

C. Notwithstanding the provisions contained in Sections IV.I. and V.B. of this Final Judgment, if the sole reason for requiring the divestiture of the Alternative Disposal Asset is that the Chestnut Ridge Solid Waste Transfer Station is not fully permitted within the time allowed herein, Waste Management, following the direction of the United States to divest the Relevant Disposal Assets, shall have sixty (60) days to do so.

D. Notwithstanding the provisions contained in Section V.B., The United States may, in its sole discretion, extend the expiration of the time period provided in Section IV.A. relating to the sale of the Chestnut Ridge Solid Waste Transfer Station for an additional ninety (90) days. This extension may occur only if the following conditions are satisfied as of the expiration of the time period provided in Section IV.A.:

1. Waste Management has sold the Chestnut Ridge Solid Waste Transfer Station to an Acquirer acceptable to the United States in its sole discretion, even though the facility is not yet Fully Permitted;

2. The Chestnut Ridge Solid Waste Transfer Station is being operated by the Acquirer or by another party, approved by the United States in its sole discretion, on behalf and for the benefit of the Acquirer, and

3. The United States, in its sole discretion, is satisfied that the Chestnut Ridge Solid Waste Transfer Station is likely to be Fully permitted by the New York Department of Environmental Conservation within the ninety (90) day extension of time granted under this Section.

E. The trustee shall have the power and authority to accomplish the divestiture to an Acquirer acceptable to the United States, in its sole discretion, after consultation with New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, at such price and on such terms as are then obtainable upon reasonable effort by the trustee, subject to the provisions of Sections IV, V, and VI of this Final Judgment, and shall have such other powers as this Court deems appropriate. Subject to Section V.G. of this Final Judgment, the trustee may hire at the cost and expense of Defendant Waste Management any investment bankers, attorneys, or other agents, who shall be solely accountable to the trustee, reasonably necessary in the trustee's judgment to assist in the divestiture.

F. Defendant Waste Management shall not object to a sale by the trustee on any ground other than the trustee's malfeasance. Any such objections by Defendant Waste Management must be

conveyed in writing to the United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VI.

G. The trustee shall serve at the cost and expense of Defendant Waste Management, on such terms and conditions as the United States approves, and shall account for all monies derived from the sale of the Relevant Disposal Assets, Relevant Hauling Assets, and the Alternative Disposal 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 Defendant Waste Management and the trust shall then be terminated. The compensation of the trustee and any professionals and agents retained by the trustee shall be reasonable in light of the value of the Relevant Disposal Assets, Relevant Hauling Assets, and any Alternative Disposal Asset selected by Waste Management, 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, but timeliness is paramount.

H. Defendants shall use their best efforts to assist the trustee in accomplishing the required divestiture. 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 Defendants shall develop financial and other information relevant to such business as the trustee may reasonably request, subject to customary confidentiality protection for trade secret or other confidential research, development, or commercial information. Defendants shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.

I. After its appointment, the trustee shall file monthly reports with the United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, and the Court setting forth the trustee's efforts to accomplish the divestiture ordered under this Final Judgment. To the extent that 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 Relevant Disposal Assets, Relevant Hauling Assets, or the Alternative Disposal Asset, and shall describe in detail each contact with any such person. The trustee shall maintain full records of all efforts made to divest the Relevant Disposal Assets, Relevant Hauling Assets, and any Alternative Disposal Asset.

J. If the trustee has not accomplished such divestiture within six (6) months after its appointment, the trustee shall promptly file with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestiture, (2) the reasons, in the trustee's judgment, why the required divestiture has not been accomplished, and (3) the trustee's recommendations. To the extent that 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 United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Asset, who shall have the right to make additional recommendations consistent with the purpose of the trust. The Court thereafter shall enter such orders as it shall deem appropriate to carry out the purpose of the Final Judgment, 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 Divestiture

A. Within two (2) business days following execution of a definitive divestiture agreement, Defendant Waste Management or the trustee, whichever is then responsible for effecting the divestiture required herein, shall notify the United States, or both the United States and New Jersey as to the New Jersey Assets and the Alternative Disposal Assets, of any proposed divestiture required by Section IV or V of this Final Judgment. If the trustee is responsible, it shall similarly notify Defendant Waste Management. The notice shall set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered or expressed an interest in or desire to acquire any ownership interest in the Relevant Disposal Assets, Relevant Hauling Assets, or the