



November 21, 2008

Mr. Dexter Matthews
Division Director
North Carolina Department of Environment & Natural Resources
Division of Waste Management
1646 Mail Service Center
Raleigh, NC 27699-1646



RE: Merger of Republic Services, Inc. and Allied Waste Industries, Inc.

Dear Mr. Matthews:

This letter is to inform you that Republic Services, Inc. ("Republic") and Allied Waste Industries, Inc. ("Allied") intend to undergo a corporate merger. As discussed in more detail below, after the merger, Allied will be a wholly-owned subsidiary of Republic.

Under the terms of the merger agreement, Allied will be merged into Republic. To effectuate the transaction, Republic has created a wholly-owned subsidiary that will merge with and into Allied. Allied will be the surviving corporation of the merger and will become a wholly-owned subsidiary of Republic (see Attachment "A"). Republic will remain a publicly traded company; however, the former shareholders of Allied will hold slightly more than 50% of the outstanding common stock of Republic. While one or more officers or directors of the local subsidiaries, holding companies and parent company may change as a result of the merger, the local subsidiaries, which directly own and/or operate solid waste facilities in North Carolina, will remain the same. The merger is currently scheduled to close prior to the end of calendar year 2008, pending necessary shareholder, governmental and other approvals.

The transaction will not result in any ownership or operational changes in the Republic and Allied subsidiaries or at any of the solid waste facilities owned or operated by these subsidiaries, all of which are identified on Attachment B. The merger will also not result in any change of management, nor in any sale, lease, mortgage, assignment or other transfer of permits or other assets. Because the subsidiary companies will remain intact and preserve their respective corporate identities through the transaction, we do not believe any formal transfer or modification of their environmental permits or environmental compliance reviews are required pursuant to General Statutes of North Carolina § 130A-295.3 and 15A North Carolina Administrative Code 13A.0113 (incorporating by reference 40 C.F.R. § 270.40(b)).

If you should have any questions regarding this transaction, please feel free to contact **Joe Benco** at **480-627-2700**. Thank you for your time and consideration of this matter.

Sincerely,



Joe Benco
Vice President, Engineering & Environmental
Management
Allied Waste, Inc.

Sincerely,



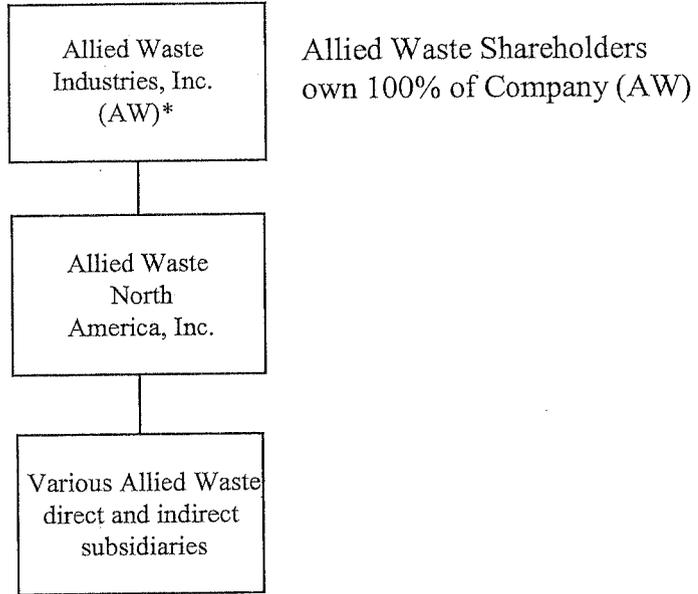
Clarke Lundell
Director of Engineering
Republic Services, Inc.

cc: Mr. Ed Mussler, Permitting Branch Supervisor, P. E.
Ms. Sarah Young, Administrative Assistant
Mr. Sammy Amerson, Air Permit Section



Allied Waste Industries, Inc.

SIMPLIFIED OVERVIEW OF ALLIED WASTE CURRENT COMPANY STRUCTURE



** Allied Waste Industries Inc. ("AW") is publicly traded on the New York Stock Exchange*

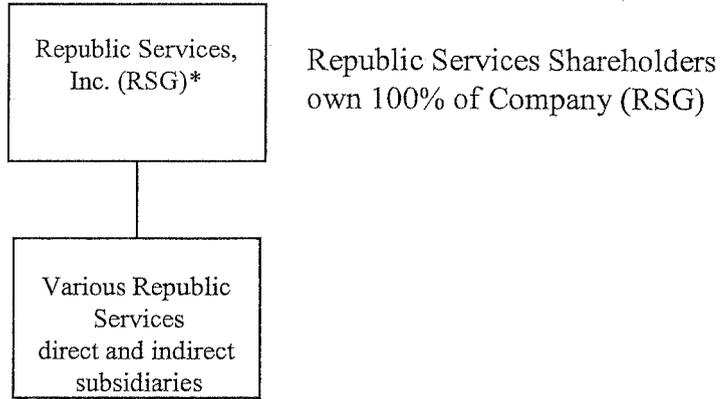


Privileged & Confidential - -Prepared at the Request of Counsel

July, 2008

Republic Services, Inc.

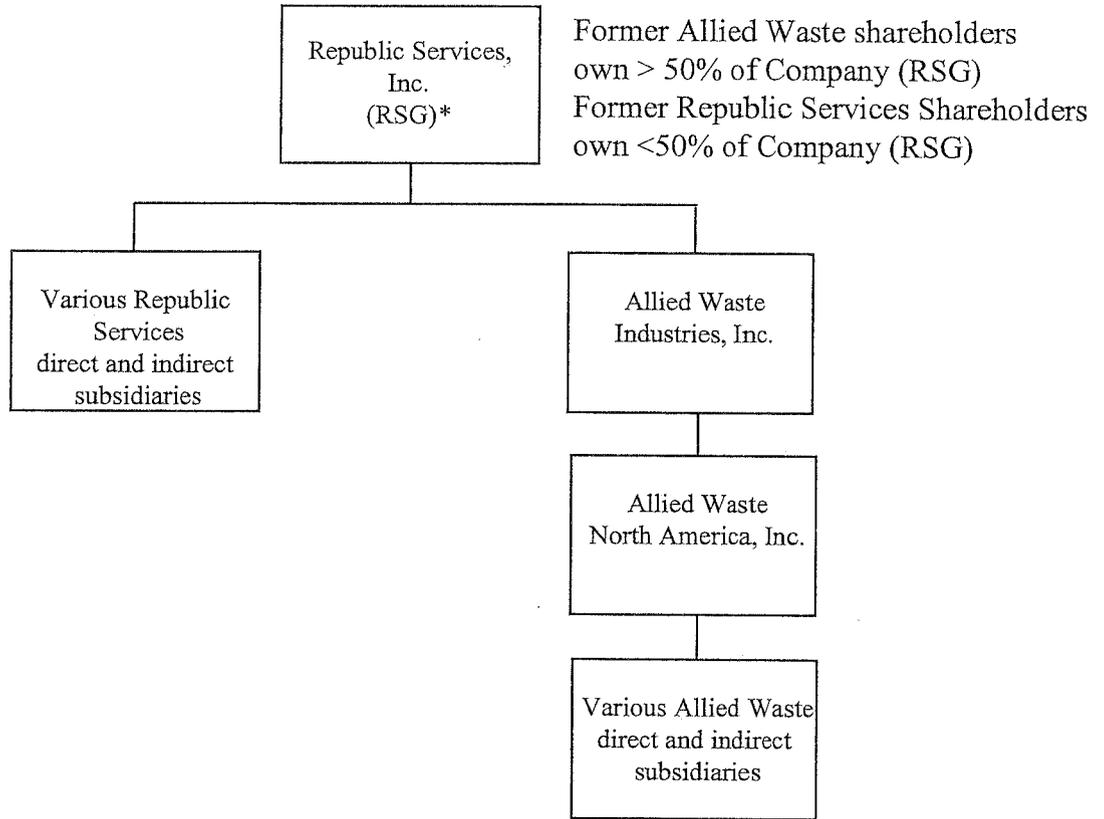
SIMPLIFIED OVERVIEW OF REPUBLIC SERVICES CURRENT COMPANY STRUCTURE



** Republic Services, Inc. ("RSG") is publicly traded on the New York Stock Exchange*

Republic Services, Inc.

SIMPLIFIED OVERVIEW OF REPUBLIC SERVICES COMPANY STRUCTURE (POST-MERGER)



** Republic Services, Inc. ("RSG") is publicly traded on the New York Stock Exchange*

Attachment "B"



Republic Services of North Carolina, LLC

	Permit Number(s)
Landfills	
East Carolina Regional Landfill	08-03
Foothills Regional MSW Landfill	14-03
JMN/Cleveland Container (Shelby) Landfill (Closed)	23-02
Upper Piedmont Regional MSW Landfill	73-04
Uwharrie Environmental Regional MSW Landfill – Montgomery (Closed)	62-01
Uwharrie Environmental Regional MSW Landfill	62-04
Transfer Stations	
Bishop Road Transfer Station	41-18-T
Mitcey Transfer Station	100-03-T
Moore County Transfer Station	63-02-T
Overdale Transfer Station	34-16-T
Queen City Transfer Station	60-14-T
Richmond County Transfer Station	77-03-T
MRFs/Recycling	
GDS – Forest City	N/A
GDS – New Bern	N/A
GDS Recycling Services (Conover Transfer Station)	18-05-TP
Uwharrie Environmental MRF (Regional Recycling Complex)	62-02-TP
Winston Salem Material Recovery Facility	N/A

Allied Subsidiaries

	Permit Number(s)
Landfills	
Anson County Landfill	04-03
Charlotte Motor Speedway Landfill	13-04
Holly Springs Landfill (Closed)	92-14
Lake Norman Landfill	N/A
MRFs	
Raleigh Recyclery	N/A
Transfer Stations	
Durham Transfer Station	N/A
Rocky Mount Transfer Station	N/A
Yadkin County T/S	N/A