UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,	)
Plaintiff,	)
v.	)
REPUBLIC SERVICES, INC., and ALLIED WASTE INDUSTRIES, INC.,	)
Defendants.	)

HOLD SEPARATE STIPULATION AND ORDER

It is hereby stipulated and agreed by and between the undersigned parties, subject to approval and entry by the Court, that:

I.

DEFINITIONS

As used in this Hold Separate Stipulation and Order:

A. "Allied" means defendant Allied Waste Industries, Inc., a Delaware corporation with its headquarters in Scottsdale, Arizona, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

B. "Republic" means defendant Republic Services, Inc., a Delaware corporation with its headquarters in Ft. Lauderdale, Florida, and includes its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

C. "Relevant Akron/Canton Assets" means Republic's front-end loader truck small container commercial routes 91, 92, 94, 96, and 97 that serve Summit, Stark, and Portage counties, Ohio.

Relevant Akron/Canton Assets includes, with respect to each of Republic's small container routes listed above, all tangible assets (including capital equipment, trucks and other vehicles, containers, interests, permits, and supplies); and all intangible assets (including hauling-related customer lists, contracts, leasehold interests, and accounts related to each such route).

II.

OBJECTIVES

The Final Judgment filed in this case is meant to ensure Republic's prompt divestiture of the Relevant Akron/Canton Assets for the purpose of establishing one or more viable competitors in the commercial waste hauling business, to remedy the effects that the United States alleges would otherwise result from Republic's acquisition of certain Allied assets. This Hold Separate Stipulation and Order ensures, prior to such divestiture, that the Relevant Akron/Canton Assets remain independent, economically viable, and ongoing business concerns that will remain independent and uninfluenced by Republic; and that competition is maintained during the pendency of the ordered divestitures.

III.

JURISDICTION AND VENUE

The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia.

IV.

COMPLIANCE WITH AND ENTRY OF FINAL JUDGMENT

A. The parties stipulate that a Final Judgment in the form attached hereto as Exhibit A may be filed with and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. § 16), and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

B. Defendants shall abide by and comply with the provisions of the proposed Final Judgment, pending the Judgment's entry by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an order of the Court.

C. Defendants shall not consummate the transactions sought to be enjoined by the Complaint herein before the Court has signed this Hold Separate Stipulation and Order.

D. This Stipulation shall apply with equal force and effect to any amended proposed

Final Judgment agreed upon in writing by the parties and submitted to the Court.

In the event (1) the United States has withdrawn its consent, as provided in Section IV(A) above, or (2) the proposed Final Judgment is not entered pursuant to this proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further any party in this or any other proceeding.

F.

can and will be made, and that defendants will later raise no claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of the provisions

V.

HOLD SEPARATE PROVISIONS

A. Republic shall preserve, maintain, and operate the Relevant Akron/Canton Assets and operations of such assets held entirely separate, distinct, and apart from the other operations of Republic. Republic shall not coordinate the marketing of, or negotiation or terms of sales by, filing of the Hold Separate Stipulation and Order, or thirty (30) days after the entry of this Order, whichever is later, Republic will inform the United States of the steps Republic has taken to

comply with this Hold Separate Stipulation and Order.

B. Republic shall take all steps necessary to ensure that (1) the Relevant Akron/Canton Assets will be maintained and operated as independent, ongoing, economically viable and active competitors in the commercial waste hauling business; (2) the management of the Relevant Akron/Canton Assets will not be influenced by Republic; and (3) the books, records, competitively sensitive sales, marketing and pricing information, and decision-making concerning the Relevant Akron/Canton Assets will be kept separate and apart from Republic's other operations. Republic's influence over the Relevant Akron/Canton Assets shall be limited to that necessary to carry out defendant Republic's obligations under this Hold Separate Stipulation and Order and the proposed Final Judgment.

C. Republic shall use all reasonable efforts to maintain and increase the sales and revenues of the Relevant Akron/Canton Assets, and shall maintain at 2000 or at previously approved levels for 2001, whichever are higher, all promotional, advertising, sales, technical assistance, marketing, and merchandising support for the Relevant Akron/Canton Assets.

D. Republic shall provide sufficient working capital to maintain the Relevant Akron/Canton Assets as economically viable and competitive, ongoing businesses, consistent with the requirements of Section V (A) and (B).

E. Republic shall take all steps necessary to ensure that the Relevant Akron/Canton Assets are fully maintained in operable condition at no lower than their current capacity or sales, and shall maintain and adhere to normal repair and maintenance schedules for the Relevant Akron/Canton Assets.

F. Republic shall not, except as part of a divestiture approved by the United States in

accordance with the terms of the proposed Final Judgment, remove, sell, lease, assign, transfer, pledge, or otherwise dispose of any of the Relevant Akron/Canton Assets.

Republic shall maintain, in accordance with sound accounting principles, separate, accurate, and complete financial ledgers, books, and records that report on a periodic basis, such

expenses, revenues, and income of the Relevant Akron/Canton Assets.

H.

Hold Separate Stipulation and Order, Republic shall not hire, transfer, terminate, or otherwise alter the salary agreements for any Republic employee who, on the date of Republic's signing of

or (2) is a member of management referenced in Section V(I) of this Hold Separate Stipulation and Order.

Until such time as the Relevant Akron/Canton Assets are divested pursuant to the terms of the Final Judgment, the Relevant Akron/Canton Assets shall be managed by Raul

Akron/Canton Assets, subject to the provisions of this Order and the proposed Final Judgment. In the event that Mr. Rodriguez is unable to perform his duties, defendants shall appoint, subject

Republic fail to appoint a replacement acceptable to the United States within ten (10) working days, the United States shall appoint a replacement.

Republic shall take no action that would interfere with the ability of any trustee appointed pursuant to the Final Judgment to complete the divestitures pursuant to the Final

Judgment to purchasers acceptable to the United States.

K. This Hold Separate Stipulation and Order shall remain in effect until consummation of the divestitures contemplated by the proposed Final Judgment or until further order of the Court.

FOR PLAINTIFF
UNITED STATES OF AMERICA

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FOR DEFENDANT
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FOR DEFENDANT
ALLIED WASTE INDUSTRIES, INC.

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ORDER

IT IS SO ORDERED ON THIS ___ DAY OF _____, 2000.

UNITED STATES DISTRICT JUDGE