



March 5th, 2009

City of Angleton
City Hall, 121 South Velasco, Angleton, Texas 77515
Attn: City Administrator

Re: Franchise Agreement for the Collection, Hauling and Disposal of Municipal Solid Waste in the City of Angleton, TX dated December 20, 2005 by and between Republic Waste Services of Texas, Ltd. and the City of Angleton

To Whom It May Concern:

As you may be aware, Republic Waste Services of Texas, Ltd. ("Republic"), recently agreed to sell (the "Sale") to a wholly owned subsidiary of Waste Connections, Inc. ("Waste Connections") certain of its assets in the Houston market. The Sale is part of a series of transactions mandated by the U.S. Department of Justice in connection with the merger between Republic Services, Inc. and Allied Waste Industries, Inc. ("Allied") that was completed in 2008. The Sale is currently scheduled to close prior to the end of March 2009.

The agreement identified above (the "Agreement") is among the assets proposed to be transferred as part of the Sale. As a valued business partner, we want to assure you that the determination to consummate the Sale, which was a condition to completing our merger with Allied, was undertaken only after the most serious consideration. We believe that Waste Connections will continue the business relationship embodied in the Agreement in accordance with the highest professional standards.

Pursuant to the requirements of Section 13 of the Agreement, the prior written consent of the City of Angleton is required prior to an assignment of the Agreement. Accordingly, I kindly ask that the appropriate representative of the City of Angleton countersign this letter for purposes of (i) granting the aforementioned required consent, (ii) confirming that, following the closing of the Sale, the Agreement will remain in full force and effect in accordance with its terms, and (iii) confirming the release of Republic from any obligation under the Agreement arising after the closing of the Sale, in each case effective upon such closing. If the Sale is not consummated for any reason, this letter will cease to have effect and the Agreement will remain in place between Republic and the City of Angleton in accordance with its current terms.

Thank you in advance for your cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Name: Scott Bradshaw
Title: General Manager, Republic Waste Services

Agreed and accepted:

City of Angleton

Name: _____
Title: _____

Dated: _____, 2009