



UNITED WASTE SYSTEMS, INC.

Refuse Service
Post Office Box 707
Safford, AZ 85548



(602) 425-3716 • (602) 428 6696 • 1-800-321-6550 • FAX (602) 428-4488

November 6, 1996

J. Michael Urton
Urton Farms
P.O. Box 575
Coolidge AZ 85228

Dear Mike:

Based on our conversation last night, I hereby am revising our offer of September 25. United Waste Systems is prepared to pay \$1,000 per acre for:

- That portion of Parcel #6 (SW 1/4, NE 1/4 of Section 9; 40 acres) lying north of Highway 287
- That portion of Parcel #11 (N1/2, S1/2 of Section 9; approximately 26 acres) lying north of Highway 287
- That portion of Parcel #9 (NW 1/4, SW1/4) lying north of Highway 287, ~~excluding a portion to be retained by the Urtons at the west end of this tract, at the intersection of Valley Farms Road (acreage to be sold to be decided).~~

Assuming that portion of Parcel #9 to be sold is about 30 acres, then the offered price for 96 acres is \$96,000. This offer valid if accepted before the end of November.

This is our top offer. We do not have any interest in these parcels if the price goes higher. Much of Parcel 11 has been mined and actually represents a liability, commanding a much lower price. Thus, the effective selling price to you for the remainder is more like \$1200 per acre. We are willing to work with you on your keeping the west end of Parcel 9.

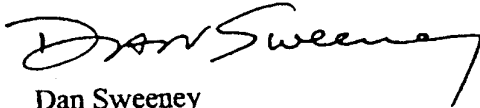
As I indicated to you, we are not interested in expanding the disposal area of the landfill beyond its current footprint. The land we would acquire from you would be used by us for buffer property, for a perimeter road, monitoring devices, and possibly in the future for borrow of soil, if ever needed. We will be pleased to show you the entire Solid Waste Facility Plan that has been submitted to ADEQ that indicates a 34 year operating life within the existing landfill boundaries (please see page 1-4 of the attached summary section of the document.).



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We look forward to your family's response to this revised and final offer. If our offer is acceptable, please sign below and return a copy to me. We then will proceed with the title work, surveys, and documentation. Thanks!

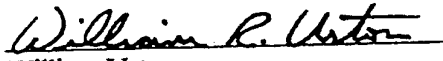
Sincerely,
On behalf of United Waste Systems, Inc.

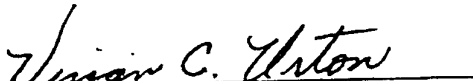


Dan Sweeney
Vice President

For the Sellers:



Michael Urton

William Urton

Vivian C. Urton