

Wilson, Donna

From: Epstein, Robert H. [RHEpstein@gjn.com]
Sent: Wednesday, July 29, 2009 12:51 PM
To: Wilson, Donna
Cc: 'Kurt Shaner'; Preston, Robert B.
Subject: FW: Queen City Deed
Attachments: Untitled.PDF

Donna: Attached is a copy of the Queen City Transfer Station deed transferring title to that property to Waste Connections of North Carolina, Inc. Unless we hear otherwise, we will send all of the other documents you requested as a package. Also, please let me know if you need me to send a copy of this deed by mail to you. Thanks, Rob.

Robert H. Epstein
Attorney at Law
Gallop, Johnson & Neuman, L.C.
101 South Hanley - Suite 1700
St. Louis, MO 63105
Phone: (314) 615-6000
FAX: (314) 615-6001
Direct Dial: (314) 615-6205
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FOR REGISTRATION J. DAVID GRANBERRY
REGISTER OF DEEDS
MECKLENBURG COUNTY, NC
2009 MAY 19 02:20:15 PM
BK: 24747 PG: 693-692 FEE: \$38.00
EXCISE TAX: \$1,867.00
INSTRUMENT # 2009069631



2009069631

NORTH CAROLINA SPECIAL WARRANTY DEED

From

REPUBLIC SERVICES OF NORTH CAROLINA, LLC,
successor by merger to
QUEEN CITY TRANSER, INC.
and

REPUBLIC SERVICES REAL ESTATE HOLDING, INC.

TO

WASTE CONNECTIONS OF NORTH CAROLINA, INC.

Dated
May 15, 2009

AFTER RECORDING, MAIL TO:

Shartsis Friese LLP
One Maritime Plaza
Eighteenth Floor
San Francisco, CA 94111
Attn: Derek H. Wilson, Esq.

PREPARED BY:

Richard M. Bezold, Esq.
Akerman Senterfitt
One S.E. Third Avenue, 25th Floor
Miami, FL 33131

Transfer Tax - \$ 1,867 -

Tax # 077-171-08 & 09

NORTH CAROLINA SPECIAL WARRANTY DEED

THIS NORTH CAROLINA SPECIAL WARRANTY DEED is made as of the 15th day of May, 2009, by and between **REPUBLIC SERVICES OF NORTH CAROLINA, LLC**, a North Carolina limited liability company ("RSNC"), successor by merger to Queen City Transfer, Inc., whose address is 18500 N. Allied Way, Phoenix, Arizona 85054, and **REPUBLIC SERVICES REAL ESTATE HOLDING, INC.**, a North Carolina corporation (collectively, with RSNC, "Grantor"), whose address is 18500 North Allied Way, Phoenix, Arizona 85054, and **WASTE CONNECTIONS OF NORTH CAROLINA, INC.**, a Delaware corporation ("Grantee"), whose address is 2295 Iron Point Road, Suite 200, Folsom, CA 95630-8767. The designation of "Grantor" and "Grantee", as used herein, shall include said parties, their heirs, legal representatives, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

WITNESSETH, that the Grantor, for valuable consideration paid by the Grantee, the receipt and sufficiency of which is hereby acknowledged, has and by these presents does grant, bargain, sell and convey unto the Grantee in fee simple, all of Grantor's right, title and interest in and to all that certain lot or parcel of land situated in the City of Charlotte, Mecklenburg County, North Carolina and more particularly described as follows (the "Property"):

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

SUBJECT TO all easements, covenants, reservations, restrictions and limitations of record, in the office of the County Clerk as of the date hereof, none of which shall be deemed to be reimposed by this instrument; and taxes and assessments for the year 2009 for the period from and after the date hereof and subsequent years, which are not yet due and payable.

TO HAVE AND TO HOLD the Property and all privileges and appurtenances thereto belonging to the Grantee in fee simple.

And the Grantor covenants with the Grantee, that Grantor has nothing to impair such title to the Property as Grantor received, and Grantor will warrant and defend such title against the lawful claims of all persons claiming by, under or through Grantor.

[Remainder of page intentionally blank.]

IN WITNESS WHEREOF, the Grantor has caused this instrument to be signed in its corporate name by its duly authorized officer.

(USE BLACK INK ONLY)

REPUBLIC SERVICES OF NORTH CAROLINA, LLC,
a North Carolina limited liability company

By: T-M-B-A
Tim M. Benter, Vice President

REPUBLIC SERVICES REAL ESTATE HOLDING, INC.,
a North Carolina corporation

By: T-M-B-A
Tim M. Benter, Vice President

[Corporate Seal]

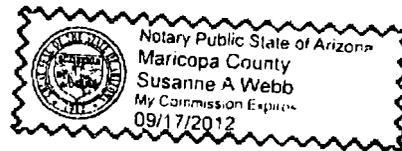
ARIZONA)
)
MARICOPA COUNTY)

I, a Notary Public of the County and State aforesaid, certify that Tim M. Benter, personally came before me this day and acknowledged that he is the Vice President of REPUBLIC SERVICES OF NORTH CAROLINA, LLC, a North Carolina limited liability company, and that by authority duly given and as the act of the company, the foregoing instrument was signed in its name by its Vice President.

Witness my hand and official stamp or seal, this 27th day of March, 2009.

My commission expires: 9/17/12

Susanne A. Webb
Notary Public



ARIZONA)
)
MARICOPA COUNTY)

I, a Notary Public of the County and State aforesaid, certify that Tim M. Benter, personally came before me this day and acknowledged that he is the Vice President of REPUBLIC SERVICES REAL ESTATE HOLDING, INC., a North Carolina corporation, and that by authority duly given and as the act of the company, the foregoing instrument was signed in its name by its Vice President.

Witness my hand and official stamp or seal, this 27th day of March, 2009.

My commission expires: 9/17/12

Susanne A. Webb
Notary Public



The foregoing Certificate(s) is/are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

_____ REGISTER OF DEEDS FOR

_____ COUNTY

By _____ Deputy/Assistant-Register of Deeds

Exhibit A

That certain tract or parcel of land situated, lying and being in Mecklenburg County, North Carolina and being more particularly described as follows:

BEGINNING at an existing iron rod on the southeasterly margin of Jeff Adams Drive (I-85 Service Road) variable public right-of-way said iron being the northwest corner of BCI Partnership as described in Deed Book 9154, Page 136 of the Mecklenburg County Public Registry; and runs thence with the line of BCI Partnership and continuing with the line of BCI Partnership as described in Deed Book 9154, Page 136 of said Registry the following two courses and distances: (1) South 68°01'20" East, a distance of 349.43 feet to a existing iron rod; (2) South 68°01'37" East, a distance of 342.84 feet to a new iron rod a northeast corner of City of Charlotte property as described in Deed Book 2689, Page 490 of said Registry; thence with the line of the City of Charlotte property the following three (3) courses and distances: (1) South 32°25'35" West, a distance of 680.40 feet to a existing iron rod; (2) North 48°00'03" West, a distance of 345.70 feet to a existing iron rod; (3) North 44°54'39" West, a distance of 121.09 feet to a new iron rod the southwest corner of RealEstate Investment Corp., LLC as described in Deed Book 18009, Page 720 of said Registry; thence with the line of RealEstate Investment Corp., LLC the following three (3) courses and distances: (1) North 22°44'22" West, a distance of 449.99 feet to a existing iron rod; (2) South 74°23'22" West, a distance of 115.33 feet to a existing iron rod; (3) North 39°16'57" West, a distance of 121.34 feet to a existing iron rod on the southeasterly margin of Jeff Adams Drive (I-85 Service Road) variable public right-of-way; thence with the southeasterly margin of Jeff Adams Drive North 74°11'42" East, a distance of 487.78 feet to the POINT OF BEGINNING. Containing 488,288 square feet or 10.836 acres, more or less as shown on a survey by James Mauney & Associates, P.A. dated January 9, 2009, bearing file No. F341.

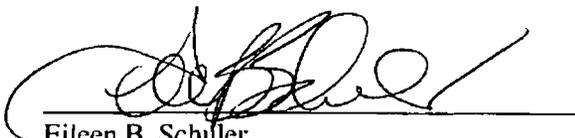
Being all of Tracts 1 & 2 Chambers of North Carolina, Inc as recorded in Map Book 27-345 ^{of the} less Mecklenburg County Public Registry, less and except Tract 2B, RealEstate Investment Corp, LLC as recorded in Map Book 39, Page 813 of said Registry.

LESS AND EXCEPT that parcel of land containing approximately 400 sq.ft. as described in Deed Book 10312, Page 967 of the Mecklenburg County Public Registry and being more particularly described as follows: BEGINNING at a point being located South 44°18'20" West 62.68 feet from an existing iron rod being on the southeasterly margin of Jeff Adams Drive (I-85 Service Road) variable public right-of-way said iron being the northwest corner of BCI Partnership as described in Deed Book 9154, Page 136 of said Registry, and runs thence the following four courses and distances: (1) South 31°58'40" West 20 feet to a point; (2) North 56°01'20" West 20 feet to a point; (3) North 31°58'40" east 20 feet to a point; South 66°01'20" East 20 feet to the point and place of BEGINNING.

CERTIFICATE OF SECRETARY

The undersigned certifies that (i) she is the duly elected, qualified and acting Assistant Secretary of **REPUBLIC SERVICES OF NORTH CAROLINA, LLC**, a North Carolina limited liability company (the "Company"); (ii) attached hereto as Schedule A is a true and correct copy of resolutions duly adopted by **REPUBLIC SERVICES, INC.**, a Delaware corporation, the sole member of the Company (the "Sole Member") by written consent of the Sole Member; and (iii) such resolutions have not been amended, rescinded, modified or revoked, and are in full force and effect on the date hereof.

Dated: May 14, 2009.

A handwritten signature in black ink, appearing to read 'E. Schuller', is written over a horizontal line.

Eileen B. Schuller
Assistant Secretary

**ACTION BY WRITTEN CONSENT OF
THE SOLE MEMBER**

The undersigned, being the sole member of each of the limited liability companies listed on Exhibit A, attached hereto (each limited liability company hereinafter referred to individually as the "Company"), hereby consents to the adoption of the following resolutions:

RESOLVED, that the following individuals be, and they hereby are, elected to serve as officers of the Company, to serve in such capacity until such time as their successors are duly elected and qualified:

<u>Name</u>		<u>Office</u>
Tim R. Benter	-	Vice President
Catharine D. Ellingsen	-	Vice President
Michael P. Rissman	-	Vice President
Jo Lynn White	-	Vice President

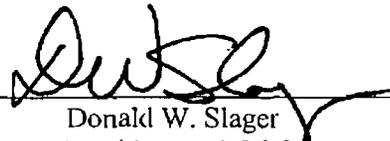
FURTHER RESOLVED, Tim R. Benter, Catharine D. Ellingsen, Michael P. Rissman and Jo Lynn White, as officers of the Company, be and hereby are empowered to carry out the day-to-day business of the Company, subject to direction and control of the Sole Member.

DATED effective as of the 3rd day of February, 2009.

SOLE MEMBER:

REPUBLIC SERVICES, INC.,
a Delaware corporation

By: _____


Donald W. Slager
President and COO

Schedule A

EXHIBIT A

Consolidated Disposal Service, LLC
Continental Waste Industries, L.L.C.
M-G Disposal Services, L.L.C.
Peninsula Waste Systems, LLC
Republic Services Group, LLC
Republic Services of Georgia GP, LLC
Republic Services of Georgia LP, LLC
Republic Services of Kentucky, LLC
Republic Services of Maryland, LLC
Republic Services of North Carolina, LLC
Republic Services of Pennsylvania, LLC
Republic Services of South Carolina, LLC
Republic Services of Southern California, LLC
Republic Services of Tennessee, LLC
Republic Services of Virginia, LLC
Republic Services of Wisconsin GP, LLC
Republic Services of Wisconsin LP, LLC
Republic Waste Services of Southern California, LLC
Rubbish Control, LLC



J. DAVID GRANBERRY
REGISTER OF DEEDS, MECKLENBURG
COUNTY & COURTS OFFICE BUILDING
720 EAST FOURTH STREET
CHARLOTTE, NC 28202

PLEASE RETAIN YELLOW TRAILER PAGE

It is part of the recorded document, and must be submitted with original for re-recording
and/or cancellation.



Filed For Registration: 05/19/2009 02:20:15 PM
Book: RE 24747 Page: 683-692
Document No.: 2009069631
DEED 10 PGS \$38.00
NC REAL ESTATE EXCISE TAX: \$1,867.00
Recorder: KAMIL COOPER



2009069631

Wilson, Donna

From: Epstein, Robert H. [RHEpstein@gjn.com]
Sent: Wednesday, July 29, 2009 1:51 PM
To: Wilson, Donna
Cc: 'Kurt Shaner'; Preston, Robert B.; Haegele, Kimberle L.
Subject: FW: SPECIAL CONSENT - WC OF NC
Attachments: Document.pdf

Donna: Please find attached the Special Consent for Waste Connections of North Carolina, Inc. Thanks, Rob.

Robert H. Epstein
Attorney at Law
Gallop, Johnson & Neuman, L.C.
101 South Hanley - Suite 1700
St. Louis, MO 63105
Phone: (314) 615-6000
FAX: (314) 615-6001
Direct Dial: (314) 615-6205
e-mail: rhepstein@gjn.com

-----Original Message-----

From: Gale Rossi [mailto:GaleR@WasteConnections.com]
Sent: Wednesday, July 29, 2009 12:15 PM
To: Epstein, Robert H.
Cc: Pat Shea
Subject: FW: SPECIAL CONSENT - WC OF NC

Good morning -

Attached please find the Special Consent for Waste Connections of North Carolina, Inc. I will forward the Special Consent for Waste Connections, Inc. in just a moment.

Please let me know if you need anything further. Thank you.

Gale Rossi
Stock Plan Administrator
(916) 608-8230
Fax (916) 244-0667

-----Original Message-----

From: Gale Rossi
Sent: Wednesday, July 29, 2009 10:10 AM
To: Gale Rossi
Subject: SPECIAL CONSENT - WC OF NC

Please open the attached document. This document was digitally sent to you using an HP Digital Sending device.

To view this document you need to use the Adobe Acrobat Reader. For more information on the HP MFP Digital Sending Software or a free copy of the Acrobat reader please visit:

http://www.hp.com/go/HP_Digital_Sender_Module.com

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SPECIAL CONSENT OF THE BOARD OF DIRECTORS

OF

WASTE CONNECTIONS OF NORTH CAROLINA, INC.

MAY 4, 2009

The undersigned, being the sole member of the Board of Directors of Waste Connections of North Carolina, Inc., a Delaware corporation (the "Company"), does hereby waive notice and consent to and adopt the following resolution, which action shall have the same force and effect as if taken by vote at a meeting of the Board of Directors of the Company duly called and held:

RESOLVED, that Kurt Shaner, Southern Region Engineering Manager of the Company, and such persons as he may designate (the "Authorized Persons") be, and each hereby is, authorized and directed in the name and on behalf of the Company, to execute any and all documents, do any and all acts and things, and deliver any and all documents and instruments as may be necessary and requisite in the premises, and that his signature, in his capacity as Southern Region Engineering Manager, or the signature of any Authorized Persons, on any such documents or instruments in this transaction, shall be binding on the Company, in connection with any applications for permits to be issued by the North Carolina Department of Environment and Natural Resources for the Queen City Transfer Station.



Ronald J. Mittelstaedt

**BEING THE SOLE MEMBER OF THE BOARD OF
DIRECTORS OF WASTE CONNECTIONS OF NORTH
CAROLINA, INC.**