QUITCLAIM DEED

THE PURPOSE OF THIS DEED IS TO COMBINE FIVE PARCELS INTO ONE PARCEL, TO BE TAXED UNDER MAP/PARCEL NO. 06800004900

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value,
Whichever is greater, for this transfer,
Is $0.00

BRENDAN SHEEHAN, Affiant

This instrument prepared by:

Real Estate Department
WM Corporate Services, Inc.
720 East Butterfield Road
Lombard, IL 60148

Sworn to and subscribed before me
This 10th day of February, 2011.

OFFICIAL SEAL
D NENDICK
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/15/13

DEBORAH L. NENDICK,
Notary Public, State of Illinois, County of Will
My commission expires December 15, 2013

BILL GARRETT, Davidson County
Trans:T20110012984 DEEDQC
Recvd: 03/03/11 15:13 16 pgs
Fees:82.00 Taxes:0.00
20110303-0017282

ADDRESS-NEW OWNER	SEND TAX BILLS TO:	MAP/PARCEL NUMBER:
Waste Management, Inc. of Tennessee	P.O. Box 1450	06900023300
C/o Real Estate Department	Chicago, IL 60690-1450	06900023400
WM Corporate Services, Inc.	Larry Kalman	06800004900 *
720 E. Butterfield Road, 4th Floor		06800009300
Lombard, IL 60148		06800009900

Surviving parcel of consolidation should be 06800004900*.

FOR AND IN CONSIDERATION OF Ten Dollars, and other good and valuable consideration, WASTE MANAGEMENT, INC. OF TENNESSEE, a Tennessee corporation, Successor through Merger to Southern Services of Tennessee, L.L.C., does hereby quit claim to WASTE MANAGEMENT, INC. OF TENNESSEE, a Tennessee corporation, all of its right, title and interest in and to the tracts of land described in Exhibit A hereto.

THIS CONEYANCE IS MADE SUBJECT TO general real estate taxes for 2011 and subsequent years; any matters, restrictions and/or easements of record.

This property is known as Southern Services Landfill, 4651 Amy Lynn Drive, Nashville, TN 37218-3815.

WITNESS my hand, this 10th day of February, 2011.

WASTE MANAGEMENT, INC. OF TENNESSEE,
A Tennessee corporation

LAWRENCE J. KALMAN
Authorized Representative

STATE OF ILLINOIS
COUNTY OF DU PAGE

Personally appeared before me at Lombard, Illinois, the undersigned, a Notary Public of the State of Illinois and County of Will, LAWRENCE J. KALMAN, Authorized Representative, WASTE MANAGEMENT, INC. OF TENNESSEE, a Tennessee corporation, with whom I am personally acquainted, and who acknowledged that he executed the within instrument as said Authorized Representative, for the purposes therein contained.

WITNESS my hand, at office, this 10th day of February, 2011.

OFFICIAL SEAL
D NENDICK
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/15/13

DEBORAH L. NENDICK
Notary Public, State of Illinois, County of Will

My commission expires December 15, 2013

EXHIBIT A
PROPERTY DESCRIPTION

PARCEL 1 – MAP/PARCEL 06800009900 – 5.01 Acres:

A tract or parcel of land lying in the First Councilmanic District of Nashville, Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron rod lying on the southerly right-of-way margin of the Nashville and Ashland City Railroad, said iron rod also being a northeasterly corner of the Riverside Business Park, L.P., property as of record in deed book 7788, page 598, Register's office of Davidson County, Tennessee (RODC, TN), and the northwest corner of the Southern Services of Tennessee, LLC, property, as of record in deed book 10766, page 538, RODC, TN;

Thence with said southerly right-of-way margin of the Nashville and Ashland City Railroad and said Southern Services of Tennessee, LLC, property, the following calls:

South 65°39'51" east, for a distance of 355.51 feet to an iron rod found;

North 24°20'09:" east, for a distance of 15.00 feet to an iron rod found;

South 65°39'51" east, for a distance of 79.21 feet to an iron rod set;

Thence leaving said southerly right-of-way margin of the Nashville and Ashland City Railroad and with a new line through said Southern Services of Tennessee, LLC, property, the following calls:

South 17°47'48" west, for a distance of 550.83 feet to an iron rod set;

North 79°41'41" west, for a distance of 76.40 feet to an iron rod set at the northeast corner of the Southern Services of Tennessee, LLC, property, as of record in deed book 10397, page 558, RODC, TN, said iron rod also being the northeast corner of a 60-foot ingress-egress easement as of record in deed book 10397, page 556, Exhibit "A", RODC, TN;

Thence with said Southern Services of Tennessee, LLC property and with the northerly line of said easement, north 79°41'41" west, for a distance of 451.67 feet to an iron rod found at a southeasterly corner of the Riverside Business Park, L.P., property, as of record in deed book 7788, page 598, RODC, TN, said iron rod also being the northeast corner of a 60-foot ingress-egress easement as of record in deed book 10397, page 556, Exhibit "B", RODC, TN;

Thence with said Riverside Business Park, L.P., property, and with the northerly line of said easement, north 79°57'45" west, for a distance of 25.80 feet to an iron rod found lying on the centerline of a 50-foot railroad spur easement, as of record in deed book 6548, page 863, RODC, TN, and corrected in deed book 6731, page 912, RODC, TN;

Thence with said railroad spur easement and continuing with said Riverside Business Park, L.P., property the following calls:

A curve to the left having a central angle of 3°02'28", a radius of 440.74 feet, an arc length of 23.39 feet, and a chord bearing and distance of north 51°48'11" east 23.39 feet to an iron rod found;

North 50°16'58" east, for a distance of 361.41 feet to an iron rod found;

North 56°11'57" east, for a distance of 32.20 feet to an iron rod found;

A curve to the right having a central angle of 14°16'29", a radius of 572.96 feet, an arc length of 142.75 feet, and a chord bearing and distance of north 63°10'20" east, 142.38 feet to an iron rod found;

North 70°18'35" east, for a distance of 5.00 feet to an iron rod found lying on the westerly margin of a 150 foot TVA easement as of record in deed book 1255, page 466, RODC, TN;

Thence with said 150-foot TVA easement and continuing with said Riverside Business Park property, north 28°47'48" west, for a distance of 298.65 feet to point of beginning, containing 5.01 acres more or less, and being a portion of the same property conveyed to Southern Services of Tennessee, LLC, as of record in deed book 10766, page 538, RODC, TN.

TOGETHER WITH INGRESS AND EGRESS EASEMENT, DESCRIBED AS FOLLOWS:

This easement is for the purpose of adding addition width on the southeast side of an existing 70' ingress egress easement across parcel 33, map 68, Tax Assessors Office, Davidson County, Tennessee and more particularly described as follows:

Beginning at a point in the north R.O.W. of the Cheatham County Rail Authority Railroad being leased by and operated as Central of Tennessee Railroad. Said point being S 67°23'49" E, along said railroad north 82.05' from the southeast corner of the William C. and Shirley Sanders property shown as parcel 32, map 68, as recorded in book 7511, page 81, R.O.D.C., TN. Also said point being on the east side of an existing 70' ingress and egress easement as recorded in book 7788, page 606, R.O.D.C., TN.

Thence, N 01°18'49" W, with the east side of said existing easement 150.0' to a point; thence, S 16°20'23" E, 176.30' to a point in the north R.O.W. of said railroad; thence; N 67°23'49" W with said north railroad R.O.W. 50.0', to the point of beginning.

PARCEL 2 – MAP/PARCEL 06800009300 – 7.82 Acres:

Land in Davidson County, Tennessee, described as follows:

Beginning at an existing concrete monument at the northeast corner of Pinkert Steel Company, said concrete monument also being in the west property line of the following described tract; thence with a new line, N 8°25' E, 60.0 feet to an iron pin set this survey; thence with the north property line of Riverside Business Park, S 81° 35' E, 451.31 feet to an iron pin set this survey at the Northeast corner of this tract; thence with the East property line of Riverside Business Park, S. 8 degrees 25' W, 768.17 feet

to a point; thence with a curve to the left with a radius of 3343.61 feet for a distance of 467.17 feet to a point in the east property line of Pinkert Steel Company; thence with Pinkert Steel Company's east property line, N 8°25' E, 588.97 feet to the point of beginning, containing 7.282 acres, according to a survey by Consolidated Surveying Co. of a portion of Riverside Business Park dated November 19, 1995.

Being a portion of the property conveyed to Southern Services of TN, L.L.C. by Riverside Business Park, L.P. by deed of record in Book 10397, page 558, Register's Office for Davidson County, Tennessee.

PARCEL 3 – MPA/PARCEL 06900023300 – 31.66 Acres:

Beginning at an iron rod found lying on the southerly right-of-way margin of the Nashville and Ashland City Railroad, said iron rod also being the northeast corner of the Roger C. Brown and wife, Mildred Deal Brown Property, as of record in deed book 4732, page 298 Register's Office of Davidson County, Tennessee (RODC, TN), and the northwest corner of the Roger Coleman Brown Property, as of record in Deed Book 9917, Page 229, RODC, TN;

Thence with said Roger Coleman Brown Property the following calls: South 05 degrees 51 minutes 39 seconds, west, for a distance of 303.21 feet to a concrete monument found; South 5 degrees 25 minutes 16 seconds west, for a distance of 1074.10 feet to a concrete monument found lying at the northwest corner of the State of Tennessee Property, as of record in Deed Book 1280, Page 565, RODC, TN; Thence with said State of Tennessee Property, South 6 degrees 54 minutes 49 seconds west, for a distance of 702.55 feet to a point; Thence leaving said State of Tennessee Property, and with a new line severing the said Roger C. Brown and wife, Mildred Deal Brown Property, North 28 degrees 59 seconds 00 minutes west, for a distance of 1523.40 feet to a point lying on the easterly line of the Southern Services of Tennessee, LLC Property, as of record in Deed Book 10766, Page 538, RODC, TN; Thence with said Southern Services of Tennessee, LLC Property North 8 degrees 40 minutes 45 seconds East for a distance of 1105.59 feet to an iron rod found lying on the southerly right-of-way margin of the Nashville and Ashland City Railroad; Thence with said southerly right-of-way margin of the Nashville and Ashland City Railroad, South 65 degrees 37 minutes 35 seconds east, for a distance of 865.48 feet to the point of beginning. Containing 31.66 acres more or less and being a portion of the same property conveyed to Roger C. Brown and wife, Mildred Deal Brown, as of record in Deed Book 4732, Page 298, RODC, TN.

Being a portion of the property conveyed by Roger C. Brown and Mildred Deal Brown to Southern Services of TN, LLC, a Tennessee corporation, by deed recorded September 25, 2002 as 20020925 - 0116883

PARCEL 4 – MAP/PARCEL 06900023400 – 31.64 Acres:

Beginning at a concrete monument found lying at the northwest corner of the State of Tennessee Property, as of record in Deed Book 1280, Page 565, RODC, TN. Said concrete monument also being an easterly corner of the Roger C. Brown and wife Mildred Deal Brown Property, as of record in Deed Book 4732, Page 298, RODC, TN;

Thence with said State of Tennessee Property South 6 degrees 54 minutes 49 seconds west for a distance of 702.55 feet to a point at the true point of beginning;

Thence with said State of Tennessee Property South 6 minutes 54 minutes 49 seconds west for a distance of 940.83 feet to an iron rod set;

Thence leaving said State of Tennessee Property and with a new line severing the said Roger C. Brown and wife, Mildred Deal Brown Property the following calls; North 59 degrees 39 minutes 8 seconds west for a distance of 399.02 feet to an iron rod set; South 53 degrees 51 minutes 15 seconds west for a distance of 301.22 feet to a point lying on the ordinary high water mark of the Cumberland River;

Thence with said River north 40 degrees 41 minutes 24 seconds west, for a distance of 494.55 feet to a point lying at the southeasterly corner the Southern Services of Tennessee, LLC Property, as of record in Deed Book 10766, Page 538, RODC, TN;

Thence with said Southern Services of Tennessee, LLC Property, North 08 degrees 40 minutes 45 seconds east, passing a witness iron rod set at 150.00 feet, in all for a total distance of 1889.31 feet to a point;

Thence with a new line severing the said Roger C. Brown and wife, Mildred Deal Brown Property south 28 degrees 59 minutes 00 seconds east, for a distance of 1523.40 feet to the true point of beginning containing 31.64 acres more or less, and being a portion of the same Property conveyed to Roger C. Brown and wife Mildred Deal Brown, as of record in Deed Book 4732, page 298, RODC, TN;

SIXTY FOOT INGRESS AND EGRESS TRACT:

A sixty foot non-exclusive ingress egress easement to provide Tracts 3 and 4 access from the south terminus of Access Road No. 1 as shown on T.D.O.T. right-of-way plans, Project No. 1974-2227 as follows:

Beginning at an iron rod found lying on the southerly right-of-way margin of the Nashville and Ashland City Railroad, said iron rod also being the northeast corner of the Roger C. Brown and wife, Mildred Deal Brown Property, as of record in Deed Book 4732, Page 298, Register's Office of Davidson County, Tennessee (RODC, TN), and the northwest corner of the Roger Coleman Brown Property, as of Record in Deed Book 9917, Page 229, RODC, TN;

Thence north 5 degrees 51 minutes 39 seconds east for a distance of 105.46 feet to the true point of beginning. Said point lying on the northerly right-of-way margin of the Nashville and Ashland City Railroad;

Thence with said northerly right-of-way margin of the Nashville and Ashland City Railroad, and then with the westerly line of the David C. Allen and Lisa K. Creasy Property, North 6 degrees 25 minutes 55 seconds east, for a distance of 288.82 feet to a point lying on the southerly right-of-way margin of Access Road No. 1 to Ashland City Highway;

Thence continuing with the said southerly right-of-way margin of Access Road No. 1 to Ashland City Highway, north 84 degrees 16 minutes 28 seconds west, for a distance of 60.00 feet to a point;

Thence leaving said southerly right-of-way margin of Access Road No. 1, and with a new line severing the Roger C. Brown and wife, Mildred Deal Brown, and Brown Property, as of Record in Deed Book 4732, Page 298, RODC, TN, south 6 degrees 25 minutes 55 seconds west, for a distance of 268.65 feet to a point lying on the northerly right-of-way margin of the Nashville and Ashland City Railroad;

Thence with said northerly right-of-way margin of the Nashville and Ashland City Railroad south 65 degrees 37 minutes 35 seconds east, for a distance of 63.06 feet to the true point of beginning containing 0.38 acres more or less, and being a portion of the same property conveyed to Roger C. Brown and wife, Mildred Deal Brown, as of record in Deed Book 4732, Page 298, RODC, TN.

FIFTEEN FOOT INGRESS AND EGRESS TRACT:

A fifteen foot non-exclusive ingress egress easement from the south terminus of the sixty foot ingress egress tract westerly across property owned by Roger C. Brown and wife, Mildred Deal Brown, as of record in Deed Book 4732, Page 298, RODC, TN, to provide access from said terminus to the southwestern portion of Tract 4 as follows:

Beginning at a concrete monument found lying at the northwest corner of the State of Tennessee Property, as of record in Deed Book 1280, Page 565, RODC, TN, said concrete monument also being an easterly corner of the Roger C. Brown and wife, Mildred Deal Brown Property, as of record in Deed Book 4732, Page 298, RODC, TN;

Thence with said State of Tennessee Property south 6 degrees 54 minutes 49 seconds west, for a distance of 1643.38 feet to an iron rod set at the true point of beginning:

Thence continuing with said State of Tennessee property south 6 degrees 54 minutes 49 seconds west, for a distance of 37.27 feet to a point;

Thence leaving said State of Tennessee Property, and with a new line severing the said Roger C. Brown and wife, Mildred Deal Brown property the following calls: North 79 degrees 57 minutes 52 seconds west, for a distance of 486.40 feet to a point; north 53 degrees 51 minutes 15 seconds east, for a distance of 20.79 feet to a point; south 79 degrees 57 minutes 52 seconds east, for a distance of 469.56 feet to a point; north 6 degrees 54 minutes 49 seconds east, for a distance of 44.98 feet to a point; south 59 degrees 39 minutes 8 seconds east, for distance of 65.39 feet to the true point of beginning, containing 0.23 acres, more or less, and being a portion of the same property conveyed to Roger C. Brown and wife, Mildred Deal Brown, as of record in Deed Book 4732, Page 298, RODC, TN.

Being a portion of the property conveyed by Roger C. Brown and Mildred Deal Brown to Southern Services of TN, LLC, a Tennessee corporation, by deed recorded September 25, 2002 as 20020925 - 0116883

PARCEL 5 – MAP/ PARCEL 06800004900 - 84.71 Acres:

AN INGRESS AND EGRESS EASEMENT for the purpose of adding addition width on the Southeast side of an existing 70' ingress and egress easement across parcel 33, Map 68, Tax Assessor's office, Davidson County, Tennessee, and more particularly described as follows: Beginning at a point in the North R.O.W. of the Cheatham County Rail Authority Railroad, being leased by and operated as Central of Tennessee Railroad. Said point being S 67 – 23' – 49" E, along said railroad North 82.05' from the Southeast Corner of the William C. and Shirley Sanders property shown as Parcel 32, Map 68, as recorded in book 7511, Page 81, R.O.D.C., TN. Also said pint being on the East side of an existing 70' Ingress and Egress Easement as recorded in book 7788, Page 606, R.O.D.C., TN. Thence N 01 -18' 49" W, with the East side of said existing easement 150.0' to a point; thence, S 16 -20;' -23" E, 176.30' to a point in the North

R.O.W. of said railroad; thence; N 67 -23' -49" W with said North railroad R.O.W. 50.0', to the point of beginning.

Phase II Tract:

Beginning at a point in the south R.O.W. of Nashville and Ashland City Railroad, in the center of a spur track to Pinkert Steel Co., Inc. Thence, S 67 degrees 23' 49" E, with the south R.O.W. of said railroad, 405.71' to a point at the northwest corner of Phase III tract; Thence, S 06 degrees 56' 47" W, with the west line of Phase III tract, 1,503.10' to a point in the north line of Phase IV Tract, at the southwest corner of Phase III tract; Thence with a curve to the left having a radius of 3,343.61 and an arc length of 718.25', with the north line of Phase IV tract, to a point at the southeast corner of Phase I tract; thence, with the east and north lines of Phase I tract the following calls; N 08 degrees 25' 00" E, 768.17', N 81 degrees 35' 00" E, 477.49' to the center of a spur track to Pinkert Steel Co., Inc.; thence continuing with the center line of said spur track and the east line of Phase I tract, the following calls; with a curve to the left, having a chord bearing N 49 degrees 56' 31" E a radius of 440.74', and an arc length of 20.99'; N 48 degrees 34' 39" E, 361.41'; N 54 degrees 17' 39" E, 32.25'; with curve to the right, having a chord bearing of N 61 degrees 25' 55" W, a radius of 572.96 and an arc length of 142.75'; N 68 degrees 34;' 10" E, 6.30' to a point in the centerline of said spur; thence, N 30 degrees 39' 37" W, leaving said spur, 308.33' to a point in the south R.O.W. of the Nashville and Ashland City Railroad; thence, S 67 degrees 23' 49" E, with said south R.O.W. 355.51' to a point; thence, N 22 degrees 36' 11" E, with an offset in the said south railroad R.O.W. 15' to a point; thence S 67 degrees 23' 49" E, 156.99' to the point of beginning, consisting of 23.93 acres.

PHASE III Tract:

Beginning at a point in the south R.O.W. of Nashville and Ashland City Railroad. Said point also being the northeast corner of Phase II tract. Thence, S 67 degrees 23' 49" E, with the south R.O.W. of said railroad, 599.80' to a point in the west line of the Roger Brown Property; thence, S 06 degrees 56' 47" W, with Brown's west line, 1,808.11' to a point at the northeast corner of Phase IV tract; thence with a curve to the left having a radius of 3,343.61' and an arc length of 742.63' with the north line of Phase IV tract, to a point at the southeast corner of Phase II tract; thence, N 06 degrees 56' 47" E, with the east line of the Phase II tract, 1,503.10' to the point of beginning, consisting of 21.72 acres.

Phase IV Tract:

Beginning at a point in the west line of Roger Brown property at the southeast corner of the Phase III tract. Thence, S 06 degrees 36' 47" W with Brown's west line 1,186.79' to a point on Cumberland River; thence, with Cumberland River's north line the following two calls: N 45 degrees 26' 19" W, 1,344.60'; N 58 degrees 52' 43" W, 688.62' to a point in Pinkert Steel Co., Inc.'s east line; thence, with Pinkert Steel's east line the following two calls; N 08 degrees 25' 00" E, 90.0' to a concrete monument, N 08 degrees 25' 00" E, 911.03' to a point at the southwest corner of the Phase I tract; thence; with a curve to the right, having a radius of 3,343.61' and an arc length passing Phase I tract at 467.17' to a common corner with Phase II; thence, with the common southerly boundary of Phase II tract having a radius if 3,343.61 and an arc length of 718.25' to the southwest corner of Phase II tract; thence, along the common southerly boundary of Phase III tract, having a radius of 3,343.61 and an arc length of 742.63, to the point of beginning, containing 44.07 acres.

Together with a 70' Easement for ingress and egress across a tract of land in the Second Civil District of Davidson County, Tennessee, located between Hyde's Ferry Pike (Highway 12) and the Nashville and Ashland City Railroad (formerly the Illinois Central Gulf Railroad) and East of Amy Lynn Drive, more particularly described as follows: Beginning at a point in the South right-of-way of Hyde's Ferry pike (Highway 12) in the center of a gravel road opposite a fence; thence S 1 degree 18' 49" W with Vera Scott's East line, 679.38' to a point in the Northern right-of-way of the Nashville and Ashland City Railroad; thence S 67 degrees 23' 49" E with the Northern right-of-way of the Nashville and Ashland City Railroad 76.58 feet to a point; thence leaving the Nashville and Ashland City Railroad right-of-way, N 1 degree 18' 49" E, 748.48 feet to a point in the South right-of-way of Hyde's Ferry Pike (Highway 12); thence S 60 degrees 09' 11" W with the south right-of-way of Hyde's Ferry Pike (Highway 12), 79.68 feet to the point of beginning, containing 1.15 acres, more or less.

Being all of the property conveyed to Southern Services of TN, LLC by Wright Brothers Construction Company, LLC per deed recorded January 23, 1998 in Book 10766 at Page 538, Register's Office for Davidson County, Tennessee.

LESS AND EXCEPT THE FOLLOWING DESCRIBED 5.01 ACRE PARCEL OF LAND, PREVIOUSLY DESCRIBED HEREIN AS PARCEL 1:

A tract or parcel of land lying in the First Councilmanic District of Nashville, Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron rod lying on the southerly right-of-way margin of the Nashville and Ashland City Railroad, said iron rod also being a northeasterly corner of the Riverside Business Park, L.P., property as of record in deed book 7788, page 598, Register's office of Davidson County, Tennessee (RODC, TN), and the northwest corner of the Southern Services of Tennessee, LLC, property, as of record in deed book 10766, page 538, RODC, TN;

Thence with said southerly right-of-way margin of the Nashville and Ashland City Railroad and said Southern Services of Tennessee, LLC, property, the following calls:

South 65°39'51" east, for a distance of 355.51 feet to an iron rod found;

North 24°20'09:" east, for a distance of 15.00 feet to an iron rod found;

South 65°39'51" east, for a distance of 79.21 feet to an iron rod set;

Thence leaving said southerly right-of-way margin of the Nashville and Ashland City Railroad and with a new line through said Southern Services of Tennessee, LLC, property, the following calls:

South 17°47'48" west, for a distance of 550.83 feet to an iron rod set;

North 79°41'41" west, for a distance of 76.40 feet to an iron rod set at the northeast corner of the Southern Services of Tennessee, LLC, property, as of record in deed book 10397, page 558, RODC, TN, said iron rod also being the northeast corner of a 60-foot ingress-egress easement as of record in deed book 10397, page 556, Exhibit "A", RODC, TN;

Thence with said Southern Services of Tennessee, LLC property and with the northerly line of said easement, north 79°41'41" west, for a distance of 451.67 feet to an iron rod found at a southeasterly corner of the Riverside Business Park, L.P., property, as of record in deed book 7788, page 598, RODC, TN, said iron rod also being the northeast corner of a 60-foot ingress-egress easement as of record in deed book 10397, page 556, Exhibit "B", RODC, TN;

Thence with said Riverside Business Park, L.P., property, and with the northerly line of said easement, north 79°57'45" west, for a distance of 25.80 feet to an iron rod found lying on the centerline of a 50-foot railroad spur easement, as of record in deed book 6548, page 863, RODC, TN, and corrected in deed book 6731, page 912, RODC, TN;

Thence with said railroad spur easement and continuing with said Riverside Business Park, L.P., property the following calls:

A curve to the left having a central angle of 3°02'28", a radius of 440.74 feet, an arc length of 23.39 feet, and a chord bearing and distance of north 51°48'11" east 23.39 feet to an iron rod found;

North 50°16'58" east, for a distance of 361.41 feet to an iron rod found;

North 56°11'57" east, for a distance of 32.20 feet to an iron rod found;

A curve to the right having a central angle of 14°16'29", a radius of 572.96 feet, an arc length of 142.75 feet, and a chord bearing and distance of north 63°10'20" east, 142.38 feet to an iron rod found;

North 70°18'35" east, for a distance of 5.00 feet to an iron rod found lying on the westerly margin of a 150 foot TVA easement as of record in deed book 1255, page 466, RODC, TN;

Thence with said 150-foot TVA easement and continuing with said Riverside Business Park property, north 28°47'48" west, for a distance of 298.65 feet to point of beginning, containing 5.01 acres more or less, and being a portion of the same property conveyed to Southern Services of Tennessee, LLC, as of record in deed book 10766, page 538, RODC, TN.

Secretary of State

Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 08/09/05
REQUEST NUMBER: 5528-0354
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/09/05 1147
EFFECTIVE DATE/TIME: 08/09/05 1147
CONTROL NUMBER: 0045026

TO:
CFS
8161 HWY 100
#172
NASHVILLE, TN 37221

RE:
WASTE MANAGEMENT, INC. OF TENNESSEE
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 08/09/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

RECEIPT NUMBER: 00003785450
ACCOUNT NUMBER: 00101230

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-3458

70

CERTIFICATE OF MERGER
MERGING
SOUTHERN SERVICES OF TN, LLC
(a Tennessee limited liability company)
INTO
WASTE MANAGEMENT, INC. OF TENNESSEE
(a Tennessee corporation)

FILED
2005 AUG -9 AM 11:47
SECRETARY OF STATE
RECEIVED
STATE PROCESSING

Pursuant to Sec. 48-244-103 of the Tennessee Limited Liability Company Act, the undersigned limited liability company and corporation submit the following Certificate of Merger:

1. The name, jurisdiction, and date of formation or organization of each limited liability company and corporation party to the merger are:

Name	Jurisdiction	Date
Southern Services of TN, LLC	Tennessee	06/26/1995
Waste Management, Inc. of Tennessee	Tennessee	09/23/1977

2. A plan of merger has been approved and executed by each limited liability company and corporation which is a party to the merger.

3. The name and address of the principal executive office or equivalent thereof of the surviving entity is 1001 Fannin, Suite 4000, Houston, TX 77002.

4. The surviving entity is a Tennessee corporation.

5. The plan of merger is on file at a place of business of the surviving entity, which is located at 1001 Fannin, Suite 4000, Houston, TX 77002.

6. A copy of the plan of merger will be furnished by the surviving entity, on request and without cost, to any member of any domestic limited liability company or any persons holding an interest in any other entity which is or was a party to the merger.

Date: August 8, 2005

SOUTHERN SERVICES OF TN, LLC

Linda J. Smith

Linda J. Smith, V.P. & Secretary

WASTE MANAGEMENT, INC. OF TENNESSEE

Linda J. Smith

Linda J. Smith, V.P. & Secretary

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of August 8, 2005, by and among SOUTHERN SERVICES OF TN, LLC, a Tennessee limited liability company (hereinafter the "Merging Company"), on the one hand, and WASTE MANAGEMENT, INC. OF TENNESSEE, a Tennessee corporation (the "Surviving Corporation"), on the other hand;

WITNESSETH:

WHEREAS, Southern Services of TN, LLC is a limited liability company organized and existing under and by virtue of the laws of the State of Tennessee;

WHEREAS, Waste Management, Inc. of Tennessee is a corporation organized and existing under and by virtue of the laws of the State of Tennessee;

WHEREAS, the sole Member of the Merging Company is the Surviving Corporation;

WHEREAS, the sole Shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the sole Member of the Merging Company and the Board of Directors of the Surviving Corporation hereto deem it desirable and in the best interests of the respective entities and the Surviving Corporation's shareholder that the Merging Company be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the Surviving Corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT, INC. OF TENNESSEE," as authorized by the statutes of the State of Tennessee and under and pursuant to the terms and conditions herein set forth, and the Members and Board of Directors have duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation.

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation/formation of each of the entities proposing to merge and consolidate are:

Name	State of Inc./Formation
Southern Services of TN, LLC	Tennessee
Waste Management, Inc. of Tennessee	Tennessee

2. The parties hereto shall be merged into a single entity by the Merging Company merging with and into the Surviving Corporation, which Surviving Corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and be

governed by, the provisions of the laws of the State of Tennessee, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT, INC. OF TENNESSEE." The address of the registered agent or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Company shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of the Merging Company, and shall become subject to all the debts and liabilities of the Merging Company to the extent such company was subject to such debts and liabilities.

3. The Articles of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until new Articles of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Units/Shares of the Merging Company and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Units of the Merging Company: The units of the Merging Company that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Shares of Stock of the Surviving Corporation: The shares of stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, shall remain outstanding as shares of stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

6. This Plan of Merger shall be submitted to the respective sole Member and Board of Directors of the parties hereto for their approval in the manner provided by the applicable laws of the State of Tennessee. After approval thereof by the sole Member and Board of Directors of such entities in the manner provided by the applicable laws, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable laws.

7. This Plan of Merger may be terminated and abandoned by action of the Members or Board of Directors of either party at any time prior to the filing and recording of all required documents under the laws of the State of Tennessee.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed by their respective officers effective on and as of the date above written.

SOUTHERN SERVICES OF TN, LLC

By: Linda J. Smith
Linda J. Smith, Vice President

WASTE MANAGEMENT, INC. OF TENNESSEE

By: Linda J. Smith
Linda J. Smith, Vice President