

REPUBLIC SERVICES INC

Form 10-Q

May 05, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.**

For the quarterly period ended March 31, 2008

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 1-14267**

**REPUBLIC SERVICES, INC.**

*(Exact name of registrant as specified in its charter)*

**DELAWARE**

*(State or other jurisdiction of  
incorporation or organization)*

**65-0716904**

*(IRS Employer  
Identification No.)*

**110 S.E. 6TH STREET, 28TH FLOOR  
FT. LAUDERDALE, FLORIDA**

*(Address of principal executive offices)*

**33301**

*(Zip code)*

Registrant's telephone number, including area code: **(954) 769-2400**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting  
company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes ☐ No ☒

On April 25, 2008, the registrant had outstanding 181,917,530 shares of Common Stock, par value \$.01 per share (excluding treasury shares of 14,483,511).

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**REPUBLIC SERVICES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in millions, except share data)

|                                                                                                                                                             | <b>March 31,<br/>2008<br/>(Unaudited)</b> | <b>December<br/>31,<br/>2007</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|
| <b>ASSETS</b>                                                                                                                                               |                                           |                                  |
| CURRENT ASSETS:                                                                                                                                             |                                           |                                  |
| Cash and cash equivalents                                                                                                                                   | \$ 50.4                                   | \$ 21.8                          |
| Accounts receivable, less allowance for doubtful accounts of \$14.0 and \$14.7, respectively                                                                | 306.7                                     | 298.2                            |
| Prepaid expenses and other current assets                                                                                                                   | 72.9                                      | 68.5                             |
| Deferred tax assets                                                                                                                                         | 26.0                                      | 25.3                             |
| Total Current Assets                                                                                                                                        | 456.0                                     | 413.8                            |
| RESTRICTED CASH                                                                                                                                             | 190.0                                     | 165.0                            |
| PROPERTY AND EQUIPMENT, NET                                                                                                                                 | 2,149.2                                   | 2,164.3                          |
| GOODWILL, NET                                                                                                                                               | 1,555.4                                   | 1,555.7                          |
| INTANGIBLE ASSETS, NET                                                                                                                                      | 32.1                                      | 26.5                             |
| OTHER ASSETS                                                                                                                                                | 151.7                                     | 142.5                            |
|                                                                                                                                                             | \$ 4,534.4                                | \$ 4,467.8                       |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                 |                                           |                                  |
| CURRENT LIABILITIES:                                                                                                                                        |                                           |                                  |
| Accounts payable                                                                                                                                            | \$ 120.9                                  | \$ 160.8                         |
| Accrued liabilities                                                                                                                                         | 169.5                                     | 201.2                            |
| Deferred revenue                                                                                                                                            | 124.2                                     | 121.9                            |
| Notes payable and current maturities of long-term debt                                                                                                      | 2.3                                       | 2.3                              |
| Other current liabilities                                                                                                                                   | 155.2                                     | 142.5                            |
| Total Current Liabilities                                                                                                                                   | 572.1                                     | 628.7                            |
| LONG-TERM DEBT, NET OF CURRENT MATURITIES                                                                                                                   | 1,693.0                                   | 1,565.5                          |
| ACCRUED LANDFILL AND ENVIRONMENTAL COSTS                                                                                                                    | 300.3                                     | 279.2                            |
| DEFERRED INCOME TAXES AND OTHER LONG-TERM TAX LIABILITIES                                                                                                   | 500.8                                     | 489.4                            |
| OTHER LIABILITIES                                                                                                                                           | 204.2                                     | 201.2                            |
| COMMITMENTS AND CONTINGENCIES                                                                                                                               |                                           |                                  |
| STOCKHOLDERS' EQUITY:                                                                                                                                       |                                           |                                  |
| Preferred stock, par value \$.01 per share; 50,000,000 shares authorized; none issued                                                                       |                                           |                                  |
| Common stock, par value \$.01 per share; 750,000,000 shares authorized; 196,250,406 and 195,761,969 issued, including shares held in treasury, respectively | 2.0                                       | 2.0                              |
| Additional paid-in capital                                                                                                                                  | 49.8                                      | 38.7                             |

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|                                                                          |            |            |
|--------------------------------------------------------------------------|------------|------------|
| Retained earnings                                                        | 1,617.3    | 1,572.3    |
| Treasury stock, at cost (13,578,098 and 10,338,970 shares, respectively) | (416.1)    | (318.3)    |
| Accumulated other comprehensive income, net of tax                       | 11.0       | 9.1        |
| Total Stockholders' Equity                                               | 1,264.0    | 1,303.8    |
|                                                                          | \$ 4,534.4 | \$ 4,467.8 |

The accompanying notes are an integral part of these statements.

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**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(in millions, except per share data)

|                                                                     | <b>Three Months Ended<br/>March 31,</b> |             |
|---------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                     | <b>2008</b>                             | <b>2007</b> |
| REVENUE                                                             | \$ 779.2                                | \$ 765.6    |
| EXPENSES:                                                           |                                         |             |
| Cost of operations                                                  | 476.5                                   | 488.4       |
| Depreciation, amortization and depletion                            | 73.4                                    | 79.0        |
| Accretion                                                           | 4.4                                     | 4.1         |
| Selling, general and administrative                                 | 82.7                                    | 79.4        |
| OPERATING INCOME                                                    | 142.2                                   | 114.7       |
| INTEREST EXPENSE                                                    | (21.4)                                  | (24.0)      |
| INTEREST INCOME                                                     | 2.8                                     | 3.3         |
| OTHER INCOME (EXPENSE), NET                                         | .2                                      | .4          |
| INCOME BEFORE INCOME TAXES                                          | 123.8                                   | 94.4        |
| PROVISION FOR INCOME TAXES                                          | 47.7                                    | 40.5        |
| NET INCOME                                                          | \$ 76.1                                 | \$ 53.9     |
| BASIC EARNINGS PER SHARE                                            | \$ .41                                  | \$ .28      |
| WEIGHTED AVERAGE COMMON SHARES OUTSTANDING                          | 183.4                                   | 193.7       |
| DILUTED EARNINGS PER SHARE                                          | \$ .41                                  | \$ .28      |
| WEIGHTED AVERAGE COMMON AND COMMON EQUIVALENT SHARES<br>OUTSTANDING | 185.1                                   | 195.6       |
| CASH DIVIDENDS DECLARED PER COMMON SHARE                            | \$ .1700                                | \$ .1067    |

The accompanying notes are an integral part of these statements.

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**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**  
**AND COMPREHENSIVE INCOME**  
(in millions)

|                                                                    | <b>Common</b>  |              | <b>Additional</b> |                 | <b>Accumulated</b> |                      |                      |
|--------------------------------------------------------------------|----------------|--------------|-------------------|-----------------|--------------------|----------------------|----------------------|
|                                                                    | <b>Shares,</b> | <b>Par</b>   | <b>Paid-In</b>    | <b>Retained</b> | <b>Treasur</b>     | <b>Other</b>         | <b>Comprehensive</b> |
|                                                                    | <b>Net</b>     | <b>Value</b> | <b>Capital</b>    | <b>Earnings</b> | <b>Stock</b>       | <b>Comprehensive</b> | <b>Income</b>        |
| BALANCE AT DECEMBER 31, 2007                                       | 185.4          | \$ 2.0       | \$ 38.7           | \$ 1,572.3      | \$ (318.3)         | \$ 9.1               |                      |
| Net income                                                         |                |              |                   | 76.1            |                    |                      | \$ 76.1              |
| Cash dividends declared                                            |                |              |                   | (31.1)          |                    |                      |                      |
| Issuances of common stock                                          | .4             |              | 7.2               |                 |                    |                      |                      |
| Issuances of restricted stock and deferred stock units             | .1             |              |                   |                 |                    |                      |                      |
| Compensation expense for stock options                             |                |              | 1.9               |                 |                    |                      |                      |
| Compensation expense for restricted stock and deferred stock units |                |              | 2.0               |                 |                    |                      |                      |
| Purchases of common stock for treasury                             | (3.2)          |              |                   |                 | (97.8)             |                      |                      |
| Changes in value of derivative instruments, net of tax             |                |              |                   |                 |                    | 1.9                  | 1.9                  |
| Total comprehensive income                                         |                |              |                   |                 |                    |                      | \$ 78.0              |
| BALANCE AT MARCH 31, 2008                                          | 182.7          | \$ 2.0       | \$ 49.8           | \$ 1,617.3      | \$ (416.1)         | \$ 11.0              |                      |

The accompanying notes are an integral part of this statement.

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**REPUBLIC SERVICES, INC.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)

|                                                                                                | <b>Three Months Ended<br/>March 31,</b> |             |
|------------------------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                                | <b>2008</b>                             | <b>2007</b> |
| <b>CASH PROVIDED BY OPERATING ACTIVITIES:</b>                                                  |                                         |             |
| Net income                                                                                     | \$ 76.1                                 | \$ 53.9     |
| Adjustments to reconcile net income to net cash provided by operating activities:              |                                         |             |
| Depreciation and amortization of property and equipment                                        | 48.1                                    | 46.9        |
| Landfill depletion and amortization                                                            | 23.7                                    | 30.2        |
| Amortization of intangible and other assets                                                    | 1.6                                     | 1.9         |
| Accretion                                                                                      | 4.4                                     | 4.1         |
| Restricted stock and deferred stock unit compensation expense                                  | 2.0                                     | 1.6         |
| Stock option compensation expense                                                              | 1.9                                     | 1.5         |
| Deferred income tax provision                                                                  | 9.5                                     | 2.9         |
| Provision for doubtful accounts                                                                | 1.2                                     | 1.1         |
| Income tax benefit from stock option exercises                                                 | .7                                      | 4.3         |
| Other non-cash items                                                                           | .5                                      | 4.8         |
| Changes in assets and liabilities, net of effects from business acquisitions and dispositions: |                                         |             |
| Accounts receivable                                                                            | (8.9)                                   | (5.0)       |
| Prepaid expenses and other assets                                                              | (6.9)                                   | (3.9)       |
| Accounts payable and accrued liabilities                                                       | (37.8)                                  | (53.8)      |
| Federal income taxes payable                                                                   | 33.6                                    | 25.6        |
| Deferred revenue and other liabilities                                                         | (1.7)                                   | 23.1        |
|                                                                                                | 148.0                                   | 139.2       |
| <b>CASH USED IN INVESTING ACTIVITIES:</b>                                                      |                                         |             |
| Purchases of property and equipment                                                            | (81.6)                                  | (84.1)      |
| Proceeds from sales of property and equipment                                                  | 1.0                                     | 1.0         |
| Cash used in business acquisitions, net of cash acquired                                       | (11.7)                                  |             |
| Cash proceeds from business dispositions, net of cash disposed                                 |                                         | .3          |
| Change in restricted cash                                                                      | (25.0)                                  | 11.3        |
|                                                                                                | (117.3)                                 | (71.5)      |
| <b>CASH USED IN FINANCING ACTIVITIES:</b>                                                      |                                         |             |
| Proceeds from notes payable and long-term debt                                                 | 122.0                                   | 55.0        |
| Payments of notes payable and long-term debt                                                   | (1.2)                                   | (51.4)      |
| Issuances of common stock                                                                      | 5.3                                     | 10.7        |
| Excess income tax benefit from stock option exercises                                          | 1.2                                     | .7          |
| Purchases of common stock for treasury                                                         | (97.8)                                  | (70.7)      |
| Cash dividends paid                                                                            | (31.6)                                  | (20.8)      |
|                                                                                                | (2.1)                                   | (76.5)      |



|                                                  |         |         |
|--------------------------------------------------|---------|---------|
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 28.6    | (8.8)   |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 21.8    | 29.1    |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD       | \$ 50.4 | \$ 20.3 |

The accompanying notes are an integral part of these statements.

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**REPUBLIC SERVICES, INC.**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(All tables in millions, except per share data)**

**1. BASIS OF PRESENTATION**

Republic Services, Inc. (together with its subsidiaries, the Company) is a leading provider of non-hazardous solid waste collection and disposal services in the United States.

The accompanying Unaudited Condensed Consolidated Financial Statements include the accounts of the Company and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. All significant intercompany accounts and transactions have been eliminated. Certain information related to the Company's organization, significant accounting policies and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. In the opinion of management, these Unaudited Condensed Consolidated Financial Statements reflect all material adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and the results of operations for the periods presented, and the disclosures herein are adequate to make the information presented not misleading. Operating results for interim periods are not necessarily indicative of the results that can be expected for a full year. These interim financial statements should be read in conjunction with the Company's audited Consolidated Financial Statements and notes thereto appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

The Unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles and necessarily include amounts based on estimates and assumptions made by management. Actual results could differ from these amounts. Significant items subject to such estimates and assumptions include the depletion and amortization of landfill development costs, liabilities for final capping, closure and post-closure costs, valuation allowances for accounts receivable and deferred tax assets, liabilities for potential litigation, claims and assessments, and liabilities for environmental remediation, deferred taxes, uncertain tax positions and self-insurance.

Certain amounts in the 2007 Unaudited Condensed Financial Statements have been reclassified to conform to the 2008 presentation.

**New Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 was effective for the Company beginning January 1, 2008. The adoption of SFAS 157 had no impact on the Company's financial position, results of operations or cash flows as its historical method of obtaining the fair values of its derivative instruments is acceptable under SFAS 157.

In February 2007, the Financial Accounting Standards Board issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159), which permits companies to choose to measure many financial instruments and certain other items at fair value. This statement also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 was effective for the Company beginning January 1, 2008. The adoption of SFAS 159 had no impact on the Company's Consolidated Financial Statements.

In December 2007, the Financial Accounting Standards Board issued Statement No. 141 (revised 2007), Business Combinations (SFAS 141(R)). This statement carries forward the existing requirement to account for all business combinations using the acquisition method of accounting. However, among other things, SFAS 141(R) requires acquisition-date fair value measurement of assets acquired, liabilities assumed, consideration paid and contingent consideration agreed to. Remeasurement of contingent consideration subsequent to the acquisition date is recognized in the income statement. Additionally, transaction costs and expected restructuring costs are also required to be recognized as expenses in the income statement.

SFAS 141(R) is required to be applied prospectively, and will be effective for businesses acquired by the Company on or after January 1, 2009. The impact of adoption of this statement on the Company's Consolidated Financial

Statements is dependent on the nature and volume of future acquisitions, and, therefore, cannot be determined at this time.

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In March 2008, the Financial Accounting Standards Board issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133 (SFAS 161), which requires companies to provide enhanced disclosures regarding derivative instruments and hedging activities. It requires companies to better convey the purpose of derivative use in terms of the risks that such company is intending to manage. Disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133) and its related interpretations, and (c) how derivative instruments and related hedged items affect a company's financial position, results of operations, and cash flows are required. This Statement retains the same scope as SFAS 133 and will be effective for the Company beginning January 1, 2009. As SFAS 161 relates specifically to disclosures, the adoption will have no impact on the Company's financial position, results of operations or cash flows.

**2. LANDFILL AND ENVIRONMENTAL COSTS****Accrued Landfill and Environmental Costs**

A summary of landfill and environmental liabilities is as follows:

|                                                               | <b>March<br/>31,<br/>2008</b> | <b>December<br/>31,<br/>2007</b> |
|---------------------------------------------------------------|-------------------------------|----------------------------------|
| Landfill final capping, closure and post-closure liabilities  | \$ 284.7                      | \$ 277.7                         |
| Remediation                                                   | 58.6                          | 67.5                             |
|                                                               | 343.3                         | 345.2                            |
| Less: Current portion (included in other current liabilities) | (43.0)                        | (66.0)                           |
| Long-term portion                                             | \$ 300.3                      | \$ 279.2                         |

**Life Cycle Accounting**

The Company uses life cycle accounting and the units-of-consumption method to recognize certain landfill costs over the life of the site. In life cycle accounting, all costs to acquire and construct a site are capitalized, and charged to expense based on the consumption of cubic yards of available airspace. Costs and airspace estimates are developed at least annually by engineers. These estimates are used by the Company's operating and accounting personnel to adjust the Company's rates used to expense capitalized costs. Changes in these estimates primarily relate to changes in costs, timing of payments, available airspace, inflation and applicable regulations. Changes in available airspace include changes in engineering estimates, changes in design and changes due to the addition of airspace lying in probable expansion areas.

**Total Available Disposal Capacity**

As of March 31, 2008, the Company owned or operated 58 solid waste landfills with total available disposal capacity of approximately 1.7 billion in-place cubic yards. Total available disposal capacity represents the sum of estimated permitted airspace plus an estimate of expansion airspace that the Company believes has a probable likelihood of ultimately being permitted.

**Probable Expansion Airspace**

Before airspace included in an expansion area is determined to be probable expansion airspace and, therefore, is included in the Company's calculation of total available disposal capacity, the following criteria must be met:

1. The land associated with the expansion airspace is either owned by the Company or is controlled by the Company pursuant to an option agreement;
2. The Company is committed to supporting the expansion project financially and with appropriate resources;

3. There are no identified fatal flaws or impediments associated with the project, including political impediments;
4. Progress is being made on the project;
5. The expansion is attainable within a reasonable time frame; and

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6. The Company believes it is likely the expansion permit will be received.

Upon meeting the Company's expansion criteria, the rates used at each applicable landfill to expense costs to acquire, construct, cap, close and maintain a site during the post-closure period are adjusted to include probable expansion airspace and all additional costs to be capitalized or accrued associated with the expansion airspace.

The Company has identified three steps that landfills generally follow to obtain expansion permits. These steps are as follows:

1. Obtaining approval from local authorities;
2. Submitting a permit application to state authorities; and
3. Obtaining permit approval from state authorities.

Once a landfill meets the Company's expansion criteria, management continuously monitors each site's progress in obtaining its expansion permit. If at any point it is determined that an expansion area no longer meets the required criteria, the probable expansion airspace is removed from the landfill's total available capacity, and the rates used at the landfill to expense costs to acquire, construct, cap, close and maintain a site during the post-closure period are adjusted accordingly.

### **Capitalized Landfill Costs**

Capitalized landfill costs include expenditures for land, permitting costs, cell construction costs and environmental structures. Capitalized permitting and cell construction costs are limited to direct costs relating to these activities, including legal, engineering and construction costs associated with excavation, natural and synthetic liners, construction of leachate collection systems, installation of methane gas collection and monitoring systems, installation of groundwater monitoring wells and other costs associated with the development of the site. Interest is capitalized on landfill construction projects while the assets are undergoing activities to ready them for their intended use. Capitalized landfill costs also include final capping, closure and post-closure assets accrued in accordance with Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations (SFAS 143), as discussed below.

Costs related to acquiring land, excluding the estimated residual value of unpermitted, non-buffer land, and costs related to permitting and cell construction are depleted as airspace is consumed using the units-of-consumption method.

Capitalized landfill costs may also include an allocation of purchase price paid for landfills. For landfills purchased as part of a group of assets, the purchase price assigned to the landfill is determined based on the discounted future expected cash flows of the landfill relative to the other assets within the acquired group. If the landfill meets the Company's expansion criteria, the purchase price is further allocated between permitted airspace and expansion airspace based on the ratio of permitted versus probable expansion airspace to total available airspace. Landfill purchase price is amortized using the units-of-consumption method over the total available airspace including probable expansion airspace where appropriate.

### **Final Capping, Closure and Post-Closure Costs**

The Company accounts for final capping, closure and post-closure in accordance with SFAS 143.

The Company has future obligations for final capping, closure and post-closure costs with respect to the landfills it owns or operates as set forth in applicable landfill permits. Final capping, closure and post-closure costs include estimated costs to be incurred for final capping and closure of landfills and estimated costs for providing required post-closure monitoring and maintenance of landfills. The permit requirements are based on the Subtitle C and Subtitle D regulations of the Resource Conservation and Recovery Act (RCRA), as implemented and applied on a state-by-state basis. Obligations associated with monitoring and controlling methane gas migration and emissions are set forth in applicable landfill permits and these requirements are based on the provisions of the Clean Air Act of 1970, as amended. Final capping typically includes installing flexible membrane and geosynthetic clay liners, drainage and compact soil layers, and topsoil, and is constructed over an area of the landfill where total airspace capacity has been consumed and waste disposal operations have ceased. These final capping activities occur as needed throughout the operating life of a landfill. Closure and post-closure activities occur after the entire landfill ceases to accept waste and closes. These activities involve methane gas control, leachate management and groundwater

monitoring, surface water monitoring and control, and other operational and maintenance activities that occur after the site ceases to accept waste. The post-closure period generally runs for up to 30 years after final

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site closure for municipal solid waste landfills and a shorter period for construction and demolition landfills and inert landfills.

Estimates of future expenditures for final capping, closure and post-closure are developed at least annually by engineers. These estimates are reviewed by management and are used by the Company's operating and accounting personnel to adjust the rates used to capitalize and amortize these costs. These estimates involve projections of costs that will be incurred during the remaining life of the landfill for final capping activities, after the landfill ceases operations and during the legally required post-closure monitoring period. Additionally, the Company currently retains post-closure responsibility for several closed landfills.

Under SFAS 143, a liability for an asset retirement obligation must be recognized in the period in which it is incurred and should be initially measured at fair value. Absent quoted market prices, the estimate of fair value should be based on the best available information, including the results of present value techniques in accordance with Statement of Financial Accounting Concepts No. 7, "Using Cash Flow and Present Value in Accounting Measurements" (SFAC 7). The offset to the liability must be capitalized as part of the carrying amount of the related long-lived asset. Changes in the liabilities due to the passage of time are recognized as operating items in the income statement and are referred to as accretion expense. Changes in the liabilities due to revisions to estimated future cash flows are recognized by increasing or decreasing the liabilities with the offsets adjusting the carrying amounts of the related long-lived assets, and may also require immediate adjustments to amortization expense in the income statement.

In applying the provisions of SFAS 143, the Company has concluded that a landfill's asset retirement obligation includes estimates of all costs related to final capping, closure and post-closure. Costs associated with a landfill's daily maintenance activities during the operating life of the landfill, such as leachate disposal, groundwater and gas monitoring, and other pollution control activities, are charged to expense as incurred. In addition, costs historically accounted for as capital expenditures during the operating life of a landfill, such as cell development costs, are capitalized when incurred, and charged to expense using life cycle accounting and the units-of-consumption method based on the consumption of cubic yards of available airspace.

The Company defines final capping as activities required to permanently cover a portion of a landfill that has been completely filled with waste. Final capping occurs in phases as needed throughout the operating life of a landfill as specific areas are filled to capacity and the final elevation for that specific area is reached in accordance with the provisions of the operating permit. The Company considers final capping events to be discrete activities that are recognized as asset retirement obligations separately from other closure and post-closure obligations. These capping events generally occur during the operating life of a landfill and can be associated with waste actually placed under an area to be capped. As a result, the Company uses a separate rate per ton for recognizing the principal amount of the liability and related asset associated with each capping event. The Company amortizes the asset recorded pursuant to this approach as waste volume equivalent to the capacity covered by the capping event is placed into the landfill based on the consumption of cubic yards of available airspace covered by the capping event.

The Company recognizes asset retirement obligations and the related amortization expense for closure and post-closure (excluding obligations for final capping) using the units-of-consumption method over the total remaining capacity of the landfill. The total remaining capacity includes probable expansion airspace.

In general, the Company engages third parties to perform most of its final capping, closure and post-closure activities. Accordingly, the fair market value of these obligations is based on quoted and actual prices paid for similar work. The Company does intend to perform some of its final capping, closure and post-closure obligations using internal resources. Where internal resources are expected to be used to fulfill an asset retirement obligation, the Company has added a profit margin onto the estimated cost of such services to better reflect their fair market value as required by SFAS 143. These services primarily relate to managing construction activities during final capping and maintenance activities during closure and post-closure. If the Company does perform these services internally, the added profit margin would be recognized as a component of operating income in the period the obligation is settled.

SFAC 7 states that an estimate of fair value should include the price that marketplace participants are able to receive for bearing the uncertainties in cash flows. However, when utilizing discounted cash flow techniques, reliable estimates of market premiums may not be obtainable. In this situation, SFAC 7 indicates that it is not necessary to consider a market risk premium in the determination of expected cash flows. While the cost of asset retirement



obligations associated with final capping, closure and post-closure can be quantified and estimated, there is not an active market that can be utilized to determine the fair value of these activities. In the case of the waste industry, no market exists for selling the responsibility for

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final capping, closure and post-closure independent of selling the landfill in its entirety. Accordingly, the Company believes that it is not possible to develop a methodology to reliably estimate a market risk premium and has excluded a market risk premium from its determination of expected cash flow for landfill asset retirement obligations in accordance with SFAC 7.

The Company's estimates of costs to discharge asset retirement obligations for landfills are developed in today's dollars. These costs are inflated each year to reflect a normal escalation of prices up to the year they are expected to be paid. The Company uses a 2.5% inflation rate, which is based on the ten-year historical moving average increase of the U.S. Consumer Price Index and is the rate used by most waste industry participants.

These estimated costs are then discounted to their present value using a credit-adjusted, risk-free rate. The Company's credit-adjusted, risk-free rates for liability recognition were determined to be 6.5% and 6.4% for the three months ended March 31, 2008 and 2007, respectively, based on the estimated all-in yield the Company believes it would need to offer to sell thirty-year debt in the public market. Changes in asset retirement obligations due to the passage of time are measured by recognizing accretion expense in a manner that results in a constant effective interest rate being applied to the average carrying amount of the liability. The effective interest rate used to calculate accretion expense is the Company's credit-adjusted, risk-free rate in effect at the time the liabilities were recorded.

In accordance with SFAS 143, changes due to revision of the estimates of the amount or timing of the original undiscounted cash flows used to record a liability are recognized by increasing or decreasing the carrying amount of the asset retirement obligation liability and the carrying amount of the related asset. Upward revisions in the amount of undiscounted estimated cash flows used to record a liability must be discounted using the credit-adjusted, risk-free rate in effect at the time of the change. Downward revisions in the amount of undiscounted estimated cash flows used to record a liability must be discounted using the credit-adjusted, risk-free rate that existed when the original liability was recognized.

The Company reviews its calculations with respect to landfill asset retirement obligations at least annually. If there is a significant change in the facts and circumstances related to a landfill during the year, the Company will review its calculations for the landfill as soon as practical after the significant change has occurred. During the three months ended March 31, 2007, the Company reviewed its landfill retirement obligations for certain of its landfills and recorded an increase of \$5.0 million in amortization expense. The Company conducts its annual reviews of its landfill asset retirement obligations during the fourth quarter of each year.

The following table summarizes the activity in the Company's asset retirement obligation liabilities, which include liabilities for final capping, closure and post-closure, for the three months ended March 31, 2008 and 2007:

|                                                               | <b>Three Months<br/>Ended March 31,</b> |             |
|---------------------------------------------------------------|-----------------------------------------|-------------|
|                                                               | <b>2008</b>                             | <b>2007</b> |
| Asset retirement obligation liability, beginning of year      | \$ 277.7                                | \$ 257.6    |
| Non-cash asset additions                                      | 4.4                                     | 4.5         |
| Revisions in estimates of future cash flows                   |                                         | 5.6         |
| Amounts settled during the period                             | (1.8)                                   | (2.1)       |
| Accretion expense                                             | 4.4                                     | 4.1         |
| Asset retirement obligation liability, end of period          | 284.7                                   | 269.7       |
| Less: Current portion (included in other current liabilities) | (22.1)                                  | (26.9)      |
| Long-term portion                                             | \$ 262.6                                | \$ 242.8    |

The fair value of assets that are legally restricted for purposes of settling final capping, closure and post-closure obligations was \$10.3 million at March 31, 2008 and is included in restricted cash in the Company's Unaudited Condensed Consolidated Balance Sheets.

**Remediation**

The Company accrues for remediation costs when they become probable and can be reasonably estimated. Remediation costs are estimated by engineers. These estimates do not take into account discounts for the present value of total estimated costs. Management believes that the amounts accrued for remediation costs are adequate. However, a significant increase in the estimated costs for remediation could have a material adverse effect on the Company's financial position, results of operations or cash flows.

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During the three months ended March 31, 2007, the Company recorded a pre-tax charge of \$22.0 million (\$13.5 million, or \$.07 per diluted share, net of tax), of which \$19.9 million was recorded for remediation costs related to estimated costs the Company believed would be required to comply with Final Findings and Orders ( F&Os ) issued by the Ohio Environmental Protection Agency ( OEPA ) in response to environmental conditions at the Company's Countywide Recycling and Disposal Facility ( Countywide ) in East Sparta, Ohio. The remaining \$2.1 million of the pre-tax charge consisted of landfill amortization expense related to changes in estimates and assumptions concerning the cost and timing of future final capping, closure and post-closure activities in accordance with SFAS 143.

The Company has complied with and will continue to comply with the F&Os. However, even though indications existed that the reaction had begun to subside, the Company nevertheless agreed with the OEPA to take certain additional remedial actions at Countywide. Consequently, during the three months ended September 30, 2007, the Company recorded an additional pre-tax charge of \$23.3 million charge (\$14.4 million, or \$.08 per diluted share, net of tax).

Republic Services of Ohio II, LLC ( Republic-Ohio ), an Ohio limited liability company and wholly owned subsidiary of the Company, has also entered into an Agreed Order on Consent ( AOC ) with the U.S. EPA requiring the reimbursement of costs incurred by the U.S. EPA and requiring Republic-Ohio to (a) design and install a temperature and gas monitoring system, (b) design and install a composite cap or cover, and (c) develop and implement an air monitoring program. The AOC became effective on April 17, 2008 and Republic-Ohio is complying with the terms of the AOC. The costs associated with these activities are either already contemplated in the Company's cost estimates or are not, at this time, expected to result in material incremental costs.

While the Company is vigorously pursuing financial contributions from third parties for its costs to comply with the F&Os and the additional remedial actions, the Company has not recorded any receivables for potential recoveries.

The majority of the remediation liability remaining as of March 31, 2008 of \$18.8 million is expected to be paid during the remainder of 2008. It is reasonably possible that the Company will need to adjust the charges noted above to reflect the effects of new or additional information, to the extent that such information impacts the costs, timing or duration of the required actions. Future changes in the Company's estimates of the costs, timing or duration of the required actions could have a material adverse effect on the Company's financial position, results of operations or cash flows.

No other significant amounts were charged to income for remediation costs during the three months ended March 31, 2008 and 2007.

**Environmental Operating Costs**

In the normal course of business, the Company incurs various operating costs associated with environmental compliance. These costs include, among other things, leachate treatment and disposal, methane gas and groundwater monitoring and systems maintenance, interim cap maintenance, costs associated with the application of daily cover materials, and the legal and administrative costs of ongoing environmental compliance.

**3. PROPERTY AND EQUIPMENT**

Purchases of property and equipment for the three months ended March 31, 2008 and 2007 were \$81.6 million and \$84.1 million, respectively. Purchases of property and equipment as presented in the Unaudited Condensed Consolidated Statements of Cash Flows represent amounts paid during the period for such expenditures. A reconciliation of property and equipment reflected in the Unaudited Condensed Consolidated Statements of Cash Flows to property and equipment received during the three months ended March 31, 2008 and 2007 is as follows:

|                                                                                                                  | <b>Three Months<br/>Ended March 31,</b> |             |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                                                  | <b>2008</b>                             | <b>2007</b> |
| Purchases of property and equipment presented in the Unaudited Condensed Consolidated Statements of Cash Flows   | \$ 81.6                                 | \$ 84.1     |
| Adjustment for property and equipment received during the prior period but paid for in the following period, net | (33.8)                                  | (40.0)      |

|                                                           |         |         |
|-----------------------------------------------------------|---------|---------|
| Property and equipment received during the current period | \$ 47.8 | \$ 44.1 |
|-----------------------------------------------------------|---------|---------|

Capital expenditures included in accounts payable are \$19.3 million and \$10.0 million at March 31, 2008 and 2007, respectively.

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Property and equipment are recorded at cost. Expenditures for major additions and improvements to facilities are capitalized, while maintenance and repairs are charged to expense as incurred. When property is retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in the Unaudited Condensed Consolidated Statements of Income.

The Company revises the estimated useful lives of property and equipment acquired through business acquisitions to conform with its policies regarding property and equipment. Depreciation is provided over the estimated useful lives of the assets involved using the straight-line method. The estimated useful lives are seven to thirty years for buildings and improvements, five to twelve years for vehicles, seven years for most landfill equipment, three to fifteen years for all other equipment, and three to ten years for furniture and fixtures.

Landfill development costs are stated at cost and are amortized or depleted based on consumed airspace. Landfill development costs include direct costs incurred to obtain landfill permits and direct costs incurred to acquire, construct and develop sites as well as and final capping, closure and post-closure assets accrued in accordance with SFAS 143. These costs are amortized or depleted based on consumed airspace. All indirect landfill development costs are expensed as incurred. (For further information, see Note 2, Landfill and Environmental Costs.)

The Company capitalizes interest on landfill cell construction and other construction projects in accordance with Statement of Financial Accounting Standards No. 34, Capitalization of Interest Cost. Construction projects must meet the following criteria before interest is capitalized:

1. Total construction costs are \$50,000 or greater,
2. The construction phase is one month or longer, and
3. The assets have a useful life of one year or longer.

Interest is capitalized on qualified assets while they undergo activities to ready them for their intended use. Capitalization of interest ceases once an asset is placed into service or if construction activity is suspended for more than a brief period of time. The interest capitalization rate is based on the Company's weighted average cost of indebtedness. Interest capitalized was \$.3 million and \$.6 million for the three months ended March 31, 2008 and 2007, respectively.

A summary of property and equipment is as follows:

|                                                            | <b>March 31,<br/>2008</b> | <b>December<br/>31,<br/>2007</b> |
|------------------------------------------------------------|---------------------------|----------------------------------|
| Other land                                                 | \$ 109.2                  | \$ 105.7                         |
| Non-depletable landfill land                               | 52.9                      | 52.7                             |
| Landfill development costs                                 | 1,828.0                   | 1,809.1                          |
| Vehicles and equipment                                     | 1,986.9                   | 1,965.1                          |
| Buildings and improvements                                 | 347.4                     | 346.7                            |
| Construction-in-progress landfill                          | 65.8                      | 66.4                             |
| Construction-in-progress other                             | 14.7                      | 11.8                             |
|                                                            | 4,404.9                   | 4,357.5                          |
| Less: Accumulated depreciation, depletion and amortization |                           |                                  |
| Landfill development costs                                 | (1,063.2)                 | (1,039.5)                        |
| Vehicles and equipment                                     | (1,088.5)                 | (1,052.7)                        |
| Buildings and improvements                                 | (104.0)                   | (101.0)                          |
|                                                            | (2,255.7)                 | (2,193.2)                        |

|                             |            |            |
|-----------------------------|------------|------------|
| Property and equipment, net | \$ 2,149.2 | \$ 2,164.3 |
|-----------------------------|------------|------------|

The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of property and equipment or whether the remaining balance of property and equipment should be evaluated for possible impairment. The following are examples of such events or changes in circumstances:

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A significant decrease in the market price of a long-lived asset or asset group,

A significant adverse change in the extent or manner in which a long-lived asset or asset group is being used or in its physical condition,

A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset or asset group, including an adverse action or assessment by a regulator,

An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset or asset group,

A current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group, or

A current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application though the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If indicators of impairment exist, the Company uses an estimate of the related undiscounted cash flows over the remaining life of the property and equipment in assessing their recoverability. If the estimated undiscounted cash flows are not sufficient to recover the carrying value of the property and equipment, the Company measures impairment loss as the amount by which the carrying amount of the asset exceeds the fair value of the asset.

**4. BUSINESS COMBINATIONS**

The Company acquires businesses as part of its growth strategy. Businesses acquired are accounted for under the acquisition method of accounting and are included in the Consolidated Financial Statements from the date of acquisition. The Company allocates the cost of the acquired business to the assets acquired and the liabilities assumed based on estimates of fair values thereof. These estimates are revised during the allocation period as necessary if, and when, information regarding contingencies becomes available to further define and quantify assets acquired and liabilities assumed. To the extent contingencies such as preacquisition environmental matters, litigation and related legal fees are resolved or settled during the allocation period, such items are included in the revised allocation of the purchase price. After the allocation period, the effect of changes in such contingencies is included in results of operations in the periods in which the adjustments are determined. The Company does not believe potential differences between its fair value estimates and actual fair values are material.

The Company acquired various solid waste businesses, including a transfer station in California, during the three months ended March 31, 2008. The aggregate purchase price paid for these transactions was \$11.7 million.

**5. GOODWILL AND OTHER INTANGIBLE ASSETS**

Intangible assets consist of the cost of acquired businesses in excess of the fair value of net assets acquired (goodwill) and other intangible assets. Other intangible assets include values assigned to customer relationships, long-term contracts and covenants not to compete and are generally amortized over periods ranging from 6 to 10 years.



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The following table summarizes the activity in the intangible asset and the related accumulated amortization accounts for the three months ended March 31, 2008 and 2007:

|                            | <b>Gross Intangible Assets</b> |              |              |
|----------------------------|--------------------------------|--------------|--------------|
|                            | <b>Goodwill</b>                | <b>Other</b> | <b>Total</b> |
| Balance, December 31, 2007 | \$ 1,695.6                     | \$ 67.3      | \$ 1,762.9   |
| Acquisitions               | (.3)                           | 6.6          | 6.3          |
| Other additions            |                                | .3           | .3           |
| Balance, March 31, 2008    | \$ 1,695.3                     | \$ 74.2      | \$ 1,769.5   |

|                            | <b>Accumulated Amortization</b> |              |              |
|----------------------------|---------------------------------|--------------|--------------|
|                            | <b>Goodwill</b>                 | <b>Other</b> | <b>Total</b> |
| Balance, December 31, 2007 | \$ (139.9)                      | \$ (40.8)    | \$ (180.7)   |
| Amortization expense       |                                 | (1.3)        | (1.3)        |
| Balance, March 31, 2008    | \$ (139.9)                      | \$ (42.1)    | \$ (182.0)   |

|                            | <b>Gross Intangible Assets</b> |              |              |
|----------------------------|--------------------------------|--------------|--------------|
|                            | <b>Goodwill</b>                | <b>Other</b> | <b>Total</b> |
| Balance, December 31, 2006 | \$ 1,704.6                     | \$ 66.6      | \$ 1,771.2   |
| Acquisitions               | (.1)                           |              | (.1)         |
| Divestitures               | (.1)                           |              | (.1)         |
| Balance, March 31, 2007    | \$ 1,704.4                     | \$ 66.6      | \$ 1,771.0   |

|                            | <b>Accumulated Amortization</b> |              |              |
|----------------------------|---------------------------------|--------------|--------------|
|                            | <b>Goodwill</b>                 | <b>Other</b> | <b>Total</b> |
| Balance, December 31, 2006 | \$ (141.7)                      | \$ (35.6)    | \$ (177.3)   |
| Amortization expense       |                                 | (1.5)        | (1.5)        |
| Balance, March 31, 2007    | \$ (141.7)                      | \$ (37.1)    | \$ (178.8)   |

Goodwill is tested for impairment on at least an annual basis. In testing for impairment, the Company estimates the fair value of each operating segment and compares the fair value with the carrying value. If the fair value of an operating segment is greater than its carrying value, then no impairment results. If the fair value is less than its carrying value, then the Company would determine the fair value of the goodwill. The fair value of goodwill is determined by deducting the fair value of an operating segment's identifiable assets and liabilities from the fair value of the operating segment as a whole, as if that operating segment had just been acquired and the purchase price were being initially allocated. If the fair value of the goodwill were less than its carrying value for a segment, an impairment charge would be recorded to earnings in the Company's Consolidated Statement of Income.

In addition, the Company would evaluate an operating segment for impairment if events or circumstances change between annual tests indicating a possible impairment. Examples of such events or circumstances include the

following:

A significant adverse change in legal factors or in the business climate,

An adverse action or assessment by a regulator,

A more likely than not expectation that a segment or a significant portion thereof will be sold, or

The testing for recoverability under Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment of Long-Lived Assets*, of a significant asset group within the segment.

The Company did not record an impairment charge as a result of its goodwill impairment test in 2007. However, there can be no assurance that goodwill will not be impaired at any time in the future.

**Table of Contents****6. DEBT**

Notes payable and long-term debt are as follows:

|                                                                                                                                                                                                                                                                                                                                      | <b>March 31,<br/>2008</b> | <b>December<br/>31,<br/>2007</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------------|
| \$99.3 million unsecured notes; interest payable semi-annually in May and November at 7.125%; principal due at maturity in 2009                                                                                                                                                                                                      | \$ 99.3                   | \$ 99.3                          |
| \$450.0 million unsecured notes, net of unamortized discount of \$1.1 million and \$1.2 million, and adjustments to fair market value of \$9.7 million and \$3.1 million as of March 31, 2008 and December 31, 2007, respectively; interest payable semi-annually in February and August at 6.75%; principal due at maturity in 2011 | 458.6                     | 451.9                            |
| \$275.7 million unsecured notes, net of unamortized discount of \$.2 million and unamortized premium of \$26.7 million and \$26.8 million as of March 31, 2008 and December 31, 2007, respectively; interest payable semi-annually in March and September at 6.086%; principal due at maturity in 2035                               | 248.8                     | 248.7                            |
| \$1.0 billion unsecured revolving credit facility; interest payable using LIBOR-based rates; maturing in 2012                                                                                                                                                                                                                        | 90.0                      |                                  |
| Tax-exempt bonds and other tax-exempt financing; fixed and floating interest rates based on prevailing market rates; maturities ranging from 2012 to 2037                                                                                                                                                                            | 762.9                     | 731.9                            |
| Other debt; unsecured and secured by real property, equipment and other assets                                                                                                                                                                                                                                                       | 35.7                      | 36.0                             |
|                                                                                                                                                                                                                                                                                                                                      | 1,695.3                   | 1,567.8                          |
| Less: Current portion                                                                                                                                                                                                                                                                                                                | (2.3)                     | (2.3)                            |
| Long-term portion                                                                                                                                                                                                                                                                                                                    | \$ 1,693.0                | \$ 1,565.5                       |

As of March 31, 2008, the Company had \$90.0 million of LIBOR-based borrowings and \$527.0 million of letters of credit outstanding under its \$1.0 billion unsecured revolving credit facility, leaving \$383.0 million of availability under the facility. The unsecured revolving credit facility requires the Company to maintain certain financial ratios and comply with certain financial covenants. The Company has the ability under its credit facility to pay dividends and repurchase its common stock under the condition that it is in compliance with the covenants. At March 31, 2008, the Company was in compliance with the financial covenants of its credit facility.

Approximately two-thirds of the Company's tax-exempt bonds and other tax-exempt financings are remarketed weekly by a remarketing agent to effectively maintain a variable yield. If the remarketing agent is unable to remarket the bonds, then the bonds can be put back to the Company. These bonds have been classified as long-term because they are supported by letters of credit issued under the Company's long-term credit facility or due to the Company's ability and intent to refinance these bonds using availability under its revolving credit facility, if necessary.

As of March 31, 2008, the Company had \$190.0 million of restricted cash, of which \$92.5 million were proceeds from the issuance of tax-exempt bonds and other tax-exempt financing and will be used to fund capital expenditures. Restricted cash also includes amounts held in trust as a financial guarantee of the Company's performance.

Interest paid was approximately \$29.8 million (net of capitalized interest of \$.3 million) and \$31.7 million (net of capitalized interest of \$.6 million) for the three months ended March 31, 2008 and 2007, respectively.

Other debt includes a capital lease liability of \$35.1 million and \$35.4 million as of March 31, 2008 and December 31, 2007, respectively, related to a landfill.

The Company's ability to obtain financing through the capital markets is a key component of its financial strategy. Historically, the Company has managed risk associated with executing this strategy, particularly as it relates to

fluctuations in interest rates, by using a combination of fixed and floating rate debt. The Company has also entered into interest rate swap agreements to manage risk associated with fluctuations in interest rates and to take advantage of favorable floating interest rates. The outstanding swap agreements have a total notional value of \$210.0 million and mature in August 2011. This maturity is identical to the Company's public notes that also mature in 2011. Under the swap agreements, the Company pays interest at floating rates based on changes in LIBOR and receives interest at fixed rates of 6.75%. The Company has

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designated these agreements as hedges in changes in the fair value of the Company's hedged fixed-rate debt and accounts for them in accordance with SFAS 133. The Company has determined that these agreements qualify for the short-cut method under SFAS 133 and, therefore, changes in the fair value of the agreements are assumed to be perfectly effective in hedging changes in the fair value of the Company's hedged fixed rate debt due to changes in interest rates.

The fair value of the Company's interest rate swap agreements are obtained from third-party counterparties and are determined using valuation models with assumptions about prices and other relevant information generated by market transactions involving comparable assets and liabilities (Level 2 in the fair value hierarchy). As of March 31, 2008 and 2007, the interest rate swap agreements are reflected at a fair market value of \$9.7 million and \$4.7 million, respectively, and are included in other assets and other liabilities, respectively, and as adjustments to long-term debt in the accompanying Unaudited Condensed Consolidated Balance Sheets. During the three months ended March 31, 2008 and 2007, the Company recorded net interest income of \$1.4 million and net interest expense of \$.6 million, respectively, related to its interest rate swap agreements which is included in interest expense in the accompanying Unaudited Condensed Consolidated Statements of Income.

**7. INCOME TAXES**

Income taxes have been provided for the three months ended March 31, 2008 and 2007 based on the Company's anticipated annual effective income tax rate. During the three months ended March 31, 2007, the Company recorded a charge of \$4.2 million in its provision for income taxes related to the resolution of various income tax matters. Income taxes paid (net of refunds received) were \$2.7 million and \$.4 million for the three months ended March 31, 2008 and 2007, respectively.

The Company and its subsidiaries are subject to U.S. federal income tax as well as to income tax in multiple state jurisdictions. The Company has effectively settled all U.S. federal income tax matters for years through 2004. All significant state and local income tax matters have been effectively settled for years through 2000. All years subsequent to these closed periods remain open and subject to examination in the previously mentioned jurisdictions.

Management believes that the tax liabilities recorded are adequate. However, a significant assessment against the Company in excess of liabilities recorded could have a material adverse effect on the Company's financial position, results of operations or cash flows.

**8. EMPLOYEE BENEFIT PLANS**

In July 1998, the Company adopted the 1998 Stock Incentive Plan ( 1998 Plan ) to provide for grants of options to purchase shares of common stock, restricted stock and other equity-based compensation to employees and non-employee directors of the Company who are eligible to participate in the 1998 Plan. The Company believes that such awards better align the interests of its employees with those of its stockholders. As of March 31, 2008, there were 2.2 million shares reserved for future grants under the 1998 Plan.

The 1998 Plan expires on June 30, 2008. In February 2007, the Company's Board of Directors approved the 2007 Stock Incentive Plan ( 2007 Plan ) to replace the 1998 Plan when it expires. The 2007 Plan was approved by the Company's stockholders in May 2007. Shares reserved for future grants under the 2007 Plan are 10.5 million as of March 31, 2008.

Options granted under the 1998 Plan are non-qualified and are granted at a price equal to the fair market value of the Company's common stock at the date of grant. Generally, options granted have a term of seven to ten years from the date of grant, and vest in increments of 25% per year over a four year period beginning on the first anniversary date of the grant. Options granted to non-employee directors have a term of ten years and are fully vested at the grant date.

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A summary of stock option activity for the three months ended March 31, 2008 is as follows:

|                                  | <b>Stock<br/>Options</b> | <b>Weighted-Average<br/>Exercise Price</b> |
|----------------------------------|--------------------------|--------------------------------------------|
| Outstanding at December 31, 2007 | 7.7                      | \$ 19.84                                   |
| Granted                          | 1.4                      | 31.07                                      |
| Exercised(a)                     | (.3)                     | 14.97                                      |
| Outstanding at March 31, 2008    | 8.8                      | 21.85                                      |
| Exercisable at March 31, 2008(b) | 5.8                      | 17.76                                      |

- (a) The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2008 was \$5.2 million.
- (b) Stock options exercisable as of March 31, 2008 have a weighted-average contractual term remaining of 5.3 years and an aggregate intrinsic value of \$30.3 million based on the market value of the Company's common stock as of March 31, 2008.

SFAS 123(R) requires that cash flows resulting from tax benefits related to tax deductions in excess of those recorded for compensation expense (either on a pro forma or an actual basis) be classified as cash flows from financing activities. As a result, the Company classified \$1.2 million and \$.7 million of its excess tax benefits as cash flows from financing activities for the three months ended March 31, 2008 and 2007, respectively. All other tax benefits related to stock options have been presented as a component of cash flows from operating activities.

The Company uses a lattice binomial option-pricing model to value its stock option grants. The Company recognizes compensation expense on a straight-line basis over the requisite service period for each separately vesting portion of the award, or to the employee's retirement eligible date, if earlier. The weighted-average estimated fair

values of stock options granted during the three months ended March 31, 2008 and 2007 were \$5.26 and \$6.49 per option, respectively, which were calculated using the following weighted-average assumptions:

|                         | <b>Three Months<br/>Ended March 31,</b> |             |
|-------------------------|-----------------------------------------|-------------|
|                         | <b>2008</b>                             | <b>2007</b> |
| Expected volatility     | 23.2%                                   | 23.5%       |
| Risk-free interest rate | 2.4%                                    | 4.8%        |
| Dividend yield          | 2.2%                                    | 1.5%        |
| Expected life           | 4.1 years                               | 4.0 years   |
| Contractual life        | 7 years                                 | 7 years     |

Expected volatilities are based on the Company's historical stock prices over the contractual terms of the options and other factors. The risk-free interest rates used are based on the published U.S. Treasury yield curve in effect at the time of the grant for instruments with a similar life. The dividend yield reflects the Company's dividend yield at the date of grant. The expected life represents the period that the stock options are expected to be outstanding, taking into consideration the contractual terms of the options and the Company's employees' historical exercise and post-vesting employment termination behavior, weighted to reflect the job level demographic profile of the employees receiving the option grants.

The estimated forfeiture rate used to record compensation expense is based on historical forfeitures and is adjusted periodically based on actual results. The estimated forfeiture rates used were 3.0% and 5.0% for the three months ended March 31, 2008 and 2007, respectively.

As of March 31, 2008, total unrecognized compensation expense for outstanding stock options was \$11.6 million, which will be recognized over a weighted average period of 2.2 years.

During each of the three month periods ended March 31, 2008 and 2007, the Company awarded 36,000 deferred stock units to its non-employee directors under its 1998 Plan. These stock units vest immediately, but the directors receive the underlying shares only after their Board service ends. The stock units do not carry any voting or dividend rights, except the right to receive additional stock units in lieu of dividends.

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Also during the three months ended March 31, 2008 and 2007, the Company awarded 190,500 and 185,820 shares of restricted stock, respectively, to its executive officers. 21,000 of the shares awarded during 2007 vested effective January 1, 2008. 160,500 and 135,000 of the shares awarded vest in four equal annual installments beginning on the anniversary date of the original grant except that vesting may be accelerated if certain performance targets are achieved. The remaining shares awarded during 2008 and 2007 vest effective December 31, 2008. During the vesting period, the participants have voting rights and receive dividends declared and paid on the shares, but the shares may not be sold, assigned, transferred or otherwise encumbered. Additionally, granted but unvested shares are forfeited in the event the participant resigns employment with the Company for other than good reason.

The fair value of stock units and restricted stock on the date of grant is amortized ratably over the vesting period, or the accelerated vesting period if certain performance targets are achieved. During the three months ended March 31, 2008 and 2007, compensation expense related to stock units and restricted stock of \$2.0 million and \$1.6 million, respectively, was recorded in the Company's Unaudited Condensed Consolidated Statements of Income.

A summary of deferred stock unit and restricted stock activity for the three months ended March 31, 2008 is as follows:

|                                       | <b>Deferred<br/>Stock<br/>Units and<br/>Restricted<br/>Stock<br/>(in thousands)</b> | <b>Weighted-Average<br/>Grant Date<br/>Fair Value per<br/>Share</b> |
|---------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Unissued at December 31, 2007         | 399.2                                                                               | \$ 26.84                                                            |
| Granted                               | 227.3                                                                               | 31.07                                                               |
| Vested and issued                     | (149.3)                                                                             | 28.12                                                               |
| Unissued at March 31, 2008            | 477.2                                                                               | 28.46                                                               |
| Vested and unissued at March 31, 2008 | 182.5                                                                               | 25.24                                                               |

**9. STOCKHOLDERS' EQUITY AND EARNINGS PER SHARE**

During 2000 through March 31, 2008, the Board of Directors authorized the repurchase of up to \$2.6 billion of the Company's common stock. As of March 31, 2008, the Company had paid \$2.3 billion to repurchase 78.0 million shares of its common stock, of which 3.2 million shares were acquired during the three months ended March 31, 2008 for \$97.8 million.

The Company initiated a quarterly cash dividend in July 2003. The dividend was increased each year thereafter, with the latest increase occurring in the third quarter of 2007. The current quarterly dividend per share is \$.17. In January 2008, the Company paid a cash dividend of \$31.6 million to stockholders of record as of January 2, 2008. As of March 31, 2008, the Company recorded a dividend payable of \$31.1 million to stockholders of record at the close of business on April 1, 2008. In April 2008, the Company's Board of Directors declared a regular quarterly dividend of \$.17 per share payable to stockholders of record as of July 1, 2008.

Basic earnings per share is computed by dividing net income by the weighted average number of common shares (including vested but unissued deferred stock units and restricted stock) outstanding during the period. Diluted earnings per share is based on the combined weighted average number of common shares and common share equivalents outstanding which include, where appropriate, the assumed exercise of employee stock options and the issuance of unvested restricted stock awards. In computing diluted earnings per share, the Company utilizes the treasury stock method.



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Earnings per share for the three months ended March 31, 2008 and 2007 is calculated as follows (in thousands, except per share data):

|                                            | <b>Three Months<br/>Ended March 31,</b> |             |
|--------------------------------------------|-----------------------------------------|-------------|
|                                            | <b>2008</b>                             | <b>2007</b> |
| Numerator:                                 |                                         |             |
| Net income                                 | \$ 76,100                               | \$ 53,900   |
| Denominator:                               |                                         |             |
| Denominator for basic earnings per share   | 183,411                                 | 193,660     |
| Effect of dilutive securities              |                                         |             |
| Options to purchase common stock           | 1,667                                   | 1,976       |
| Unvested restricted stock awards           | 1                                       | 1           |
| Denominator for diluted earnings per share | 185,079                                 | 195,637     |
| Basic earnings per share                   | \$ .41                                  | \$ .28      |
| Diluted earnings per share                 | \$ .41                                  | \$ .28      |

Antidilutive securities not included in the diluted earnings per share calculation:

|                                  |       |       |
|----------------------------------|-------|-------|
| Options to purchase common stock | 2,460 | 1,399 |
|----------------------------------|-------|-------|

**10. OTHER COMPREHENSIVE INCOME**

The Company has entered into multiple option agreements related to forecasted diesel fuel purchases. Under SFAS 133, the options qualified for and were designated as effective hedges of changes in the prices of forecasted diesel fuel purchases ( fuel hedges ).

The following table summarizes the Company's outstanding fuel hedges at March 31, 2008 and 2007:

| <b>Inception Date</b> | <b>Commencement Date</b> | <b>Termination Date</b> | <b>Notional Amount<br/>(in Gallons per<br/>Month)</b> | <b>Contract Price<br/>per Gallon</b> |
|-----------------------|--------------------------|-------------------------|-------------------------------------------------------|--------------------------------------|
| March 17, 2008        | January 5, 2009          | December 31,<br>2012    | 50,000                                                | \$3.7200                             |
| March 17, 2008        | January 5, 2009          | December 31,<br>2012    | 50,000                                                | 3.7400                               |
| November 5,<br>2007   | January 5, 2009          | December 30,<br>2013    | 60,000                                                | 3.2815                               |
| January 26, 2007      | January 7, 2008          | December 29,<br>2008    | 500,000                                               | 2.8285                               |
| January 26, 2007      | January 5, 2009          | December 28,<br>2009    | 500,000                                               | 2.8270                               |
| January 26, 2007      | January 4, 2010          | December 27,<br>2010    | 500,000                                               | 2.8100                               |
| August 29, 2006       | October 2, 2006          | December 31,<br>2007    | 500,000                                               | 3.1450                               |

If the national U.S. on-highway average price for a gallon of diesel fuel ( average price ), as published by the Department of Energy, exceeds the contract price per gallon, the Company receives the difference between the average price and the contract price (multiplied by the notional gallons) from the counterparty. If the national U.S. on-highway average price for a gallon of diesel fuel is less than the contract price per gallon, the Company pays the difference to the counterparty.

The fair values of the fuel hedges are obtained from a third-party counterparty and are determined using standard option valuation models with assumptions about commodity prices being based on those observed in underlying markets (Level 2 in the fair value hierarchy). The aggregated fair values of the outstanding fuel hedges at March 31, 2008 and 2007 were net assets of \$14.3 million and \$2.5 million, respectively, and have been recorded in other current assets and accrued liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets.

In accordance with SFAS 133, the effective portions of the changes in fair values as of March 31, 2008 and 2007, net of tax, of \$8.6 million and \$1.5 million, respectively, have been recorded in stockholders' equity as components of accumulated other comprehensive income. The ineffective portions of the changes in fair values as of March 31, 2008 and 2007 were \$.3 million and \$.1 million, respectively, and have been recorded in other income (expense), net in the Company's Unaudited Condensed Consolidated Statements of Income. Realized gains of \$1.0 million and realized losses of \$.9 million related to

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these fuel hedges are included in cost of operations in the Company's Unaudited Condensed Consolidated Statements of Income for the three months ended March 31, 2008 and 2007, respectively.

**11. SEGMENT INFORMATION**

The Company's operations are managed and evaluated through four regions: Eastern, Central, Southern and Western. These four regions are presented below as the Company's reportable segments. These reportable segments provide integrated waste management services consisting of collection, transfer and disposal of domestic non-hazardous solid waste.

During the three months ended March 31, 2008, the Company consolidated its Southwestern operations into its Western Region. The historical operating results for the Company's Southwestern operations have been consolidated into its Western Region to provide financial information that reflects the Company's current approach to managing its operations. Summarized financial information concerning the Company's reportable segments for the respective three months ended March 31, 2008 and 2007 is shown in the following tables:

|                    |                          |                                    |                        | Depreciation,<br>Amortization, Operating<br>Depletion |                          |                                 |                         |
|--------------------|--------------------------|------------------------------------|------------------------|-------------------------------------------------------|--------------------------|---------------------------------|-------------------------|
| <b>2008</b>        | <b>Gross<br/>Revenue</b> | <b>Intercompany<br/>Revenue(a)</b> | <b>Net<br/>Revenue</b> | <b>and<br/>Accretion</b>                              | <b>Income<br/>(Loss)</b> | <b>Capital<br/>Expenditures</b> | <b>Total<br/>Assets</b> |
| Eastern Region     | \$ 163.2                 | \$ (22.1)                          | \$ 141.1               | \$ 12.1                                               | \$ 28.3                  | \$ 8.8                          | \$ 870.1                |
| Central Region     | 196.4                    | (39.9)                             | 156.5                  | 20.2                                                  | 26.0                     | 15.4                            | 1,108.1                 |
| Southern Region    | 232.1                    | (23.6)                             | 208.5                  | 18.5                                                  | 44.5                     | 18.0                            | 913.3                   |
| Western Region     | 334.0                    | (61.0)                             | 273.0                  | 25.1                                                  | 63.1                     | 22.6                            | 1,305.9                 |
| Corporate Entities | .1                       |                                    | .1                     | 1.9                                                   | (19.7)                   | 16.8                            | 337.0                   |
| Total              | \$ 925.8                 | \$ (146.6)                         | \$ 779.2               | \$ 77.8                                               | \$ 142.2                 | \$ 81.6                         | \$ 4,534.4              |

|                          |                          |                                    |                        | Depreciation,<br>Amortization, Operating<br>Depletion |                          |                                 |                         |
|--------------------------|--------------------------|------------------------------------|------------------------|-------------------------------------------------------|--------------------------|---------------------------------|-------------------------|
| <b>2007</b>              | <b>Gross<br/>Revenue</b> | <b>Intercompany<br/>Revenue(a)</b> | <b>Net<br/>Revenue</b> | <b>and<br/>Accretion</b>                              | <b>Income<br/>(Loss)</b> | <b>Capital<br/>Expenditures</b> | <b>Total<br/>Assets</b> |
| Eastern Region(b)(c)     | \$ 159.9                 | \$ (22.3)                          | \$ 137.6               | \$ 14.2                                               | \$ 6.7                   | \$ 11.0                         | \$ 877.3                |
| Central Region           | 189.5                    | (40.1)                             | 149.4                  | 21.3                                                  | 23.4                     | 14.3                            | 1,112.6                 |
| Southern Region          | 227.0                    | (23.3)                             | 203.7                  | 17.9                                                  | 43.7                     | 13.8                            | 891.9                   |
| Western Region(c)        | 335.5                    | (60.8)                             | 274.7                  | 27.9                                                  | 59.4                     | 18.7                            | 1,301.3                 |
| Corporate<br>Entities(d) | .2                       |                                    | .2                     | 1.8                                                   | (18.5)                   | 26.3                            | 227.5                   |
| Total                    | \$ 912.1                 | \$ (146.5)                         | \$ 765.6               | \$ 83.1                                               | \$ 114.7                 | \$ 84.1                         | \$ 4,410.6              |

(a) Intercompany operating revenue reflects transactions within and

between segments that are generally made on a basis intended to reflect the market value of such services.

(b) Operating income in the Eastern Region includes a charge of \$21.3 million recorded during the three months ended March 31, 2007 related to estimated costs to comply with Final Findings and Orders issued by the Ohio Environmental Protection Agency in response to environmental conditions at the Company's Countywide facility.

(c) Depreciation, amortization, depletion and accretion includes an increase in amortization expense of \$2.1 million in the Eastern Region and \$2.9 million in the Western Region recorded during the three

months ended  
March 31, 2007  
related to  
changes in  
estimates and  
assumptions  
concerning the  
cost and timing  
of future final  
capping, closure  
and post-closure  
activities for  
certain landfills  
in accordance  
with SFAS 143.

- (d) Corporate  
functions  
include legal,  
tax, treasury,  
information  
technology, risk  
management,  
human  
resources,  
corporate  
accounts and  
other typical  
administrative  
functions.  
Capital  
expenditures for  
Corporate  
Entities  
primarily  
include a new  
corporate office  
and vehicle  
inventory  
acquired net of  
inventory  
assigned to  
operating  
locations.

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Total revenue of the Company by revenue source for the three months ended March 31, 2008 and 2007 is as follows:

|                            | <b>Three Months<br/>Ended March 31,</b> |             |
|----------------------------|-----------------------------------------|-------------|
|                            | <b>2008</b>                             | <b>2007</b> |
| Collection:                |                                         |             |
| Residential                | \$ 204.9                                | \$ 195.8    |
| Commercial                 | 248.5                                   | 230.4       |
| Industrial                 | 152.9                                   | 155.7       |
| Other                      | 4.9                                     | 4.8         |
| Total collection           | 611.2                                   | 586.7       |
| Transfer and disposal      | 274.9                                   | 278.8       |
| Less: Intercompany         | (144.5)                                 | (145.0)     |
| Transfer and disposal, net | 130.4                                   | 133.8       |
| Other                      | 37.6                                    | 45.1        |
| Revenue                    | \$ 779.2                                | \$ 765.6    |

**12. COMMITMENTS AND CONTINGENCIES****Legal Proceedings**

On March 26, 2007, Republic Services of Ohio II, LLC, an Ohio limited liability company and wholly owned subsidiary of the Company, was issued Final Findings and Orders from the Ohio Environmental Protection Agency. The F&Os relate to environmental conditions attributed to a chemical reaction resulting from the disposal of certain aluminum production waste at the Countywide Recycling and Disposal facility in East Sparta, Ohio. The F&Os, and certain other remedial actions Republic-Ohio agreed with the OEPA to undertake to address the environmental conditions, include, without limitation, the following actions: (a) prohibiting leachate recirculation, (b) refraining from the disposal of solid waste in certain portions of the site, (c) updating engineering plans and specifications and providing further information regarding the integrity of various engineered components at the site, (d) performing additional data collection, (e) taking additional measures to address emissions, (f) expanding the gas collection and control system, (g) installing a fire break, (h) removing liquids from gas extraction wells, and (i) submitting a plan to the OEPA to suppress the chemical reaction and, following approval by the OEPA, implementing such plan. The Company also paid approximately \$.7 million in sanctions to comply with the F&Os during the three months ended March 31, 2007. Currently, Republic-Ohio is performing certain interim remedial actions required by the OEPA, but the OEPA has not approved Republic-Ohio's plan to suppress the chemical reaction.

Republic-Ohio has also entered into an Agreed Order on Consent ( AOC ) with the U.S. EPA requiring the reimbursement of costs incurred by the U.S. EPA and requiring Republic-Ohio to (a) design and install a temperature and gas monitoring system, (b) design and install a composite cap or cover, and (c) develop and implement an air monitoring program. The AOC became effective on April 17, 2008 and Republic-Ohio is complying with the terms of the AOC. The costs associated with these activities are either already contemplated in the Company's cost estimates or are not, at this time, expected to result in material incremental costs.

The Company had learned that the Commissioner of the Stark County Health Department recommended that the Stark County Board of Health ( Board of Health ) suspend Countywide's 2007 annual operating license. The Company had also learned that the Commissioner intended to recommend that the Board of Health deny Countywide's license application for 2008. Republic-Ohio obtained a preliminary injunction on November 28, 2007 prohibiting the Board

of Health from suspending its 2007 operating license. Republic-Ohio also obtained a preliminary injunction on February 15, 2008 prohibiting the Board of Health from denying its 2008 operating license application. The litigation with the Board of Health is pending in the Stark County Court of Common Pleas. The Company and the Board of Health are currently participating in mediation proceedings regarding facility licensing.

The Company believes that it has diligently performed all actions required under the F&Os and that Countywide does not pose a threat to the environment. In addition, there are indications that the reaction is subsiding. As such, the Company believes that it satisfies the rules and regulations that govern the operating license at Countywide. The Company disagrees with the Commissioner's recommendation and will pursue all legal remedies available regarding licensing of the facility.

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The Company is vigorously pursuing financial contributions from third parties for its costs to comply with the F&Os and the other required remedial actions.

It is reasonably possible that the Company will need to adjust the liabilities recorded to reflect the effects of new or additional information, to the extent that such information impacts the costs, timing or duration of the required actions. Future changes in the Company's estimates of the costs, timing or duration of the required actions could have a material adverse effect on the Company's financial position, results of operations or cash flows.

The Company is a party to various general legal proceedings which have arisen in the ordinary course of business. While the results of these matters cannot be predicted with certainty, the Company believes that losses, if any, resulting from the ultimate resolution of these matters will not have a material adverse effect on the Company's financial position, results of operations or cash flows. However, unfavorable resolution could affect the Company's financial position, results of operations or cash flows for the quarterly periods in which they are resolved.

**Lease Commitments**

The Company and its subsidiaries lease real property, equipment and software under various operating leases with terms from one month to twenty years.

**Unconditional Purchase Commitments**

The Company has various unconditional purchase commitments, consisting primarily of long-term disposal agreements that require the Company to dispose of a minimum number of tons at certain third-party facilities.

**Liability Insurance**

The Company's insurance programs for workers' compensation, general liability, vehicle liability and employee-related health care benefits are effectively self-insured. The Company carries general liability, vehicle liability, employment practices liability, pollution liability, directors and officers liability, workers' compensation and employer's liability coverage, as well as umbrella liability policies to provide excess coverage over the underlying limits contained in these primary policies. The Company also carries property insurance. Claims in excess of self-insurance levels are fully insured subject to policy limits. Accruals are based on claims filed and estimates of claims incurred but not reported.

The Company's liabilities for unpaid and incurred but not reported claims at March 31, 2008 (which includes claims for workers' compensation, general liability, vehicle liability and employee health care benefits) were \$180.3 million under its current risk management program and are included in other current and other liabilities in the accompanying Unaudited Condensed Consolidated Balance Sheets. While the ultimate amount of claims incurred is dependent on future developments, in management's opinion, recorded reserves are adequate to cover the future payment of claims. However, it is possible that recorded reserves may not be adequate to cover the future payment of claims. Adjustments, if any, to estimates recorded resulting from ultimate claim payments will be reflected in the Unaudited Condensed Consolidated Statements of Income in the periods in which such adjustments are known.

**Guarantees of Subsidiary Debt**

The Company has guaranteed the tax-exempt bonds of its subsidiaries. If a subsidiary fails to meet its obligations associated with tax-exempt bonds as they come due, the Company will be required to perform under the related guarantee agreements. No additional liabilities have been recorded for these guarantees because the underlying obligations are reflected in the Company's Unaudited Condensed Consolidated Balance Sheets. (For further information, see Note 6, Debt.)



**Table of Contents****Restricted Cash and Other Financial Guarantees**

In the normal course of business, the Company is required by regulatory agencies, governmental entities and contract parties to post performance bonds, letters of credit and cash deposits as financial guarantees of the Company's performance. A summary of letters of credit and surety bonds outstanding is as follows:

|                   | <b>March 31,<br/>2008</b> | <b>December<br/>31,<br/>2007</b> |
|-------------------|---------------------------|----------------------------------|
| Letters of credit | \$721.7                   | \$ 669.1                         |
| Surety bonds      | 502.4                     | 484.2                            |

As of March 31, 2008, \$527.0 million of the above letters of credit were outstanding under the Company's revolving credit facility. Also, as of March 31, 2008, surety bonds expire on various dates through 2014.

The Company's restricted cash deposits include restricted cash held for capital expenditures under certain debt facilities and other amounts held in trust as financial guarantees of the Company's performance as follows:

|                    | <b>March<br/>31,<br/>2008</b> | <b>December<br/>31,<br/>2007</b> |
|--------------------|-------------------------------|----------------------------------|
| Restricted cash:   |                               |                                  |
| Financing proceeds | \$ 92.5                       | \$ 71.4                          |
| Other              | 97.5                          | 93.6                             |
|                    | <b>\$ 190.0</b>               | <b>\$ 165.0</b>                  |

**Other Matters**

The Company's business activities are conducted in the context of a developing and changing statutory and regulatory framework. Governmental regulation of the waste management industry requires the Company to obtain and retain numerous governmental permits to conduct various aspects of its operations. These permits are subject to revocation, modification or denial. The costs and other capital expenditures which may be required to obtain or retain the applicable permits or comply with applicable regulations could be significant. Any revocation, modification or denial of permits could have a material adverse effect on the Company.

The Company is subject to various federal, state and local tax rules and regulations. The Company's compliance with such rules and regulations is periodically audited by tax authorities. These authorities may challenge the positions taken in the Company's tax filings. As such, to provide for certain potential tax exposures, the Company maintains liabilities for uncertain tax positions for its estimate of the final outcome of the examinations. (For further information related to the Company's liabilities for uncertain tax positions, see Note 7, Income Taxes.)

Management believes that the liabilities for uncertain tax positions recorded are adequate. However, a significant assessment against the Company in excess of the liabilities recorded could have a material adverse effect on the Company's financial position, results of operations or cash flows.

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following discussion should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and notes thereto included under Item 1. In addition, reference should be made to our audited Consolidated Financial Statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in our Annual Report on Form 10-K for the year ended December 31, 2007.

**Overview of Our Business**

We are a leading provider of non-hazardous solid waste collection and disposal services in the United States. We provide solid waste collection services for commercial, industrial, municipal and residential customers through 136 collection companies in 21 states. We also own or operate 94 transfer stations, 58 solid waste landfills and 33 recycling facilities.

We generate revenue primarily from our solid waste collection operations. Our remaining revenue is from other services including landfill disposal and recycling.

The following table reflects our revenue by source for the three months ended March 31, 2008 and 2007 (in millions of dollars and as a percentage of our revenue):

|                            | <b>Three Months Ended<br/>March 31,</b> |        |             |        |
|----------------------------|-----------------------------------------|--------|-------------|--------|
|                            | <b>2008</b>                             |        | <b>2007</b> |        |
| Collection:                |                                         |        |             |        |
| Residential                | \$ 204.9                                | 26.3%  | \$ 195.8    | 25.6%  |
| Commercial                 | 248.5                                   | 31.9   | 230.4       | 30.1   |
| Industrial                 | 152.9                                   | 19.6   | 155.7       | 20.3   |
| Other                      | 4.9                                     | .6     | 4.8         | .6     |
| Total collection           | 611.2                                   | 78.4   | 586.7       | 76.6   |
| Transfer and disposal      | 274.9                                   |        | 278.8       |        |
| Less: Intercompany         | (144.5)                                 |        | (145.0)     |        |
| Transfer and disposal, net | 130.4                                   | 16.8   | 133.8       | 17.5   |
| Other                      | 37.6                                    | 4.8    | 45.1        | 5.9    |
| Revenue                    | \$ 779.2                                | 100.0% | \$ 765.6    | 100.0% |

Our revenue from collection operations consists of fees we receive from commercial, industrial, municipal and residential customers. Our residential and commercial collection operations in some markets are based on long-term contracts with municipalities. We generally provide industrial and commercial collection services to individual customers under contracts with terms up to three years. Our revenue from landfill operations is from disposal or tipping fees charged to third parties. In general, we integrate our recycling operations with our collection operations and obtain revenue from the sale of recyclable materials. No one customer has individually accounted for more than 10% of our consolidated revenue or of our reportable segment revenue in any of the periods presented.

The cost of our collection operations is primarily variable and includes disposal, labor, self-insurance, fuel and equipment maintenance costs. It also includes capital costs for equipment and facilities. We seek operating efficiencies by controlling the movement of waste from the point of collection through disposal. During the three months ended March 31, 2008 and 2007, approximately 59% and 57%, respectively, of the total volume of waste we

collected was disposed of at landfills we own or operate.

Our landfill costs include daily operating expenses, costs of capital for cell development, costs for final capping, closure and post-closure, and the legal and administrative costs of ongoing environmental compliance. Daily operating expenses include leachate treatment and disposal, methane gas and groundwater monitoring and system maintenance, interim cap maintenance, and costs associated with the application of daily cover materials. We expense all indirect landfill development costs as they are incurred. We use life cycle accounting and the units-of-consumption method to recognize certain direct landfill costs related to cell development. In life cycle accounting, certain direct costs are capitalized, and charged to expense

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based on the consumption of cubic yards of available airspace. These costs include all costs to acquire and construct a site including excavation, natural and synthetic liners, construction of leachate collection systems, installation of methane gas collection and monitoring systems, installation of groundwater monitoring wells, and other costs associated with the acquisition and development of the site. Obligations associated with final capping, closure and post-closure are capitalized and amortized on a units-of-consumption basis as airspace is consumed.

Cost and airspace estimates are developed at least annually by engineers. These estimates are used by our operating and accounting personnel to adjust our rates used to expense capitalized costs. Changes in these estimates primarily relate to changes in costs, timing of payments, available airspace, inflation and applicable regulations. Changes in available airspace include changes in engineering estimates, changes in design and changes due to the addition of airspace lying in expansion areas that we believe have a probable likelihood of being permitted.

If there is a significant change in the facts and circumstances related to a landfill during the year, we will review our calculations for the landfill as soon as practical after the significant change has occurred. During the three months ended March 31, 2007, we reviewed our landfill retirement obligations for certain of our landfills and recorded an increase of \$5.0 million in amortization expense. We conduct our annual reviews of our landfill asset retirement obligations during the fourth quarter of each year.

Summarized financial information concerning our reportable segments for the respective three months ended March 31, 2008 and 2007 is shown in the following tables (in millions of dollars and as a percentage of our revenue):

| <b>2008</b>        | <b>Net<br/>Revenue</b> | <b>Depreciation,<br/>Amortization,<br/>Depletion<br/>and<br/>Accretion</b> | <b>Operating<br/>Income<br/>(Loss)</b> | <b>Operating<br/>Margin</b> |
|--------------------|------------------------|----------------------------------------------------------------------------|----------------------------------------|-----------------------------|
| Eastern Region     | \$ 141.1               | \$ 12.1                                                                    | \$ 28.3                                | 20.1%                       |
| Central Region     | 156.5                  | 20.2                                                                       | 26.0                                   | 16.6                        |
| Southern Region    | 208.5                  | 18.5                                                                       | 44.5                                   | 21.3                        |
| Western Region     | 273.0                  | 25.1                                                                       | 63.1                                   | 23.1                        |
| Corporate Entities | .1                     | 1.9                                                                        | (19.7)                                 |                             |
| Total              | \$ 779.2               | \$ 77.8                                                                    | \$ 142.2                               | 18.2                        |

| <b>2007(a)</b>     | <b>Net<br/>Revenue</b> | <b>Depreciation,<br/>Amortization,<br/>Depletion<br/>and<br/>Accretion<br/>Before<br/>SFAS 143<br/>Adjustments</b> | <b>SFAS 143<br/>Adjustments<br/>to<br/>Amortization<br/>Expense for<br/>Changes<br/>in Estimates<br/>and<br/>Assumptions</b> | <b>Depreciation,<br/>Amortization,<br/>Depletion<br/>and<br/>Accretion</b> | <b>Operating<br/>Income<br/>(Loss)</b> | <b>Operating<br/>Margin</b> |
|--------------------|------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------|-----------------------------|
| Eastern Region     | \$ 137.6               | \$ 12.1                                                                                                            | \$ 2.1                                                                                                                       | \$ 14.2                                                                    | \$ 6.7                                 | 4.9%                        |
| Central Region     | 149.4                  | 21.3                                                                                                               |                                                                                                                              | 21.3                                                                       | 23.4                                   | 15.7                        |
| Southern Region    | 203.7                  | 17.9                                                                                                               |                                                                                                                              | 17.9                                                                       | 43.7                                   | 21.5                        |
| Western Region     | 274.7                  | 25.0                                                                                                               | 2.9                                                                                                                          | 27.9                                                                       | 59.4                                   | 21.6                        |
| Corporate Entities | .2                     | 1.8                                                                                                                |                                                                                                                              | 1.8                                                                        | (18.5)                                 |                             |

|       |          |         |        |         |          |      |
|-------|----------|---------|--------|---------|----------|------|
| Total | \$ 765.6 | \$ 78.1 | \$ 5.0 | \$ 83.1 | \$ 114.7 | 15.0 |
|-------|----------|---------|--------|---------|----------|------|

- (a) Certain amounts for 2007 have been reclassified to conform with the 2008 presentation.

Our operations are managed and reviewed through four regions that we designate as our reportable segments. During the three months ended March 31, 2008, we consolidated our Southwestern operations into our Western Region. The historical operating results of our Southwestern operations have been consolidated into our Western Region to provide financial information that reflects our current approach to managing our operations. Significant changes in the revenue and operating margins of our reportable segments for the three month period ended March 31, 2008 compared to the three month period ended March 31, 2007 are discussed below:

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Revenue in our Eastern Region increased during 2008 compared to 2007 due to price increases in all lines of business and increases in the prices of commodities. This increase in revenue was partially offset by lower volumes in the industrial collection line of business, primarily due to less temporary work, and lower landfill volumes. Residential volumes were also slightly lower in our Eastern Region during 2008 compared to 2007.

Operating margins in the Eastern Region increased from 4.9% to 20.1% because of a \$21.3 million charge to operating expenses recorded during the three months ended March 31, 2007 associated with environmental conditions at our Countywide Recycling and Disposal Facility in East Sparta, Ohio. Excluding these expenses, operating margins decreased from 20.3% in 2007 to 20.1% in 2008, primarily due to higher fuel costs partially offset by higher revenue and lower disposal and labor costs.

Revenue in our Central Region increased during 2008 compared to 2007 due to price increases in all lines of business and increases in the prices of commodities. This increase in revenue was partially offset by lower industrial collection and landfill volumes due to a slowdown in commercial and residential construction.

Operating margins in our Central Region increased due to higher revenue, lower disposal costs, lower labor costs and lower depreciation, amortization, depletion and accretion costs. These reductions in costs were partially offset by higher fuel costs.

In our Southern Region, price increases in all lines of business and an increase in residential collection volumes resulted in an increase in revenue during 2008 compared to 2007. This increase in revenue was partially offset by lower industrial collection and landfill volumes, primarily due to a general economic slowdown.

Operating margins in our Southern Region decreased slightly due to higher fuel and selling, general and administrative costs partially offset by higher revenue, lower disposal costs and lower insurance costs.

Excluding a decrease in revenue due to the sale of our Texas-based compost, mulch and soil business in November 2007 in our Western Region, price increases in all lines of business, volume increases in our commercial collection line of business and an increase in the prices of commodities resulted in an increase in revenue during 2008 compared to 2007. This increase in revenue was partially offset by a decrease in industrial collection, residential collection and landfill volumes resulting from a general economic slowdown.

Operating margins in our Western Region increased primarily due to an adjustment to landfill amortization expense associated with SFAS 143 recorded during 2007, lower costs of goods sold due to the sale of our Texas-based compost, mulch and soil business, lower truck and equipment costs, and lower insurance costs. This reduction in costs was partially offset by an increase in fuel costs.

## **Business Combinations**

We make decisions to acquire or invest in businesses based on financial and strategic considerations. Businesses acquired are accounted for under the acquisition method of accounting and are included in our Unaudited Condensed Consolidated Financial Statements from the date of acquisition.

We acquired various solid waste businesses, including a transfer station in California, during the three months ended March 31, 2008. The aggregate purchase price we paid in these transactions was \$11.7 million in cash.

See Note 4, Business Combinations, of the Notes to our Unaudited Condensed Consolidated Financial Statements for further discussion of business combinations.

## **Consolidated Results of Operations**

Our net income was \$76.1 million, or \$.41 per diluted share, for the three months ended March 31, 2008, as compared to \$53.9 million, or \$.28 per diluted share, for the three months ended March 31, 2007.

During the three months ended March 31, 2007, we recorded a pre-tax charge of \$22.0 million (\$13.5 million, or \$.07 per diluted share, net of tax) related to estimated costs we believed would be required to comply with Final Findings and Orders issued by the Ohio Environmental Protection Agency in response to environmental conditions at our Countywide Recycling

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and Disposal Facility in East Sparta, Ohio. We have complied with and will continue to comply with the F&Os. However, even though indications existed that the reaction had begun to subside, we nevertheless agreed with the OEPA to take certain additional remedial actions at Countywide. Consequently, during the three months ended September 30, 2007, we recorded an additional pre-tax charge of \$23.3 million (\$14.4 million, or \$.08 per diluted share, net of tax). While we are vigorously pursuing financial contributions from third parties for our costs to comply with the F&Os and the additional remedial actions, we have not recorded any receivables for potential recoveries.

These charges affected our Unaudited Condensed Consolidated Statements of Income for the three months ended March 31, 2007 as follows (in millions):

|                                          | <b>Three Months<br/>Ended<br/>March 31, 2007</b> |
|------------------------------------------|--------------------------------------------------|
| Expenses:                                |                                                  |
| Cost of operations                       | \$ 18.0                                          |
| Depreciation, amortization and depletion | 2.1                                              |
| Selling, general and administrative      | 1.2                                              |
| Operating income                         | (21.3)                                           |
| Other income (expense), net              | (.7)                                             |
| Income before income taxes               | \$ (22.0)                                        |

During the three months ended March 31, 2007, we recorded a charge of \$4.2 million, or approximately \$.02 per diluted share, in our provision for income taxes related to the resolution of various income tax matters.

The following table summarizes our costs and expenses for the three months ended March 31, 2008 and 2007 (in millions of dollars and as a percentage of our revenue):

|                                                                    | <b>Three Months Ended<br/>March 31,</b> |        |                |        |
|--------------------------------------------------------------------|-----------------------------------------|--------|----------------|--------|
|                                                                    | <b>2008</b>                             |        | <b>2007(a)</b> |        |
| Revenue                                                            | \$ 779.2                                | 100.0% | \$ 765.6       | 100.0% |
| Cost of operations                                                 | 476.5                                   | 61.2   | 488.4          | 63.8   |
| Depreciation, amortization and depletion of property and equipment | 71.8                                    | 9.2    | 77.1           | 10.1   |
| Amortization of intangible assets                                  | 1.6                                     | .2     | 1.9            | .2     |
| Accretion                                                          | 4.4                                     | .6     | 4.1            | .5     |
| Selling, general and administrative expenses                       | 82.7                                    | 10.6   | 79.4           | 10.4   |
| Operating income                                                   | \$ 142.2                                | 18.2%  | \$ 114.7       | 15.0%  |

(a) Certain amounts for 2007 have been reclassified to conform with the 2008 presentation.





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*Revenue.* Revenue was \$779.2 million and \$765.6 million for the three months ended March 31, 2008 and 2007, respectively, an increase of 1.8%. The following table reflects the components of our revenue growth for the three months ended March 31, 2008 and 2007:

|                                   | <b>Three Months Ended<br/>March 31,</b> |             |
|-----------------------------------|-----------------------------------------|-------------|
|                                   | <b>2008</b>                             | <b>2007</b> |
| Core price                        | 4.0%                                    | 4.4%        |
| Fuel surcharges                   | 1.1                                     | .1          |
| Environmental fees                | .3                                      | .4          |
| Recycling commodities             | .8                                      | .9          |
| Total price                       | 6.2                                     | 5.8         |
| Core volume                       | (2.5)                                   | (1.6)       |
| Non-core volume                   |                                         | (.1)        |
| Total volume                      | (2.5)                                   | (1.7)       |
| Total internal growth             | 3.7                                     | 4.1         |
| Acquisitions, net of divestitures | (1.9)                                   | (.2)        |
| Taxes(a)                          |                                         | (.1)        |
| Total revenue growth              | 1.8%                                    | 3.8%        |

(a) Represents new taxes levied on landfill volumes in certain states that are passed on to customers.

During the three months ended March 31, 2008, our revenue growth from core pricing continued to benefit from a broad-based pricing initiative which we started during the fourth quarter of 2003. We anticipate that we will continue to realize this benefit throughout 2008. During the three months ended March 31, 2008, we experienced negative core volume growth due primarily to less temporary construction work.

*Cost of Operations.* Cost of operations was \$476.5 million for the three ended March 31, 2008, versus \$488.4 million for the comparable 2007 period. Cost of operations as a percentage of revenue was 61.2% for the three months ended March 31, 2008, versus 63.8% for the comparable 2007 period. The decrease in cost of operations in aggregate dollars and as a percentage of revenue for the three months ended March 31, 2008 versus the comparable 2007 period is primarily a result of the \$18.0 million of charges we recorded during the three months ended March 31, 2007 related to estimated costs to comply with Final Findings and Orders issued by the Ohio Environmental Protection Agency in response to environmental conditions at our Countywide facility.

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The following table summarizes the major components of our cost of operations for the three months ended March 31, 2008 and 2007 (in millions of dollars and as a percentage of our revenue):

|                                              | Three Months Ended<br>March 31, |       |          |       |
|----------------------------------------------|---------------------------------|-------|----------|-------|
|                                              | 2008                            |       | 2007(a)  |       |
| Subcontractor, disposal and third-party fees | \$ 160.7                        | 20.6% | \$ 166.6 | 21.8% |
| Labor and benefits                           | 151.7                           | 19.5  | 151.8    | 19.8  |
| Maintenance and operating                    | 118.5                           | 15.2  | 127.0    | 16.6  |
| Insurance and other                          | 45.6                            | 5.9   | 43.0     | 5.6   |
| Total                                        | \$ 476.5                        | 61.2% | \$ 488.4 | 63.8% |

(a) Certain amounts for 2007 have been reclassified to conform with the 2008 presentation.

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A description of our cost categories is as follows:

Subcontractor, disposal and third-party fees include costs such as third-party disposal, transportation of waste, host fees and cost of goods sold. The decrease in such expenses as a percentage of revenue for the three months ended March 31, 2008 versus the comparable 2007 period is primarily due to lower costs of goods sold associated with the sale of our Texas-based compost, mulch and soil business in November 2007 and higher revenue resulting from improved pricing.

Labor and benefits include costs such as wages, salaries, payroll taxes, and retirement and health benefits for our frontline service employees and their supervisors. Such expenses as a percentage of revenue for the three months ended March 31, 2008 versus the comparable 2007 period decreased slightly due to higher revenue resulting from improved pricing and lower labor costs associated with volume decreases in various lines of business.

Maintenance and operating includes costs such as fuel, parts, shop labor and benefits, third-party repairs, and landfill monitoring and operating. The decrease in such expenses in aggregate dollars and as a percentage of revenue for the three months ended March 31, 2008 versus the comparable 2007 period is primarily a result of the \$18.0 million of charges recorded during the three months ended March 31, 2007 related to our Countywide facility. This decrease in expense was partially offset by an increase in fuel prices. Our average cost of fuel per gallon increased approximately 39% from \$2.44 per gallon during the three months ended March 31, 2007 to \$3.39 per gallon for the comparable 2008 period. Current average fuel prices are \$3.96 per gallon, or approximately 17% higher than our average price per gallon for the three months ended March 31, 2008. Through the continued use of fuel surcharges and fuel hedges, we will attempt to mitigate the impact of increases in fuel prices.

Insurance and other includes costs such as workers compensation, auto and general liability insurance, property taxes, property maintenance and utilities. The increase in such expenses as a percentage of revenue for the three months ended March 31, 2008 versus the comparable 2007 period is primarily due to a slight increase in the severity of our automobile insurance claims.

The cost categories shown above may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, care should be taken when comparing our cost of operations by cost component to that of other companies.

*Depreciation, Amortization and Depletion of Property and Equipment.* Depreciation, amortization and depletion expenses for property and equipment were \$71.8 million for the three months ended March 31, 2008, versus \$77.1 million for the comparable 2007 period. Depreciation, amortization and depletion of property and equipment as a percentage of revenue was 9.2% for the three months ended March 31, 2008, versus 10.1% for the comparable 2007 period. The decrease in such expenses in aggregate dollars and as a percentage of revenue for the three month periods presented is primarily due to a \$2.9 million adjustment to landfill amortization expense associated with one of our facilities in Contra Costa County, California and a \$2.1 million adjustment to landfill amortization expense associated with our Countywide facility recorded during the three months ended March 31, 2007. The decrease in such expenses as a percentage of revenue is also due to higher revenue during the 2008 period.

*Amortization of Intangible Assets.* Expenses for amortization of intangible and other assets were \$1.6 million for the three months ended March 31, 2008, versus \$1.9 million for the comparable 2007 period. Amortization of intangible assets as a percentage of revenue was .2% for the three months ended March 31, 2008 and 2007.

*Accretion Expense.* Accretion expense was \$4.4 million for the three months ended March 31, 2008, versus \$4.1 million for the comparable 2007 period. Accretion expense as a percentage of revenue was .6% and .5% for the three months ended March 31, 2008 and 2007, respectively. The increase in such expenses in aggregate dollars and as a percentage of revenue in 2008 is primarily due to an increase in asset retirement obligations.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses were \$82.7 million for the three months ended March 31, 2008, versus \$79.4 million for the comparable 2007 period. Selling, general and

administrative expenses as a percentage of revenue was 10.6% for the three months ended March 31, 2008, versus 10.4% for the comparable 2007 period. The increase in such expenses in aggregate dollars and as a percentage of revenue for the three month periods presented is primarily due to higher equity compensation and additional costs associated with our 401(k) plan resulting from our adoption of an automatic enrollment program for all of our employees. We believe selling, general and

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administrative expenses as a percentage of revenue for the year ended December 31, 2008 will be in the range of 10.0% to 10.5%.

*Interest Expense.* We incurred interest expense primarily on our unsecured notes and tax-exempt bonds. Interest expense was \$21.4 million for the three months ended March 31, 2008, versus \$24.0 million for the comparable 2007 period. The decrease in interest expense during the three months ended March 31, 2008 versus the comparable 2007 period is primarily due to lower interest rates partially offset by higher average debt balances.

Capitalized interest was \$.3 million for the three months ended March 31, 2008, versus \$.6 million for the comparable 2007 period.

*Interest and Other Income (Expense), Net.* Interest and other income, net of other expense, was \$3.0 million for the three months ended March 31, 2008, versus \$3.7 million for the comparable 2007 period.

*Income Taxes.* Our provision for income taxes was \$47.7 million for the three months ended March 31, 2008, versus \$40.5 million for the comparable 2007 period. Our effective income tax rate was 38.5% for the three months ended March 31, 2008, versus 42.9% for the comparable 2007 period. During the three months ended March 31, 2007, we recorded a \$4.2 million charge related to the resolution of various income tax matters. We believe that our effective income tax rate for the remainder of 2008 will be approximately 38.5%.

**Landfill and Environmental Matters***Available Airspace*

The following table reflects landfill airspace activity for landfills owned or operated by us for the three months ended March 31, 2008:

|                              | Balances as<br>of<br>December<br>31,<br>2007 | New<br>Expansions<br>Undertaken | Airspace<br>Consumed | Changes<br>in<br>Engineering<br>Estimates | Changes<br>in<br>Design | Balances as<br>of<br>March 31,<br>2008 |
|------------------------------|----------------------------------------------|---------------------------------|----------------------|-------------------------------------------|-------------------------|----------------------------------------|
| Permitted airspace:          |                                              |                                 |                      |                                           |                         |                                        |
| Cubic yards (in millions)    | 1,537.3                                      |                                 | (8.6)                | (5.2)                                     |                         | 1,523.5                                |
| Number of sites              | 58                                           |                                 |                      |                                           |                         | 58                                     |
| Probable expansion airspace: |                                              |                                 |                      |                                           |                         |                                        |
| Cubic yards (in millions)    | 192.0                                        |                                 |                      |                                           | (1.0)                   | 191.0                                  |
| Number of sites              | 11                                           | 1                               |                      |                                           |                         | 12                                     |
| Total available airspace:    |                                              |                                 |                      |                                           |                         |                                        |
| Cubic yards (in millions)    | 1,729.3                                      |                                 | (8.6)                | (5.2)                                     | (1.0)                   | 1,714.5                                |
| Number of sites              | 58                                           |                                 |                      |                                           |                         | 58                                     |

Changes in engineering estimates typically include modifications to the available disposal capacity of a landfill based on a refinement of the capacity calculations resulting from updated information. Changes in design typically include modifications to a landfill's footprint or vertical slopes.

During 2008, total available airspace decreased by a net 14.8 million cubic yards due to airspace consumed, changes in engineering estimates and changes in design.

As of March 31, 2008, we owned or operated 58 solid waste landfills with total available disposal capacity estimated to be 1.7 billion in-place cubic yards. Total available disposal capacity represents the sum of estimated permitted airspace plus an estimate of probable expansion airspace. These estimates are developed at least annually by

engineers utilizing information provided by annual aerial surveys. As of March 31, 2008, total available disposal capacity is estimated to be 1.5 billion in-place cubic yards of permitted airspace plus .2 billion in-place cubic yards of probable expansion airspace. Before airspace included in an expansion area is determined to be probable expansion airspace and, therefore, included in our calculation of total available disposal capacity, it must meet all of our expansion criteria. See Note 2, Landfill and Environmental Costs, of the Notes to our Unaudited Condensed Consolidated Financial Statements for further information.

As of March 31, 2008, twelve of our landfills meet all of our criteria for including probable expansion airspace in their total available disposal capacity. At projected annual volumes, these twelve landfills have an estimated remaining average site life of 31 years, including probable expansion airspace. The average estimated remaining life of all of our landfills is 29 years. Probable expansion airspace represents 11.1% of our total available airspace. We have other expansion opportunities

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that are not included in our total available airspace because they do not meet all of our criteria for probable expansion airspace.

*Final Capping, Closure and Post-Closure Costs*

As of March 31, 2008, accrued final capping, closure and post-closure costs were \$284.7 million. The current portion of these costs of \$22.1 million is reflected in our Unaudited Condensed Consolidated Balance Sheets in other current liabilities. The long-term portion of these costs of \$262.6 million is reflected in our Unaudited Condensed Consolidated Balance Sheets in accrued landfill and environmental costs.

*Remediation and Other Charges for Landfill Matters*

We accrue costs related to environmental remediation activities through a charge to income in the period such liabilities become probable and can be reasonably estimated. We accrue costs related to environmental remediation activities associated with properties acquired through business combinations as a charge to cost in excess of fair value of net assets acquired or landfill purchase price allocated to airspace, as appropriate.

During the three months ended March 31, 2007, we recorded a pre-tax charge of \$22.0 million related to estimated costs we believed would be required to comply with Final Findings and Orders issued by the Ohio Environmental Protection Agency in response to environmental conditions at our Countywide facility. We have complied with and will continue to comply with the F&Os. However, even though indications existed that the reaction had begun to subside, we nevertheless agreed with the OEPA to take certain additional remedial actions at Countywide. Consequently, during the three months ended September 30, 2007, we recorded an additional pre-tax charge of \$23.3 million. While we are vigorously pursuing financial contributions from third parties for our costs to comply with the F&Os and the additional remedial actions, we have not recorded any receivables for potential recoveries.

We have also entered into an Agreed Order on Consent with the U.S. EPA requiring the reimbursement of costs incurred by the U.S. EPA and requiring us to (a) design and install a temperature and gas monitoring system, (b) design and install a composite cap or cover, and (c) develop and implement an air monitoring program. The AOC became effective on April 17, 2008 and we are complying with the terms of the AOC. The costs associated with these activities are either already contemplated in our cost estimates or are not, at this time, expected to result in material incremental costs.

**Investment in Landfills**

The following table reflects changes in our investment in landfills for the three months ended March 31, 2008 (in millions):

|                                                          | Balance as<br>of<br>December<br>31,<br>2007 | Capital<br>Additions | Non-Cash<br>Additions<br>for Asset<br>Retirement<br>Obligations | Additions<br>Charged<br>to<br>Expense | Transfers<br>And<br>Other<br>Adjustments | Balance as<br>of<br>March 31,<br>2008 |
|----------------------------------------------------------|---------------------------------------------|----------------------|-----------------------------------------------------------------|---------------------------------------|------------------------------------------|---------------------------------------|
| Non-depletable landfill land                             | \$ 52.7                                     | \$                   | \$                                                              | \$                                    | \$ .2                                    | \$ 52.9                               |
| Landfill development costs                               | 1,809.1                                     | 3.9                  | 4.4                                                             |                                       | 10.6                                     | 1,828.0                               |
| Construction-in-progress<br>landfill                     | 66.4                                        | 9.5                  |                                                                 |                                       | (10.1)                                   | 65.8                                  |
| Accumulated depletion and<br>amortization                | (1,039.5)                                   |                      |                                                                 | (23.7)                                |                                          | (1,063.2)                             |
| Net investment in landfill<br>land and development costs | \$ 888.7                                    | \$ 13.4              | \$ 4.4                                                          | \$ (23.7)                             | \$ .7                                    | \$ 883.5                              |

The following table reflects our future expected investment in our landfills as of March 31, 2008 (in millions):

| Expected | Total |
|----------|-------|
|----------|-------|



|                                                       | <b>Balance as<br/>of<br/>March 31,<br/>2008</b> | <b>Future<br/>Investment</b> | <b>Expected<br/>Investment</b> |
|-------------------------------------------------------|-------------------------------------------------|------------------------------|--------------------------------|
| Non-depletable landfill land                          | \$ 52.9                                         | \$                           | \$ 52.9                        |
| Landfill development costs                            | 1,828.0                                         | 1,735.6                      | 3,563.6                        |
| Construction-in-progress landfill                     | 65.8                                            |                              | 65.8                           |
| Accumulated depletion and amortization                | (1,063.2)                                       |                              | (1,063.2)                      |
| Net investment in landfill land and development costs | \$ 883.5                                        | \$ 1,735.6                   | \$ 2,619.1                     |

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The following table reflects our net landfill investment excluding non-depletable land, and our depletion, amortization and accretion expense for the three months ended March 31, 2008 and 2007:

|                                                                                   | <b>Three Months Ended<br/>March 31,</b> |             |
|-----------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                   | <b>2008</b>                             | <b>2007</b> |
| Number of landfills owned or operated                                             | 58                                      | 58          |
| Net investment, excluding non-depletable land (in millions)                       | \$ 830.6                                | \$ 843.9    |
| Total estimated available disposal capacity (in millions of cubic yards)          | 1,714.5                                 | 1,754.2     |
| Net investment per cubic yard                                                     | \$ .48                                  | \$ .48      |
| Landfill depletion and amortization expense (in millions)                         | \$ 23.7                                 | \$ 30.2     |
| Accretion expense (in millions)                                                   | 4.4                                     | 4.1         |
|                                                                                   | 28.1                                    | 34.3        |
| Airspace consumed (in millions of cubic yards)                                    | 8.6                                     | 9.7         |
| Depletion, amortization and accretion expense per cubic yard of airspace consumed | \$ 3.27                                 | \$ 3.54     |

During the three months ended March 31, 2008 and 2007, our weighted average compaction rate was approximately 1,600 and 1,500 pounds per cubic yard, respectively, based on our three-year historical moving average. Our compaction rates may continue to improve as a result of the settlement and decomposition of waste.

As of March 31, 2008, we expect to spend an estimated additional \$1.7 billion on existing landfills, primarily related to cell construction and environmental structures, over their expected remaining lives. Our total expected investment, excluding non-depletable land, estimated to be \$2.6 billion, or \$1.50 per cubic yard, is used in determining our depletion and amortization expense based on airspace consumed using the units-of-consumption method.

**Financial Condition**

At March 31, 2008, we had \$50.4 million of cash and cash equivalents. We also had \$190.0 million of restricted cash deposits, including \$92.5 million of restricted cash held for capital expenditures under certain debt facilities.

In September 2005, we entered into a \$750.0 million unsecured revolving credit facility with a group of banks which was scheduled to expire in 2010. In April 2007, we increased our unsecured revolving credit facility to \$1.0 billion and extended the term to 2012. Borrowings under the credit facility bear interest at LIBOR-based rates. We use our operating cash flow and proceeds from our credit facility to finance our working capital, capital expenditures, acquisitions, share repurchases, dividends and other requirements. As of March 31, 2008, we had \$383.0 million available under our credit facility.

In May 1999, we sold \$375.0 million of unsecured notes in the public market. These notes bear interest at 7.125% per annum and mature in 2009. Interest is payable semi-annually in May and November. The notes were offered at a discount of \$.5 million. In September 2005, we exchanged \$275.7 million of our outstanding 7.125% notes due 2009 for new notes due 2035. The new notes bear interest at 6.086%. We paid a premium of \$27.6 million related to the exchange. This premium is being amortized over the life of the new notes using the effective yield method.

In August 2001, we sold \$450.0 million of unsecured notes in the public market. The notes bear interest at 6.75% and mature in 2011. Interest on these notes is payable semi-annually in February and August. The notes were offered at a discount of \$2.6 million.

In order to manage risk associated with fluctuations in interest rates and to take advantage of favorable floating interest rates, we have entered into interest rate swap agreements with investment grade-rated financial institutions. Our outstanding swap agreements have a total notional value of \$210.0 million and require our company to pay interest at floating rates based on changes in LIBOR and receive interest at a fixed rate of 6.75%. Our swap agreements mature in August 2011.

At March 31, 2008, we had \$762.9 million of tax-exempt bonds and other tax-exempt financings outstanding. Borrowings under these bonds and other financings bear interest based on fixed or floating interest rates at the prevailing market and have maturities ranging from 2012 to 2037. As of March 31, 2008, we had \$92.5 million of restricted cash

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related to proceeds from tax-exempt bonds and other tax-exempt financings. This restricted cash will be used to fund capital expenditures under the terms of the agreements.

We believe that our excess cash, cash from operating activities and our revolving credit facility provide us with sufficient financial resources to meet our anticipated capital requirements and obligations as they come due. We believe that we will be able to raise additional debt or equity financing, if necessary.

**Selected Balance Sheet Accounts**

The following table reflects the activity in our allowance for doubtful accounts, final capping, closure, post-closure and remediation liabilities, and accrued self-insurance during the three months ended March 31, 2008 (in millions):

|                                    | <b>Allowance<br/>for<br/>Doubtful<br/>Accounts</b> | <b>Final<br/>Capping,<br/>Closure and<br/>Post-Closure</b> | <b>Remediation</b> | <b>Self-<br/>Insurance</b> |
|------------------------------------|----------------------------------------------------|------------------------------------------------------------|--------------------|----------------------------|
| Balance, December 31, 2007         | \$ 14.7                                            | \$ 277.7                                                   | \$ 67.5            | \$ 178.0                   |
| Non-cash asset additions           |                                                    | 4.4                                                        |                    |                            |
| Accretion expense                  |                                                    | 4.4                                                        |                    |                            |
| Other additions charged to expense | 1.2                                                |                                                            |                    | 47.5                       |
| Payments or usage                  | (1.9)                                              | (1.8)                                                      | (8.9)              | (45.2)                     |
| Balance, March 31, 2008            | 14.0                                               | 284.7                                                      | 58.6               | 180.3                      |
| Less: Current portion              | (14.0)                                             | (22.1)                                                     | (20.9)             | (61.8)                     |
| Long-term portion                  | \$                                                 | \$ 262.6                                                   | \$ 37.7            | \$ 118.5                   |

As of March 31, 2008, accounts receivable were \$306.7 million, net of allowance for doubtful accounts of \$14.0 million, resulting in days sales outstanding of 35, or 21 days net of deferred revenue. In addition, at March 31, 2008, our accounts receivable in excess of 90 days old totaled \$20.6 million, or 6.4% of gross receivables outstanding.

**Property and Equipment**

The following tables reflect the activity in our property and equipment accounts for the three months ended March 31, 2008 (in millions):

|                                 | <b>Balance<br/>as of<br/>December<br/>31,<br/>2007</b> | <b>Capital<br/>Additions</b> | <b>Retirements</b> | <b>Acquisitions,<br/>Net of<br/>Divestitures</b> | <b>Gross Property and Equipment<br/>Non-Cash<br/>Additions<br/>for<br/>Asset<br/>Retirement<br/>Obligations</b> | <b>Transfers<br/>and<br/>Other<br/>Adjustments</b> | <b>Balance<br/>as of<br/>March<br/>31,<br/>2008</b> |
|---------------------------------|--------------------------------------------------------|------------------------------|--------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------|
| Other land                      | \$ 105.7                                               | \$ .1                        | \$                 | \$ 3.6                                           | \$                                                                                                              | \$ (.2)                                            | \$ 109.2                                            |
| Non-depletable landfill<br>land | 52.7                                                   |                              |                    |                                                  |                                                                                                                 | .2                                                 | 52.9                                                |
| Landfill development<br>costs   | 1,809.1                                                | 3.9                          |                    |                                                  | 4.4                                                                                                             | 10.6                                               | 1,828.0                                             |
| Vehicles and equipment          | 1,965.1                                                | 31.0                         | (10.2)             | 1.0                                              |                                                                                                                 |                                                    | 1,986.9                                             |
| Buildings and<br>improvements   | 346.7                                                  | .4                           | (.2)               | 1.0                                              |                                                                                                                 | (.5)                                               | 347.4                                               |

|                                   |            |         |           |        |        |        |            |
|-----------------------------------|------------|---------|-----------|--------|--------|--------|------------|
| Construction-in-progress landfill | 66.4       | 9.5     |           |        |        | (10.1) | 65.8       |
| Construction-in-progress other    | 11.8       | 2.9     |           |        |        |        | 14.7       |
| Total                             | \$ 4,357.5 | \$ 47.8 | \$ (10.4) | \$ 5.6 | \$ 4.4 | \$     | \$ 4,404.9 |

#### Accumulated Depreciation, Amortization and Depletion

|                            | Balance<br>as of<br>December<br>31,<br>2007 | Additions<br>Charged<br>to<br>Expense | Retirements | Transfers<br>and<br>Other<br>Adjustments | Balance as<br>of<br>March 31,<br>2008 |
|----------------------------|---------------------------------------------|---------------------------------------|-------------|------------------------------------------|---------------------------------------|
| Landfill development costs | \$ (1,039.5)                                | \$ (23.7)                             | \$          | \$                                       | \$ (1,063.2)                          |
| Vehicles and equipment     | (1,052.7)                                   | (44.9)                                | 9.2         | (.1)                                     | (1,088.5)                             |
| Buildings and improvements | (101.0)                                     | (3.2)                                 | .2          |                                          | (104.0)                               |
| Total                      | \$ (2,193.2)                                | \$ (71.8)                             | \$ 9.4      | \$ (.1)                                  | \$ (2,255.7)                          |

#### Liquidity and Capital Resources

The major components of changes in cash flows for the three months ended March 31, 2008 and 2007 are discussed below.

*Cash Flows From Operating Activities.* Cash provided by operating activities was \$148.0 million and \$139.2 million for the three months ended March 31, 2008 and 2007, respectively. The changes in cash provided by operating activities during the periods are primarily due to the expansion of our business, the timing of payments received for accounts receivable, and the timing of payments made for accounts payable.

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We use cash flows from operations to fund capital expenditures, acquisitions, share repurchases, dividend payments and debt repayments.

*Cash Flows Used In Investing Activities.* Cash used in investing activities was \$117.3 million and \$71.5 million for the three months ended March 31, 2008 and 2007, respectively, and consists primarily of cash used for capital expenditures in 2008 and 2007, cash used in business acquisitions in 2008 and an increase in restricted cash in 2008. Capital expenditures were \$81.6 million and \$84.1 million for the three months ended March 31, 2008 and 2007, respectively.

We intend to finance capital expenditures and acquisitions through cash, restricted cash held for capital expenditures, cash flow from operations, our revolving credit facility, tax-exempt bonds and other financings. We expect to use primarily cash for future business acquisitions.

*Cash Flows Used In Financing Activities.* Cash used in financing activities for the three months ended March 31, 2008 and 2007 was \$2.1 million and \$76.5 million, respectively, and consists primarily of purchases of common stock for treasury, proceeds from and payments of notes payable and long-term debt, payments of cash dividends and proceeds from stock option exercises.

During 2000 through the period ended March 31, 2008, our board of directors authorized the repurchase of up to \$2.6 billion of our common stock. As of March 31, 2008, we had paid \$2.3 billion to repurchase 78.0 million shares of our common stock, of which \$97.8 million was paid during the three months ended March 31, 2008 to repurchase 3.2 million shares of our common stock.

We intend to finance future stock repurchases and dividend payments through cash on hand, cash flow from operations, our revolving credit facility and other financings.

**Credit Ratings**

Our company has received investment grade credit ratings. As of March 31, 2008, our senior debt was rated BBB+ by Standard & Poor's, BBB+ by Fitch and Baa1 by Moody's.

**Fuel Hedges**

We use derivative instruments designated as cash flow hedges to manage our exposure to changes in diesel fuel prices. We have entered into multiple option agreements related to forecasted diesel fuel purchases. Under Statement of Financial Accounting Standards No 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133), the options qualified for and were designated as effective hedges of changes in the prices of forecasted diesel fuel purchases (fuel hedges).

The following table summarizes our outstanding fuel hedges at March 31, 2008 and 2007:

| <b>Inception Date</b> | <b>Commencement Date</b> | <b>Termination Date</b> | <b>Notional Amount<br/>(in Gallons per<br/>Month)</b> | <b>Contract Price<br/>per Gallon</b> |
|-----------------------|--------------------------|-------------------------|-------------------------------------------------------|--------------------------------------|
| March 17, 2008        | January 5, 2009          | December 31, 2012       | 50,000                                                | \$3.7200                             |
| March 17, 2008        | January 5, 2009          | December 31, 2012       | 50,000                                                | 3.7400                               |
| November 5, 2007      | January 5, 2009          | December 30, 2013       | 60,000                                                | 3.2815                               |
| January 26, 2007      | January 7, 2008          | December 29, 2008       | 500,000                                               | 2.8285                               |
| January 26, 2007      | January 5, 2009          | December 28, 2009       | 500,000                                               | 2.8270                               |
| January 26, 2007      | January 4, 2010          | December 27, 2010       | 500,000                                               | 2.8100                               |
| August 29, 2006       | October 2, 2006          | December 31, 2007       | 500,000                                               | 3.1450                               |

If the national U.S. on-highway average price for a gallon of diesel fuel (average price), as published by the Department of Energy, exceeds the contract price per gallon, we receive the difference between the average price and the contract price (multiplied by the notional gallons) from the counterparty. If the national U.S. on-highway average price for a gallon of diesel fuel is less than the contract price per gallon, we pay the difference to the counterparty.

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The fair values of our fuel hedges are obtained from a third-party counterparty and are determined using standard option valuation models with assumptions about commodity prices being based on those observed in underlying markets (Level 2 in the fair value hierarchy). In accordance with SFAS 133, the effective portions of the changes in fair values as of March 31, 2008 and 2007, net of tax, have been recorded in stockholders' equity as components of accumulated other comprehensive income. The ineffective portions of the changes in fair values as of March 31, 2008 and 2007 have been recorded in other income (expense), net in the accompanying Unaudited Condensed Consolidated Statements of Income.

**Free Cash Flow**

We define free cash flow, which is not a measure determined in accordance with GAAP, as cash provided by operating activities less purchases of property and equipment plus proceeds from sales of property and equipment as presented in our Unaudited Condensed Consolidated Statements of Cash Flows. Our free cash flow for the three months ended March 31, 2008 and 2007 is calculated as follows (in millions):

|                                               | <b>Three Months<br/>Ended March 31,</b> |             |
|-----------------------------------------------|-----------------------------------------|-------------|
|                                               | <b>2008</b>                             | <b>2007</b> |
| Cash provided by operating activities         | \$ 148.0                                | \$ 139.2    |
| Purchases of property and equipment           | (81.6)                                  | (84.1)      |
| Proceeds from sales of property and equipment | 1.0                                     | 1.0         |
| Free cash flow                                | \$ 67.4                                 | \$ 56.1     |

Purchases of property and equipment as reflected in our Unaudited Condensed Consolidated Statements of Cash Flows and the free cash flow presented above represent amounts paid during the period for such expenditures. A reconciliation of property and equipment reflected in the Unaudited Condensed Consolidated Statements of Cash Flows to property and equipment received during the period is as follows (in millions):

|                                                                                                                  | <b>Three Months<br/>Ended March 31,</b> |             |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                                                  | <b>2008</b>                             | <b>2007</b> |
| Purchases of property and equipment in the Unaudited Condensed Consolidated Statements of Cash Flows             | \$ 81.6                                 | \$ 84.1     |
| Adjustment for property and equipment received during the prior period but paid for in the following period, net | (33.8)                                  | (40.0)      |
| Property and equipment received during the current period                                                        | \$ 47.8                                 | \$ 44.1     |

The adjustments noted above do not affect either our net change in cash and cash equivalents as reflected in our Unaudited Condensed Consolidated Statements of Cash Flows or our free cash flow.

We believe that the presentation of free cash flow provides useful information regarding our recurring cash provided by operating activities after expenditures for property and equipment, net of proceeds from sales of property and equipment. It also demonstrates our ability to execute our financial strategy which includes reinvesting in existing capital assets to ensure a high level of customer service, investing in capital assets to facilitate growth in our customer base and services provided, pursuing strategic acquisitions that augment our existing business platform, repurchasing shares of common stock at prices that provide value to our shareholders, paying cash dividends, maintaining our investment grade rating and minimizing debt. In addition, free cash flow is a key metric used to determine compensation. The presentation of free cash flow has material limitations. Free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or that we have committed to such as debt service requirements and dividend payments. Our definition of free cash flow may not be

comparable to similarly titled measures presented by other companies.

**Seasonality**

Our operations can be adversely affected by periods of inclement weather which could increase the volume of waste collected under existing contracts (without corresponding compensation), delay the collection and disposal of waste, reduce the volume of waste delivered to our disposal sites, or delay the construction or expansion of our landfill sites and other facilities.



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**Disclosure Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including, in particular, certain statements about our plans, strategies and prospects. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved. Important factors that could cause our actual results to differ materially from our forward-looking statements include risk factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007. All forward-looking statements attributable to us or any persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth below.

The risks, uncertainties, and other factors that our stockholders and prospective investors should consider include the following:

We operate in a highly competitive industry and may be unable to compete effectively.

We may be unable to obtain future increases in the prices for our services.

Economic conditions could adversely affect our business, operations and internal growth.

An increase in the price of fuel may adversely affect our business.

We may be unable to execute our financial strategy.

We may be unable to manage our growth effectively.

We may be unable to execute our acquisition growth strategy.

Businesses we acquire may have undisclosed liabilities.

Compliance with environmental and other laws and regulations may impede our growth and impact our financial results.

Regulatory approval to operate, develop or expand our landfills and transfer stations may be delayed or denied.

Our financial statements are based on estimates and assumptions that may differ from actual results.

Changes in insurance markets may impact our financial results.

We depend on key personnel.

Seasonal changes or severe weather may adversely affect our business operations.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Our market-sensitive financial instruments consist primarily of variable rate debt and interest rate swaps. Therefore, our major market risk exposure is changing interest rates in the United States and fluctuations in LIBOR. We manage interest rate risk through a combination of fixed and floating rate debt as well as interest rate swap agreements.

**ITEM 4. CONTROLS AND PROCEDURES.**

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e), were effective as of the end of the period covered by this Quarterly Report.

Based on an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, there has been no change in our internal control over financial reporting during our last fiscal quarter, identified in connection with that evaluation, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

On March 26, 2007, Republic Services of Ohio II, LLC, an Ohio limited liability company and wholly owned subsidiary of the Company, was issued Final Findings and Orders from the Ohio Environmental Protection Agency. The F&Os relate to environmental conditions attributed to a chemical reaction resulting from the disposal of certain aluminum production waste at the Countywide Recycling and Disposal facility in East Sparta, Ohio. The F&Os, and certain other remedial actions Republic-Ohio agreed with the OEPA to undertake to address the environmental conditions, include, without limitation, the following actions: (a) prohibiting leachate recirculation, (b) refraining from the disposal of solid waste in certain portions of the site, (c) updating engineering plans and specifications and providing further information regarding the integrity of various engineered components at the site, (d) performing additional data collection, (e) taking additional measures to address emissions, (f) expanding the gas collection and control system, (g) installing a fire break, (h) removing liquids from gas extraction wells, and (i) submitting a plan to the OEPA to suppress the chemical reaction and, following approval by the OEPA, implementing such plan. The Company also paid approximately \$.7 million in sanctions to comply with the F&Os during the three months ended March 31, 2007. Currently, Republic-Ohio is performing certain interim remedial actions required by the OEPA, but the OEPA has not approved Republic-Ohio's plan to suppress the chemical reaction.

Republic-Ohio has also entered into an Agreed Order on Consent with the U.S. EPA requiring the reimbursement of costs incurred by the U.S. EPA and requiring Republic-Ohio to (a) design and install a temperature and gas monitoring system, (b) design and install a composite cap or cover, and (c) develop and implement an air monitoring program. The AOC became effective on April 17, 2008 and Republic-Ohio is complying with the terms of the AOC. The costs associated with these activities are either already contemplated in our costs estimates or are not, at this time, expected to result in material incremental costs.

We had learned that the Commissioner of the Stark County Health Department recommended that the Stark County Board of Health ( Board of Health ) suspend Countywide's 2007 annual operating license. We had also learned that the Commissioner intended to recommend that the Board of Health deny Countywide's license application for 2008. Republic-Ohio obtained a preliminary injunction on November 28, 2007 prohibiting the Board of Health from suspending its 2007 operating license. Republic-Ohio also obtained a preliminary injunction on February 15, 2008 prohibiting the Board of Health from denying its 2008 operating license application. The litigation with the Board of Health is pending in the Stark County Court of Common Pleas. We and the Board of Health are currently participating in mediation proceedings regarding facility licensing.

We believe that we have diligently performed all actions required under the F&Os and that Countywide does not pose a threat to the environment. In addition, there are indications that the reaction is subsiding. As such, we believe that we satisfy the rules and regulations that govern the operating license at Countywide. We disagree with the Commissioner's recommendation and will pursue all legal remedies available regarding licensing of the facility.

We are vigorously pursuing financial contributions from third parties for our costs to comply with the F&Os and the other required remedial actions.

**ITEM 1A. RISK FACTORS.**

There were no material changes during the first quarter of 2008 in the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2007.

Table of Contents**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

| <b>Period</b>                             | <b>Total<br/>Number of<br/>Shares (or<br/>Units)<br/>Purchased</b> | <b>Average<br/>Price Paid<br/>per Share<br/>(or Unit)(a)</b> | <b>Total Number<br/>of<br/>Shares (or<br/>Units)<br/>Purchased as<br/>Part<br/>of Publicly<br/>Announced<br/>Plans or<br/>Programs</b> | <b>Maximum<br/>Number (or<br/>Approximate<br/>Dollar<br/>Value) of<br/>Shares<br/>(or Units) that<br/>May<br/>Yet Be<br/>Purchased<br/>Under the<br/>Plans or<br/>Programs<br/>(in millions)</b> |
|-------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Month #1 (January 1 – January 31, 2008)   | 1,711,300                                                          | \$ 30.05                                                     | 1,711,300                                                                                                                              | \$ 335.0                                                                                                                                                                                         |
| Month #2 (February 1 – February 29, 2008) | 891,994                                                            | 30.74                                                        | 891,994                                                                                                                                | 307.6                                                                                                                                                                                            |
| Month #3 (March 1 – March 31, 2008)       | 635,834                                                            | 29.80                                                        | 635,834                                                                                                                                | 288.6                                                                                                                                                                                            |
| Total                                     | 3,239,128                                                          | \$ 30.19                                                     | 3,239,128                                                                                                                              | \$ 288.6                                                                                                                                                                                         |

(a) This amount represents the weighted average price paid per share and includes a per share commission paid for all repurchases.

The share purchases reflected in the table above were made pursuant to our \$250.0 million repurchase programs approved by our board of directors in July 2007 and in January 2008. These share repurchase programs do not have expiration dates. No share repurchase program approved by our board of directors has ever expired nor do we expect to terminate any program prior to completion. We intend to make additional share purchases under our existing repurchase programs up to an aggregate of \$288.6 million.

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**ITEM 6. EXHIBITS.**

Exhibit

Number Description of Exhibit

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith)

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith)

32.1 Section 1350 Certification of Chief Executive Officer (filed herewith)

32.2 Section 1350 Certification of Chief Financial Officer (filed herewith)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant, Republic Services, Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

REPUBLIC SERVICES, INC.

By: /s/ TOD C. HOLMES

Tod C. Holmes

Senior Vice President and Chief

Financial Officer (Principal Financial  
Officer)

By: /s/ CHARLES F. SERIANNI

Charles F. Serianni

Vice President and Chief Accounting

Officer (Principal Accounting Officer)

Date: May 5, 2008