

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE-OPELOUSAS DIVISION

UNITED STATES OF AMERICA	:	CRIMINAL NO.
	:	18 U.S.C. § 371
	:	
V.	:	
	:	
WILLIAM A. ROTHROCK	:	
LOGAN L. NICHOLS	:	
GLENN A. OAKES	:	
W. GREGORY ORR	:	

BILL OF INFORMATION

THE UNITED STATES CHARGES:

COUNT 1
18 U.S.C. § 371
Conspiracy

INTRODUCTION

At all times material to this Information:

1. Defendant WILLIAM A. ROTHROCK was Senior Vice President in charge of Business Development at USA Waste Services, Inc. ("USA Waste") and a resident of Houston, Texas.
2. Defendant LOGAN L. NICHOLS was a resident of Jennings, Louisiana.
3. Defendant GLENN A. OAKES was retired and resided in both Wisconsin and Florida.
4. Defendant W. GREGORY ORR was president and chief operating officer of a liquid waste company and resided in Houston, Texas.

5. USA Waste was a Delaware corporation headquartered in Houston, Texas. USA Waste was the third largest integrated, nonhazardous solid waste company in North America.

6. American Waste Services, Inc. ("American Waste") was an Ohio corporation headquartered in Warren, Ohio. American Waste's primary business was providing integrated waste management and environmental services. American Waste's common stock was registered with the Securities and Exchange Commission and traded on the New York Stock Exchange.

7. On or about February 6, 1998, American Waste publicly announced that it had agreed to be acquired by USA Waste.

THE CONSPIRACY

8. Beginning in or about January 1998, and continuing through March 1998, in the Western District of Louisiana and elsewhere, the defendants WILLIAM A. ROTHROCK, LOGAN L. NICHOLS, GLENN A. OAKES, and W. GREGORY ORR, knowingly and willfully conspired and agreed with each other, to commit an offense against the United States, to wit: to willfully, directly and indirectly, by the use of means and instrumentalities of interstate commerce and of the facilities of a national securities exchange, use and employ manipulative and deceptive devices and contrivances in connection with the purchase and sale of securities, namely, the common stock of American Waste, in contravention of the rules and regulations prescribed by the Securities and Exchange Commission, namely, 17 C.F.R. § 240.10b-5, by engaging in acts, practices, and courses of dealing which would and did operate as fraud and deceit

in violation of Title 15, United States Code, §§ 78j(b) and 78ff and Title 17, Code of Federal Regulations, §240.10b-5.

PURPOSE OF THE CONSPIRACY

9. The purpose of the conspiracy was for certain of the defendants to fraudulently enrich themselves by obtaining thousands of dollars from stock sales based on stolen, misappropriated, nonpublic inside information.

MANNER AND MEANS OF THE CONSPIRACY

The manner and means by which the defendants sought to accomplish the conspiracy included, among other things, the following:

10. It was part of the conspiracy that defendant WILLIAM A. ROTHROCK, as Senior Vice President of Business Development, learned, misappropriated, misused, and stole material, nonpublic information about USA Waste's plan to acquire American Waste and the status of the negotiations between the two companies, in violation of fiduciary and other duties of trust and confidence that WILLIAM A. ROTHROCK owed to USA Waste and its shareholders.

11. It was a further part of the conspiracy that defendant WILLIAM A. ROTHROCK discussed a significant open negotiation issue with a colleague participating in the final negotiations and learned that American Waste and USA Waste had reached, or would soon reach, an agreement on the acquisition.

12. It was a further part of the conspiracy that defendant WILLIAM A. ROTHROCK, for his own benefit and the benefit of defendants LOGAN L. NICHOLS, GLENN A. OAKES, and W. GREGORY ORR, with whom WILLIAM A. ROTHROCK had a personal relationship, would and did disclose to defendants LOGAN L.

NICHOLS, GLENN A. OAKES, and W. GREGORY ORR material, nonpublic information that he had misappropriated and stole from USA Waste and its shareholders, to wit: that USA Waste would acquire American Waste before the acquisition was publicly announced, with the understanding that defendants LOGAN L. NICHOLS, GLENN A. OAKES, and W. GREGORY ORR would purchase shares of American Waste common stock thereby realizing substantial profits.

13. It was a further part of the conspiracy that defendants LOGAN L. NICHOLS, GLENN A. OAKES, and W. GREGORY ORR would and did purchase shares of American Waste before the acquisition was publicly announced.

14. It was a further part of the conspiracy that defendants LOGAN L. NICHOLS, GLENN A. OAKES, and W. GREGORY ORR, after the public announcement of the acquisition, would and did sell their shares of American Waste and realized substantial profits.

OVERT ACTS

In furtherance of the conspiracy and to achieve the objects thereof, defendants committed and caused to be committed various acts in the Western District of Louisiana and elsewhere:

15. On or about February 4, 1998, defendant WILLIAM A. ROTHROCK, spoke by telephone with defendant W. GREGORY ORR and communicated material, nonpublic information concerning USA Waste's plan to acquire American Waste.

16. On or about February 5, 1998, defendant W. GREGORY ORR purchased 15,000 shares of American Waste based on defendant WILLIAM A. ROTHROCK'S tip.

17. On or about March 9, 1998, defendant W. GREGORY ORR sold his shares of American Waste and realized a profit of approximately \$31,875.

18. On or about February 5, 1998, defendant WILLIAM A. ROTHROCK also spoke by telephone with defendant GLENN A. OAKES and communicated material, nonpublic information about USA Waste's plan to acquire American Waste.

19. On or about February 5, 1998, defendant GLENN A. OAKES purchased 100,000 shares of American Waste based on defendant WILLIAM A. ROTHROCK'S tip.

20. On or about February 10, 1998, defendant GLENN A. OAKES sold his shares of American Waste and realized a profit of approximately \$175,940.

21. On or about February 5, 1998, defendant WILLIAM A. ROTHROCK also spoke by telephone with defendant LOGAN L. NICHOLS and communicated material, nonpublic information about USA Waste's plan to acquire American Waste.

22. On or about February 5, 1998, defendant LOGAN L. NICHOLS purchased 100,000 shares of American Waste based on defendant WILLIAM A. ROTHROCK'S tip.

23. On or about February 9, 1998, defendant LOGAN L. NICHOLS sold his shares of American Waste and realized a profit of approximately \$179,850.

All in violation of Title 18 U.S.C. § 371.

Respectfully submitted:

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