

WASTE MANAGEMENT INC
Form 10-Q
July 30, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2013

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission file number 1-12154

Waste Management, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

73-1309529
*(I.R.S. Employer
Identification No.)*

1001 Fannin

Suite 4000

Houston, Texas 77002

(Address of principal executive offices)

(713) 512-6200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The number of shares of Common Stock, \$0.01 par value, of the registrant outstanding at July 18, 2013 was 468,776,225 (excluding treasury shares of 161,506,236).

PART I.

Item 1. *Financial Statements.*

WASTE MANAGEMENT, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Millions, Except Share and Par Value Amounts)

	June 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 154	\$ 194
Accounts receivable, net of allowance for doubtful accounts of \$51 and \$45, respectively	1,730	1,737
Other receivables	123	102
Parts and supplies	171	174
Deferred income taxes	83	76
Other assets	143	140
Total current assets	2,404	2,423
Property and equipment, net of accumulated depreciation and amortization of \$16,540 and \$16,112, respectively	12,469	12,651
Goodwill	6,391	6,291
Other intangible assets, net	411	397
Investments in unconsolidated entities	653	667
Other assets	684	668
Total assets	\$ 23,012	\$ 23,097
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 696	\$ 842
Accrued liabilities	1,069	986
Deferred revenues	481	465
Current portion of long-term debt	776	743
Total current liabilities	3,022	3,036
Long-term debt, less current portion	8,994	9,173
Deferred income taxes	1,923	1,947
Landfill and environmental remediation liabilities	1,487	1,459
Other liabilities	768	807
Total liabilities	16,194	16,422
Commitments and contingencies		
Equity:		
Waste Management, Inc. stockholders' equity:		
Common stock, \$0.01 par value; 1,500,000,000 shares authorized; 630,282,461 shares issued	6	6
Additional paid-in capital	4,569	4,549
Retained earnings	6,948	6,879

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Accumulated other comprehensive income	134	193
Treasury stock at cost, 162,137,511 and 166,062,235 shares, respectively	(5,148)	(5,273)
Total Waste Management, Inc. stockholders' equity	6,509	6,354
Noncontrolling interests	309	321
Total equity	6,818	6,675
Total liabilities and equity	\$ 23,012	\$ 23,097

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Millions, Except per Share Amounts)

(Unaudited)

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2013	2012	2013	2012
Operating revenues	\$ 3,526	\$ 3,459	\$ 6,862	\$ 6,754
Costs and expenses:				
Operating	2,311	2,260	4,520	4,426
Selling, general and administrative	353	374	743	781
Depreciation and amortization	339	323	662	640
Restructuring	2	3	10	7
(Income) expense from divestitures, asset impairments and unusual items	11	33	15	33
	3,016	2,993	5,950	5,887
Income from operations	510	466	912	867
Other income (expense):				
Interest expense	(122)	(121)	(244)	(243)
Interest income	1	1	2	2
Equity in net losses of unconsolidated entities	(8)	(11)	(16)	(18)
Other, net	2	(1)	(9)	(2)
	(127)	(132)	(267)	(261)
Income before income taxes	383	334	645	606
Provision for income taxes	127	115	213	204
Consolidated net income	256	219	432	402
Less: Net income attributable to noncontrolling interests	12	11	20	23
Net income attributable to Waste Management, Inc.	\$ 244	\$ 208	\$ 412	\$ 379
Basic earnings per common share	\$ 0.52	\$ 0.45	\$ 0.88	\$ 0.82
Diluted earnings per common share	\$ 0.52	\$ 0.45	\$ 0.88	\$ 0.82
Cash dividends declared per common share	\$ 0.365	\$ 0.355	\$ 0.73	\$ 0.71

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Millions)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Consolidated net income	\$ 256	\$ 219	\$ 432	\$ 402
Other comprehensive income (loss), net of taxes:				
Unrealized gains and losses on derivative instruments:				
Unrealized gains (losses), resulting from changes in fair value, net of tax expense (benefit) of \$10, \$(10), \$10 and \$(8), respectively	16	(16)	15	(12)
Reclassification adjustment for (gains) losses included in net income, net of tax (expense) benefit of \$(3), \$(2), \$(3) and \$0, respectively	(4)	(4)	(5)	
	12	(20)	10	(12)
Unrealized gains (losses) on available-for-sale securities, net of tax expense (benefit) of \$0, \$0, \$0 and \$1, respectively	(1)	(1)		1
Foreign currency translation adjustments	(37)	(22)	(69)	2
Change in funded status of post-retirement benefit obligation, net of tax benefit of \$0, \$0, \$0 and \$0, respectively				
Other comprehensive income (loss), net of taxes	(26)	(43)	(59)	(9)
Comprehensive income	230	176	373	393
Less: Comprehensive income attributable to noncontrolling interests	12	11	20	23
Comprehensive income attributable to Waste Management, Inc.	\$ 218	\$ 165	\$ 353	\$ 370

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions)

(Unaudited)

	Six Months Ended June 30,	
	2013	2012
Cash flows from operating activities:		
Consolidated net income	\$ 432	\$ 402
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	662	640
Deferred income tax (benefit) provision	(29)	8
Interest accretion on landfill liabilities	43	41
Interest accretion on and discount rate adjustments to environmental remediation liabilities and recovery assets	(7)	1
Provision for bad debts	25	26
Equity-based compensation expense	34	15
Excess tax benefits associated with equity-based transactions	(7)	(9)
Net gain from disposal of assets	(10)	(7)
Effect of (income) expense from divestitures, asset impairments and unusual items and other	26	33
Equity in net losses of unconsolidated entities, net of dividends	16	18
Change in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Receivables	(4)	(72)
Other current assets	3	(26)
Other assets	(5)	92
Accounts payable and accrued liabilities	(32)	5
Deferred revenues and other liabilities	(25)	(23)
Net cash provided by operating activities	1,122	1,144
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(210)	(154)
Capital expenditures	(501)	(730)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets	74	20
Net receipts from (deposits to) restricted trust and escrow accounts	(2)	17
Investments in unconsolidated entities	(24)	(40)
Other	(30)	(16)
Net cash used in investing activities	(693)	(903)
Cash flows from financing activities:		
New borrowings	71	312
Debt repayments	(268)	(271)
Cash dividends	(341)	(329)
Exercise of common stock options	98	31
Excess tax benefits associated with equity-based transactions	7	9
Distributions paid to noncontrolling interests	(32)	(23)
Other		9
Net cash used in financing activities	(465)	(262)
Effect of exchange rate changes on cash and cash equivalents	(4)	
Increase (decrease) in cash and cash equivalents	(40)	(21)
Cash and cash equivalents at beginning of period	194	258
Cash and cash equivalents at end of period	\$ 154	\$ 237

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See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In Millions, Except Shares in Thousands)

(Unaudited)

	Total	Common Stock		Waste Management, Inc. Stockholders Equity			Treasury Stock		Noncontrolling Interests
		Shares	Amounts	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Shares	Amounts	
Balance, December 31, 2012	\$ 6,675	630,282	\$ 6	\$ 4,549	\$ 6,879	\$ 193	(166,062)	\$ (5,273)	\$ 321
Consolidated net income	432				412				20
Other comprehensive income (loss), net of taxes	(59)					(59)			
Cash dividends declared	(341)				(341)				
Equity-based compensation transactions, including dividend equivalents, net of taxes	144			21	(2)		3,921	125	
Distributions paid to noncontrolling interests	(32)								(32)
Other	(1)			(1)			3		
Balance, June 30, 2013	\$ 6,818	630,282	\$ 6	\$ 4,569	\$ 6,948	\$ 134	(162,138)	\$ (5,148)	\$ 309

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation

The financial statements presented in this report represent the consolidation of Waste Management, Inc., a Delaware corporation; Waste Management's wholly-owned and majority-owned subsidiaries; and certain variable interest entities for which Waste Management or its subsidiaries are the primary beneficiary as described in Note 14. Waste Management is a holding company and all operations are conducted by its subsidiaries. When the terms the Company, we, us or our are used in this document, those terms refer to Waste Management, Inc., its consolidated subsidiaries and consolidated variable interest entities. When we use the term WM, we are referring only to Waste Management, Inc., the parent holding company.

We are North America's leading provider of comprehensive waste management environmental services. We partner with our residential, commercial, industrial and municipal customers and the communities we serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy. Our Solid Waste business is operated and managed locally by our subsidiaries that focus on distinct geographic areas and provides collection, transfer, recycling and resource recovery, and disposal services. Through our subsidiaries, we are also a leading developer, operator and owner of waste-to-energy and landfill gas-to-energy facilities in the United States.

Through the third quarter of 2012, the operations of our local subsidiaries were primarily organized under our Eastern, Midwest, Southern, Western and Wheelabrator operating Groups. In July 2012, we announced a reorganization of our operations, designed to streamline management and staff support and reduce our cost structure, while not disrupting our front-line operations. Principal organizational changes included removing the management layer of our four geographic Groups, each of which previously constituted a reportable segment, and consolidating and reducing the number of geographic Areas from 22 to 17.

Following our reorganization, our senior management now evaluates, oversees and manages the financial performance of our Solid Waste business subsidiaries through these 17 Areas. Our reportable segments have been realigned to conform with our new organizational structure. Our Wheelabrator business provides waste-to-energy services and manages waste-to-energy facilities and independent power production plants. We also provide additional services that are not managed through our Solid Waste or Wheelabrator businesses, including our strategic accounts program that expanded with the acquisition of Oakleaf Global Holdings on July 28, 2011 (Oakleaf), which are presented in this report as Other. Additional information related to our segments can be found in Note 8.

The Condensed Consolidated Financial Statements as of June 30, 2013 and for the three and six months ended June 30, 2013 and 2012 are unaudited. In the opinion of management, these financial statements include all adjustments, which, unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, comprehensive income, cash flows, and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The financial statements presented herein should be read in connection with the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

In preparing our financial statements, we make numerous estimates and assumptions that affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with a high degree of precision from data available or simply cannot be readily calculated. In some cases, these estimates are particularly difficult to determine and we must exercise significant judgment. In preparing our financial statements, the most difficult, subjective and complex estimates and the assumptions that present the greatest amount of uncertainty relate to our accounting for landfills, environmental remediation liabilities, asset impairments, deferred income taxes and reserves associated with our insured and self-insured claims. Actual results could differ materially from the estimates and assumptions that we use in the preparation of our financial statements.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Adoption of New Accounting Pronouncement

Comprehensive Income In February 2013, the Financial Accounting Standards Board issued amended authoritative guidance associated with comprehensive income, which requires companies to provide information about the amounts that are reclassified out of accumulated other comprehensive income by component. Additionally, companies are required to present significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The amendment to authoritative guidance associated with comprehensive income was effective for the Company on January 1, 2013. The adoption of this guidance did not have a material impact on our consolidated financial statements. We have presented the information required by this amendment in Note 12.

Reclassifications

Certain reclassifications have been made to our prior period consolidated financial information in order to conform to the current year presentation.

2. Landfill and Environmental Remediation Liabilities

Liabilities for landfill and environmental remediation costs are presented in the table below (in millions):

	June 30, 2013			December 31, 2012		
	Landfill	Environmental Remediation	Total	Landfill	Environmental Remediation	Total
Current (in accrued liabilities)	\$ 103	\$ 29	\$ 132	\$ 104	\$ 28	\$ 132
Long-term	1,277	210	1,487	1,234	225	1,459
	\$ 1,380	\$ 239	\$ 1,619	\$ 1,338	\$ 253	\$ 1,591

The changes to landfill and environmental remediation liabilities for the year ended December 31, 2012 and the six months ended June 30, 2013 are reflected in the table below (in millions):

	Landfill	Environmental Remediation
December 31, 2011	\$ 1,292	\$ 273
Obligations incurred and capitalized	58	
Obligations settled	(87)	(30)
Interest accretion	84	4
Revisions in cost estimates and interest rate assumptions	(8)	5
Acquisitions, divestitures and other adjustments	(1)	1
December 31, 2012	1,338	253
Obligations incurred and capitalized	29	
Obligations settled	(28)	(10)
Interest accretion	43	2
Revisions in cost estimates and interest rate assumptions		(6)
Acquisitions, divestitures and other adjustments	(2)	
June 30, 2013	\$ 1,380	\$ 239

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At several of our landfills, we provide financial assurance by depositing cash into restricted trust funds or escrow accounts for purposes of settling final capping, closure, post-closure and environmental remediation obligations. Generally, these trust funds are established to comply with statutory requirements and operating agreements. See Note 14 for additional information related to these trusts.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Debt

The following table summarizes the major components of debt at each balance sheet date (in millions) and provides the maturities and interest rate ranges of each major category as of June 30, 2013:

	June 30, 2013	December 31, 2012
\$2.0 billion revolving credit facility, maturing May 2016 (weighted average interest rate of 1.4% at June 30, 2013 and December 31, 2012)	\$ 335	\$ 400
Letter of credit facilities, maturing through June 2015		
Canadian credit facility, maturing November 2017 (weighted average effective interest rate of 2.7% at June 30, 2013 and 2.9% at December 31, 2012)	24	75
Senior notes and debentures, maturing through 2039, interest rates ranging from 2.60% to 7.75% (weighted average interest rate of 5.7% at June 30, 2013 and December 31, 2012)	6,296	6,305
Tax-exempt bonds, maturing through 2041, fixed and variable interest rates ranging from 0.1% to 6.0% (weighted average interest rate of 2.5% at June 30, 2013 and 2.8% at December 31, 2012)	2,659	2,727
Capital leases and other, maturing through 2055, interest rates up to 12%	456	409
	9,770	9,916
Current portion of long-term debt	776	743
	\$ 8,994	\$ 9,173

Debt Classification

As of June 30, 2013, we had (i) \$902 million of debt maturing within the next 12 months, including \$335 million of borrowings outstanding under the revolving credit facility, U.S.\$24 million of advances outstanding under our Canadian credit facility, \$350 million of 5.0% senior notes that mature in March 2014 and \$110 million of tax-exempt bonds and (ii) \$577 million of tax-exempt borrowings subject to repricing within the next 12 months. Based on our intent and ability to refinance a portion of this debt on a long-term basis as of June 30, 2013, we have classified \$703 million of this debt as long-term and the remaining \$776 million as current obligations.

Revolving Credit and Letter of Credit Facilities

As of June 30, 2013, we had an aggregate committed capacity of \$2.4 billion for letters of credit under various credit facilities. Our \$2.0 billion revolving credit facility is our primary source of letter of credit capacity. As of June 30, 2013, we had an aggregate of \$1.4 billion of letters of credit outstanding under various credit facilities. Approximately \$961 million of these letters of credit have been issued under our revolving credit facility. We had \$335 million of outstanding borrowings under our revolving credit facility as of June 30, 2013, leaving \$704 million of unused and available capacity.

In July 2013, we amended and restated our \$2.0 billion revolving credit facility, increasing our total credit capacity to \$2.25 billion and extending the term through July 2018.

Significant Changes in Debt Balances

Net Debt Repayments We had net debt repayments of \$197 million during the six months ended June 30, 2013, largely attributable to (i) \$65 million of net repayments under our revolving credit facility; (ii) U.S.\$50 million of repayments of net advances under our Canadian credit facility; and (iii) the repayment of \$67 million of tax-exempt bonds.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other We had increases in our other obligations during the six months ended June 30, 2013, primarily related to the deferred purchase price of (i) land needed to support a landfill expansion and (ii) Greenstar, LLC, which is discussed further in Note 9.

4. Derivative Instruments and Hedging Activities

The following table summarizes the fair values of derivative instruments recorded in our Condensed Consolidated Balance Sheet (in millions):

Derivatives Designated as Hedging Instruments	Balance Sheet Location	June 30, 2013	December 31, 2012
Foreign currency derivatives	Current other assets	\$ 8	\$ 1
Electricity commodity derivatives	Current other assets		1
Total derivative assets		\$ 8	\$ 1
Interest rate derivatives	Current accrued liabilities	\$ 30	\$ 5
Electricity commodity derivatives	Current accrued liabilities	4	11
Foreign currency derivatives	Current accrued liabilities		42
Interest rate derivatives	Long-term other liabilities		
Total derivative liabilities		\$ 34	\$ 58

We have not offset fair value amounts recognized for our derivative instruments. For information related to the inputs used to measure our derivative assets and liabilities at fair value, refer to Note 13.

Fair Value Hedges

Interest Rate Swaps

In prior years, we used interest rate swaps to maintain a portion of our debt obligations at variable market interest rates. As of June 30, 2013 and December 31, 2012, we did not have any of these swaps outstanding. In April 2012, we elected to terminate our interest rate swaps related to the interest payments on \$1 billion of our senior notes and, upon termination, we received \$76 million in cash for their fair value plus accrued interest receivable. The terminated interest rate swaps were associated with senior notes with maturities between November 2012 and 2018. The associated fair value adjustments to long-term debt are being amortized as a reduction to interest expense over the remaining terms of the underlying debt using the effective interest method.

We designated our interest rate swaps as fair value hedges of our fixed-rate senior notes. Fair value hedge accounting for interest rate swap contracts increased the carrying value of our debt instruments by \$69 million as of June 30, 2013 and \$79 million as of December 31, 2012, representing the unamortized portion of our terminated swaps.

We recognize the impacts of (i) net periodic settlements of current interest on our active interest rate swaps, if any, and (ii) the amortization of previously terminated interest rate swap agreements as adjustments to interest expense. The following table summarizes the impact of periodic settlements of active swap agreements and the impact of terminated swap agreements on our results of operations (in millions):

Decrease to Interest Expense Due to Hedge Accounting for Interest Rate Swaps	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012

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Periodic settlements of active swap agreements(a)	\$	\$ 2	\$	\$ 7
Terminated swap agreements	5	7	10	9
	\$ 5	\$ 9	\$ 10	\$ 16

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (a) These amounts represent the net of our periodic variable-rate interest obligations and the swap counterparties' fixed-rate interest obligations. Our variable-rate obligations were based on a spread from the three-month LIBOR. Periodic settlements of active swap agreements have decreased due to our election to terminate our interest rate swap portfolio with a notional amount of \$1 billion in April 2012.

Cash Flow Hedges

Forward-Starting Interest Rate Swaps

In prior years, we entered into forward-starting interest rate swaps with a total notional value of \$525 million to hedge the risk of changes in semi-annual interest payments due to fluctuations in the forward ten-year LIBOR swap rate for anticipated fixed-rate debt issuances in 2011, 2012 and 2014. We designated these forward-starting interest rate swaps as cash flow hedges.

During the third quarter of 2012, \$200 million of these forward-starting interest rate swaps were terminated contemporaneously with the actual issuance of senior notes in September 2012, and we paid cash of \$59 million to settle the liabilities related to these swap agreements. The ineffectiveness recognized upon termination of these hedges was immaterial. At June 30, 2013 and December 31, 2012, our Accumulated other comprehensive income included \$36 million and \$39 million, respectively, of after-tax deferred losses related to all previously terminated swaps, which are being amortized as an increase to interest expense over the ten-year life of the related senior note issuances using the effective interest method. As of June 30, 2013, \$7 million (on a pre-tax basis) is scheduled to be reclassified as an increase to interest expense over the next 12 months.

The active forward-starting interest rate swaps outstanding as of June 30, 2013 relate to an anticipated debt issuance to repay the \$350 million of 5.0% senior notes that mature in March 2014. As of June 30, 2013, the fair value of these active interest rate derivatives was comprised of \$30 million of current liabilities compared with \$42 million of long-term liabilities as of December 31, 2012.

Treasury Rate Locks

As of both June 30, 2013 and December 31, 2012, our Accumulated other comprehensive income included \$7 million of after-tax deferred losses associated with Treasury rate locks that had been executed in previous years in anticipation of senior note issuances. These deferred losses are reclassified as an increase to interest expense over the life of the related senior note issuances, which extend through 2032. As of June 30, 2013, \$2 million (on a pre-tax basis) is scheduled to be reclassified as an increase to interest expense over the next 12 months.

Foreign Currency Derivatives

We use foreign currency exchange rate derivatives to hedge our exposure to fluctuations in exchange rates for anticipated intercompany cash transactions between WM Holdings and one of its Canadian subsidiaries. As of June 30, 2013, we had foreign currency forward contracts outstanding for all of the anticipated cash flows associated with a debt arrangement between these wholly-owned subsidiaries. The hedged cash flows as of June 30, 2013 include C\$370 million of principal and C\$10 million of interest which are scheduled to be repaid on October 31, 2013. We designated these forward contracts as cash flow hedges. Gains or losses on the underlying hedged items attributable to foreign currency exchange risk are recognized in current earnings.

Electricity Commodity Derivatives

We use receive fixed, pay variable electricity commodity swaps to reduce the variability in our revenues and cash flows caused by fluctuations in the market prices for electricity. We hedged 628,800 megawatt hours, or approximately 20%, of Wheelabrator's full year 2012 merchant electricity sales and the swaps executed through

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2013 are expected to hedge about 1.75 million megawatt hours, or approximately 55%, of Wheelabrator's full year 2013 merchant electricity sales. For the three-month periods ended June 30, 2013 and 2012, we hedged 56% and 16%, respectively, of our merchant electricity sales. For the six-month periods ended June 30, 2013 and 2012, we hedged 54% and 24%, respectively, of our merchant electricity sales.

Amounts reported in other comprehensive income and accumulated other comprehensive income are reported net of tax. The following table summarizes the pre-tax impacts of our cash flow derivatives on our comprehensive income and results of operations (in millions):

Derivatives	Amount of Derivative		Statement of Operations Classification	Derivative Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	
	Gain (Loss)			Three Months Ended June 30,	
	Recognized in OCI (Effective Portion)				
	2013	2012		2013	2012
Designated as Cash Flow Hedges					
Forward-starting interest rate swaps	\$ 10	\$ (30)	Interest expense	\$ (2)	\$
Treasury rate locks			Interest expense	(1)	(2)
Foreign currency derivatives	12	6	Other, net	11	6
Electricity commodity derivatives	4	(2)	Operating revenues	(1)	2
	\$ 26	\$ (26)		\$ 7	\$ 6

Derivatives	Amount of Derivative		Statement of Operations Classification	Derivative Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	
	Gain (Loss)			Six Months Ended June 30,	
	Recognized in OCI (Effective Portion)				
	2013	2012		2013	2012
Designated as Cash Flow Hedges					
Forward-starting interest rate swaps	\$ 12	\$ (25)	Interest expense	\$ (4)	\$
Treasury rate locks			Interest expense	(1)	(4)
Foreign currency derivatives	19	1	Other, net	19	(3)
Electricity commodity derivatives	(6)	4	Operating revenues	(6)	7
	\$ 25	\$ (20)		\$ 8	\$

There was no significant ineffectiveness associated with our cash flow hedges during the three and six months ended June 30, 2013 or 2012.

Credit-Risk-Related Contingent Features

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Our interest rate derivative instruments have in the past, and may in the future, contain provisions related to the Company's credit rating. These provisions generally provide that if the Company's credit rating were to fall to specified levels below investment grade, the counterparties have the ability to terminate the derivative agreements, resulting in settlement of all affected transactions. As of June 30, 2013 and December 31, 2012, we did not have any interest rate derivatives outstanding that contained these credit-risk-related features.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income Taxes

Our effective income tax rate for the three and six months ended June 30, 2013 was 33.2% and 33.0%, respectively, compared with 34.3% and 33.6%, respectively, for the comparable prior year periods. We evaluate our effective income tax rate at each interim period and adjust it as facts and circumstances warrant. The differences between federal income taxes computed at the federal statutory rate and reported income taxes for the reported periods were primarily due to the favorable impact of federal and state tax credits and tax audit settlements offset in part by the unfavorable impact of state and local income taxes.

Investment in Refined Coal Facility In January 2011, we acquired a noncontrolling interest in a limited liability company, which was established to invest in and manage a refined coal facility in North Dakota. The facility's refinement processes qualify for federal tax credits that are expected to be realized through 2019 in accordance with Section 45 of the Internal Revenue Code.

We account for our investment in this entity using the equity method of accounting, recognizing our share of the entity's results and other reductions in Equity in net losses of unconsolidated entities, within our Condensed Consolidated Statements of Operations. During the three and six months ended June 30, 2013, we recognized \$2 million and \$3 million of net losses resulting from our share of the entity's operating losses and \$1 million and \$2 million during the three and six months ended June 30, 2012. Our tax provision for the three and six months ended June 30, 2013 was reduced by \$6 million and \$9 million, respectively, primarily as a result of tax credits realized from this investment and by \$5 million and \$8 million for the three and six months ended June 30, 2012, respectively. See Note 14 for additional information related to this investment.

Investment in Federal Low-Income Housing Tax Credits In April 2010, we acquired a noncontrolling interest in a limited liability company established to invest in and manage low-income housing properties. The entity's low-income housing investments qualify for federal tax credits that are expected to be realized through 2020 in accordance with Section 42 of the Internal Revenue Code.

We account for our investment in this entity using the equity method of accounting. We recognize our share of the entity's results and reductions in the value of our investment in Equity in net losses of unconsolidated entities, within our Condensed Consolidated Statements of Operations. The value of our investment decreases as the tax credits are generated and utilized. During the three and six months ended June 30, 2013, we recognized \$6 million and \$12 million of losses relating to our equity investment in this entity, \$2 million and \$3 million of interest expense, and a reduction in our tax provision of \$10 million (including \$7 million of tax credits) and \$17 million (including \$11 million of tax credits), respectively. During the three and six months ended June 30, 2012, we recognized \$6 million and \$12 million of losses relating to our equity investment in this entity, \$2 million and \$3 million of interest expense, and a reduction in our tax provision of \$9 million (including \$6 million of tax credits) and \$16 million (including \$10 million of tax credits), respectively. See Note 14 for additional information related to this investment.

Recent Legislation The American Taxpayer Relief Act of 2012 was signed into law on January 2, 2013 and includes an extension for one year of the bonus depreciation allowance. As a result, 50% of qualifying capital expenditures on property placed in service before January 1, 2014 can be depreciated immediately. The acceleration of deductions on 2013 qualifying capital expenditures resulting from the bonus depreciation provision will have no impact on our 2013 effective tax rate although it will reduce our cash taxes.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Earnings Per Share

Basic and diluted earnings per share were computed using the following common share data (shares in millions):

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2013	2012	2013	2012
Number of common shares outstanding at end of period	468.1	463.0	468.1	463.0
Effect of using weighted average common shares outstanding	(0.2)	0.4	(1.3)	(0.1)
Weighted average basic common shares outstanding	467.9	463.4	466.8	462.9
Dilutive effect of equity-based compensation awards and other contingently issuable shares	1.5	0.6	1.3	0.8
Weighted average diluted common shares outstanding	469.4	464.0	468.1	463.7
Potentially issuable shares	13.6	17.1	13.6	17.1
Number of anti-dilutive potentially issuable shares excluded from diluted common shares outstanding	1.2	10.3	3.2	10.3

7. Commitments and Contingencies

Financial Instruments We have obtained letters of credit, performance bonds and insurance policies and have established trust funds and issued financial guarantees to support tax-exempt bonds, contracts, performance of landfill final capping, closure and post-closure requirements, environmental remediation, and other obligations. Letters of credit generally are supported by our revolving credit facility and other credit facilities established for that purpose. We obtain surety bonds and insurance policies from an entity in which we have a noncontrolling financial interest. We also obtain insurance from a wholly-owned insurance company, the sole business of which is to issue policies for us. In those instances where our use of financial assurance from entities we own or have financial interests in is not allowed, we have available alternative financial assurance mechanisms.

Management does not expect that any claims against or draws on these instruments would have a material adverse effect on our consolidated financial statements. We have not experienced any unmanageable difficulty in obtaining the required financial assurance instruments for our current operations. In an ongoing effort to mitigate risks of future cost increases and reductions in available capacity, we continue to evaluate various options to access cost-effective sources of financial assurance.

Insurance We carry insurance coverage for protection of our assets and operations from certain risks including automobile liability, general liability, real and personal property, workers' compensation, directors' and officers' liability, pollution legal liability and other coverages we believe are customary to the industry. Our exposure to loss for insurance claims is generally limited to the per incident deductible under the related insurance policy. Our exposure, however, could increase if our insurers are unable to meet their commitments on a timely basis.

We have retained a significant portion of the risks related to our automobile, general liability and workers' compensation claims programs.

General liability refers to the self-insured portion of specific third party claims made against us that may be covered under our commercial General Liability Insurance Policy. For our self-insured retentions, the exposure for unpaid claims and associated expenses, including incurred but not reported losses, is based on an actuarial valuation and internal estimates. The accruals for these liabilities could be revised if future occurrences or loss development significantly differ from our assumptions. We do not expect the impact of any known casualty, property, environmental or other contingency to have a material impact on our financial condition, results of operations or cash flows.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Guarantees In the ordinary course of our business, WM and WM Holdings enter into guarantee agreements associated with their subsidiaries operations. Additionally, WM and WM Holdings have each guaranteed all of the senior debt of the other entity. No additional liabilities have been recorded for these intercompany guarantees because all of the underlying obligations are reflected in our Condensed Consolidated Balance Sheets.

We also have guaranteed the obligations and certain performance requirements of, and provided indemnification to, third parties for both consolidated and unconsolidated entities. Guarantee agreements outstanding as of June 30, 2013 include (i) guarantees of unconsolidated entities financial obligations maturing through 2020 for maximum future payments of \$10 million; and (ii) agreements guaranteeing certain market value losses for approximately 850 homeowners properties adjacent to or near 20 of our landfills. Our indemnification obligations generally arise from divestitures and provide that we will be responsible for liabilities associated with our operations for events that occurred prior to the sale of the operations. Additionally, under certain of our acquisition agreements, we have provided for additional consideration to be paid to the sellers if established financial targets or other market conditions are achieved post-closing and we have recognized liabilities for these contingent obligations based on an estimate of the fair value of these contingencies at the time of acquisition. We do not currently believe that contingent obligations to provide indemnification or pay additional post-closing consideration in connection with our divestitures or acquisitions will have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

Environmental Matters A significant portion of our operating costs and capital expenditures could be characterized as costs of environmental protection as we are subject to an array of laws and regulations relating to the protection of the environment. Under current laws and regulations, we may have liabilities for environmental damage caused by our operations, or for damage caused by conditions that existed before we acquired a site. In addition to remediation activity required by state or local authorities, such liabilities include potentially responsible party, or PRP, investigations. The costs associated with these liabilities can include settlements, certain legal and consultant fees, as well as incremental internal and external costs directly associated with site investigation and clean-up.

Estimating our degree of responsibility for remediation is inherently difficult. We recognize and accrue for an estimated remediation liability when we determine that such liability is both probable and reasonably estimable. Determining the method and ultimate cost of remediation requires that a number of assumptions be made. There can sometimes be a range of reasonable estimates of the costs associated with the likely site remediation alternatives identified in the investigation of the extent of environmental impact. In these cases, we use the amount within the range that constitutes our best estimate. If no amount within a range appears to be a better estimate than any other, we use the amount that is the low end of such range. If we used the high ends of such ranges, our aggregate potential liability would be approximately \$145 million higher than the \$239 million recorded in the Condensed Consolidated Financial Statements as of June 30, 2013. Our ultimate responsibility may differ materially from current estimates. It is possible that technological, regulatory or enforcement developments, the results of environmental studies, the inability to identify other PRPs, the inability of other PRPs to contribute to the settlements of such liabilities, or other factors could require us to record additional liabilities. Our ongoing review of our remediation liabilities, in light of relevant internal and external facts and circumstances, could result in revisions to our accruals that could cause upward or downward adjustments to income from operations. These adjustments could be material in any given period.

As of June 30, 2013, we had been notified by the government that we are a PRP in connection with 80 locations listed on the EPA's Superfund National Priorities List, or NPL. Of the 80 sites at which claims have been made against us, 15 are sites we own. Each of the NPL sites we own was initially developed by others as a landfill disposal facility. At each of these facilities, we are working in conjunction with the government to evaluate or remediate identified site problems, and we have either agreed with other legally liable parties on an arrangement for sharing the costs of remediation or are working toward a cost-sharing agreement. We generally

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

expect to receive any amounts due from other participating parties at or near the time that we make the remedial expenditures. The other 65 NPL sites, which we do not own, are at various procedural stages under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, known as CERCLA or Superfund.

The majority of these proceedings involving NPL sites that we do not own are based on allegations that certain of our subsidiaries (or their predecessors) transported hazardous substances to the sites, often prior to our acquisition of these subsidiaries. CERCLA generally provides for liability for those parties owning, operating, transporting to or disposing at the sites. Proceedings arising under Superfund typically involve numerous waste generators and other waste transportation and disposal companies and seek to allocate or recover costs associated with site investigation and remediation, which costs could be substantial and could have a material adverse effect on our consolidated financial statements. At some of the sites at which we have been identified as a PRP, our liability is well defined as a consequence of a governmental decision and an agreement among liable parties as to the share each will pay for implementing that remedy. At other sites, where no remedy has been selected or the liable parties have been unable to agree on an appropriate allocation, our future costs are uncertain.

Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings, or such proceedings are known to be contemplated, unless we reasonably believe that the matter will result in no monetary sanctions, or in monetary sanctions, exclusive of interest and costs, of less than \$100,000. The following matter is disclosed in accordance with that requirement. We do not currently believe that the eventual outcome of such matter could have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

On December 22, 2011, the Harris County Attorney in Houston, Texas filed suit against McGinnes Industrial Maintenance Corporation (MIMC), WM and Waste Management of Texas, Inc., et. al, seeking civil penalties and attorneys' fees for alleged violations of the Texas Water Code and the Texas Health and Safety Code. The County's Original Petition pending in the District Court of Harris County, Texas alleges the mismanagement of certain waste pits that were operated from 1965 to 1966 by MIMC. In 1998, a predecessor of WM acquired the stock of the parent entity of MIMC.

Additionally, the United States Attorney's Office for the District of Hawaii has been conducting an investigation prompted by allegations of violations of the federal Clean Water Act involving discharge of stormwater at the Waimanalo Gulch Sanitary Landfill, located on Oahu, in connection with three major storm events in December 2010 and January 2011. No formal enforcement action has been brought against the Company. While we could potentially be subject to sanctions, including requirements to pay monetary penalties, in connection with a future proceeding that may arise from the investigation, a range of loss cannot currently be estimated because no proceeding has yet commenced and significant factual and legal issues remain. We are cooperating with the U.S. Attorney's Office.

Litigation In October 2011 and January 2012, we were named as a defendant in a purported class action in the Circuit Court of Sarasota County, Florida and the Circuit Court of Lawrence County Alabama, respectively. These cases primarily pertain to our fuel and environmental charges included on our invoices, generally alleging that such charges were not properly disclosed, were unfair and were contrary to the customer service contracts. The law firm that filed these lawsuits had filed, in 2008, a purported class action against subsidiaries of WM in Bullock County, Alabama, making similar allegations. The prior Alabama suit was removed to federal court, where the federal court ultimately dismissed the plaintiffs' national class action claims. The plaintiffs then elected to dismiss the case without prejudice. We will vigorously defend against these pending lawsuits. Given the inherent uncertainties of litigation, including the early stage of these cases, the unknown size of any potential class, and legal and factual issues in dispute, the outcome of these cases cannot be predicted and a range of loss cannot currently be estimated.

From time to time, we are also named as defendants in personal injury and property damage lawsuits, including purported class actions, on the basis of having owned, operated or transported waste to a disposal

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

facility that is alleged to have contaminated the environment or, in certain cases, on the basis of having conducted environmental remediation activities at sites. Some of the lawsuits may seek to have us pay the costs of monitoring of allegedly affected sites and health care examinations of allegedly affected persons for a substantial period of time even where no actual damage is proven. While we believe we have meritorious defenses to these lawsuits, the ultimate resolution is often substantially uncertain due to the difficulty of determining the cause, extent and impact of alleged contamination (which may have occurred over a long period of time), the potential for successive groups of complainants to emerge, the diversity of the individual plaintiffs' circumstances, and the potential contribution or indemnification obligations of co-defendants or other third parties, among other factors. Additionally, we often enter into contractual arrangements with landowners imposing obligations on us to meet certain regulatory or contractual conditions upon site closure or upon termination of the agreements. Compliance with these arrangements is inherently subject to subjective determinations and may result in disputes, including litigation.

As a large company with operations across the United States and Canada, we are subject to various proceedings, lawsuits, disputes and claims arising in the ordinary course of our business. Many of these actions raise complex factual and legal issues and are subject to uncertainties. Actions filed against us include commercial, customer, and employment-related claims, including purported class action lawsuits related to our sales and marketing practices and our customer service agreements and purported class actions involving federal and state wage and hour and other laws. The plaintiffs in some actions seek unspecified damages or injunctive relief, or both. These actions are in various procedural stages, and some are covered in part by insurance. We currently do not believe that the eventual outcome of any such actions could have a material adverse effect on the Company's business, financial condition, results of operations, or cash flows.

WM's charter and bylaws provide that WM shall indemnify against all liabilities and expenses, and upon request shall advance expenses to, any person who is subject to a pending or threatened proceeding because such person is a director or officer of the Company. Such indemnification is required to the maximum extent permitted under Delaware law. Accordingly, the director or officer must execute an undertaking to reimburse the Company for any fees advanced if it is later determined that the director or officer was not entitled to have such fees advanced under Delaware law. Additionally, WM has entered into separate indemnification agreements with each of the members of its Board of Directors, its Chief Executive Officer and each of its executive vice presidents. The employment agreements between WM and its Chief Executive Officer and other executive and senior vice presidents also contain a direct contractual obligation of the Company to provide indemnification to the executive. The Company may incur substantial expenses in connection with the fulfillment of its advancement of costs and indemnification obligations in connection with current actions involving former officers of the Company or its subsidiaries or other actions or proceedings that may be brought against its former or current officers, directors and employees.

Multiemployer Defined Benefit Pension Plans About 20% of our workforce is covered by collective bargaining agreements with various union locals across the United States and Canada. As a result of some of these agreements, certain of our subsidiaries are participating employers in a number of trustee-managed multiemployer defined benefit pension plans for the affected employees. In connection with our ongoing renegotiation of various collective bargaining agreements, we may discuss and negotiate for the complete or partial withdrawal from one or more of these pension plans. A complete or partial withdrawal from a multiemployer pension plan may also occur if employees covered by a collective bargaining agreement vote to decertify a union from continuing to represent them.

One of the most significant multiemployer pension plans in which we have participated is the Central States, Southeast and Southwest Areas Pension Plan (Central States Pension Plan). The Central States Pension Plan is in critical status, as defined by the Pension Protection Act of 2006. Since 2008, certain of our affiliates have bargained to remove covered employees from the Central States Pension Plan, resulting in a series of withdrawals, and we have recognized charges to Operating expense associated with the withdrawal of certain bargaining units from the Central States Pension Plan and other underfunded multiemployer pension plans. In

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

October 2011, employees at the last of our affiliates with active participants in the Central States Pension Plan voted to decertify the union that represented them, withdrawing themselves from the Central States Pension Plan.

We are still negotiating and litigating final resolutions of our withdrawal liability for certain previous withdrawals. Except in the case of our withdrawals from the Central States Pension Plan, we do not believe any additional liability above the charges we have already recognized for such previous withdrawals could be material to the Company's business, financial condition, liquidity, results of operations or cash flows. In addition to charges recognized in prior years, we currently estimate that we could incur up to approximately \$40 million in future charges based on demands from representatives of the Central States Pension Plan. As a result, we do not anticipate that the final resolution of the Central States Pension Plan matter could be material to the Company's business, financial condition or liquidity; however, such loss could have a material adverse effect on our cash flows and, to a lesser extent, our results of operations, for a particular reporting period. Similarly, we also do not believe that any future withdrawals, individually or in the aggregate, from the multiemployer pension plans to which we contribute, could have a material adverse effect on our business, financial condition or liquidity. However, such withdrawals could have a material adverse effect on our results of operations or cash flows for a particular reporting period, depending on the number of employees withdrawn in any future period and the financial condition of the multiemployer pension plan(s) at the time of such withdrawal(s).

Tax Matters We are currently in the examination phase of IRS audits for the tax years 2012 and 2013 and expect these audits to be completed within the next nine and 21 months, respectively. We participate in the IRS's Compliance Assurance Process, which means we work with the IRS throughout the year in order to resolve any material issues prior to the filing of our annual tax return. We are also currently undergoing audits by various state and local jurisdictions that date back to 2000. We are not currently under audit in Canada and, due to the expiration of statutes of limitations, all tax years prior to 2008 are closed. Oakleaf is subject to potential IRS examinations for years dating back to 2009. Pursuant to the terms of our acquisition of Oakleaf, we are entitled to indemnification for Oakleaf's pre-acquisition period tax liabilities. We maintain a liability for uncertain tax positions, the balance of which management believes is adequate. Results of audit assessments by taxing authorities are not currently expected to have a material adverse impact on our results of operations or cash flows.

8. Segment and Related Information

In July 2012, we announced a reorganization of operations, designed to streamline management and staff support and reduce our cost structure, while not disrupting our front-line operations. Principal organizational changes included removing the management layer of our four geographic Groups, each of which previously constituted a reportable segment, and consolidating and reducing the number of our geographic Areas from 22 to 17.

Following our reorganization, our senior management now evaluates, oversees and manages the financial performance of our Solid Waste subsidiaries through these 17 Areas. The 17 Areas constitute our operating segments and none of the Areas individually meet the quantitative criteria to be a separate reportable segment. We considered the similarities between our Areas, including the fact that our Solid Waste business is homogenous across geography with the same services offered across the Areas, and we concluded that aggregation of our Areas is appropriate for purposes of presenting our reportable segments. Accordingly, we have aggregated our 17 Areas into three tiers that we believe have similar economic characteristics and future prospects based in large part on a review of the Areas' operating margins. The economic variations experienced by our Areas is attributable to a variety of factors, including regulatory environment of the Area; economic environment of the Area, including level of commercial and industrial activity; population density; service offering mix and disposal logistics, with no one factor being singularly determinative of an Area's current or future economic performance. As a result of our consideration of economic and other similarities, we have established the following three reportable segments for our Solid Waste business: Tier 1, which is comprised almost exclusively of Areas in the Southern United States; Tier 2, which is comprised predominately of Areas located in the Midwest and Northeast United States; and Tier 3, which encompasses all Areas not included in Tier 1 or Tier 2. Our Wheelabrator business, which manages waste-to-energy facilities and independent power production plants, continues to be a separate reportable segment as it meets one of the quantitative disclosure thresholds. The operating segments not evaluated and overseen through the 17

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Areas and Wheelabrator are presented herein as "Other" as these operating segments do not meet the criteria to be aggregated with other operating segments and do not meet the quantitative criteria to be separately reported.

Summarized financial information concerning our reportable segments for the three and six months ended June 30 is shown in the following table (in millions):

	Gross Operating Revenues	Intercompany Operating Revenues	Net Operating Revenues	Income from Operations
Three Months Ended:				
June 30, 2013				
Solid Waste:				
Tier 1	\$ 891	\$ (144)	\$ 747	\$ 221
Tier 2	1,641	(313)	1,328	325
Tier 3	871	(139)	732	131
Wheelabrator	215	(27)	188	4
Other	554	(23)	531	(27)
	4,172	(646)	3,526	654
Corporate and Other				(144)
Total	\$ 4,172	\$ (646)	\$ 3,526	\$ 510
June 30, 2012				
Solid Waste:				
Tier 1	\$ 851	\$ (132)	\$ 719	\$ 219
Tier 2	1,595	(277)	1,318	318
Tier 3	856	(131)	725	129
Wheelabrator	206	(32)	174	17
Other	544	(21)	523	(64)
	4,052	(593)	3,459	619
Corporate and Other				(153)
Total	\$ 4,052	\$ (593)	\$ 3,459	\$ 466
Six Months Ended:				
June 30, 2013				
Solid Waste:				
Tier 1	\$ 1,734	\$ (277)	\$ 1,457	\$ 428
Tier 2	3,157	(588)	2,569	623
Tier 3	1,697	(267)	1,430	240
Wheelabrator	420	(54)	366	13
Other	1,088	(48)	1,040	(68)
	8,096	(1,234)	6,862	1,236
Corporate and Other				(324)
Total	\$ 8,096	\$ (1,234)	\$ 6,862	\$ 912
June 30, 2012				
Solid Waste:				

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Tier 1	\$ 1,677	\$ (248)	\$ 1,429	\$ 428
Tier 2	3,102	(515)	2,587	618
Tier 3	1,661	(244)	1,417	244
Wheelabrator	413	(62)	351	22
Other	1,012	(42)	970	(99)
	7,865	(1,111)	6,754	1,213
Corporate and Other				(346)
Total	\$ 7,865	\$ (1,111)	\$ 6,754	\$ 867

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fluctuations in our operating results may be caused by many factors, including period-to-period changes in the relative contribution of revenue by each line of business, changes in commodity prices and by general economic conditions. In addition, our revenues and income from operations typically reflect seasonal patterns. Our operating revenues tend to be somewhat higher in the summer months, primarily due to the higher volume of construction and demolition waste. The volumes of industrial and residential waste in certain regions where we operate also tend to increase during the summer months. Our second and third quarter revenues and results of operations typically reflect these seasonal trends.

Additionally, certain destructive weather conditions that tend to occur during the second half of the year, such as the hurricanes that most often impact our operations in the Southern and Eastern U.S., can actually increase our revenues in the areas affected. While weather-related and other one-time occurrences can boost revenues through additional work for a limited time span, as a result of significant start-up costs and other factors, such revenue sometimes generates earnings at comparatively lower margins. Certain weather conditions, including severe winter storms, may result in the temporary suspension of our operations, which can significantly affect the operating results of the affected regions. The operating results of our first quarter also often reflect higher repair and maintenance expenses because we rely on the slower winter months, when waste flows are generally lower, to perform scheduled maintenance at our waste-to-energy facilities.

9. Acquisitions

Greenstar, LLC On January 31, 2013, we paid \$170 million inclusive of certain adjustments, to acquire Greenstar, LLC (Greenstar). Pursuant to the sale and purchase agreement, up to an additional \$40 million is payable to the sellers during the period from 2014 to 2018; a portion of this consideration is contingent based on changes in certain recyclable commodity indexes. This additional consideration had a preliminary estimated fair value at closing of \$36 million. Greenstar is an operator of recycling and resource recovery facilities. This acquisition will provide the Company's customers with greater access to recycling solutions by supplementing the Company's extensive nationwide recycling network with the operations of one of the nation's largest private recyclers. For the three and six months ended June 30, 2013, Greenstar recognized revenues of \$40 million and \$65 million, respectively, and net losses of \$4 million and \$7 million, respectively, which are included in our Condensed Consolidated Statements of Operations.

The preliminary allocation of purchase price was primarily to Other intangible assets, consisting primarily of supplier relationships, which had an estimated fair value of \$32 million; Property and equipment, which had an estimated fair value of \$57 million; and Goodwill of \$122 million. Goodwill is the result of synergies expected to be achieved from combining the operations of Greenstar with those of the Company. Goodwill has been assigned predominantly to our Areas and, to a lesser extent, our recycling brokerage services, as they are expected to benefit from the synergies of the combination. Goodwill related to this acquisition is deductible for income tax purposes. Adjustments to the preliminary allocation of the purchase price of Greenstar were immaterial for the three and six months ended June 30, 2013.

Other During the first half of 2013, we also paid approximately \$40 million primarily to acquire seven businesses related to our collection and energy services operations. During the first half of 2012, we paid \$94 million for interests in oil and gas producing properties through two transactions. The purchase price was allocated primarily to Property and equipment. Additionally, we acquired eight other businesses related to our collection and recycling operations in the first half of 2012.

10. Restructuring

During the first half of 2013, we recognized a total of \$10 million of pre-tax restructuring charges, of which \$3 million was related to employee severance and benefit costs, including costs associated with our acquisition of Greenstar and our 2012 restructuring. The remaining charges were primarily related to operating lease obligations for property that will no longer be utilized.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the first half of 2012, we recognized a total of \$7 million of employee severance and benefit restructuring charges, including \$3 million associated with the reorganization of Oakleaf and certain other actions taken by the Company.

Through June 30, 2013, we had recognized charges of \$77 million related to employee severance and benefits associated with our restructuring efforts beginning in 2011 and we have paid approximately \$65 million of these costs. At June 30, 2013, we had approximately \$9 million of accrued employee severance related to our restructuring efforts, which will be paid through the end of 2014.

11. Asset Impairments and Unusual Items

(Income) expense from divestitures, asset impairments and unusual items

During the first half of 2013, we recognized net charges of \$15 million, primarily related to a \$14 million impairment charge at a waste-to-energy facility as a result of projected operating losses. We wrote down the carrying value of the facility's property, plant and equipment to its estimated fair value. Also included are (i) \$6 million of losses on divestitures related to investments in oil and gas producing properties and (ii) \$4 million of charges primarily to impair goodwill related to certain of our operations, which are included in our Other operations in Note 8. These charges were offset, in part, by gains on divestitures of \$9 million, largely attributable to the sale of a transfer station in our Greater Mid-Atlantic Area.

During the first half of 2012, we recognized impairment charges of \$34 million, relating primarily to two facilities in our medical waste services business as a result of projected operating losses at each of these facilities. We wrote down the carrying values of the facilities' operating permits and property, plant and equipment to their estimated fair values. Our medical waste services business is included in our Other operations in Note 8.

Other income (expense)

During the first quarter of 2013, we recognized impairment charges of \$11 million relating to other-than-temporary declines in the value of two investments in waste diversion technologies accounted for under the cost method. Partially offsetting these charges was a \$4 million gain on the sale of a similar investment recognized in the second quarter of 2013. These net charges are recorded in Other, net in our Condensed Consolidated Statement of Operations.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Accumulated Other Comprehensive Income

The changes in the balances of each component of accumulated other comprehensive income, net of tax, which is included as a component of Waste Management, Inc. stockholders' equity, are as follows (in millions):

	Six Months Ended June 30, 2013(a)				Total
	Gains and Losses on Derivative Instruments	Unrealized Gains and Losses on Available-for-Sale Securities	Foreign Currency Translation Adjustments	Post-Retirement Benefit Plans	
Balance, December 31, 2012	\$ (74)	\$ 4	\$ 276	\$ (13)	\$ 193
Other comprehensive income (loss) before reclassifications	15		(69)		(54)
Amounts reclassified from accumulated other comprehensive income	(5)				(5)
Net current period other comprehensive income (loss)	10		(69)		(59)
Balance, June 30, 2013	\$ (64)	\$ 4	\$ 207	\$ (13)	\$ 134

(a) Amounts in parentheses represent debits to accumulated other comprehensive income.

The significant amounts reclassified out of each component of accumulated other comprehensive income are as follows (in millions):

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income(a)		Statement of Operations Classification
	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013	
Gains and losses on cash flow hedges:			
Forward-starting interest rate swaps	\$ (2)	\$ (4)	Interest expense
Treasury rate locks	(1)	(1)	Interest expense
Foreign currency derivatives	11	19	Other, net
Electricity commodity derivatives	(1)	(6)	Operating revenues
	\$ 7	\$ 8	Total before tax
	(3)	(3)	Tax (expense) benefit

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Total reclassifications for the period	\$	4	\$	5	Net of tax
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(a) Amounts in parentheses represent debits to the statement of operations classification.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. Fair Value Measurements

Assets and Liabilities Accounted for at Fair Value

Our assets and liabilities that are measured at fair value on a recurring basis include the following (in millions):

	Total	Fair Value Measurements at June 30, 2013 Using		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	\$ 58	\$ 58	\$	\$
Fixed-income securities	37		37	
Redeemable preferred stock	25			25
Foreign currency derivatives	8		8	
Total assets	\$ 128	\$ 58	\$ 45	\$ 25
Liabilities:				
Interest rate derivatives	\$ 30	\$	\$ 30	\$
Electricity commodity derivatives	4		4	
Total liabilities	\$ 34	\$	\$ 34	\$

	Total	Fair Value Measurements at December 31, 2012 Using		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	\$ 127	\$ 127	\$	\$
Fixed-income securities	37		37	
Redeemable preferred stock	25			25
Electricity commodity derivatives	1		1	
Total assets	\$ 190	\$ 127	\$ 38	\$ 25
Liabilities:				
Interest rate derivatives	\$ 42	\$	\$ 42	\$
Foreign currency derivatives	11		11	

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Electricity commodity derivatives	5		5	
Total liabilities	\$ 58	\$	\$ 58	\$

- (a) Level 3 investments have been measured based on third-party investors' recent or pending transactions in these securities, which are considered the best evidence of fair value currently available. When this evidence is not available, we use other valuation techniques as appropriate and available. These valuation methodologies may include transactions in similar instruments, discounted cash flow techniques, third-party appraisals or industry multiples and public comparables. There have not been any significant changes in the fair value of the redeemable preferred stock since our initial investment.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Fair Value of Debt

At June 30, 2013 and December 31, 2012, the carrying value of our debt was approximately \$9.8 billion and \$9.9 billion, respectively. The carrying value of our debt includes adjustments associated with fair value hedge accounting related to our interest rate swaps as discussed in Note 4.

The estimated fair value of our debt was approximately \$10.5 billion at June 30, 2013 and approximately \$11.3 billion at December 31, 2012. The estimated fair value of our senior notes is based on quoted market prices. The carrying value of remarketable debt and borrowings under our revolving credit facilities approximates fair value due to the short-term nature of the interest rates. The fair value of our other debt is estimated using discounted cash flow analysis, based on current market rates for similar types of instruments. The decrease in the fair value of our debt when comparing June 30, 2013 with December 31, 2012 is primarily related to recent increases in long-term interest rates, which have caused a decline in market prices for fixed-rate corporate debt securities.

Although we have determined the estimated fair value amounts using available market information and commonly accepted valuation methodologies, considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, our estimates are not necessarily indicative of the amounts that we, or holders of the instruments, could realize in a current market exchange. The use of different assumptions and/or estimation methodologies could have a material effect on the estimated fair values. The fair value estimates are based on Level 2 inputs of the fair value hierarchy available as of June 30, 2013 and December 31, 2012. These amounts have not been revalued since those dates, and current estimates of fair value could differ significantly from the amounts presented.

14. Variable Interest Entities

Following is a description of our financial interests in variable interest entities that we consider significant, including (i) those for which we have determined that we are the primary beneficiary of the entity and, therefore, have consolidated the entities into our financial statements; and (ii) those that represent a significant interest in an unconsolidated entity.

Consolidated Variable Interest Entities

Waste-to-Energy LLCs In June 2000, two limited liability companies were established to purchase interests in existing leveraged lease financings at three waste-to-energy facilities that we lease, operate and maintain. We own a 0.5% interest in one of the LLCs (*LLC I*) and a 0.25% interest in the second LLC (*LLC II*). John Hancock Life Insurance Company (*Hancock*) owns 99.5% of *LLC I* and 99.75% of *LLC II* is owned by *LLC I* and the CIT Group (*CIT*). In 2000, Hancock and CIT made an initial investment of \$167 million in the LLCs, which was used to purchase the three waste-to-energy facilities and assume the seller's indebtedness. Under the LLC agreements, the LLCs shall be dissolved upon the occurrence of any of the following events: (i) a written decision of all members of the LLCs; (ii) December 31, 2063; (iii) a court's dissolution of the LLCs; or (iv) the LLCs ceasing to own any interest in the waste-to-energy facilities.

Income, losses and cash flows of the LLCs are allocated to the members based on their initial equity ownership percentages until Hancock and CIT achieve targeted returns on their initial capital investments in each respective LLC. All allocations made through June 30, 2013 have been based on initial equity ownership percentages as the target returns have not yet been achieved for either LLC. We currently expect Hancock and CIT to achieve their targeted return on *LLC II* in late 2013 and Hancock to receive its targeted return on *LLC I* in late 2014. After the investors have achieved their targeted returns, the LLC agreements provide that we will receive 80% of the earnings of each of the LLCs and Hancock and CIT will be allocated the remaining 20%.

Our obligations associated with our interests in the LLCs are primarily related to the lease of the facilities. In addition to our minimum lease payment obligations, we are required to make cash payments to the LLCs for

WASTE MANAGEMENT, INC.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

differences between fair market rents and our minimum lease payments. These payments are subject to adjustment based on factors that include the fair market value of rents for the facilities and lease payments made through the re-measurement dates. In addition, we may also be required under certain circumstances to make capital contributions to the LLCs based on differences between the fair market value of the facilities and defined termination values as provided for in the underlying lease agreements, although we believe the likelihood of the occurrence of these circumstances is remote.

We have determined that we are the primary beneficiary of the LLCs and consolidate these entities in our Consolidated Financial Statements because (i) all of the equity owners of the LLCs are considered related parties for purposes of applying this accounting guidance; (ii) the equity owners share power over the significant activities of the LLCs; and (iii) we are the entity within the related party group whose activities are most closely associated with the LLCs.

As of June 30, 2013 and December 31, 2012, our Condensed Consolidated Balance Sheets included \$290 million and \$296 million, respectively, of net property and equipment associated with the LLCs' waste-to-energy facilities and \$244 million and \$245 million, respectively, in noncontrolling interests associated with Hancock's and CIT's interests in the LLCs. We recognized reductions in consolidated earnings of \$11 million and \$22 million for the three and six months ended June 30, 2013, respectively, and \$12 million and \$25 million for the three and six months ended June 30, 2012, respectively, for Hancock's and CIT's noncontrolling interests in the LLCs' earnings, which are included in our consolidated net income. The LLCs' earnings relate to the rental income generated from leasing the facilities to our subsidiaries, reduced by depreciation expense. The LLCs' rental income is eliminated in WM's consolidation.

Significant Unconsolidated Variable Interest Entities

Investment in U.K. Waste-to-Energy and Recycling Entity In the first quarter of 2012, we formed a U.K. joint venture (the "JV"), together with a commercial waste management company ("Partner"), to develop, construct, operate and maintain a waste-to-energy and recycling facility in England. We own a 50% interest in the JV. The total cost of constructing this facility is expected to be £200 million, or \$304 million based on the exchange rate as of June 30, 2013. The JV will be funded primarily through loans from the joint venture partners and loans under the JV's credit facility agreements with third-party financial institutions. The funds loaned under the credit facility agreements will be used for the development and construction of the facility. We are committed to provide up to £57 million, or \$87 million based on the exchange rate as of June 30, 2013, of funding to the JV. Our actual commitment may be more or less depending on the actual cost of the facility. Through June 30, 2013, we had funded approximately £10 million, or \$14 million, through loans and less than \$1 million through equity contributions. These amounts are included in our Condensed Consolidated Balance Sheet as long-term "Other assets" and "Investments in unconsolidated entities", respectively. In addition to the funding commitments described above, the JV has entered into certain foreign currency and interest rate derivatives at the direction of the governmental authority that awarded the project to the JV. The impacts of gains or losses incurred on these derivatives will ultimately be remitted to or recoverable from the governmental authority under the terms of the project, and accordingly, are not reflected in our "Equity in net losses of unconsolidated entities". We also have guaranteed the performance of certain management services for the project for which our maximum exposure is not material.

In addition, a wholly-owned subsidiary of WM will be responsible for constructing the waste-to-energy facility for the JV under a fixed-price construction contract. Once the facility is constructed, a majority-owned subsidiary of WM will be responsible for operating and maintaining the facility for the JV under a substantially fixed-price operating and maintenance contract. Under the operating and maintenance contract, we have guaranteed our ability to operate this facility at certain performance levels that we believe are achievable. We also will be jointly responsible, along with our Partner, for the performance of sales and marketing services for the JV through a 50%-owned unconsolidated entity. The fixed-price components of the above mentioned

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

contracts were established based on estimates of expected construction, operation and maintenance costs. However, we may not achieve the financial results anticipated and could incur losses if the actual costs differ from the costs established in the contracts. A range of our exposure to potential loss under these contracts cannot presently be estimated.

We determined that we are not the primary beneficiary of the JV as all decision-making responsibility is shared jointly with our Partner. As such, we do not have the power to individually direct the entity's activities. Accordingly, we account for this investment under the equity method of accounting and do not consolidate this entity.

Investment in Refined Coal Facility In January 2011, we acquired a noncontrolling interest in a limited liability company, which was established to invest in and manage a refined coal facility. Along with another equity investor, we support the operations of the entity in exchange for a pro-rata share of the tax credits it generates. Our initial consideration for this investment consisted of a cash payment of \$48 million. As of June 30, 2013 and December 31, 2012, our investment balance was \$25 million and \$19 million, respectively, representing our current maximum pre-tax exposure to loss. Under the terms and conditions of the transaction, we do not believe that we have any material exposure to loss. Required capital contributions commenced in the first quarter of 2013 and will continue through the expiration of the tax credits under Section 45 of the Internal Revenue Code, which occurs at the end of 2019. We are only obligated to make future contributions to the extent tax credits are generated. We determined that we are not the primary beneficiary of this entity as we do not have the power to individually direct the entity's activities. Accordingly, we account for this investment under the equity method of accounting and do not consolidate the entity. Additional information related to this investment is discussed in Note 5.

Investment in Federal Low-Income Housing Tax Credits In April 2010, we acquired a noncontrolling interest in a limited liability company established to invest in and manage low-income housing properties. We support the operations of the entity in exchange for a pro-rata share of the tax credits it generates. Our target return on the investment is guaranteed and, therefore, we do not believe that we have any material exposure to loss. Our consideration for this investment totaled \$221 million, which was comprised of a \$215 million note payable and an initial cash payment of \$6 million. As of June 30, 2013 and December 31, 2012, our investment balance was \$142 million and \$153 million, respectively, and our debt balance was \$140 million and \$152 million, respectively. We determined that we are not the primary beneficiary of this entity as we do not have the power to individually direct the entity's activities. Accordingly, we account for this investment under the equity method of accounting and do not consolidate the entity. Additional information related to this investment is discussed in Note 5.

Trusts for Final Capping, Closure, Post-Closure or Environmental Remediation Obligations We have significant financial interests in trust funds that were created to settle certain of our final capping, closure, post-closure or environmental remediation obligations. Generally, we are the sole beneficiary of these restricted balances; however, certain of the funds have been established for the benefit of both the Company and the host community in which we operate. We have determined that these trust funds are variable interest entities; however, we are not the primary beneficiary of these entities because either (i) we do not have the power to direct the significant activities of the trusts or (ii) power over the trusts' significant activities is shared.

We account for the trusts for which we are the sole beneficiary as long-term Other assets in our Condensed Consolidated Balance Sheet. We reflect our interests in the unrealized gains and losses on available-for-sale securities held by these trusts as a component of Accumulated other comprehensive income. These trusts had a fair value of \$126 million at June 30, 2013 and \$125 million at December 31, 2012. Our interests in the trusts that have been established for the benefit of both the Company and the host community in which we operate are accounted for as investments in unconsolidated entities and receivables. These amounts are recorded in Other receivables, Investments in unconsolidated entities and long-term Other assets in our Condensed

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Consolidated Balance Sheet, as appropriate. Our investments and receivables related to these trusts had an aggregate carrying value of \$108 million as of June 30, 2013 and \$110 million as of December 31, 2012.

As the party with primary responsibility to fund the related final capping, closure, post-closure or environmental remediation activities, we are exposed to risk of loss as a result of potential changes in the fair value of the assets of the trust. The fair value of trust assets can fluctuate due to (i) changes in the market value of the investments held by the trusts and (ii) credit risk associated with trust receivables. Although we are exposed to changes in the fair value of the trust assets, we currently expect the trust funds to continue to meet the statutory requirements for which they were established.

15. Condensed Consolidating Financial Statements

WM Holdings has fully and unconditionally guaranteed all of WM's senior indebtedness. WM has fully and unconditionally guaranteed all of WM Holdings' senior indebtedness. None of WM's other subsidiaries have guaranteed any of WM's or WM Holdings' debt. As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information (in millions):

CONDENSED CONSOLIDATING BALANCE SHEETS**June 30, 2013****(Unaudited)**

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 50	\$	\$ 104	\$	\$ 154
Other current assets		6	2,244		2,250
	50	6	2,348		2,404
Property and equipment, net			12,469		12,469
Investments in and advances to affiliates	12,786	16,454	3,799	(33,039)	
Other assets	42	12	8,085		8,139
Total assets	\$ 12,878	\$ 16,472	\$ 26,701	\$ (33,039)	\$ 23,012
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of long-term debt	\$ 563	\$	\$ 213	\$	\$ 776
Accounts payable and other current liabilities	126	13	2,107		2,246
	689	13	2,320		3,022
Long-term debt, less current portion	5,680	449	2,865		8,994
Other liabilities			4,178		4,178
Total liabilities	6,369	462	9,363		16,194
Equity:					
Stockholders' equity	6,509	16,010	17,029	(33,039)	6,509
Noncontrolling interests			309		309

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	6,509	16,010	17,338	(33,039)	6,818
Total liabilities and equity	\$ 12,878	\$ 16,472	\$ 26,701	\$ (33,039)	\$ 23,012

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS (Continued)

December 31, 2012

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 60	\$	\$ 134	\$	\$ 194
Other current assets		7	2,222		2,229
	60	7	2,356		2,423
Property and equipment, net			12,651		12,651
Investments in and advances to affiliates	12,686	16,697	3,437	(32,820)	
Other assets	45	12	7,966		8,023
Total assets	\$ 12,791	\$ 16,716	\$ 26,410	\$ (32,820)	\$ 23,097
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of long-term debt	\$ 400	\$	\$ 343	\$	\$ 743
Accounts payable and other current liabilities	77	13	2,203		2,293
	477	13	2,546		3,036
Long-term debt, less current portion	5,918	449	2,806		9,173
Other liabilities	42		4,171		4,213
Total liabilities	6,437	462	9,523		16,422
Equity:					
Stockholders' equity	6,354	16,254	16,566	(32,820)	6,354
Noncontrolling interests			321		321
	6,354	16,254	16,887	(32,820)	6,675
Total liabilities and equity	\$ 12,791	\$ 16,716	\$ 26,410	\$ (32,820)	\$ 23,097

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

Three Months Ended June 30, 2013

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	\$	\$	\$ 3,526	\$	\$ 3,526
Costs and expenses		1	3,015		3,016
Income from operations		(1)	511		510
Other income (expense):					
Interest income (expense)	(91)	(8)	(22)		(121)
Equity in earnings of subsidiaries, net of taxes	299	305		(604)	
Other, net			(6)		(6)
	208	297	(28)	(604)	(127)
Income before income taxes	208	296	483	(604)	383
Provision for (benefit from) income taxes	(36)	(3)	166		127
Consolidated net income	244	299	317	(604)	256
Less: Net income attributable to noncontrolling interests			12		12
Net income attributable to Waste Management, Inc.	\$ 244	\$ 299	\$ 305	\$ (604)	\$ 244

Three Months Ended June 30, 2012

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	\$	\$	\$ 3,459	\$	\$ 3,459
Costs and expenses			2,993		2,993
Income from operations			466		466
Other income (expense):					
Interest income (expense)	(88)	(8)	(24)		(120)
Equity in earnings of subsidiaries, net of taxes	262	267		(529)	
Other, net			(12)		(12)
	174	259	(36)	(529)	(132)

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Income before income taxes	174	259	430	(529)	334
Provision for (benefit from) income taxes	(34)	(3)	152		115
Consolidated net income	208	262	278	(529)	219
Less: Net income attributable to noncontrolling interests			11		11
Net income attributable to Waste Management, Inc.	\$ 208	\$ 262	\$ 267	\$ (529)	\$ 208

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (Continued)

Six Months Ended June 30, 2013

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	\$	\$	\$ 6,862	\$	\$ 6,862
Costs and expenses		1	5,949		5,950
Income from operations		(1)	913		912
Other income (expense):					
Interest income (expense)	(180)	(16)	(46)		(242)
Equity in earnings of subsidiaries, net of taxes	521	532		(1,053)	
Other, net			(25)		(25)
	341	516	(71)	(1,053)	(267)
Income before income taxes	341	515	842	(1,053)	645
Provision for (benefit from) income taxes	(71)	(6)	290		213
Consolidated net income	412	521	552	(1,053)	432
Less: Net income attributable to noncontrolling interests			20		20
Net income attributable to Waste Management, Inc.	\$ 412	\$ 521	\$ 532	\$ (1,053)	\$ 412

Six Months Ended June 30, 2012

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	\$	\$	\$ 6,754	\$	\$ 6,754
Costs and expenses			5,887		5,887
Income from operations			867		867
Other income (expense):					
Interest income (expense)	(176)	(16)	(49)		(241)
Equity in earnings of subsidiaries, net of taxes	486	496		(982)	
Other, net			(20)		(20)

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	310	480	(69)	(982)	(261)
Income before income taxes	310	480	798	(982)	606
Provision for (benefit from) income taxes	(69)	(6)	279		204
Consolidated net income	379	486	519	(982)	402
Less: Net income attributable to noncontrolling interests			23		23
Net income attributable to Waste Management, Inc.	\$ 379	\$ 486	\$ 496	\$ (982)	\$ 379

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Three Months Ended June 30, 2013					
Comprehensive income	\$ 252	\$ 299	\$ 283	\$ (604)	\$ 230
Less: Comprehensive income attributable to noncontrolling interests			12		12
Comprehensive income attributable to Waste Management, Inc.	\$ 252	\$ 299	\$ 271	\$ (604)	\$ 218
Three Months Ended June 30, 2012					
Comprehensive income	\$ 190	\$ 262	\$ 253	\$ (529)	\$ 176
Less: Comprehensive income attributable to noncontrolling interests			11		11
Comprehensive income attributable to Waste Management, Inc.	\$ 190	\$ 262	\$ 242	\$ (529)	\$ 165
Six Months Ended June 30, 2013					
Comprehensive income	\$ 422	\$ 521	\$ 483	\$ (1,053)	\$ 373
Less: Comprehensive income attributable to noncontrolling interests			20		20
Comprehensive income attributable to Waste Management, Inc.	\$ 422	\$ 521	\$ 463	\$ (1,053)	\$ 353
Six Months Ended June 30, 2012					
Comprehensive income	\$ 366	\$ 486	\$ 523	\$ (982)	\$ 393
Less: Comprehensive income attributable to noncontrolling interests			23		23
Comprehensive income attributable to Waste Management, Inc.	\$ 366	\$ 486	\$ 500	\$ (982)	\$ 370

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

Six Months Ended June 30, 2013

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:					
Consolidated net income	\$ 412	\$ 521	\$ 552	\$ (1,053)	\$ 432
Equity in earnings of subsidiaries, net of taxes	(521)	(532)		1,053	
Other adjustments	14		676		690
Net cash provided by (used in) operating activities	(95)	(11)	1,228		1,122
Cash flows from investing activities:					
Acquisitions of businesses, net of cash acquired			(210)		(210)
Capital expenditures			(501)		(501)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets			74		74
Net receipts from restricted trust and escrow accounts and other, net			(56)		(56)
Net cash provided by (used in) investing activities			(693)		(693)
Cash flows from financing activities:					
New borrowings			71		71
Debt repayments	(65)		(203)		(268)
Cash dividends	(341)				(341)
Exercise of common stock options	98				98
Distributions paid to noncontrolling interests and other	7		(32)		(25)
(Increase) decrease in intercompany and investments, net	386	11	(397)		
Net cash provided by (used in) financing activities	85	11	(561)		(465)
Effect of exchange rate changes on cash and cash equivalents			(4)		(4)
Increase (decrease) in cash and cash equivalents	(10)		(30)		(40)
Cash and cash equivalents at beginning of period	60		134		194
Cash and cash equivalents at end of period	\$ 50	\$	\$ 104	\$	\$ 154

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS (Continued)

Six Months Ended June 30, 2012

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:					
Consolidated net income	\$ 379	\$ 486	\$ 519	\$ (982)	\$ 402
Equity in earnings of subsidiaries, net of taxes	(486)	(496)		982	
Other adjustments	91		651		742
Net cash provided by (used in) operating activities	(16)	(10)	1,170		1,144
Cash flows from investing activities:					
Acquisitions of businesses, net of cash acquired			(154)		(154)
Capital expenditures			(730)		(730)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets			20		20
Net receipts from restricted trust and escrow accounts and other, net			(39)		(39)
Net cash provided by (used in) investing activities			(903)		(903)
Cash flows from financing activities:					
New borrowings	150		162		312
Debt repayments	(35)		(236)		(271)
Cash dividends	(329)				(329)
Exercise of common stock options	31				31
Distributions paid to noncontrolling interests and other	9		(14)		(5)
(Increase) decrease in intercompany and investments, net	183	10	(193)		
Net cash provided by (used in) financing activities	9	10	(281)		(262)
Effect of exchange rate changes on cash and cash equivalents					
Increase (decrease) in cash and cash equivalents	(7)		(14)		(21)
Cash and cash equivalents at beginning of period	119		139		258
Cash and cash equivalents at end of period	\$ 112	\$	\$ 125	\$	\$ 237

16. Subsequent Event

On July 5, 2013, we acquired substantially all of the assets of RCI Environnement Inc., the largest waste management company in Quebec, and certain related entities for a price of C\$480 million, or \$454 million. Total consideration, inclusive of amounts for estimated working capital,

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paid at closing was C\$509 million, or \$481 million, and is subject to certain post-closing adjustments. The acquisition was funded primarily with C\$500 million, or \$473 million, of cash proceeds from a term loan under our 2012 Canadian credit facility. Under the terms and conditions of our 2012 Canadian credit facility, interest on our term loan advances will be based on a 1.4% spread from the applicable Canadian Dealer Offered Rate (CDOR). Our initial CDOR-based advances, which have terms of one month and three months, have a weighted average effective rate of approximately 2.7%. While our outstanding advances have short-term maturities, they may be renewed under the terms of the facility through its maturity. The maturity date of the Canadian credit facility, including the term loan, is November 7, 2017. Waste Management of Canada Corporation and WM Quebec Inc. are the borrowers under the Canadian credit facility, and WM and WM Holdings are guarantors.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and notes thereto included under Item 1 and our Consolidated Financial Statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2012.

In an effort to keep our stockholders and the public informed about our business, we may make forward-looking statements. Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words, will, may, should, continue, anticipate, believe, expect, plan, forecast, estimate, intend, and words of similar nature and generally include statements containing:

projections about accounting and finances;

plans and objectives for the future;

projections or estimates about assumptions relating to our performance; or

our opinions, views or beliefs about the effects of current or future events, circumstances or performance.

You should view these statements with caution. These statements are not guarantees of future performance, circumstances or events. They are based on the facts and circumstances known to us as of the date the statements are made. All aspects of our business are subject to uncertainties, risks and other influences, many of which we do not control. Any of these factors, either alone or taken together, could have a material adverse effect on us and could change whether any forward-looking statement ultimately turns out to be true. Additionally, we assume no obligation to update any forward-looking statement as a result of future events, circumstances or developments.

Some of the risks that we believe could affect our financial statements for 2013 and beyond and that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company include the following:

competition may negatively affect our profitability or cash flows, our pricing strategy may have negative effects on volumes, and inability to execute our pricing strategy in order to retain and attract customers may negatively affect our average yield on collection and disposal business;

we may fail in implementing our cost saving, optimization and growth initiatives and overall business strategy, which could adversely impact our financial performance and growth, and implementation of our initiatives and strategy may have associated negative consequences, such as fragmentation of efforts and oversight, increased indebtedness, asset impairments, business disruption, employee distraction, and regulatory issues;

regulations may negatively impact our business by, among other things, restricting our operations, increasing costs of operations or requiring additional capital expenditures;

possible changes in our estimates of costs for site remediation requirements, final capping, closure and post-closure obligations, compliance and regulatory developments may increase our expenses;

certain materials processed by our recycling operations are subject to significant commodity price fluctuations, as are methane gas, electricity and other energy-related products marketed and sold by our landfill gas recovery, waste-to-energy and independent power production plant operations; fluctuations in commodity prices may have negative effects on our operating results;

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increasing customer preference for alternatives to traditional disposal, government mandates requiring recycling and prohibiting disposal of certain types of waste, and overall reduction of waste generated could continue to have a negative effect on volumes of waste going to landfills and waste-to-energy facilities;

developments in technology could trigger a fundamental change in the waste management industry, as waste streams are increasingly viewed as a resource, which may adversely impact volumes at our landfills and waste-to-energy facilities and our profitability;

our existing and proposed service offerings to customers may require that we develop or license, and protect, new technologies; and our inability to obtain or protect new technologies could impact our services to customers and development of new revenue sources;

we are investing in emerging technologies to provide disposal alternatives, which may divert capital investment away from our traditional business operations; such emerging technologies may not perform as intended or may experience other difficulties or delays that prevent us from realizing a return on our investment;

adverse publicity (whether or not justified) relating to activities by our operations, employees or agents could tarnish our reputation and reduce the value of our brand;

there is a risk of incurring significant environmental liabilities in the use, treatment, storage, transfer and disposal of waste materials; any substantial liability for environmental damage could have a material adverse effect on our financial condition and cash flows;

weak economic conditions may negatively affect the volumes of waste generated;

some of our customers, including governmental entities, have suffered financial difficulties that could affect our business and operating results, due to their credit risk and the impact of the municipal debt market on remarketing of our tax-exempt bonds;

if we are unable to obtain and maintain permits needed to open, operate, and/or expand our facilities, our results of operations will be negatively impacted;

fuel price increases or fuel supply shortages may increase our expenses and restrict our ability to operate;

problems with the operation of current information technology or the development and deployment of new information systems could decrease our efficiencies and increase our costs;

a cybersecurity incident could negatively impact our business and our relationships with customers;

efforts by labor unions to organize our employees may increase operating expenses and we may be unable to negotiate acceptable collective bargaining agreements with those who have chosen to be represented by unions, which could lead to labor disruptions, including strikes and lock-outs, which could adversely affect our results of operations and cash flows;

we could face significant liability for withdrawal from multiemployer pension plans;

we are subject to operational and safety risks, including the risk of personal injury to employees and others;

increased costs for financial assurance or the inadequacy of our insurance coverage could negatively impact our liquidity and increase our liabilities;

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possible charges as a result of shut-down operations, uncompleted development or expansion projects or other events may negatively affect earnings;

we may reduce or suspend capital expenditures, acquisition activity, dividend declarations or share repurchases if we suffer a significant reduction in cash flows;

we may be unable to incur future indebtedness to support our growth and development plans on terms we deem acceptable or to refinance our debt obligations, including near-term maturities, on acceptable terms and higher interest rates and market conditions may increase our expense;

climate change legislation, including possible limits on carbon emissions, may negatively impact our results of operations by increasing expenses;

weather conditions and one-time special projects cause our results to fluctuate, and harsh weather or natural disasters may cause us to temporarily suspend operations; our stock price may be negatively impacted by interim variations in our results;

we could be subject to significant fines and penalties, and our reputation could be adversely affected, if our business, or third parties with whom we have relationships, were to fail to comply with United States or foreign laws or regulations;

we could fail to achieve the financial results anticipated from the construction of new international waste-to-energy facilities;

negative outcomes of litigation or threatened litigation or governmental proceedings may increase our costs, limit our ability to conduct or expand our operations, or limit our ability to execute our business plans and strategies; and

the adoption of new accounting standards or interpretations may cause fluctuations in reported quarterly results of operations or adversely impact our reported results of operations.

General

Our principal executive offices are located at 1001 Fannin Street, Suite 4000, Houston, Texas 77002. Our telephone number at that address is (713) 512-6200. Our website address is www.wm.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K are all available, free of charge, on our website as soon as practicable after we file the reports with the SEC. Our stock is traded on the New York Stock Exchange under the symbol WM.

We are North America's leading provider of comprehensive waste management environmental services. We partner with our residential, commercial, industrial and municipal customers and the communities we serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy. Our Solid Waste business is operated and managed locally by our subsidiaries that focus on distinct geographic areas and provides collection, transfer, recycling and resource recovery, and disposal services. Through our subsidiaries, we are also a leading developer, operator and owner of waste-to-energy and landfill gas-to-energy facilities in the United States.

Overview

Every day, Waste Management is helping industries, communities and individuals reduce, reuse and remove waste better through sound sustainability strategies. We are developing and implementing new ways to handle and extract value from waste, while maintaining our day-to-day focus on collecting and handling our customers' waste efficiently and responsibly. Our employees are committed to delivering environmental performance — our mission is to maximize resource value, while minimizing environmental impact, so that both our economy and our environment can thrive. Drawing on our resources and experience, we actively pursue projects and initiatives that benefit the waste industry, the customers and communities we serve and the environment.

The Company also remains committed to providing long-term value to our stockholders by successfully executing on our strategic goals of knowing and servicing the customer better than anyone else, extracting more value from the materials we handle, and optimizing our business. In pursuit of these long-term goals, we have sharpened our focus on the following key priorities:

Pursue revenue growth through customer-focused segmentation, pricing discipline and strategic acquisitions;

Continually emphasize cost control and investment in technology and systems that enhance the efficiency of our operations; and

Invest in emerging technologies that offer alternatives to traditional disposal and generate additional value from the waste streams we manage.

We believe that execution of our strategy through these key priorities will drive continued growth and leadership in a dynamic industry, as customers increasingly seek non-traditional waste management solutions.

Highlights of our financial results for the current quarter include:

Revenues of \$3,526 million compared with \$3,459 million in the second quarter of 2012, an increase of \$67 million, or 1.9%. This increase in revenues is primarily attributable to (i) positive revenue growth from yield on our collection and disposal operations of \$60 million, or 2.1%, the highest since the first

quarter of 2011; and (ii) revenue from acquisitions, driven in large part by our acquisition of Greenstar, which increased revenue by \$40 million. These increases were partially offset by lower recyclable commodity prices and lower volumes, which decreased our revenues by \$45 million and \$20 million, respectively;

Operating expenses of \$2,311 million, or 65.5% of revenues, compared with \$2,260 million, or 65.3% of revenues, in the second quarter of 2012. This increase of \$51 million is largely due to our acquisition of Greenstar, which increased operating expenses by \$39 million, and was primarily related to cost of goods sold and to a lesser extent, labor and related benefits. Also contributing to the increase were the impacts of higher processing costs in our recycling business associated with outbound quality control. The increases attributable to Greenstar were offset by related revenue increases noted above;

Selling, general and administrative expenses decreased by \$21 million, or 5.6%, from \$374 million in the second quarter of 2012 to \$353 million in the second quarter of 2013, driven in large part by our restructuring efforts and cost control initiatives;

Income from operations of \$510 million, or 14.5% of revenues, compared with \$466 million, or 13.5% of revenues, in the second quarter of 2012; and

Net income attributable to Waste Management, Inc. of \$244 million, or \$0.52 per diluted share, as compared with \$208 million, or \$0.45 per diluted share in the second quarter of 2012.

The comparability of our diluted earnings per share in the second quarter of 2013 has been affected by the recognition of impairment and restructuring charges primarily related to an impairment of a waste-to-energy facility as result of projected operating losses. These items had a negative impact of \$0.02 on our diluted earnings per share.

Our second quarter of 2012 results were affected by the following:

The recognition of pre-tax impairment charges of \$34 million, related primarily to two facilities in our medical waste services business, which had an unfavorable impact of \$0.04 on our diluted earnings per share;

The recognition of a pre-tax non-cash charge of \$10 million associated with the partial withdrawal from an underfunded multiemployer pension plan, which had a negative impact of \$0.01 on our diluted earnings per share; and

Pre-tax costs aggregating \$5 million from a combination of restructuring charges and integration costs associated with our acquisition of Oakleaf, which had a negative impact of \$0.01 on our diluted earnings per share.

Free Cash Flow

As is our practice, we are presenting free cash flow, which is a non-GAAP measure of liquidity, in our disclosures because we use this measure in the evaluation and management of our business. We define free cash flow as net cash provided by operating activities, less capital expenditures, plus proceeds from divestitures of businesses (net of cash divested) and other sales of assets. We believe it is indicative of our ability to pay our quarterly dividends, repurchase common stock, fund acquisitions and other investments and, in the absence of refinancings, to repay our debt obligations. Free cash flow is not intended to replace Net cash provided by operating activities, which is the most comparable U.S. GAAP measure. However, we believe free cash flow gives investors useful insight into how we view our liquidity. Nevertheless, the use of free cash flow as a liquidity measure has material limitations because it excludes certain expenditures that are required or that we have committed to, such as declared dividend payments and debt service requirements.

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Our calculation of free cash flow and reconciliation to Net cash provided by operating activities, is shown in the table below (in millions), and may not be the same as similarly-titled measures presented by other companies:

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2013	2012	2013	2012
Net cash provided by operating activities	\$ 545	\$ 669	\$ 1,122	\$ 1,144
Capital expenditures	(235)	(351)	(501)	(730)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets	37	14	74	20
Free cash flow	\$ 347	\$ 332	\$ 695	\$ 434

When comparing our cash flow from operating activities for the three and six months ended June 30, 2013 to the comparable periods in 2012, the decrease was primarily related to higher income tax payments, as well as a cash receipt of \$72 million resulting from the termination of interest rate swaps in April 2012. The year-over-year decline was partially offset by higher cash earnings and the favorable impact of \$86 million resulting from significantly lower annual incentive plan payments made in the first quarter of 2013 than were made in the first quarter of 2012.

The decrease in capital expenditures when comparing the first six months of 2013 with the prior year period can generally be attributed to increased focus on capital spending management and the impact of timing differences associated with cash payments for the previous years fourth quarter capital spending.

Acquisition of Greenstar

On January 31, 2013, we paid \$170 million inclusive of certain adjustments, to acquire Greenstar, LLC (Greenstar). Pursuant to the sale and purchase agreement, up to an additional \$40 million is payable to the sellers during the period from 2014 to 2018; a portion of this consideration is contingent based on changes in certain recyclable commodity indexes. This additional consideration had a preliminary estimated fair value at closing of \$36 million. Greenstar is an operator of recycling and resource recovery facilities. This acquisition will provide the Company s customers with greater access to recycling solutions by supplementing the Company s extensive nationwide recycling network with the operations of one of the nation s largest private recyclers. For the three and six months ended June 30, 2013, Greenstar recognized revenues of \$40 million and \$65 million, respectively, and net losses of \$4 million and \$7 million, respectively, which are included in our Condensed Consolidated Statements of Operations.

Subsequent Event

On July 5, 2013, we acquired substantially all of the assets of RCI Environnement Inc., the largest waste management company in Quebec, and certain related entities for a price of C\$480 million, or \$454 million. Total consideration, inclusive of amounts for estimated working capital, paid at closing was C\$509 million, or \$481 million, and is subject to certain post-closing adjustments. The acquisition was funded primarily with C\$500 million, or \$473 million, of cash proceeds from a term loan under our 2012 Canadian credit facility. Under the terms and conditions of our 2012 Canadian credit facility, interest on our term loan advances will be based on a 1.4% spread from the applicable Canadian Dealer Offered Rate (CDOR). Our initial CDOR-based advances, which have terms of one month and three months, have a weighted average effective rate of approximately 2.7%. While our outstanding advances have short-term maturities, they may be renewed under the terms of the facility through its maturity. The maturity date of the Canadian credit facility, including the term loan, is November 7, 2017. Waste Management of Canada Corporation and WM Quebec Inc. are the borrowers under the Canadian credit facility, and WM and WM Holdings are guarantors.

Adoption of New Accounting Pronouncement

Comprehensive Income In February 2013, the Financial Accounting Standards Board issued amended authoritative guidance associated with comprehensive income, which requires companies to provide information

about the amounts that are reclassified out of accumulated other comprehensive income by component. Additionally, companies are required to present significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The amendment to authoritative guidance associated with comprehensive income was effective for the Company on January 1, 2013. The adoption of this guidance did not have a material impact on our consolidated financial statements. We have presented the information required by this amendment in Note 12 to the Condensed Consolidated Financial Statements.

Critical Accounting Estimates and Assumptions

In preparing our financial statements, we make numerous estimates and assumptions that affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with a high degree of precision from data available or simply cannot be readily calculated. In some cases, these estimates are particularly difficult to determine and we must exercise significant judgment. In preparing our financial statements, the most difficult, subjective and complex estimates and the assumptions that present the greatest amount of uncertainty relate to our accounting for landfills, environmental remediation liabilities, asset impairments, deferred income taxes and reserves associated with our insured and self-insured claims, as described in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2012. Actual results could differ materially from the estimates and assumptions that we use in the preparation of our financial statements.

Results of Operations

Operating Revenues

Through the third quarter of 2012, the operations of our local subsidiaries were primarily organized under our Eastern, Midwest, Southern, Western and Wheelabrator operating Groups. In July 2012, we announced a reorganization of our operations, designed to streamline management and staff support and reduce our cost structure, while not disrupting our front-line operations. Principal organizational changes included removing the management layer of our four geographic Groups, each of which previously constituted a reportable segment, and consolidating and reducing the number of geographic Areas from 22 to 17.

Following our reorganization, our senior management now evaluates, oversees and manages the financial performance of our Solid Waste business subsidiaries through these 17 Areas. Our reportable segments have been realigned to conform with our new organizational structure. Our Wheelabrator business provides waste-to-energy services and manages waste-to-energy facilities and independent power production plants.

We also provide additional services that are not managed through our Solid Waste or Wheelabrator businesses, including WM Sustainability Business Services (which includes our acquired Oakleaf operations), recycling brokerage services, electronic recycling services, in-plant services, landfill gas-to-energy services, integrated medical waste services, expanded service offerings and solutions. Part of our expansion of services includes offering fluorescent bulb and universal waste mail-back through our LampTracker® program and portable self-storage services. In addition, we have made investments that involve the acquisition and development of interests in oil and gas producing properties. These operations are presented as *Other* in the table below. Shown below (in millions) is the contribution to revenues during each period:

	Three Months		Six Months	
	Ended		Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Solid Waste	\$ 3,403	\$ 3,302	\$ 6,588	\$ 6,440
Wheelabrator	215	206	420	413
Other	554	544	1,088	1,012
Intercompany	(646)	(593)	(1,234)	(1,111)
Total	\$ 3,526	\$ 3,459	\$ 6,862	\$ 6,754

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The mix of operating revenues from our major lines of business is reflected in the table below (in millions):

	Three Months		Six Months	
	Ended		Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Commercial	\$ 855	\$ 855	\$ 1,695	\$ 1,720
Residential	652	650	1,297	1,288
Industrial	558	536	1,070	1,038
Other	68	66	126	134
Total collection	2,133	2,107	4,188	4,180
Landfill	716	676	1,344	1,291
Transfer	345	331	645	629
Wheelabrator	215	206	420	413
Recycling	366	369	724	714
Other	397	363	775	638
Intercompany	(646)	(593)	(1,234)	(1,111)
Total	\$ 3,526	\$ 3,459	\$ 6,862	\$ 6,754

The following table provides details associated with the period-to-period change in revenues (dollars in millions) along with an explanation of the significant components of the current period changes:

	Period-to-Period Change for the Three Months Ended June 30, 2013 vs. 2012		Period-to-Period Change for the Six Months Ended June 30, 2013 vs. 2012	
	Amount	As a % of	Amount	As a % of
		Total Company(a)		Total Company(a)
Average yield(b)	\$ 33	1.0%	\$ 47	0.7%
Volume	(20)	(0.6)	(34)	(0.5)
Internal revenue growth	13	0.4	13	0.2
Acquisitions	57	1.6	101	1.5
Divestitures	(1)		(2)	
Foreign currency translation	(2)	(0.1)	(4)	(0.1)
	\$ 67	1.9%	\$ 108	1.6%

(a) Calculated by dividing the amount of current period increase or decrease by the prior period's total Company revenue adjusted to exclude the impacts of divestitures for the current period (\$3,458 million and \$6,752 million for the three- and six-month periods, respectively).

- (b) The amounts reported herein represent the changes in our revenue attributable to average yield for the total Company. We analyze the changes in average yield in terms of related business revenues in order to differentiate the changes in yield attributable to our pricing strategies from the changes that are caused by market-driven price changes in commodities. The following table summarizes changes in revenues from average yield on a related-business basis (dollars in millions):

	Period-to-Period Change for the Three Months Ended June 30, 2013 vs. 2012		Period-to-Period Change for the Six Months Ended June 30, 2013 vs. 2012	
	Amount	As a % of Related Business(i)	Amount	As a % of Related Business(i)
Average yield:				
Collection, landfill and transfer	\$ 60	2.2%	\$ 102	1.9%
Waste-to-energy disposal(ii)			(5)	(2.3)
Collection and disposal(ii)	60	2.1	97	1.7
Recycling commodities	(45)	(12.2)	(85)	(11.8)
Electricity(ii)	4	6.6	10	8.1
Fuel surcharges and mandated fees	14	8.9	25	8.1
Total	\$ 33	1.0%	\$ 47	0.7%

- (i) Calculated by dividing the increase or decrease for the current period by the prior period's related business revenue, adjusted to exclude the impacts of divestitures for the current period. The table below summarizes the related business revenues for the three and six months ended June 30, 2012 adjusted to exclude the impacts of divestitures (in millions):

	Denominator	
	Three Months Ended June 30	Six Months Ended June 30
Related business revenues:		
Collection, landfill and transfer	\$ 2,764	\$ 5,386
Waste-to-energy disposal	106	215
Collection and disposal	2,870	5,601
Recycling commodities	369	718
Electricity	61	123
Fuel surcharges and mandated fees	158	310
Total Company	\$ 3,458	\$ 6,752

- (ii) Average revenue growth from yield for Collection and disposal excludes all electricity-related revenues generated by our Wheelabrator business and our landfill gas-to-energy operations, which are reported as Electricity revenues. Our revenues increased \$67 million, or 1.9%, for the three months ended June 30, 2013 as compared with the prior year period and \$108 million, or 1.6%, for the six months ended June 30, 2013 as compared with the prior year period. During the three- and six-month periods, our current period revenue growth has been driven by (i) revenues from acquisitions, particularly the acquisition of Greenstar, which increased consolidated revenues \$40 million and \$65 million for the three and six months ended June 30, 2013, respectively; (ii) increased revenue growth from our collection and disposal average yield; (iii) higher revenues provided by our fuel surcharge program; and (iv) higher electricity prices at our

merchant waste-to-energy facilities. Offsetting these revenue increases were lower recyclable commodity prices, revenue declines due to lower volumes, and foreign currency translation, which affects revenues from our Canadian operations.

The following provides further details associated with our period-to-period change in revenues.

Average yield

Collection and disposal average yield This measure reflects the effect on our revenue from the pricing activities of our collection, transfer, landfill and waste-to-energy disposal operations, exclusive of volume changes. Revenue growth from collection and disposal average yield includes not only base rate changes and environmental and service fee increases, but also (i) certain average price changes related to the overall mix of services, which are due to both the types of services provided and the geographic locations where our services are provided; (ii) changes in average price from new and lost business; and (iii) price decreases to retain customers.

Our revenue growth from yield on our collection and disposal lines of business was \$60 million, or 2.1%, and \$97 million, or 1.7%, for the three and six months ended June 30, 2013, respectively. This increase in revenue from yield was primarily driven by our collection operations with growth of \$56 million and \$97 million for the three and six months ended June 30, 2013, respectively.

We experienced growth in all three of our principal collection lines of business in 2013. Our industrial line of business experienced positive revenue growth from yield of 4.8% in the current quarter as compared with 3.5% in the first quarter of 2013. We achieved 3.1% revenue growth from yield in our commercial line of business in the second quarter of 2013 as compared with 1.8% in the first quarter of 2013. We attribute part of the sequential revenue growth from yield in our commercial and industrial lines of business to the new regulatory cost recovery fee that we instituted in April 2013 to help us recover a portion of the significant regulatory costs and fees, such as host fees and disposal taxes, that have not been recouped by our pricing programs. For the three months ended June 30, 2013, we experienced 1.5% revenue growth from yield in our residential line of business, which is a significant improvement from the 0.6% revenue growth from yield for full year 2012. Our effort to increase yield in our residential line of business is a challenge due principally to a very competitive environment. A high percentage of our residential business is in municipal franchise markets, and many municipalities are facing significant budget challenges, which results in very competitive bid processes as we rebid contracts and try to win new contracts. Furthermore, the industry trend to offer added services to new and existing municipal contracts, such as recycling, often at below average market rates, puts additional pressure on yield growth in our residential line of business. Finally, yield growth from our landfill and transfer station operations increased slightly in the current quarter. Improving yield in our landfill business has proved to be a challenge, due in part to excess disposal capacity that exists in many of the markets in which we own or operate landfills.

The \$5 million revenue decline from yield in our waste-to-energy disposal line of business for the six months ended June 30, 2013 occurred principally in the first three months of 2013 and was due to the expiration and renegotiation of two long-term waste-to-energy disposal contracts in South Florida. The interim agreements for these two contracts expired in July 2013. The renegotiated contracts will have a negative impact on our revenue growth from yield in the second half of 2013.

Revenues from our environmental fee, which are included in average revenue growth from yield on collection and disposal, increased \$2 million for both the three and six months ended June 30, 2013. These revenues were \$87 million and \$171 million for the three and six months ended June 30, 2013 as compared with \$85 million and \$169 million for the three and six months ended June 30, 2012, respectively. Additionally, as mentioned above, we instituted a new regulatory cost recovery fee in April 2013 that contributed approximately \$8 million to revenue growth this quarter.

Recycling commodities Decreases in the prices of the recycling commodities we sold resulted in revenue declines of \$45 million and \$85 million for the three and six months ended June 30, 2013, respectively, with an estimated negative impact on income from operations of approximately \$18 million and \$30 million for the three and six months ended June 30, 2013, respectively. During the first half of 2013, our year-over-year commodity prices declined about 12% as compared with the same prior year period.

Fuel surcharges and mandated fees These revenues are predominantly generated by our fuel surcharge program which increased by \$13 million and \$22 million for the three and six months ended June 30, 2013, respectively. These increases are primarily attributable to fluctuations in the national average prices for diesel

fuel on which our surcharge is based. The fuel surcharge revenue increase was aided by increases in the factor applied to diesel fuel prices in order to calculate the surcharge. The mandated fees included in this line item are primarily related to the pass-through of fees and taxes assessed by various state, county and municipal governmental agencies at our landfills and transfer stations.

Volume Changes in our volume caused our revenue to decrease \$20 million, or 0.6%, and \$34 million, or 0.5%, for the three and six months ended June 30, 2013, respectively. We continue to experience revenue declines in our collection business, principally due to lower volumes in our commercial collection, and to a lesser extent, our residential line of business, which we attribute to the effects of pricing, competition and diversion of waste by customers. Additionally, for the three months ended June 30, 2013, we experienced revenue declines due to lower volumes associated with the loss of certain strategic accounts including certain large retail mall customers. Partially offsetting these revenue decreases were revenue growth from higher landfill volumes. Finally, revenue growth was negatively affected as a result of two less workdays in the first six months of 2013 as compared with the same prior year period.

Acquisitions and divestitures Revenues increased \$57 million and \$101 million for the three and six months ended June 30, 2013, respectively, due to acquisitions. This increase was principally associated with our acquisition of Greenstar, which is reported in our Recycling line of business, demonstrating our focus on investments that allow us to extract value from the waste stream.

Operating Expenses

Our operating expenses increased by \$51 million, or 2.3%, and \$94 million, or 2.1% for the three and six months ended June 30, 2013 as compared with the three and six months ended June 30, 2012, respectively. Our operating expenses as a percentage of revenues increased from 65.3% in the second quarter of 2012 to 65.5% in the current quarter, and increased from 65.5% for the six months ended June 30, 2012 to 65.9% for the six months ended June 30, 2013. The increase in our operating expenses during the three and six months ended June 30, 2013 can largely be attributed to the following:

Recycling operations In January 2013 we acquired Greenstar, LLC, an operator of recycling and resource recovery facilities. The acquisition increased operating expenses by \$39 million in the current quarter and \$63 million in the six months ended June 30, 2013, primarily increasing cost of goods sold and, to a lesser extent, labor and related benefits and other categories. Also contributing to the increases for the reported periods were the impacts of higher processing costs associated with outbound quality control. The increases in operating expenses associated with Greenstar were offset by increased revenues resulting from the acquisition in both the three and six months ended June 30, 2013.

The following table summarizes the major components of our operating expenses, which include the impact of foreign currency translation, for the three- and six-month periods ended June 30 (dollars in millions):

	Three Months Ended June 30,		Period-to- Period Change		Six Months Ended June 30,		Period-to- Period Change	
	2013	2012			2013	2012		
Labor and related benefits	\$ 626	\$ 605	\$ 21	3.5%	\$ 1,233	\$ 1,198	\$ 35	2.9%
Transfer and disposal costs	257	256	1	0.4	482	468	14	3.0
Maintenance and repairs	301	290	11	3.8	603	592	11	1.9
Subcontractor costs	294	299	(5)	(1.7)	573	575	(2)	(0.3)
Cost of goods sold	256	250	6	2.4	494	482	12	2.5
Fuel	154	162	(8)	(4.9)	302	324	(22)	(6.8)
Disposal and franchise fees and taxes	170	159	11	6.9	319	304	15	4.9
Landfill operating costs	54	55	(1)	(1.8)	112	110	2	1.8
Risk management	62	57	5	8.8	124	118	6	5.1
Other	137	127	10	7.9	278	255	23	9.0
	\$ 2,311	\$ 2,260	\$ 51	2.3%	\$ 4,520	\$ 4,426	\$ 94	2.1%

Other significant changes in our operating expenses are discussed below.

Labor and related benefits The increase was largely due to (i) increased contract labor principally attributed to the recycling and, to a lesser extent, residential lines of business; (ii) higher wages due to merit increases effective in the second quarter; (iii) lower bonus expense in the prior year periods due to lower anticipated payouts; and the Greenstar acquisition. These increases were offset in part by (i) a non-cash charge incurred during the second quarter of 2012 as a result of our partial withdrawal from an underfunded multiemployer pension plan and (ii) lower year-over-year costs resulting from fewer workdays in the first quarter of 2013.

Maintenance and repairs Increases for the second quarter of 2013 as compared with the same period of the prior year were driven by costs associated with our waste-to-energy facilities, although for the six-month comparisons these costs were relatively flat due to the timing of the planned maintenance projects. Further affecting the comparisons were (i) increased fleet maintenance costs, including services provided by third parties, tires, parts and internal shop labor costs and (ii) increased costs associated with assets acquired from Greenstar.

Subcontractor costs The decrease in subcontractor costs was driven in large part by lower costs in our WM Sustainability Business Services, offset in part by higher costs driven by special waste projects in several of our Areas.

Cost of goods sold The increase in cost of goods sold can be attributed in part to higher customer rebates resulting from volume improvement in our recycling commodity business driven primarily by the Greenstar acquisition. Lower market prices for recyclable commodities in the current periods as compared with the same periods last year partially offset the increase.

Fuel The decrease in fuel expense when compared to the prior year period was due to (i) a retroactive CNG fuel excise tax credit recognized in the first quarter of 2013; (ii) lower fuel purchases due to reduced collection volumes; and (iii) lower costs as we convert our fleet to CNG vehicles. Variability in market prices for diesel fuel during the reported periods have also affected the comparability of these costs on a year-over-year basis. Diesel fuel prices declined when comparing Q2 2013 with the same period of the prior year, offsetting the impact of higher market prices in Q1 2013 compared with Q1 2012. After adjusting for the aforementioned fuel excise credit in the first quarter of 2013, our fuel costs were recovered by fuel surcharges in the three and six months ended June 30, 2013.

Disposal and franchise fees and taxes Increased costs can be attributed to (i) a disputed disposal surcharge at one of our waste-to-energy facilities; (ii) higher municipal franchise fees relating to the collection line of business in certain Areas; and (iii) higher disposal fees and taxes due to higher landfill volumes.

Risk management Increased costs were driven mainly by higher workers' compensation claims.

Other Increases for the three- and six-month periods ended June 30, 2013 compared to prior year periods can be attributed to: (i) telecommunications, driven by our initiative to equip our fleet with onboard computers; (ii) rentals; (iii) property taxes; and (iv) utilities.

Selling, General and Administrative

Our selling, general and administrative expenses decreased by \$21 million, or 5.6%, and \$38 million, or 4.9%, when comparing the three and six months ended June 30, 2013 with the comparable prior year periods. As a percentage of revenue, our selling, general and administrative expenses decreased from 10.8% for the second quarter of 2012 to 10.0% for the second quarter of 2013, and decreased from 11.6% for the six months ended June 30, 2012 to 10.8% for the six months ended June 30, 2013.

The following table summarizes the major components of our selling, general and administrative expenses for the three- and six-month periods ended June 30 (dollars in millions):

	Three Months Ended June 30,		Period-to-Period Change		Six Months Ended June 30,		Period-to-Period Change	
	2013	2012			2013	2012		
Labor and related benefits	\$ 223	\$ 211	\$ 12	5.7%	\$ 461	\$ 456	\$ 5	1.1%
Professional fees	34	47	(13)	(27.7)	66	87	(21)	(24.1)
Provision for bad debts	6	14	(8)	(57.1)	26	29	(3)	(10.3)
Other	90	102	(12)	(11.8)	190	209	(19)	(9.1)
	\$ 353	\$ 374	\$ (21)	(5.6)%	\$ 743	\$ 781	\$ (38)	(4.9)%

Labor and related benefits Factors affecting the current year change in our labor and related benefits costs include:

Higher incentive compensation costs of \$18 million and \$28 million for the three- and six-month periods ended June 30, 2013, respectively, due to expectations of achieving a greater percentage of full year targets.

Higher non-cash compensation charges of \$14 million and \$22 million for the three- and six-month periods ended June 30, 2013, respectively, attributable to our long-term incentive plan due to the recognition of expense for the payout of performance share units granted in 2010, which was approved in the first quarter of 2013. Expense associated with these awards had been reversed in the second quarter of 2012 when it no longer appeared probable that threshold performance would be achieved.

Cost savings realized from our 2012 reorganization of approximately \$18 million and \$36 million for the three- and six-month periods ended June 30, 2013, respectively.

Lower payroll tax expense related to the lower annual incentive plan payout to participants in 2013 as compared to 2012.

Professional fees In 2013, our professional fees decreased when compared with the comparable prior year periods, primarily due to (i) consulting fees incurred during 2012 associated with the start-up phase of our cost savings programs and (ii) higher costs in 2012 related to international expansion of our waste-to-energy business, particularly during the three months ended June 30, 2012.

Provision for bad debts The changes in our bad debt expense have been driven principally by the collection issues we have experienced in our Puerto Rico operations and the offsetting favorable impact of the subsequent collection of certain of those reserved receivables.

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Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. (REMOVED AND RESERVED)

None.

Item 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit

No.	Exhibit Title
3.1(1)	Amended and Restated Certificate of Incorporation of Omnicell, Inc.
3.2(2)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Omnicell, Inc.
3.3(3)	Certificate of Designation of Series A Junior Participating Preferred Stock.
3.4(4)	Bylaws of Omnicell, Inc., as amended.
4.1(1)	Form of Common Stock Certificate.
4.2	Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4.
4.3(5)	Rights Agreement, dated February 6, 2003, between Omnicell, Inc. and EquiServe Trust Company, N.A.
10.1(6)	2011 Executive Officer Compensation.
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certifications required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. Section 1350).
101.INS(7)	XBRL Instance Document
101.SCH(7)	XBRL Taxonomy Extension Schema Document
101.CAL (7)	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF(7)	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB(7)	XBRL Taxonomy Extension Label Linkbase Document
101.PRE(7)	XBRL Taxonomy Extension Presentation Linkbase Document

-
- (1) Previously filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-57024), and amendments thereto, originally filed with the Securities and Exchange Commission on March 14, 2001, and incorporated herein by reference.
 - (2) Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-33043) filed with the Securities and Exchange Commission on August 9, 2010, and incorporated herein by reference.
 - (3) Previously filed as an exhibit to the Registrant's Annual Report on Form 10-K (File No. 000-33043), and amendments thereto, originally filed with the Securities and Exchange Commission on March 28, 2003, and incorporated herein by reference.
 - (4) Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-33043) filed with the Securities and Exchange Commission on August 9, 2007, and incorporated herein by reference.
 - (5) Previously filed as an exhibit to the Registrant's Current Report on Form 8-K (File No. 000-33043) filed with the Securities and Exchange Commission on February 14, 2003, and incorporated herein by reference.
 - (6) Previously filed as Item 5.02 to the Registrant's Current Report on Form 8-K (File No. 000-33043) filed with the Securities and Exchange Commission on February 8, 2011, as amended by the Registrant's Current Report on Form 8-K/A (File No. 000-33043) filed with the Securities and Exchange Commission on April 15, 2011, and incorporated herein by reference.
 - (7) Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act, are deemed not filed for purposes of section 18 of the Exchange Act and otherwise are not subject to liability under these sections.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OMNICELL, INC.

Date: August 5, 2011

/s/ ROBIN G. SEIM
Robin G. Seim
Duly Authorized Officer, Chief Financial Officer and Vice President
Finance, Administration and Manufacturing

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