



April 9, 2009

Via UPS

Mr. David Brown
Finance Director
City of Racine, Wisconsin
730 Washington Avenue
Racine, Wisconsin 53403

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

Dear Mr. Brown:

As you know, the City of Racine has previously issued its Variable/Fixed Rate Demand Solid Waste Disposal Refunding Revenue Bonds (Republic Services, Inc. Project) Series 2004, in the aggregate principal amount of \$20,000,000 (the "Bonds"). Republic Services, Inc. (the "Company") wishes to make the following amendments to the Indenture of Trust dated as of March 1, 2004 (the "Original Indenture") between the City of Racine and Wells Fargo Bank, National Association, as trustee:

1. amend the definition of "Maturity Date" in Section 1.01 of the Original Indenture;
2. amend paragraph 6 of the Bond form to add a mandatory tender; and
3. amend Section 5.01(a)(2) of the Original Indenture to change the number of days interest to be covered by a Letter of Credit.

Section 10.02 of the Original Indenture authorizes the execution and delivery of a supplemental indenture to make such amendments. To that end, the Company requests preliminary consideration and final adoption of a resolution authorizing such amendments at the meetings of the Common Council on April 20, 2009 and May 6, 2009, respectively.

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18500 North Allied Way
Phoenix, AZ 85054
480-627-2700 • Fax 480-627-2701
www.republicservices.com

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Thank you in advance for your assistance with this matter. If you have any questions, please contact Bond Counsel, Andrea Bacon of Chapman and Cutler LLP, at (312) 845-3817. Ms. Bacon will be forwarding a form of the First Supplemental Indenture of Trust in advance of the Finance Committee meeting on April 27, 2009, and a suggested form of resolution to be adopted by the Common Council on May 6, 2009.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Lang, III', written over a horizontal line.

Edward A. Lang, III
Senior Vice President, Treasurer

cc: Rebecca Speckhard, Esq. (via email)
Andrea Bacon, Esq. (via email)