

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

UNITED STATES OF AMERICA,
STATE OF FLORIDA,
STATE OF ILLINOIS,
STATE OF MINNESOTA,
COMMONWEALTH OF PENNSYLVANIA, and
STATE OF WISCONSIN,

Plaintiffs,

v.

WASTE MANAGEMENT, INC.,

and

ADVANCED DISPOSAL SERVICES, INC.,

Defendants.

ASSET PRESERVATION 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 Asset Preservation Stipulation and Order (“Stipulation and Order”):

A. “Acquirer” or “Acquirers” means GFL or another entity or entities to which Defendants divest the Divestiture Assets.

B. “WMI” means Defendant Waste Management, Inc., a Delaware corporation with its headquarters in Houston, Texas, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents,

and employees.

C. “ADS” means Defendant Advanced Disposal Services, Inc., a Delaware corporation with its headquarters in Ponte Vedra, Florida, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

D. “GFL” means GFL Environmental Inc., a Canadian corporation with its headquarters in Ontario, Canada, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and their directors, officers, managers, agents, and employees.

E. “Disposal” means the business of disposing of waste into disposal sites, including the use of transfer stations to facilitate shipment of waste to other disposal sites.

F. “MSW” means municipal solid waste. Municipal solid waste is a term of art used to describe solid putrescible waste generated by households and commercial establishments such as retail stores, offices, restaurants, warehouses, and non-manufacturing 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.

G. “Small Container Commercial Waste Collection” (or “SCCW Collection”) means the business of collecting MSW from commercial and industrial accounts, usually in “dumpsters” (i.e., small containers with one-to-ten cubic yards of storage capacity), and transporting—or “hauling”—that waste to a disposal site, typically by use of a front-end, side-load, or rear-end truck. Typical Small Container Commercial Waste Collection customers

include office and apartment buildings and retail establishments (e.g., stores and restaurants).

H. “Residential Waste Collection” means the business of collecting MSW from residential accounts and transporting—or “hauling”—such waste to a disposal site, typically by use of a rear-end or side-load truck. Typical Residential Waste Collection customers include single-family residences and small apartment buildings.

I. “Roll-Off Waste Collection” means the business of collecting MSW that is stored in twenty-to-forty cubic yard containers from commercial and industrial accounts and transporting that waste to a disposal site, typically by use of a truck with a roll-off trailer attachment.

J. “Commercial Recycling Collection” means the business of collecting recyclables, which are discarded materials that will be processed and reused, from commercial and industrial accounts and transporting those recyclables to a recycling site (typically called a “materials recovery facility,” or “MRF”).

K. “Residential Recycling Collection” means the business of collecting recyclables, which are discarded materials that will be processed and reused, from residential accounts and transporting those recyclables to a recycling site.

L. “Mixed Collection” or “Co-Collect” means the business of collecting a mixture of commercial waste, residential waste, and/or recycling and transporting such waste and/or recycling to a disposal or recycling site.

M. “Yard Waste Collection” means the business of collecting organic waste from single-family and small residences and transporting such waste to a disposal site.

N. “Route” means a group of customers receiving regularly scheduled waste or

recycling collection service as of August 25, 2020, including customers from that group for whom service has been suspended due to issues related to COVID-19, and any customers added to that group between August 25, 2020 and the date that the Route is divested to an Acquirer.

- O. “Divestiture Assets” means all of Defendants’ rights, titles, and interests in and to:
1. the transfer stations and landfills listed in Appendix A;
 2. all property and assets, tangible and intangible, wherever located, related to or used in connection with the transfer stations and landfills listed in Appendix A, including but not limited to:
 - a. all real property, including but not limited to fee simple interests, real property leasehold interests and renewal rights thereto, improvements to real property, and options to purchase any adjoining or other property, together with all offices, garages, material recovery facilities, and other related facilities;
 - b. all tangible personal property, including but not limited to capital equipment, trucks and other vehicles, scales, power supply equipment, and office furniture, materials, and supplies;
 - c. all contracts, contractual rights, and customer relationships; and all other agreements, commitments, and understandings, including but not limited to swap agreements;
 - d. all licenses, permits, certifications, approvals, consents, and authorizations, and all pending applications or renewals; and
 - e. copies of all records and data, including but not limited to customer lists, accounts, credits records, and repair and performance records;

3. the hauling facilities and Routes listed in Appendix B; and

4. all property and assets, tangible and intangible, wherever located, related to or used in connection with the Routes listed in Appendix B, including but not limited to:

a. all real property, including but not limited to fee simple interests, real property leasehold interests and renewal rights thereto, improvements to real property, and options to purchase any adjoining or other property, together with all offices, garages, and related facilities;

b. all tangible personal property, including but not limited to capital equipment, trucks and other vehicles (those assigned to Routes, and, at the option of Acquirer, all spare vehicles, containers, and supplies), scales, power supply equipment, and office furniture, materials, and supplies;

c. all contracts (except Straddle Contracts), contractual rights, and customer relationships; and all other agreements, commitments, and understandings, including but not limited to swap agreements;

d. all licenses, permits, certifications, approvals, consents, and authorizations, and all pending applications or renewals; and

e. copies of all records and data, including but not limited to customer lists, accounts, and credits records, and repair and performance records;

provided, however, that the assets specified in Paragraphs I(O)(4)(a)–(e) above do not include the facilities identified in Appendix C.

P. “Straddle Contracts” means customer waste or recycling collection contracts that include a combination of services and/or collection stops included in the Divestiture Assets and

services and/or collection stops not included in the Divestiture Assets.

Q. “Relevant Personnel” means all full-time, part-time, or contract employees of WMI or ADS, wherever located, involved in the MSW Disposal, Small Container Commercial Waste Collection, Residential Waste Collection, Roll-Off Waste Collection, Commercial Recycling Collection, Residential Recycling Collection, Mixed Collection, or Yard Waste Collection services provided for a Route or facility included in the Divestiture Assets at any time between April 15, 2019, and the date on which the Divestiture Assets are divested to GFL or another Acquirer. The United States, in its sole discretion, will resolve any disagreement regarding which employees are Relevant Personnel.

R. The “Transaction” means WMI’s proposed acquisition of ADS.

II. OBJECTIVES

The proposed Final Judgment filed in this case is meant to ensure Defendants’ prompt divestiture of the Divestiture Assets for the purpose of establishing one or more viable competitors in the Small Container Commercial Waste Collection business and the MSW Disposal business to remedy the anticompetitive effects that the United States alleges would otherwise result from WMI’s acquisition of ADS. This Stipulation and Order ensures, prior to divestiture, that the Divestiture Assets will remain economically viable, competitive, and saleable, and that Defendants will preserve and maintain the Divestiture Assets.

III. JURISDICTION AND VENUE

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

IV. CONSUMMATION OF THE TRANSACTION

Defendants will not consummate the Transaction before the Court has signed this Stipulation and Order.

V. COMPLIANCE WITH AND ENTRY OF FINAL JUDGMENT

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

B. From the date of the signing of this Stipulation and Order by Defendants and the United States until the proposed Final Judgment is entered by the Court, or until expiration of time for all appeals of any ruling declining entry of the proposed Final Judgment, Defendants will comply with all of the terms and provisions of the proposed Final Judgment.

C. From the date on which the Court enters the Stipulation and Order, the United States will have the full rights and enforcement powers set forth in the proposed Final Judgment, including Section X, just as if the proposed Final Judgment were in full force and effect as the final order of the Court.

D. Defendants agree to arrange, at their expense, publication as quickly as possible of the newspaper notice required by the APPA, which will be drafted by the United States in its sole discretion. The publication must be arranged no later than three business days after

Defendants' receipt from the United States of the text of the notice and the identity of the newspaper or newspapers within which the publication must be made. Defendants must promptly send to the United States (1) confirmation that publication of the newspaper notice has been arranged, and (2) the certification of the publication prepared by the newspaper or newspapers within which the notice was published.

E. This Stipulation and Order applies with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the United States and Defendants and submitted to the Court.

F. Defendants represent that the divestiture ordered by the proposed Final Judgment can and will be made and that Defendants will not later raise a claim of mistake, hardship, or difficulty of compliance as grounds for asking the Court to modify any of its provisions.

VI. ASSET PRESERVATION PROVISIONS

From the date of the signing of this Stipulation and Order by the United States and Defendants:

A. Defendants must operate the Divestiture Assets in the ordinary course of business and consistent with past practices as ongoing, economically viable, and active competitors in the provision of Small Container Commercial Waste Collection and MSW Disposal, and must take all other actions necessary to preserve and maintain the full economic viability, marketability, and competitiveness of the Divestiture Assets.

B. Defendants must provide sufficient working capital and lines and sources of credit to continue to maintain the Divestiture Assets as ongoing, economically viable, and active

competitors in the provision of Small Container Commercial Waste Collection and MSW Disposal.

C. Defendants must use all reasonable efforts to maintain and increase the sales and revenues of the services provided by the Divestiture Assets, and shall maintain at 2020 or previously approved levels for 2021, whichever are higher, all promotional, advertising, sales, technical assistance, customer support and service, marketing, and merchandising support for the Divestiture Assets.

D. Defendants must use all reasonable efforts to maintain and preserve existing relationships with customers, suppliers, governmental authorities, vendors, landlords, creditors, agents, and all others having business relationships relating to the Divestiture Assets.

E. Defendants must maintain, in accordance with sound accounting principles, accurate and complete financial ledgers and books and records that report on a periodic basis, such as the last business day of every month, consistent with past practices, the assets, liabilities, expenses, revenues, and income of the Divestiture Assets.

F. Defendants must maintain the working conditions, staffing levels, and work force training and expertise of all Relevant Personnel. Relevant Personnel may not be transferred or reassigned. Defendants must use all reasonable efforts, including by providing financial incentives, to encourage Relevant Personnel to continue in the positions held as of the date of the signing of this Stipulation and Order by the United States and Defendants; however, to the extent that the proposed Final Judgment requires the seller to facilitate the transfer of employees to the Acquirer, these financial incentives may not be structured so as to disincentivize employees from transferring to or disincentivize employees from accepting employment with Acquirer.

G. Defendants must maintain all licenses, permits, approvals, authorizations, and certifications related to or necessary for the operation of the Divestiture Assets and must operate the Divestiture Assets in compliance with all regulatory obligations and requirements.

H. Defendants must ensure that the Divestiture Assets are fully maintained in operable condition, including by maintaining and adhering to normal repair and maintenance schedules for the Divestiture Assets.

I. Except as part of a divestiture approved by the United States in accordance with the terms of the proposed Final Judgment, Defendants may not remove, sell, lease, assign, transfer, pledge, encumber, or otherwise dispose of any Divestiture Assets.

J. WMI must appoint, subject to approval of the United States in its sole discretion, a person or persons to oversee the preservation of the Divestiture Assets currently owned, leased, and/or operated by WMI; and ADS must appoint, subject to the approval of the United States in its sole discretion, a person or persons to oversee the preservation of the Divestiture Assets currently owned, leased, and/or operated by ADS. Such persons will be responsible for Defendants' compliance with this Section VI. These persons will have complete responsibility for ensuring the preservation the Divestiture Assets for the duration of this Stipulation and Order, subject to the provisions of the Final Judgment. In the event any such person is unable to perform his or her duties, Defendants must appoint, subject to the approval of the United States in its sole discretion, a replacement within ten working days. Should Defendants fail to appoint a replacement acceptable to the United States within this time period, the United States will appoint a replacement.

K. Defendants shall take no action that would jeopardize, delay, or impede the sale of the Divestiture Assets.

L. Within twenty (20) days after the entry of the Stipulation and Order, Defendants will inform the United States of the steps Defendants have taken to comply with this Stipulation and Order.

VII. DURATION OF ASSET PRESERVATION OBLIGATIONS

Defendants' obligations under Section VI of this Stipulation and Order will remain in effect until completion of the divestiture required by the proposed Final Judgment or until further order of the Court. In the event that (1) the United States has withdrawn its consent, as provided in Paragraph V(A); (2) the United States voluntarily dismisses the Complaint in this matter; or (3) the Court declines to enter the proposed Final Judgment, the time has expired for all appeals of any ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, Defendants are released from all further obligations under this Stipulation and Order and the making of this Stipulation and Order will be without prejudice to any party in this or any other proceeding.

Dated: October 23, 2020

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

FOR DEFENDANT WASTE
MANAGEMENT, INC.

/s/ Jeremy W. Cline

JEREMY W. CLINE
Defense, Industrials, and Aerospace Section
Antitrust Division
U.S. Department of Justice
450 Fifth Street N.W., Suite 8700
Washington, DC 20530
Telephone: (202) 598-2294
Facsimile: (202) 514-9033
jeremy.cline@usdoj.gov

/s/ Brian K. McCalmon

BRIAN K. MCCALMON
Vedder Price PC
1401 I Street N.W.
Washington, DC 20005
Telephone: (202) 312-3334
bmccalmon@vedderprice.com

FOR DEFENDANT WASTE
MANAGEMENT, INC.

FOR DEFENDANT
ADVANCED DISPOSAL SERVICES, INC.

/s/ Andrew M. Lacy

ANDREW M. LACY
Simpson Thacher & Bartlett LLP
1155 F I Street N.W.
Washington, DC 20004
Telephone: (202) 636-5505
alacy@stblaw.com

/s/ William H. Stallings

WILLIAM H. STALLINGS
Mayer Brown LLP
1999 K Street, N.W.
Washington, DC 20006
Telephone: (202) 263-3807
wstallings@mayerbrown.com

FOR PLAINTIFF STATE OF FLORIDA

ASHLEY MOODY
Attorney General

PATRICIA A. CONNERS
Chief Associate Deputy Attorney General

/s/ Lizabeth A. Brady
LIZABETH A. BRADY
Chief, Multistate Enforcement
Florida State Bar Number: 457991
Office of the Attorney General
State of Florida
PL-01, The Capitol
Tallahassee, FL 32399-1050
Tel: (850) 414-3300
Fax: (850) 488-9134
E-mail: liz.brady@myfloridalegal.com

Colin G. Fraser
Assistant Attorney General
Florida State Bar Number: 104741
E-mail: colin.fraser@myfloridalegal.com

FOR PLAINTIFF STATE OF ILLINOIS

KWAME RAOUL
Attorney General

/s/ Joseph B. Chervin

Blake L. Harrop,
Chief, Antitrust Bureau
Joseph B. Chervin
Assistant Attorney General
Office of the Attorney General of Illinois
Antitrust Bureau
100 W. Randolph Street, 11th Floor
Chicago, IL 60601
Telephone: (312) 814-3722
Fax: (312) 814-4209
jchervin@atg.state.il.us

FOR PLAINTIFF STATE OF MINNESOTA

KEITH ELLISON
Attorney General
State of Minnesota

JAMES W. CANADAY
Deputy Attorney General

/s/ Justin Moor
JUSTIN MOOR
Assistant Attorney General
Atty. Reg. No. 0397596

445 Minnesota Street, Suite 1400
St. Paul, Minnesota 55101-2130
(651) 757-1060
justin.moor@ag.state.mn.us

FOR PLAINTIFF COMMONWEALTH OF PENNSYLVANIA

JOSH SHAPIRO
Attorney General of Pennsylvania

James A. Donahue, III
Executive Deputy Attorney General
jdonahue@attorneygeneral.gov

Tracy W. Wertz
Chief Deputy Attorney General
twertz@attorneygeneral.gov

/s/ Norman W. Marden
Norman W. Marden
(PA Bar #203423)
Senior Deputy Attorney General
nmarden@attorneygeneral.gov

Pennsylvania Office of Attorney General
Antitrust Section
Strawberry Square, 14th Floor
Harrisburg, PA 17120
Telephone: (717)787-4530

FOR PLAINTIFF STATE OF WISCONSIN

JOSHUA L. KAUL
Attorney General
State of Wisconsin
Wisconsin Department of Justice

/s/ Shannon A. Conlin
Shannon A. Conlin (Pro Hac Forthcoming)
Assistant Attorney General
Post Office Box 7857
Madison, WI 53707-7857
(608) 266-1677
Conlinsa@doj.state.wi.us

ORDER

IT IS SO ORDERED by the Court, this ____ day of _____.

United States District Judge

Appendix A: List of Divested Landfills and Transfer Stations (Paragraph I(O)(1))

I. Alabama

- a. ADS's Stone's Throw Landfill, located at 1303 Washington Boulevard, Tallassee, Alabama, 36078;
- b. ADS's Turkey Trot Landfill, located at 2328 Mannish Ryan Road, Citronelle, Alabama, 36522;
- c. ADS's Mobile Transfer Station, located at 5740 Carole Plantation Road, Mobile, Alabama, 36582;
- d. ADS's Central Alabama Transfer Station, located at 2141 Hunter Loop Road, Montgomery, Alabama, 36108;
- e. ADS's East Alabama Transfer Station, located at 2100 Poplar Street, Opelika, Alabama, 36801;
- f. WMI's Phenix City Transfer Station, located at 610 State Docks Road Southeast, Phenix City, Alabama, 36867.

II. Georgia

- a. ADS's Eagle Point Landfill, located at 8880, 9465, 9385, and 9425 Old Federal Road, Ball Ground, Georgia, 30107 and Land Lots 37, 38, 107 and 108, District 3, Canton, Georgia;
- b. ADS's Gwinnett Transfer Station, located at 535 Seaboard Industrial Drive, Lawrenceville, Georgia, 30046;
- c. ADS's Smyrna Transfer Station, located at 4696 South Cobb Drive SE, Smyrna, Georgia, 30080;

- d. ADS's Welcome All Transfer Station, located at 5225 Welcome All Road, College Park, Georgia, 30349;
- e. ADS's Cobb County Transfer Station, located at 1897 County Services Parkway, Marietta, Georgia, 30008.

III. Florida

- a. ADS's Ocala Transfer Station, located at 5111 South Pine Avenue, Ocala, Florida, 34479.

IV. Illinois

- a. ADS's Zion Landfill, located at 701 Green Bay Road, Zion, Illinois, 60099;
- b. ADS's Rolling Meadows Transfer Station, located at 3851 Berdnick Street, Rolling Meadows, Illinois, 60008;
- c. ADS's Northbrook Transfer Station, located at 2750 Shermer Road, Northbrook, Illinois, 60062;
- d. WMI's Elburn Transfer Station, located at 1 N 138 Linlar Drive, Elburn, Illinois, 60119.

V. Indiana

- a. ADS's Hoosier Landfill, located at 2710 East 800 South Road, Claypool, Indiana, 46510;
- b. ADS's Fort Wayne Transfer Station, located at 4429 Allen Martin Drive, Fort Wayne, Indiana, 46806.

VI. Michigan

- a. ADS's Arbor Hills Landfill, located at 10690 West Six Mile Road, Northville, Michigan, 48168;
- b. ADS's Pontiac Transfer Station, located at 575 Collier Road, Auburn Hills, Michigan, 48340;
- c. ADS's Dearborn Transfer Station, located at 3051 Schaefer Road, Dearborn, Michigan, 48126.

VII. Minnesota

- a. ADS's Rochester Transfer Station, located at 4245 and 4225 Highway 14 East, Rochester, Minnesota, 55904.

VIII. Pennsylvania

- a. ADS's Sandy Run Landfill, located at 915 and 995 Landfill Road, Hopewell, Pennsylvania, 16650;
- b. ADS's Greentree Landfill, located at 635 Toby Road, Kersey, Pennsylvania, 15846;
- c. ADS Chestnut Valley Landfill, located at 1184 McClellandtown Road, McClellandtown, Pennsylvania, 15458;
- d. ADS's Diller Transfer Station, located at 6820 Wertzville Road, Enola, Pennsylvania, 17025;
- e. WMI's Southern Alleghenies Landfill, located at 843 Miller Picking Road, Davidsville, Pennsylvania, 15928.

IX. Wisconsin

- a. ADS's Emerald Park Landfill, located at W124 S10629 South 124th Street, Muskego, Wisconsin, 53150;

- b. ADS's Glacier Ridge Landfill, located at N7296 Highway V, Horicon, Wisconsin, 53032;
- c. ADS's Hickory Meadows Landfill, located at W3105 Schneider Road, Hilbert, Wisconsin, 54129;
- d. ADS's Mallard Ridge Landfill, located at W8470 State Road 11, Delavan, Wisconsin, 53115;
- e. ADS's Seven Mile Creek Landfill, located at 8001 Olson Drive, Eau Claire, Wisconsin, 54703;
- f. ADS's Waunakee Transfer Station, located at 300, 304, 306, and 308 Raemisch Road, Waunakee, Wisconsin, 53597;
- g. ADS's Fort Atkinson Transfer Station, located at 1203, 1205, and 1215 Klement Street, Fort Atkinson, Wisconsin, 53538;
- h. ADS's Kenosha Transfer Station, located at 5421 46th Street, Kenosha, Wisconsin, 53144;
- i. ADS's Muskego Transfer Station, located at W143 S6350, W143 6400, and W144 S6350 College Court, Muskego, Wisconsin, 53150;
- j. ADS's Germantown Transfer Station, located at N104 W13075 Donges Bay Road, Germantown, Wisconsin, 53022;
- k. ADS's West Bend Transfer Station, located at 803 North River Road and 1422 Lang Street, West Bend, Wisconsin, 53095;
- l. ADS's Hartland Transfer Station, located at 630 Industrial Drive, Hartland, Wisconsin, 53029;

- m. ADS's Omro Transfer Station, located at 250 Alder Avenue, Omro, Wisconsin, 54963 and W200 Ft. of Lot 4: CSM 5477 Omro, Wisconsin 54963;
- n. ADS's De Pere Transfer Station, located at 1799 County Trunk Hwy PP, De Pere, Wisconsin, 54115;
- o. ADS's Chilton Transfer Station (Recyclery), located at 1113 Park and 1045 Park Street, Chilton, Wisconsin, 53014;
- p. ADS's Door County Transfer Station, located at 1509 Division Road, Sturgeon Bay, Wisconsin, 54235;
- q. ADS's Medford Transfer Station, located at 645 Jensen Drive, Medford, Wisconsin, 54451;
- r. ADS's Roberts Transfer Station, located at 100 Packer Drive, Roberts, Wisconsin, 54023;
- s. ADS's Horicon Transfer Station, located at N7296 Highway V, Horicon, Wisconsin, 53032;
- t. ADS's Waunakee Material Recovery Facility, located at 300, 304, 306, and 308 Raemisch Road, Waunakee, Wisconsin, 53597;
- u. WMI's Janesville Transfer Station, located at 304 West Sunny Lane, Janesville, Wisconsin, 53546;
- v. WMI's Darlington Transfer Station, located at 11500 Ames Road, Darlington, Wisconsin, 53530;
- w. WMI's Mosinee Transfer Station, located at 204500 State Highway 34 (i.e., 1372 State Highway 34), Mosinee, Wisconsin, 54455;

- x. WMI's Antigo Transfer Station, located at 1715 Deleglise Street, Antigo, Wisconsin, 54409;
- y. WMI's Chippewa Falls Transfer Station, located at 11888 & 11863 30th Avenue, Chippewa Falls, Wisconsin, 54729;
- z. WMI's Sheboygan Falls Transfer Station, located at 115 Birch Road, Sheboygan Falls, Wisconsin, 53085.

Appendix B: List of Divested Hauling Facilities and Routes (Paragraph I(O)(3))

I. Alabama

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. Tuscaloosa Routes: 710, 711, 712, and 713;
 - ii. Montgomery/Tallasse/Alexander City Routes: 901, 902, 908, 950, 951, 952, 953, 954, 956, 957, 958, 959, 960, and 961;
 - iii. Mobile Routes: 900, 901, 910, 920, and 925;
- b. The following ADS Residential Waste Collection Routes:
 - i. Montgomery/Tallasse/Alexander City Routes: 605, 606, 612, 613, 616, 622, 623, and 624;
- c. The following ADS Roll-Off Waste Collection Routes:
 - i. Montgomery/Tallasse/Alexander City Routes: 409 (i.e. “Alex City Roll Off”);
- d. ADS’s hauling facility located at 1121 Wilbanks Street, Montgomery, Alabama, 36108;
- e. ADS’s hauling facility located at 1303 Washington Boulevard, Tallasse, Alabama, 36078;
- f. ADS’s hauling facility located at 4701 12th Street Northeast, Tuscaloosa, Alabama, 35404;
- g. ADS’s hauling facility located at 6225 Rangeline Road, Theodore, Alabama, 36582;
- h. ADS’s hauling facility located at 4342 Washington Street, Alexander City, Alabama, 35010.

II. Georgia

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. Augusta routes: 901, 904, 905, 907, 908, 909, 910, and 911;
- b. ADS's hauling facility located at 1064 Franke Industrial Drive, Augusta, Georgia, 30909.

III. Florida

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. Ocala Routes: 701, 702, 704, and 706;
 - ii. Jacksonville Routes: 901, 902, 906, 907, 908, 910, 911, 913, 918, 922;
- b. The following WMI Small Container Commercial Waste Collection Routes:
 - i. St. Johns and Clay County Routes: J181, J281, J381, J481, J581, J681, J189, J289, J389, J489, J589, J689;
 - ii. Citrus County Routes: W180, W280, W380, W480, W580, W680, W186, and W475;
- c. ADS's hauling facility located at 5111 South Pine Avenue, Ocala, Florida, 34480;
- d. ADS's hauling facility located at 7580 Philips Highway, Jacksonville, Florida, 32256.

IV. Michigan

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. Pontiac Routes: 751, 752, 753, 754, 755, 756, 757, 758, 759, 763, 765, 766, and 767;
- b. The following ADS Residential Waste Collection Routes:

- i. Pontiac Routes: 403, 405, 493, 495, 500, 501, 502, 503, 504, 505, 506, 509, 514, 592, 595, 596, and 599;
- c. The following ADS Yard Waste Collection Routes:
 - i. Pontiac Routes: 301, 401, 402, 492, 498, and 901;
- d. The following ADS Commercial Recycling Collection Routes:
 - i. Pontiac Routes: 511, 771, and 772;
- e. The following ADS Residential Recycling Collection Routes:
 - i. Pontiac Routes: 507, 508, 597, and 598;
- f. The following ADS Roll-Off Waste Collection Routes:
 - i. Pontiac Routes: 601, 602, 603, 604, 605, 606, 622, 651, 652, 653, 654, 655, 656, 657, 658, 659, and 670;
- g. ADS hauling facility located at 575 Collier Road, Auburn Hills, Michigan, 48340.

V. Minnesota

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. St. Cloud Routes: 710, 720, 730, and 740;
 - ii. Rochester Routes: 701, 705, 709, 711, 730, and 750;
- b. ADS's hauling facility located at 2355 12th Street Southeast, St. Cloud, Minnesota, 56304;
- c. ADS's hauling facility located at 4245 and 4225 Highway 14 East, Rochester, Minnesota, 55904.

VI. Pennsylvania

- a. The following ADS Small Container Commercial Waste Collection Routes:

- i. McClellandtown Routes: 711, 712, and 713;
- b. The following ADS Residential Waste Collection Routes:
 - i. McClellandtown Routes: 153, 154, 440, 443, 444, 447, 449, 451, 454, and 459;
- c. The following ADS Commercial Recycling Collection Routes:
 - i. McClellandtown Routes: 725 and 811;
- d. The following ADS Residential Recycling Collection Routes:
 - i. McClellandtown Routes: 801 and 805;
- e. The following ADS Roll-Off Waste Collection Routes:
 - i. McClellandtown Routes: 603;
- f. ADS's hauling facility located at 1192 McClellandtown Road, McClellandtown, Pennsylvania, 15458.

VII. Wisconsin

- a. The following ADS Small Container Commercial Waste Collection Routes:
 - i. Beloit Routes: 100;
 - ii. Madison Routes: 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 301, and 401;
 - iii. Hartland Routes: 701, 702, 703, 704, 705, 706, 707, 708, 740, 741, and 742;
 - iv. Muskego Routes: 505, 924, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, and 999;
 - v. West Bend and Horicon Routes: 705, 711, 725, 760, 761, 765, 766, 767, 771, 776, and 777;

- vi. Omro Routes: 150, 151, 152, 153, 154, 155, 156, 157, 700, 702, 739, 742, 744, 745, 747, 748, and 778;
 - vii. Green Bay Routes: 701, 702, 703, 704, 705, 706, 707, 708, 709, 714, and 751;
 - viii. Chilton and Kaukauna Routes: 702, 703, 704, 705, 710, 711, 712, 713, and 714;
 - ix. Fort Atkinson Routes: 151, 152, 351, 352, and 353;
 - x. Door County Routes: 710 and 711;
 - xi. Medford Routes: 422 and 423;
 - xii. Waukegan Routes: 704, 708, and 709;
- b. The following WMI Small Container Commercial Waste Collection Routes:
- i. Antigo Routes: O1AA, O1EE, O2DD, O2EE, O2FF, O3AA, O3EE, O4AA, O4DD, and O5EE;
 - ii. Chippewa Falls Routes: K1A1, K2A1, K3A1, K3A3, K4A3, K5A1, and K5A3;
 - iii. Darlington Routes: F1A2, F2A3, and F5A3;
 - iv. Sheboygan Routes: W1A7, W2A7, W3A7, W4A7, and W5A7;
 - v. Janesville Routes: H1GC, H1GD, H1GF, H2GC, H2GA, H2GD, H2GF, H3GF, H3GC, H3GD, H4GD, H4GA, H4GC, H4GF, H5GF, H5GC, H5GA, H5GD, H5GE, H6PZ, and H6QZ;
 - vi. Mosinee Routes: G1A1, G1A2, G1A3, G1A4, G1A5, G2A1, G2A2, G2A4, G2A5, G2A6, G3A1, G3A2, G3A3, G3A4, G3A5, G4A1, G4A5, G5A1, G5A2, G5A3, G5A4, G5A5, and G1M1;

- c. The following ADS Co-Collect Routes:
 - i. Green Bay Routes: 711, 712, 713, 715, 716, 717, and 719;
 - ii. Fort Atkinson Routes: 589;
 - iii. Door County Routes: 500, 501, 502, 503, and 504;
- d. The following ADS Mixed Collection Routes:
 - i. Eau Claire Routes: 442;
- e. The following ADS Residential Waste Collection Routes:
 - i. Muskego Routes: 011, 504, 524, 525, 526, 527, 528, 529, 530, 536, 537, 541, 542, 548, 549, 550, 553, 595, and 599;
 - ii. Green Bay Routes: 500, 501, 502, 503, 504, 505, 506, 508, 509, 510, 512, 513, 514, 516, and 714;
 - iii. Fort Atkinson Routes: 551, 553, 554, 555, 557, 558, 559, 560, 562, and 571;
- f. The following ADS Residential Recycling Collection Routes:
 - i. Muskego Routes: 556, 584, 585, 701, 702, 703, 705, 707, 708, 709, 710, 711, 727, 735, 741, and 755;
 - ii. Green Bay Routes: 800, 801, 802, 803, 804, 805, 806, 807, 808, and 809;
 - iii. Fort Atkinson Routes: 653, 658, 659, 671, 672, 673, 674, 676, 677, and 680;
- g. The following ADS Roll-Off Waste Collection Routes:
 - i. Door County Routes: 606;
- h. The following ADS Commercial Recycling Collection Routes:
 - i. Beloit Routes: 200;
 - ii. Madison Routes: 201, 202, 203, 204, 205, 206, 207, and 208;

- iii. Hartland Routes: 815, 865, 885, 886, 888, 889, and 890;
- iv. Muskego Routes: 014, 015, 017, 018, 019, 020, 021, 022, 023, 024, 025, and 026;
- v. West Bend and Horicon Routes: 706, 751, 778, 780, 781, 782, 783, and 791;
- vi. Omro Routes: 150, 152, 153, 154, 155, 156, 157, 779, 896, and 898;
- vii. Green Bay Routes: 720, 721, 722, 723, 724, 725, and 726;
- viii. Waukegan Routes: 725 and 751;
- ix. Chilton and Kaukauna Routes: 401, 721, 722, 723, 724, 725, 730, and 731;
- x. Fort Atkinson Routes: 251, 252, 254, and 451;
- xi. Door County Routes: 710 and 711;
- xii. Medford Routes: 428 and 448;
- i. The following WMI Commercial Recycling Collection Routes:
 - i. Antigo Routes: O1CC, O3DD, O3CC, O4CC, and O5CC;
 - ii. Chippewa Falls Routes: K1A2, K2A2, K3A2, K4A2, and K5A2;
 - iii. Darlington Routes: F3S1;
 - iv. Sheboygan Routes: W2S2 and W5S2;
 - v. Janesville Routes: H1IB, H1IC, H2IB, H3IB, H3IC, H4IB, H5IF, H5IC, and H5IB;
 - vi. Mosinee Routes: G1G2, G1G4, G2G1, G2G3, G3G1, G3G4, G4A4, G4G1, G4G2, G4G3, G4G4, G5G1, and G5G4;
- j. ADS's hauling facility located at W143 S. 6440 College Court, Muskego, Wisconsin, 53150;

- k. ADS's hauling facility located at N7296 Highway V, Horicon, Wisconsin, 53032;
- l. ADS's hauling facility located at 803 North River Road and 1422 Lang Street, West Bend, Wisconsin, 53095;
- m. ADS's hauling facility located at 250 Alder Avenue, Omro, Wisconsin, 54963;
- n. ADS's hauling facility located at 1799 County Trunk Highway, De Pere, Wisconsin, 54115;
- o. ADS's hauling facility located at 428 High Street, Chilton, Wisconsin, 53014;
- p. ADS's hauling facility located at N2016 Vandebroek Road, Kaukauna, Wisconsin, 54130;
- q. ADS's hauling facility located at 1509 Division Road, Sturgeon Bay, Wisconsin, 54235;
- r. ADS's hauling facility, located at 630 Industrial Drive, Hartland, Wisconsin, 53029;
- s. ADS's hauling facility located at 645 Jensen Drive, Medford, Wisconsin, 54451;
- t. ADS's hauling facility located at 300, 304, 306, and 308 Raemisch Road, Waunakee, Wisconsin, 53597;
- u. ADS's hauling facility located at 1203, 1205, and 1215 Klement Street, Fort Atkinson, Wisconsin, 53538;
- v. WMI's hauling facility located at 204500 State Highway 34 (i.e., 1372 State Highway 34), Mosinee, Wisconsin, 54455;
- w. WMI's hauling facility located at 1715 Deeglise Street, Antigo, Wisconsin, 54409;
- x. WMI's hauling facility located at 11888 & 11863 30th Avenue, Chippewa Falls, Wisconsin, 54729;

- y. WMI's hauling facility located at 304 West Sunny Lane, Janesville, Wisconsin, 53546;
- z. WMI's hauling facility located at 11500 Ames Road, Darlington, Wisconsin, 53530.

Appendix C: List of Retained Hauling Facilities (Paragraph I(O)(4)(e))

I. Florida

- a. WMI's hauling facility located at 8708 NE 44th Drive, Wildwood, Florida, 34785;
- b. WMI's hauling facility located at 6501 Greenland Road, Jacksonville, Florida, 32258.

II. Wisconsin

- a. ADS's hauling facility located at 2301 W B R Townline Road, Beloit, Wisconsin, 53511;
- b. WMI's hauling facility located at 301 Thomas Street, Fond du Lac, Wisconsin, 54935;
- c. ADS's hauling facility located at 2626 Mondovi Road, Eau Claire, Wisconsin, 54701;
- d. ADS's hauling facility located at 559 Progress Drive, Hartland, Wisconsin, 53029.

III. Illinois

- a. ADS's hauling facility located at 2230 Ernie Krueger Circle, Waukegan, Illinois, 60087.

IV. Georgia

- a. ADS's hauling facility located at 5734 Columbia Road, Grovetown, GA 30813.