

focus on  **INTEGRITY**

Code of Conduct 





A. Maurice Myers
Chairman, President
and Chief Executive Officer

WASTE MANAGEMENT, INC.

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Dear Fellow Employee:

There has never been a more exciting time to be a part of Waste Management. We are the recognized leader in our industry. Our team of dedicated, talented employees work together to provide our customers with the best service and products possible.

Our goal is to be a truly customer-focused company, offering services that make it convenient, efficient, and cost effective for customers to do business with us. We must concentrate on doing:

- the right thing
- for the right reason
- in the right way

We must develop and sustain relationships with our stakeholders—customers, communities, suppliers, government officials and regulatory agencies, shareholders, competitors and, of course, each other—that are positive, service oriented and demonstrate integrity. Every interaction we have, every decision we make, and every goal we pursue must be accompanied by a dedication to ethical business conduct.

We want everyone to understand what we expect of ourselves and what the world can expect from us. This Code of Conduct explains our values and our standards of business conduct. It sets the standard for how we will conduct ourselves.

I have great confidence in each of you. The reputation of Waste Management rests upon how we act on the job every day. By focusing on integrity, I am confident we will succeed in everything we do.

Sincerely,

Maury Myers
Chairman, President and Chief Executive Officer

Table of Contents

Living Our Values	6
Our Values	6
Using this Code	7
Focus on Integrity for our Customers	8
Advertising	8
Bribes and Kickbacks	8
Commercial Customers: Contracting	8
Commercial Customers: Gifts	8
Commercial Customers: Entertainment	9
Government Customers: Contracting	9
Government Customers: Gifts and Entertainment	9
Focus on Integrity for our Communities	10
Corporate Citizenship	10
Environmental Practices	10
Focus on Integrity for our Suppliers	12
Choosing Suppliers	12
Contract Negotiation	12
Supplier Information	12
Focus on Integrity for our Government and Regulatory Agencies	13
Lobbying	13
Political Activities	13
Political Contributions	13
Regulatory Compliance	15
Regulatory Agency Investigations, Inspections, and Requests for Information	15
Hiring Former Government Employees	16
Doing Business Overseas	16
Focus on Integrity for our Shareholders	17
Performance	17
Communication	17
Focus on Integrity for our Competitors	18
Gathering Competitive Information	18
Antitrust	18
Focus on Integrity for our Employees	22
Mutual Respect	22
Equal Employment Opportunity	22
Preventing Harassment	23
Safety and Health	23
Alcohol and Illegal Drugs	23
Workplace Violence	25
Privacy	25
Confidential Information	25
Conflicts of Interest	26
Personal Business Relationships	26
Organizational Relationships	26
Corporate Opportunities	26
Outside Employment	27
Use of Company Assets	27
Accepting Gifts	27
Accepting Entertainment	27
Accuracy of Books and Records	28
Retention and Disposal of Records and Documents	28
Quality	28
Copyrights, Patents, and Trademarks	28
Insider Information and Securities Trading	28
Use of Electronic and Computer Technology	30
Taking Action Responsibly	31
Making Good Decisions	33
A Few Last Words	34
Responsibility Statement	App

Living our Values

Focus on Integrity goes straight to the heart of what business ethics means. When we focus on integrity, we uphold our reputation for fair and honest business dealings.

Our Values

Our values provide the foundation for our Company's practices and standards. Our values remain constant—even though our world is changing.

Honesty means we are truthful and open with each other.

Respect means we appreciate the worth of others and treat everyone with dignity and consideration.

Responsibility means we are accountable for our actions, conduct, and obligations. We follow through on our commitments.

Citizenship means we follow the letter and the spirit of the laws and regulations that govern what we do. We are committed to improving the communities where we live and work.

Environmental Stewardship means we take responsibility for protecting the environment and the health and well being of our employees and neighbors.

Excellence means we strive daily to meet or exceed the expectations of our stakeholders.



Our values describe who we are and how we behave.



Using this Code

Our Code of Conduct is a summary of how we do business with a focus on integrity. When you have a question about ethics or compliance, you can refer to this Code. The Code applies to all full- or part-time, and temporary employees of Waste Management as well as all representatives, consultants, and agents.

This Code will not give you an answer for every situation. If after reviewing it you have questions, please seek additional guidance. If you have any doubt about the right thing to do, ask your supervisor, manager, Human Resources Department, Legal Department, or the Business Ethics and Compliance Department. You can also call our Integrity Help Line.

The following sections describe our business standards as they apply to each group of stakeholders including: customers, communities, suppliers, government officials and regulatory agencies, shareholders, competitors, and employees. Each section covers several topics that explain our commitments more fully.



Remember: If you are ever in doubt, ask! Get the advice you need before you act.

This Code of Conduct replaces the 1998 Waste Management "Core Values of Ethical Conduct and Business Practices". However, this Code does not supersede the detailed policies and procedures set forth in employment manuals or collective bargaining agreements in effect among the Company's subsidiaries and affiliates. This Code is not an employment agreement.

Focus on Integrity for our Customers

Our customers are the center of our business. Meeting their needs and expectations is critical for our success.

Advertising

We present clear and accurate information about our pricing, services, and products. We don't exaggerate, mislead, omit, or lie. We never resort to deceptive advertising to gain an advantage over our competitors.

While it is fair to make accurate comparisons between ourselves and our competitors when discussing our services and products, we do not criticize or misrepresent the services or qualifications of our competitors.

Bribes and Kickbacks

We never offer, give, ask for, or take any form of bribe or kickback. We want our customers to use our services and products because of their value, not because they have received "something extra" on the side. A bribe or kickback is the giving or accepting of money, fees, commissions, credits, gifts, favors, or anything of value, which is either directly or indirectly provided in return for favorable treatment. Bribes or kickbacks in any form will not be tolerated.

If you suspect that bribery or kickbacks are occurring, contact the Legal Department immediately.

Commercial Customers: Contracting

We develop and provide services and products that meet or exceed the requirements of our customers and do so at a fair price.

We negotiate in good faith, adhere to our contracts, and resolve disputes promptly. Waste Management employees, agents, consultants, and subcontractors compete for, negotiate, and perform all contracts in a fair and ethical manner, without discrimination or

deception, and in strict compliance with applicable laws, regulations, and the terms of the contract.

Contracting is about keeping our promises, both verbal and written.

Commercial Customers: Gifts

We compete solely on the merits of our products and services. We do not persuade commercial customers to purchase from us by offering gifts, meals, or entertainment.

We may provide advertising novelties, promotional items of a nominal value, or modest gifts if:

- The gift does not conflict with the standards of the recipient.
- This happens only occasionally.
- The gift was not solicited.
- Open disclosure of the gift would not embarrass our Company, the recipient, or any of the individuals involved.

Gifts in excess of \$100.00 (U.S.) must be approved in advance by a Waste Management Vice President. Cash gifts are *never* acceptable.

Commercial Customers: Entertainment

We may offer business meals or entertainment to a commercial customer when entertaining. Remember, when entertaining:

- A Waste Management employee should be present and act as host. This is the best way to promote a lasting business relationship.
- The activity should be of reasonable value and occur infrequently.

Moderation and appearance are the key. As a rule of thumb, never spend more on entertaining a customer than you would reasonably spend on yourself. (Note: The \$100.00 (U.S.) gift rule does not apply to entertainment.)

Government Customers: Contracting

Detailed laws and regulations control how we do business with the government. When we bid on or perform government contracts, we strictly comply with their requirements, including their rules on gifts, gratuities, meals, accuracy in reports and claims, and conflicts of interest.

Government Customers: Gifts and Entertainment

Most government officials are prohibited from accepting any gifts, gratuities, or entertainment, regardless of value.

Waste Management employees who interact with government officials and employees should never give anything of value to a government employee unless they have received advanced permission to do so from the Legal Department, the Government Affairs Department, or the Business Ethics and Compliance Department.

When we focus on integrity for our customers, we:

- Provide quality and reliable products and services.
- Meet or exceed their expectations.
- Communicate honestly and fairly.

Remember, in giving gifts and entertaining, moderation and appearance are the key.

Focus on Integrity for our Communities

We work to enhance the quality of life in our communities.

Corporate Citizenship

Waste Management strives to improve the well being of our communities by providing quality products and services. We get involved in the life of our communities by being good citizens, volunteering, and working to support local charities.

Environmental Practices

Waste Management is committed to conducting business in a manner which respects, preserves, and improves the environment. To do this we:

- Conduct our services in an environmentally responsible manner.
- Use energy wisely and, when possible, improve the energy efficiency of our operations.
- Comply with all federal and state environmental laws and regulations, Company policies, and professional standards of good industry practices.
- Use technologies and operating procedures designed to minimize health and safety risks.
- Encourage employees to report any condition that may pose an environmental, health, or safety hazard and provide a confidential means for them to do so.

When we focus on integrity for our communities, we:

- Safeguard the environment and our natural resources.
- Commit to being responsible corporate citizens of the communities in which we reside.
- Support organizations which improve education, health, and the well being of others.



We comply with all federal, provincial, state, and local laws and regulations that protect our natural environment.



Focus on Integrity for our Suppliers

We maintain good working relationships with our suppliers and vendors.

Choosing Suppliers

Waste Management selects suppliers and vendors who best meet our needs using objective criteria such as price, quality, performance, and technical excellence. At times we may require competitive bids. We evaluate all proposals fairly.

Contract Negotiation


During contract negotiations with a supplier or potential supplier we are fair and reasonable. We follow all applicable laws and regulations and uphold good business practices.

Supplier Information

We do not share with a third party confidential information given to us by our suppliers unless directed to do so in writing by the supplier.

When we focus on integrity for our suppliers, we:

- ◉ Select suppliers using fair and objective criteria.
- ◉ Deal honestly, lawfully, and ethically in contractual negotiations.
- ◉ Honor our contractual obligations and commitments.



We keep vendors'
information confidential.

Focus on Integrity for our Government and Regulatory Agencies

We partner with the government and regulators who oversee our business so that our operations and business practices are lawful.

Lobbying

It is essential that we are consistent in our approach to public policy issues. Employees must obtain prior approval from the Government Affairs Department to hire outside counsel or a public affairs firm to contact government officials about legislation, regulatory policy, or rule making. This includes grassroots lobbying contacts.

Political Activities

Waste Management encourages employees to participate in political activities on their own time and at their own expense. Such activities must not cause a conflict of interest. You should never put pressure on fellow employees to support or contribute time or money to a candidate or a political cause. When we participate in political activities, we do so as individual citizens. Never give the impression that you are speaking on behalf of Waste Management.

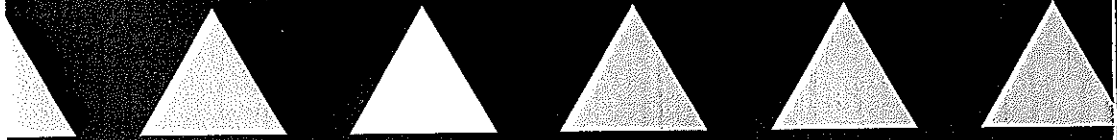
Political Contributions

Political contributions are made only in compliance with federal, provincial, state, and local laws, and Company policy.

A "contribution" is any direct or indirect payment, distribution, subscription, loan, advance, deposit, or gift of money, services, or anything of value in connection with an election or to an organization or group formed to support or defeat a referendum or ballot issue.

All requests for political
contributions must be reviewed
and approved in accordance with
the Company's Political
Contributions Policy.





Be aware of the following concerns and restrictions:

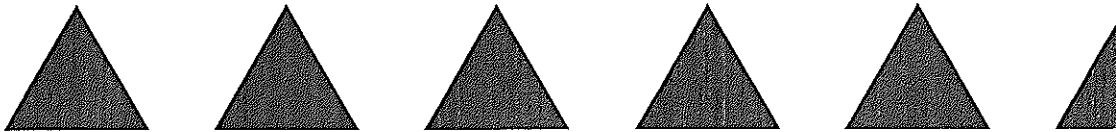
- In some states, companies are prohibited from making political contributions.
- Our Company never makes contributions to candidates running for U.S. federal offices.
- Cash contributions are prohibited.
- Contributions by Waste Management are administered by the Company's Political Action Committee (PAC).
- Waste Management will not directly or indirectly reimburse an employee or other person for political contributions he or she has made.

Regulatory Compliance

Waste Management operates in a highly regulated environment. The agencies that regulate our business include the Environmental Protection Agency, Department of Transportation, Internal Revenue Service, Occupational Safety and Health Administration, Department of Labor, and the Securities and Exchange Commission, plus many other federal, provincial, state, and local agencies.

We must comply with the regulatory requirements of these agencies. We should take an active role by being knowledgeable about all laws and regulations, attending training, and requesting information.

You are required to immediately report regulatory violations, suspected regulatory violations, or potentially harmful/dangerous conditions to a supervisor, manager, the Legal Department, or the Business Ethics and Compliance Department.



Regulatory Agency Investigations, Inspections, and Requests for Information

We cooperate courteously with all government inspectors. We provide information they are entitled to during an inspection, investigation, or in response to a request for information. Notify area or corporate legal counsel immediately of any inspection, investigation, or request for information.

During a government inspection never:

- Conceal, destroy, or alter any Company documents.
- Lie or make misleading statements to a government investigator.
- Obstruct the collection of information, data, or records.
- Attempt to cause another employee to fail to provide accurate information.



Hiring Former Government Employees

The government's rules on hiring its employees are complex. Check with Human Resources for guidance before you discuss employment opportunities with a current or former government employee.

Doing Business Overseas

We have business relationships around the world. In some countries, we may encounter unfamiliar rules, regulations, customs, manners, or cultures. However, in conducting our domestic and international business activities, it is critical that we comply with local laws and adhere to Waste Management's values, standards, and policies. Integrity serves as the foundation for all our business dealings.

Before offering anything of value to foreign public officials, including payments to facilitate routine government action, get advance approval from the Legal Department.

There are certain U.S. laws which govern our activities in international markets. It is important that any individual conducting business abroad be familiar with these laws and comply fully with them, including the

United States Foreign Corrupt Practices Act. This Act is intended to prevent bribery of foreign officials by American companies and their foreign subsidiaries. This law and Company policy prohibits payments (including cash or anything of value such as gifts or services) either directly or indirectly or through a third party to foreign officials for the purpose of gaining business or favorable government action. This law allows for certain payment to foreign officials to facilitate routine government actions. However, before such a payment is made, it is essential that the Legal Department review the situation and approve the transaction.

When we focus on integrity for our government and regulatory agencies, we:

- Comply with both the spirit and letter of the law.
- Conduct out interactions with honesty and integrity.

Focus on Integrity for our Shareholders

Our shareholders own our business. We must maintain their respect and trust.

Performance

The long-term success of our Company is directly related to the performance of each of us individually and collectively as a team. Therefore, each of us must contribute our best to make our Company a success.

Communication

We provide accurate and timely information about our business to our investors, the media, and the general public. We are very careful about what we say when releasing information publicly. This is the job of our Corporate Communications Department. If you receive an inquiry from the media, notify Corporate Communications and let them respond.

When we focus on integrity for our shareholders, we:

- **Manage our business activities ethically and profitably.**
- **Are prudent with Company resources.**
- **Communicate through existing channels.**

Each of us must
contribute our best
to make our Company
a success.



Focus on Integrity for our Competitors

We practice fair, open, and honest competition.

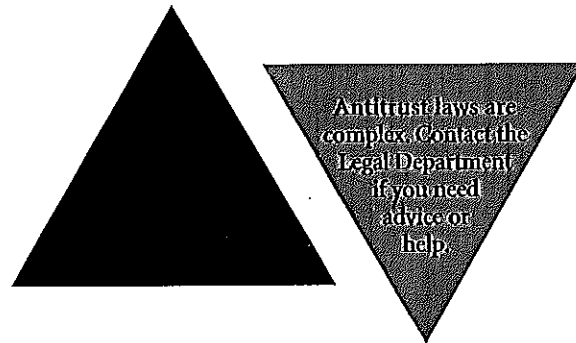
Gathering Competitive Information

In order to keep current with developments in our industry, we have a responsibility and a right to obtain information about other companies, including those with whom we compete.

We should obtain this information through public, ethical, and legal means such as public conferences and documents, magazines, trade journals, and other published and written information. We never seek information through improper means such as inducing a competitor to disclose confidential information, burglary, spying, or wire-tapping. We do not misrepresent ourselves, either directly or indirectly through a representative or agent, to obtain such information.

Pricing and other market information may be obtained from commercial customers in the course of normal contract discussions or negotiations. However, we do not use our customers as a funnel for price information about our competitors.

We always respect the proprietary information and trade secrets of others, including former employers. If we are aware of a confidentiality agreement, we never solicit or accept information which would violate that agreement. We never disclose any client or vendor proprietary information unless the individual or organization owning the information properly authorizes release or disclosure. Newly hired employees should not divulge proprietary information about their former employers.



Antitrust

Federal, provincial, and state antitrust laws prohibit agreements and activities that unreasonably limit competition. The basic concept behind these laws is that a business should independently pursue its activities in a competitive and free marketplace, not one that has been limited by restrictive agreements



among competitors. These laws have been designed to promote honest, fair, and vigorous competition in open markets.

Waste Management prohibits any discussions or agreements with our competitors concerning:

Never discuss pricing, market share, operational details, plans, or Company proprietary matters with competitors or anyone outside of Waste Management.

Price Fixing: We never enter into any general understanding or agreement with a competitor concerning prices that will be charged to customers. This includes price levels, pricing methods or policies, timing of price changes, bid information, intent to bid or not bid on a contract, profits or profit margins, terms or conditions of sale, and/or supply of a product or service. Waste Management prices and bid amounts are to be arrived at independently without consultation of any kind with a competitor.

Territorial Allocation: We do not agree with our competitors to divide or allocate markets or territories. We do not discuss market information with our competitors.

Customer Allocation: We do not agree with our competitors to divide or allocate customers. We never discuss the selection, retention, or solicitation of customers with our competitors.

Appearances: It is a violation of our policies to discuss the antitrust topics listed above with a competitor even though the discussion may fall short of an agreement.

Monopolization: We prohibit any abusive or unfair acts intended to acquire or maintain a monopoly or injure competitors.

Vendor or Customer Boycotts: We do not agree with or have any discussion with our competitors regarding which vendors or customers with whom we will or will not conduct business. Decisions not to do business with a vendor or customer must be arrived at independently of any decision or action by our competitors.





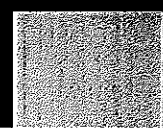
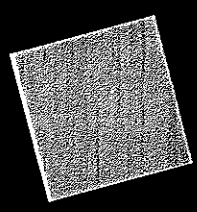
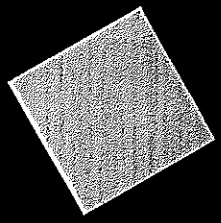
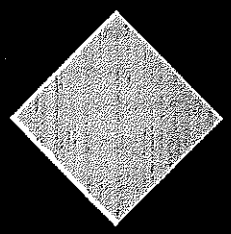
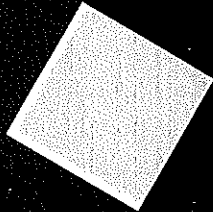
Trade Associations and Industry Associates: Waste Management employees should be aware of situations such as trade association meetings or industry conferences where competitors' discussions may occur. Great care should be taken to avoid participation in discussions on these topics and to conduct yourself in an appropriate manner. *If such a discussion occurs, immediately leave the situation and contact a member of the Waste Management Legal Department.*

It is not uncommon for employees of Waste Management to have friends, acquaintances, or relatives working for competitors. Often close personal friendships develop on the job. Our friends may move to a competitor. It is acceptable to maintain these friendships, but with a strong word of caution. Great care and common sense must be exercised. Never discuss pricing, market share, operational details or plans, or company proprietary matters with competitors or anyone outside of Waste Management. If you work in sales or marketing and a bid or contract negotiation is pending, avoid all contact with friends who work for competitors. This will avoid any appearance of misconduct by either party.

When we focus on integrity for our competitors, we:

- Obtain information about them fairly, honestly, and legally.
- Treat them with respect.
- Promote open and honest competition.





Focus on Integrity for our Employees

Creating an environment of trust and respect for each other is the key to our future success.


Mutual Respect

In working together we emphasize teamwork, dignity, and mutual respect. We are fair, reasonable, and courteous in all of our interactions with each other.

Equal Employment Opportunity

We provide a positive working environment in which all individuals may grow, contribute, and participate free from discrimination. We are committed to lawful human resource policies and practices in all aspects of employment, including recruiting, hiring, evaluation, training, discipline, work and service assignments, career development, compensation, promotion, and termination. We will not tolerate unlawful discrimination of any kind.

Each of us is responsible for promoting a good working environment. It is our responsibility to treat our colleagues fairly without regard to race, color, religion, gender, age, national origin, marital status, or whether an individual is disabled, a veteran, or holds other protected status as defined by federal, provincial, state, or local laws.



**We do not tolerate
unlawful discrimination
in any manner
or fashion.**

Preventing Harassment

Behavior that targets an employee because of his or her race, color, religion, gender, age, national origin, marital status, disability, or veteran status or any other protected status as defined by federal, provincial, state, or local laws is prohibited. Such verbal or physical conduct that unreasonably disrupts another employee in his or her work is harassment. Each of us has the right to be free from improper or offensive conduct at work. Waste Management employees, customers, vendors, and visitors should be treated with respect, courtesy, and dignity. Unwelcome, insulting, or offensive remarks or actions have no place at Waste Management. To maintain a work atmosphere free from harassment, each of us should exercise good judgment in our relationships with our co-workers.

If you experience or observe workplace harassment, you should report the incident to your supervisor, Human Resources Department, Legal Department, Business Ethics and Compliance Department, Security Department, or any member of management for immediate resolution of the problem.

Safety and Health

Waste Management is committed to providing a safe and healthy work environment. We follow all federal, provincial, state, and local laws regarding workplace safety and health. Each employee must immediately report any work-related accident, illness, unsafe condition or practice to the appropriate supervisor or manager.

Alcohol and Illegal Drugs

We maintain a workplace that is free from the effects of drug and alcohol abuse. Alcohol abuse and illegal drug use threatens our ability to serve our customers. It compromises the safety of our products and services. Waste Management will not tolerate any use or abuse of drugs or alcohol while employees are engaged in Company business or while working at a Company location.

Employees must report to work free from the effects of illegal drugs or alcohol

Report workplace harassment to your supervisor, manager, Human Resources Department, Legal Department, Business Ethics and Compliance Department, or the Security Department.





All employees are subject to pre-employment screening, reasonable suspicion, periodic, and/or random drug and alcohol testing.

If you are taking a prescription drug which may interfere with your ability to perform your job, you must discuss the situation with your immediate supervisor or the Human Resources Department.

Employees are encouraged to contact the Employee Assistance Program for help with drug and alcohol related problems before these problems affect job performance.

Workplace Violence

We provide a safe working environment for everyone. Waste Management has a zero tolerance policy on acts of violence and verbal or physical behavior that could lead to or cause workplace violence. Waste Management does not tolerate violent behavior at our workplaces, whether committed by or against our employees. These behaviors are prohibited: making threatening remarks, causing physical injury to someone else, intentionally damaging someone else's property, and/or acting aggressively in a way that causes someone else to fear they could be injured.

Use good judgment and inform your supervisor, manager, Human Resources, or Corporate Security if you observe behavior that could be dangerous.

We forbid the use or possession of firearms or weapons on our premises.

Privacy

Employee information and data are confidential and are used only for valid business purposes. This includes information in an employee's personnel file such as Social Security number, home address, telephone number, medical information, and other confidential information.

While Waste Management respects employee privacy, employees should not expect privacy when using Company provided services and equipment. We reserve the right to inspect our facilities and property, such as computers, telephone records, lockers, e-mail, Internet usage, business documents, offices, and other workplaces.

Confidential Information

Confidential Company information and proprietary information is a valuable Waste Management asset. This includes, among other things, pricing and cost data, merger, acquisitions and divestiture information, business processes and procedures, financial data, trade secrets and know-how, computer programs, wage and salary information,



marketing and sales programs, customer/supplier/subcontractor information, and other information and developments which have not been released to the general public.

All of this information must be used solely for Company purposes and never for personal gain. Confidential information must not be shared with anyone outside of Waste Management unless they have a legitimate need to know in order to do business with us. Inappropriate disclosure of confidential information may damage our business and the business of our customers, suppliers, and subcontractors.

Employees who have access to Company confidential information must protect that information from disclosure. The duty to protect our information continues even after you leave employment with Waste Management.

Conflicts of Interest

Each of us should base business decisions on the needs and interests of Waste Management rather than our own personal interests. We should not participate in any activity that could conflict with—or appear to conflict with—our responsibilities to Waste Management.

Any activity which might appear to present a conflict of interest must be approved in writing by your supervisor or a member of local management.

Here are some situations where conflicts of interest can occur:

Personal Business Relationships

You must take care that your personal business relationships never influence the decisions you make for our Company. You must disclose any financial interests that you or your immediate family have in Waste Management's suppliers, customers, or competitors. As an exception to this rule, you may own up to 2% of the stock of a publicly traded company that is a competitor, supplier, or customer.

Organizational Relationships

If you serve as a director, officer, or consultant with any company that does business with us, you must disclose these obligations to the Vice President of Business Ethics and Compliance, even if you receive no money for your services.

Corporate Opportunities

If you become aware of a business opportunity that Waste Management would have an interest in pursuing, you cannot divert that opportunity for your own personal gain. You must make this opportunity available to Waste Management.

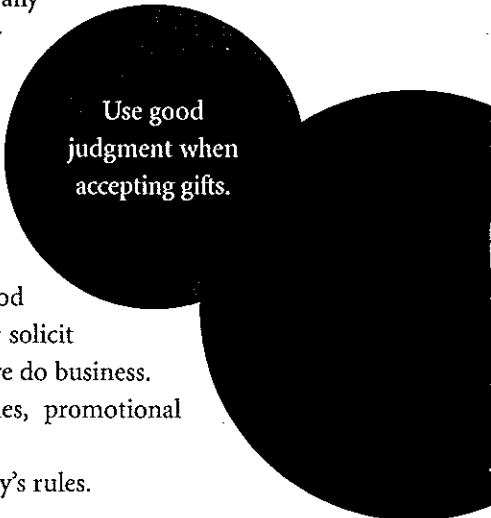


Outside Employment

Before you accept employment outside of Waste Management, consider whether this job could create a conflict of interest with your work here. Do not accept outside employment with our competitors, suppliers, or customers.

Use of Company Assets

The assets of Waste Management are intended to be used in a way that benefits our Company. We must preserve these assets and use them wisely. The use of Company time, equipment, supplies, and facilities for personal use, or taking Company owned equipment off Company premises for personal use is permitted only when approved in advance by your department manager.



Use good judgment when accepting gifts.

Accepting Gifts

Employees should never accept gifts that would appear to undermine or influence good business judgment. Employees should never solicit gifts or favors from the people with whom we do business.

On occasion, you may accept novelties, promotional items of a nominal value, or modest gifts if:

- The gift complies with the giver's company's rules.
- This happens only occasionally.
- The gift was not solicited.
- Open disclosure of the gift would not embarrass our Company or the people involved.
- The value of the gift is under \$100.00 (U.S.).

Acceptance of cash gifts such as tips given during the holiday season is acceptable. However, you should never ask for a tip. Tips must be given as outright gifts and not as payments for or with the expectation of extra services or pick-ups.

Accepting Entertainment

You may accept an occasional invitation to a sporting activity, entertainment, or meals if:

- The activity is infrequent and of reasonable value.
- The \$100.00 (U.S.) limitation does not apply to entertainment.

Remember, a representative of the company offering the invitation should be present. Moderation and appearance are the key.



Accuracy of Books and Records

Accurate record keeping is critical. We have a responsibility to accurately report all business information such as reporting of hours worked, business and travel expenses, shipping and receiving data, and financial figures in a timely and accurate manner.

No employee may falsify Company information whether stored in writing or electronically.

All transactions must be properly authorized, completely and accurately recorded on the Company's books, and recorded in accordance with generally accepted accounting principles. No secret, undisclosed, or unrecorded funds or assets may be established or maintained for any purpose.

Retention and Disposal of Records and Documents

Business records and documents should be retained and destroyed in accordance with the Company's retention policy, as well as your department's policies and regulatory requirements.

Quality

Quality services and products that meet or exceed our customers' expectations will set Waste Management apart from our competition and assure our future success. It is our responsibility to understand our customer's requirements and to satisfy those requirements with quality products and services.

Copyrights, Patents, and Trademarks

Our intellectual property is a valuable asset. This includes copyrights, patents, and trademarks. We respect and protect intellectual property, whether it belongs to us or to others. We are prohibited from making unauthorized copies of copyrighted written documents or computer software.

Waste Management owns all inventions, discoveries, ideas, and trade secrets created by employees on the job or produced using Company resources.

Insider Information and Securities Trading

We may learn of material, inside information about our Company or about other companies before such information is known publicly. It is illegal to buy or sell stock based on inside information or to pass this information on to someone else who then buys or sells stocks. These rules apply to an employee's spouse, children, or other family members living in the same household, and to trading in an individual's trust account. To confirm the appropriateness of trading a security under these circumstances, you should contact the Legal Department or refer to Waste Management's policy on Insider Trading.

To assure compliance with the federal laws about insider trading, all



“Material” and “public information” are defined in Waste Management’s policy on Insider Trading and is available from the Legal Department.

directors, executive officers, designated executives, and other employees in possession of material non-public information must seek clearance from the General Counsel’s office prior to engaging in any transaction involving the Company’s securities.

Use of Electronic and Computer Technology

Company provided electronic and/or computer technology, including e-mail, voice mail, cellular telephones, personal computers, computer networks, software, access to the Internet, or other electronic services are the property of Waste Management. Limited, occasional personal use of the phone system, e-mail, the Internet, and voice mail is acceptable provided that the use is appropriate and lawful. However, information created, received, or disseminated through these systems is not private. Authorized Company representatives may, without advance notice, monitor these systems.

These systems are not to be used to create, store, or transmit information that is hostile, malicious, unlawful, sexually explicit, discriminatory, profane, or abusive. Employees should not send or receive messages that are derogatory toward others. Web sites, which contain illegal, sexually explicit, adult oriented, or discriminatory content are not to be accessed.

Our computers should be used in accordance with applicable software agreements, copyright, trademark, patent, and other laws. These services, including Internet chat rooms, should never be used to communicate Company confidential, non-public or proprietary information, copyrighted information, or information which may be harmful to the Company or its employees.

When we focus on integrity for our employees, we:

- Respect the dignity of each individual.
- Listen openly to concerns and suggestions.
- Approach disagreements with an open mind.
- Carefully follow the laws and rules that govern how we conduct our business.

Taking Action Responsibly

Each of us is responsible for acting ethically.

Our Company

Waste Management is responsible for implementing this Ethics and Compliance program, as well as updating and distributing this Code and other resources. We offer these business ethics and compliance services:

- Clear business rules and standards
- Training and education
- Confidential resources where employees can get advice, raise concerns, and make reports
- Integrity Help Line
- Trained ethics program representatives located throughout our Company
- Business Ethics and Compliance Department staffed by professionals

All conversations, calls, and reports made in good faith will be taken seriously. Our Company will investigate all reported concerns promptly and resolve those concerns appropriately. If after investigation we find that our standards have been violated, we will take appropriate action, including disciplinary action, implementing system-wide changes to prevent recurrences in the future and when warranted, notifying the appropriate government agency.

Managers and Supervisors

Managers and supervisors provide timely advice and guidance to our employees on ethics and compliance concerns. They must take a leadership role in promoting ethical business conduct and in creating working conditions that support our values and standards.

You can call our
Integrity Help Line at
1-800-265-9381

Each Employee

You have a responsibility to report any activity which appears to violate laws, regulations, policies, and this Code.

You may ask for advice, raise an ethics concern, or report a possible violation by contacting any of the following:

- Your supervisor or manager
- Human Resources Department
- Legal Department
- Corporate Security
- Business Ethics and Compliance Department
- Integrity Help Line

You may call or send a confidential note to:

Business Ethics and Compliance Department
Waste Management, Inc.
P. O. Box 52549
Houston, Texas 77052-2549

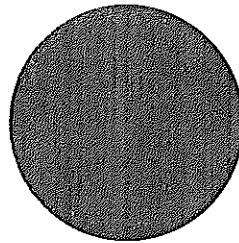
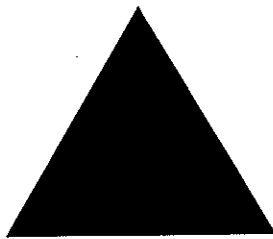
Phone: 713-512-6533

When reporting a violation, you will be asked to provide the time, location, names of the people involved, and other details so that we can investigate. All reports are handled in confidence. You can choose to remain anonymous—you are not required to provide your name.

Prohibition against Retaliation and/or Retribution

Waste Management prohibits retaliation and/or retribution against any person who in good faith reports an ethical concern. However, anyone who uses the Business Ethics and Compliance program to spread falsehoods, threaten others, or damage another person's reputation will be subject to disciplinary action up to and including termination.

Discouraging other employees from getting the help they need is prohibited and could result in disciplinary action.



Making Good Decisions

Making the right decision is not always easy.

Our values and our business standards can help us work through difficult issues and dilemmas. The answers to some business problems are not obvious. When that happens, take time to think through the issue using the following steps:

1

Identify your concern about the situation.

2

Identify the stakeholders affected by the situation and the short- and long-term impacts of the situation on them.

3

Review the Code of Conduct and any related policies and regulations.
What standards apply to the situation?

4

If necessary, seek out advice from knowledgeable resources.

5

Evaluate the consequences of doing nothing.

6

Assess your alternatives for action and select the best strategy.

7

Act to appropriately resolve the situation in a timely manner.



A few last words

Here are some tips we can use to talk about ethics, compliance, and integrity:

Talking about Ethics, Compliance, and Integrity

Experience shows that many “ethics” and “compliance” concerns are actually rooted in a failure to communicate. This is true of most other workplace issues as well. People either do not understand what is expected of them or they do not understand why others are taking certain actions. Sometimes we tend to make assumptions about what we should do or why others are doing what they are doing. This often leads to misunderstanding, suspicion, apprehension, and even conflict—unhealthy conditions in any workplace.

While it may not be always easy to talk about ethics, compliance concerns, or other work issues with fellow employees, it is important to do so whenever the need arises. Open, honest communication builds trust. It’s amazing how many problems we can solve by simply talking about them.

Here are some keys to effective communication that can make talking about ethics issues easier and more effective:

- ◊ Be a good listener.
- ◊ Try not to put the other party on the defensive—start statements with “I” instead of “You”.
- ◊ Don’t be accusatory or sarcastic.
- ◊ Don’t lecture or immediately reject alternatives.
- ◊ Phrase requests positively. “Next time, please remember to disconnect the battery” is better than “Don’t ever leave the shop again without disconnecting the battery”.
- ◊ Ask others what they think.
- ◊ Respect other points of view.
- ◊ Ask questions and make sure all issues are addressed.

Finally, *Focus on Integrity* is more than a motto or slogan. It goes straight to the heart of one of our most important assets—our reputation.

By focusing on integrity in everything we do, we will be well on our way to reaching our goal of making Waste Management a company which is highly respected by our customers, communities, suppliers, regulators, shareholders, and competitors and, for all of us, a great place to work.



Responsibility Statement (Employee Copy)

I have received the Waste Management Code of Conduct. I understand its contents and accept my obligation and responsibility for maintaining the Company's reputation for integrity.

Name (Print) _____

Signature _____

Date _____

Department _____

Location _____

Responsibility Statement (Personnel File Copy)

I have received the Waste Management Code of Conduct. I understand its contents and accept my obligation and responsibility for maintaining the Company's reputation for integrity.

Name (Print) _____

Signature _____

Date _____

Department _____

Location _____

Please give this copy to your supervisor for placement in your personnel file.



INTEGRITY
HELP LINE:

1-800-265-9381



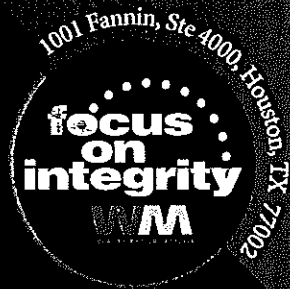
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