

Relevant Disposal Assets and Relevant Hauling Assets. Defendants shall inform any person making inquiry regarding a possible purchase of the Relevant Disposal Assets or Relevant Hauling Assets that they are being divested pursuant to this Final Judgment and provide that person with a copy of this Final Judgment. Defendants shall offer to furnish to all prospective Acquirers, subject to customary confidentiality assurances, all information and documents relating to the Relevant Disposal Assets or Relevant Hauling Assets, whichever is then available for sale, customarily provided in a due diligence process except such information or documents subject to the attorney-client or work-product privileges. Defendants shall make available such information to the United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, at the same time that such information is made available to any other person.

D. Defendants shall provide the United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, and each prospective Acquirer of the Relevant Disposal Assets or Relevant Hauling Assets information relating to the personnel involved in the operation and management of the Relevant Disposal Assets or Relevant Hauling Assets to enable the Acquirer to make offers of employment. Defendants will not interfere with any negotiations by the Acquirer to employ any Defendant employee whose primary responsibility is the operation or management of the Relevant Disposal Assets or Relevant Hauling Assets.

E. Defendants shall permit each prospective Acquirer of the Relevant Disposal Assets or Relevant Hauling Assets to have reasonable access to personnel and to make inspections of the physical facilities; 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 customarily provided as part of a due diligence process.

F. With the exception of the facility described in Section II.J.2, Defendant Waste Management shall warrant to the Acquirer of the 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 that will impede in any way, the permitting, operation, or divestiture of the Relevant Disposal Assets or Relevant Hauling Assets.

H. With the exception of the facility described in Section II.J.2, Defendants Waste Management shall warrant to the Acquirer of the 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 following the sale of the Relevant Disposal Assets or Relevant Hauling Assets, Defendants will not undertake, directly or indirectly, any challenges to the environmental, zoning, or other permits relating to the operation of the Relevant Disposal Assets or Relevant Hauling Assets.

I. Defendant Waste Management warrants that there is an existing NYDEC operating permit for the Chestnut Ridge Solid Waste Transfer Station, which expires November 30, 2003. Waste Management's failure to divest the Chestnut Ridge Solid Waste Transfer Station in accordance with the conditions set forth in this Final Judgment shall result in the appointment of a trustee and the divestiture of the alternative Disposal Asset as provided in Sections V.A., V.B., and V.C. Should Waste Management be required to divest the Alternative Disposal Asset pursuant to Section V.B., it shall be bound by the same terms and provide warranties for the Alternative Disposal Asset comparable to those specified in Sections IV.C. through IV.H.

J. Unless the United States, in its sole discretion, and after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, otherwise consents in writing, the divestitures pursuant to Section IV, or by trustee appointed pursuant to Section V, of the Final Judgment, shall include either the entire Relevant Hauling Assets and Relevant Disposal Assets, or the entire Relevant Hauling Assets, the Relevant disposal Assets (excluding the Chestnut Ridge Solid Waste Transfer Station), and the Alternative Disposal Asset, and shall be accomplished in such a way as to satisfy the United States, in its sole discretion, and after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, that the divested assets will be used by the Acquirer, as part of a viable, ongoing disposal or hauling business. Divestiture of the Relevant Disposal Asset, Relevant Hauling Assets and the Alternative Disposal Asset may be made to an Acquirer, provided that in each instance it is demonstrated to the sole satisfaction of the United States, after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, that the Relevant Disposal Assets, Relevant Hauling

Assets and the Alternative Disposal Asset will remain viable and the divestiture of such assets will remedy the competitive harm alleged in the Complaint. The divestitures, whether pursuant to Section IV or Section V of this Final Judgment,

1. Shall be made to an Acquirer that, in the United States' sole judgment, after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, has the intent and capability, including managerial, operational, and financial capability, to compete effectively in the disposal or hauling business; and

2. Shall be accomplished so as to satisfy the United States, in its sole discretion, after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, that none of the terms of any agreement between an Acquirer and Defendant Waste Management gives Defendants the ability unreasonably to raise the Acquirer's costs, to lower the Acquirer's efficiency, or otherwise to interfere in the ability of the Acquirer to compete effectively.

#### V. Appointment of Trustee

A. If Defendant Waste Management has not divested either the Relevant disposal Assets, or the Relevant Hauling Assets, or both, within the time period specified in Section IV.A., Defendant Waste Management shall notify United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, of that fact in writing. Upon application of the United States, in its sole discretion, after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Assets, the Court shall appoint a trustee selected by the United States and approved by the Court to effect the divestiture of either the Relevant Disposal Assets, or the Relevant Hauling Assets, or both.

B. After the appointment of a trustee becomes effective, only the trustee shall have the right to sell either the Relevant Disposal Assets, or the Relevant Hauling Assets, or both. In the event the Chestnut Ridge Solid Waste Transfer Station (as defined in Sections II.F. and II.J.2) cannot be sold prior to the expiration of the time period provided in Section IV.A., the trustee shall divest the Alternative Disposal Asset selected by Waste Management from the three facilities identified in Section II.C. of the Final Judgment. Waste Management's selection of one of the three alternative facilities must be communicated to the trustee in writing within three (3) days following a request from the trustee to make the election.