

COMPLETE RELEASE AND SETTLEMENT AGREEMENT

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, Western Waste Industries/USA Waste, for and in consideration of the sum of six hundred eighty thousand dollars (\$680,000.00), the receipt of which is hereby acknowledged, do hereby release and forever discharge, Nassau County, and its officers and agents, from any and all actions, causes of action, suits, claims and demands whatsoever, whether known or unknown, which against them the undersigned ever had, now, have, or may hereafter have for or by reason of any cause, matter or thing whatsoever to the date of these presents. This is to include, but is not limited to, any and all claims pursuant to the construction contract and operating contract for the West Nassau Landfill, attorney's fees and costs, and any other direct or indirect damages arising from or growing out of the construction and operating contract.

It is understood and agreed that any and all liability to the undersigned by Nassau County, Florida is denied. The consideration aforesaid is paid and accepted in full and complete settlement of any and all claims whatsoever, whether known or unknown, of the undersigned, including any and all claims now existing or which may accrue in the future.

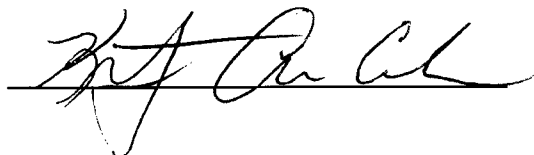
And furthermore, Western Waste Industries/USA Waste, stipulate and agree, in consideration of the aforesaid payment, to indemnify and hold forever harmless the said Nassau County, Florida, against loss from any and all further claims, demands, and actions, in law or in equity, that may hereafter at anytime be brought by said

Western Waste Industries/USA Waste, or by anyone on their behalf for the purpose of enforcing any further claims.

The undersigned have read this Agreement, consisting of two (2) pages and understand the purpose, tenor, and effect of it. This instrument contains the entire agreement among them with respect to the premises which is not fully and completely set forth herein.

EXECUTED this 25th day of SEPTEMBER, 1997.

Witnessed by:



Gailie Hahn-Burns

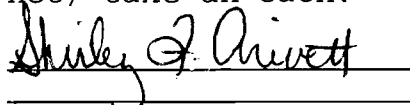
GREG ROSSER



Authorized Representative for
USA Waste/Western Waste Industries

STATE OF ~~FLORIDA~~ ^{GEORGIA}
~~Cobb~~
COUNTY OF ~~NASSAU~~

The foregoing instrument was acknowledge before me this 25 day of September, 1997, by GREG ROSSER, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



NOTARY PUBLIC ^{Georgia}
State of ~~Florida~~ ^{Georgia}
My Commission expires: August 24, 1998

JACOBS & PETERS, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET

THE HISTORIC POST OFFICE BUILDING

SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

ARTHUR I. JACOBS

ROBERT L. PETERS, C.P.A.

OF COUNSEL

E. CLINCH KAVANAUGH

TELEPHONE (904) 261-3693

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MAILING ADDRESS

POST OFFICE BOX 1110

FERNANDINA BEACH, FL 32035-1110

October 1, 1997

Michael S. Mullin, Esquire
26 South Fifth Street
Fernandina Beach, Florida 32034

Re: **WESTERN WASTE INDUSTRIES**

Dear Mike:

With regard to the above matter, enclosed please find the executed Release.

Sincerely yours,



Robert L. Peters

RLP:mfa

Enclosures