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JILLIAN E. THAYER
jet@yeatman.com

April 30, 2003

Mr. Steve Martin, Chief
Solid Waste Management Division
Arkansas Department of
Environmental Quality
8001 National Drive
Little Rock, Arkansas 72219-8913

SWD# 19899
To: SM > GLE > RBL
to Enoch
REC'D MAY 06 2003
Pmt # 0023SG7510
AFIN: 72-00144

Re: Sunray Services, Inc. Transfer Station; AFIN 72-00144;
Permit No. 0023-SG-TSW

Dear Mr. Martin:

This letter is in response to your letter to Jim Dunbar, Division Landfill Manager for Waste Management of Arkansas, Inc. ("WMA"), dated April 24, 2003, regarding conditions to be met in order to maintain the above referenced facility (the "Facility") in active status. A name change has occurred that affects this transfer station, as follows:

- The named permittee, Sunray Services, Inc., changed its name to USA Waste of Arkansas, Inc. on April 15, 1998. (See Attachment A, hereto).
- USA Waste of Arkansas, Inc. merged with and into Waste Management of Arkansas, Inc. on December 21, 1998. (See Attachment B, hereto).

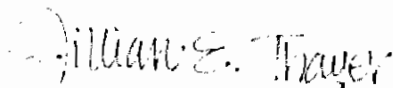
WMA is the current name of the owner of the Facility, and, as such, WMA hereby submits a Request for Solid Waste Permit Transfer or Name Change Form as requested in item 2 of your April 24 letter. (See the enclosed "Request for Solid Waste Permit Transfer or Name Change".) In September of 1999, WMA submitted requests for name changes to its various other solid waste facilities throughout the State of Arkansas due to the name change and merger, described above. Each of those requested name changes was granted by the Department without incident, and the facilities have been operating under their new names since that time.

With regard to item 3 of the April 24 letter, WMA acknowledges the requirement to submit all "required documentation in Section B of the General Permit," and will submit such documentation to the Department at the time of reactivation of the Facility. WMA further acknowledges the requirements set forth in item 4 of the letter, and states that it will comply with all necessary requirements in order to reactivate the Facility.

Thank you for your assistance in this matter. WMA looks forward to working with you and the Solid Waste Management Division of ADEQ in order to bring this facility back to active

status. Please feel free to contact me with any further comments or questions that you may have.

Sincerely,


Jillian E. Thayer

Attachments

Enclosure

cc: Jim Dunbar
Roger Lawrence

State of Arkansas
Sharon Priest, Secretary of State
Corporations Division
State Capitol
Little Rock, Arkansas

FILED
CORPORATIONS DIVISION

66536

98 APR 15 AM 11:08

Application for Amended Certificate of Authority

SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSAS

(Please type or print)

BY _____



FILL IN COMPLETELY

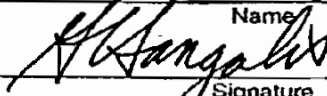
The undersigned pursuant to the Arkansas Business Corporation Act of 1987 (Act 958 of 1987) sets forth the following:

1. Sunray Services, Inc. is a foreign corporation authorized to transact business within the State of Arkansas.
2. The Certificate of Authority should be amended to change the:
 - Corporate name to USA Waste of Arkansas, Inc.
 - Fictitious name to be used in Arkansas _____
(The corporation may use a fictitious name to transact business in Arkansas if its real name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its Board of Directors certified by the Secretary adopting a fictitious name.)
 - Period of Duration to _____
 - State or Country of incorporation to _____
3. The state, territory or foreign country under whose laws the corporation was incorporated is:
Delaware
4. Date Incorporated: March 30, 1981 Period of Duration: Perpetual
5. The nature of the business of the corporation and the object or purposes proposed to be transacted, promoted or carried on by it are: Waste Disposal
6. The street address of the principal office or place of business of the corporation in Arkansas is designated to be:
104 N. Old Missouri Rd. Springdale AR 72764
(Street Address) (City) (State) (Zip)
7. The name and address of the registered agent of the corporation upon whom *Service of Process* is authorized to be made in Arkansas is: The Corporation Company
417 Spring St. Little Rock Arkansas 72201
(Street Address) (City) (State) (Zip)
8. The address of the general office or principal place of business of the corporation in the jurisdiction under whose laws the corporation was incorporated is:
1001 Fannin, Suite 4000, Houston, Texas 77002
9. The number and par value, if any, of shares of the corporations' capital stock owned or to be owned by residents of this state:
N/A
10. Value of assets in Arkansas: \$ 5,716,579 Total Value of all assets (Including Arkansas): \$ 14,340,380
11. The foreign corporation shall deliver with the completed application a certificate of existence (or documents of similar import) duly authorized by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated.
12. A filing fee of \$300.00 is submitted herewith in accordance with Act 958 of 1987.

attachment a

GREGORY T. SANGALIS

Name



Signature

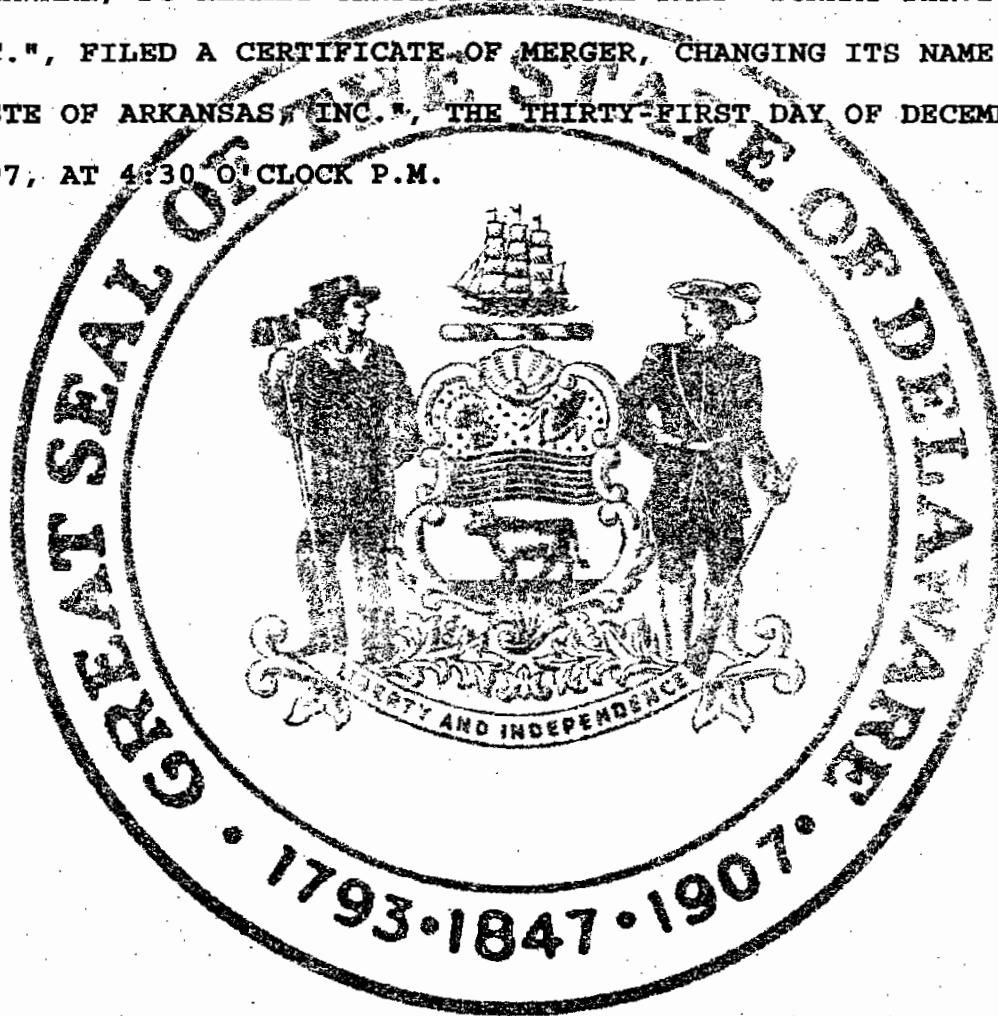
VICE PRESIDENT & SECRETARY

Title (Chairman of the Board, President or other officer)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SUNRAY SERVICES, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "USA WASTE OF ARKANSAS, INC.", THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0911226 8320

981138815

AUTHENTICATION:

DATE:

9022150

04-13-98

DEC-30-88 WED 13:02

NCR PH# 734-1450

FAX NO. 3027341478

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:01 PM 12/29/1998
981508106 - 2023099

CERTIFICATE OF MERGER

OF

USA WASTE OF ARKANSAS, INC., a Delaware corporation

INTO

WASTE MANAGEMENT OF ARKANSAS, INC., a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
USA Waste of Arkansas, Inc.	Delaware
Waste Management of Arkansas, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation of the merger is **WASTE MANAGEMENT OF ARKANSAS, INC.**

FOURTH: That the Certificate of Incorporation of Waste Management of Arkansas, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is c/o Waste Management, Inc., 1001 Fannin, Suite 4000, Houston, Texas 77002.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: December 21, 1998.

Attachment B

DEC-30-88 WED 13:03

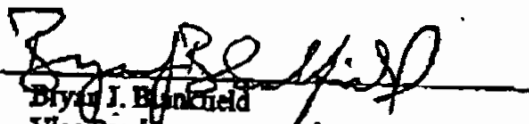
NCR PH# 734-1450

FAX NO. 3027341476

P. 08

WASTE MANAGEMENT OF ARKANSAS, a
Delaware corporation

By: _____


Bryan J. Blankfield
Vice President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement and Plan of Merger"), dated as of December 21, 1998, by and among USA Waste of Arkansas, Inc., a Delaware corporation ("UWA") and Mulberry Sanitation Co., Inc., an Arkansas corporation ("Mulberry"), on the one hand, and Waste Management of Arkansas, Inc., a Delaware corporation ("WMA") on the other hand;

WITNESSETH:

WHEREAS, UWA is a corporation organized and existing under and by virtue of the laws of the State of Delaware and having shares of common stock issued and outstanding; and

WHEREAS, Mulberry is a corporation organized and existing under and by virtue of the laws of the State of Arkansas and having shares of common stock issued and outstanding; and

WHEREAS, WMA is a corporation organized and existing under and by virtue of the laws of the State of Delaware and having shares of common stock issued and outstanding; and

WHEREAS, the sole shareholder of each of the corporations UWA, Mulberry and WMA is WMNA;

WHEREAS, the Boards of Directors of all of the parties hereto deem it desirable and in the best interests of the respective corporations and their sole shareholders that UWA and Mulberry be merged into and with WMA, such that WMA will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT OF ARKANSAS, INC." and which is hereinafter sometimes called the "Surviving Corporation", as authorized by the statutes of the State of Delaware and under and pursuant to the terms and conditions herein set forth, and each such Board of Directors has duly approved of and authorized the terms and conditions of this Agreement and 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 of each of the corporations proposing to merge and consolidate are:

<u>Name</u>	<u>State of Incorporation</u>
USA Waste of Arkansas, Inc.	Delaware
Mulberry Sanitation Co., Inc.	Arkansas
Waste Management of Arkansas, Inc.	Delaware

2. The parties hereto shall be merged into a single corporation by UWA and Mulberry merging into and with WMA, 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 General Corporation Laws of the State of Delaware, and

whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT OF ARKANSAS, INC." The address of the registered 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 UWA and Mulberry 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 UWA and Mulberry, and shall become subject to all the debts and liabilities of UWA and Mulberry to the extent such companies were subject to such debts and liabilities.

3. The Articles of Incorporation and By-laws of the Surviving Corporation shall, upon the mergers becoming effective, be the Articles of Incorporation and By-laws of WMA 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 By-laws are adopted as provided therein and by law.

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

5. Shares of stock of each of UWA, Mulberry and WMA shall be converted, exchanged or cancelled as follows:


- (a) Outstanding Shares of UWA and Mulberry: All of the shares of common stock, of UWA and Mulberry that are issued and outstanding on the effective date of the merger, which shares are all held by WMNA, shall together and in the aggregate be automatically cancelled.
- (b) Outstanding Shares of WMA: All of the shares of common stock, of WMA that are issued and outstanding on the effective date of the merger, which shares are all held by WMNA, shall together and in the aggregate be unchanged following the merger.

6. This Agreement and Plan of Merger shall be submitted to the respective sole shareholders of the parties hereto for their approval in the manner provided by the applicable laws of the State of Delaware and the State of Arkansas. After approval thereof by the sole shareholders of such corporations in the manner provided by the applicable laws of the State of Delaware and the State of Arkansas, 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 of the State of Delaware and the State of Arkansas.

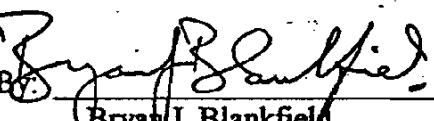
7. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of any party at any time prior to the filing and recording of all required documents under the laws of the State of Delaware and the State of Arkansas, whether before or after approval by the respective sole shareholders of the corporate parties hereto.

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

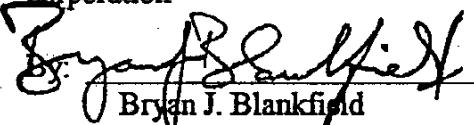
USA WASTE OF ARKANSAS,
INC., a Delaware corporation

By: 
Bryan J. Blankfield
Vice President

MULBERRY SANITATION CO.,
INC., an Arkansas corporation

By: 
Bryan J. Blankfield
Vice President

WASTE MANAGEMENT OF
ARKANSAS, INC., a Delaware
corporation


Bryan J. Blankfield
Vice President

REQUEST FOR SOLID WASTE PERMIT TRANSFER OR NAME CHANGE

In order for the Department of Environmental Quality (ADEQ) to process your permit transfer request, you must complete the following information and return this form and the **disclosure form** (as required by Arkansas Code Annotated §8-1-106) to the appropriate division of ADEQ. A permit transfer request and a disclosure form must be completed for each and every permit to be transferred.

Permit Number	0023-SG-TSW	AFIN Number	72-00144
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CURRENT PERMIT HOLDER

Authorized Signatory Authority	Jim Dunbar
Company Name	Sunray Services, Inc.
Address: City, Zip Code & State	P.O. Box 1310 Springdale, AR 72765-1310
Telephone	(479) 361-2069
Solid Waste Facility Name (If different from company name)	Tontitown Transfer Station
Site Manager	Kevin Iler

PROPOSED PERMIT HOLDER NAME

Authorized Signatory Authority	Jim Dunbar
Company Name	Waste Management of Arkansas, Inc.
Address: City, Zip Code & State	P.O. Box 1310 Springdale, AR 72765-1310
Telephone	(479) 361-2069
Solid Waste Facility Name (If different from company name)	Tontitown Transfer Station
Site Manager	Kevin Iler

ADEQ reserves the right to request any information that is deemed necessary for deciding whether to grant or deny this transfer request.