CORPORATE GUARANTEE

*[Date]*

North Carolina Department of Environmental Quality

Division of Waste Management

Solid Waste Section Chief

1646 Mail Service Center

Raleigh, NC 27699-1646

Dear Sir/Madam:

I am the chief financial officer of *[name and address of guarantor]*. This letter is in support of this firm's use of the corporate guarantee to demonstrate financial assurance on behalf of *[owner or operator name, address, permit number]* for current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), as specified in the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(g) (July 1, 2010 edition).

*[For each solid waste management facility, including its permit identification number, name, address, and current closure, post-closure care, corrective action program, or potential assessment and corrective action cost estimates (if applicable). Identify for each cost estimate whether it is for closure, post-closure care, corrective action programs, or potential assessment and corrective action.]*

This firm guarantees, through the corporate guarantee attached to this letter as Exhibit A, the current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), of the following facilities owned or operated by the guaranteed party. Financial assurance for current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), for the listed facilities are demonstrated through the corporate financial test. The current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), so guaranteed are shown for each facility:

Name: *[insert name of legal entity/principal]*

Office Address: *[insert physical address of legal entity/principal]*

Facility Address: *[insert physical address of facility]*

Permit No.: *[insert NCDEQ issued permit number]*

Closure Cost Estimate: *[insert dollar amount for closure]*

Post-Closure Care Cost Estimate: *[insert dollar amount for post-closure care]*

Corrective Action Program Cost Estimate: *[insert dollar amount for current corrective action]*

Potential Assessment and Corrective Action Cost Estimate: *[insert dollar amount for potential assessment and corrective action]*

The guarantor firm identified above is (please check the applicable relationship):

( ) The direct or higher-tier parent corporation of the owner or operator.

( ) Owned by the same parent corporation as the parent corporation of the owner or operator.

(please attach a description of the value received in consideration of the guarantee)

( ) Engaged in a substantial business relationship with the owner or operator.

(please attach a written description of the business relationship and the value received in consideration of the guarantee and a copy of the contract establishing such relationship)

Identify any underground injection control (UIC) facilities under 15A NCAC 02D .0400 and 15A NCAC 02C .0200, petroleum underground storage tank (UST) facilities under 15A NCAC 02N .0100 through .0800, polychlorinated biphenyl (PCB) storage facilities under 15A NCAC 02O .0100 and 15A NCAC 02N .0100, and hazardous waste treatment, storage, and disposal facilities (TSDF's) under 15A NCAC 13A .0109 and .0110 that are owned by either the owner/operator or the guarantor and/or are facilities that are covered by a financial test or corporate guarantee. Provide a separate description for each type of facility, if applicable (if not applicable write "None").

Name: *[insert name of facility]*

Facility Address: *[insert physical address of facility]*

Permit No.: *[insert associated permit number]*

Closure Cost Estimate*: [insert dollar amount for closure]*

Post-Closure Care Cost Estimate: *[insert dollar amount for post-closure care]*

Corrective Action Program Cost Estimate: *[insert dollar amount for current corrective action]*

Potential Assessment and Corrective Action Cost Estimate: *[insert dollar amount for potential assessment and corrective action]*

This firm *[insert "is required" or "is not required"]* to file a Form 10K with the Securities and Exchange Commission (SEC) for the latest fiscal year.

The fiscal year of this firm ends on *[month, day].* The figures for the following items marked with an asterisk are derived from this firm's independently audited, year-end financial statements for the latest completed fiscal year, ended *[date]*

Fill in all applicable parts of the Financial Test and either Alternative I, or Alternative II, or Alternative III below.

**Financial Test**

1. Sum of current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable) and guarantees from all of the solid waste management facilities in paragraphs 1 or 2 above: $ *[insert dollar amount]*

2. All other cost estimates and guarantees required for UIC facilities, petroleum UST facilities, PCB storage facilities, and TSDF's listed in paragraph 3 above: $ *[insert dollar amount]*

3. Tangible net worth (defined as tangible assets – liabilities. Tangible assets do not include intangibles such as goodwill or rights to patents and royalties): $ *[insert dollar amount]*

4. Net Worth $ *[insert dollar amount]*

5. Total liabilities - If any portion of the current closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), or guarantees identified above are recognized as liabilities in the audited financial statements, you must submit a special report from the independent certified public accountant (CPA), unless you can answer "yes" to item # 9: $ *[insert dollar amount]*

6. The sum of net income plus depreciation, depletion, and amortization (Use for Alternative III.) $*[insert dollar amount]*

7. Total assets in the U.S.: $ *[insert dollar amount]*

8. Sum of line 1 plus line 2 from above and any other environmental obligations covered by a financial test: $ *[insert dollar amount]*

9. Is line 3 greater than the sum of line 8 plus $10 million? *[Yes or No]*

If" No", and you have provided a report from the independent CPA that the environmental obligations have been recognized as liabilities in the audited financial statements, then go to Item 9(a).

9a. Is line 3 greater than the sum of $10 million plus any guarantees not recognized as liabilities? *[Yes or No]*

10. Is line 7 greater than line 8? *[Yes or No]*

If the financial data provided for items 3 through 7 above differs from what was provided in the audited financial statements, a special report from the certified public accountant shall be provided as described in 40 CFR 258.74(e)(2)(i)(C) and (g)(1).

**Alternative I**

1. Current bond rating of most recent senior unsubordinated bond issue of this firm and name of rating service: *[insert current bond rating and name of rating service]*

2. Date of bond issue: *[insert date of bond issuance]*

3. Date of final maturity of bond: *[insert date of maturity]*

**Alternative II**

1. Is the above line 5 divided by the above line 4 less than 1.5? *[Yes or No]*

**Alternative III**

1. Is (the above line 6 minus $10 million) divided by the above line 5 greater than 0.1? *[Yes or No]*

As evidence that *[firm]* meets the conditions of the Corporate Financial Test, attached hereto is a copy of the following: Please check applicable responses

( ) 1. Independent CPA's unqualified opinion of our financial statements for our latest completed fiscal year.

( ) 2. Special report from CPA *[If financial data in this letter is different than in audited financial statements] [See 40 CFR 258.74(e)(2)(i)(C) and (g)(1)].*

( ) 3. Report from CPA *[if answer to item #9 of the financial test is No]* verifying all of covered environmental obligations covered by test have been recognized as liabilities in the audited financial statements, how the obligations were measured and reported, and that tangible net worth of the firm is at least $10 million dollars plus the amount of any guarantees not recognized as liabilities. *[See 40 CFR 258.74(e)(2)(i)(D) and (g)(1)]*

I hereby certify that *[name of firm]* meets the requirements of *[Fill in Alternative I, Alternative II, or Alternative III]* in support of *[name of facility(s)]* use of the corporate financial test to demonstrate financial assurance as required by the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(e) (July 1, 2010 edition).

*[Signature]*

*[Name]*

*[Title]*

*[Date]*

**Exhibit A**

**Corporate Guarantee Terms For**

**Closure, Post-Closure Care, Corrective Action Program, and/or**

**Potential Assessment and Corrective Action**

For *[Owner/Operator], [Permit Number]*

Guarantee made this *[date]* by *[name of guaranteeing entity], [address and state of guaranteeing entity]*, herein referred to as guarantor. The guarantee is made on behalf of the *[owner or operator name] of [business address],* which is [one of the following: "our subsidiary"; a subsidiary of *[name and address of common parent corporation" or "an entity with which the guarantor has a substantial business relationship"]* to the North Carolina Division of Environmental Quality (NCDEQ).

**Recitals:**

1. Guarantor meets or exceeds the Corporate Financial Test criteria and agrees to comply with the reporting requirements for guarantors, as specified in the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(g) (July 1, 2010 edition).

2. *[Owner or Operator]* owns or operates the following solid waste management facility(ies) covered by this guarantee: List for each facility the following information

Name: *[insert facility name]*

Facility Address: *[insert facility address]*

Permit No.: *[insert NCDEQ issued permit number]*

Closure Cost Estimate: *[insert dollar amount for closure]*

Post-Closure Care Cost Estimate: *[insert dollar amount for post-closure care]*

Corrective Action Program Cost Estimate*: [insert dollar amount for current corrective action]*

Potential Assessment and Corrective Action Cost Estimate: *[insert dollar amount for potential assessment and corrective action]*

3. Closure, Post-Closure Care, Corrective Action Program, and Potential Assessment and Corrective Action Cost Estimates as used above refer to the plans maintained, as required by the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(g) (July 1, 2010 edition) for closure, post-closure care, corrective action program, and potential assessment and corrective action cost estimates (if applicable), of facilities identified above.

4. Pursuant to 40 C.F.R. 258.74(g)(3)(i) (July 1, 2010 edition), guarantor guarantees to NCDEQ that in the event that *[insert owner or operator name]* fails to perform closure, post-closure care, corrective action program, and/or potential assessment and corrective action of the above facility(ies) in accordance with the closure and post-closure care plans, the corrective action program, and/or potential assessment and corrective action and other permit requirements whenever required to do so, the guarantor shall perform the required activities or pay a third party to do so (performance guarantee) or establish a fully funded trust fund (payment guarantee), in conformance with 40 C.F.R. 258.74(a) (July 1, 2010 edition), in the name of the owner or operator in the amount of the current closure or post-closure care or corrective action program or potential assessment and corrective action cost estimates as specified during the permitting process as well as the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(g) (July 1, 2010 edition).

5. Pursuant to 40 C.F.R. 258.74(g)(4) (July 1, 2010 edition), guarantor agrees that if the guarantor fails to meet the Corporate Financial Test criteria or is notified that it is disallowed from continuing as a guarantor, the *[owner or operator name]* must, within 90 days, provide alternate financial assurance. If the *[owner or operator name]* fails to provide alternative financial assurance within the 90-day period, the guarantor must provide such alternate financial assurance in the name of [owner or operator name] within the next 30 days thereafter.

6. The guarantor agrees to notify the NCDEQ Director by certified mail of voluntary or involuntary proceeding under Title 11 (Bankruptcy), U.S. Code, naming guarantor as debtor, within 10 days after commencement of the proceeding.

7. Guarantor agrees to remain bound under this guarantee notwithstanding any or all of the following: amendment or modifications of the closure and post-closure care plans, corrective action programs, and/or potential assessment and corrective action or amendments or modification of the permit, the extension or reduction of the time of performance of closure or post-closure care or corrective action programs or potential assessment and corrective action, or any other modification or alteration of an obligation of the owner or operator pursuant to the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74 (July 1, 2010 edition).

8. Guarantor agrees to remain bound under this guarantee for as long as *[owner or operator name]* must comply with the applicable financial assurance requirements of the Solid Waste Management Act, North Carolina General Statute 130A-295.2(f) and 40 C.F.R. 258.74(g) (July 1, 2010 edition) for the above listed facilities, except as provided in paragraphs 9 and 10 of this agreement.

9. Pursuant to 40 C.F.R. 258.74(g)(3)(ii) (July 1, 2010 edition), guarantor may terminate this guarantee 120 days following the receipt of notification of its intended cancellation by certified mail by both the NCDEQ Director and by *[owner or operator name].*

10. Pursuant to 40 C.F.R. 258.74(g)(3)(iii) (July 1, 2010 edition), guarantor agrees that if *[owner or operator name]* fails to provide alternative financial assurance and obtain written approval of such assurance from the NCDEQ Director within 90 days after receipt of the notice of cancellation by the guarantor, guarantor shall provide such alternative financial assurance in the name of *[owner or operator name]* within the next 30 days before the guarantee terminates.

11. Guarantor expressly waives notice of acceptance of this guarantee by NCDEQ or by *[owner or operator name].* Guarantor also expressly waives notice of amendments or modifications of the closure and post-closure care plans, corrective action programs, and/or potential assessment and corrective action and of amendments or modifications of the facility permit(s).

Effective date: *[insert mechanism effective date]*

*[Name of Guarantor]*

*[Corporate Seal]*

*[For no corporate seal, see Rule .1805(c)]*

*[Authorized signature for guarantor]*

*[Name of person signing]*

*[Title of person signing]*

*[Telephone Number]*

*[Email Address]*

State of North Carolina

County of *[Name of County]*

On this *[day]* day of *[month], [year],* before me personally came *[name signing for Guarantor]* to me known, who, being by me duly sworn, did depose and say that she/he resides at *[Guarantor address],* that she/he is *[title at Guarantor Firm]* described in and which executed the above instrument; that she/he knows the seal of said corporation; that the seal affixed to such instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that she/he signed her/his name thereto by like order.

Witness my hand and official seal this *[Day]* day of *[Month],* 20*[Year].*

*[insert Signature of Notary]*

Official Signature of Notary

*[Notary's printed or typed name]*

Notary Public

*[Official Seal*]

My commission expires: *[insert Date of Commission Expiration]*