

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,

Plaintiff,

v.

STAR ATLANTIC WASTE HOLDINGS, L.P.,

VEOLIA ENVIRONNEMENT S.A.

and

VEOLIA ES SOLID WASTE, INC.,

Defendants.

CASE NO.: 1:12-cv-01847-RWR

JUDGE: Roberts, Richard W.

DESCRIPTION: Antitrust

**JOINT MOTION OF PLAINTIFF AND DEFENDANTS
TO MODIFY FINAL JUDGMENT**

Plaintiff United States of America and Defendants Star Atlantic Waste Holdings, L.P. ("Star Atlantic"), Veolia Environnement S.A., and Veolia ES Solid Waste, Inc. ("Veolia") respectfully move the Court jointly, pursuant to Federal Rule of Civil Procedure 60(b)(5) and Section XIII of the Final Judgment entered in this matter on March 4, 2013 ("Final Judgment"), to modify the Final Judgment by entering the attached proposed Modified Final Judgment.

Under the terms of the Final Judgment, Defendants were required to divest the Divestiture Assets within five days after notice of entry of the Final Judgment. Furthermore, the Final Judgment provided that the United States could extend that deadline by a total of sixty days. The United States has granted several extensions,

totaling sixty days, and does not have discretion to grant an extension beyond May 8, 2013.

While Defendants have made significant progress on each of two divestitures in this matter, one in New Jersey and the other in Georgia, neither is yet completed. On April 11, 2013, the United States approved Covanta Energy Corporation as the Acquirer of the Northern New Jersey Disposal Assets, and Defendants and Covanta Energy have been working since then to obtain all approvals required from the State of New Jersey to allow the divestiture to close. On May 17, 2013, the United States approved Waste Industries USA, Inc. as the Acquirer of the Central Georgia Disposal Assets and the Macon Metropolitan Area Collection Assets. Defendants and Waste Industries are proceeding expeditiously to obtain all approvals required from the State of Georgia to allow the divestiture to close.

The United States and Defendants jointly seek modification of the Final Judgment to allow Defendants and the Acquirers the additional time they need to obtain the state regulatory approvals required to permit the sale of the respective divestiture assets to Acquirers already approved by the United States. The parties propose to do this by modifying Paragraph IV.A of the Final Judgment to extend the time during which the Divestiture Assets may be divested to five calendar days following satisfaction of all required state regulatory approvals. Paragraph IV.A would read as follows:

A. Defendants are ordered and directed within five (5) calendar days after satisfaction of all New Jersey Regulatory Approvals to divest the Northern New Jersey Disposal Assets in a manner consistent with this Final Judgment to Covanta Energy, an Acquirer acceptable to the United

States in its sole discretion, pursuant to the Asset Purchase Agreement with Covanta Energy dated March 4, 2013. Defendants are further ordered and directed within five (5) calendar days after satisfaction of all Georgia Regulatory Approvals to divest the Central Georgia Disposal Assets and Macon Metropolitan Area Collection Assets in a manner consistent with this Final Judgment to Waste Industries, an Acquirer acceptable to the United States in its sole discretion, pursuant to the Asset Purchase Agreement with Waste Industries dated May 15, 2013. Defendants agree to use their best efforts to accomplish the divestitures ordered by this Final Judgment as expeditiously as possible.

For clarification, the parties further propose the addition of four definitions to Section II of the Final Judgment. The first two definitions identify the Acquirers approved by the United States to buy the divestiture assets located in New Jersey and Georgia, respectively. New paragraphs II.D and II.E would read:

D. "Covanta Energy" means Covanta Energy Corporation, headquartered in Morristown, New Jersey, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

E. "Waste Industries" means Waste Industries USA, Inc., headquartered in Raleigh, North Carolina, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

Two additional definitions would clarify the state regulatory approvals that the Defendants and the respective Acquirer must obtain in Georgia or New Jersey. New paragraphs II.P and II.Q would read:

P. "Georgia Regulatory Approvals" means all state regulatory approvals required for defendants to divest the Central Georgia Disposal Assets and the Macon Metropolitan Area Collection Assets to Waste Industries, including but not limited to all Georgia Environmental Protection Division approvals and any other state authorization required for the divestiture to close.

Q. "New Jersey Regulatory Approvals" means all state regulatory approvals required for defendants to divest the Northern New Jersey Disposal Assets to Covanta Energy, including but not limited to all New Jersey Department of Environmental Protection approvals and any other state authorization required for the divestiture to close.

The proposed modification is equitable in nature and serves the public interest by effectuating the remedy intended in the Final Judgment. Accordingly, Plaintiff United States and Defendants respectfully request jointly that the Court grant this Motion and enter the attached proposed Modified Final Judgment.

Dated: May 21, 2013

Respectfully submitted,

FOR PLAINTIFF UNITED STATES OF AMERICA

Michael K. Hammaker

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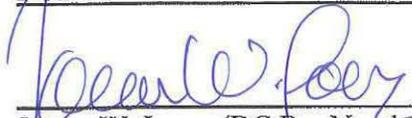
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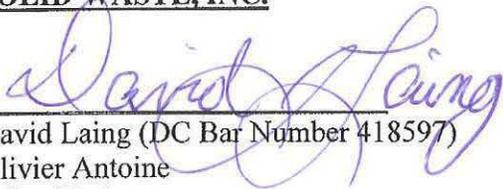
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