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August 8, 2006

Steve Lederer  
Napa County Environmental Management  
1195 Third Street, Room 101  
Napa, CA 94559

**Notification re Change of Landfill Ownership**

Dear Mr. Lederer,

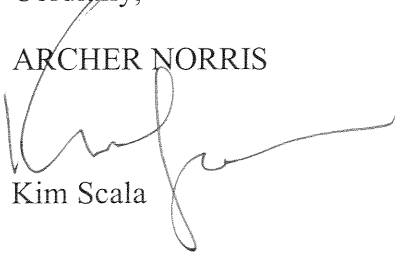
We wish to notify you that ownership of the Clover Flat landfill has been transferred from Clover Flat Land Fill Inc. (“**Clover Flat**”) to Vista Corporation, a California corporation. Clover Flat will continue to operate the landfill pursuant to the Franchise Agreement #95-06, dated September 25, 1995, between Clover Flat and the Upper Valley Waste Management Agency (“**Franchise Agreement**”).

Section 5.12 of the Franchise Agreement addresses the issue of assignment. Clover Flat has not assigned any interest in the Franchise Agreement; Clover Flat will continue to fulfill all obligations as “Contractor” under the Franchise Agreement, including, without limitation, compliance with the provisions of Section 10 relating to Closure and Post-Closure.

Thank you for your attention to this matter.

Cordially,

ARCHER NORRIS

  
Kim Scala

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