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.: 2:05CV468 Filed: August 8, 2005 Judge: Friedman

STIPULATION

It is stipulated by and between the undersigned parties, through their respective attorneys, that:

1. 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 Eastern District of Virginia.

2. The parties consent that a Final Judgment in the form hereto attached may be filed 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U.S.C. § 16(b)-(h), and without further notice to any party or other proceedings, provided that the plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on the defendant and by filing notice with the Court.

3. The defendant shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, 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 filing

of this Stipulation, comply with all the terms and provisions thereof as though the same were in full force and effect as an order of the Court.

4. 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.

5. In the event the plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall have no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

6. The defendant represents that the required actions set forth in the proposed Final Judgment can and will be implemented and followed and that the defendant will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the provisions contained therein.

Respectfully submitted, Dated: August 8, 2005

FOR PLAINTIFF
UNITED STATES OF AMERICA
_____/s/_____
LESLIE D. PERITZ
PA Bar No. 87539
_____/s/_____
LOWELL STERN
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FOR DEFENDANT
WASTE INDUSTRIES USA, INC.

_____/s/_____

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WASTE INDUSTRIES USA, INC.

_____/s/_____

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UNITED STATES OF AMERICA,	)	
Plaintiff,	)	Civil No.: 2:05CV468
v.	)	
	)	Filed: August 8, 2005
WASTE INDUSTRIES USA, INC.,	)	
Defendant.	)	Judge: Friedman

CERTIFICATE OF SERVICE

I, Leslie D. Peritz, hereby certify that on August 8, 2005, I caused a copy of the foregoing Stipulation and proposed Final Judgment to be served on defendant Waste Industries USA, Inc. by mailing the document first-class, postage prepaid, to the duly authorized legal representative of the defendant, as follows:

Counsel for Defendant Waste Industries USA, Inc.

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