UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
-NORFOLK DIVISION-

UNITED STATES OF AMERICA,	)	
Plaintiff,	)	Civil No. 2:05 CV 468
v.	)	
	)	Filed: November 2, 2005
WASTE INDUSTRIES USA, INC.,	)	
Defendant.	)	Judge: Friedman

UNITED STATES' CERTIFICATE OF COMPLIANCE WITH
PROVISIONS OF THE ANTITRUST PROCEDURES AND PENALTIES ACT

The United States hereby certifies that it has complied with the provisions of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) ("APPA"), and states:

1. The Complaint, proposed Final Judgment, Stipulation, and Competitive Impact Statement were filed with this Court on August 8, 2005.

2. Pursuant to 15 U.S.C. § 16(b), the proposed Final Judgment and the Competitive Impact Statement were published in the Federal Register on October 18, 2005 (70 Fed. Reg. 48590). A copy of the Federal Register notice is attached as Exhibit A.

3. Pursuant to 15 U.S.C. § 16(c), a summary of the terms of the proposed Final Judgment and Competitive Impact Statement were published on seven (7) consecutive days running from August 13, 2005 through August 19, 2005 in The Washington Post, a newspaper of general circulation in the District of Columbia and in The Virginian-Pilot**,** a newspaper of general circulation in the cities of Norfolk, Portsmouth, Chesapeake, Suffolk, and Virginia Beach, Virginia. Copies of the certificate of publication from The Washington Post and from

The Virginian-Pilot, respectively, are attached as Exhibit B.

4. The 60-day comment period specified in 15 U.S.C. § 16(b) commenced on August 18, 2005 and terminated on October 17, 2005.

5. During the 60-day comment period, the United States received no comments from members of the public concerning the proposed Final Judgment.

6. Pursuant to 15 U.S.C. § 16(b), the United States furnished copies of the proposed Final Judgment and Competitive Impact Statement to anyone requesting them.

7. On August 15, 2005, the defendant complied with the requirement of 15 U.S.C. § 16(g) when the defendant filed with the Court a statement indicating that it had not had any communications concerning the proposed Final Judgment that were reportable under 15 U.S.C. §16(g).

8. With these steps having been taken, the parties have satisfied their obligations under the APPA. Pursuant to the Stipulation filed on August 8, 2005, and 15 U.S.C. § 16(e), the Court may now enter the Final Judgment without further hearings, if it determines that entry of the Final Judgment is in the public interest. For the reasons set forth in the Competitive Impact Statement, the United States believes that the proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e). The United States therefore requests

that this Court enter the Final Judgment without further hearings.

Dated: October 31, 2005

Respectfully submitted,

/s/

Lowell Stern
VA Bar No.33460

Leslie D. Peritz
PA Bar No. 87539
U.S. Department of Justice
Antitrust Division
Litigation II Section
1401 H Street, N.W.
Suite 3000
Washington, D.C. 20530
(202) 307-0924

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served upon Waste Industries USA, Inc. by placing a copy of this Certificate of Compliance with Provisions of the Antitrust Procedures and Penalties Act in the U.S. Mail, first class and postage prepaid, directed to the addresses given below, this 1st day of November, 2005:

Counsel for Defendant Waste Industries USA, Inc.:

Benjamin N. Thompson, Esquire
Wyrick Robbins Yates & Ponton LLP
The Summitt
4101 Lake Boone Trail, Suite 300
Raleigh, NC 27607-7506

Dean T. Buckius, Esquire
Vandeventer Black, LLP
500 World Trade Center
Norfolk, VA 23510-1699

_____/s/_____
Lowell Stern
VA Bar No. 33460

Leslie D. Peritz
PA Bar No. 87539
U.S. Department of Justice
Antitrust Division
1401 H Street, NW, Suite 3000
Washington, D.C. 20530
(202) 307-0924

(*tonia.fleetwood@usdoj.gov*), fax no. (202) 514–0097, phone confirmation number (202) 514–1547. In requesting a copy from the Consent Decree Library, please enclose a check in the amount of $7.00 (25 cents per page reproduction cost), payable to the U.S. Treasury.

W. Benjamin Fisherow,

Deputy Section Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 05–16346 Filed 8–17–05; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Notice of Lodging of Consent Decree Pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act

Pursuant to Section 122(d)(2) of the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), 42 U.S.C. 9622(d)(2), and 28 CFR 50.7, notice is hereby given that a proposed Consent Decree embodying a settlement in *United States* v. *Del Monte Fresh Produce (Hawaii), Inc.*, Civil Action No. 05–0049 5, was lodged on August 4, 2005, with the United States District Court for the District of Hawaii.

In a Complaint filed concurrently with the lodging of the Consent Decree, the United States seeks reimbursement of costs incurred by the United States and injunctive relief relating to the Del Monte Fresh Produce (Hawaii), Inc., site located in Oahu, Hawaii ("Site"). The United States alleges in the Complaint that the defendant, Del Monte Fresh Produce (Hawaii), Inc. ("DMFP"), operated the Site and disposed or arranged to dispose of hazardous substances at the Site within the meaning of Sections 107(a)(1), (2), and (3) of CERCLA, 42 U.S.C. 9607(a)(1), (2), and (3).

Under the proposed Consent Decree, DMFP has agreed to fund and perform response actions at the Site. The Consent Decree requires DMFP to, among other things, install monitoring wells to characterize the extent of contaminated groundwater; pump and treat contaminated groundwater; implement phytoremediation; place a vegetated soil covering or cap over the contaminated soil area; install a soil vapor extraction system; and restrict land use. The Consent Decree also requires DMFP to reimburse the Untied States for its costs.

The United States Department of Justice will receive, for a period of 30 days from the date of this publication, comments relating to the proposed Consent Decree. Comments should be addressed to the U.S. Department of Justice, Assistant Attorney General, Environment and Natural Resources Division, P.O. Box 7611, Ben Franklin Station, Washington, DC 20044–7611, and should refer to *United States* v. *Del Monte Fresh Produce (Hawaii), Inc.*, DOJ Ref. 90–11–3–08277.

The proposed Consent Decree may be examined during the public comment period on the following United States Department of Justice Web site: *http://www.usdoj.gov/enrd/open.html*. A copy of the Consent Decree may also be obtained by mail from the Consent Decree Library, U.S. Department of Justice, P.O. Box 7611, Ben Franklin Station, Washington, DC 20044–7611, or by faxing or E-mailing a request to Tonia Fleetwood (*tonia.fleetwood@usdoj.gov*), fax number (202) 514–0097, phone confirmation number (202) 514–1547. When requesting a copy from the Consent Decree Library, please enclose a check, payable to the U.S. Treasury, in the amount of $24.25 ($.25 per page reproduction cost).

Ellen Mahan,

Assistant Section Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 05–16345 Filed 8–17–05; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Notice of Lodging of a Consent Decree Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act

Notice is hereby given that a proposed consent Decree in *United States of America* v. *Wellsford*, Civ. Action No. 05–4158 was lodged on August 4, 2005, with the United States District Court for the Eastern District of Pennsylvania.

In the Complaint filed in this matter, the United States alleges that Wellsford, Inc. ("Wellsford") is liable for response costs pursuant to Section 107 of the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. 9607 for its involvement with the Recticon/Allied Steel ("Site") in Parkerford, Pennsylvania. The proposed Consent Decree would resolve the United States' claims set forth in the Complaint through the payment of $20,000, an agreement by Wellsford to exercise due care and not exacerbate existing contamination, and the filing of deed restrictions that provide EPA and its representative access to property and protect the remedy.

The Department of Justice will receive comments relating to the proposed Consent Decree for a period of thirty (30) days from the date of this publication. Comments should be addressed to the Acting Assistant Attorney General, Environment and Natural Resources Division, P.O. Box 7611, U.S. Department of Justice, Washington, DC 20044 and should refer to *United States et al.* v. *Wellsford, Inc.*, DJ No. 90–11–2–902/2.

The proposed Consent Decree may be examined at the office of the United States Attorney for the District of Pennsylvania, 615 Chestnut Street, Suite 1250, Philadelphia, PA 19106–4476, and at the Region 3 Office of the Environmental Protection Agency, 1650 Arch Street, Philadelphia, PA 19103. During the public comment period, the decree may also be examined on the following Department of Justice Web site, *http://www.usdoj.gov/enrd/open.html*. A copy of the decree may also be obtained by mail from the Consent Decree Library, P.O. Box 7611, U.S. Department of Justice, Washington, DC 20044–7611, or by faxing or e-mailing a request to Tonia Fleetwood (*tonia.fleetwood@usdoj.gov*), fax no. (202) 514–0097, phone confirmation number (202) 514–1547. In requesting a copy from the Consent Decree Library, please enclose a check in the amount of $11.00 (25 cents per page reproduction cost) payable to the U.S. Treasury. The check should refer to *United States et al.* v. *Wellsford, Inc.*, DJ No. 90–11–2–902/2.

Robert D. Brook,

Assistant Section Chief, Environmental Enforcement Section, Environment and Natural Resources Division.

[FR Doc. 05–16347 Filed 8–17–05; 8:45 am]

BILLING CODE 4410–15–M

DEPARTMENT OF JUSTICE

Antitrust Division

United States v. Waste Industries USA, Inc.; Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given, pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. 16(b)–(h), that a Complaint, proposed Final Judgment, Stipulation, and Competitive Impact Statement were filed with the United States District Court for the Eastern District of Virginia in *United States* v. *Waste Industries USA, Inc.*, Civ. Action No. 2:05CV468. On August 8, 2005, the United States filed a Complaint, which sought to compel Waste Industries USA, Inc., to divest certain small container

commercial hauling assets in the Norfolk, Virginia area acquired from Allied Waste Industries, Inc., and to enjoin Waste Industries from continuing certain anticompetitive contracting practices. The Complaint alleges that Waste Industries' acquisition of these assets from Allied has substantially lessened competition in the market for small container commercial hauling services in the Norfolk, Virginia area, in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18. The proposed Final Judgment, also filed on August 8, 2005, requires the defendant to divest contracts and accounts on selected Waste Industries small container commercial hauling routes in the Norfolk, Virginia area, and to alter its existing or future small container commercial waste hauling contracts in that area. A Competitive Impact Statement filed by the United States describes the Complaint, the proposed Final Judgment, and the remedies available to private litigants who may have been injured by the alleged violation.

Copies of the Complaint, proposed Final Judgment, Stipulation, and Competitive Impact Statement are available for inspection at the U.S. Department of Justice, Antitrust Division, 325 Seventh Street, NW., Suite 215, Washington, DC 20530 (telephone: 202–514–2481), on the Internet at *http://www.usdoj.gov/atr*, and at the Clerk's Office of the United States District Court for the Eastern District of Virginia (Norfolk Division). Copies of these materials may be obtained upon request and payment of a copying fee.

Public comment is invited within the statutory 60-day comment period. Such comments and responses thereto will be published in the **Federal Register** and filed with the Court. Comments should be directed to Maribeth Petrizzi, Chief, Litigation II Section, Antitrust Division, U.S. Department of Justice, 1401 H Street, NW., Suite 3000, Washington, DC 20530 (telephone: 202–307–0924).

Dorothy B. Fountain,

Deputy Director of Operations, Antitrust Division.

United States District Court for the Eastern District of Virginia—Norfolk Division

United States of America, Department of Justice, Antitrust Division, 1401 H Street, NW., Suite 3000, Washington, DC 20530, v. Waste Industries USA, Inc., 3301 Benson Drive, Suite 601, Raleigh, NC 27609, Defendant,

Civil No. 2:05cv468 Filed:

Complaint

Plaintiff United States of America, acting under the direction of the Attorney General of the United States, brings this civil antitrust action to obtain equitable and other appropriate relief against defendant Waste Industries USA, Inc., ("Waste Industries"), including compelling Waste Industries to divest certain waste hauling assets and enjoining Waste Industries from continuing certain anticompetititve contracting practices. The United States complains and alleges as follows:

I. Nature of Action

1. On August 1, 2003, Waste Industries purchased from Allied Waste Industries, Inc., ("Allied") certain waste-hauling assets. Waste Industries and Allied were two of only a few providers of waste collection services in the independent cities of Norfolk, Chesapeake, Virginia Beach, Portsmouth, Suffolk, and Franklin, Virginia and the country of Southampton, Virginia (hereinafter the "Southside"). The transaction has lessened substantially competition in Southside small container commercial waste collection services.

2. This action seeks to undo the anticompetitive effects of the acquisition of Allied's waste hauling assets by Waste Industries. The divestitures and contracting practice relief sought herein will restore the benefits of the competition that was lost as a result of the transaction.

II. Jurisdiction and Venue

3. This action is filed by the United States of America under Section 15 of the Clayton Act, 15 U.S.C. 25, to prevent and restrain the violation by Waste Industries of Section 7 of the Clayton Act, 15 U.S.C. 18.

4. Waste Industries is located in and transacts business in the Eastern District of Virginia, and Waste Industries submits to the personal jurisdiction of the Eastern District of Virginia in this proceeding. Venue is therefore proper in this district under Section 12 of the Clayton Act, 15 U.S.C. 22 and 28 U.S.C. 1391(c).

5. Waste Industries collects municipal solid waste from residential, commercial, and industrial customers, and owns and operates landfills, which process and dispose of municipal solid waste. In its waste collection and waste disposal businesses, Waste Industries makes sales and purchases in interstate commerce, ships waste in the flow of interstate commerce, and engages in activities substantially affecting interstate commerce. The Court has jurisdiction over this action and over Waste Industries pursuant to 15 U.S.C. 22 and 28 U.S.C. 1331 and 1337.

III. Waste Industries and the Transaction

6. Waste Industries is a North Carolina corporation with its principal office in Raleigh, North Carolina. It is engaged in providing waste collection and disposal services throughout the Southeastern United States. In 2004, Waste Industries reported total revenues of approximately $291 million.

7. Effective August 1, 2003, Waste Industries and Allied completed a purchase and sale of assets in Charlotte, North Carolina; Sumter, South Carolina; Mobile, Alabama; Biloxi, Mississippi; Clarksville, Tennessee; and the Southside. No premerger notification was required under Section 7A of the Clayton Act, 15 U.S.C. 18a(c).

IV. Trade and Commerce

A. The Relevant Service Market: Small Container Commercial Waste Collection

8. Municipal solid waste ("MSW") is solid putrescible waste generated by households and commercial establishments such as retail stores, offices, restaurants, warehouses, and nonmanufacturing activities in industrial facilities. MSW does not include special handling waste (*e.g.*, waste from manufacturing processes, regulated medical waste, sewage, and sludge), hazardous waste, or waste generated by construction or demolition sites.

9. Waste collection firms, or "haulers," collect MSW from residential, commercial and industrial establishments and transport the waste to a disposal site, such as a transfer station, sanitary landfill, or incinerator, for processing and disposal. Private waste haulers typically contract directly with individual customers for the collection of waste generated by

commercial accounts. MSW generated by residential customers, on the other hand, is often collected by either local governments or by private haulers pursuant to contracts bid by, or franchises granted by, municipal authorities.

10. Small container commercial waste collection service is the business of collecting MSW from commercial and industrial accounts, usually in "dumpsters" (*i.e.*, a small container with one to ten 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).

11. Small container commercial waste collection differs in many important respects from the collection of residential or other types of waste. An individual commercial customer typically generates substantially more MSW than a residential customer. To handle this high volume of MSW efficiently, haulers provide commercial customers with small dumpsters for storing the waste. Haulers organize their commercial accounts into routes and collect and transport the MSW generated by these accounts in vehicles uniquely well suited for small container waste collection, primarily front-end loader ("FEL") trucks. Less frequently, haulers may use more maneuverable, but less efficient, rear-end loader ("REL") trucks, especially in those areas in which a collection route includes narrow alleyways or streets. FEL trucks are unable to navigate narrow passageways easily and cannot efficiently collect waste located in them.

12. On a typical small container commercial waste collection route, an operator drives a FEL vehicle to the customer's container, engages a mechanism that grasps and lifts the container over the front of the truck, and empties the container into the vehicle's storage section, where the waste is compacted and stored. The operator continues along the route, collecting MSW from each of the commercial accounts, until the vehicle is full. The operator then drives the FEL truck to a disposal facility, such as a transfer station, landfill, or incinerator, and empties the contents of the vehicle. Often, the operator returns to the route and repeats the process.

13. In contrast to a commercial collection route, a residential waste collection route is significantly more labor intensive. The customer's MSW is stored in much smaller containers (*e.g.*, garbage bags or trash cans) and instead of FEL trucks, waste collection firms routinely use REL or side-load trucks, manned by larger crews (usually, two- or three-person teams). On residential routes, the crews generally hand-load the customer's MSW, typically by tossing garbage bags and emptying trash cans into the vehicle's storage section. Because of the differences in collection processes, residential customers and commercial customers usually are organized into separate routes. For a variety of reason, other types of collection activities, such as roll-off containers (typically used for construction debris) and collection of liquid or hazardous waste, are rarely combined with commercial waste collection activities. This separation of routes is due to differences in the hauling equipment required, the volume of waste collected, health and safety concerns, and the ultimate disposal option used.

14. The differences in the types and volume of MSW collected and in the equipment used in collection distinguish small container commercial waste collection from all other types of waste collection activities. These differences mean that small container commercial waste collection firms can profitably increase their charges for small container commercial waste collection services without losing significant sales or revenues to firms engaged in the provision of other types of waste collection services. Thus, small container commercial waste collection service is a line of commerce, or relevant service, for purpose of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

B. The Relevant Geographic Market: The Southside

15. Small container commercial waste collection service is generally provided in highly localized areas because, to operate efficiently and profitably, a hauler must have sufficient density in its commercial waste collection operations (*i.e.*, a large number of commercial accounts that are reasonably close together). In addition, a FEL or REL vehicle cannot be efficiently driven long distances without collecting significant amounts of MSW, which makes it economically impractical for a small container commercial waste collection firm to serve metropolitan areas from a distant base. Haulers, therefore, generally establish garages and related facilities within each major local area served.

16. Local small container commercial waste collection firms on the Southside can profitably increase charges to local customers without losing significant sales to more distant competitors. The Southside is the relevant geographic market, for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

C. Reduction in Competition As a Consequence of the Acquisition

17. Allied and Waste Industries directly competed in small container commercial waste collection service on the Southside. In this market, Allied and Waste Industries each accounted for a substantial share of total revenues from commercial waste collection services.

18. On the Southside, the acquisition reduced from four to three the number of significant firms competing in the collection of small container commercial waste. Because of the acquisition, Waste Industries now controls about 43%—and the two largest firms about 82%—of the small container commercial waste hauling market. The total Southside market generates annual revenues of about $25 million.

D. Entry into Small Container Commercial Waste Collection of MSW

19. Significant new entry into small container commercial waste collection service is difficult and time consuming on the Southside. A new entrant into small container commercial waste collection service cannot provide a significant competitive constraint on the prices charged by market incumbents until it achieves minimum efficient scale and operating efficiencies comparable to existing firms. In order to obtain comparable operating efficiency, a new firm must achieve route density comparable to existing firms. However, the incumbents' use of price discrimination and long-term contracts prevents new entrants from winning a large enough base of customers to achieve efficient routes in sufficient time to constrain the post-acquisition firm from significantly raising prices after the transaction. Differences in the service provided by an incumbent hauler to customers permit the incumbent to meet competition easily from new entrants by pricing its services lower to any customer that wants to switch to the new entrant. An incumbent's use of long-term contracts, which contain large liquidated damage provisions for contract termination and automatically renew, make it more difficult for the customer to switch to a new hauler and obtain lower prices. Long-term contracts increase the cost and time required by an entrant to form an efficient route, reducing the likelihood that the entrant will be successful.

E. Harm to Competition

20. The acquisition by Waste Industries of Allied's Southside assets has removed a significant competitor in an already highly concentrated and difficult-to-enter Southside small container commercial waste collection market. In the Southside market, the resulting substantial increase in concentration, loss of competition, and absence of reasonable prospect of significant new entry, has denied small container commercial waste customers the benefits of competition—lower prices and better service.

V. Violation Alleged

21. On or about August 1, 2003, Waste Industries acquired Allied's Southside small container commercial waste collection assets. The effect of this acquisition has been to substantially lessen competition in interstate trade and commerce in violation of Section 7 of the Clayton Act.

22. The transaction has had the following effects, among others:

a. Competition generally in small container commercial waste collection service in the Southside market has been lessened substantially;

b. Actual and potential competition between Allied and Waste Industries in small container commercial waste collection service was eliminated on the Southside; and

c. Small container commercial waste customers in the Southside market have been denied the benefits of competition, including competition based on price and service.

VI. Requested Relief

The United States requests that this Court:

1. Adjudge and decree the acquisition of Allied's Southside small container commercial waste assets by defendant Waste Industries to violate Section 7 of the Clayton Act, as amended, 15 U.S.C. 18;

2. Compel Waste Industries to divest waste hauling assets sufficient to restore the competition that was lost as a result of the transaction;

3. Enjoin Waste Industries from continuing certain anticompetitive contracting practices;

4. Award the United States the cost of this action; and

5. Award the United States such other and further relief as the case requires and the Court deems proper.

Respectfully submitted,

August 8, 2005.

For Plaintiff United States

Thomas O. Barnett,
Acting Attorney General.

Dorothy B. Fountain,
Deputy Director of Operations.

Maribeth Petrizzi,
Chief, Litigation II Section,
James J. Tierney,
Assistant Chief, Litigation II Section.

Leslie D. Peritz.

Lowell Stern,
VA Bar No. *33460*.

Michael K. Hammaker,
Janet A. Nash,
Kerrie Freeborn,
U.S. Department of Justice, Antitrust Division, Litigation II Section, 1401 H Street, NW., Suite 3000, Washington, DC 20530. *leslie.peritz@usdoj.gov*. (202) 307–0924.

United States District Court for the Eastern District of Virginia—Norfolk Division

United States of America, Plaintiff, v. Waste Industries USA, Inc., Defendant

Final Judgment

Whereas, the plaintiff United States of America, having filed its Complaint in this action on August 8, 2005 and the plaintiff and the defendant Waste Industries USA, Inc., by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or an admission by any party with respect to any issue of law or fact;

And Whereas, the defendant agrees 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 the prompt and certain divestiture of the Relevant Hauling Assets by the defendant to ensure that competition is substantially restored;

And Whereas, the United States requires the defendant to amend certain provisions of its waste hauling contracts and to make certain divestitures in order to remedy the loss of competition alleged in the Complaint;

And Whereas, the defendant has represented to the United States that the divestiture required below can and will be made and that the defendant will late raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture or other injunctive provisions contained below;

Now, Therefore, before the taking of any testimony, and without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is hereby *ordered, adjudged, and decreed:*

I. Jurisdiction

This Court has jurisdiction over each of the parties and over the subject matter of this action. The Complaint states a claim upon which relief may be granted against the defendant under Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

II. Definitions

As used in this Final Judgment:

A. "Acquirer"means the entity to whom the defendant divests the Relevant Hauling Assets.

B. "Hauling" means the collection of waste from customers and the shipment of the collected waste to disposal sites. Hauling does not include collection of roll-off containers.

C. "MSW"means municipal solid waste, a term of art used to describe solid putrescible waste generated by household and commercial establishment such as retail stores, offices, restaurants, warehouses, and nonmanufacturing activities in industrial facilities. MSW does not include special handling waste (*e.g.*, waste from manufacturing processes, regulated medical waste, sewage, and sludge), hazardous waste, or waste generated by construction or demolition sites.

D. "Relevant Hauling Assets" means $780,000 in annual Southside small container commercial waste collection revenue comprised of customers from Waste Industries' waste collection routes 22 and 914 that operate in Norfolk and Virginia Beach, respectively, and all intangible assets and records related to such customers, including contracts, hauling-related customer lists, account files, and credit records. (The divested customers from Routes 22 and 914 are identified in Exhibit A to this Final Judgment.) If the defendant Acquirer mutually agree, Acquirer may: (1) Purchase any other hauling-related assets used in connection with providing service to the customers identified in Exhibit A, including trucks and other vehicles, containers, materials, and supplies; and (2) negotiate with, and make offers of employment to, personnel involved in the operation and management of the Relevant Hauling Assets.

E. "Small container commercial waste collection services" means the business of collecting MSW from commercial and industrial accounts, usually in "dumpsters" (*i.e.*, a small container with one to ten 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).

F. "Southside" means the independent cities of Norfolk, Chesapeake, Virginia Beach, Portsmouth, Suffolk and Franklin, Virginia, and the county of Southampton, Virginia.

G. "Waste Industries" means the defendant Waste Industries USA, Inc., a North Carolina corporation with its headquarters in Raleigh, North Carolina, and includes its successors and assigns, and its subsidiaries, division, groups, affiliates, partnerships, joint ventures, and their directors, officers, managers, agents, and employees.

III. Applicability

A. This Final Judgment applies to Waste Industries, as defined above, and all other persons in active concert or participation with Waste Industries who receive actual notice of this Final Judgment by personal service or otherwise.

B. The defendant shall require, as a condition of the sale or other disposition of all or substantially all of its assets, that the purchaser agree to be bound by the provisions of this Final Judgment.

IV. Divestiture

A. The defendant is hereby 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 Hauling 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 thirty (30) calendar days, and shall notify the Court in such circumstances. The defendant agrees to use its best efforts to divest the Relevant Hauling Assets as expeditiously as possible.

B. In accomplishing the divestiture ordered by this Final Judgment, the defendant promptly shall make known, by usual and customary means, the availability of the Relevant Hauling Assets. The defendant shall inform any person making inquiry regarding a possible purchase of the Relevant Hauling Assets that they are being divested pursuant to this Final Judgment and provide that person a copy of this Final Judgment. The defendant shall offer to furnish to each prospective Acquirer, subject to customary confidentiality assurances, all information and documents relating to the Relevant Hauling Assets customarily provided in a due diligence process except such information or documents subject to the attorney-client or work-product privileges. The defendant shall make available such information to the United States at the same time that such information is made available to any other person.

C. The defendant shall permit each prospective Acquirer of the Relevant Hauling Assets to have reasonable access to personnel and access to any and all financial, operational, or other documents and information customarily provided as part of a due diligence process. If agreed to by the defendant and the prospective Acquirer, the defendant shall provide information relating to the personnel involved in the operation and management of the Relevant Hauling Assets to enable the Acquirer to make offers of employment. The defendant will not interfere with any negotiations by the Acquirer to employ any defendant employee.

D. The defendant shall warrant to the Acquirer of the Relevant Hauling Assets that each asset will be operational on the date of sale.

E. Unless the United States otherwise consents in writing, the divestiture pursuant to Section IV, or by trustee appointed pursuant to Section V of this Final Judgment, shall include the entire Relevant Hauling Assets, and shall be accomplished in such a way as to satisfy the United States, in its sole discretion, that the Relevant Hauling Assets can and will be used by the Acquirer as part of a viable, ongoing MSW hauling business. Divestiture of the Relevant Hauling Assets may be made to an Acquirer, provided that it is demonstrated to the sole satisfaction of the United States that the Relevant Hauling Assets will remain viable and the divestiture of such assets will remedy the competitive harm alleged in the Complaint. The divestiture, 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, has the intent and capability, including managerial, operational, and financial capability, to compete effectively in the waste hauling business; and

2. Shall be accomplished so as to satisfy the United States, in its sole discretion, that none of the terms of any agreement between an Acquirer and Waste Industries gives Waste Industries 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 the defendant has not divested the Relevant Hauling Assets within the time period specified in Section IV.A, the defendant shall notify the United States of that fact in writing. Upon application of the United States, in its sole discretion, the Court shall appoint a trustee selected by the United States and approved by the Court to effect the divestiture of the Relevant Hauling Assets.

B. After the appointment of the trustee becomes effective, only the trustee shall have the right to sell the Relevant Hauling Assets. the trustee shall have the power and authority to accomplish the divestiture to an Acquirer acceptable to the United States, in its sole discretion, 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 other powers as this Court deems appropriate. Subject to Section V.D of this Final Judgment, the trustee may have at the cost and expense of the defendant 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.

C. The defendant shall not object to a sale by the trustee on any ground other than the trustee's malfeasance. Any such objections by the defendant must be conveyed in writing in the United States and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VI.

D. The trustee shall serve at the cost and expense of the defendant, on such terms and conditions as the United States approves, and shall account for all monies derived from the sale of the Relevant Hauling Assets 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 the defendant 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 Hauling Assets 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.

E. The defendant shall use its 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 the defendant 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. The defendant shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.

F. After its appointment, the trustee shall file monthly reports with the United States and the Court settling 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 proceeding 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 Hauling Assets, 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 Hauling Assets.

G. 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 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, including 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, the defendant or the trustee, whichever is then responsible for effecting the divestiture required herein, shall notify the United States of any proposed divestiture required by Section IV or V of this Final Judgment. If the trustee is responsible, it shall similarly notify the defendant. 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 Hauling Assets, together with full details of the same.

B. Within fifteen (15) calendar days of receipt by the United States of such notice, the United States, in its sole discretion, may request from the defendant, the proposed Acquirer, any other third part, or the trustee, if applicable, additional information concerning the proposed divestiture, the proposed Acquirer, and any other potential Acquirer. The defendant and the trustee shall furnish any additional information requested within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree.

C. Within thirty (30) calendar days after receipt of the notice or within twenty (20) calendar days after the Unites States has been provided the additional information requested from the defendant, the proposed Acquirer, any third party, or the trustee, whichever is later, the United States, in its sole discretion, shall provide written notice to the defendant and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If the United States provides written notice that it does not object, the divestiture may be consummated, subject only to the defendant's limited right to object to the sale under Section V.C of this Final Judgment. Absent written notice that the United states does not object to the proposed Acquirer or upon objection by the United States, a divestiture proposed under Section IV or Section V shall not be consummated. Upon objection by the defendant under Section V.C, a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VII. Financing

The defendant shall not finance all or any part of any purchase made pursuant to Section IV or V of this Judgment.

VIII. Preservation of Relevant Hauling Assets

A. Until the divestiture required by this Final Judgment has been accomplished, the defendant shall: (1) Preserve and maintain the value and goodwill of the Relevant Hauling Assets; (2) operate the Relevant Hauling Assets in the ordinary course of business, including reasonable efforts to maintain and increase sales and revenues; and (3) take no action that would jeopardize, delay, or impede the sale of the Relevant Hauling Assets.

B. The divested customers on Routes 22 and 914 identified in Exhibit A collectively generate approximately $65,000 in monthly small container commercial waste collection revenue ($780,000 annual revenue), as of May 2005. If, prior to divestiture, any customer identified in Exhibit A let their contracts expire, terminate their contracts, or reduce small container commercial waste collection services such that small container commercial waste collection revenue to be divested declines by five (5) percent or more, the defendant shall divest additional small container commercial waste collection customers to replace these revenues up to $780,000. The defendant shall provide monthly customer reports that update Exhibit A and identify any lost customers, customer price increases or service changes, and overall revenue changes. Any change in the Relevant Hauling Assets must be reviewed by and approved by the United States. All revenue calculations under Section VIII.B of this Final Judgment shall be based on monthly revenues for May 2005.

IX. Affidavits

A. Within twenty (20) calendar days of the filing of the Complaint in this matter, and every thirty (30) calendar days thereafter until the divestiture has been completed under Section IV or V, the defendant shall deliver to the United States an affidavit as to the fact and manner of its compliance with Section IV or V of this Final Judgment. Each such affidavit shall include the name, address, and telephone number of each person who, during the preceding thirty (30) days, 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 Hauling Assets, 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 the defendant has taken to solicit buyers for the Relevant Hauling

Assets, and to provide required information to each prospective Acquirer, including the limitations, if any, on such information. Assuming the information set forth in the affidavit is true and complete, any objection by the United States to information provide by the defendant, 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 Complaint in this matter, the defendant shall deliver to the United States an affidavit that describes in reasonable detail all actions the defendant has taken and all steps the defendant has implemented on an ongoing basis to comply with Section VIII of this Final Judgment. The defendant shall deliver to the United States an affidavit describing any changes to the efforts and actions outlined in the defendant's earlier affidavits filed pursuant to this section within fifteen (15) calendar days after the change is implemented.

C. The defendant shall keep all records of all efforts made to preserve the Relevant Hauling Assets and to divest the Relevant Hauling Assets until one year after such divestiture has been completed.

X. Compliance Inspection

A. For the purposes of determining or securing compliance with this Final Judgment, or of determining whether the Final Judgment should be modified or vacated, and subject to any legally recognized privilege, from time to time duly authorized representatives of the United States Department of Justice, including consultants and other persons retained by the United States, shall, upon written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to the defendant and counsel of record, be permitted:

1. access during the defendant's office hours to inspect and copy, or at the United States' option, to require the defendant to provide copies of all books, ledgers, accounts, records, and documents in the possession or control of the defendant, relating to any matters contained in this Final Judgment; and

2. to interview, either informally or on the record, the defendant's officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews shall be subject to the reasonable convenience of the interviewee and without restraint or interference by the defendant.

B. Upon the written request of a duly authorized representative of the Assistant Attorney General in charge of the Antitrust Division, the defendant shall submit such written reports or responses to written interrogatories, under oath if requested, relating to any of the matters contained in this Final Judgment as may be requested.

C. No information or documents obtained by the means provided in this section shall be divulged by the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States 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 the defendant to the United States, the defendant 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 the defendant 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 the United States shall give the defendant ten (10) calendar days notice prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XI. No Reacquisition

The defendant may not reacquire all or substantially all of the Relevant Hauling Assets listed in Exhibit A during the term of this Final Judgment. Nothing herein shall preclude the defendant from competing for the hauling business of any individual customer listed in Exhibit A, so long as the defendant's conduct is consistent with a commercially reasonable sales agreement negotiated with the Acquirer of the Relevant Hauling Assets.

XII. Southside Contract Relief

A. The defendant shall alter the standard contract form ("the Standard Contract") it uses with small container commercial waste collection customers in the Southside and the Standard Contract shall contain the following terms:

1. an initial term no longer than two (2) years;

2. a renewal term no longer than one (1) year;

3. a notice of termination no9 more than thirty (30) days prior to the end of any initial term or renewal term;

4. liquidated damages of no more than three (3) times the contract's average monthly charge during the first year the customer has had service with the defendant; and

5. liquidated damages of no more than two (2) times the contract's average monthly charge after the first year the customer has had service with the defendant.

B. Within thirty (30) calendar days of the filing of the Complaint in this matter, the defendant, by means of a letter approved by the United States, shall inform its existing Southside small container commercial waste collection customers about the terms, conditions and rights set forth in Sections XII.A and XII.B of this Final Judgment and shall offer in writing to the customers the option to enter into the Standard Contract. Should an existing customer request the Standard Contract, the defendant shall execute the Standard Contract with that customer. The defendant shall not initiate negotiations with existing customers to modify the Standard Contract; however, upon the request of the customer, the defendant may modify the Standard Contract subject to the procedures set forth in Section XII.C of this Final Judgment. Should an existing customer continue with its current contract, the defendant shall not enforce any term or condition that is inconsistent with Section XII.A of this Final Judgment. For example, if an existing customer contract has a five-year initial term, the defendant may only enforce this provision for a two-year period from the date the contract was executed.

C. From the date of filing the Compliant in this action, the defendant shall use the Standard Contract with all new customers and any existing customer that may request the Standard Contract. The defendant may negotiate terms and conditions different from those set forth in Section XII.A of this Final Judgment, provided that the Standard Contract form is utilized, the customer is notified in writing that it can accept the Standard Contract without modification, the modification(s) are made in the physical presence of the customer, the modification(s) are made in writing on the Standard Contract, and the customer initials each modification. If the defendant complies with the requirements set forth in this subsection C, this Final Judgment shall not prevent the enforcement by either the defendant or customer of any such negotiated modifications that are different from those set forth in Section XII.A.

D. The provisions of Section XII of this Final Judgment will expire on August 8, 2010.

XIII. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to this Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XIV. Expiration of Final Judgment

Unless this Court grants an extension or as otherwise noted in Section XII.D, this Final Judgment shall expire ten (10) years from the date of its entry.

XV. Public Interest Determination

Entry of this Final Judgment is in the public interest.

Date: _____

Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. 16

_____

United States District Judge

EXHIBIT A

Route Code	Customer No.	Route Code	Customer No.
0022	136	914	237
0022	367	914	244
0022	604	914	375
0022	763	914	572
0022	781	914	979
0022	921	914	1176
0022	3143	914	1560
0022	1154	914	1791
0022	5014	914	2770
0022	5456	914	5041
0022	28287	914	6167
0022	100079	914	6692
0022	100097	914	9679
0022	100541	914	100034
0022	100684	914	100172
0022	100699	914	100178
0022	103169	914	100497
0022	103228	914	101187
0022	103940	914	101375
0022	103941	914	101531
0022	104024	914	102162
0022	104089	914	102374
0022	608	914	102458
0022	545	914	103088
0022	546	914	103939
0022	547	914	104579
0022	550	914	104834
0022	626	914	100017
0022	3486	914	104455
0022	101015	914	104601
0022	1334	914	104649
0022	3513	914	4564
0022	100957	914	5020
0022	103536	914	199
0022	104867	914	261
0022	100045	914	285
0022	101295	914	316
0022	101486	914	422
0022	103102	914	476
0022	103978	914	693
0022	103040	914	710
0022	3102	914	725
0022	100681	914	774
0022	102270	914	775
0022	104583	914	788
0022	104868	914	811
0022	246	914	856
0022	257	914	924
0022	305	914	1065
0022	354	914	1070
0022	368	914	1122
0022	495	914	1835
0022	500	914	2995
0022	515	914	3880
0022	625	914	3902
0022	630	914	3952
0022	638	914	4518
0022	639	914	4836

EXHIBIT A—Continued

Route Code	Customer No.	Route Code	Customer No.
0022	653	914	5236
0022	654	914	6010
0022	667	914	6486
0022	668	914	6605
0022	687	914	6956
0022	691	914	6969
0022	728	914	7110
0022	852	914	7924
0022	863	914	8374
0022	897	914	9515
0022	922	914	9551
0022	966	914	9578
0022	991	914	9638
0022	1022	914	9778
0022	1146	914	9802
0022	1151	914	9831
0022	1165	914	14897
0022	1167	914	26813
0022	1169	914	27632
0022	1876	914	27794
0022	2311	914	28203
0022	2371	914	28206
0022	2404	914	28285
0022	2570	914	28296
0022	2845	914	28556
0022	3371	914	28670
0022	3439	914	28909
0022	4022	914	28970
0022	4086	914	100003
0022	4096	914	100016
0022	4220	914	100028
0022	4638	914	100029
0022	4952	914	100032
0022	4987	914	100039
0022	5030	914	100041
0022	5197	914	100059
0022	5725	914	100065
0022	6908	914	100066
0022	7103	914	100080
0022	7437	914	100091
0022	7438	914	100095
0022	7971	914	100107
0022	8171	914	100111
0022	28239	914	100119
0022	28250	914	100147
0022	28288	914	100170
0022	28694	914	100272
0022	100013	914	100322
0022	100098	914	100358
0022	100133	914	100373
0022	100169	914	100417
0022	100276	914	100421
0022	100295	914	100476
0022	100300	914	100485
0022	100310	914	100508
0022	100315	914	100544
0022	100316	914	100575
0022	100337	914	100582
0022	100478	914	100593
0022	100521	914	100634
0022	100620	914	100647
0022	100663	914	100702
0022	100676	914	100713
0022	100709	914	100722
0022	100764	914	100742
0022	100816	914	100782
0022	100893	914	100796
0022	100995	914	100930
0022	101030	914	100931
0022	101044	914	100953
0022	101112	914	100967

EXHIBIT A—Continued

Route Code	Customer No.
0022	101148
0022	101247
0022	101335
0022	101541
0022	101657
0022	101788
0022	101812
0022	102431
0022	102643
0022	102645
0022	102814
0022	102823
0022	102931
0022	102943
0022	103070
0022	103157
0022	103250
0022	103278
0022	103279
0022	103485
0022	103627
0022	103640
0022	103777
0022	103834
0022	103835
0022	103879
0022	103949
0022	103979
0022	104005
0022	104038
0022	104062
0022	104334
0022	104460
0022	104475
0022	104491
0022	104518
0022	104536
0022	104542
0022	104560
0022	104600
0022	104700
0022	104704
0022	104707
0022	104732
0022	104819
0022	104870
0022	104905
0022	104942
Total Customers	177

Route Code	Customer No.
914	100990
914	100991
914	101011
914	101097
914	101166
914	101283
914	101293
914	101323
914	101341
914	101359
914	101421
914	101433
914	101451
914	101453
914	101464
914	101474
914	101524
914	101568
914	101603
914	101604
914	101610
914	101612
914	102140
914	102338
914	102355
914	102366
914	102604
914	102698
914	102707
914	102708
914	102926
914	102959
914	102965
914	102981
914	103014
914	103015
914	103087
914	103099
914	103119
914	103120
914	103161
914	103170
914	103180
914	103231
914	103249
914	103519
914	103577
914	103772
914	103780
914	103814
914	103822
914	103889
914	103930
914	103965
914	103990
914	104036
914	104067
914	104077
914	104162
914	104231
914	104449
914	104470
914	104511
914	104521
914	104525
914	104526
914	104578
914	104590
914	104606
914	104619
914	104635

EXHIBIT A—Continued

Route Code	Customer No.	Route Code	Customer No.
		914	104651
		914	104656
		914	104659
		914	104831
		914	104850
		914	104887
		914	104916
		914	105001
		Total Customers	208

United States District Court for the Eastern District of Virginia—Norfolk Division

United States of America, Plaintiff, v. Waste Industries USA, Inc., Defendant

Civil No.
Filed:

Competitive Impact Statement

Plaintiff United States of America ("United States"), pursuant to Section 2(b) of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. 16(b)–(h), files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. Nature and Purpose of the Proceeding

Defendant Waste Industries USA, Inc. ("Waste Industries") purchased from Allied Waste Industries, Inc. ("Allied"), effective August 1, 2003, certain waste-hauling assets located in the independent cities of Norfolk, Chesapeake, Virginia Beach, Portsmouth, Suffolk, and Franklin, Virginia and the county of Southampton, Virginia (hereinafter the "Southside"). The United States filed a civil antitrust Complaint on August 8, 2005, seeking a declaration that Waste Industries' purchase from Allied violated Section 7 of the Clayton Act and requesting equitable relief. The Complaint alleges that the transaction substantially lessened competition for small container commercial waste collection services in the Southside. This loss of competition has denied Southside customers the benefits of competition—lower prices and better service.

At the same time the Complaint was filed, the United States also filed a proposed Final Judgment, which is designed to eliminate the anticompetitive effects of the acquisition. Under the proposed Final Judgment, which is explained more fully below, Waste Industries is required within ninety (90) days after the filing of the Complaint, or five (5) days after notice of the entry of the Final Judgment by the Court, whichever is later, to divest, as a viable business operation, specified waste-hauling assets. In addition to the divestiture, the proposed Final Judgment also requires Waste Industries to comply with certain conditions regarding its customer contracts in the Southside.

The United States and Waste Industries have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment would terminate this action, except that the Court would retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and to punish violations thereof.

II. Description of the Events Giving Rise to the Alleged Violation

A. The Acquisition

On August 1, 2003, Waste Industries acquired Allied's hauling assets in the Southside. The transaction has lessened competition in the Southside small container commercial waste collection services market. Waste Industries, with revenues in 2004 of approximately $291 million, is engaged in providing waste collection and disposal services throughout the southeastern United States. Allied, with revenues in 2004 of approximately $5.4 billion, is the nation's second-largest waste collection and disposal company.

B. Southside Small Container Commercial Waste Collection Services Market

Municipal solid waste ("MSW") is solid, putrescible waste generated by households and commercial establishments. Waste collection firms, or haulers, contract to collect MSW from residential and commercial customers and transport the waste to private and public disposal facilities (*e.g.*, transfer stations, incinerators and landfills), which, for a fee, process and legally dispose of the waste. Small container commercial waste collection is one component of MSW collection, which also includes residential and other waste collection.

Small container commercial waste collection service is the collection of MSW from commercial businesses such as office and apartment buildings and retail establishments (*e.g.*, stores and restaurants) for shipment to, and disposal at, an approved disposal facility. Because of the type and volume of waste generated by commercial accounts and the frequency of service required, haulers organize commercial accounts into special routes, and generally use specialized equipment to store, collect, and transport waste from these accounts to approved disposal sites. This equipment (*i.e.*, one- to ten-cubic-yard containers for waste storage, and front-end load vehicles commonly used for collection and transportation) is uniquely well suited for providing small container commercial waste collection service.

Providers of other types of waste collection services (*e.g.*, residential and roll-off services) are not good substitutes for small container commercial waste collection firms. In their waste collection efforts, these firms use different waste storage equipment (*e.g.*, garbage cans or semi-stationary roll-off containers) and different vehicles (*e.g.*, rear-load, side-load, or roll-off trucks), which, for a variety of reasons, cannot be conveniently or efficiently used to store, collect, or transport waste generated by commercial accounts, and hence, are generally not used on small container commercial waste collection routes. The Complaint alleges that, in the event of a small but significant increase in price for small container commercial waste collection services, customers would not switch to any other alternative and that, therefore, the provision of small container commercial waste collection services constitutes a line of commerce, or relevant service, for purposes of analyzing the effects of the transaction.

The Complaint alleges that the provision of small container commercial waste collection service takes place in compact, highly localized geographic markets. It is expensive to ship waste long distances in waste collection operations. To minimize transportation costs and maximize the scale, density, and efficiently of their waste collection operations, small container commercial waste collection firms concentrate their customers and collection routes in small areas. Firms with operations concentrated in a distant area cannot easily compete against firms whose routes and customers are locally based. Distance may significantly limit a remote firm's ability to provide commercial waste collection service as frequently or conveniently as that offered by local firms with nearby routes. Also, local commercial waste collection firms have significant cost advantages over other firms and can profitably increase their charges to local commercial customers without losing significant sales to firms outside the area. Based on these circumstances, the Complaint alleges that the Southside constitutes a section of the country, or relevant geographic market, for the purpose of assessing the competitive effects of Waste Industries' purchase of Allied's Southside hauling assets in the provision of small container commercial waste collection services.

There are significant entry barriers in small container commercial waste collection services. A new entrant in small container commercial waste collection services must achieve a minimum efficient scale and operating efficiencies comparable to those of existing firms to provide a significant competitive constraint on the prices charged by market incumbents. In order to obtain comparable operating efficiencies, a new firm must achieve route density similar to existing firms. Because most customers have their waste collected once or twice a week, a new entrant generally requires several hundred customers in close proximity to construct an efficient route. However, the common use of price discrimination and long-term contracts by existing commercial waste collection firms can leave too few customers available to the entrant in a sufficiently confined geographic area to create an efficient route. The incumbent firm can selectively and temporarily charge an extraordinarily low price to specified customers targeted by new entrants. Long-term contracts often run for three to five years and may automatically renew or contain large liquidated damage provisions for contract termination. Such terms make it more costly or difficult for a customer to switch to a new hauler and obtain lower prices for its collection service. Because of these factors, a new entrant may find it difficult to compete by offering its services at price levels comparable to the incumbents' pre-entry prices. Such difficulties may cause an increase in the cost and time required to form an efficient route, thereby limiting a new entrant's ability to build an efficient route and reducing the likelihood that the entrant will ultimately be successful.

The need for route density, the use of long-term contracts with restrictive terms, and the ability of existing firms to price discriminate raise significant barriers to entry by new firms, which will likely be forced to complete at lower than pre-entry price levels.

C. Anticompetitive Effects of the Transaction

Waste Industries' acquisition of Allied's hauling assets reduced from four to three the number of significant firms that compete in the collection of small container commercial waste in the Southside. Waste Industries now controls about 43% of the Southside small container commercial waste hauling market. The total Southside market generates annual revenues of approximately $25 million. Two firms, Waste Industries and Waste Management, Inc., control about 82% of the market.

The Complaint alleges that Waste Industries' acquisition of Allied's hauling assets in the Southside has removed a significant competitor in small container commercial waste collection services. The resulting increase in concentration, loss of competition, and absence of any reasonable prospect of significant new entry or expansion by market incumbents has denied Southside customers the benefits of competition—lower prices and better service.

III. Explanation of the Proposed Final Judgment

The proposed Final Judgment is designed to return the Southside small container commercial waste collection services market to its pre-acquisition competitive state while recognizing changes to other haulers since the acquisition. At the time of the acquisition, there were four significant competitors in the Southside market. Allied and Waste Management, Inc. dominated the market with substantial market shares. Waste Industries and another local hauler were small but significant players. Thus, post-acquisition, there is one less competitor in a market with two dominant participants and one small participant whose operations have expanded slightly since the acquisition.

The divestiture and contract relief provisions of the proposed Final Judgment will eliminate the anticompetitive effects of the acquisition by establishing a new, independent, and economically viable competitor or by strengthening an existing, in-market hauler, and by also reducing the barriers to entry created by the contracts currently used by Waste Industries.

A. Divestiture

The proposed Final Judgment requires Waste Industries, within ninety (90) days after the filing of the Complaint, or five (5) days after notice of the entry of the Final Judgment by the Court, whichever is later, to divest as a viable ongoing business specified small container commercial waste collection assets in the Southside. Under the proposed Final Judgment, Waste Industries is required to divest the specified assets to a new, independent, and economically viable competitor or to an existing, independent, and economically viable small hauler. The proposed Final Judgment requires divestiture of certain small container commercial waste collection customers that produce annual revenues of $780,000. A divestiture of this size will reduce Waste Industries' market share to approximately Allied' July 2003 premerger market share. The divested customers come from two existing Waste Industries routes, one in Virginia Beach and the other in Norfolk. These two areas account for the majority of Waste Industries' Southside small container commercial waste revenues. Waste Industries will retain certain customers on the designated routes, including customers that would be difficult to divest because, for example, the customer is serviced as part of a national account or the customer has multiple locations that are serviced on Waste Industries routes not subject to divestiture.

The assets must be divested in such a way as to satisfy the United States that the operations can and will be operated by the purchaser as a viable, ongoing business that can compete effectively in the Southside. Waste Industries must take all reasonable steps necessary to accomplish the divestiture quickly and shall cooperate with prospective purchasers.

Under the proposed Final Judgment, Waste Industries will be required to preserve and maintain the divested

assets and to operate the assets in the ordinary course of business, including reasonable efforts to maintain and increase sales and revenues. To ensure that Waste Industries takes no action to jeopardize the divested assets, in the event revenues generated by the divested customers decline by 5% or more, the proposed Final Judgment will require that Waste Industries divest additional customers to replace the lost revenues.

In the event that Waste Industries does not accomplish the divestiture within the period prescribed by the proposed Final Judgment, the Final Judgment provides that the Court will appoint a trustee selected by the United States to effect the divestiture. If a trustee is appointed, the proposed Final Judgment provides that Waste Industries will pay all costs and expenses of the trustee. The trustee's compensation will be structured so as to provide an incentive for the trustee based on the price obtained and the speed with which the divestiture is accomplished. After his or her appointment becomes effective, the trustee will file monthly reports with the Court and the United States as appropriate, setting forth his or her efforts to accomplish the divestiture. At the end of six months, if the divestiture has not been accomplished, the trustee and the United States as appropriate, will make recommendations to the Court, which shall enter such orders as appropriate to carry out the purpose of the trust, including extending the trust or the term of the trustee's appointment.

While the proposed Final Judgment prohibits Waste Industries from reacquiring all or substantially all of the small container commercial waste customers to be divested, it encourages ongoing Southside competition by permitting Waste Industries to continue to compete for the hauling business of any individual customer to be divested. Waste Industries' conduct in this regard must be consistent with a commercially reasonable sales agreement negotiated with the acquirer of the divested assets.

B. Contract Relief

Because the divestiture alone will not fully eliminate the anticompetitive effects of the acquisition, the proposed Final Judgment also requires contract relief. The Final Judgment obligates Waste Industries, for a period of five (5) years from August 8, 2005, to offer all new customers and all existing customers who initiate negotiations, a contract with at least the following conditions ("the Standard Contract"): (1) No initial term longer than two years; (2) no renewal term longer than one year; (3) no requirement that the customer give Waste Industries notice of termination more than thirty days prior to the end of any initial term or renewal term; (4) no requirement that the customer pay liquidated damages more than three times its average monthly charge during the first year the customer has had service with Waste Industries; and (5) no requirement that the customer pay liquidated damages more than two times it average monthly charge after the first year the customer has had service with Waste Industries. Waste Industries will be required to send a letter to its current customers advising them of the new contract terms and that Waste Industries may not enforce more restrictive terms even if the customer does not enter into a new contract. The proposed Final Judgment provides that as to Waste Industries' current customers, only the customer can initiate negotiations to replace its existing contract. Waste Industries shall offer in writing the Standard Contract to all new customers and any existing customers who choose to initiate contract negotiations. Waste Industries and these customers are then free to negotiate modifications to the Standard Contract terms, provided that the modifications are made in the presence of the customer, in writing, and initiated by the customer. The proposed Final Judgment shall not prevent the enforcement by either the defendant or customer of any such negotiated modification.

This contract relief is significant because it lowers barriers to entry by giving new and existing customers greater leverage in contract negotiations with Waste Industries and allowing existing customers to consider competitive alternatives by providing for the termination of existing contracts through the payment of reasonable liquidated damages. Implementation of the proposed contract relief will make it easier for customers to switch haulers and should enable the purchaser of the divested assets and other competitors to gain customers if Waste Industries raises prices. The combined divestiture and contract relief sought in the Southside will ensure that consumers of small container commercial waste collection services will continue to receive the benefits of competition.

Remedies Available to Potential Private Litigants

Section 4 of the Clayton Act, 15 U.S.C. 15, provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal court to recover three times the damages the person has suffered, as well as costs and reasonable attorneys' fees. Entry of the proposed Final Judgement will neither impair nor assist the bring of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act, 15 U.S.C 16(a), the proposed Final Judgment has no *prima facie* effect in any subsequent private lawsuit that may be brought against Waste Industries.

V. Procedures Available for Modification of the Proposed Final Judgment

The United States and Waste Industries have stipulated that the proposed Final Judgment may be entered by the Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions entry upon the Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least sixty (60) days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person who wishes to comment should do so within sixty (60) days of the date of publication of this Competitive Impact Statement in the **Federal Register**. The United States will evaluate and respond to the comments. All comments will be given due consideration by the United States, which remains free to withdraw its consent to the proposed Final Judgment at any time prior to entry. The comments and the response of the United States will be filed with the Court and published in the **Federal Register**.

Written comments should be submitted to: Maribeth Petrizzi, Chief, Litigation II Section, Antitrust Divsion, U.S. Department of Justice, 1401 H Street, NW., Suite 3000, Washington, DC 20530.

The proposed Final Judgment provides that the Court retains jurisdiction over this action, and the parties may apply to the Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI. Alternatives to the Proposed Final Judgment

The United States considered, as an alternative to the proposed Final Judgment, a full trial on the merits against Waste Industries. The United States could have continued the litigation and requested that the Southside transaction be adjudged and decreed to be unlawful and in violation

of Section 7 of the Clayton Act. The United States is satisfied, however, that the divestiture of assets and the contract relief described in the proposed Final Judgment will preserve competition for small container commercial waste collection services in the Southside.

VII. Standard of Review Under the APPA for the Proposed Final Judgment

The APPA requires that proposed consent judgments in antitrust cases brought by the United States be subject ot a sixty-day comment period, after which the Court shall determine whether entry of the proposed Final Judgment "is in the public interest." 15 U.S.C. 16(e)(1). In making that determination, the Court shall consider:

(1) The competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration or relief sought, anticipated effects of alternative remedies actually considered, whether its terms are ambiguous, and any other competitive considerations bearing upon the adequacy of such judgment that the court deems necessary to a determination of whether the consent judgment is in the public interest; and

(2) The impact of entry of such judgment upon competition in the relevant market or markets, upon the public generally and individuals alleging specific injury from the violations set forth in the complaint including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. 16(e)(1). As the United States Court of Appeals for the District of Columbia Circuit has held, the APPA permits a court to consider, among other things, the relationship between the remedy secured and the specific allegations set forth in the government's complaint, whether the decree is sufficiently clear, whether enforcement mechanisms are sufficient, and whether the decree may positively harm third parties. *See United States* v. *Microsoft Corp.*, 56 F.3d 1448, 1458–62 (D.C. Cir. 1995).

"Nothing in this section shall be construed to require the court to conduct an evidentiary hearing or to require the court to permit anyone to intervene." 15 U.S.C. 16(e)(2). Thus, in conducting this inquiry, "[t]he court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process." 119 Cong. Rec. 24,598 (1973) (statement of Senator Tunney).[1] Rather:

[a]bsent a showing of corrupt failure of the government to discharge its duty, the Court, in making its public interest finding, should * * * carefully consider the explanations of the government in the competitive impact statement and its responses to comments in order to determine whether those explanations are reasonable under the circumstances.

United States v. *Mid-Am. Dairymen, Inc.*, 1977–1 Trade Cas. (CCH) ¶ 61,508, at 71,980 (W.D. Mo. 1977).

Accordingly, with respect to the adequacy of the relief secured by the decree, a court may not "engage in unrestricted evaluation of what relief would best serve the public." *United States* v. *BNS, Inc.*, 858 F.2d 456, 462 (9th Cir. 1988) (citing *United States* v. *Bechtel Corp.*, 648 R.2d 660, 666 (9th Cir. 1981)); *see also Microsoft*, 56 F.3d at 1460–62. Courts have held that

[t]he balancing of competing social and political interests affected by a proposed antitrust consent decree must be left, in the first instance, to the discretion of the Attorney General. The court's role in protecting the public interest is one of insuring that the government has not breached its duty to the public in consenting to the decree. The court is required to determine not whether a particular decree is the one that will best serve society, but whether the settlement is "*within the reaches of the public interest.*" More elaborate requirements might undermine the effectiveness of antitrust enforcement by consent decree.

Bechtel, 648 F.2d at 666 (emphasis added) (citations omitted).[2]

The proposed Final Judgment, therefore, should not be reviewed under a standard of whether it is certain to eliminate every anticompetitive effect of a particular practice or whether it mandates certainty of free competition in the future. Court approval of a final judgment requires a standard more flexible and less strict than the standard required for a finding of liability. "[A] proposed decree must be approved even if it falls short of the remedy the court would impose on its own, as long as it falls within the range of acceptability or is 'within the reaches of public interest.'" *United States* v. *Am. Tel. & Tel. Co.*, 552 F. Supp. 131, 151 (D.D.C. 1982) (citations omitted) (quoting *Gillette*, 406 F. Supp. at 716), *aff'd sub nom. Maryland* v. *United States*, 460 U.S. 1001 (1983); *see also United States* v. *Alcan Aluminum Ltd.*, 605 F. Supp. 619, 622 (W.D. Ky. 1985) (approving the consent decree even though the court would have imposed a greater remedy).

Moreover, the Court's role under the APPA is limited to reviewing the remedy in relationship to the violations that the United States has alleged in its Complaint, and does not authorize the Court to "construct [its] own hypothetical case and then evaluate the decree against that case." *Microsoft*, 56 F.3d at 1459. Because the "court's authority to review the decree depends entirely on the government's exercising its prosecutorial discretion by bringing a case in the first place," it follows that "the court is only authorized to review the decree itself," and not to "effectively redraft the complaint" to inquire into other matters that the United States might have but did not pursue. *Id.* at 1459–60.

VIII. Determinative Documents

There are no determinative materials or documents within the meaning of the APPA that were considered by the United States in formulating the proposed Final Judgment.

Dated: August 8, 2005.

Respectfully submitted,

Leslie Peritz,
PA Bar No. 87539.

Lowell Stern,
VA Bar No. 33460,
U.S. Department of Justice, Antitrust Division, Litigation II Section, 1401 H Street, NW., Suite 3000, Washington, DC 20530. *leslie.peritz@usdoj.gov*. (202) 307–0925.

[FR Doc. 05–16232 Filed 8–17–05; 8:45 am]

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[1] *See United States* v. *Gillette Co.*, 406 F. Supp. 713, 716 (D. Mass. 1975) (recognizing it was not the court's duty to settle; rather, the court must only answer "whether the settlement achieved [was] within the reaches of the public interest"). A "public interest" determination can be made properly on the basis of the Competitive Impact Statement and Response to Comments filed by the Department of Justice pursuant to the APPA. Although the APPA authorizes the use of additional procedures, 15 U.S.C. 16(f), those procedures are discretionary. A court need not invoke any of them unless it believes that the comments have raised significant issues and that further proceedings would aid the court in resolving those issues. *See* H.R. Rep. No. 93–1463, 93rd Cong., 2d Sess. 8–9 (1974), *reprinted* in 1974 U.S.C.C.A.N. 6535, 6538.

[2] *Cf. BNS*, 858 F.2d at 463 (holding that the court's "ultimate authority under the [APPA] is limited to approving or disapproving the consent decree"); *Gillette*, 406 F. Supp. at 716 (noting that, in this way, the court is constrained to "look at the overall picture not hypercritically, nor with a microscope, but with an artist's reducing glass"). *See generally Microsoft*, 56 F.3d at 1461 (discussing whether "the remedies [obtained in the decree are] so inconsonant with the allegations charged as to fall outside of the 'reaches of the public interest'".

THE VIRGINIAN-PILOT
NORFOLK, VIRGINIA
AFFIDAVIT OF PUBLICATION

The Virginian-Pilot

ANTITRUST DIVISION
1401 H STREET, N.W., STE. 3000
DEPARTMENT OF JUSTIC
WASHINGTON DC 20530

REFERENCE: 39107391
13675955 U.S. DEPARTMENT OF J

State of Virginia
City of Norfolk

This day, D. Johnson personally appeared before me and after being duly sworn, made oath that:

1) She is affidavit clerk of The Virginian-Pilot, a newspaper published by Landmark Communications Inc., in the cities of Norfolk, Portsmouth, Chesapeake, Suffolk, and Virginia Beach, Commonwealth of Virginia and in the state of North Carolina 2)That the advertisement hereto annexed has been published in said newspaper on the date stated.

U.S. DEPARTMENT OF JUSTICE
ANTITRUST DIVISION

United States v. Waste Industries USA, Inc.

TAKE NOTICE that a proposed Final Judgment has been filed with the United States District Court for the Eastern District of Virginia in a civil antitrust case, *United States v. Waste Industries USA, Inc.*, Civil Action No. 2:05CV468. On August 8, 2005, the United States filed a Complaint, which sought to compel Waste Industries USA, Inc. to divest certain small container commercial hauling assets in the Norfolk, Virginia area acquired from Allied Waste Industries, Inc., and to enjoin Waste Industries from continuing certain anticompetitive contracting practices. The Complaint alleges that Waste Industries' acquisition of these small container commercial hauling assets substantially lessened competition in the market for small container commercial hauling services, in violation of the Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18. The proposed Final Judgment, also filed on August 8, 2005, requires defendant to divest contracts and accounts on selected Waste Industries small container commercial hauling routes in the Norfolk, Virginia area, and to alter its existing and future small container commercial waste hauling contracts in that area. A Competitive Impact Statement filed by the United States describes the Complaint, the proposed Final Judgment, the industry, and the remedies available to private litigants who may have been injured by the alleged violation. Copies of the Complaint, proposed Final Judgment, and Competitive Impact Statement are available for inspection at the Department of Justice in Washington, D.C., Room 200, 325 Seventh Street, N.W., on the Internet at http://www.usdoj.gov/atr, and at the Office of the Clerk of the United States District Court for the Eastern District of Virginia (Norfolk Division).

Interested parties may address comments to Maribeth Petrizzi, Chief, Litigation II Section, Antitrust Division, U.S. Department of Justice, 1401 H Street, N.W., Suite 3000, Washington, D.C. 20530 (telephone: 202-307-0924), within sixty days of the date of this notice.

VP August 13, 14, 15, 16, 17, 18 & 19, 2005 13675955

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Notary: _____ My commission expires January 31, 2008

The Virginian-Pilot

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District of Columbia, ss., Personally appeared before me, a Notary Public in and for the said District, Kate M. Davey well known to me to be Billing Manager of The Washington Post, a daily newspaper published in the City of Washington, District of Columbia, and making oath in due form of law that an advertisement containing the language annexed hereto was published in said newspaper on the dates mentioned in the certificate herein.

I Hereby Certify that the attached advertisement was published in The Washington Post, a daily newspaper, upon the following dates at a cost of $4,442.40, and was circulated in the Washington metropolitan area.

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Kate M. Davey

Witness my hand and official seal this 7th day of September 2005

Jennifer A. Johnson
Notary Public, District of Columbia
My Commission Expires 09-30-2008

My commission expires

U.S. DEPARTMENT OF JUSTICE
ANTITRUST DIVISION
United States v. Waste Industries USA, Inc.
TAKE NOTICE that a proposed Final Judgment has been filed with the United States District Court for the Eastern District of Virginia in a civil antitrust case, United States v. Waste Industries USA, Inc., Civil Action No. 2:05CV468. On August 8, 2005, the United States filed a Complaint, which sought to compel Waste Industries USA, Inc. to divest certain small container commercial hauling assets in the Norfolk, Virginia area acquired from Allied Waste Industries, Inc., and to enjoin Waste Industries from continuing certain anticompetitive contracting practices. The Complaint alleges that Waste Industries' acquisition of these small container commercial hauling assets substantially lessened competition in the market for small container commercial hauling services, in violation of the Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18. The proposed Final Judgment, also filed on August 8, 2005, requires defendant to divest contracts and accounts on selected Waste Industries small container commercial hauling routes in the Norfolk, Virginia area, and to alter its existing and future small container commercial waste hauling contracts in that area. A Competitive Impact Statement filed by the United States describes the Complaint, the proposed Final Judgment, the industry, and the remedies available to private litigants who may have been injured by the alleged violation. Copies of the Complaint, proposed Final Judgment, and Competitive Impact Statement are available for inspection at the Department of Justice in Washington, D.C., Room 200, 325 Seventh Street, N.W., on the Internet at http://www.usdoj.gov/atr, and at the Office of the Clerk of the United States District Court for the Eastern District of Virginia (Norfolk Division). Interested parties may address comments to Maribeth Petrizzi, Chief, Litigation II Section, Antitrust Division, U.S. Department of Justice, 1401 H Street, N.W., Suite 3000, Washington, D.C. 20530 (telephone: 202-307-0924), within sixty days of the date of this notice.

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08/17/2005	S062241/A4197221 INV# 13217479	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA P.O. PO 5345	DLY 2 @ 36 LI	8.31	598.32	598.32
08/18/2005	S062241/A4197221 INV# 13219072	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA P.O. PO 5345	DLY 2 @ 36 LI	8.31	598.32	598.32
08/19/2005	S062241/A4197221 INV# 13221207	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA P.O. PO 5345	DLY 2 @ 36 LI	8.31	598.32	598.32
07/28/2005	S145500/A4167249 INV# 13157675	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
07/29/2005	S145500/A4167249 INV# 13159831	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
07/30/2005	S145500/A4167249 INV# 13163146	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
07/31/2005	S145500/A4167249 INV# 13167465	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	SUN 2 @ 32 LI	11.84	757.76	757.76
08/01/2005	S145500/A4167249 INV# 13175914	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
08/02/2005	S145500/A4167249 INV# 13177210	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
08/03/2005	S145500/A4167249 INV# 13178260	U.S. DEPARTMENT OF JUSTICE ANTITRUS/0815 AUTH: MAURA LEE P.O. PO 5329	DLY 2 @ 32 LI	8.31	531.84	531.84
			TOTAL CURRENT AD ACTIVITY			17,646.20
			TOTAL AMOUNT DUE			18,118.62

The Washington Post
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1 Billing Period	2 Advertiser/Client Name
08/01/05-08/31/05	US DEPT OF JUSTICE/ANTI TRUS

4 Page	6 Agency Account Number	7 Advertiser/Client Number	5 Billing Date	23 Total Amount Due
4		632270	08/31/05	18,118.62

10 Date	11 Newspaper Reference	12 13 14 Description - Other Comments/Changes	15 16 SAU Size Billed Units	17 18 Times Run Rate	19 Gross Amt	20 Net Amt
CURRENT PERIOD ACTIVITY SUMMARY						
CLASSIFIED		28.00 INSERTS	2,002.00 LINES			

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express

1 Billing Period	2 Advertiser/Client Name
08/01/05-08/31/05	US DEPT OF JUSTICE/ANTI TRUS

4 Page	6 Agency Account Number	7 Advertiser/Client Number	5 Billing Date	23 Total Amount Due
5		632270	08/31/05	18,118.62

LEGEND

1. Billing Period
   "from " "to" dates for this statement
2. Advertiser/Client Name
   Name of Advertiser (If Agency, Client Name)
3. Terms of Payment
   When payment is due
4. Page Number
   Page Number for multi page statements
5. Billing Date
   Date statement was prepared
6. Agency Account Number
   Newspaper account number
   Corresponding to element 8
7. Advertiser/Client Number
   Advertiser Account number corresponding to element 2
8. Billed Account Name and Address
   Organization receiving invoice
9. Remittance Address
   return payment address
10. Date
    Insertion date of ad or transaction date
11. Newspaper reference
    Newspaper's internal reference number
12. Description, Other Comments
13. Product/Service Code
14. Other Charges or Credit
    All information relating to ad including purchase order number detail of all discounts/charges relating to ad
15. SAU Size
    Standard Advertising Unit ad size
    (for Classified: single insertion lines)
16. Billed Units
    Measurement of ad (columns x depth)
    (for classified: Total lines in ad schedule)
17. Times Run
    Number of insert days for this ad
18. Rate
    Applicable newspaper assigned rate prior to any discounts or charges
19. Gross Amount
    Calculation of ad pricing
    Extension of total billed amount at applicable rate before any discounts
20. Net Amount
    Final cost of ad due for advertiser (element 2)
21. Current Net Amount Due
22. Aging of past due balances for advertiser
23. Total Amount due
    Sum of elements 21 and 22

To place a classified ad, please call your sales representative or call (202) 334-6200