



Billing Code: 4410-11

Department of Justice
Antitrust Division

United States, et al. v. Waste Management, Inc., et al.
Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h), that a proposed Final Judgment, Stipulation, and Competitive Impact Statement have been filed with the United States District Court for the District of Columbia in *United States of America, et al. v. Waste Management, Inc., et al.*, Civil Action No. 1:20-cv-3063. On October 23, 2020, the United States filed a Complaint alleging that Waste Management, Inc.'s proposed acquisition of Advanced Disposal Services, Inc. would violate Section 7 of the Clayton Act, 15 U.S.C. § 18. The proposed Final Judgment, filed at the same time as the Complaint, requires Waste Management and Advanced Disposal Services to divest certain tangible and intangible assets in 57 local markets located in 10 states.

Copies of the Complaint, proposed Final Judgment, and Competitive Impact Statement are available for inspection on the Antitrust Division's website at <http://www.justice.gov/atr> and at the Office of the Clerk of the United States District Court for the District of Columbia. Copies of these materials may be obtained from the Antitrust Division upon request and payment of the copying fee set by Department of Justice regulations.

Public comment is invited within 60 days of the date of this notice. Such comments, including the name of the submitter, and responses thereto will be posted on the Antitrust Division's website, filed with the Court, and, under certain circumstances,

published in the *Federal Register*. Comments should be directed to Katrina Rouse, Chief, Defense, Industrials, and Aerospace Section, Antitrust Division, Department of Justice, 450 Fifth Street NW, Suite 8700, Washington, DC 20530 (telephone: 202-598-2459).

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

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and

STATE OF WISCONSIN
Wisconsin Department of Justice
P.O. Box 7857
Madison, WI 53707,

Plaintiffs,

v.

WASTE MANAGEMENT, INC.
1001 Fannin Street
Houston, TX 77002,

Civil Action No.: 1:20-cv-3063

Judge: Hon. John D. Bates

and

ADVANCED DISPOSAL SERVICES, INC.
90 Fort Wade Road
Ponte Vedra, FL 32081,

Defendants.

COMPLAINT

The United States of America (“United States”), acting under the direction of the Attorney General of the United States, and the States of Florida, Illinois, Wisconsin, and Minnesota as well as the Commonwealth of Pennsylvania (“Plaintiff States”), bring this civil antitrust action against Defendants Waste Management, Inc. (“WMI”) and Advanced Disposal Services, Inc. (“ADS”) to enjoin WMI’s proposed acquisition of ADS. The United States and Plaintiff States complain and allege as follows:

I. NATURE OF THE ACTION

1. WMI’s proposed \$4.6 billion acquisition of its competitor, ADS, would combine the largest and fourth-largest solid waste management companies in the United States. The proposed transaction presents the most significant consolidation in the waste industry in over a decade and would eliminate critical competition in over 50 local markets in ten states in the eastern half of the United States.

2. WMI and ADS compete aggressively against each other to provide waste collection and waste disposal services in these local markets. In each of these local markets, WMI and ADS are either the only two or two of only a few significant providers of small container commercial waste (“SCCW”) collection and municipal solid waste (“MSW”) disposal, which are essential for businesses, municipalities, and towns throughout the country.

3. If the transaction proceeds to close in its current form, consumers would likely pay higher prices and receive lower quality service. Competition between WMI and ADS has resulted in lower prices and improved service to numerous customers, including towns and cities, restaurants, offices, apartment buildings, and other businesses. Collection customers rely on WMI and ADS to collect their waste reliably and on a regular basis. In the absence of competition between WMI and ADS, these customers would likely pay more for waste collection and receive lower quality service. Disposal customers, such as independent and municipally-owned waste haulers, rely on WMI and ADS for affordable and accessible waste disposal options, including landfills and transfer stations, to dispose of the waste they collect from towns, cities, and other municipalities. If the transaction is consummated as proposed by Defendants, these disposal customers would likely face higher fees and less favorable access to WMI's and ADS's disposal facilities.

4. The proposed transaction will likely substantially lessen competition for SCCW collection and MSW disposal in over 50 local markets in the United States in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18, and therefore should be enjoined.

II. THE PARTIES AND THE TRANSACTION

5. WMI is a Delaware corporation headquartered in Houston, Texas. WMI is the largest solid waste hauling and disposal company in the United States and provides waste collection, recycling, and disposal (including transfer) services. WMI operates in 49 states and the District of Columbia. For 2019, WMI reported revenues of approximately \$15.5 billion.

6. ADS is a Delaware corporation headquartered in Ponte Vedra, Florida. It is the fourth-largest solid waste hauling and disposal company in the United States and provides waste collection, recycling, and disposal (including transfer) services. ADS operates in 16 states, primarily in the Midwest, Mid-Atlantic, and Southeast regions of the United States. For 2019, ADS reported revenues of approximately \$1.6 billion.

7. On April 14, 2019, WMI agreed to acquire all of the outstanding common stock of ADS for approximately \$4.9 billion. On June 24, 2020, WMI and ADS agreed to a revised purchase price of approximately \$4.6 billion.

III. JURISDICTION AND VENUE

8. The United States brings this action under Section 15 of the Clayton Act, 15 U.S.C. § 25, as amended, to prevent and restrain Defendants from violating Section 7 of the Clayton Act, 15 U.S.C. § 18.

9. The Plaintiff States bring this action under Section 16 of the Clayton Act, 15 U.S.C. § 26, to prevent and restrain Defendants from violating Section 7 of the Clayton Act, 15 U.S.C. § 18. The Plaintiff States, by and through their respective Attorneys General, bring this action as *parens patriae* on behalf of and to protect the health and welfare of their citizens and the general economy in each of their states.

10. Defendants' activities substantially affect interstate commerce. They provide SCCW collection and MSW disposal throughout the eastern half of the United States. This Court has subject matter jurisdiction over this action pursuant to Section 15 of the Clayton Act, 15 U.S.C. § 25, and 28 U.S.C. §§ 1331, 1337(a), and 1345.

11. Defendants have consented to venue and personal jurisdiction in this judicial district. Venue is proper in this district under Section 12 of the Clayton Act, 15

U.S.C. § 22, and under 28 U.S.C. § 1391(b) and (c).

IV. RELEVANT MARKETS

A. Product Markets

1. Small Container Commercial Waste Collection

12. SCCW (small container commercial waste) collection is a relevant product market. Waste collection firms—also called haulers—collect MSW (municipal solid waste) from residential, commercial, and industrial establishments, and transport that waste to a disposal site, such as a transfer station, landfill or incinerator, for processing and disposal.

13. SCCW collection is the business of collecting MSW from commercial and industrial accounts, usually in small containers (i.e., dumpsters with one to ten cubic yards capacity), and transporting or hauling such waste to a disposal site. Typical SCCW collection customers include office and apartment buildings and retail establishments (e.g., stores and restaurants).

14. SCCW collection is distinct from the collection of other types of waste such as residential and roll-off waste, each of which is subject to its own regulatory scheme dictating the manner in which it must be collected. An individual commercial customer typically generates substantially more MSW than a residential customer. To handle this high volume of MSW efficiently, haulers often provide commercial customers with small containers for storing the waste. Haulers organize their commercial accounts into routes, and collect and transport the MSW generated by these accounts in front-end load (“FEL”) trucks uniquely well suited for commercial waste collection.

15. On a typical SCCW collection route, an operator drives an FEL truck to

the customer's container, engages a mechanism that grasps and lifts the container over the front of the truck, and empties the container into the vehicle's storage section where the waste is compacted and stored. The operator continues along the route, collecting MSW from each of the commercial accounts, until the vehicle is full. The operator then drives the FEL truck to a disposal facility, such as a transfer station, landfill, or incinerator, and empties the contents of the vehicle. Depending on the number of locations and amount of waste collected on the route, the operator may make one or more trips to the disposal facility in servicing the route.

16. In contrast to an SCCW collection route, a residential waste collection route is highly labor intensive. A residential customer's MSW is typically stored in much smaller containers, (e.g., garbage bags or trash cans) and instead of using an FEL truck manned by a single operator, residential waste collection haulers routinely use rear-end load or side-load trucks manned by two- or three-person teams. On residential routes, crews often hand-load the customer's MSW by tossing garbage bags and emptying trash cans into the vehicle's storage section. In light of these differences, haulers typically organize commercial customers into separate routes from residential customer routes.

17. Roll-off collection also is not a substitute for SCCW collection. A roll-off container is much larger than an SCCW container, and is serviced by a truck capable of carrying a roll-off container rather than an FEL truck. Unlike SCCW customers, multiple roll-off customers are not served between trips to the disposal site, as each roll-off truck is typically only capable of carrying one roll-off container at a time.

18. Other types of waste collection, such as hazardous or medical waste collection, also are not substitutes for SCCW collection. These forms of collection differ

from SCCW collection in the hauling equipment required, the volume of waste collected, and the facilities where the waste is disposed.

19. Thus, absent competition from other SCCW collection firms, SCCW collection providers could profitably increase their prices without losing significant sales to firms engaged in the provision of other types of waste collection services. In other words, in the event of a small but significant price increase for SCCW collection, customers would not substitute to other forms of collection in sufficient numbers so as to render the price increase unprofitable. SCCW collection is therefore a line of commerce, or relevant product market, for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

2. Municipal Solid Waste Disposal

20. MSW (municipal solid waste) disposal is a relevant product market. MSW is solid putrescible waste generated by households and commercial establishments such as retail stores, offices, restaurants, warehouses, and industrial facilities. MSW has physical characteristics that readily distinguish it from other liquid or solid waste (e.g., waste from manufacturing processes, regulated medical waste, sewage, sludge, hazardous waste, or waste generated by construction or demolition sites).

21. Haulers must dispose of all MSW at a permitted disposal facility. There are three main types of disposal facilities—landfills, incinerators, and transfer stations. Such facilities must be located on approved types of land and operated under prescribed procedures. Federal, state, and local safety, environmental, zoning, and permit laws and regulations dictate critical aspects of storage, handling, transportation, processing, and disposal of MSW. In less densely populated areas, MSW often is disposed of directly into

landfills that are permitted and regulated by a state and the federal government. Landfill permit restrictions often impose limitations on the type and amount of waste that can be deposited. In many urban and suburban areas, however, landfills are scarce due to high population density and the limited availability of suitable land. As a result, MSW generated in such areas often is burned in an incinerator or taken to a transfer station. A transfer station is an intermediate disposal site for the processing and temporary storage of MSW before it is transferred, in bulk, to more distant landfills or incinerators for final disposal.

22. Some haulers—including WMI and ADS—are vertically integrated and operate their own disposal facilities. Vertically-integrated haulers often prefer to dispose of waste at their own disposal facilities. Depending on the market, vertically-integrated haulers may sell a portion of their disposal capacity to customers in need of access to a disposal facility. These disposal customers include independent (non-vertically integrated) and municipally-owned haulers. Disposal customers rely on the availability of cost-competitive disposal capacity to serve their own collection customers and to compete for new ones.

23. Due to strict laws and regulations that govern the disposal of MSW, there are no reasonable substitutes for MSW disposal, which must occur at landfills, incinerators, or transfer stations. Thus, in the event of a small but significant price increase from MSW disposal firms, customers would not substitute to other forms of disposal in sufficient numbers so as to render the price increase unprofitable. MSW disposal is therefore a line of commerce, or relevant product market, for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

B. Relevant Geographic Markets

1. Small Container Commercial Waste Collection

24. SCCW collection generally is provided in highly localized areas. This is because a hauler needs a large number of commercial accounts that are reasonably close together to operate efficiently and profitably. If there is significant travel time between customers, then the hauler earns less money for the time that the truck operates. Haulers, therefore, try to minimize the “dead time” in which the truck is operating and incurring costs from fuel, wear and tear, and labor, but not generating revenue from collecting waste. Likewise, customers must be near the hauler’s base of operations as it would be unprofitable for a truck to travel a long distance to the start of a route. Haulers, therefore, generally establish garages and related facilities to serve as bases within each area served.

25. As currently contemplated, the transaction would likely cause harm in 33 relevant geographic markets for SCCW collection located in six states: Alabama, Florida, Georgia, South Carolina, Minnesota, and Wisconsin. Those 33 markets are identified in Appendix A. In each of these markets, a hypothetical monopolist of SCCW collection could profitably impose a small but significant non-transitory increase in price to local customers without losing significant sales to more distant competitors. Accordingly, each of the areas listed in Appendix A constitutes a relevant geographic market and section of the country for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

2. Municipal Solid Waste Disposal

26. Collection trucks transport MSW to landfills, incinerators, and transfer stations for disposal. The price and availability of disposal sites close to a hauler’s routes

are major factors that determine a hauler's competitiveness and profitability, as the cost of transporting MSW to a disposal site—including fuel, regular truck maintenance, and hourly labor—is a substantial component of the total cost of disposal. Haulers also prefer nearby disposal sites to minimize the FEL truck dead time. Due to the costs associated with travel time and customers' preference to have disposal sites close by, an MSW disposal provider must have local disposal facilities to be competitive. The relevant markets for MSW disposal markets are therefore local, often consisting of no more than a few counties.

27. As currently contemplated, the transaction would likely cause harm in 24 relevant geographic markets for MSW disposal located in eight states: Alabama, Florida, Georgia, Illinois, Indiana, Michigan, Pennsylvania, and Wisconsin. Those 24 markets are identified in Appendix B. In each of these local markets, a hypothetical monopolist of MSW disposal could profitably impose a small but significant non-transitory increase in price for the disposal of MSW without losing significant sales to more distant disposal sites.

28. Accordingly, each of the areas listed in Appendix B constitutes a relevant geographic market and section of the country for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

V. ANTICOMPETITIVE EFFECTS

29. The proposed transaction would substantially lessen competition and harm consumers in each relevant market by eliminating the substantial head-to-head competition that currently exists between WMI and ADS. Businesses, municipalities,

independent haulers, and other customers would pay higher prices as a result of the acquisition.

30. WMI's acquisition of ADS would remove a significant competitor for SCCW collection and MSW disposal in markets that are already highly concentrated and difficult to enter. WMI and ADS compete head-to-head for SCCW collection and/or MSW disposal customers in each of the 57 geographic markets identified in Appendices A and B. In these geographic markets, WMI and ADS each account for a substantial share of total revenue generated from SCCW collection and/or MSW disposal and, in each relevant market, are two of no more than four significant (i.e., not fringe) competitors. *See* Appendices A and B (providing a complete list of the number of significant competitors in each relevant market pre-merger). In each SCCW collection market, collection customers including offices, apartment buildings, and retail establishments have been able to secure better collection rates and improved service by threatening to switch to the competing SCCW hauler. Likewise, in each MSW disposal market, independent haulers and municipalities have been able to negotiate more favorable disposal rates by threatening to move waste to the other competitor's disposal facilit(ies). In each of the relevant markets identified in Appendices A and B, the resulting increase in concentration, loss of competition, and the unlikelihood of significant entry or expansion would likely result in higher prices, lower quality and level of service, and reduced choice for SCCW collection and MSW disposal customers.

VI. ENTRY

A. Difficulty of Entry into Small Container Commercial Waste Collection

31. Entry of new competitors into SCCW collection in each of the relevant markets identified in Appendix A would be difficult and time-consuming and is unlikely to prevent the harm to competition that is likely to result if the proposed transaction is consummated.

32. A new entrant in SCCW collection could not provide a significant competitive constraint on the prices that market incumbents charge until achieving a minimum efficient scale and operating efficiency comparable to existing competitors. In order to obtain a comparable operating efficiency, a new competitor would have to achieve route densities similar to those of firms already in the market. Incumbents in a geographic market, however, can prevent new entrants from winning a large enough base of customers by selectively lowering prices and entering into longer term contracts with collection customers.

B. Difficulty of Entry into Municipal Solid Waste Disposal

33. Entry of new competitors into MSW disposal in each of the relevant markets identified in Appendix B would be difficult and time-consuming and is unlikely to prevent the harm to competition that is likely to result if the proposed transaction is consummated.

34. A new entrant in MSW disposal would need to obtain a permit to construct a disposal facility or to expand an existing one, and this process is costly and time-consuming, typically taking many years. Land suitable for MSW disposal is scarce, as a landfill must be constructed away from environmentally-sensitive areas, including fault zones, wetlands, flood plains, and other restricted areas. Even when suitable land is available, local public opposition frequently increases the time and uncertainty of the

permitting process.

35. Construction of a new transfer station or incinerator also is difficult and time consuming and faces many of the same challenges as new landfill construction, including local public opposition.

36. Entry by constructing and permitting a new MSW disposal facility would thus be costly and time-consuming and unlikely to prevent market incumbents from significantly raising prices for MSW disposal in each of the disposal markets following the acquisition.

VII. VIOLATIONS ALLEGED

37. WMI's proposed acquisition of ADS is likely to substantially lessen competition in each of the relevant markets set forth above in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18.

38. The acquisition will likely have the following anticompetitive effects, among others, in the relevant markets:

- a. actual and potential competition between WMI and ADS will be eliminated;
- b. competition generally will be substantially lessened; and
- c. prices will likely increase and quality and the level of service will likely decrease.

VIII. REQUEST FOR RELIEF

39. The United States and the Plaintiff States request that this Court:

- a. adjudge and decree WMI's acquisition of ADS to be unlawful and in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18;

- b. preliminarily and permanently enjoin Defendants and all persons acting on their behalf from consummating the proposed acquisition by WMI of ADS or from entering into or carrying out any other contract, agreement, plan, or understanding, the effect of which would be to combine WMI with ADS;
- c. award the United States and the Plaintiff States the costs for this action; and
- d. grant the United States and the Plaintiff States such other relief as the Court deems just and proper.

Dated: October 23, 2020.

Respectfully submitted,

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**Appendix A: SCCW Geographic Markets and Number of Significant Competitors
Pre-Merger**

<u>Small Container Commercial Waste</u>			
Geographic Market		Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
1	Lee County, Alabama	Lee County, AL	3
2	Macon County, Alabama	Macon County, AL	2
3	Mobile, Alabama	City of Mobile, AL	3
4	Montgomery County, Alabama	Montgomery County, AL	3
5	Tuscaloosa, Alabama	City of Tuscaloosa, AL	3
6	Jacksonville, Florida	Duval, St. Johns, and Clay Counties, FL	3
7	Ocala, Florida	Marion and Citrus Counties, FL	3
8	Augusta, Georgia	Columbia and Richmond Counties, GA and Edgefield and Aiken Counties, SC	4
9	Rochester, Minnesota	City of Rochester, MN	3
10	St. Cloud, Minnesota	City of St. Cloud, MN	3
11	Calumet County, Wisconsin	Calumet County, WI	2
12	Clark, Wisconsin	Clark and Taylor Counties, WI	3
13	Dane County, Wisconsin	Dane County, WI	3
14	Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	2
15	Green Bay, Wisconsin	Brown and Outagamie Counties, WI	4
16	Green County, Wisconsin	Green County, WI	3
17	Green Lake, Wisconsin	Columbia, Green Lake, and Marquette Counties, WI	2
18	Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	4
19	Jackson County, Wisconsin	Jackson County, WI	3
20	Jefferson County, Wisconsin	Jefferson County, WI	3
21	Kenosha County, Wisconsin	Kenosha County, WI	2
22	Kewaunee County, Wisconsin	Kewaunee County, WI	2
23	Langlade, Wisconsin	Langlade, Lincoln, Oneida, and Shawano Counties, WI	2

Small Container Commercial Waste

	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
24	Manitowoc County, Wisconsin	Manitowoc County, WI	3
25	Mar-Oco, Wisconsin	Marinette and Oconto Counties, WI	3
26	Marathon, Wisconsin	Marathon, Portage, and Wood Counties, WI	3
27	Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	2
28	Price County, Wisconsin	Price County, WI	3
29	Rock County, Wisconsin	Rock County, WI	3
30	Sauk County, Wisconsin	Sauk County, WI	3
31	Walworth County, Wisconsin	Walworth County, WI	3
32	Waupaca, Wisconsin	Waupaca County, WI	4
33	Waushara, Wisconsin	Waushara and Winnebago Counties, WI	2

Appendix B: MSW Disposal Geographic Markets and Number of Significant Competitors Pre-Merger

<u>MSW Disposal</u>			
	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
1	East Central, Alabama	Lee and Macon Counties, AL	2
2	Mobile, Alabama	City of Mobile, AL	3
3	Phenix City, Alabama	Phenix City, AL	2
4	Ocala, Florida	Marion and Citrus Counties, FL	3
5	Atlanta, Georgia	Cherokee, Forsyth, Gwinnett, Fulton, Clayton, and Cobb Counties, GA	3
6	Kane County, Illinois	Kane County, IL	3
7	Lake County, Illinois	Lake County, IL	3
8	Northern Cook County, Illinois	Area west of Interstate 94 and north of Interstate 90 in Cook County, Illinois	4
9	Fort Wayne, Indiana	Allen, Kosciusko, and Whitley Counties, IN	3
10	Detroit, Michigan	Wayne, Macomb and Oakland Counties, MI	4
11	Bedford County, Pennsylvania	Bedford County, PA	2
12	Fayette County, Pennsylvania	Fayette and Greene Counties, PA	4
13	Indiana County, Pennsylvania	Clarion, Jefferson, and Indiana Counties, PA	3
14	Somerset County, Pennsylvania	Cambria and Somerset Counties, PA	2
15	State College, Pennsylvania	Centre and Clearfield Counties, PA	3
16	Dane County, Wisconsin	Dane County, WI	3
17	Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	2
18	Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	2
19	Greater Green Bay, Appleton, Oshkosh, Wisconsin	Brown, Outagamie, and Winnebago Counties, WI	2

MSW Disposal

	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
20	Greater Manitowoc, Wisconsin	Calumet, Kewaunee, and Manitowoc Counties, WI	2
21	Green County, Wisconsin	Green County, WI	3
22	Janesville, Wisconsin	Jefferson, Rock, and Walworth Counties, WI	3
23	Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	2
24	St. Croix, Wisconsin	Pierce and St. Croix Counties, WI	3

**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.

Civil Action No.: 1:20-cv-3063

Judge: Hon. John D. Bates

PROPOSED FINAL JUDGMENT

WHEREAS, Plaintiffs, United States of America and the States of Florida, Illinois, Wisconsin, and Minnesota and the Commonwealth of Pennsylvania (collectively, the “Plaintiff States”), filed their Complaint on October 23, 2020;

AND WHEREAS, the United States, Plaintiff States, and Defendants, Waste Management, Inc. (“WMI”) and Advanced Disposal Services, Inc. (“ADS”), have consented to entry of this Final Judgment without the taking of testimony, without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

AND WHEREAS, Defendants agree to make a divestiture to remedy the loss of competition alleged in the Complaint;

AND WHEREAS, Defendants represent that the divestiture and other relief required by this Final Judgment can and will be made and that Defendants will not later raise a claim of hardship or difficulty as grounds for asking the Court to modify any provision of this Final Judgment;

NOW THEREFORE, it is ORDERED, ADJUDGED, AND DECREED:

I. JURISDICTION

The Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against Defendants under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

II. DEFINITIONS

As used in this Final Judgment:

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 II(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.

III. APPLICABILITY

A. This Final Judgment applies to WMI and ADS, as defined above, and all other persons, in active concert or participation with any Defendant, who receive actual notice of this Final Judgment.

B. If, prior to complying with Section IV and Section V of this Final Judgment, Defendants sell or otherwise dispose of all or substantially all of their assets or of business units that include the Divestiture Assets, Defendants must require any purchaser to be bound by the provisions of this Final Judgment. Defendants need not obtain such an agreement from the Acquirers.

IV. DIVESTITURES

A. Defendants are ordered and directed, within thirty (30) calendar days after the Court's entry of the Asset Preservation Stipulation and Order in this matter, to divest the Divestiture Assets in a manner consistent with this Final Judgment to GFL or an alternative Acquirer acceptable to the United States, in its sole discretion, after consultation with the Plaintiff States. The United States, in its sole discretion, may agree to one or more extensions of this time period, not to exceed sixty (60) calendar days in

total, and will notify the Court of any extensions.

B. Defendants must use their best efforts to divest the Divestiture Assets as expeditiously as possible and may not take any action to impede the permitting, operation, or divestiture of the Divestiture Assets.

C. Unless the United States otherwise consents in writing, divestiture pursuant to this Final Judgment must include the entire Divestiture Assets and must be accomplished in such a way as to satisfy the United States, in its sole discretion, after consultation with the Plaintiff States, that the Divestiture Assets can and will be used by Acquirer as part of a viable, ongoing MSW Disposal business and a viable, ongoing Small Commercial Container Waste Collection business and that the divestiture to Acquirer will remedy the competitive harm alleged in the Complaint.

D. The divestiture must be made to an Acquirer that, in the United States' sole judgment, after consultation with the Plaintiff States, has the intent and capability (including the necessary managerial, operational, technical, and financial capability) to compete effectively in the business of MSW Disposal and Small Container Commercial Waste Collection.

E. The divestiture must be accomplished so as to satisfy the United States, in its sole discretion, after consultation with the Plaintiff States, that none of the terms of any agreement between Acquirer and Defendants give Defendants the ability unreasonably to raise Acquirer's costs, to lower Acquirer's efficiency, or otherwise to interfere in the ability of Acquirer to compete effectively.

F. Divestiture of the Divestiture Assets may be made to one or more Acquirers, provided that it is demonstrated to the sole satisfaction of the United States,

after consultation with the Plaintiff States, that the criteria required by Paragraphs IV(C), IV(D), and IV(E) will still be met.

G. In the event Defendants are attempting to divest the Divestiture Assets to an Acquirer other than GFL, Defendants promptly must make known, by usual and customary means, the availability of the Divestiture Assets. Defendants must inform any person making an inquiry regarding a possible purchase of the Divestiture Assets that the Divestiture Assets are being divested in accordance with this Final Judgment and must provide that person with a copy of this Final Judgment. Defendants must offer to furnish to all prospective Acquirers, subject to customary confidentiality assurances, all information and documents relating to the Divestiture Assets that are customarily provided in a due-diligence process; provided, however, that Defendants need not provide information or documents subject to the attorney-client privilege or work-product doctrine. Defendants must make all information and documents available to Plaintiffs at the same time that the information and documents are made available to any other person.

H. Defendants must provide prospective Acquirers with (1) access to make inspections of the Divestiture Assets; (2) access to all environmental, zoning, and other permitting documents and information; and (3) access to all financial, operational, or other documents and information customarily provided as part of a due diligence process. Defendants also must disclose all encumbrances on any part of the Divestiture Assets, including on intangible property.

I. Defendants must cooperate with and assist Acquirer to identify and hire all Relevant Personnel.

1. Within ten (10) business days following the filing of the Complaint

in this matter, Defendants must identify all Relevant Personnel to Acquirer and Plaintiffs, including by providing organization charts covering all Relevant Personnel.

2. Within ten (10) business days following receipt of a request by Acquirer or the United States, Defendants must provide to Acquirer and Plaintiffs the following additional information related to Relevant Personnel: name; job title; current salary and benefits including most recent bonus paid, aggregate annual compensation, current target or guaranteed bonus, if any, any retention agreement or incentives, and any other payments due to or promises made to the employee; descriptions of reporting relationships, past experience, responsibilities, and training and educational histories; lists of all certifications; and all job performance evaluations. If Defendants are barred by any applicable law from providing any of this information, within ten (10) business days following receipt of the request, Defendants must provide the requested information to the full extent permitted by law and also must provide a written explanation of Defendants' inability to provide the remaining information.

3. At the request of Acquirer, Defendants must promptly make Relevant Personnel available for private interviews with Acquirer during normal business hours at a mutually agreeable location.

4. Defendants must not interfere with any effort by Acquirer to employ any Relevant Personnel. Interference includes but is not limited to offering to increase the compensation or improve the benefits of Relevant Personnel unless: (a) the offer is part of a company-wide increase in compensation or improvement in benefits that was announced prior to April 1, 2020; or (b) the offer is approved by the United States in

its sole discretion. Defendants' obligations under this Paragraph will expire six (6) months after the divestiture of the Divestiture Assets pursuant to this Final Judgment.

5. For Relevant Personnel who elect employment with Acquirer within six (6) months of the date on which the Divestiture Assets are divested to Acquirer, Defendants must waive all non-compete and non-disclosure agreements, vest all unvested pension and other equity rights, provide any pay pro-rata, provide all other compensation and benefits that those Relevant Personnel have fully or partially accrued, and provide all other benefits that those Relevant Personnel otherwise would have been provided had the Relevant Personnel continued employment with Defendants, including but not limited to any retention bonuses or payments. Defendants may maintain reasonable restrictions on disclosure by Relevant Personnel of Defendants' proprietary non-public information that is unrelated to the business of MSW Disposal, Small Commercial Container Waste Collection, Residential Waste Collection, Roll-Off Waste Collection, Commercial Recycling Collection, Residential Recycling Collection, Mixed Collection, and Yard Waste Collection and not otherwise required to be disclosed by this Final Judgment.

6. For a period of twelve (12) months from the date on which the Divestiture Assets are divested to Acquirer, Defendants may not solicit to rehire Relevant Personnel who were hired by Acquirer within six (6) months of the date on which the Divestiture Assets are divested to Acquirer unless (a) an individual is terminated or laid off by Acquirer or (b) Acquirer agrees in writing that Defendants may solicit to rehire that individual. Nothing in this Paragraph prohibits Defendants from advertising employment openings using general solicitations or advertisements and rehiring Relevant

Personnel who apply for an employment opening through a general solicitation or advertisement.

J. Defendants must warrant to Acquirer that (1) the Divestiture Assets will be operational and without material defect on the date of their transfer to the Acquirer; (2) there are no material defects in the environmental, zoning, or other permits pertaining to the operation of the Divestiture Assets; and (3) Defendants have disclosed all encumbrances on any part of the Divestiture Assets, including on intangible property. Following the sale of the Divestiture Assets, Defendants must not undertake, directly or indirectly, challenges to the environmental, zoning, or other permits pertaining to the operation of the Divestiture Assets.

K. Defendants must assign, subcontract, or otherwise transfer all contracts (except Straddle Contracts), agreements, and relationships (or portions of such contracts, agreements, and relationships) included in the Divestiture Assets, including but not limited to all supply and sales contracts and swap agreements, to Acquirer; provided, however, that for any contract or agreement that requires the consent of another party to assign, subcontract, or otherwise transfer, Defendants must use best efforts to accomplish the assignment, subcontracting, or transfer. Defendants must not interfere with any negotiations between Acquirer and a contracting party.

L. At the option of Acquirer, and subject to approval by the United States in its sole discretion, on or before the date on which the Divestiture Assets are divested to Acquirer, Defendants must assign, subcontract, or otherwise transfer all Straddle Contracts; provided, however, that for any Straddle Contract that requires the consent of another party to assign, subcontract, or otherwise transfer, Defendants must use best

efforts to accomplish the assignment, subcontracting, or other transfer. Defendants must not interfere with any negotiations between Acquirer and a contracting party.

M. Defendants must make best efforts to assist Acquirer to obtain all necessary licenses, registrations, and permits to operate the Divestiture Assets. Until Acquirer obtains the necessary licenses, registrations, and permits, Defendants must provide Acquirer with the benefit of Defendants' licenses, registrations, and permits to the full extent permissible by law.

N. At the option of Acquirer, and subject to approval by the United States in its sole discretion, on or before the date on which the Divestiture Assets are divested to Acquirer, Defendants must enter into a contract to provide transition services for back office, human resources, accounting, employee health and safety, and information technology services and support for a period of up to six (6) months on terms and conditions reasonably related to market conditions for the provision of the transition services. The United States, in its sole discretion, may approve one or more extensions of any contract for transition services, for a total of up to an additional six (6) months. If Acquirer seeks an extension of the term of any transition services agreement, Defendants must notify the United States in writing at least one (1) month prior to the date the contract expires. Acquirer may terminate a contract for transition services without cost or penalty at any time upon thirty (30) days' written notice to WMI. The employee(s) of Defendants tasked with providing these transition services must not share any competitively sensitive information of Acquirer with any other employee of Defendants.

O. At the option of Acquirer, and subject to approval by the United States in its sole discretion, on or before the date on which the Divestiture Assets are divested to

Acquirer, Defendants must enter into a landfill disposal contract to provide rights to landfill disposal at ADS's Orchard Hills Landfill, located at 8290 Highway 251 South, Davis Junction, Illinois, 61020. The landfill disposal contract must allow Acquirer to dispose up to 1,200 tons of MSW per day at the Orchard Hills Landfill for a period of up to three (3) years from the date on which the Divestiture Assets are divested to Acquirer. Defendants must operate the Orchard Hills gates, scale houses, and disposal areas for the benefit of Acquirer under terms and conditions no less favorable than those that Defendants provide to their own vehicles. The United States, in its sole discretion, may approve one or more extensions of a landfill disposal contract for a total of up to an additional two (2) years. If Acquirer seeks an extension of the term of a landfill disposal contract, Defendants must notify the United States, the State of Illinois, and the State of Wisconsin in writing at least one (1) month prior to the date the contract expires. Acquirer may terminate a contract for landfill disposal without cost or penalty at any time upon thirty (30) days' written notice to WMI.

P. If any term of an agreement between Defendants and Acquirer to effectuate the divestiture required by this Final Judgment varies from a term of this Final Judgment, to the extent that Defendants cannot fully comply with both, this Final Judgment determines Defendants' obligations.

V. APPOINTMENT OF DIVESTITURE TRUSTEE

A. If Defendants have not divested the Divestiture Assets within the period specified in Paragraph IV(A), Defendants must immediately notify Plaintiffs of that fact in writing. Upon application of the United States, the Court will appoint a divestiture trustee selected by the United States and approved by the Court to effect the divestiture(s)

of any of the Divestiture Assets.

B. After the appointment of a divestiture trustee by the Court, only the divestiture trustee will have the right to sell the Divestiture Assets. The divestiture trustee will have the power and authority to accomplish the divestiture(s) to an Acquirer or Acquirers acceptable to the United States, in its sole discretion, after consultation with the Plaintiff States, at a price and on terms as are then obtainable upon reasonable effort by the divestiture trustee, subject to the provisions of Sections IV, V, and VI of this Final Judgment, and will have other powers as the Court deems appropriate. The divestiture trustee must sell the Divestiture Assets as quickly as possible.

C. Defendants may not object to a sale by the divestiture trustee on any ground other than malfeasance by the divestiture trustee. Objections by Defendants must be conveyed in writing to Plaintiffs and the divestiture trustee within ten (10) calendar days after the divestiture trustee has provided the notice of proposed divestiture required under Section VI.

D. The divestiture trustee will serve at the cost and expense of Defendants pursuant to a written agreement, on terms and conditions, including confidentiality requirements and conflict-of-interest certifications, that are approved by the United States.

E. The divestiture trustee may hire at the cost and expense of Defendants any agents or consultants, including but not limited to investment bankers, attorneys, and accountants, that are reasonably necessary in the divestiture trustee's judgment to assist with the divestiture trustee's duties. These agents or consultants will be accountable solely to the divestiture trustee and will serve on terms and conditions, including terms

and conditions governing confidentiality requirements and conflict-of-interest certifications, that are approved by the United States.

F. The compensation of the divestiture trustee and agents or consultants hired by the divestiture trustee must be reasonable in light of the value of the Divestiture Assets and based on a fee arrangement that provides the divestiture trustee with incentives based on the price and terms of the divestiture(s) and the speed with which it is accomplished. If the divestiture trustee and Defendants are unable to reach agreement on the divestiture trustee's compensation or other terms and conditions of engagement within fourteen (14) calendar days of the appointment of the divestiture trustee by the Court, the United States may, in its sole discretion, take appropriate action, including by making a recommendation to the Court. Within three (3) business days of hiring an agent or consultant, the divestiture trustee must provide written notice of the hiring and rate of compensation to Defendants and the United States.

G. The divestiture trustee must account for all monies derived from the sale of the Divestiture Assets sold by the divestiture trustee and all costs and expenses incurred. Within thirty (30) calendar days of the date of the sale of the Divestiture Assets, the divestiture trustee must submit that accounting to the Court for approval. After approval by the Court of the divestiture trustee's accounting, including fees for unpaid services and those of agents or consultants hired by the divestiture trustee, all remaining money must be paid to Defendants and the trust will then be terminated.

H. Defendants must use their best efforts to assist the divestiture trustee to accomplish the required divestiture. Subject to reasonable protection for trade secrets, other confidential research, development, or commercial information, or any applicable

privileges, Defendants must provide the divestiture trustee and agents or consultants retained by the divestiture trustee with full and complete access to all personnel, books, records, and facilities of the Divestiture Assets. Defendants also must provide or develop financial and other information relevant to the Divestiture Assets that the divestiture trustee may reasonably request. Defendants must not take any action to interfere with or to impede the divestiture trustee's accomplishment of the divestiture.

I. The divestiture trustee must maintain complete records of all efforts made to sell the Divestiture Assets, including by filing monthly reports with Plaintiffs setting forth the divestiture trustee's efforts to accomplish the divestiture ordered by this Final Judgment. The reports must include the name, address, and telephone number of each person who, during the preceding month, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring any interest in the Divestiture Assets and must describe in detail each contact with any such person.

J. If the divestiture trustee has not accomplished the divestiture ordered by this Final Judgment within six months of appointment, the divestiture trustee must promptly provide Plaintiffs with a report setting forth: (1) the divestiture trustee's efforts to accomplish the required divestiture; (2) the reasons, in the divestiture trustee's judgment, why the required divestiture has not been accomplished; and (3) the divestiture trustee's recommendations for completing the divestiture. Following receipt of that report, the United States may make additional recommendations consistent with the purpose of the trust to the Court. The Court thereafter may enter such orders as it deems appropriate to carry out the purpose of this Final Judgment, which may include extending

the trust and the term of the divestiture trustee's appointment by a period requested by the United States.

K. The divestiture trustee will serve until divestiture of all Divestiture Assets is completed or for a term otherwise ordered by the Court.

L. If the United States determines that the divestiture trustee is not acting diligently or in a reasonably cost-effective manner, the United States may recommend that the Court appoint a substitute divestiture trustee.

VI. NOTICE OF PROPOSED DIVESTITURE

A. Within two (2) business days following execution of a definitive divestiture agreement, Defendants or the divestiture trustee, whichever is then responsible for effecting the divestiture, must notify Plaintiffs of a proposed divestiture required by this Final Judgment. If the divestiture trustee is responsible for completing the divestiture, the divestiture trustee also must notify Defendants. The notice must set forth the details of the proposed divestiture and list the name, address, and telephone number of each person not previously identified who offered or expressed an interest in or desire to acquire any ownership interest in the Divestiture Assets.

B. Within fifteen (15) calendar days of receipt by the United States of this notice, the United States may request from Defendants, the proposed Acquirer(s), other third parties, or the divestiture trustee additional information concerning the proposed divestiture, the proposed Acquirer(s) and other prospective Acquirers. Defendants and the divestiture trustee must furnish the additional information requested within fifteen (15) calendar days of the receipt of the request, unless the United States provides written agreement to a different period.

C. Within forty-five (45) calendar days after receipt of the notice required by Paragraph VI(A) or within twenty (20) calendar days after the United States has been provided the additional information requested pursuant to Paragraph VI(B), whichever is later, the United States must provide written notice to Defendants and any divestiture trustee that states whether or not the United States, in its sole discretion, after consultation with the Plaintiff States, objects to Acquirer(s) or any other aspect of the proposed divestiture. Without written notice that the United States does not object, a divestiture may not be consummated. If the United States provides written notice that it does not object, the divestiture may be consummated, subject only to Defendants' limited right to object to the sale under Paragraph V(C) of this Final Judgment. Upon objection by Defendants pursuant to Paragraph V(C), a divestiture by the divestiture trustee may not be consummated unless approved by the Court.

D. No information or documents obtained pursuant to this Section VI may be divulged by Plaintiffs to any person other than an authorized representative of the executive branch of the United States or an authorized representative of the Plaintiff States, except in the course of legal proceedings to which the United States is a party, including grand-jury proceedings, for the purpose of evaluating a proposed Acquirer or securing compliance with this Final Judgment, or as otherwise required by law.

E. In the event of a request by a third party for disclosure of information under the Freedom of Information Act, 5 U.S.C. § 552, the Antitrust Division will act in accordance with that statute and the Department of Justice regulations at 28 C.F.R. part 16, including the provision on confidential commercial information at 28 C.F.R. § 16.7. Persons submitting information to the Antitrust Division should designate the

confidential commercial information portions of all applicable documents and information under 28 C.F.R. § 16.7. Designations of confidentiality expire ten years after submission, “unless the submitter requests and provides justification for a longer designation period.” *See* 28 C.F.R. § 16.7(b).

F. If at the time that a person furnishes information or documents to the United States or the Plaintiff States pursuant to this Section VI, that person represents and identifies in writing information or documents for which a claim of protection may be asserted under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure, and marks each pertinent page of such material, “Subject to claim of protection under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure,” the United States and the Plaintiff States must give that person ten calendar days’ notice before divulging the material in any legal proceeding (other than a grand-jury proceeding).

VII. FINANCING

Defendants may not finance all or any part of any Acquirer’s purchase of all or part of the Divestiture Assets made pursuant to this Final Judgment.

VIII. ASSET PRESERVATION

Until the divestiture required by this Final Judgment has been accomplished, Defendants must take all steps necessary to comply with the Asset Preservation Stipulation and Order entered by the Court. Defendants must take no action that would jeopardize the divestiture ordered by the Court.

IX. AFFIDAVITS

A. Within twenty (20) calendar days of the filing of the Complaint in this matter, and every thirty (30) calendar days thereafter until the divestiture required by this

Final Judgment has been completed, Defendants must deliver to Plaintiffs an affidavit, signed by each Defendant's Chief Financial Officer and General Counsel, describing the fact and manner of Defendants' compliance with this Final Judgment. The United States, in its sole discretion, may approve different signatories for the affidavits.

B. Each affidavit must include: (1) the name, address, and telephone number of each person who, during the preceding thirty (30) calendar days, made an offer to acquire, expressed an interest in acquiring, entered into negotiations to acquire, or was contacted or made an inquiry about acquiring, an interest in the Divestiture Assets and describe in detail each contact with such persons during that period; (2) a description of the efforts Defendants have taken to solicit buyers for and complete the sale of the Divestiture Assets, and to provide required information to prospective Acquirers; and (3) a description of any limitations placed by Defendants on information provided to prospective Acquirers. If the information set forth in the affidavit is true and complete, objection by the United States to information provided by Defendants to prospective Acquirers must be made within fourteen (14) calendar days of receipt of the affidavit.

C. Defendants must keep all records of any efforts made to divest the Divestiture Assets until one year after the divestiture has been completed.

D. Within twenty (20) calendar days of the filing of the Complaint in this matter, Defendants also must deliver to Plaintiffs an affidavit signed by each Defendant's Chief Financial Officer and General Counsel, that describes in reasonable detail all actions Defendants have taken and all steps Defendants have implemented on an ongoing basis to comply with Section VIII of this Final Judgment. The United States, in its sole discretion, may approve different signatories for the affidavits.

E. If Defendants make any changes to the efforts and actions outlined in any earlier affidavits provided pursuant to Paragraph IX(D), Defendants must, within fifteen (15) calendar days after any change is implemented, deliver to Plaintiffs an affidavit describing those changes.

F. Defendants must keep all records of any efforts made to preserve the Divestiture Assets until one year after the divestiture has been completed.

X. COMPLIANCE INSPECTION

A. For the purposes of determining or securing compliance with this Final Judgment, or of related orders such as the Asset Preservation Stipulation and Order or of determining whether this Final Judgment should be modified or vacated, upon written request of an authorized representative of the Assistant Attorney General for the Antitrust Division, and reasonable notice to Defendants, Defendants must permit, from time to time and subject to legally recognized privileges, authorized representatives, including agents retained by the United States:

1. to have access during Defendants' office hours to inspect and copy, or at the option of the United States, to require Defendants to provide electronic copies of all books, ledgers, accounts, records, data, and documents in the possession, custody, or control of Defendants relating to any matters contained in this Final Judgment; and
2. to interview, either informally or on the record, Defendants' officers, employees, or agents, who may have their individual counsel present, regarding such matters. The interviews must be subject to the reasonable convenience of the interviewee and without restraint or interference by Defendants.

B. Upon the written request of an authorized representative of the Assistant Attorney General for the Antitrust Division, Defendants must submit written reports or respond to written interrogatories, under oath if requested, relating to any of the matters contained in this Final Judgment.

C. No information or documents obtained by the United States pursuant to this Section X may be divulged by Plaintiffs to any person other than an authorized representative of the executive branch of the United States or an authorized representative of the Plaintiff States, except in the course of legal proceedings to which the United States is a party, including grand jury proceedings, for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. In the event of a request by a third party for disclosure of information under the Freedom of Information Act, 5 U.S.C. § 552, the Antitrust Division will act in accordance with that statute and the Department of Justice regulations at 28 C.F.R. part 16, including the provision on confidential commercial information at 28 C.F.R. § 16.7. Defendants submitting information to the Antitrust Division should designate the confidential commercial information portions of all applicable documents and information under 28 C.F.R. § 16.7. Designations of confidentiality expire ten years after submission, “unless the submitter requests and provides justification for a longer designation period.” *See* 28 C.F.R. § 16.7(b).

E. If at the time that Defendants furnish information or documents to the United States pursuant to this Section X, Defendants represent and identify in writing information or documents for which a claim of protection may be asserted under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure, and Defendants mark each pertinent

page of such material, “Subject to claim of protection under Rule 26(c)(1)(G) of the Federal Rules of Civil Procedure,” the United States must give Defendants ten (10) calendar days’ notice before divulging the material in any legal proceeding (other than a grand jury proceeding).

XI. NOTIFICATION

A. Unless a transaction is otherwise subject to the reporting and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a (the “HSR Act”), Defendants may not, without first providing notification to the United States and to any Plaintiff State in which any of the assets or interests are located, directly or indirectly acquire (including through an asset swap agreement) any assets of or any interest, including a financial, security, loan, equity, or management interest, in any person or entity involved in MSW Disposal and/or Small Container Commercial Waste Collection services in any area identified in Appendix D, where that person’s or entity’s revenues for the 12 months preceding the proposed acquisition from MSW Disposal and/or Small Container Commercial Waste Collection services in the identified area were in excess of \$500,000. This provision also applies to an acquisition of facilities that serve an identified area but are located outside the area and requires notice to any Plaintiff State where an identified area in the state is serviced by assets or interests to be acquired that are located outside of the state’s border.

B. Defendants must provide the notification required by this Section XI in the same format as, and in accordance with the instructions relating to, the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended, except that the information requested in Items 5 through 8 of

the instructions must be provided only about MSW Disposal and Small Container Commercial Waste Collection. Notification must be provided at least thirty (30) calendar days before acquiring any assets or interest, and must include, beyond the information required by the instructions, the names of the principal representatives who negotiated the transaction on behalf of each party and all management or strategic plans discussing the proposed transaction. If, within the thirty (30) calendar days following notification, representatives of the United States make a written request for additional information, Defendants may not consummate the proposed transaction until thirty (30) calendar days after submitting all requested information.

C. Early termination of the waiting periods set forth in this Section XI may be requested and, where appropriate, granted in the same manner as is applicable under the requirements and provisions of the HSR Act and rules promulgated thereunder. This Section XI must be broadly construed and any ambiguity or uncertainty regarding whether to file a notice under this Section XI must be resolved in favor of filing notice.

XII. LIMITATIONS ON REACQUISITION

Defendants may not reacquire any part of or any interest in the Divestiture Assets during the term of this Final Judgment.

XIII. RETENTION OF JURISDICTION

The Court retains jurisdiction to enable any party to this Final Judgment to apply to the Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XIV. ENFORCEMENT OF FINAL JUDGMENT

A. The United States retains and reserves all rights to enforce the provisions of this Final Judgment, including the right to seek an order of contempt from the Court. Defendants agree that in a civil contempt action, a motion to show cause, or a similar action brought by the United States regarding an alleged violation of this Final Judgment, the United States may establish a violation of this Final Judgment and the appropriateness of a remedy therefor by a preponderance of the evidence, and Defendants waive any argument that a different standard of proof should apply.

B. This Final Judgment should be interpreted to give full effect to the procompetitive purposes of the antitrust laws and to restore the competition the United States and the Plaintiff States allege was harmed by the challenged conduct. Defendants agree that they may be held in contempt of, and that the Court may enforce, any provision of this Final Judgment that, as interpreted by the Court in light of these procompetitive principles and applying ordinary tools of interpretation, is stated specifically and in reasonable detail, whether or not it is clear and unambiguous on its face. In any such interpretation, the terms of this Final Judgment should not be construed against either party as the drafter.

C. In an enforcement proceeding in which the Court finds that Defendants have violated this Final Judgment, the United States may apply to the Court for a one-time extension of this Final Judgment, together with other relief that may be appropriate. In connection with a successful effort by the United States to enforce this Final Judgment against a Defendant, whether litigated or resolved before litigation, that Defendant agrees to reimburse the United States for the fees and expenses of its attorneys, as well as all

other costs including experts' fees, incurred in connection with that enforcement effort, including in the investigation of the potential violation.

D. For a period of four (4) years following the expiration of this Final Judgment, if the United States has evidence that a Defendant violated this Final Judgment before it expired, the United States may file an action against that Defendant in this Court requesting that the Court order: (1) Defendant to comply with the terms of this Final Judgment for an additional term of at least four years following the filing of the enforcement action; (2) all appropriate contempt remedies; (3) additional relief needed to ensure the Defendant complies with the terms of this Final Judgment; and (4) fees or expenses as called for by this Section XIV.

XV. EXPIRATION OF FINAL JUDGMENT

Unless the Court grants an extension, this Final Judgment will expire ten (10) years from the date of its entry, except that after five (5) years from the date of its entry, this Final Judgment may be terminated upon notice by the United States, after consultation with the Plaintiff States, to the Court and Defendants that the divestiture has been completed and the continuation of this Final Judgment is no longer necessary or in the public interest.

XVI. PUBLIC INTEREST DETERMINATION

Entry of this Final Judgment is in the public interest. The parties have complied with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16, including by making available to the public copies of this Final Judgment and the Competitive Impact Statement, public comments thereon, and any response to comments by the United States. Based upon the record before the Court, which includes the

Competitive Impact Statement and, if applicable, any comments and response to comments filed with the Court, entry of this Final Judgment is in the public interest.

Date: _____

[Court approval subject to procedures of Antitrust Procedures and Penalties Act, 15 U.S.C. § 16]

United States District Judge

Appendix A: List of Divested Landfills and Transfer Stations (Paragraph II(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 II(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 II(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.

Appendix D: Areas for Which the Notice Provision in Paragraph XI(A) Applies

Geographic Market	Counties/Municipalities within Geographic Market	Relevant Service
East Central, Alabama	Lee and Macon Counties, AL	MSW Disposal
Lee County, Alabama	Lee County, AL	SCCW Collection
Macon County, Alabama	Macon County, AL	SCCW Collection
Mobile, Alabama	City of Mobile, AL	SCCW Collection and MSW Disposal
Montgomery County, Alabama	Montgomery County, AL	SCCW Collection
Phenix City, Alabama	Phenix City, AL	MSW Disposal
Tuscaloosa, Alabama	City of Tuscaloosa, AL	SCCW Collection
Jacksonville, Florida	Duval, St. Johns, and Clay Counties, FL	SCCW Collection
Ocala, Florida	Marion and Citrus Counties, FL	SCCW Collection and MSW Disposal
Atlanta, Georgia	Cherokee, Forsyth, Gwinnett, Fulton, Clayton, and Cobb Counties, GA	MSW Disposal
Augusta, Georgia	Columbia and Richmond Counties, GA and Edgefield and Aiken Counties, SC	SCCW Collection
Kane County, Illinois	Kane County, IL	MSW Disposal
Lake County, Illinois	Lake County, IL	MSW Disposal
Northern Cook County, Illinois	Area west of Interstate 94 and north of Interstate 90 in Cook County, Illinois	MSW Disposal
Fort Wayne, Indiana	Allen, Kosciusko, and Whitley Counties, IN	MSW Disposal
Detroit, Michigan	Wayne, Macomb and Oakland Counties, MI	MSW Disposal
Rochester, Minnesota	City of Rochester, MN	SCCW Collection
St. Cloud, Minnesota	City of St. Cloud, MN	SCCW Collection
State College, Pennsylvania	Centre and Clearfield Counties, PA	MSW Disposal
Indiana County, Pennsylvania	Clarion, Jefferson, and Indiana Counties, PA	MSW Disposal
Fayette County, Pennsylvania	Fayette and Greene Counties, PA	MSW Disposal
Somerset County, Pennsylvania	Cambria and Somerset Counties, PA	MSW Disposal
Bedford County, Pennsylvania	Bedford County, PA	MSW Disposal
Greater Green Bay, Appleton, Oshkosh, Wisconsin	Brown, Outagamie, and Winnebago Counties, WI	MSW Disposal

Calumet County, Wisconsin	Calumet County, WI	SCCW Collection
Clark, Wisconsin	Clark and Taylor Counties, WI	SCCW Collection
Dane County, Wisconsin	Dane County, WI	SCCW Collection and MSW Disposal
Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	SCCW Collection and MSW Disposal
Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	SCCW Collection and MSW Disposal
Greater Manitowoc, Wisconsin	Calumet, Kewaunee, and Manitowoc Counties, WI	MSW Disposal
Green Bay, Wisconsin	Brown and Outagamie Counties, WI	SCCW Collection
Green County, Wisconsin	Green County, WI	SCCW Collection and MSW Disposal
Green Lake, Wisconsin	Columbia, Green Lake, and Marquette Counties, WI	SCCW Collection
Jackson County, Wisconsin	Jackson County, WI	SCCW Collection
Janesville, Wisconsin	Jefferson, Rock, and Walworth Counties, WI	MSW Disposal
Jefferson County, Wisconsin	Jefferson County, WI	SCCW Collection
Kenosha County, Wisconsin	Kenosha County, WI	SCCW Collection
Kewaunee County, Wisconsin	Kewaunee County, WI	SCCW Collection
Langlade, Wisconsin	Langlade, Lincoln, Oneida, and Shawano Counties, WI	SCCW Collection
Manitowoc County, Wisconsin	Manitowoc County, WI	SCCW Collection
Mar-Oco, Wisconsin	Marinette and Oconto Counties, WI	SCCW Collection
Marathon, Wisconsin	Marathon, Portage, and Wood Counties, WI	SCCW Collection
Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	SCCW Collection and MSW Disposal
Price County, Wisconsin	Price County, WI	SCCW Collection
Rock County, Wisconsin	Rock County, WI	SCCW Collection
Sauk County, Wisconsin	Sauk County, WI	SCCW Collection
St. Croix, Wisconsin	Pierce and St. Croix Counties, WI	MSW Disposal
Walworth County, Wisconsin	Walworth County, WI	SCCW Collection
Waupaca, Wisconsin	Waupaca County, WI	SCCW Collection
Waushara, Wisconsin	Waushara and Winnebago Counties, WI	SCCW Collection

**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.

Civil Action No.: 1:20-cv-3063

Judge: Hon. John D. Bates

COMPETITIVE IMPACT STATEMENT

The United States of America, under Section 2(b) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)–(h) (the “APPA” or “Tunney Act”), files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. NATURE AND PURPOSE OF THE PROCEEDING

On April 14, 2019, Waste Management, Inc (“WMI”) agreed to acquire Advanced Disposal Services, Inc. (“ADS”) for approximately \$4.9 billion. On June 24, 2020, WMI and ADS agreed to a revised purchase price of approximately \$4.6 billion. The United States, the States of Florida, Illinois, Minnesota, and Wisconsin, and the Commonwealth of Pennsylvania (the “Plaintiff States”) filed a civil antitrust Complaint on October 23,

2020, seeking to enjoin the proposed acquisition. The Complaint alleges that the likely effect of this acquisition would be to substantially lessen competition for Small Container Commercial Waste (“SCCW”) collection or municipal solid waste (“MSW”) disposal in 57 geographic markets in the eastern United States in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18.

At the same time the Complaint was filed, the United States and the Plaintiff States filed an Asset Preservation Stipulation and Order (“Stipulation and Order”) and proposed Final Judgment, which are designed to remedy the loss of competition alleged in the Complaint. Under the proposed Final Judgment, which is explained more fully below, Defendants are required to divest specified SCCW collection and MSW disposal assets in ten different states. Under the terms of the Stipulation and Order, Defendants will take certain steps to ensure that the assets to be divested are operated in such a way as to ensure that the assets continue to be ongoing, economically viable, and active competitors in the provision of Small Container Commercial Waste Collection and MSW Disposal, and that the assets maintain full economic viability, marketability, and competitiveness during the pendency of the required divestiture.

The United States and Defendants have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment will terminate this action, except that the Court will retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and to punish violations thereof.

II. DESCRIPTION OF EVENTS GIVING RISE TO THE ALLEGED VIOLATION

A. The Defendants and the Proposed Transaction

WMI is a Delaware corporation headquartered in Houston, Texas. WMI is the largest solid waste hauling and disposal company in the United States and provides waste collection, recycling, and disposal (including transfer) services. WMI operates in 49 states and the District of Columbia. For 2019, WMI reported revenues of approximately \$15.5 billion.

ADS is a Delaware corporation headquartered in Ponte Vedra, Florida. It is the fourth-largest solid waste hauling and disposal company in the United States and provides waste collection, recycling, and disposal (including transfer) services. ADS operates in 16 states, primarily in the Midwest, Mid-Atlantic, and Southeast regions of the United States. For 2019, ADS reported revenues of approximately \$1.6 billion.

On April 14, 2019, WMI agreed to acquire all of the outstanding common stock of ADS for approximately \$4.9 billion. On June 24, 2020, WMI and ADS agreed to a revised purchase price of approximately \$4.6 billion.

B. Relevant Product Markets

1. Small Container Commercial Waste Collection

As alleged in the Complaint, SCCW (small container commercial waste) collection is a relevant product market. Waste collection firms—also called haulers—collect MSW (municipal solid waste) from residential, commercial, and industrial establishments, and transport that waste to a disposal site, such as a transfer station, landfill or incinerator, for processing and disposal.

SCCW collection is the business of collecting MSW from commercial and

industrial accounts, usually in small containers (i.e., dumpsters with one to ten cubic yards capacity), and transporting or hauling that waste to a disposal site. Typical SCCW collection customers include office and apartment buildings and retail establishments (e.g., stores and restaurants).

SCCW collection is distinct from the collection of other types of waste such as residential and roll-off waste, each of which is subject to its own regulatory scheme dictating the manner in which it must be collected. An individual commercial customer typically generates substantially more MSW than a residential customer. To handle this high volume of MSW efficiently, haulers often provide commercial customers with small containers for storing the waste. Haulers organize their commercial accounts into routes, and collect and transport the MSW generated by these accounts in front-end load (“FEL”) trucks uniquely well suited for commercial waste collection.

On a typical SCCW collection route, an operator drives a FEL truck to the customer’s container, engages a mechanism that grasps and lifts the container over the front of the truck, and empties the container into the vehicle’s storage section where the waste is compacted and stored. The operator continues along the route, collecting MSW from each of the commercial accounts, until the vehicle is full. The operator then drives the FEL truck to a disposal facility, such as a transfer station, landfill, or incinerator, and empties the contents of the vehicle. Depending on the number of locations and amount of waste collected on the route, the operator may make one or more trips to the disposal facility in servicing the route.

In contrast to an SCCW collection route, a residential waste collection route is highly labor intensive. A residential customer’s MSW is typically stored in much smaller

containers, (e.g., garbage bags or trash cans) and instead of using an FEL manned by a single operator, residential waste collection haulers routinely use rear-end load or side-load trucks manned by two- or three-person teams. On residential routes, crews often hand-load the customer's MSW by tossing garbage bags and emptying trash cans into the vehicle's storage section. In light of these differences, haulers typically organize commercial customers into separate routes from residential customers.

Roll-off collection also is not a substitute for SCCW collection. A roll-off container is much larger than an SCCW container, and is serviced by a truck capable of carrying a roll-off container rather than an FEL. Unlike SCCW customers, multiple roll-off customers are not served between trips to the disposal site because each roll-off truck is typically capable of carrying only one roll-off container at a time.

Other types of waste collection, such as hazardous or medical waste collection, also are not substitutes for SCCW collection. These forms of collection differ from SCCW collection in the hauling equipment required, the volume of waste collected, and the facilities where the waste is disposed.

The Complaint alleges that, absent competition from other SCCW collection firms, SCCW collection providers could profitably increase their prices without losing significant sales to firms engaged in the provision of other types of waste collection services. In other words, in the event of a small but significant price increase for SCCW collection, customers would not substitute to other forms of collection in sufficient numbers so as to render the price increase unprofitable. Accordingly, the Complaint alleges that SCCW collection is therefore a line of commerce, or relevant product market, for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton

Act.

2. Municipal Solid Waste Disposal

As alleged in the Complaint, MSW disposal is a relevant product market. MSW is solid putrescible waste generated by households and commercial establishments such as retail stores, offices, restaurants, warehouses, and industrial facilities. MSW has physical characteristics that readily distinguish it from other liquid or solid waste (e.g., waste from manufacturing processes, regulated medical waste, sewage, sludge, hazardous waste, or waste generated by construction or demolition sites).

Haulers must dispose of all MSW at a permitted disposal facility. There are three main types of disposal facilities—landfills, incinerators, and transfer stations. Such facilities must be located on approved types of land and operated under prescribed procedures. Federal, state, and local safety, environmental, zoning, and permit laws and regulations dictate critical aspects of storage, handling, transportation, processing and disposal of MSW. In less densely populated areas, MSW often is disposed of directly into landfills that are permitted and regulated by a state and the federal government. Landfill permit restrictions often impose limitations on the type and amount of waste that can be deposited. In many urban and suburban areas, however, landfills are scarce due to high population density and the limited availability of suitable land. As a result, MSW generated in such areas often is burned in an incinerator or taken to a transfer station. A transfer station is an intermediate disposal site for the processing and temporary storage of MSW before it is transferred, in bulk, to more distant landfills or incinerators for final disposal.

Some haulers—including WMI and ADS—are vertically integrated and operate

their own disposal facilities. Vertically-integrated haulers often prefer to dispose of waste at their own disposal facilities. Depending on the market, vertically-integrated haulers may sell a portion of their disposal capacity to customers in need of access to a disposal facility. These disposal customers include independent (non-vertically integrated) and municipally-owned haulers. Disposal customers rely on the availability of cost-competitive disposal capacity to serve their own collection customers and to compete for new ones.

According to the Complaint, due to strict laws and regulations that govern the disposal of MSW, there are no reasonable substitutes for MSW disposal, which must occur at landfills, incinerators, or transfer stations. Thus, in the event of a small but significant price increase from MSW disposal firms, customers would not substitute to other forms of disposal in sufficient numbers so as to render the price increase unprofitable. Accordingly, the Complaint alleges that MSW disposal is a line of commerce, or relevant product market, for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

C. Relevant Geographic Markets

1. Small Container Commercial Waste Collection

As alleged in the Complaint, SCCW collection generally is provided in highly localized areas. This is because a hauler needs a large number of commercial accounts that are reasonably close together to operate efficiently and profitably. If there is significant travel time between customers, then the hauler earns less money for the time that the truck operates. Haulers, therefore, try to minimize the “dead time” in which the truck is operating and incurring costs from fuel, wear and tear, and labor, but not

generating revenue from collecting waste. Likewise, customers must be near the hauler's base of operations as it would be unprofitable for a truck to travel a long distance to the start of a route. Haulers, therefore, generally establish garages and related facilities to serve as bases within each area served.

As alleged in the Complaint, as currently contemplated, the transaction would likely cause harm in 33 relevant geographic markets for SCCW collection located in six states: Alabama, Florida, Georgia, South Carolina, Minnesota, and Wisconsin (identified in Appendix A). In each of these markets, a hypothetical monopolist of SCCW collection could profitably impose a small but significant non-transitory increase in price to local customers without losing significant sales to more distant competitors. Accordingly, the Complaint alleges that each of the areas listed in Appendix A constitutes a relevant geographic market and section of the country for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

2. Municipal Solid Waste Disposal

Collection trucks transport MSW to landfills, incinerators, and transfer stations for disposal. The price and availability of disposal sites close to a hauler's routes are major factors that determine a hauler's competitiveness and profitability, as the cost of transporting MSW to a disposal site—including fuel, regular truck maintenance, and hourly labor—is a substantial component of the total cost of disposal. Haulers also prefer nearby disposal sites to minimize the FEL dead time. Due to the costs associated with travel time and customers' preference to have disposal sites close by, an MSW disposal provider must have local disposal facilities to be competitive. The relevant markets for MSW disposal markets are therefore local, often consisting no more than a few counties.

As alleged in the Complaint, as currently contemplated, the transaction would likely cause harm in 24 relevant geographic markets for MSW disposal located in eight states: Alabama, Florida, Georgia, Illinois, Indiana, Michigan, Pennsylvania, and Wisconsin (identified in Appendix B). In each of these local markets, a hypothetical monopolist of MSW disposal could profitably impose a small but significant non-transitory increase in price for the disposal of MSW without losing significant sales to more distant disposal sites.

Accordingly, the Complaint alleges that each of the areas listed in Appendix B constitutes a relevant geographic market and section of the country for purposes of analyzing the effects of the acquisition under Section 7 of the Clayton Act.

D. Anticompetitive Effects of the Proposed Transaction

According to the Complaint, the proposed transaction would substantially lessen competition and harm consumers in each alleged relevant market by eliminating the substantial head-to-head competition that currently exists between WMI and ADS. Businesses, municipalities, independent haulers, and other customers would pay higher prices as a result of the acquisition.

WMI's acquisition of ADS would remove a significant competitor for SCCW collection and MSW disposal in markets that are already highly concentrated and difficult to enter. WMI and ADS compete head-to-head for SCCW collection and/or MSW disposal customers in each of the 57 geographic markets identified in Appendices A and B. In these geographic markets, WMI and ADS each account for a substantial share of total revenue generated from SCCW collection and/or MSW disposal and, in each relevant market, are two of no more than four significant (i.e., not fringe) competitors.

See Appendices A and B (providing a complete list of the number of significant competitors in each relevant market pre-merger). In each SCCW collection market alleged, collection customers including offices, apartment buildings, and retail establishments, have been able to secure better collection rates and improved service by threatening to switch to the competing SCCW hauler. Likewise, in each MSW disposal market alleged, independent haulers and municipalities have been able to negotiate more favorable disposal rates by threatening to move waste to the other competitor's disposal facilit(ies). In each of the relevant markets identified in Appendices A and B, the resulting increase in concentration, loss of competition, and the unlikelihood of significant entry or expansion would likely result in higher prices, lower quality and level of service, and reduced choice for SCCW collection and MSW disposal customers.

E. Difficulty of Entry

1. Difficulty of Entry into Small Container Commercial Waste Collection

According to the Complaint, entry of new competitors into SCCW collection in each of the relevant markets identified in Appendix A would be difficult and time-consuming and is unlikely to prevent the harm to competition that is likely to result if the proposed transaction is consummated.

A new entrant in SCCW collection could not provide a significant competitive constraint on the prices that market incumbents charge until achieving a minimum efficient scale and operating efficiency comparable to existing competitors. In order to obtain a comparable operating efficiency, a new competitor would have to achieve route densities similar to those of firms already in the market. Incumbents in a geographic

market, however, can prevent new entrants from winning a large enough base of customers by selectively lowering prices and entering into longer term contracts with collection customers.

2. Difficulty of Entry into Municipal Solid Waste Disposal

According to the Complaint, entry of new competitors into MSW disposal in each of the relevant markets identified in Appendix B would be difficult and time-consuming and is unlikely to prevent the harm to competition that is likely to result if the proposed transaction is consummated.

A new entrant in MSW disposal would need to obtain a permit to construct a disposal facility or to expand an existing one, and this process is costly and time-consuming, typically taking many years. Land suitable for MSW disposal is scarce as a landfill must be constructed away from environmentally-sensitive areas, including fault zones, wetlands, flood plains, and other restricted areas. Even when suitable land is available, local public opposition frequently increases the time and uncertainty of the permitting process. Construction of a new transfer station or incinerator also is difficult and time consuming and faces many of the same challenges as new landfill construction, including local public opposition.

Entry by constructing and permitting a new MSW disposal facility would thus be costly and time-consuming and unlikely to prevent market incumbents from significantly raising prices for MSW disposal in each of the disposal markets following the acquisition.

III. EXPLANATION OF THE PROPOSED FINAL JUDGMENT

The divestitures required by the proposed Final Judgment will remedy the loss of competition alleged in the Complaint by establishing an independent and economically

viable competitor in each of the SCCW collection and MSW disposal markets alleged in the Complaint.

Paragraph IV(A) of the proposed Final Judgment requires that the Divestiture Assets (capitalized terms are defined in the proposed Final Judgment) be divested within 30 days after the entry of the Stipulation and Order by the court to GFL Environmental Inc., or an alternative Acquirer acceptable to the United States, in its sole discretion, after consultation with the Plaintiff States. The assets must be divested in such a way as to satisfy the United States in its sole discretion, after consultation with the Plaintiff States, that the assets can and will be operated by the purchaser as a viable, ongoing SCCW collection and MSW disposal business that can compete effectively in each of the markets alleged in the Complaint.

The Divestiture Assets are defined as all tangible and intangible assets relating to or used in connection with the MSW disposal assets identified in Paragraphs II(O)(1) and II(O)(2) of the proposed Final Judgment and the SCCW collection assets identified in Paragraphs II(O)(3) and II(O)(4) of the proposed Final Judgment. The Divestiture Assets include 15 landfills, 37 transfer stations, 29 hauling locations, and over 200 Routes. The Divestiture Assets also include, *inter alia*, in each MSW disposal market alleged: all tangible and intangible property and assets related to or used in connection with the transfer stations and landfills, and in each SCCW collection market alleged: all intangible and tangible assets related to or used in connection with the Routes except for what the proposed Final Judgment defines as Straddle Contracts and the hauling facilities identified in Appendix C.

Paragraph IV(K) of the proposed Final Judgment facilitates the transfer of

customers and other contractual relationships, except for Straddle Contracts, to the Acquirer. Defendants must transfer all contracts, agreements, and relationships to the Acquirer and must make best efforts to assign, subcontract, or otherwise transfer contracts or agreements that require the consent of another party before assignment, subcontracting or other transfer. Straddle Contracts, which are defined in Paragraph II(P) as customer waste or recycling 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, and that make up a small portion of the divestiture package, are required under Paragraph IV(L) to be divested at the option of the Acquirer so that the Acquirer will have the option to acquire the customer contracts which it determines it can efficiently and profitably serve.

The hauling facilities listed in Appendix C are not part of the Divestiture Assets because the Acquirer will acquire other hauling locations from which it can competitively run the acquired Routes in those areas. In certain markets, the Divestiture Assets include not only SCCW collection and MSW disposal assets, but also other collection assets including Roll-Off, Residential, and Recycling assets, which should enhance the viability of the Divestiture Assets.

The proposed Final Judgment contains several provisions to facilitate the transition of the Divestiture Assets to the Acquirer. First, Paragraph IV(N) of the proposed Final Judgment requires Defendants, at the Acquirer's option, to enter into a transition services agreement for back office, human resources, accounting, employee health and safety, and information technology services and support for the Divestiture Assets for a period of up to six months. The paragraph further provides that the United

States, in its sole discretion, may approve one or more extensions of this transition services agreement for a total of up to an additional six months.

Second, Paragraph IV(O) of the proposed Final Judgment requires Defendants, at the Acquirer's option, to enter into a contract to provide rights to landfill disposal at ADS's Orchard Hill's landfill for a period of up to three years. The paragraph further provides that the United States, in its sole discretion, may approve one or more extensions of the agreement for a total of up to two additional years. The proposed Final Judgment also requires Defendants to operate gates, side houses, and disposal areas for the benefit of the Acquirer under terms and conditions that are no less favorable than those provided to WMI's own vehicles. This provision is intended to give the Acquirer an efficient outlet for the waste that it will receive at the West Elburn Transfer Station as it establishes itself in the market.

The proposed Final Judgment also contains provisions intended to facilitate the Acquirer's efforts to hire certain employees. Paragraph IV(I) of the proposed Final Judgment requires Defendants to provide the Acquirer, the United States, and the Plaintiff States with organization charts and information relating to certain employees and to make them available for interviews. It also provides that Defendants must not interfere with any negotiations by the Acquirer to hire these employees. In addition, for employees who elect employment with the Acquirer, Defendants must waive all non-compete and non-disclosure agreements, vest all unvested pension and other equity rights, provide any pay pro-rata, provide all other compensation and benefits that those employees have fully or partially accrued, and provide all other benefits that those employees otherwise would have been provided had those employees continued

employment with Defendants, including but not limited to any retention bonuses or payments. This paragraph further provides that the Defendants may not solicit to hire any employees who elect employment with the Acquirer, unless that individual is terminated or laid off by the Acquirer or the Acquirer agrees in writing that the Defendants may solicit or hire that individual. The non-solicitation period runs for 12 months from the date of the divestiture.

If the Defendants do not accomplish the divestiture within the period prescribed in Section IV of the proposed Final Judgment, Section V of the proposed Final Judgment provides that the Court will appoint a divestiture trustee selected by the United States to effect the divestiture. If a divestiture trustee is appointed, the proposed Final Judgment provides that the Defendants will pay all costs and expenses of the trustee. The divestiture trustee's commission will be structured so as to provide an incentive for the trustee based on the price obtained and the speed with which the divestiture is accomplished. After the divestiture trustee's appointment becomes effective, the trustee will provide monthly reports to the Plaintiffs setting forth his or her efforts to accomplish the divestiture. At the end of six months, if the divestiture has not been accomplished, the United States may make recommendations to the Court, which may enter such orders as appropriate, in order to carry out the purpose of the Final Judgment, including by extending the trust or the term of the divestiture trustee's appointment.

Section XI of the proposed Final Judgment requires WMI to notify the United States and any Plaintiff State in which any of the assets or interests are located in advance of acquiring, directly or indirectly (including by asset swap), in a transaction that would not otherwise be reportable under the Hart-Scott-Rodino Antitrust Improvements Act of

1976, as amended, 15 U.S.C. § 18a (the “HSR Act”), any interest in any business engaged in waste collection or disposal in a market where the Complaint alleged a violation, which are listed in Appendix D. The proposed Final Judgment further provides for waiting periods and opportunities for the United States to obtain additional information analogous to the provisions of the HSR Act. The notification requirement applies when the acquired business’s annual revenues from the relevant service in the market exceeded \$500,000 for the 12 months preceding the proposed acquisition. Because many of the markets alleged in the Complaint are highly concentrated, it is important for the Division and Plaintiff States to receive notice of even small transactions that have the potential to reduce competition in these markets. Requiring notification of any such acquisition will permit the United States to assess the competitive effects of that acquisition before it is consummated and, if necessary, seek to enjoin the transaction.

The proposed Final Judgment also contains provisions designed to promote compliance and make enforcement of the Final Judgment as effective as possible. Paragraph XIV(A) provides that the United States retains and reserves all rights to enforce the Final Judgment, including the right to seek an order of contempt from the Court. Under the terms of this paragraph, Defendants have agreed that in any civil contempt action, any motion to show cause, or any similar action brought by the United States regarding an alleged violation of the Final Judgment, the United States may establish the violation and the appropriateness of any remedy by a preponderance of the evidence and that the Defendants have waived any argument that a different standard of proof should apply. This provision aligns the standard for compliance with the Final Judgment with the standard of proof that applies to the underlying offense that the Final

Judgment addresses.

Paragraph XIV(B) provides additional clarification regarding the interpretation of the provisions of the proposed Final Judgment. The proposed Final Judgment is intended to restore competition the United States and Plaintiff States allege would otherwise be harmed by the transaction. The Defendants agree that they will abide by the proposed Final Judgment, and that they may be held in contempt of this Court for failing to comply with any provision of the proposed Final Judgment that is stated specifically and in reasonable detail, as interpreted in light of this procompetitive purpose.

Paragraph XIV(C) of the proposed Final Judgment provides that if the Court finds in an enforcement proceeding that a Defendant has violated the Final Judgment, the United States may apply to the Court for a one-time extension of the Final Judgment, together with such other relief as may be appropriate. In addition, to compensate American taxpayers for any costs associated with investigating and enforcing violations of the Final Judgment, Paragraph XIV(C) provides that in any successful effort by the United States to enforce the Final Judgment against a Defendant, whether litigated or resolved before litigation, that Defendant will reimburse the United States for attorneys' fees, experts' fees, and other costs incurred in connection with any effort to enforce the Final Judgment, including the investigation of the potential violation.

Paragraph XIV(D) states that the United States may file an action against a Defendant for violating the Final Judgment for up to four years after the Final Judgment has expired or been terminated. This provision is meant to address circumstances such as when evidence that a violation of the Final Judgment occurred during the term of the Final Judgment is not discovered until after the Final Judgment has expired or been

terminated or when there is not sufficient time for the United States to complete an investigation of an alleged violation until after the Final Judgment has expired or been terminated. This provision, therefore, makes clear that, for four years after the Final Judgment has expired or been terminated, the United States may still challenge a violation that occurred during the term of the Final Judgment.

Finally, Section XV of the proposed Final Judgment provides that the Final Judgment will expire ten years from the date of its entry, except that after five years from the date of its entry, the Final Judgment may be terminated upon notice by the United States to the Court and the Defendants that the divestiture has been completed and that continuation of the Final Judgment is no longer necessary or in the public interest.

IV. REMEDIES AVAILABLE TO POTENTIAL PRIVATE LITIGANTS

Section 4 of the Clayton Act, 15 U.S.C. § 15, provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal court to recover three times the damages the person has suffered, as well as costs and reasonable attorneys' fees. Entry of the proposed Final Judgment neither impairs nor assists the bringing of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act, 15 U.S.C. § 16(a), the proposed Final Judgment has no prima facie effect in any subsequent private lawsuit that may be brought against Defendants.

V. PROCEDURES AVAILABLE FOR MODIFICATION OF THE PROPOSED FINAL JUDGMENT

The United States and Defendants have stipulated that the proposed Final Judgment may be entered by the Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions

entry upon the Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least 60 days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person who wishes to comment should do so within 60 days of the date of publication of this Competitive Impact Statement in the Federal Register, or the last date of publication in a newspaper of the summary of this Competitive Impact Statement, whichever is later. All comments received during this period will be considered by the U.S. Department of Justice, which remains free to withdraw its consent to the proposed Final Judgment at any time before the Court's entry of the Final Judgment. The comments and the response of the United States will be filed with the Court. In addition, comments will be posted on the U.S. Department of Justice, Antitrust Division's internet website and, under certain circumstances, published in the *Federal Register*.

Written comments should be submitted to:

Katrina Rouse, Chief
Defense, Industrials, and Aerospace Section
Antitrust Division
U.S. Department of Justice
450 Fifth Street NW, Suite 8700
Washington, DC 20530

The proposed Final Judgment provides that the Court retains jurisdiction over this action, and the parties may apply to the Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI. ALTERNATIVES TO THE PROPOSED FINAL JUDGMENT

As an alternative to the proposed Final Judgment, the United States considered a

full trial on the merits against Defendants. The United States could have continued the litigation and sought preliminary and permanent injunctions against WMI's acquisition of ADS. The United States is satisfied, however, that the divestiture of assets described in the proposed Final Judgment will remedy the anticompetitive effects alleged in the Complaint, preserving competition for the provision of SCCW collection and MSW disposal in each of the geographic markets alleged in the Complaint. Thus, the proposed Final Judgment achieves all or substantially all of the relief the United States would have obtained through litigation, but avoids the time, expense, and uncertainty of a full trial on the merits of the Complaint.

VII. STANDARD OF REVIEW UNDER THE APPA FOR THE PROPOSED FINAL JUDGMENT

The Clayton Act, as amended by the APPA, requires that proposed consent judgments in antitrust cases brought by the United States be subject to a 60-day comment period, after which the Court shall determine whether entry of the proposed Final Judgment "is in the public interest." 15 U.S.C. § 16(e)(1). In making that determination, the Court, in accordance with the statute as amended in 2004, is required to consider:

(A) the competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration of relief sought, anticipated effects of alternative remedies actually considered, whether its terms are ambiguous, and any other competitive considerations bearing upon the adequacy of such judgment that the court deems necessary to a determination of whether the consent judgment is in the public interest; and

(B) the impact of entry of such judgment upon competition in the relevant market or markets, upon the public generally and individuals alleging specific injury from the violations set forth in the complaint including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. § 16(e)(1)(A) & (B). In considering these statutory factors, the Court’s inquiry is necessarily a limited one as the government is entitled to “broad discretion to settle with the defendant within the reaches of the public interest.” *United States v. Microsoft Corp.*, 56 F.3d 1448, 1461 (D.C. Cir. 1995); *United States v. U.S. Airways Grp., Inc.*, 38 F. Supp. 3d 69, 75 (D.D.C. 2014) (explaining that the “court’s inquiry is limited” in Tunney Act settlements); *United States v. InBev N.V./S.A.*, No. 08-1965 (JR), 2009 U.S. Dist. LEXIS 84787, at *3 (D.D.C. Aug. 11, 2009) (noting that a court’s review of a consent judgment is limited and only inquires “into whether the government’s determination that the proposed remedies will cure the antitrust violations alleged in the complaint was reasonable, and whether the mechanism to enforce the final judgment are clear and manageable”).

As the U.S. Court of Appeals for the District of Columbia Circuit has held, under the APPA a court considers, among other things, the relationship between the remedy secured and the specific allegations in the government’s complaint, whether the proposed Final Judgment is sufficiently clear, whether its enforcement mechanisms are sufficient, and whether it may positively harm third parties. *See Microsoft*, 56 F.3d at 1458–62. With respect to the adequacy of the relief secured by the proposed Final Judgment, a court may not “make de novo determination of facts and issues.” *United States v. W. Elec. Co.*, 993 F.2d 1572, 1577 (D.C. Cir. 1993) (quotation marks omitted); *see also Microsoft*, 56 F.3d at 1460–62; *United States v. Alcoa, Inc.*, 152 F. Supp. 2d 37, 40 (D.D.C. 2001); *United States v. Enova Corp.*, 107 F. Supp. 2d 10, 16 (D.D.C. 2000); *InBev*, 2009 U.S. Dist. LEXIS 84787, at *3. Instead, “[t]he balancing of competing social and political interests affected by a proposed antitrust consent decree must be left,

in the first instance, to the discretion of the Attorney General.” *W. Elec. Co.*, 993 F.2d at 1577 (quotation marks omitted). “The court should bear in mind the *flexibility* of the public interest inquiry: the court’s function is not to determine whether the resulting array of rights and liabilities is one that will *best* serve society, but only to confirm that the resulting settlement is within the *reaches* of the public interest.” *Microsoft*, 56 F.3d at 1460 (quotation marks omitted); *see also United States v. Deutsche Telekom AG*, No. 19-2232 (TJK), 2020 WL 1873555, at *7 (D.D.C. Apr. 14, 2020). More demanding requirements would “have enormous practical consequences for the government’s ability to negotiate future settlements,” contrary to congressional intent. *Id.* at 1456. “The Tunney Act was not intended to create a disincentive to the use of the consent decree.” *Id.*

The United States’ predictions about the efficacy of the remedy are to be afforded deference by the Court. *See, e.g., Microsoft*, 56 F.3d at 1461 (recognizing courts should give “due respect to the Justice Department’s . . . view of the nature of its case”); *United States v. Iron Mountain, Inc.*, 217 F. Supp. 3d 146, 152–53 (D.D.C. 2016) (“In evaluating objections to settlement agreements under the Tunney Act, a court must be mindful that [t]he government need not prove that the settlements will perfectly remedy the alleged antitrust harms[;] it need only provide a factual basis for concluding that the settlements are reasonably adequate remedies for the alleged harms.”) (internal citations omitted); *United States v. Republic Servs., Inc.*, 723 F. Supp. 2d 157, 160 (D.D.C. 2010) (noting “the deferential review to which the government’s proposed remedy is accorded”); *United States v. Archer-Daniels-Midland Co.*, 272 F. Supp. 2d 1, 6 (D.D.C. 2003) (“A district court must accord due respect to the government’s prediction as to the effect of

proposed remedies, its perception of the market structure, and its view of the nature of the case.”). The ultimate question is whether “the remedies [obtained by the Final Judgment are] so inconsonant with the allegations charged as to fall outside of the ‘reaches of the public interest.’” *Microsoft*, 56 F.3d at 1461 (quoting *W. Elec. Co.*, 900 F.2d at 309).

Moreover, the Court’s role under the APPA is limited to reviewing the remedy in relationship to the violations that the United States has alleged in its complaint, and does not authorize the Court to “construct [its] own hypothetical case and then evaluate the decree against that case.” *Microsoft*, 56 F.3d at 1459; see also *U.S. Airways*, 38 F. Supp. 3d at 75 (noting that the court must simply determine whether there is a factual foundation for the government’s decisions such that its conclusions regarding the proposed settlements are reasonable); *InBev*, 2009 U.S. Dist. LEXIS 84787, at *20 (“[T]he ‘public interest’ is not to be measured by comparing the violations alleged in the complaint against those the court believes could have, or even should have, been alleged”). Because the “court’s authority to review the decree depends entirely on the government’s exercising its prosecutorial discretion by bringing a case in the first place,” it follows that “the court is only authorized to review the decree itself,” and not to “effectively redraft the complaint” to inquire into other matters that the United States did not pursue. *Microsoft*, 56 F.3d at 1459–60.

In its 2004 amendments to the APPA, Congress made clear its intent to preserve the practical benefits of using consent judgments proposed by the United States in antitrust enforcement, Pub. L. 108-237 § 221, and added the unambiguous instruction that “[n]othing in this section shall be construed to require the court to conduct an evidentiary hearing or to require the court to permit anyone to intervene.” 15 U.S.C. § 16(e)(2); see

also U.S. Airways, 38 F. Supp. 3d at 76 (indicating that a court is not required to hold an evidentiary hearing or to permit intervenors as part of its review under the Tunney Act). This language explicitly wrote into the statute what Congress intended when it first enacted the Tunney Act in 1974. As Senator Tunney explained: “[t]he court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process.” 119 Cong. Rec. 24,598 (1973) (statement of Sen. Tunney). “A court can make its public interest determination based on the competitive impact statement and response to public comments alone.” *U.S. Airways*, 38 F. Supp. 3d at 76 (citing *Enova Corp.*, 107 F. Supp. 2d at 17).

VIII. DETERMINATIVE DOCUMENTS

There are no determinative materials or documents within the meaning of the APPA that were considered by the United States in formulating the proposed Final Judgment.

Dated: October 23, 2020

Respectfully submitted,

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**Appendix A: SCCW Geographic Markets and Number of Significant Competitors
Pre-Merger**

<u>Small Container Commercial Waste</u>			
Geographic Market		Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
1	Lee County, Alabama	Lee County, AL	3
2	Macon County, Alabama	Macon County, AL	2
3	Mobile, Alabama	City of Mobile, AL	3
4	Montgomery County, Alabama	Montgomery County, AL	3
5	Tuscaloosa, Alabama	City of Tuscaloosa, AL	3
6	Jacksonville, Florida	Duval, St. Johns, and Clay Counties, FL	3
7	Ocala, Florida	Marion and Citrus Counties, FL	3
8	Augusta, Georgia	Columbia and Richmond Counties, GA and Edgefield and Aiken Counties, SC	4
9	Rochester, Minnesota	City of Rochester, MN	3
10	St. Cloud, Minnesota	City of St. Cloud, MN	3
11	Calumet County, Wisconsin	Calumet County, WI	2
12	Clark, Wisconsin	Clark and Taylor Counties, WI	3
13	Dane County, Wisconsin	Dane County, WI	3
14	Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	2
15	Green Bay, Wisconsin	Brown and Outagamie Counties, WI	4
16	Green County, Wisconsin	Green County, WI	3
17	Green Lake, Wisconsin	Columbia, Green Lake, and Marquette Counties, WI	2
18	Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	4
19	Jackson County, Wisconsin	Jackson County, WI	3
20	Jefferson County, Wisconsin	Jefferson County, WI	3
21	Kenosha County, Wisconsin	Kenosha County, WI	2
22	Kewaunee County, Wisconsin	Kewaunee County, WI	2
23	Langlade, Wisconsin	Langlade, Lincoln, Oneida, and Shawano Counties, WI	2

Small Container Commercial Waste

	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
24	Manitowoc County, Wisconsin	Manitowoc County, WI	3
25	Mar-Oco, Wisconsin	Marinette and Oconto Counties, WI	3
26	Marathon, Wisconsin	Marathon, Portage, and Wood Counties, WI	3
27	Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	2
28	Price County, Wisconsin	Price County, WI	3
29	Rock County, Wisconsin	Rock County, WI	3
30	Sauk County, Wisconsin	Sauk County, WI	3
31	Walworth County, Wisconsin	Walworth County, WI	3
32	Waupaca, Wisconsin	Waupaca County, WI	4
33	Waushara, Wisconsin	Waushara and Winnebago Counties, WI	2

Appendix B: MSW Disposal Geographic Markets and Number of Significant Competitors Pre-Merger

<u>MSW Disposal</u>			
	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
1	East Central, Alabama	Lee and Macon Counties, AL	2
2	Mobile, Alabama	City of Mobile, AL	3
3	Phenix City, Alabama	Phenix City, AL	2
4	Ocala, Florida	Marion and Citrus Counties, FL	3
5	Atlanta, Georgia	Cherokee, Forsyth, Gwinnett, Fulton, Clayton, and Cobb Counties, GA	3
6	Kane County, Illinois	Kane County, IL	3
7	Lake County, Illinois	Lake County, IL	3
8	Northern Cook County, Illinois	Area west of Interstate 94 and north of Interstate 90 in Cook County, Illinois	4
9	Fort Wayne, Indiana	Allen, Kosciusko, and Whitley Counties, IN	3
10	Detroit, Michigan	Wayne, Macomb and Oakland Counties, MI	4
11	Bedford County, Pennsylvania	Bedford County, PA	2
12	Fayette County, Pennsylvania	Fayette and Greene Counties, PA	4
13	Indiana County, Pennsylvania	Clarion, Jefferson, and Indiana Counties, PA	3
14	Somerset County, Pennsylvania	Cambria and Somerset Counties, PA	2
15	State College, Pennsylvania	Centre and Clearfield Counties, PA	3
16	Dane County, Wisconsin	Dane County, WI	3
17	Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	2
18	Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	2
19	Greater Green Bay, Appleton, Oshkosh, Wisconsin	Brown, Outagamie, and Winnebago Counties, WI	2

MSW Disposal

	Geographic Market	Counties/Municipalities within Geographic Market	Number of Significant Competitors Pre-Merger
20	Greater Manitowoc, Wisconsin	Calumet, Kewaunee, and Manitowoc Counties, WI	2
21	Green County, Wisconsin	Green County, WI	3
22	Janesville, Wisconsin	Jefferson, Rock, and Walworth Counties, WI	3
23	Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	2
24	St. Croix, Wisconsin	Pierce and St. Croix Counties, WI	3

Appendix C: List of Retained Hauling Facilities

III. 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.

IV. 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.

V. Illinois

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

VI. Georgia

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

Appendix D: Areas for Which the Notice Provision in Paragraph XI(A) of the Proposed Final Judgment Applies

Geographic Market	Counties/Municipalities within Geographic Market	Relevant Service
East Central, Alabama	Lee and Macon Counties, AL	MSW Disposal
Lee County, Alabama	Lee County, AL	SCCW Collection
Macon County, Alabama	Macon County, AL	SCCW Collection
Mobile, Alabama	City of Mobile, AL	SCCW Collection and MSW Disposal
Montgomery County, Alabama	Montgomery County, AL	SCCW Collection
Phenix City, Alabama	Phenix City, AL	MSW Disposal
Tuscaloosa, Alabama	City of Tuscaloosa, AL	SCCW Collection
Jacksonville, Florida	Duval, St. Johns, and Clay Counties, FL	SCCW Collection
Ocala, Florida	Marion and Citrus Counties, FL	SCCW Collection and MSW Disposal
Atlanta, Georgia	Cherokee, Forsyth, Gwinnett, Fulton, Clayton, and Cobb Counties, GA	MSW Disposal
Augusta, Georgia	Columbia and Richmond Counties, GA and Edgefield and Aiken Counties, SC	SCCW Collection
Kane County, Illinois	Kane County, IL	MSW Disposal
Lake County, Illinois	Lake County, IL	MSW Disposal
Northern Cook County, Illinois	Area west of Interstate 94 and north of Interstate 90 in Cook County, Illinois	MSW Disposal
Fort Wayne, Indiana	Allen, Kosciusko, and Whitley Counties, IN	MSW Disposal
Detroit, Michigan	Wayne, Macomb and Oakland Counties, MI	MSW Disposal
Rochester, Minnesota	City of Rochester, MN	SCCW Collection
St. Cloud, Minnesota	City of St. Cloud, MN	SCCW Collection
State College, Pennsylvania	Centre and Clearfield Counties, PA	MSW Disposal
Indiana County, Pennsylvania	Clarion, Jefferson, and Indiana Counties, PA	MSW Disposal
Fayette County, Pennsylvania	Fayette and Greene Counties, PA	MSW Disposal
Somerset County, Pennsylvania	Cambria and Somerset Counties, PA	MSW Disposal
Bedford County, Pennsylvania	Bedford County, PA	MSW Disposal

Greater Green Bay, Appleton, Oshkosh, Wisconsin	Brown, Outagamie, and Winnebago Counties, WI	MSW Disposal
Calumet County, Wisconsin	Calumet County, WI	SCCW Collection
Clark, Wisconsin	Clark and Taylor Counties, WI	SCCW Collection
Dane County, Wisconsin	Dane County, WI	SCCW Collection and MSW Disposal
Eau Claire, Wisconsin	Chippewa and Eau Claire Counties, WI	SCCW Collection and MSW Disposal
Fond du Lac and Sheboygan, Wisconsin	Dodge, Fond du Lac, Ozaukee, Sheboygan, and Washington Counties, WI	SCCW Collection and MSW Disposal
Greater Manitowoc, Wisconsin	Calumet, Kewaunee, and Manitowoc Counties, WI	MSW Disposal
Green Bay, Wisconsin	Brown and Outagamie Counties, WI	SCCW Collection
Green County, Wisconsin	Green County, WI	SCCW Collection and MSW Disposal
Green Lake, Wisconsin	Columbia, Green Lake, and Marquette Counties, WI	SCCW Collection
Jackson County, Wisconsin	Jackson County, WI	SCCW Collection
Janesville, Wisconsin	Jefferson, Rock, and Walworth Counties, WI	MSW Disposal
Jefferson County, Wisconsin	Jefferson County, WI	SCCW Collection
Kenosha County, Wisconsin	Kenosha County, WI	SCCW Collection
Kewaunee County, Wisconsin	Kewaunee County, WI	SCCW Collection
Langlade, Wisconsin	Langlade, Lincoln, Oneida, and Shawano Counties, WI	SCCW Collection
Manitowoc County, Wisconsin	Manitowoc County, WI	SCCW Collection
Mar-Oco, Wisconsin	Marinette and Oconto Counties, WI	SCCW Collection
Marathon, Wisconsin	Marathon, Portage, and Wood Counties, WI	SCCW Collection
Milwaukee, Wisconsin	Milwaukee, Racine, and Waukesha Counties, WI	SCCW Collection and MSW Disposal
Price County, Wisconsin	Price County, WI	SCCW Collection
Rock County, Wisconsin	Rock County, WI	SCCW Collection
Sauk County, Wisconsin	Sauk County, WI	SCCW Collection
St. Croix, Wisconsin	Pierce and St. Croix Counties, WI	MSW Disposal
Walworth County, Wisconsin	Walworth County, WI	SCCW Collection
Waupaca, Wisconsin	Waupaca County, WI	SCCW Collection
Waushara, Wisconsin	Waushara and Winnebago Counties, WI	SCCW Collection