

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

<hr/>)	
UNITED STATES OF AMERICA,))	
STATE OF CALIFORNIA,))	
COMMONWEALTH OF KENTUCKY,))	
STATE OF MICHIGAN,))	
STATE OF NORTH CAROLINA,))	Civil Action No: 1:08-cv-2076-RWR
STATE OF OHIO,))	
COMMONWEALTH OF PENNSYLVANIA, and))	Judge: Richard W. Roberts
STATE OF TEXAS,))	
))	Description: Antitrust
))	
<i>Plaintiffs,</i>))	
))	
v.))	
))	
REPUBLIC SERVICES, INC., and))	
ALLIED WASTE INDUSTRIES, INC.,))	
))	
<i>Defendants.</i>))	
))	
<hr/>)	

**JOINT STATUS REPORT ON STEPS TAKEN FOLLOWING
FILING OF UNITED STATES RESPONSE TO PUBLIC COMMENTS**

**EXHIBIT B
(REDACTED)**

AFFIDAVIT OF BRIAN BALES

**Pursuant to Paragraph X(A) of the Proposed Final Judgment
in the Republic-Allied Merger. DOJ File No. 60-562111-0007**

State of Arizona)
) ss.
County of Maricopa)

I, Brian Bales, hereby do swear and affirm as follows:

1. I am the Executive Vice President for Business Development for Republic Services, Inc. ("Republic").

2. I am an officer of Republic and I have actual authority to make this affidavit on behalf of Republic.

3. I adopt the definitions of terms as they are set forth in the Proposed Final Judgment ("PFJ") in making this affidavit.

4. Pursuant to Paragraph X(A) of the PFJ, I summarize below the contacts that Republic has had in the last thirty (30) days with any party regarding the sale and possible purchase of any of the Divestiture Assets.

5. **Bay Area, California (Potrero Hills Landfill).** A contract by and among Republic, Waste Connections, Inc., Bay Landfills, Inc., and Potrero Hills Landfill, Inc. for the purchase of all issued and outstanding stock in Potrero Hills Landfill, Inc. was executed as of March 19, 2009. On April 21, 2009, the parties closed on the sale of Potrero Hills Landfill. Republic had numerous communications during the last thirty (30) days with representatives of Waste Connections, Inc. regarding the sale and possible purchase of the Potrero Hills Landfill. Those communications have been primarily with:

- a. Name: Rick Wojahn (Waste Connections)
- Address: 35 Iron Point Circle, Suite 200, Folsom, CA 95630
- Telephone: (916) 608-8200

6. **Cape Girardeau, Missouri and Fort Worth, Texas.** A contract between Republic and IESI Corporation for the sale of the Divestiture Assets in Cape Girardeau, Missouri and Fort Worth, Texas was executed as of March 5, 2009. On May 1, 2009, the parties closed on the sale of the Cape Girardeau and Fort Worth Divestiture Assets. Numerous communications related to that contract have been primarily with:

- a. Name: Jeff Peckham and Thomas Fowler (IESI (BFI Canada))
- Address: 2301 Eagle Parkway, Suite 200, Fort Worth, TX 76177
- Telephone: (817) 632-4000

There have been no additional contacts with other prospective Acquirers since my March 13, 2009 affidavit.

7. **Lexington, Kentucky.** Second-round bids for Divestiture Assets in Lexington, Kentucky were due on March 17, 2009. Republic has narrowed the prospective Acquirers of the Lexington Divestiture Assets to [REDACTED] Republic has had numerous communications related to these Assets during the last thirty (30) days, primarily with representatives of [REDACTED] The communications have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

8. **Northwest Indiana.** Second-round bids for Divestiture Assets in Northwest Indiana were due on March 17, 2009. Republic has narrowed the prospective Acquirers of the Northwest Indiana Divestiture Assets to [REDACTED] Republic has had numerous communications related to these Assets during the last thirty (30) days, primarily with representatives of [REDACTED] The communications have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

9. **Cleveland, OH.** Republic has narrowed the prospective Acquirers of the Cleveland Divestiture Assets to [REDACTED] Republic had numerous communications during the last thirty (30) days with representatives of [REDACTED] Those communications have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

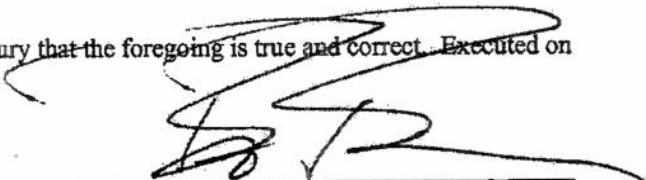
b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

10. **Philadelphia, Pennsylvania.** A contract between Republic and Covanta Energy Corporation for the sale of the Divestiture Assets in Philadelphia, Pennsylvania was executed as of February 27, 2009. On May 1, 2009, the parties closed on the sale of the Philadelphia, Pennsylvania Divestiture Assets. Communications related to that contract have been primarily with:

- a. Name: Deepak Gupta (Covanta Energy)
Address: 40 Lane Road, Fairfield, NJ 07007
Telephone: (973) 882-7334

There have been no contacts with other prospective Acquirers of the Philadelphia, Pennsylvania Divestiture Assets since my affidavit dated April 10, 2009.

I declare under penalty of perjury that the foregoing is true and correct. Executed on May 17, 2009.



Brian Bales
Executive Vice President of Business Development
Republic Services, Inc.

AFFIDAVIT OF BRIAN BALES

**Pursuant to Paragraph X(A) of the Proposed Final Judgment
in the Republic-Allied Merger. DOJ File No. 60-562111-0007**

State of Arizona)
)
County of Maricopa) ss.

I, Brian Bales, hereby do swear and affirm as follows:

1. I am the Executive Vice President for Business Development for Republic Services, Inc. ("Republic").

2. I am an officer of Republic and I have actual authority to make this affidavit on behalf of Republic.

3. I adopt the definitions of terms as they are set forth in the Proposed Final Judgment ("PFJ") in making this affidavit.

4. Pursuant to Paragraph X(A) of the PFJ, I summarize below the contacts that Republic has had in the last thirty (30) days with any party regarding the sale and possible purchase of any of the Divestiture Assets.

5. **Lexington, Kentucky.** Second-round bids for Divestiture Assets in Lexington, Kentucky were due on March 17, 2009. Republic has narrowed the prospective Acquirers of the Lexington Divestiture Assets to [REDACTED] Republic has had numerous communications related to these Assets during the last thirty (30) days with representatives of [REDACTED] These communications have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

6. **Northwest Indiana.** After narrowing the prospective acquirers for the Divestiture Assets in Northwest Indiana to [REDACTED] Republic has had numerous communications related to these Assets during the last thirty (30) days, primarily with representatives of [REDACTED] These communications have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

[REDACTED] Republic reached out to several other prospective Acquirers of the Divestiture Assets in Northwest Indiana. Republic has had the following contacts and communications during the last thirty (30) days regarding the sale and possible purchase of these Divestiture Assets:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

[REDACTED] is no longer interested in pursuing this transaction and thus will not participate in the re-marketing of these assets.

b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Kevin Walbridge of Republic spoke with [REDACTED] by telephone regarding the Northwest Indiana Divestiture Assets. [REDACTED] expressed interest in the Divestiture Assets and the desire to participate in the marketing and due diligence process. Additionally, Raul Rodriguez of Republic spoke with [REDACTED] to coordinate [REDACTED] involvement in the process. On June 9, 2009, Justin McGrory of Merrill Lynch sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

c. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Mr. Walbridge and Mr. Rodriguez spoke with [REDACTED] by telephone regarding the Northwest Indiana Divestiture Assets. [REDACTED] expressed interest in the Divestiture Assets and the desire to participate in the marketing and due diligence process. On June 9, 2009, Justin McGrory of Merrill Lynch sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

d. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Mr. Rodriguez spoke with [REDACTED] by telephone, who expressed interest in the Northwest Indiana Divestiture Assets and the desire to participate in the marketing and due diligence process. On June 9, 2009, Mr. McGrory sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

e. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Mr. Walbridge and Mr. Rodriguez spoke with [REDACTED] by telephone regarding the Northwest Indiana Divestiture Assets. [REDACTED] expressed interest in the Divestiture Assets and the desire to participate in the marketing and due diligence process. On June 5, 2009, Mr. McGrory sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

f. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Mr. Rodriguez spoke with [REDACTED] by telephone regarding the Northwest Indiana Divestiture Assets. [REDACTED] and [REDACTED] expressed interest in the Divestiture Assets and the desire to participate in the marketing and due diligence process. On June 5, 2009, Mr. McGrory sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

g. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Mr. Rodriguez spoke with [REDACTED] and [REDACTED] by telephone regarding the Northwest Indiana Divestiture Assets. [REDACTED] expressed interest in the Divestiture Assets and the desire to participate in the marketing and due diligence process. On June 9, 2009, Mr. McGrory sent a letter to [REDACTED] regarding the process and timing of the bidding on the Northwest Indiana Divestiture Assets.

7. **Cleveland, OH.** A contract between Republic and [REDACTED] for the sale of the Divestiture Assets in Cleveland, Ohio was executed as of May 13, 2009. Numerous communications related to that contract have been primarily with:

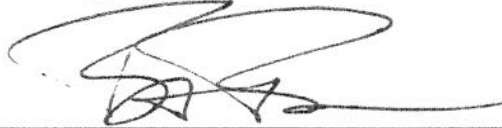
a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Additionally, until the Asset Purchase Agreement between Republic and [REDACTED] was executed, Republic had numerous communications with representatives of [REDACTED] regarding the Divestiture Assets in Cleveland, Ohio. Those communications that occurred within the last thirty (30) days have been primarily with:

b. Name:
Address:
Telephone:

[REDACTED]

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 11, 2009.



Brian Bales
Executive Vice President of Business Development
Republic Services, Inc.

AFFIDAVIT OF BRIAN BALES

**Pursuant to Paragraph X(A) of the Proposed Final Judgment
in the Republic-Allied Merger. DOJ File No. 60-562111-0007**

State of Arizona)
)
County of Maricopa) ss.

I, Brian Bales, hereby do swear and affirm as follows:

1. I am the Executive Vice President for Business Development for Republic Services, Inc. ("Republic").
2. I am an officer of Republic and I have actual authority to make this affidavit on behalf of Republic.
3. I adopt the definitions of terms as they are set forth in the Proposed Final Judgment ("PFJ") in making this affidavit.
4. Pursuant to Paragraph X(A) of the PFJ, I summarize below the contacts that Republic has had in the last thirty (30) days with any party regarding the sale and possible purchase of any of the Divestiture Assets.
5. **Lexington, Kentucky.** Republic has selected [REDACTED] to acquire the Lexington Divestiture Assets. Republic has had numerous communications with [REDACTED] during the last thirty (30) days relating to the terms an Asset Purchase Agreement ("APA"). The APA was finalized and executed as of June 30, 2009. The communications have been primarily with:
 - a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]
6. **Northwest Indiana.** Republic received written proposals to purchase the Divestiture Assets in Northwest Indiana during the last thirty (30) days from [REDACTED]. Republic has had numerous communications during the last thirty (30) days with representatives of [REDACTED] related to the purchase of these Assets, and is continuing to negotiate with [REDACTED]. Communications with these companies have been primarily with:
 - a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]
 - b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

c. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

Contacts at [REDACTED] have been with:

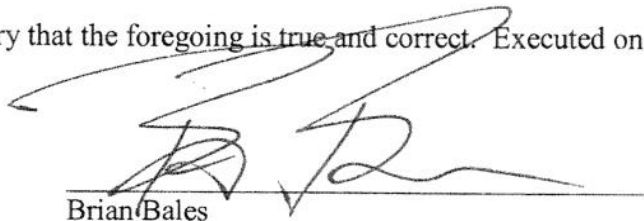
a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

b. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

7. **Cleveland, OH.** Republic has had numerous communications during the last thirty (30) days with representatives of [REDACTED] in connection with State of Ohio regulatory issues. These contacts have been primarily with:

a. Name: [REDACTED]
Address: [REDACTED]
Telephone: [REDACTED]

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 14, 2009.



Brian Bales
Executive Vice President of Business Development
Republic Services, Inc.