

operating hours from Monday through Saturday up to the weekly maximum of 1,925 tons. Waste Management shall have the right to stop accepting waste from any additional truck owned or operated by the Acquirer (or its designee) and entering the premises after Waste Management has accepted 350 tons of waste from the Acquirer (or its designee) on any day the HMDC Facility is operating;

c. Under the throughput or tolling arrangement, Waste Management shall permit the Acquirer (or its designee) to deliver waste to the HMDC Facility for processing and, at the option of the Acquirer (or its designee), load the processed waste into vehicles designated by the Acquirer (or its designee) for ultimate disposal; and

d. Waste Management shall operate all HMDC Facility gates, scales, scale houses, and disposal areas described in the Acquirer's contract under terms and conditions no less favorable to the Acquirer (or its designee) than those provided to Waste Management or its customers, including any municipality.

K. "Relevant Hauling Assets" 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, 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, permits and accounts.

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

1. Augusta, Georgia

Allied's commercial waste collection routes 903, 904, 916, and 922 that operate out of Allied's Augusta division located at 683 Commerce Court, Evans, Georgia 30809.

2. Myrtle Beach, South Carolina

Allied's commercial waste collection routes 711, 714, and 715 that operate out of Allied's Rural Sanitation Services Hauling facility located at 3512 Highway 501, Myrtle Beach, South Carolina 29579.

3. Pitkin and Garfield Counties, Colorado

Waste Management's waste collection routes 730, 824, 825, 831, 850, 851, and 853 that operate out of Waste Management's facility located at 226 North 12th Street, Carbondale, Colorado 81623.

4. Bergen and Passaic Counties, New Jersey

Allied's commercial waste collection routes 700, 705, 706, 401, and 405 that operate out of Allied's VMI Waste Services Hauling facility located at 75 Broad Avenue, Fairview, New Jersey 07022, except that Waste Management is not required to divest real property or improvements to real property (*i.e.*, buildings, garages, or leasehold rights related thereto).

5. Morris County, New Jersey

Allied's commercial waste collection route 702 that operates out of Allied's VMI Waste Services Hauling facility located at 75 Broad Avenue, Fairview, New Jersey 07022, except that Waste Management is not required to divest real property or improvements to real property (*i.e.*, buildings, garages, or leasehold rights related thereto).

L. "Relevant Tulsa and Muskogee Disposal Assets" means Allied's Porter Landfill (also referred to as 51B Landfill), located at Route 2, Box 120, Porter, Oklahoma 74454, or any other landfill owned by Allied or any third party located within twenty-five (25) miles from the center of either the city of Tulsa or the city of Muskogee, Oklahoma.

M. "Small container commercial waste collection service" means the business of collecting MSW from commercial and industrial accounts, usually in "dumpsters" (*i.e.*, a small container with one (1) to ten (10) cubic yards of storage capacity), and transporting or "hauling" such waste to a disposal site by use of a front- or rear-end loader truck. Typical commercial waste collection customers include office and apartment buildings and retail establishments (*e.g.*, stores and restaurants).

N. "Waste Management" means Defendant Waste Management, Inc., a Delaware corporation with its headquarters in Houston, Texas, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, joint ventures, and their directors, officers, managers, agents, and employees.

III. Applicability

A. This Final Judgment applies to Waste Management and Allied, as defined above, and all other persons in active concert or participation with any of them who receive 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 lesser business units that include Defendants' Relevant Disposal Assets, Relevant Hauling Assets, or the Alternative Disposal Asset, that the Acquirer agree to be bound by the provisions of the Final Judgment.

IV. Divestitures

A. Defendant Waste Management is ordered and directed, within ninety (90) 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 divest the Relevant Disposal Assets and Relevant Hauling Assets, except for the New Jersey Assets, in a manner consistent with this Final Judgment to an Acquirer acceptable to the United States in its sole discretion.

The United States, in its sole discretion, may agree to an extension of this time period of up to sixty (60) calendar days, and shall notify the Court in such circumstances. Defendants agree to use their best efforts to divest the Relevant Disposal Assets and Relevant Hauling Assets as expeditiously as possible.

B. Defendants are ordered and directed, within ninety (90) calendar days after the approval by the New Jersey Department of Environmental Protection of Waste Management's request to acquire Allied's assets in New Jersey, to divest the New Jersey Assets in a manner consistent with this Final Judgment and state law to an Acquirer acceptable to the United States, in its sole discretion, after consultation with New Jersey. The United States, in its sole discretion, after consultation with New Jersey, may agree to an extension of this time period of up to sixty (60) calendar days, and shall notify the Court in such circumstances. Defendants agree to use their best efforts to divest the New Jersey Assets as expeditiously as possible. If the Defendants have not received approval by the New Jersey Department of Environmental Protection of Waste Management's request to acquire Allied's assets in New Jersey within ninety (90) calendar days after the filing of the Complaint in this matter, plus any extension of time granted by the United States of up to sixty (60) calendar days, Waste Management shall not purchase from Allied any of the voting securities or assets located in New Jersey and identified in the January 29, 2003 purchase agreements, as amended.

C. In accomplishing the divestitures ordered by this Final Judgment, Defendant Waste Management promptly shall make known, by usual and customary means, the availability of the