

WASTE INDUSTRIES USA, INC.

CODE OF BUSINESS CONDUCT

This Code of Business Conduct contains the general standards of conduct as well as corporate policies adopted by the Board of Directors to promote and ensure the legal and ethical conduct of directors, employees and agents of Waste Industries USA, Inc. and its subsidiaries (collectively, the “Company”) while acting on the Company’s behalf or with respect to Company matters.

Our Mission

To grow and prosper through the efficient and responsible utilization of our Company resources while providing our customers with cost-effective, responsive and environmentally sound solutions to their solid waste management needs.

Our Business Principles

Our Company has been and will continue to be committed to sound ethical and moral business principles. They are:

- To treat all employees with dignity and respect, and to actively promote a spirit of employee/employer partnership at all times and at all levels within our Company.
- To conduct our business affairs with honesty and integrity.
- To maintain a customer focus with the clear understanding that what is best for our customers is best for all.
- To operate efficiently through attention to details at all levels of our Company while preserving and protecting our people, our equipment, our financial resources and our environment.
- To establish and maintain a positive attitude and confidence in our ability to face change and manage its impact on our Company’s future.

General Standards of Conduct

To carry out our mission and to adhere to our business principles, our directors, employees and agents must adhere to the following general standards of conduct.

Compliance with the Law. It is the Company’s policy to observe and comply with all laws, rules and regulations applicable to it and the conduct of its business wherever located.

Accountability. It is the personal responsibility of each director, employee and agent of the Company to adhere to applicable law and this Code of Business Conduct in carrying out his or her duties and responsibilities, and to conduct himself or herself accordingly. Each director, employee and agent must avoid any activities which are illegal or would involve the Company in any practice which is illegal or not in compliance with the Code of Business Conduct. Any director, employee or agent who does not adhere to such standards and restrictions is acting outside the scope of his or her office, employment or agency, and might be subject to disciplinary action.

Honesty and Integrity. In addition to compliance with all applicable laws, and as stated in our mission, all Company directors, employees and agents are expected to observe high standards of business and personal ethics in the discharge of their duties and responsibilities. This requires the practice of honesty and integrity in every aspect of dealing with other Company employees, the public, the business community, shareholders, customers, suppliers, and governmental and regulatory authorities.

Reputation. Each director, employee and agent of the Company contributes to the Company's reputation. Consequently, each director, employee and agent must know this Code and adhere to it in all transactions in the Company's business and any transaction that might be viewed as the Company's business. No director, employee or agent of the Company should be misguided by any sense of loyalty to the Company or a desire for profitability that might cause him or her to disobey any applicable law or this Code of Business Conduct.

In addition to the specific practices and conduct that are prohibited under the Code of Business Conduct, each director, employee and agent of the Company should avoid even the appearance of improper behavior.

Additional Company Policies

The Board of Directors has adopted the following policies governing specific areas of conduct that is either mandated by law or is critical to the ethical operation of the Company, all of which are a part of this Code.

Accounting and Corporate Records and Reporting. Company policy requires the Company to keep books and records that accurately and fairly present its financial condition and results of operations. All employees must follow the Company's accounting and internal control policies.

Code of Ethics for CEO, CFO and CAO. Company policy requires the Chief Executive Officer, the Chief Financial Officer and the Chief Accounting Officer or persons performing similar functions to, among other things, avoid all actual or apparent conflicts of interest, and create and provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with the Securities and Exchange Commission and in other public communications. This policy is attached to this Code as Appendix A.

Conflicts of Interest. Company policy, in most cases, prohibits, and, in other cases, requires disclosure of, conflicts between the interests of its directors and employees, on the one hand, and the Company, on the other. This Policy is attached to this Code as Appendix B.

Fraud. The Company prohibits all fraud by its directors, employees and agents. The term “fraud” as used in this policy includes, but is not limited to, such things as any:

- dishonest or fraudulent act;
- defalcation;
- embezzlement;
- forgery or alteration of negotiable instruments such as Company checks and drafts;
- misappropriation of Company, employee, customer, partner, or supplier assets;
- conversion to personal use of cash, securities, supplies or any other Company asset;
- unauthorized handling or reporting of Company transactions; and
- falsification of Company records or financial statements.

The above list is not all-inclusive but intended to be representative of situations involving fraud.

Retaliation. The Company will not tolerate any retaliation against any person who provides truthful information in good faith to a Company or law enforcement official concerning a suspected violation of law, regulation or this Code. Any employee or director who violates this policy may be subject to civil, criminal and administrative penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Relationship of this Code of Business Conduct to Other Company Policies. The Company’s Management Policy and Procedure Manual and its Employee Handbook contain other policies for behavior for directors and employees. The Company considers those policies to be essential to the ethical conduct of the Company’s business by its directors and employees. Those policies are a part of this Code of Business Conduct and the failure to comply with them will be a failure to comply with this Code. Suspected or actual violations must be reported and processed in accordance with either the procedures for this Code of Business Conduct or, if the manner of dealing with reporting violations is set forth in the specific policy, the procedures in that policy.

Administration of the Code of Business Conduct

The Company’s Code of Business Conduct is administered as follows:

1. Responsibility for Administration

The Governance Committee of the Company’s Board of Directors is responsible for the administration of the Code of Business Conduct. The Governance Committee will establish such procedures as it will deem necessary or desirable in order to discharge its responsibility. In discharging its responsibilities, the Governance Committee may delegate authority to such officers and other employees and may engage such agents and advisors as it will deem necessary or desirable. The Governance Committee may obtain advice of legal counsel or other advisors when it deems it appropriate.

The Board of Directors shall appoint a Chief Compliance Officer who will report to the Governance Committee for purposes of monitoring and auditing compliance with this Code.

Directors, employees and agents of the Company are encouraged to submit questions, concerns and suggestions regarding the Code of Business Conduct to the Governance Committee to make it more clear, comprehensive and useful.

2. Communication of Policies

To ensure the continued dissemination and communication of the Code of Business Conduct, the Governance Committee will take, or cause to be taken, reasonable steps to communicate effectively the standards and procedures included in the Code of Business Conduct to the Company's directors, employees and agents. At a minimum, the Code of Business Conduct will be referenced in the Company's Employee Handbook, contained in the Company's Management Policy and Procedure Manual and posted on the Company's website.

3. Monitoring and Auditing

The Governance Committee will take reasonable steps to monitor and audit compliance with the Code of Business Conduct as it deems necessary. To assist its monitoring efforts, copies of any report generated by the Company's independent auditors, internal audit department or the Disclosure Committee that relates to the ethical conduct of the Company's directors, employees and agents under this Code shall be provided to the Governance Committee.

4. Reporting System

Every director and employee has a duty to report any suspected or actual violation of this Code of Business Conduct or any other Company policy. Suspected or actual violation should be reported to the Chief Compliance Officer, but may be reported directly to the Chairman of the Governance Committee or the Chairman of the Audit Committee if the person making the report reasonably believes it is appropriate. Where the Company has a separate policy that provides for reporting of suspected violations of that policy, the reporting procedures for that policy should be followed.

A report should contain as much detailed information as possible. Reports may be made anonymously. All reports will be treated confidentially.

Employees may report their concerns about any auditing or accounting matter as provided in the Company's Policy on Reporting of Concerns about Auditing and Accounting Matters, which is attached to this Code as Appendix C.

Individuals who wish or need to report matters under this Code to the Audit Committee or the Governance Committee should address their correspondence to the Chairman of the Committee at the Company's headquarters, unless the policy or instructions under which you are reporting gives different reporting instructions.

5. Investigation of Violations

If the Company receives information regarding an alleged violation of the Code of Business Conduct, the Chief Compliance Officer (unless the Governance Committee or the Audit Committee received the report directly, in which case, the Committee that received the information) will investigate the alleged violation in accordance with any further procedures established by the Governance Committee. The Chief Compliance Officer will report to either the Governance Committee or the Audit Committee the results of his investigation, based on which Committee has the authority under this Code to determine violations and discipline under this Code as provided in Section 6 below. Directors and employees are expected to cooperate in internal investigations of misconduct.

6. Disciplinary Action

The Company will consistently enforce the Code of Business Conduct with appropriate discipline. For employees who are not executive officers and any agent not affiliated with a director or executive officer, the Governance Committee will determine whether violations of the Code of Business Conduct have occurred and, if so, will determine the disciplinary measures to be taken against any employee or agent of the Company who has violated the Code of Business Conduct. For directors, executive officers and any agent that is affiliated with a director or executive officer, the Audit Committee or the independent members of the Board of Directors will determine whether violations of the Code of Business Conduct have occurred and, if so, will determine the disciplinary measures to be taken against any director, executive officer or agent of the Company who has violated the Code of Business Conduct.

In discharging its responsibilities hereunder, the Audit Committee or the independent directors may engage such agents and advisors as it will deem necessary or desirable and may obtain advice of legal counsel or other advisors when it deems it appropriate.

7. Waivers

The Governance Committee may grant a waiver of any provision of this Code of Business Conduct for employees who are not executive officers. Only the Board of Directors may grant a waiver of any provision of this Code of Business Conduct for directors and executive officers except for waivers of the Code of Ethics for the CEO, CFO and CAO and waivers of actual or potential conflicts of interest, including related party transactions, which can be waived only by the Audit Committee.

Any waiver granted to an executive officer or director of the Company must be publicly disclosed in the manner required by law.

8. Amendment

This Code of Business Conduct may be amended only by the Board of Directors. Any amendment must be publicly disclosed in the manner required by law.

Adopted by the Board of Directors on March 25, 2004.

APPENDIX A

Code of Ethics for CEO, CFO and Chief Accounting Officer

The Company's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or persons performing similar functions, due to their important and elevated role in the Company's corporate governance, must comply with the following standards of conduct:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships. Any actual or potential conflict of interest must be dealt with in accordance with the Company's Policy on Conflicts of Interest.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
- Create and provide full, fair, accurate, timely and understandable disclosure in reports and documents the Company files with or submits to the Securities and Exchange Commission and in other public communications made by the Company.
- Comply with applicable governmental laws, rules and regulations.
- Comply with applicable accounting rules and pronouncements.
- Use responsibly and as authorized all assets and resources employed or entrusted to them.

Actual or suspected violations of this Code of Ethics must be reported to the Chairman of the Company's Audit Committee. All other provisions of the Company's Code of Business Conduct shall govern the administration of this Code of Ethics, including accountability for adherence to this Code.

Adopted by the Board of Directors on March 25, 2004.

Policy on Conflicts of Interest

Conflicts. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Conflicts of interest include, but are not limited to, such things as any:

- Employment by a competitor, regardless of the nature of the employment, while employed by the Company;
- Doing business with any business or entity in which an employee or director or close family member has a substantial ownership or management interest;
- Ownership of, or a substantial interest in, a company that is a competitor or supplier of the Company;
- Using the Company’s assets or confidential or property information for personal gain.

Employees should refer to the Employee Handbook for additional guidance on conflicts of interest.

Corporate Opportunity. No director or employee may (1) take for themselves a business opportunity that they become aware of in carrying out their duties for the Company or because of their position with the Company, (2) use Company property or position for personal gain, or (3) compete with the Company, except as disclosed to and approved by the Audit Committee or a majority of the independent directors.

Disclosure of Conflict. If a director or employee believes he or she has an actual or potential conflict of interest, they must disclose the matter to the Audit Committee (this may be done by providing the information to your supervisor who will forward the matter to the Audit Committee) for approval before engaging in the activity that gives rise to the conflict.

For purposes of this Policy, the term “family member” will be the same definition provided in the rules of the Nasdaq Stock Market.

Adopted by the Board of Directors on March 25, 2004.

APPENDIX C

Procedures to Report Concerns over Accounting, Auditing and Financial Reporting

Any employee with a complaint or concern regarding a questionable accounting, auditing, or financial reporting matter or any suspected fraudulent act may contact the Chairman of our Audit Committee. Currently, the Chairman is Paul Brunswick. He may be reached by writing to our outside counsel, Wyrick Robbins Yates & Ponton, LLP, whose function will be to keep record of your concerns and complaints and to forward them to the Chairman and assist the Audit Committee in reviewing them and taking any appropriate action. The address to use is Waste Industries Audit Committee Chair, c/o Wyrick Robbins Yates & Ponton, LLP, Attention Donald R. Reynolds, 4101 Lake Boone Trail, Suite 300, Raleigh, NC 27607-7506. You may also email dreynolds@wyrick.com or fax (919) 781-4865 to the attention of Don Reynolds.

Your communication may, but does not have to, include your name, your position and a way you can be reached by the Audit Committee to discuss the matter further. If, however, you desire to submit an anonymous concern or complaint, you should include a full description of the matter so that the Audit Committee has enough information to initiate an investigation. Regardless of how submitted, your communication will be treated confidentially.

Upon receipt of a concern or complaint, the Chairman will make notes describing the matter to the file maintained by Wyrick Robbins. If the employee has submitted his/her name, the Chairman will contact the employee and obtain additional information as needed. Upon receipt of a concern or complaint, the Chairman will inform the other Audit Committee members, and the Committee will discuss, plan and conduct an investigation, if and as it deems reasonably necessary to address the matter. Such an investigation may include discussion with the appropriate members of management, discussion with the Company's external auditors and review of documents. In addition, the Audit Committee will have the authority to select, engage and compensate counsel and other advisors regarding the investigation and related accounting matters. Upon completion of its investigation, the Audit Committee will summarize its findings in a written memo. The findings will be communicated to the full Board of Directors, initially excluding management if appropriate.

We encourage you to take advantage of the opportunity afforded by these procedures to voice any concerns you might have about the propriety of our accounting, auditing, or financial reporting as well as any fraudulent acts that you might become aware of. Submission to the Audit Committee enables you to raise your concerns directly with a committee of the Board of Directors.

Adopted by the Board of Directors on March 25, 2004.