

May \_\_, 2009

City of Racine, Wisconsin  
City Hall  
730 Washington Avenue, Room 201  
Racine, Wisconsin 53403  
Attention: City Clerk

Wells Fargo Bank, National Association,  
as Trustee  
210 North University Drive  
Coral Springs, Florida 33301  
Attention: Corporate Trust Services

Re: \$20,000,000  
City of Racine, Wisconsin  
City of Racine, Wisconsin  
Variable/Fixed Rate Demand Solid Waste Disposal Refunding Revenue Bonds  
(Republic Services, Inc. Project) Series 2004

Ladies and Gentlemen:

The above-captioned bonds (the “*Bonds*”) were issued pursuant to an Indenture of Trust dated as of March 1, 2004 (the “*Indenture*”) between the City of Racine, Wisconsin (the “*Issuer*”) and Wells Fargo Bank, National Association, as trustee (the “*Trustee*”). All capitalized terms not defined herein shall have the meanings given them in the Indenture.

On the date hereof, all of the requirements of Section 10.02 of the Indenture have been met for the execution and delivery of a First Supplemental Indenture of Trust dated as of May \_\_, 2009 (the “*First Supplemental Indenture*”).

We have examined an executed counterpart of the First Supplemental Indenture and all consents required to be executed and delivered in connection therewith, and in our opinion the First Supplemental Indenture has been duly authorized, executed and delivered by the Issuer, and assuming the due authorization, execution and delivery of the First Supplemental Indenture and each consent by, and the binding effect of such instrument on, the Trustee and the persons whose

consents are required in connection therewith, the First Supplemental Indenture is the legal, valid and binding obligation of the Issuer, enforceable against the Issuer in accordance with its terms, subject to the qualification that the enforcement thereof may be limited by laws relating to bankruptcy, insolvency or other similar laws affecting creditors' rights generally and by the availability of equitable remedies.

This opinion is furnished by us as Bond Counsel to Republic Services, Inc. No attorney-client relationship has existed or exists between our firm and the other addressee by virtue of this opinion.

This opinion represents our legal judgment based upon our review of the law and the facts that we deem relevant to render such opinion, and it is not a guarantee of a result. This opinion is given as of the date hereof and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur. This opinion is furnished solely for your information and benefit in connection with this transaction and may not be relied upon by any other person.

Respectfully submitted,

AGBacon/SLevy