ALLIED WASTE INDUSTRIES, INC.

CORPORATE GOVERNANCE GUIDELINES

(Amended as of July 31, 2007)

The Board of Directors (the "Board") of Allied Waste Industries, Inc., a Delaware corporation (the "Company" or "Allied Waste"), has adopted the following Corporate Governance Guidelines (the "Guidelines").

BOARD SIZE, COMPOSITION AND MEMBERSHIP

By action of the Board at a special meeting on May 30, 2007, the number of directors serving on the Board was fixed at 11 members.

Pursuant to the terms of a shareholders agreement between the Company and investors from Apollo Advisors II, L.P. ("Apollo") and Blackstone Capital Partners II Merchant Bank Fund L.P. ("Blackstone"), and as a result of Apollo's sale of all of its holdings in the Company's common stock as of May 10, 2007, these investors are currently entitled to designate three members of the Board. This number of designated Board members will decrease under the terms of the shareholders agreement as certain thresholds are reached. The number of representatives that these investors are entitled to have on the Governance Committee has decreased from two to one. This shareholders agreement also limits the number of executive officers of the Company that serve on the Board to two members.

The Governance Committee has the responsibility for identifying, screening and recommending remaining Board candidates (other than designees of Apollo and Blackstone) to serve as directors of the Company. Prior to making its recommendations for directors, the Governance Committee will discuss the qualifications of the individuals being considered with the other members of the Board.

INDEPENDENCE OF THE BOARD

The majority of the Board will be comprised of independent directors as defined by the New York Stock Exchange ("NYSE") listing standards and all other applicable laws.

The Board may adopt and disclose categorical standards to assist it in making determinations of independence and will review annually any relationship that directors have with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines either meet the categorical standards or have no material relationships with the Company will be considered independent directors, subject to additional qualifications prescribed under the NYSE listing standards and all other applicable laws. This determination by the Board will be disclosed in the Company's annual proxy statement.

DIRECTOR INDEPENDENCE CATEGORICAL STANDARDS

When assessing the independence of a director candidate, the Governance Committee must consider the five "per se" disqualifications to director independence in accordance with the NYSE Governance Rules. The Governance Committee must further consider the categorical standards as adopted by the Board which provide that the following are not material relationships that would bar a director's independence:

- If an Allied Waste director is an executive officer of another company that is indebted to Allied Waste, or to which Allied Waste is indebted, and the total amount of either company's indebtedness to the other is less than 1% of the consolidated assets of Allied Waste and of the company the director serves as an executive officer.

- If an Allied Waste director, or a member of the director's immediate family, serves as an officer, director or trustee of a charitable organization, and Allied Waste's discretionary charitable contributions to the organization are less than 2% of that organization's total annual charitable receipts.

- A passive investment by an Allied Waste director, or a member of the director's immediate family, in a shareholder that owns less than 45% of Allied Waste's outstanding common stock, as long as the passive investment does not exceed 5% of the director's net worth.

- Affiliation or employment by an Allied Waste director, or a member of the director's immediate family, with an entity that beneficially owns up to 45% of Allied Waste's outstanding common stock.

BOARD LEADERSHIP

The Board currently sees no reason to separate the office of Chairperson and Chief Executive Officer ("CEO"). It may however, reach this conclusion in the future and if so, appropriate action can be taken.

LEAD DIRECTOR

The Board has determined that it is in the best interest of the Company to create the position of Lead Director. The Lead Director must be deemed independent pursuant to the NYSE Governance Rules and the "Director Independence Categorical Standards" as adopted by the Company and described above in greater detail. The primary responsibilities of the Lead Director are as follows:

- chairs all executive sessions of the Board conducted wherein no management members of the Board participate;
- acts as a liaison between the non-management Board members and the management employees on the Board as it pertains to issues that arise from the executive sessions;
- acts as a resource to the Company's Chairperson and CEO;
- provides the Chairperson with input on scheduling of Board meetings and preparing agendas and materials for Board meetings; and
- recommends the retention of advisors and consultants who report directly to the Board, as necessary.

BOARD MEMBERSHIP CRITERIA

Each director should possess substantial and significant experience that would be of particular importance to the Board as a whole and to the Company in the performance of the duties of a director.

An assessment of the skills and characteristics needed by the Board in the context of the current status of the Board will be performed by the Governance Committee on a regular basis. Skills and characteristics to consider for Board members are: 1) business experience and judgment, 2) diversity, 3) business and functional skills, 4) integrity, 5) financial literacy, 6) other time commitments, 7) other board appointments, 8) regulatory, public policy or government experience, and 9) degree of independence from management.

BOARD RESPONSIBILITIES

Each member of the Board is expected to promote the best interests of the shareholders in terms of corporate governance; fiduciary responsibilities; compliance with applicable laws and regulations; and maintenance of accounting, financial and other controls. The Board's primary responsibility is to provide effective guidance of the affairs of the Company for the long-term benefit of its shareholders. This includes overseeing the conduct of the Company's business and where appropriate, approval of the Company's financial objectives, major corporate plans and strategies. In addition, the Board selects the Company's CEO and acts as an advisor and counselor to the CEO and senior management.

DIRECTOR ORIENTATION

It is the belief of the Board that an orientation program for new directors should be conducted. The orientation should include background information about the Company's operations; general information about the Board and committees; and a review of the expected duties and responsibilities of the Company's directors. Some of these materials are to be included in a director's handbook and others will be included in meetings with members of senior management, preceding or promptly following the election of a new director to the Board.

CONFLICTS OF INTEREST

The Governance Committee is responsible for monitoring any conflicts of interest between the Company and its directors. All directors are required to notify the Company's General Counsel in writing in advance of any change in employment or acceptance of a directorship with another commercial entity. The General Counsel will be responsible for advising the Chairperson of the Governance Committee accordingly. This guideline is established to allow a director the time necessary to effectively exercise the diligence and oversight responsibilities of a directorship and avoid actual or potential conflicts of interest.

RELATED PARTY TRANSACTIONS

The Company has established a policy to address those transactions with members of the Board and other affiliated related parties (as defined in the policy), to include those transactions in accordance with S-K Regulations as promulgated by the Securities and Exchange Commission ("S-K Related Party Transactions"). S-K Related Party Transactions mean a transaction, including, but not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness, or any series of similar transactions, arrangements or relationships) in which 1) the Company is a participant, 2) the amount involved exceeds $120,000, and 3) involves a director or affiliated related party. Any transactions must be disclosed by the director in writing to the Company's General Counsel for submission to the Audit Committee prior to entering into the transaction. S-K Related Party Transactions involving compensation must be approved by the Management Development/Compensation Committee.

BOARD TENURE

Directors will stand for election on an annual basis to be voted upon by the Company's shareholders.

RETIREMENT AGE

Upon reaching the age of 72, directors are required to retire from the Board at the end of their term and will not stand for re-election.

ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

Each member of the Board may consult with any manager or employee of the Company or with any outside advisor to the Company at any time. If appropriate, it is expected that the director will inform the Chairperson of the Board when significant issues are being addressed.

The Board, as well as each Board committee, will have the right to retain, at the Company's expense, such outside advisors as deemed appropriate by the Board or the respective committee.

BOARD COMMITTEES

The Board utilizes an active committee structure. The committees are the Audit Committee; Governance Committee; and Management Development/Compensation Committee, each of which is to be comprised entirely of independent directors. Each of these Board committees will have a written charter that complies with relevant law and the NYSE listing standards. The charters will be posted on the Company's website.

The Board may maintain an Executive Committee. The Executive Committee does not have to be comprised of entirely independent directors.

BOARD COMMITTEE ASSIGNMENTS

The Governance Committee is charged with recommending committee assignments to the Board each year. In developing these recommendations, it takes into account the background and experiences of the individual members of the Board and the desirability of rotating assignments in appropriate situations.

BOARD AND COMMITTEE AGENDAS

The Chairperson of the Board, in consultation with other Board members and senior management, develops the agenda for Board meetings.

Appropriate members of management will prepare draft agendas and related background information for each Board committee meeting that, to the extent desired by the chairperson of the committee, will be reviewed and approved by such chairperson in advance of distribution to the other committee members.

DISTRIBUTION OF BOARD MATERIALS

In addition to the Board agenda, information that is important to the Board's understanding of the business of the Company will be distributed to directors prior to each Board meeting. Directors also periodically receive financial reports as well as certain press releases, analyst reports, and other information designed to keep them informed of the material aspects of the Company's business performance and prospects.

BOARD MEETINGS

The Board will meet at least quarterly and may meet more frequently if the Chairperson of the Board deems it appropriate. Meetings will occasionally be held at locations other than those at or near the Corporate headquarters.

COMMITTEE MEETINGS

The chairperson of each Board committee, in consideration with its members and appropriate members of management, determines the frequency and length of the committee meetings. In addition, the chairperson of each Board committee may call a special meeting of such committee at any time.

ATTENDANCE AT BOARD AND COMMITTEE MEETINGS

Non-Directors: The Corporate Secretary or Assistant Corporate Secretary will be present at all times during Board and committee meetings, except where there is a specific reason for such officers to be excluded. In addition, the Chief Financial Officer, or his/her designee, will attend all Audit Committee meetings and the most senior Human Resources executive, or his/her designee, will attend all Management Development/Compensation Committee meetings, except where there is a specific reason for such officers or designees to be excluded. In addition, the Board may invite one or more members of management to be in regular attendance at Board meetings and may include other officers or employees of the Company as well as the Company's outside legal counsel, accountants, or other advisors or consultants from time to time as appropriate to the circumstances.

Directors: Each director is expected to attend all meetings of the Board and all meetings of committees on which the director serves as a member. The Board recognizes, however, that occasionally meetings may need to be scheduled on short notice when participation of a director is not possible and that conflicts may arise from time to time to prevent a director from attending a regularly scheduled meeting. However, the Board expects that directors will make every possible effort to keep such absences to a minimum.

In determining whether a director should stand for re-election, consideration will be given to the director's attendance at meetings, in addition to achievement of satisfactory performance.

TRAVEL EXPENSE REIMBURSEMENT

All directors will be reimbursed for reasonable travel expenses in connection with attendance at meetings of the Company's Board of Directors and its committees. If the travel expense is related to the reimbursement of commercial airfare, such reimbursement will be at the first-class rate. If the travel expense is related to reimbursement of non-commercial airfare, such reimbursement will not exceed the rate for comparable travel by means of commercial airline at the first-class rate.

EXECUTIVE SESSIONS

Non-management directors will meet without the presence of management in executive sessions on a routine basis; however, not less than twice a year.

Executive sessions among committee members, excluding management, also will be conducted on a routine basis at Board committee meetings.

COMMUNICATIONS DIRECTED TO NON-MANAGEMENT DIRECTORS

The Company has established a method whereby interested parties (e.g., shareholders and other stakeholders) have the ability to directly communicate with non-management directors as a group. This contact information will be disclosed in the annual proxy statement.

DIRECTOR COMPENSATION

As delegated by the Company's Board, the Governance Committee has the responsibility to annually review and, if appropriate, make recommendations to the Board regarding compensation issues involving the Company's non-employee directors. The Governance Committee shall be guided by three goals in discharging this duty with regard to non-employee directors: compensation should fairly pay directors for work required in a company of the size and scope of Allied Waste; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. The Chairperson of the Governance Committee will apprise the Board of the status of such compensation issues as needed at the scheduled Board meetings. Director's compensation must be the sole remuneration from the Company for members of the Audit Committee.

The Management Development/Compensation Committee, in accordance with its charter, has the responsibility to review and approve all other compensation issues involving the Company's employee-directors, officers and key employees.

STOCK OWNERSHIP AND RETENTION GUIDELINES

The Company's Board has adopted Stock Ownership and Retention Guidelines ("Stock Ownership Guidelines") in order to encourage the Company's directors to acquire and retain ownership of a significant number of shares of the Company's common stock while they serve as directors of the Company. Equity ownership helps to align the interests of the Company's directors with those of the Company and its other shareholders. The Board believes that equity ownership will be a cornerstone of good corporate governance because directors who own substantial equity positions in the Company generally are more proprietary in their approach to oversight and management of the Company than they would be if they had little or no stake in the Company.

Each non-employee director of the Company is expected to hold shares of the Company's common stock having a value equal to five times his or her annual cash retainer. The expected number of shares to be held will be calculated as 5x the annual cash retainer divided by a fixed stock price of $8.00 per share. The fixed stock price will be reviewed by the Management Development/Compensation Committee at the beginning of each year and adjusted when necessary. All non-employee directors will be expected to retain 50% of all after tax shares received until their ownership threshold is met. In some instances a designee director may instruct that any awards issuable to such designee director instead be issued to their designating person or affiliate. In these instances, the ownership test shall be applied to the designating person or affiliate.

Shares of common stock that a director owns outright (including shares of restricted stock) and RSUs that have vested and that are deferred under the Company's deferred compensation plans count towards meeting the Stock Ownership Guidelines. Unvested RSUs and unexercised stock options do not count towards meeting the Stock Ownership Guidelines.

BOARD AND COMMITTEE EVALUATIONS

The Board and management believe it is appropriate to evaluate the Board and its committees with a focus on the overall performance of the Board. A written evaluation, to be distributed to all directors, will be conducted annually and coordinated by the Governance Committee. The Chairperson of the Governance Committee will further obtain management input and discuss the final assessment with the full Board at the December Board meeting.

CEO EVALUATION

The Management Development/Compensation Committee will coordinate an evaluation of the CEO annually for use in determining the CEO's compensation.

STRATEGIC PLANNING

At least once a year, management will make presentations to the Board covering the status of the Company's strategic plan. The Board also expects management to periodically report to the Board on the Company's programs and actions to implement the strategic plan.

SUCCESSION PLANNING

Although the Management Development/Compensation Committee, in consultation with the CEO, has oversight of the succession planning initiatives, an annual report to the full Board will be made by the CEO on succession planning.

CORPORATE GOVERNANCE ISSUES AND CONTINUING EDUCATION

The Governance Committee will apprise the full Board on major corporate governance issues and will make recommendations regarding director continuing education. Any Company position on major corporate governance issues will be discussed in advance with the Governance Committee. Directors will be provided updates and information on the status of on-going corporate governance issues and be afforded the opportunity to attend any educational programs.

MODIFICATIONS TO CORPORATE GOVERNANCE GUIDELINES

These Guidelines will be periodically reviewed and revised. While no guidelines can cover each and every issue that may surface, these principles set the proper tone for the operation of the Company’s Board and will assist in fulfilling the Board’s obligations to the Company’s shareholders.