

STATE OF ARKANSAS
DEPARTMENT OF POLLUTION CONTROL & ECOLOGY

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Little Rock, Arkansas 72219-8913
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48301

August 10, 1995

Sunray

Time Processing

CSN: Permit No. 5 WTP
Media: Air, Water, Solid, Hazardous
Sort: Permit, Compliance

Mr. Gregory L. Yeatman
JAMES, YEATMAN & CARTER
P.O. Box 907
Little Rock, Arkansas 72203

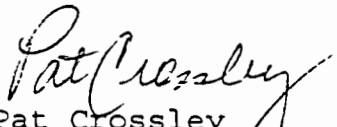
Re: Fulton Sanitation Service, Inc. & Sunray Services, Inc.

Dear Mr. Yeatman:

I have reviewed the disclosure information provided on behalf of Fulton Sanitation Service, Inc. and Sunray Services, Inc. and USA Waste Services, Inc. filed with ADPC&E in preparation for a stock exchange. Because the stock exchange will result in a change in the ultimate control of the facilities, permit transfers are necessary. The permits will be automatically transferred to each facility as a wholly-owned subsidiary of USA Waste Services, Inc. on September 7, 1995. The Solid Waste Division will bill each permittee for the permit transfer fee. Public notice is not required for the transfer of these permits.

If you have any questions, please contact me.

With best regards,


Pat Crossley
Chief, Legal Division

PC/bw

cc: Laura Mack, Chief, Solid Waste Division

ATTORNEYS AT LAW

JAMES, YEATMAN & CARTER
A PROFESSIONAL LIMITED COMPANY

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500 BROADWAY
LITTLE ROCK, ARKANSAS 72201
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LITTLE ROCK, AR 72203

GREGORY L. YEATMAN

August 7, 1995

Mr. Randall Mathis
Director
Ark. Dept. of Pollution
Control & Ecology
8001 National Drive
Little Rock, AR 72209

Re: Sunray Services, Inc.

Dear Mr. Mathis:

I have enclosed the prescribed documents which constitute the disclosure statement being submitted on behalf of Sunray Services, Inc. ("Sunray") and USA Waste Services, Inc. ("USA"), in preparation for the business transaction described below. USA is a publicly traded company listed on the New York Stock Exchange with annual revenues in excess of \$400 million. In accordance with A.C.A. § 8-1-106(b)(4) the most recent Form 10-Q and Form 10-K are being filed in lieu of the ADPC&E disclosure statement form. Please review this submittal and provide a written determination for the benefit of all parties that ADPC&E approves the disclosure statement and/or that the transaction does not necessitate a permit transfer.

It is contemplated that on August 11, 1995, USA will execute a stock exchange agreement with the current shareholders of Sunray and acquire all of the issued and outstanding Sunray shares. Upon closing, Sunray will become a wholly-owned subsidiary of USA. Sunray is the holder of the permits and authorizations listed on Exhibit A attached hereto.

It is our understanding that the transfer of a company's stock should not require a permit transfer. Applicants for the "transfer" of any permit must file a disclosure statement. A.C.A. § 8-1-106(b)(1). Publicly-held companies shall not be required to submit a disclosure statement, but instead shall submit the most recent annual and quarterly reports required by the SEC. A.C.A. § 8-1-106(b)(4). The proposed transaction is a stock exchange rather than an asset purchase, so the liabilities and responsibilities of the permittee are not altered in any way.

Full information and background regarding USA is set forth in the enclosed documents. Any inquiries of USA should be directed to

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their general counsel, Mr. Greg Sangalis, phone (214) 383-7900. There will be no change in the Sunray personnel having managerial and operational responsibility for the landfills. Mr. Randy Holcomb will continue as President, and Mr. Miller Matthews will continue on the board of Sunray and as a senior management employee with USA. The contemplated transaction will not cause any interruption in the normal and continued operation of the landfills. The landfill operating records, permits and the plans and specifications are already in the possession of the responsible Sunray personnel, and will remain so. USA has already received and reviewed all such landfill permits and records.

Please note that Sunray will remain the permit holder. All existing financial assurance mechanisms will remain in place and undisturbed by the proposed transaction. It is our understanding that ADPC&E Regulation No. 8, as revised in accordance with Act 163 of 1993, does not require an actual permit transfer in the case of the contemplated transaction. Subsequent to the closing of the proposed transaction, Sunray will promptly submit a revised disclosure statement in regard to each of its pending permit applications.

Please contact me by telephone in the event any additional information is required. Otherwise, we will look forward to receiving your written determination and approval as requested. Your assistance and cooperation are greatly appreciated.

Sincerely yours,

JAMES, YEATMAN & CARTER, PLC



Greg Yeatman

GLY:lp
enclosure

pc: L. Wilson
L. Mack
P. Crossley