

DETERMINED TO BE AN
ADMINISTRATIVE MARKING
E.O. 12065, Section 6-102
By *JWH* NARS, Date *5/2/2012*

02

DEBEVOISE&PLIMPTON

2023838118 P.02/04

WML
SECILCONFIDENTIAL
Agreement

& PLIMPTON

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April 12, 2001

Thomas C. Newkirk, Esquire
Associate Director
Securities and Exchange Commission
Division of Enforcement
Mail Stop 7-5
450 Fifth Street, N.W.
Washington, D.C. 20005

Re: *In the Matter of Waste Management, Inc.*
File No. HO-7342

Dear Mr. Newkirk:

Pursuant to the terms of a September 29, 1999 letter agreement (a copy of which is attached as Exhibit A), a Special Committee of the Board of Directors of Waste Management, Inc. and the Staff of the Securities and Exchange Commission agreed that documents provided by the Special Committee to the Commission would be considered to be "Confidential Materials" and thus protected from disclosure pursuant to the terms set out in that letter agreement.

Since the September 29, 1999 letter agreement was executed, the Special Committee has completed its work, and provided its findings and recommendations to Waste Management's Board of Directors. In September 2000, the Board of Directors entered resolutions regarding the Special Committee's findings and recommendations. Pursuant to the September 29, 1999 letter agreement, copies of the Special Committee's report and the Board of Directors' resolutions were provided to the Staff by Roderick Hills, who chaired the Special Committee. In addition, in a June 21, 2000 Consent Order,

Confidential Treatment Requested
by Debevoise & Plimpton

... directed to be prepared by a

DETERMINED TO BE AN
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E.O. 12065, Section 6-102
By JMV NARS, Date 5/2/2013

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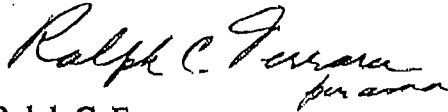
as C. Newkirk, Esq.

-3-

April 12, 2001

Committee or that will be provided to the Staff by Waste Management, all copies of such Confidential Materials be returned to me.

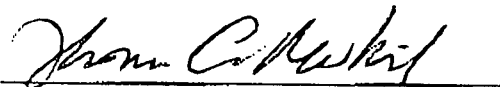
Sincerely,



Ralph C. Ferrara

AGREED AND ACCEPTED:
Securities and Exchange Commission

By:



Thomas C. Newkirk
Division of Enforcement

as), pr

Confidential Treatment Requested
By Debra J. Blumenthal
TOTAL P.04

... report of ...
... to the Commission pursuant to a ...
... The report was directed to be prepared by a ...
... Commission.