 619-3730
—
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SUBURBAN CARTING CORP.
TROT TOWN TRANSFER, INC.
J&T RECYCLING CORP.
ALL-WASTE SYSTEMS, INC.
AL TURI LANDFILL, INC.
MAMARONECK TRUCK REPAIR, INC.

DMF EXCAVATING CORP.
CHESTNUT EQUIPMENT LEASING CORP.
RECYCLING INDUSTRIES, CORP.
ACORN EQUIPMENT LEASING CORP.
ENVIRO EXPRESS, INC.
ROUTE 55 CORPORATION
MAHWAH HOMES, INC.

February 1, 2000

By Federal Express
John L. Pollok, Esq.
Hoffman & Pollok
260 Madison Avenue
New York, NY 10016

RECEIVED

FEB 02 2000

ANTITRUST BUREAU

Re: Allied/Suburban and Galante
Companies Assets Acquisition

Dear Mr. Pollok:

I enclose the following documents which were picked up
this afternoon from Judge Rakoff's chambers:

1. Supplemental Stipulated Monitor Agreement and Order
(S1 96 Cr. 466),
2. Hold Separate Stipulation and Order (00 Civil
No. 0363), and
3. Final Judgment (00 Civil No. 0363).

Sincerely,



Jason Whitehead
Legal Assistant

Enclosures

cc: (by fed ex. w/enclosures)
AUSA Stan Okula
AAG George Mesires
AAG Dick Grimm
David Potter, Esq.
Mario Kranjac, Esq.
Greg Young, Esq.
Lou Cherico, Esq.
Ed McDonald, Esq.
Susan Wissink, Esq.
Lieutenant Colonel Franke

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
UNITED STATES OF AMERICA, :

v. :

SUBURBAN CARTING CORP., :
TROT TOWN TRANSFER, INC., :
J & T RECYCLING CORP., :
ALL-WASTE SYSTEMS, INC., :
AL TURI LANDFILL, INC. :
MAMARONECK TRUCK REPAIR, INC., :
DMF EXCAVATING CORP., :
RECYCLING INDUSTRIES, CORP., :
ACORN EQUIPMENT LEASING CORP., :
CHESTNUT EQUIPMENT LEASING CORP., :
ENVIRO EXPRESS, INC., :
ROUTE 55 CORPORATION, and :
MAHWAH HOMES, INC., :

Defendants. :

----- X
STATE OF NEW YORK by ELIOT SPITZER, :
ATTORNEY GENERAL, :

Plaintiff, :

v. :

ALLIED WASTE INDUSTRIES, INC.; :
SUBURBAN CARTING CORP., :
CHESTNUT EQUIPMENT LEASING CORP., :
PAPER RECYCLING SYSTEMS, INC., :
PRIME CARTING, INC., :
RECYCLING INDUSTRIES CORP., :
C.C BOYCE & SONS, INC., :
DOWLING INDUSTRIES, INC. :
MAMARONECK TRUCK REPAIR, INC., :
TROT TOWN TRANSFER, INC., :
306 FAYETTE AVENUE REALTY CORP., :
THE MILO TRUST; and :

ADVANCED WASTE SYSTEMS, INC., :
DIVERSIFIED WASTE DISPOSAL, INC. :
AUTOMATED WASTE DISPOSAL, INC., :
NY-CONN WASTE RECYCLING, INC., :
ENVIRONMENTAL SYSTEMS, INC., :
SUPERIOR WASTE DISPOSAL, INC., :
ADVANCED RECYCLING CORP., :

Defendants. :

----- X

SUPPLEMENTAL
STIPULATED
MONITOR AGREEMENT
AND ORDER

S1 96 Cr. 466 (JSR)

RECEIVED
FEB 02 2000
ANTITRUST BUREAU

00 Civ. 0363 (JSR)

WHEREAS, upon the application of Mary Jo White, United States Attorney for the Southern District of New York, a Stipulated Monitor Agreement was ordered by this Court on September 30, 1997 in the criminal action S1 96 Cr. 466(JSR), and

WHEREAS, Allied Waste Industries, Inc. (hereinafter "Allied") has determined to acquire Suburban Carting Corp., Recycling Industries Corp., Chestnut Equipment Leasing Corp., Paper Recycling Systems, Inc., Prime Carting Corp., C.C. Boyce & Sons, Inc., Dowling Industries, Inc., Mamaroneck Truck Repair, Inc., and Trottown Transfer, Inc., (hereinafter "The Acquired Suburban Companies") and to acquire the assets of Advanced Waste Systems, Inc., Diversified Waste Disposal, Inc., Automated Waste Disposal, Inc., NY-Conn Waste Recycling, Inc., Environmental Systems, Inc., Superior Waste Disposal, Inc., and Advanced Recycling Corp. (hereinafter "The Galante Companies") and to conduct business operations on real estate owned by Al Turi Landfill, Inc., 306 Fayette Avenue Realty Corp. and the Milo Trust (hereinafter "The Real Estate Companies"), and

WHEREAS, Allied has acknowledged that any violation of the Orders of this Court subjects it, in addition to any other lawful penalty or sanction, to the Court's Contempt Powers under §§401 and 402, of Title 18, United States Code, and

WHEREAS, the Antitrust Bureau of the Office of the Attorney General of the State of New York has agreed by separate letter agreement to inform the Monitor on a timely basis of any antitrust investigation or other action that concerns the

operations of Allied within Westchester County so as to assist the Monitor in ensuring that there be no violation of federal, state or local law, Wherefore

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Allied may acquire the stock, ownership rights, and assets of The Acquired Suburban Companies and the assets of The Galante Companies as provided for in the Stock Purchase Agreements as amended and in the Asset Purchase Agreements which Agreements have been or are to be provided without fail to the Monitor prior to closing with all leases, employment contracts, schedules, exhibits and accompanying and related documentation, and it is further

ORDERED, ADJUDGED AND DECREED that upon the closing of the aforesaid acquisitions of The Acquired Suburban Companies and the assets of The Galante Companies, and the execution of the leases with The Real Estate Companies, that Allied shall comply with all the terms and conditions of the Court's Ordered September 30, 1997 Stipulated Monitor Agreement in its conduct of the operations and management of The Acquired Suburban Companies, the assets of The Galante Companies and the use of the properties owned by The Real Estate Companies with the following two exceptions:

1) The probationary sentences previously imposed on Suburban Carting Corp., Trottown Transfer, Inc., Mamaroneck Truck Repair, Inc., Recycling Industries, Corp. and Chestnut Equipment Leasing Corp. are hereby terminated; and

2) "The Relevant Hauling Assets" as defined in the Final Judgment in 00 Civ. 0363 (JSR), dated January 3/, 2000 shall cease to be subject to the Stipulated Monitor Agreement upon their divestiture from Allied as provided in said Final Judgment, and it is further

ORDERED, ADJUDGED AND DECREED that, notwithstanding the closing of the acquisitions and executions of the leases by Allied as described above, all shareholders, employees, officers, managers, trustees, attorneys and agents of The Acquired Suburban Companies who were subject to the oversight of the Monitor prior to closing shall continue to be subject to all the terms and conditions of the Stipulated Monitor Agreement until the Monitor has completed any investigations arising out of facts occurring at those companies prior to said closing and the Court has reviewed the Monitor's Report(s) of Investigation, and it is further

ORDERED, ADJUDGED AND DECREED that The Real Estate Companies and all their shareholders, employees, officers, managers, trustees, attorneys and agents, if not already bound by the aforesaid Stipulated Monitor Agreement or by the terms of the preceding paragraphs of this Supplemental Stipulated Monitor Agreement and Order, shall not refuse any reasonable request of the Monitor for documents or information, and it is further

ORDERED, ADJUDGED AND DECREED that Allied shall inform all affected employees, managers, officers, directors and agents of the terms and conditions of the Stipulated Monitor Agreement

and this Supplemental Stipulated Monitor Agreement And Order and prior relevant Orders of this Court, and it is further

ORDERED, ADJUDGED AND DECREED that upon the one year anniversary of the Allied acquisition permitted by this Order, Allied may apply to the Court for termination of the Monitorship, and the Court, after hearing from interested parties, shall promptly determine Allied's application, and it is further

ORDERED, ADJUDGED AND DECREED that this Supplemental Stipulated Monitor Agreement And Order may be modified by the Court upon good cause and in the interests of justice at any time, and it is further

ORDERED, ADJUDGED AND DECREED that this Supplemental Stipulated Monitor Agreement and Order may be executed in counterparts.

Dated: New York, New York
January 31, 2000

FOR UNITED STATES OF AMERICA:
MARY JO WHITE
United States Attorney
Southern District of New York

FOR DEFENDANT
ALLIED WASTE INDUSTRIES, INC.:

By: Stanley J. Okula
Assistant United States
Attorney

Edward A. McDonald (EM 4411)
Reboul, MacMurray, Hewitt,
Maynard & Kristol
45 Rockefeller Plaza
New York, New York 10111
(212) 841-5700
(212) 841-5725 (facsimile)

FOR THE ACQUIRED
SUBURBAN COMPANIES:

MARIO M. KRANJAC, ESQ. (MK 4958)
Lazare Potter Giacovas &
Kranjac, LLP

FOR THE GALANTE COMPANIES:

MARIO M. KRANJAC, ESQ. (MK 4958)
Lazare Potter Giacovas &
Kranjac, LLP
950 Third Avenue
New York, New York 10022
(212) 758-9300
(212) 888-0919 (facsimile)

FOR THE REAL ESTATE COMPANIES

JOHN L. POLLOK, ESQ. (JP 5647)
Hoffman Pollok & Pickholz LLP
260 Madison Avenue
New York, New York 10016
(212) 679-2900
(212) 679-1844 (facsimile)

ORDER

It is so ordered by the Court, this 31st day of January
2000.

(Other signatures on accompanying pages).


United States District Judge

and this Supplemental Stipulated Monitor Agreement And Order and prior relevant Orders of this Court, and it is further

ORDERED, ADJUDGED AND DECREED that upon the one year anniversary of the Allied acquisition permitted by this Order, Allied may apply to the Court for termination of the Monitorship, and the Court, after hearing from interested parties, shall promptly determine Allied's application, and it is further

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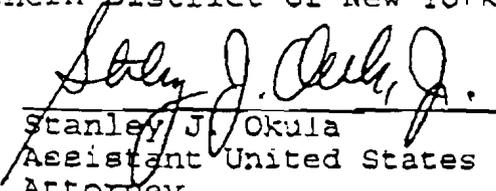
ORDERED, ADJUDGED AND DECREED that this Supplemental Stipulated Monitor Agreement and Order may be executed in counterparts.

Dated: New York, New York
January 27, 2000

FOR UNITED STATES OF AMERICA:

MARY JO WHITE
United States Attorney
Southern District of New York

By:


Stanley J. Okula
Assistant United States
Attorney

FOR DEFENDANT

ALLIED WASTE INDUSTRIES, INC.:

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Reboul, MacMurray, Hewitt,
Maynard & Kristol
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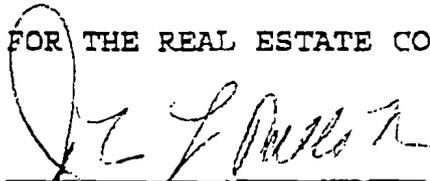
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New York, New York 10016
(212) 679-2900
(212) 679-1844 (facsimile).

ORDER

2000. It is so ordered by the Court, this _____ day of January

United States District Judge

01/27/00 12:43

006

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Dated: New York, New York
January 27, 2000

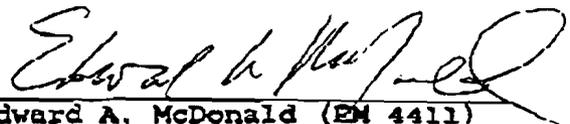
FOR UNITED STATES OF AMERICA:

MARY JO WHITE
United States Attorney
Southern District of New York

By:

Stanley J. Okula
Assistant United States
Attorney

FOR DEFENDANT
ALLIED WASTE INDUSTRIES, INC.:



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ORDER

It is so ordered by the Court, this _____ day of January

2000.

United States District Judge

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-NY STATE DEPT. OF LAW -

***** -ATTORNEY GENERAL- ***** -

2124168475- *****



STATE OF NEW YORK
 OFFICE OF THE ATTORNEY GENERAL
 ELIOT SPITZER

FACSIMILE TRANSMISSION

DATE 2/2/2000 NUMBER OF PAGES 38
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FROM George Messers

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120 BROADWAY, NEW YORK, NY 10271-0332

WALTER MACK
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233 Broadway, Room 1001
New York, New York 10279

AMY ROTHSTEIN
OF COUNSEL

(212) 619-3730

(212) 962-5037 (FAX)

SUBURBAN CARTING CORP.
TROT TOWN TRANSFER, INC.
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RECYCLING INDUSTRIES, CORP.
ACORN EQUIPMENT LEASING CORP.
ENVIRO EXPRESS, INC.
ROUTE 55 CORPORATION
MAHWAH HOMES, INC.

FACSIMILE TRANSMISSION

TO:	John Pollok, Esq.	Fax No. 212 679-1844
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	AAG Dick Grimm	Fax No. 212 416-6015
	AAG George Mesires	Fax No. 212 416-6015
	Lou Cherico, Esq.	Fax No. 914 948-4248
	Lieutenant Colonel Frank	Fax No. 703 696-1559
	Ed McDonald, Esq.	Fax No. 212 841-5725
	David Potter, Esq.	Fax No. 212 888-0919
	Mario Kranjac, Esq.	Fax No. 212 888-0919
	Greg Young, Esq.	Fax No. 914 777-0401
	Susan Wissink, Esq.	Fax No. 602 916-5519

FROM: Jason Whitehead

Total No. of Pages Sent: ~~11~~ 38

Date: February 1, 2000

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Message:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
UNITED STATES OF AMERICA, :

v. :

SUBURBAN CARTING CORP., :
TROTOWN TRANSFER, INC., :
J & T RECYCLING CORP., :
ALL-WASTE SYSTEMS, INC., :
AL TURI LANDFILL, INC. :
MAMARONECK TRUCK REPAIR, INC., :
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ACORN EQUIPMENT LEASING CORP., :
CHESTNUT EQUIPMENT LEASING CORP., :
ENVIRO EXPRESS, INC., :
ROUTE 55 CORPORATION, and :
MAHWAH HOMES, INC., :

Defendants. :

-----X
STATE OF NEW YORK by ELIOT SPITZER, :
ATTORNEY GENERAL, :

Plaintiff, :

v. :

ALLIED WASTE INDUSTRIES, INC.; :
SUBURBAN CARTING CORP., :
CHESTNUT EQUIPMENT LEASING CORP., :
PAPER RECYCLING SYSTEMS, INC., :
PRIME CARTING, INC., :
RECYCLING INDUSTRIES CORP., :
C.C BOYCE & SONS, INC., :
DOWLING INDUSTRIES, INC. :
MAMARONECK TRUCK REPAIR, INC., :
TROTOWN TRANSFER, INC., :
306 FAYETTE AVENUE REALTY CORP., :
THE MILO TRUST; and :

ADVANCED WASTE SYSTEMS, INC., :
DIVERSIFIED WASTE DISPOSAL, INC. :
AUTOMATED WASTE DISPOSAL, INC., :
NY-CONN WASTE RECYCLING, INC., :
ENVIRONMENTAL SYSTEMS, INC., :
SUPERIOR WASTE DISPOSAL, INC., :
ADVANCED RECYCLING CORP., :

Defendants. :

SUPPLEMENTAL
STIPULATED
MONITOR AGREEMENT
AND ORDER

S1 96 Cr. 466 (JSR)

00 Civ. 0363 (JSR)

-----X

WHEREAS, upon the application of Mary Jo White, United States Attorney for the Southern District of New York, a Stipulated Monitor Agreement was ordered by this Court on September 30, 1997 in the criminal action S1 96 Cr. 466(JSR), and

WHEREAS, Allied Waste Industries, Inc. (hereinafter "Allied") has determined to acquire Suburban Carting Corp., Recycling Industries Corp., Chestnut Equipment Leasing Corp., Paper Recycling Systems, Inc., Prime Carting Corp., C.C. Boyce & Sons, Inc., Dowling Industries, Inc., Mamaroneck Truck Repair, Inc., and Trottown Transfer, Inc., (hereinafter "The Acquired Suburban Companies") and to acquire the assets of Advanced Waste Systems, Inc., Diversified Waste Disposal, Inc., Automated Waste Disposal, Inc., NY-Conn Waste Recycling, Inc., Environmental Systems, Inc., Superior Waste Disposal, Inc., and Advanced Recycling Corp. (hereinafter "The Galante Companies") and to conduct business operations on real estate owned by Al Turi Landfill, Inc., 306 Fayette Avenue Realty Corp. and the Milo Trust (hereinafter "The Real Estate Companies"), and

WHEREAS, Allied has acknowledged that any violation of the Orders of this Court subjects it, in addition to any other lawful penalty or sanction, to the Court's Contempt Powers under §§401 and 402, of Title 18, United States Code, and

WHEREAS, the Antitrust Bureau of the Office of the Attorney General of the State of New York has agreed by separate letter agreement to inform the Monitor on a timely basis of any antitrust investigation or other action that concerns the

operations of Allied within Westchester County so as to assist the Monitor in ensuring that there be no violation of federal, state or local law, Wherefore

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Allied may acquire the stock, ownership rights, and assets of The Acquired Suburban Companies and the assets of The Galante Companies as provided for in the Stock Purchase Agreements as amended and in the Asset Purchase Agreements which Agreements have been or are to be provided without fail to the Monitor prior to closing with all leases, employment contracts, schedules, exhibits and accompanying and related documentation, and it is further

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1) The probationary sentences previously imposed on Suburban Carting Corp., Trottown Transfer, Inc., Mamaroneck Truck Repair, Inc., Recycling Industries, Corp. and Chestnut Equipment Leasing Corp. are hereby terminated; and

2) "The Relevant Hauling Assets" as defined in the Final Judgment in 00 Civ. 0363 (JSR), dated January 31, 2000 shall cease to be subject to the Stipulated Monitor Agreement upon their divestiture from Allied as provided in said Final Judgment, and it is further

ORDERED, ADJUDGED AND DECREED that, notwithstanding the closing of the acquisitions and executions of the leases by Allied as described above, all shareholders, employees, officers, managers, trustees, attorneys and agents of The Acquired Suburban Companies who were subject to the oversight of the Monitor prior to closing shall continue to be subject to all the terms and conditions of the Stipulated Monitor Agreement until the Monitor has completed any investigations arising out of facts occurring at those companies prior to said closing and the Court has reviewed the Monitor's Report(s) of Investigation, and it is further

ORDERED, ADJUDGED AND DECREED that The Real Estate Companies and all their shareholders, employees, officers, managers, trustees, attorneys and agents, if not already bound by the aforesaid Stipulated Monitor Agreement or by the terms of the preceding paragraphs of this Supplemental Stipulated Monitor Agreement and Order, shall not refuse any reasonable request of the Monitor for documents or information, and it is further

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Dated: New York, New York
January 31, 2000

FOR UNITED STATES OF AMERICA:

MARY JO WHITE
United States Attorney
Southern District of New York

FOR DEFENDANT
ALLIED WASTE INDUSTRIES, INC.:

By:

Stanley J. Okula
Assistant United States
Attorney

Edward A. McDonald (EM 4411)
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ORDER

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2000.

(Other signatures on accompanying pages).

John L. Pollok
United States District Judge

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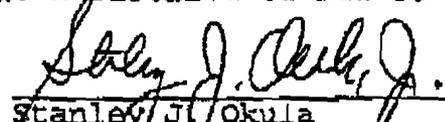
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United States Attorney
Southern District of New York

By:


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Assistant United States
Attorney

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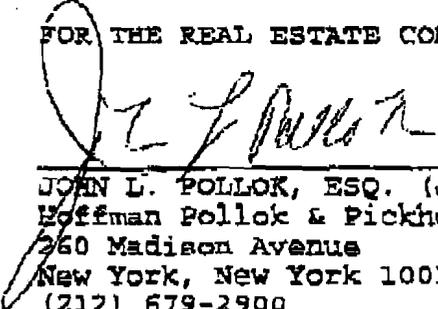
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ORDER

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2000.

United States District Judge

Received. 1/27/00 12:43PM

-> RSMEXK; Page 6

01/27/00 12:43 8

006

and this Supplemental Stipulated Monitor Agreement And Order and prior relevant Orders of this Court, and it is further

ORDERED, ADJUDGED AND DECREED that upon the one year anniversary of the Allied acquisition permitted by this Order, Allied may apply to the Court for termination of the Monitorship, and the Court, after hearing from interested parties, shall promptly determine Allied's application, and it is further

ORDERED, ADJUDGED AND DECREED that this Supplemental Stipulated Monitor Agreement And Order may be modified by the Court upon good cause and in the interests of justice at any time, and it is further

ORDERED, ADJUDGED AND DECREED that this Supplemental Stipulated Monitor Agreement and Order may be executed in counterparts.

Dated: New York, New York
January 27, 2000

FOR UNITED STATES OF AMERICA:

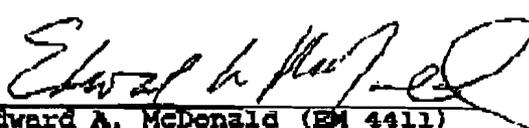
MARY JO WHITE
United States Attorney
Southern District of New York

By:

Stanley J. Okule
Assistant United States
Attorney

FOR DEFENDANT

ALLIED WASTE INDUSTRIES, INC.:

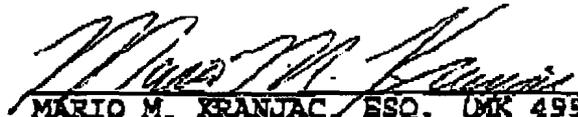

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Maynard & Kristol
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(212) 841-5725 (facsimile)

FOR THE ACQUIRED
SUBURBAN COMPANIES:



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Lazare Potter Giacovas &
Kranjac, LLP

FOR THE GALANTE COMPANIES:



MARIO M. KRANJAC, ESQ. (MK 4958)
Lazare Potter Giacovas &
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FOR THE REAL ESTATE COMPANIES

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Hoffman Pollok & Pickholz LLP
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(212) 679-1844 (facsimile)

ORDER

2000. It is so ordered by the Court, this _____ day of January

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STATE OF NEW YORK by ELIOT SPITZER,
ATTORNEY GENERAL,

Plaintiff,

v.

ALLIED WASTE INDUSTRIES, INC.;

SUBURBAN CARTING CORP.,
CHESTNUT EQUIPMENT LEASING CORP.,
PAPER RECYCLING SYSTEMS, INC.,
PRIME CARTING, INC.,
RECYCLING INDUSTRIES CORP.,
C. C. BOYCE & SONS, INC.,
DOWLING INDUSTRIES, INC.,
MAMARONECK TRUCK REPAIR, INC.,
TROT TOWN TRANSFER, INC.,
306 FAYETTE AVENUE REALTY CORP.,
THE MILO TRUST; and

ADVANCED WASTE SYSTEMS, INC.,
DIVERSIFIED WASTE DISPOSAL, INC.,
AUTOMATED WASTE DISPOSAL, INC.,
NY-CONN WASTE RECYCLING, INC.,
ENVIRONMENTAL SYSTEMS, INC.,
SUPERIOR WASTE DISPOSAL, INC.,
ADVANCED RECYCLING CORP.,

Defendants.

00 CIV. 0363

00 Civil No. 0363 (JSR)

HOLD SEPARATE STIPULATION AND ORDER

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

I.

DEFINITIONS

As used in this Hold Separate Stipulation and Order (or "Stipulation"):

- 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. "Suburban Companies" means defendants Suburban Carting Corp., Chestnut Equipment Leasing Corp., Paper Recycling Systems, Inc., Prime Carting Inc., Recycling Industries Corp., C. C. Boyce & Sons, Inc., Dowling Industries, Inc., Mamaroneck Truck Repair, Inc., Trottown Transfer, Inc., 306 Fayette Avenue Realty Corp, and The Milo Trust, with their headquarters in Mamaroneck, New York, and includes their successors and assigns, and their subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.
- C. "Valley" means all existing business of Valley Carting Corp., a subsidiary of Allied, and all of Allied's other subsidiaries and operations located in Westchester County.
- D. "Galante Companies" means defendants Advanced Waste Systems, Inc., Diversified Waste Disposal, Inc., Automated Waste Disposal, Inc., NY-Conn Waste Recycling, Inc., Environmental Systems, Inc., Superior Waste Disposal, Inc., and Advanced Recycling Corp. with their headquarters in Danbury, Connecticut, and includes their successors and assigns, and their subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.
- E. "Commercial waste hauling" means the collection and transportation to a disposal site of trash and garbage (but not medical waste, organic waste, special waste, such as

contaminated soil; sludge; or recycled materials) from commercial and industrial customers.

Commercial waste hauling means using front-end load and rear-end load trucks to service small containers. Typical customers include office and apartment buildings and retail establishments such as stores and restaurants.

F. "Relevant Hauling Assets" means (1) all of Valley's small container commercial waste hauling routes as described in Exhibit A, paragraph 1(A), attached to the Final Judgment including Saturday service in connection with the customers serviced on those routes; (2) Suburban Hauling Assets; (3) all tangible assets, including capital equipment, trucks and other vehicles, containers, interests, permits, supplies, except real property and improvements to real property (i.e., buildings) used in connection with those routes; and (4) all intangible assets, including hauling-related customer lists, contracts and accounts used in connection with those routes.

G. "Suburban Hauling Assets" means business representing at least one million dollars per annum of Suburban's small container commercial waste hauling as described in Exhibit A, paragraph 1(B), attached to the Final Judgment including Saturday service in connection with the customers serviced on those routes.

H. "Relevant Transfer Station Rights" means certain disposal capacity of present Suburban and/or Galante transfer stations as described in Exhibit A, paragraph 2, attached to the Final Judgment.

I. "Small container" means a 1 to 10 cubic yard container typically made of steel and often know as a dumpster.

J. "Westchester" or "Westchester market" refers to the County of Westchester, New York.

II.

OBJECTIVES

The Final Judgment filed in this case is meant to ensure Allied's prompt divestitures of the Relevant Hauling Assets and Relevant Transfer Station Rights for the purpose of establishing a viable competitor in the commercial waste hauling business in the Westchester market, to remedy the effects that plaintiffs allege would otherwise result from Allied's acquisition of certain assets of the Suburban and the Galante Companies. This Hold Separate Stipulation and Order ensures, prior to such divestitures, that the Relevant Hauling Assets are an independent, economically viable, and on going business concern; and that competition is maintained during the pendency of the ordered divestitures.

III.

JURISDICTION AND VENUE

The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the Southern District of New York.

IV.

COMPLIANCE WITH AND ENTRY OF FINAL JUDGMENT

A. The parties stipulate that a Final Judgment in the form attached hereto may be filed with and entered by the Court.

B. Allied shall abide by and comply with the provisions of the Final Judgment, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court

ruling declining entry of the Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the Final Judgment as though the same were in full force and effect as an order of the Court.

C. Allied shall not consummate the transactions concerning the Suburban Companies and the Galante Companies sought to be enjoined by the Complaint herein before the Court has signed this Hold Separate Stipulation and Order.

D. This stipulation shall apply with equal force and effect to any amended Final Judgment agreed upon in writing by the parties and submitted to the Court.

E. In the event the Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the Final Judgment, then the parties are released from all further obligations under this stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

F. Allied represents that the divestitures ordered in the Final Judgment can and will be made, and that Allied will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

V.

HOLD SEPARATE PROVISIONS

Until the divestitures required by the Final Judgment have been accomplished:

A. Allied shall preserve, maintain, and operate the Relevant Hauling Assets, except the Suburban Hauling Assets, as independent competitive businesses, with management, sales and operations of such assets held entirely separate, distinct and apart from those of Allied's other

operations. Allied may not coordinate the marketing of, or negotiation or sales by, any Relevant Hauling Asset, except the Suburban Hauling Assets, with Allied's other operations. Within twenty (20) days after the filing of the Hold Separate Stipulation and Order, or thirty (30) days after the entry of this Order, whichever is later, Allied will inform plaintiffs of the steps Allied has taken to comply with this Hold Separate Stipulation and Order.

B. Allied shall take all steps necessary to ensure that (1) the Relevant Hauling Assets will be maintained and operated in an ongoing, economically viable, and competitive manner in the Westchester market; (2) management of the Relevant Hauling Assets, except the Suburban Hauling Assets will not be influenced by Allied; and (3) the books, records, competitively sensitive sales, marketing and pricing information, and decision-making concerning the Relevant Hauling Assets, except the Suburban Hauling Assets, will be kept separate and apart from Allied's other operations. Allied's influence over the Relevant Hauling Assets, except the Suburban Hauling Assets, shall be limited to that necessary to carry out Allied's obligations under this Hold Separate Stipulation and Order and the Final Judgment.

C. Allied shall use all reasonable efforts to maintain and increase the sales and revenues of the Relevant Hauling Assets and shall maintain at 1999 or at previously approved levels, whichever are higher, all promotional, advertising, sales, technical assistance, marketing and merchandising support for the Relevant Hauling Assets.

D. Allied shall provide sufficient working capital to maintain the Relevant Hauling Assets in an ongoing, economically viable, and competitive manner.

E. Allied shall take all steps necessary to ensure that the Relevant Hauling Assets are fully maintained in operable condition at no lower than their current capacity or sales, and shall

maintain and adhere to normal repair and maintenance schedules for the Relevant Hauling Assets.

F. Allied shall not, except as part of a divestiture approved by plaintiff in accordance with the terms of Final Judgment, remove, sell, lease, assign, transfer, pledge or otherwise dispose of any of the Relevant Hauling Assets.

G. Allied shall maintain, in accordance with sound accounting principles, separate, accurate and complete financial ledgers, books and records that report on a periodic basis, such as the last business day of every month, consistent with past practices, the assets, liabilities, expenses, revenues and income of the Relevant Hauling Assets; except that with respect to the Suburban Hauling Assets, Allied need maintain only sufficient records to accurately show the revenues of the Suburban Hauling Assets on a periodic basis.

H. Except in the ordinary course of business or as is otherwise consistent with this Hold Separate Stipulations and Order, Allied shall not hire, transfer, terminate, or otherwise alter the salary agreements for any Allied employee who, on the date of Allied's signing of this Hold Separate Stipulation and Order, either: (1) works at a Relevant Hauling Asset, or (2) is a member of management referenced in Section V (1) of this Hold Separate Stipulation and Order.

I. Until such time as the Relevant Hauling Assets are divested pursuant to the terms of the Final Judgment, the Relevant Hauling Assets, other than the Suburban Hauling Assets, shall be managed by Richard Wojahn. Mr. Wojahn shall have complete managerial responsibility for the Relevant Hauling Assets, other than the Suburban Hauling Assets, subject to the provisions of the Order and Final Judgment. In the event that Mr. Wojahn is unable to perform his duties, Allied shall appoint, subject to the approval of the State of New York, a replacement within ten (10) working days. Should Allied fail to appoint a replacement acceptable to plaintiff State of

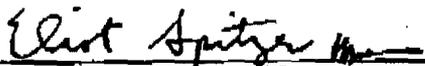
New York's Attorney General's Office (or "New York"), within ten (10) working days, New York shall appoint a replacement.

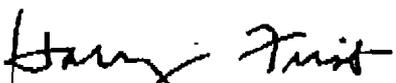
J. Allied shall take no action that would interfere with the ability of any trustee appointed pursuant to the Final Judgment to complete the divestitures pursuant to the Final Judgment to purchasers acceptable to New York.

K. This Hold Separate Stipulation and Order shall remain in effect until consummation of the divestitures contemplated by the Final Judgment or until further order of the Court.

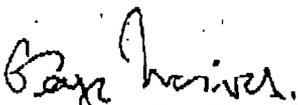
Dated: January 19, 2000
New York, New York

FOR PLAINTIFF
STATE OF NEW YORK:


ELIOT SPITZER (ES 9830)
Attorney General
State of New York

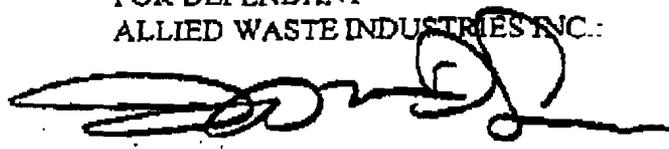

HARRY FIRST (HF 7870)
Chief, Antitrust Bureau


RICHARD E. GRIMM (RG 6891)
Assistant Attorney General

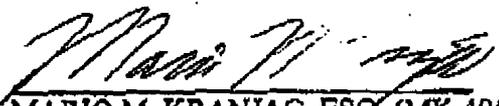

GEORGE R. MESIRES (GM 0058)
Assistant Attorney General

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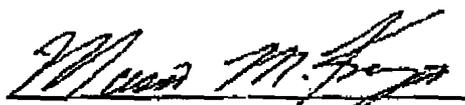
FOR DEFENDANT
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FOR DEFENDANT
SUBURBAN COMPANIES:

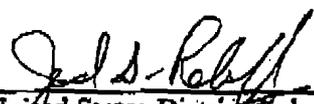

MARIO M. KRANJAC, ESQ. (MK 4958)
Lazare Potter Giacovas & Kranjac LLP

FOR DEFENDANT
GALANTE COMPANIES:


MARIO M. KRANJAC, ESQ. (MK 4958)
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ORDER

It is so ordered by the Court, this 31st day of January 2000.


United States District Judge

(Final)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STATE OF NEW YORK by ELIOT SPITZER,)	
ATTORNEY GENERAL,)	
)	
Plaintiff,)	
)	
v.)	
)	
ALLIED WASTE INDUSTRIES, INC.;)	
)	
SUBURBAN CARTING CORP.,)	00 Civil No. 0363 (JSR)
CHESTNUT EQUIPMENT LEASING CORP.,)	
PAPER RECYCLING SYSTEMS, INC.,)	
PRIME CARTING, INC.,)	
RECYCLING INDUSTRIES CORP.,)	
C. C. BOYCE & SONS, INC.,)	
DOWLING INDUSTRIES, INC.,)	
MAMARONECK TRUCK REPAIR, INC.,)	
TROTTOWN TRANSFER, INC.,)	
306 FAYETTE AVENUE REALTY CORP.,)	
THE MILO TRUST; and)	
)	
ADVANCED WASTE SYSTEMS, INC.,)	
DIVERSIFIED WASTE DISPOSAL, INC.)	
AUTOMATED WASTE DISPOSAL, INC.,)	
NY-CONN WASTE RECYCLING, INC.,)	
ENVIRONMENTAL SYSTEMS, INC.,)	
SUPERIOR WASTE DISPOSAL, INC.,)	
ADVANCED RECYCLING CORP.,)	
)	
Defendants.)	

FINAL JUDGMENT

WHEREAS, plaintiff, the State of New York, by and through its Attorney General, Eliot Spitzer, 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 that this Final Judgment shall settle all claims made by plaintiff in its Complaint filed on January 19, 2000;

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, in the event of the acquisition of certain assets of the Suburban and Galante Companies by Allied, the prompt and certain divestiture of the identified assets to assure that competition is not substantially lessened;

AND WHEREAS, plaintiff requires Allied to make certain divestitures for the purpose of establishing a viable competitor in the commercial waste hauling business in the Westchester County area;

AND WHEREAS, Allied has represented to plaintiff that the divestitures ordered herein can and will be made and that Allied will later raise no claim of hardship or difficulty as grounds for asking the court to modify any of the divestiture 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) and Section 340 of the Donnelly Act, N.Y. Gen Bus. Law § 340 et seq.

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. "Suburban Companies" means defendants Suburban Carting Corp., Chestnut Equipment Leasing Corp., Paper Recycling Systems, Inc., Prime Carting Inc., Recycling Industries Corp., C. C. Boyce & Sons, Inc., Dowling Industries, Inc., Mamaroneck Truck Repair, Inc., Trottown Transfer, Inc., 306 Fayette Avenue Realty Corp, and The Milo Trust with their headquarters in Mamaroneck, New York, and includes their successors and assigns, and their subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.

C. "Valley" means all existing business of Valley Carting Corp., a subsidiary of Allied, and all of Allied's other subsidiaries and operations located in Westchester County.

D. "Galante Companies" means defendants Advanced Waste Systems, Inc., Diversified Waste Disposal, Inc., Automated Waste Disposal, Inc., NY-Conn Waste Recycling, Inc., Environmental Systems, Inc., Superior Waste Disposal, Inc., and Advanced Recycling Corp. with their headquarters in Danbury, Connecticut, and includes their successors and assigns, and their subsidiaries, divisions, groups, affiliates, directors, officers, managers, agents, and employees.

E. "Commercial waste hauling" means the collection and transportation to a disposal site of trash and garbage (but not medical waste, organic waste, special waste, such as contaminated soil; sludge; or recycled materials) from commercial and industrial customers. Commercial waste

hauling means using front-end load and rear-end load trucks to service small containers. Typical customers include office and apartment buildings and retail establishments such as stores and restaurants.

F. "Relevant Hauling Assets" means (1) all of Valley's small container commercial waste hauling routes as described in Exhibit A attached to the proposal Final Judgment including Saturday service in connection with the customers serviced on those routes; (2) Suburban Hauling Assets; (3) all tangible assets, including capital equipment, trucks and other vehicles, containers, interests, permits, supplies, except real property and improvements to real property (i.e., buildings) used in connection with those routes; and (4) all intangible assets, including hauling-related customer lists, contracts and accounts used in connection with those routes.

G. "Suburban Hauling Assets" means business representing at least one million dollars per annum of Suburban's small container commercial waste hauling as described in Exhibit A attached to the proposed Final Judgment including Saturday service in connection with the customers serviced on those routes.

H. "Relevant Transfer Station Rights" means certain disposal capacity of present Suburban and/or Galante transfer stations as described in Exhibit A attached to the proposed Final Judgment.

I. "Westchester" or "Westchester market" refers to the County of Westchester, New York.

J. "Small container" means a 1 to 10 cubic yard container typically made of steel and often known as a dumpster.

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. Allied shall require, as a condition of the sale or other disposition of its Relevant Hauling Assets and Relevant Transfer Station Rights, that the acquiring party agree to be bound by the provisions of this Final Judgment.

IV.

DIVESTITURES

A. Allied is hereby ordered and directed in accordance with the terms of this Final Judgment, within ninety (90) calendar days after the filing of the Hold Separate Stipulation and Order in this case, or sixty (60) days after notice of the entry of this Final Judgment by the Court, whichever is later, to sell the Relevant Hauling Assets and the Relevant Transfer Station Rights as a viable, ongoing business to a single purchaser acceptable to plaintiff State of New York (or "New York").

B. Allied shall use its best efforts to accomplish the divestitures as expeditiously and timely as possible. New York, in its sole discretion, may extend the time period for any divestiture a reasonable additional time period(s).

C. In accomplishing the divestitures and other relief ordered by this Final Judgment, Allied promptly shall make known, by usual and customary means, the availability of the Relevant

Hauling Assets and Relevant Transfer Station Rights. Allied 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. Allied also shall offer to furnish to all prospective purchasers, subject to customary confidentiality assurances, all information regarding the Relevant Hauling Assets and Relevant Transfer Station Rights customarily provided in a due diligence process except such information subject to attorney-client privilege or attorney work-product privilege. Allied shall make available such information to the plaintiffs at the same time that such information is made available to any other person.

D. Allied shall not interfere with any negotiations by any purchaser to employ any Allied employee who works at, or whose principal responsibility concerns, any hauling business that is part of the Relevant Hauling Assets.

E. As customarily provided as part of a due diligence process, Allied shall permit prospective purchasers of the Relevant Hauling Assets to have access to personnel and to make such inspection of such assets; access to any and all environmental, zoning, and other permit documents and information; and access to any and all financial, operational, or other documents and information. Allied shall permit prospective purchasers of the Relevant Transfer Station Rights access to such information as is customary in transactions involving the sale and purchase of disposal rights.

F. Allied shall warrant to the purchaser of the Relevant Hauling Assets and Relevant Transfer Station Rights that each asset will be operational on the date of sale.

G. Allied shall not take any action, direct or indirect, that will impede in any way the operation or useability of the Relevant Hauling Assets and Relevant Transfer Station Rights.



H. Allied shall warrant to the purchaser of the Relevant Hauling Assets and Relevant Transfer Station Rights that there are no material defects in the environmental, zoning, or other permits pertaining to the operation of each asset, and that with respect to all Relevant Hauling Assets and Relevant Transfer Station Rights, Allied will not undertake, directly or indirectly, following the divestiture of each asset, any challenges to the environmental, zoning, or other permits pertaining to the operation of the asset.

I. Unless New York otherwise consents in writing, the divestitures pursuant to Section IV, whether by Allied or by a trustee appointed pursuant to Section V of this Final Judgment, shall include all Relevant Hauling Assets and all Relevant Transfer Station Rights, and be accomplished by selling or otherwise conveying all the assets to a purchaser such as to satisfy New York that the Relevant Hauling Assets and Relevant Transfer Station Rights can and will be used by the purchaser as part of a viable, ongoing business engaged in waste hauling and MSW disposal. The divestiture, whether pursuant to Section IV or Section V of this Final Judgment, shall be made to a purchaser for whom it is demonstrated to New York's satisfaction that the purchaser: (1) has the capability and intent of competing effectively in the waste hauling business in the Westchester market; (2) has or soon will have the managerial, operational, and financial capability to compete effectively in the commercial waste hauling business in the Westchester market; and (3) is not hindered by the terms of any agreement between the purchaser and Allied which gives Allied 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 the Westchester market.

V.
APPOINTMENT OF TRUSTEE

A. In the event that Allied has not sold the Relevant Hauling Assets and Relevant Transfer Station Rights within the time period specified in Section IV of this Final Judgment, or any extension thereof, the Court shall appoint, on New York's application, a trustee selected by New York, to effect the divestiture of each such asset not sold.

B. After the appointment of a trustee becomes effective, only the trustee shall have the right to sell the Relevant Hauling Assets and Relevant Transfer Station Rights. The trustee shall have the power and authority to accomplish any and all divestitures at the best price (but no minimum price) then obtainable upon a reasonable effort by the trustee, subject to the provisions of Section IV and VII of this Final Judgment, and shall have such other powers as the Court shall deem appropriate. 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 Allied any investment bankers, attorneys, or other agents reasonably necessary in the judgment of the trustee to assist in the divestitures, and such professional 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 acceptable to New York, and shall have such other powers as this Court shall deem appropriate. Allied shall not object to a sale by the trustee on any grounds other than the trustee's malfeasance. Any such objection by Allied must be conveyed in writing to the plaintiff and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VI of this Final Judgment.

C. The trustee shall serve at the cost and expense of Allied, on such terms and conditions as the Court may prescribe, 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 Allied 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 and terms of the divestiture and the speed with which it is accomplished.

D. Allied shall use its best efforts to assist the trustee in accomplishing the required divestitures, including best efforts to effect all necessary regulatory approvals. 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 of the business to be divested, and Allied shall develop financial or other information relevant to the businesses to be divested customarily provided in a due diligence process as the trustee may reasonably request, subject to customary confidentiality assurances. Allied shall permit bona fide, prospective acquirors of the Relevant Hauling Assets to have reasonable access to personnel and to make such inspection of all physical facilities and any and all financial, operational or other documents and other information as may be relevant to the divestitures required by this Final Judgment. Allied shall permit prospective purchasers of the Relevant Transfer Station Rights access to such information as is customary in transactions involving the sale and purchase of disposal rights.

E. After its appointment, the trustee shall file monthly 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 month, 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. If the trustee has not accomplished such divestitures within six (6) months 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; 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. The trustee shall at the same time furnish such report to the parties, who shall each have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall enter thereafter 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 New York.

VI. NOTIFICATION

Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect any proposed divestiture pursuant to Sections IV or V of this Final Judgment, Allied or the trustee, whichever is then responsible for effecting the divestiture, shall notify the Chief of the Antitrust Bureau of the New York Attorney

General's Office of the proposed divestiture. If the trustee is responsible, it shall similarly notify Allied. 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 New York of such notice, New York may request from Allied, the proposed purchaser, or any other third party additional information concerning the proposed divestiture and the proposed purchaser. Allied 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 plaintiff have been provided the additional information requested from Allied, the proposed purchaser, and any third party, whichever is later, New York shall provide written notice to Allied and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If New York provides written notice to Allied and the trustee that it does not object, then the divestiture may be consummated, subject only to Allied's limited right to object to the sale under Section V(B) of this Final Judgment. Upon objection by New York, a divestiture proposed under Section IV or Section V shall not be consummated. Upon objection by Allied under the provision in Section V(B), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VII.
AFFIDAVITS

A. Within twenty (20) calendar days of the filing of the Hold Separate Stipulation and Order in this matter and every thirty (30) calendar days thereafter until the divestiture has been

completed whether pursuant to Section IV or Section V of this Final Judgment. Allied shall deliver to the Chief of the Antitrust Bureau of the New York Attorney General's Office 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 Allied has taken to solicit a buyer for any and all Relevant Hauling Assets and Relevant Transfer Station Rights 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 New York to information provided by Allied, 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, Allied shall deliver to the Chief of the Antitrust Bureau of the New York Attorney General's Office an affidavit which describes in detail all actions Allied has taken and all steps Allied has implemented on an on-going basis to maintain the Relevant Hauling Assets pursuant to Section VIII 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, Allied's efforts to maintain and operate each Relevant Hauling Asset as an active competitor, maintain the management, staffing, sales, marketing and pricing of each asset, and maintain each asset in operable condition at current capacity configurations. Allied shall deliver to the Chief of the Antitrust Bureau of the New York

Attorney General's Office an affidavit describing any changes to the efforts and actions outlined in Allied's earlier affidavit(s) filed pursuant to this Section within fifteen (15) calendar days after the change is implemented.

C. Until one year after such divestiture has been completed, Allied shall preserve all records of all efforts made to maintain the Relevant Hauling Assets, to effect the ordered divestitures.

VIII.

HOLD SEPARATE ORDER

Until the divestitures required by the Final Judgment have been accomplished, Allied 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 the Relevant Hauling Assets and the Relevant Transfer Station Rights.

IX.

FINANCING

Allied is 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.

X.

ACQUISITIONS

Allied is hereby ordered and directed that for a period of five (5) years after notice of the entry of this Final Judgment, Allied shall not acquire, without at least forty-five (45) days prior written notification to and prior written approval of New York, directly or indirectly, any interest in any business, assets, capital stock, or voting securities of any small container commercial waste

hauling company doing business in Westchester County, any small container commercial waste hauling route in Westchester County, any transfer station handling MSW in Westchester County, or any of the Relevant Hauling Assets. However, as to any such acquisition, if the annual revenue in Westchester from small container commercial waste hauling and transfer station handling MSW is less than \$500,000, then Allied shall give New York at least forty-five (45) days prior written notification of such transaction but need not obtain New York's approval of it. Notifications hereunder are to be made to the Chief of the Antitrust Bureau of the New York Attorney General's Office. Nothing herein shall preclude New York from investigating or taking legal action with respect to any acquisition by Allied.

XI.

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 New York, upon written request of the Attorney General or the Chief of the Antitrust Bureau, and on reasonable notice to Allied made to its principal offices, shall be permitted:

- (1) Access during office hours of Allied to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of Allied, who may have counsel present, relating to the matters contained in this Final Judgment and the Hold Separate Stipulation and Order. Allied shall consent to New York's representatives

inspecting and copying all reports or other written records of the Court-appointed Monitor pursuant to the stipulated Monitor's Agreement, or any modification thereof, in United States v. Suburban Carting Corporation, et al., S1 96 Cr. 466 (JSR), relating to the matters contained in this Final Judgment and the Hold Separate Stipulation and Order.

- (2) Subject to the reasonable convenience of Allied and without restraint or interference from it, to interview, either informally or on the record, officers, employees, and agents, who may have counsel present, regarding any such matters. Allied shall consent to New York's representatives interviewing the Court-appointed Monitor pursuant to the stipulated Monitor's Agreement, or any modification thereof, in United States v. Suburban Carting Corporation, et al., S1 96 Cr. 466 (JSR), relating to the matters contained in this Final Judgment and the Hold Separate Stipulation and Order.

B. Upon the written request of the Attorney General or the Chief of the Antitrust Bureau, Allied 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 Section VII or XII of this Final Judgment shall be divulged by a representative of New York to any person other than a duly authorized representative of the executive branch of the State of New York, except in the course of legal proceedings to which New York 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 Allied to plaintiffs, Allied represents and identifies 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 Allied marks 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 New York to Allied prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which Allied is not a party.

XII.

ANTITRUST COMPLIANCE PROGRAM

Allied shall maintain an antitrust compliance program that shall include:

- A. distributing within 60 days from the entry of this Final Judgment, a copy of the Final Judgment to all officers and directors, as well as to administrators with management authority over operations in Westchester.
- B. distributing in a timely manner a copy of the Final Judgment to any person who succeeds to a position in the Paragraph XII(A);
- C. briefing annually all administrators with management authority over operations in Westchester on the meaning and requirements of this Final Judgment, penalties for violation of this Final Judgment and the antitrust laws, including potential antitrust concerns raised by Allied;
- D. obtaining from such officer or manager of Allied who has the principal management authority over Westchester operations an annual written certification that he or she reads, understands, and agrees to abide by this Final Judgment and is not aware of any violation of this Final Judgment; and

E. maintaining for inspection by the plaintiff a record of recipients to whom this Final Judgment has been distributed.

XIII.

RETENTION OF JURISDICTION

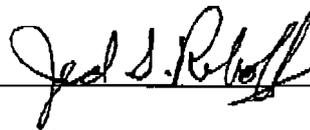
Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for the modification of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

Dated: January 31, 2000



United States District Judge

EXHIBIT A TO FINAL JUDGMENT

Assets

1. The Relevant Hauling Assets include the following commercial waste hauling routes:

Name	Route	Approximate Revenue	Approximate Stops/Week
A. Valley routes	1	\$824,000	375
	2	\$1,020,000	405
	3	\$1,260,000	430
	4	\$900,000	380
	5	\$996,000	410
B. Suburban Hauling Assets	Orange	\$1,277,076	211

2. The Relevant Transfer Station Rights include the following disposal capacity for municipal solid waste:

- A. Seventy-five tons per day of airspace at the New York/Conn. Transfer Station in Mount Kisco, New York.
- B. Seventy-five tons per day of airspace at the Recycling Industries Transfer Station in Mamaroneck, New York.