

AR2498056

AMENDMENT NO. 1

TO

ANNEXATION AGREEMENT

THIS AMENDMENT NO. 1 (the "Amendment") to the Annexation Agreement between SANIFILL OF COLORADO, INC. ("Annexor") and the TOWN OF ERIE, COLORADO ("Town") is made and entered into this 2nd day of June, 1996.

1. Annexor and Town have entered into an Annexation Agreement effective the 3rd day of May, 1996;
2. Annexor and Town hereby agree that all terms of the Annexation Agreement remain in full force and effect, with the following sole Amendment:
3. The second subparagraph of paragraph (C)(10) of the Annexation Agreement shall be revised as follows:

The Town agrees that in the event an IGA is not finally executed between the Town and Weld County within forty (40) days of the effective date of this Agreement, this Agreement shall be null and void.

DATED as of the date first above written.

TOWN:

TOWN OF ERIE

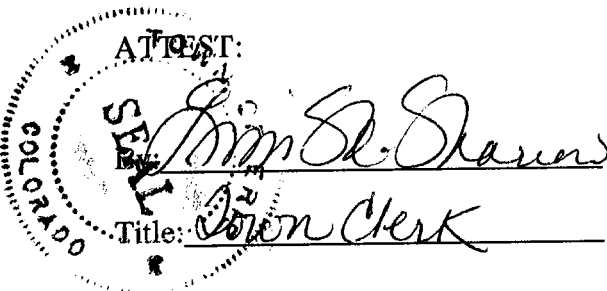
By: [Signature]
Title: MAJOR

ANNEXOR:

SANIFILL OF COLORADO, INC.

ATTEST:

By: [Signature] By: [Signature]
Title: BURNS, FIGA & WILL, P.C. Title: DISTRICT Manager



STATE OF COLORADO)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me by _____ this
____ day of _____, 1996.

My commission expires _____.

Witness my hand and official seal.

[S E A L]

Notary

Address

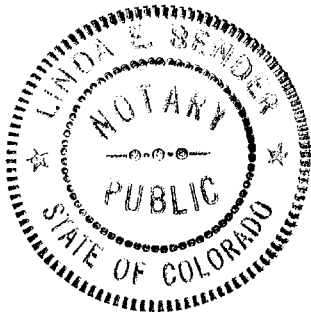
STATE OF COLORADO)
) ss.
COUNTY OF Wapahoe)

The foregoing instrument was acknowledged before me by David M. Hall this
11th day of June, 1996.

My commission expires October 12, 1998.

Witness my hand and official seal.

[S E A L]



Linda E. Bender
Notary

15251 DTC Hwy, PH3
Address

Englewood, CO 80111