

**AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
("Committee")
OF
ALLIED WASTE INDUSTRIES, INC.
("Company")**

CHARTER

Purpose

The Committee's purpose is to assist the Board in its oversight of (i) the integrity of the financial statements of the Company, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independence and qualifications of the independent auditor and (iv) the performance of the Company's internal audit function and independent auditors.

The Committee shall prepare the annual audit committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Committee Membership

The Committee shall consist of a minimum of three and not more than five members. Each member of the Committee shall meet the requirements of the New York Stock Exchange ("NYSE") listing standards and all other applicable laws. The Committee shall report to the Board. A majority of the members of the Committee shall constitute a quorum. Members shall be appointed by the Board upon recommendation of the Governance Committee and may be removed by the Board in its discretion.

Authority and Responsibilities

The Committee has the following authority and responsibilities:

- Retain and terminate the Company's independent auditor in its sole authority, subject, if applicable, to shareholder ratification. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor for the purpose of preparing or issuing an audit report or related work.
- Pre-approve all audit and non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, in accordance with the requirements, exceptions and delegation authority provided by applicable laws. The terms of the retention of the independent auditor will require the auditor to report directly to the Committee.

- At least annually, obtain and review a report by the independent auditor describing: such firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
- Discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of the Financial Condition and Results of Operations."
- Discuss generally earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies (i.e., discuss the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each earnings release or each instance in which a company may provide earnings guidance.
- To investigate any matter within its scope of duties and, as appropriate, to obtain advice and assistance from outside legal, accounting and other advisors. The Committee specifically has the independent authority to engage these advisors without seeking Board approval.
- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- Periodically meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditor.
- Review with the independent auditor any problems or difficulties encountered in performing the audit and management's response thereto.
- Set clear hiring policies for employees or former employees of the independent auditor.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.
- Evaluate annually the Committee's performance in accordance with the NYSE listing standards and all other applicable laws.

- Report regularly to the Board upon the Committee's recommendations, actions and other matters as the Board shall from time to time specify to the Committee.

Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.