

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 28, 2011 (June 30, 2011)

Republic Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-14267
(Commission File Number)

65-0716904
(IRS Employer Identification No.)

18500 North Allied Way
Phoenix, Arizona
(Address of principal executive offices)

85054
(Zip Code)

Registrant's telephone number, including area code: (480) 627-2700

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On July 28, 2011, Republic Services, Inc. (the Company) issued a press release containing information about the Company's results of operations for the three and six months ended June 30, 2011. A copy of this press release is incorporated herein by reference as Exhibit 99.1.

Item 8.01 Other Events

On July 28, 2011, the Company issued a press release announcing that its board of directors approved a 10.0% increase in the Company's regular quarterly dividend to \$0.22 per share. A copy of this press release is incorporated herein by reference as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Republic Services, Inc. issued July 28, 2011 to announce the financial results for the three and six months ended June 30, 2011.
99.2	Press release of Republic Services, Inc. issued July 28, 2011 to announce the board of directors' approval of a 10.0% increase in the Company's regular quarterly dividend to \$0.22 per share.

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 hereunto duly authorized.

Republic Services, Inc.

Date: July 28, 2011

By: /s/ Tod C. Holmes
Tod C. Holmes
Executive Vice President and Chief Financial
Officer (Principal Financial Officer)

By: /s/ Charles F. Serianni
Charles F. Serianni
Senior Vice President and Chief Accounting
Officer (Principal Accounting Officer)

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**REPUBLIC SERVICES, INC. INCREASES
QUARTERLY DIVIDEND BY 10% AND
REAFFIRMS 2011 FINANCIAL
GUIDANCE**

- Company reports second quarter earnings of \$0.12 per share, \$0.49 per share as adjusted, an increase of 14% over 2010 adjusted earnings per share

Phoenix, AZ, July 28, 2011...Republic Services, Inc. (NYSE: RSG) today reported net income of \$46.5 million, or \$0.12 per diluted share, for the three months ended June 30, 2011, versus \$159.7 million, or \$0.42 per diluted share, for the comparable period last year.

Republic's net income for the three months ended June 30, 2011 and 2010 includes a number of charges and other expenses that impacted its results. A detail of these charges and other expenses is contained in the Reconciliation of Certain Non-GAAP Measures section of this document. Excluding these items, net income for the three months ended June 30, 2011 and 2010 would have been \$184.9 million, or \$0.49 per diluted share, and \$166.4 million, or \$0.43 per diluted share, respectively.

Excluding certain charges and other expenses recorded during 2011 and 2010 as described in the Reconciliation of Certain Non-GAAP Measures section of this document, adjusted earnings before interest, taxes, depreciation, depletion, amortization and accretion (adjusted EBITDA) for the three months ended June 30, 2011 would have been \$648.7 million, or 31.1% as a percentage of revenue, compared to \$645.8 million, or 31.3% as a percentage of revenue, for the comparable 2010 period.

Revenue for the three months ended June 30, 2011 increased to \$2,086.6 million compared to \$2,066.4 million for the same period in 2010. Core price for the three months ended June 30, 2011 increased 1.0%, fuel surcharges increased 1.1% and commodities pricing increased 1.3%. Offsetting this revenue growth of 3.4% from price were decreases of 1.0% from core volume and 1.4% due to the expiration of our contracts with San Mateo County and the City of Toronto.

For the six months ended June 30, 2011, net income was \$204.7 million, or \$0.54 per diluted share, versus \$224.7 million, or \$0.59 per diluted share, for the comparable period last year.

Republic's net income for the six months ended June 30, 2011 and 2010 includes a number of charges and other expenses that impacted its results. A detail of these charges and other expenses is contained in the Reconciliation of Certain Non-GAAP Measures section of this document. Excluding these items, net income for the six months ended June 30, 2011 and 2010 would have been \$344.5 million, or \$0.90 per diluted share, and \$324.0 million, or \$0.84 per diluted share, respectively.

Excluding certain charges and other expenses recorded during 2011 and 2010 as described in the Reconciliation of Certain Non-GAAP Measures section of this document, adjusted earnings before interest, taxes, depreciation, depletion, amortization and accretion (adjusted EBITDA) for the six months ended June 30, 2011 would have been \$1,250.0 million, or 30.9% as a percentage of revenue, compared to \$1,265.4 million, or 31.4% as a percentage of revenue, for the comparable 2010 period.

Revenue for the six months ended June 30, 2011 increased to \$4,051.5 million compared to \$4,024.1 million for the same period in 2010. Core price for the six months ended June 30, 2011 increased 1.0%, fuel surcharges increased 0.9% and commodities pricing increased 1.2%. Offsetting this revenue growth of 3.1% from price were decreases of 0.9% from core volume, 0.1% from divestitures and 1.4% due to the expiration of our contracts with San Mateo County and the City of Toronto.

Commenting on these results, Donald W. Slager, President and Chief Executive Officer of Republic Services, said, "The business continues to track to our expectations. The Company's performance is a direct result of continued focus on pricing, productivity improvements and customer service. This is the fifth quarter in a row we have seen improvement in our collection volumes. We are confident in reaffirming our guidance. We remain committed to a consistent cash utilization strategy that includes both dividend growth and share repurchase."

Updated Financial Guidance

Republic Services is reaffirming its 2011 financial guidance for:

- **Adjusted Free Cash Flow:** We expect adjusted free cash flow for 2011 to be \$875 million to \$900 million. Adjusted free cash flow consists of cash provided by operating activities, less property and equipment received, plus proceeds from the sales of property and equipment. Adjusted free cash flow guidance excludes certain legacy tax settlement payments and divestiture related tax payments.
- **Adjusted Diluted Earnings per Share:** We expect 2011 adjusted diluted earnings per share to be in the range of \$1.86 to \$1.89. Adjusted diluted earnings per share exclude loss on extinguishment of debt and loss on disposition of assets and impairments.

Company Declares Quarterly Dividend

Republic also announced that its Board of Directors declared a regular quarterly dividend of \$0.22 per share for stockholders of record on October 3, 2011. The dividend will be paid on October 17, 2011.

About Republic

Republic Services, Inc. provides recycling and solid waste collection, transfer and disposal services in the United States. The Company's various operating units, including collection companies, transfer stations, recycling centers and landfills, are focused on providing reliable environmental services and solutions for commercial, industrial, municipal and residential customers. For more information, visit the Republic Services website at www.republicservices.com. The Company participates in investor presentations and conferences throughout the year. Interested parties can find a schedule of these conferences at www.republicservices.com by selecting "Calendar" under the Investor Relations tab. Live audio presentations from earnings calls and investor conferences are webcast on the Republic website.

**SUPPLEMENTAL UNAUDITED FINANCIAL INFORMATION
AND OPERATING DATA**

**REPUBLIC SERVICES, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share amounts)**

	June 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 320.5	\$ 88.3
Accounts receivable, less allowance for doubtful accounts of \$47.1 and \$50.9, respectively	872.3	828.9
Prepaid expenses and other current assets	169.6	207.4
Deferred tax assets	117.2	121.5
Total current assets	1,479.6	1,246.1
Restricted cash and marketable securities	160.1	172.8
Property and equipment, net	6,702.7	6,698.5
Goodwill	10,640.2	10,655.3
Other intangible assets, net	439.2	451.3
Other assets	260.2	237.9
Total assets	<u>\$ 19,682.0</u>	<u>\$ 19,461.9</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	476.8	606.5
Notes payable and current maturities of long-term debt	397.8	878.5
Deferred revenue	304.9	295.1
Accrued landfill and environmental costs, current portion	187.9	182.0
Accrued interest	84.4	93.1
Other accrued liabilities	752.2	621.3
Total current liabilities	2,204.0	2,676.5
Long-term debt, net of current maturities	6,907.7	5,865.1
Accrued landfill and environmental costs, net of current portion	1,433.8	1,416.6
Deferred income taxes and other long-term tax liabilities	975.7	1,044.8
Self-insurance reserves, net of current portion	299.6	304.5
Other long-term liabilities	194.5	305.5
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$0.01 per share; 50 shares authorized; none issued	—	—
Common stock, par value \$0.01 per share; 750 shares authorized; 401.6 and 400.2 issued including shares held in treasury, respectively	4.0	4.0
Additional paid-in capital	6,477.1	6,431.1
Retained earnings	1,943.5	1,890.3
Treasury stock, at cost (25.1 and 16.5 shares, respectively)	(763.7)	(500.8)
Accumulated other comprehensive income, net of tax	3.8	21.9
Total Republic Services, Inc. stockholders' equity	7,664.7	7,846.5
Noncontrolling interests	2.0	2.4
Total stockholders' equity	7,666.7	7,848.9
Total liabilities and stockholders' equity	<u>\$ 19,682.0</u>	<u>\$ 19,461.9</u>

REPUBLIC SERVICES, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenue	\$ 2,086.6	\$ 2,066.4	\$ 4,051.5	\$ 4,024.1
Expenses:				
Cost of operations	1,237.8	1,218.3	2,397.5	2,355.1
Depreciation, amortization and depletion	208.6	213.8	414.4	416.8
Accretion	19.5	20.2	39.2	40.4
Selling, general and administrative	200.1	210.8	404.0	421.1
Loss on disposition of assets and impairments, net	19.4	1.1	19.0	1.6
Restructuring charges	—	1.4	—	7.0
Operating income	401.2	400.8	777.4	782.1
Interest expense	(111.4)	(130.5)	(227.1)	(265.0)
Loss on extinguishment of debt	(199.5)	—	(201.3)	(132.3)
Interest income	0.1	0.1	0.3	0.1
Other income, net	0.9	(0.1)	2.0	1.6
Income before income taxes	91.3	270.3	351.3	386.5
Provision for income taxes	45.1	110.4	147.0	161.4
Net income	46.2	159.9	204.3	225.1
Net loss (income) attributable to noncontrolling interests	0.3	(0.2)	0.4	(0.4)
Net income attributable to Republic Services, Inc.	<u>\$ 46.5</u>	<u>\$ 159.7</u>	<u>\$ 204.7</u>	<u>\$ 224.7</u>
Basic earnings per share attributable to Republic Services, Inc. stockholders:				
Basic earnings per share	<u>\$ 0.12</u>	<u>\$ 0.42</u>	<u>\$ 0.54</u>	<u>\$ 0.59</u>
Weighted average common shares outstanding	<u>378.2</u>	<u>382.5</u>	<u>380.2</u>	<u>382.0</u>
Diluted earnings per share attributable to Republic Services, Inc. stockholders:				
Diluted earnings per share	<u>\$ 0.12</u>	<u>\$ 0.42</u>	<u>\$ 0.54</u>	<u>\$ 0.59</u>
Weighted average common and common equivalent shares outstanding	<u>380.2</u>	<u>384.7</u>	<u>382.1</u>	<u>384.0</u>
Cash dividends per common share	<u>\$ 0.20</u>	<u>\$ 0.19</u>	<u>\$ 0.40</u>	<u>\$ 0.38</u>

REPUBLIC SERVICES, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Six Months Ended June 30,	
	2011	2010
Cash provided by operating activities:		
Net income	\$ 204.3	\$ 225.1
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization of property and equipment	256.0	255.9
Landfill depletion and amortization	120.8	125.7
Amortization of intangible and other assets	37.6	35.2
Accretion	39.2	40.4
Non-cash interest expense — debt	16.1	28.6
Non-cash interest expense — other	24.5	24.2
Stock-based compensation	12.1	12.0
Deferred tax benefit	(58.3)	(58.3)
Provision for doubtful accounts, net of adjustments	6.1	10.3
Excess income tax benefit from stock option exercises	(2.1)	(1.8)
Asset impairments	39.4	0.5
Loss on extinguishment of debt	201.3	132.3
Gain on disposition of assets, net	(29.8)	(6.5)
Other non-cash items	(5.1)	0.8
Change in assets and liabilities, net of effects from business acquisitions and divestitures:		
Accounts receivable	(47.6)	(43.9)
Prepaid expenses and other assets	32.0	(1.8)
Accounts payable	(33.1)	(62.8)
Restructuring and synergy related expenditures	(2.7)	(13.0)
Capping, closure and post-closure expenditures	(35.2)	(28.0)
Remediation expenditures	(16.2)	(23.4)
Other liabilities	36.3	(56.7)
Cash provided by operating activities	795.6	594.8
Cash used in investing activities:		
Purchases of property and equipment	(481.7)	(385.4)
Proceeds from sales of property and equipment	16.3	12.6
Cash used in acquisitions, net of cash acquired	(28.0)	(0.8)
Cash proceeds from divestitures, net of cash divested	10.4	—
Change in restricted cash and marketable securities	12.7	(76.0)
Other	(1.9)	0.1
Cash used in investing activities	(472.2)	(449.5)
Cash used in financing activities:		
Proceeds from notes payable and long-term debt	819.5	1,020.2
Proceeds from issuance of senior notes, net of discount	1,844.9	1,499.4
Payments of notes payable and long-term debt	(2,228.3)	(2,494.8)
Premiums paid on extinguishment of debt	(86.8)	(30.4)
Fees paid to issue and retire senior notes and certain hedging relationships	(58.6)	(20.8)
Issuances of common stock	31.4	34.3
Excess income tax benefit from stock option exercises	2.1	1.8
Purchases of common stock for treasury	(262.9)	(1.4)
Cash dividends paid	(152.5)	(144.9)
Distributions paid to noncontrolling interests	—	(0.7)
Cash used in financing activities	(91.2)	(137.3)
Increase in cash and cash equivalents	232.2	8.0
Cash and cash equivalents at beginning of period	88.3	48.0
Cash and cash equivalents at end of period	\$ 320.5	\$ 56.0

You should read the following information in conjunction with our audited consolidated financial statements and notes thereto appearing in our Annual Report on Form 10-K as of and for the year ended December 31, 2010. All amounts below are in millions and as a percentage of our revenue, except per share data.

REVENUE

The following table reflects our total revenue by line of business for the three and six months ended June 30:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2011		2010		2011		2010	
Collection:								
Residential	\$ 537.6	25.7%	\$ 546.2	26.4%	\$ 1,063.3	26.2%	\$ 1,080.9	26.9%
Commercial	627.6	30.1	622.7	30.1	1,245.6	30.7	1,244.2	30.9
Industrial	390.6	18.7	383.2	18.6	744.2	18.4	731.3	18.2
Other	8.0	0.4	7.0	0.4	15.9	0.4	13.8	0.3
Total collection	1,563.8	74.9	1,559.1	75.5	3,069.0	75.7	3,070.2	76.3
Transfer and disposal	766.5		791.4		1,440.7		1,483.8	
Less: Intercompany	(387.2)		(400.3)		(732.1)		(757.8)	
Transfer and disposal, net	379.3	18.2	391.1	18.9	708.6	17.5	726.0	18.0
Sale of recycling materials	107.8	5.2	77.1	3.7	205.6	5.1	148.8	3.7
Other non-core	35.7	1.7	39.1	1.9	68.3	1.7	79.1	2.0
Other	143.5	6.9	116.2	5.6	273.9	6.8	227.9	5.7
Total revenue	\$ 2,086.6	100.0%	\$ 2,066.4	100.0%	\$ 4,051.5	100.0%	\$ 4,024.1	100.0%

The following table reflects changes in our core revenue for the three and six months ended June 30:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Core price	1.0%	1.6%	1.0%	1.9%
Fuel surcharges	1.1	1.1	0.9	0.7
Recycling commodities	1.3	1.5	1.2	1.7
Total price	3.4	4.2	3.1	4.3
Volume	(1.0)	(3.3)	(0.9)	(5.2)
San Mateo and Toronto contract losses	(1.4)	—	(1.4)	—
Total internal growth	1.0	0.9	0.8	(0.9)
Acquisitions / divestitures, net	—	(0.9)	(0.1)	(1.6)
Total	1.0%	0.0%	0.7%	(2.5)%

COST OF OPERATIONS

Cost of operations includes labor and related benefits, which consists of salaries and wages, health and welfare benefits, incentive compensation and payroll taxes. It also includes transfer and disposal costs representing tipping fees paid to third party disposal facilities and transfer stations; maintenance and repairs relating to our vehicles, equipment and containers, including related labor and benefit costs; transportation and subcontractor costs, which include costs for independent haulers who transport our waste to disposal facilities and costs for local operators who provide waste handling services associated with our national accounts in markets outside our standard operating areas; fuel, which includes the direct cost of fuel used by our vehicles, net of fuel credits; disposal franchise fees and taxes consisting of landfill taxes, municipal franchise fees, host community fees and royalties; landfill operating costs, which includes landfill accretion, financial assurance, leachate disposal and other landfill maintenance costs; risk management, which includes casualty insurance premiums and claims; cost of goods sold, which includes material costs paid to suppliers associated with recycling commodities; and other, which includes expenses such as facility operating costs, equipment rent and gains or losses on sale of assets used in our operations.

The following table summarizes the major components of our cost of operations for the three and six months ended June 30:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2011		2010		2011		2010	
Labor and related benefits	\$ 383.5	18.4%	\$ 383.7	18.6%	\$ 760.7	18.8%	\$ 759.4	18.9%
Transfer and disposal costs	167.6	8.0	174.1	8.4	316.3	7.8	329.6	8.2
Maintenance and repairs	158.1	7.6	155.0	7.5	305.5	7.5	301.4	7.5
Transportation and subcontract costs	113.3	5.4	122.2	5.9	212.0	5.2	235.8	5.9
Fuel	136.7	6.6	103.3	5.0	255.0	6.3	198.0	4.9
Franchise fees and taxes	100.8	4.8	101.4	4.9	192.5	4.8	195.3	4.9
Landfill operating costs	30.9	1.5	36.5	1.8	58.8	1.5	64.7	1.6
Risk management	42.1	2.0	44.8	2.2	90.0	2.2	83.1	2.1
Cost of goods sold	38.7	1.9	27.7	1.3	72.0	1.8	50.9	1.3
Other	66.1	3.1	69.6	3.3	134.7	3.3	136.9	3.2
Total cost of operations	\$ 1,237.8	59.3%	\$ 1,218.3	58.9%	\$ 2,397.5	59.2%	\$ 2,355.1	58.5%

The cost categories shown above may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our cost of operations by cost component to that of other companies.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses include salaries, health and welfare benefits and incentive compensation for corporate and field general management, field support functions, sales force, accounting and finance, legal, management information systems, and clerical and administrative departments. Other expenses include rent and office costs, fees for professional services provided by third parties, marketing, investor and community relations, directors' and officers' insurance, general employee relocation, travel, entertainment and bank charges, but exclude any such amounts recorded as restructuring charges.

The following table provides the components of our selling, general and administrative costs for the three and six months ended June 30:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2011		2010		2011		2010	
Salaries	\$ 130.1	6.2%	\$ 134.3	6.5%	\$ 265.8	6.6%	\$ 268.2	6.7%
Provision for doubtful accounts	5.6	0.3	7.8	0.4	6.1	0.2	10.3	0.3
Costs to achieve synergies	—	—	8.5	0.4	—	—	17.5	0.4
Other	64.4	3.1	60.2	2.9	132.1	3.2	125.1	3.1
Total selling, general and administrative expenses	\$ 200.1	9.6%	\$ 210.8	10.2%	\$ 404.0	10.0%	\$ 421.1	10.5%

The cost categories shown above may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our selling, general and administrative expenses by cost component to that of other companies.

RECONCILIATION OF CERTAIN NON-GAAP MEASURES

Earnings Before Interest, Taxes, Depreciation, Depletion, Amortization and Accretion

The following table calculates earnings before interest, taxes, depreciation, depletion, amortization and accretion (EBITDA), which is not a measure determined in accordance with U.S. generally accepted accounting principles (GAAP), for the three and six months ended June 30:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net income attributable to Republic Services, Inc.	\$ 46.5	\$ 159.7	\$ 204.7	\$ 224.7
Net (loss) income attributable to noncontrolling interests	(0.3)	0.2	(0.4)	0.4
Provision for income taxes	45.1	110.4	147.0	161.4
Other income, net	(0.9)	0.1	(2.0)	(1.6)
Interest income	(0.1)	(0.1)	(0.3)	(0.1)
Loss on extinguishment of debt	199.5	—	201.3	132.3
Interest expense	111.4	130.5	227.1	265.0
Depreciation, amortization and depletion	208.6	213.8	414.4	416.8
Accretion	19.5	20.2	39.2	40.4
EBITDA	<u>\$ 629.3</u>	<u>\$ 634.8</u>	<u>\$ 1,231.0</u>	<u>\$ 1,239.3</u>

We believe that the presentation of EBITDA is useful to investors because it provides important information concerning our operating performance exclusive of certain non-cash and other costs. EBITDA demonstrates our ability to execute our financial strategy, which includes reinvesting in existing capital assets to ensure a high level of customer service, investing in capital assets to facilitate growth in our customer base and services provided, maintaining our investment grade credit rating and minimizing debt, paying cash dividends, repurchasing our common stock, and maintaining and improving our market position through business optimization. This measure has limitations. Although depreciation, depletion, amortization and accretion are considered operating costs in accordance with GAAP, they represent the allocation of non-cash costs generally associated with long-lived assets acquired or constructed in prior years. Our definition of EBITDA may not be comparable to similarly titled measures presented by other companies.

Adjusted Earnings

Reported diluted earnings per share were \$0.12 and \$0.54 for the three and six months ended June 30, 2011 versus \$0.42 and \$0.59 for the comparable 2010 periods. During the three and six months ended June 30, 2011 and 2010, we recorded a number of charges, other expenses and net (gain) loss on disposition of assets that impacted our EBITDA, pre-tax income, net income attributable to Republic Services, Inc. (Net Income — Republic) and diluted earnings per share. These items primarily consist of the following:

	Three Months Ended June 30, 2011				Three Months Ended June 30, 2010			
	EBITDA	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share	EBITDA	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 629.3	\$ 91.3	\$ 46.5	\$ 0.12	\$ 634.8	\$ 270.3	\$ 159.7	\$ 0.42
Loss on extinguishment of debt	—	199.5	120.3	0.32	—	—	—	—
Costs to achieve synergies	—	—	—	—	8.5	8.5	5.3	0.01
Restructuring charges	—	—	—	—	1.4	1.4	0.8	—
Loss on disposition of assets and impairments, net	19.4	19.4	18.1	0.05	1.1	1.1	0.6	—
Adjusted	<u>\$ 648.7</u>	<u>\$ 310.2</u>	<u>\$ 184.9</u>	<u>\$ 0.49</u>	<u>\$ 645.8</u>	<u>\$ 281.3</u>	<u>\$ 166.4</u>	<u>\$ 0.43</u>

	Six Months Ended June 30, 2011				Six Months Ended June 30, 2010			
	EBITDA	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share	EBITDA	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share
As reported	\$ 1,231.0	\$ 351.3	\$ 204.7	\$ 0.54	\$ 1,239.3	\$ 386.5	\$ 224.7	\$ 0.59
Loss on extinguishment of debt	—	201.3	121.4	0.32	—	132.3	83.4	0.22
Costs to achieve synergies	—	—	—	—	17.5	17.5	10.7	0.02
Restructuring charges	—	—	—	—	7.0	7.0	4.3	0.01
Loss on disposition of assets and impairments, net	19.0	19.0	18.4	0.04	1.6	1.6	0.9	—
Adjusted	<u>\$ 1,250.0</u>	<u>\$ 571.6</u>	<u>\$ 344.5</u>	<u>\$ 0.90</u>	<u>\$ 1,265.4</u>	<u>\$ 544.9</u>	<u>\$ 324.0</u>	<u>\$ 0.84</u>

We believe that the presentation of adjusted EBITDA, adjusted pre-tax income, adjusted net income attributable to Republic Services Inc., and adjusted diluted earnings per share, which are not measures determined in accordance with GAAP, provide an understanding of operational activities before the financial impact of certain items. We use these measures, and believe investors will find them helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. Comparable charges and costs have been incurred in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definition of adjusted EBITDA, adjusted pre-tax income, adjusted net income attributable to Republic Services Inc., and adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Cash Flow

We define free cash flow, which is not a measure determined in accordance with GAAP, as cash provided by operating activities less purchases of property and equipment plus proceeds from sales of property and equipment as presented in our consolidated statements of cash flows. The following table calculates our free cash flow for the three and six months ended June 30:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Cash provided by operating activities	\$ 361.9	\$ 295.7	\$ 795.6	\$ 594.8
Purchases of property and equipment	(184.5)	(177.0)	(481.7)	(385.4)
Proceeds from sales of property and equipment	9.4	6.7	16.3	12.6
Free cash flow	<u>\$ 186.8</u>	<u>\$ 125.4</u>	<u>\$ 330.2</u>	<u>\$ 222.0</u>

We define adjusted free cash flow, which is not a measure determined in accordance with GAAP, as cash provided by operating activities, less property and equipment received, plus proceeds from sales of property and equipment, plus merger related expenditures, net of tax, plus the tax settlement related to BFI risk management companies. The following table calculates our adjusted free cash flow for the six months ended June 30:

	Six Months Ended June 30, 2011	Six Months Ended June 30, 2010
Cash provided by operating activities	\$ 795.6	594.8
Property and equipment received	(387.6)	(327.9)
Proceeds from sales of property and equipment	16.3	12.6
Merger related expenditures, net of tax	1.7	11.9
Divestiture related tax payments	9.0	—
Tax settlement related to BFI risk management companies	—	110.6
Adjusted free cash flow	<u>\$ 435.0</u>	<u>\$ 402.0</u>

We believe that the presentation of adjusted free cash flow provides useful information regarding our recurring cash provided by operating activities after expenditures for property and equipment received, plus proceeds from sales of property and equipment, plus merger related expenditures, net of tax, plus the settlement related to BFI risk management companies. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or to which we have committed such as debt service requirements and dividend payments. Our definition of adjusted free cash flow may not be comparable to similarly titled measures presented by other companies.

Purchases of property and equipment as reflected on our consolidated statements of cash flows and the free cash flow presented above represent amounts paid during the period for such expenditures. A reconciliation of property and equipment reflected on our consolidated statements of cash flows to property and equipment received during the period is as follows for the three and six months ended June 30:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Purchases of property and equipment per the unaudited consolidated statements of cash flows	\$ 184.5	\$ 177.0	\$ 481.7	\$ 385.4
Adjustments for property and equipment received during the prior period but paid for in the following period, net	34.1	22.6	(94.1)	(57.5)
Property and equipment received during the period	<u>\$ 218.6</u>	<u>\$ 199.6</u>	<u>\$ 387.6</u>	<u>\$ 327.9</u>

The adjustments noted above do not affect our net change in cash and cash equivalents as reflected in our consolidated statements of cash flows.

As of June 30, 2011 and 2010, accounts receivable were \$872.3 million and \$898.4 million, net of allowance for doubtful accounts of \$47.1 million and \$52.5 million, resulting in days sales outstanding of approximately 38 (or 25 net of deferred revenue) and 40 (or 25 net of deferred revenue), respectively.

CASH DIVIDENDS

In April 2011, we paid a cash dividend of \$75.8 million to stockholders of record as of April 1, 2011. As of June 30, 2011, we recorded a dividend payable of \$75.3 million to stockholders of record at the close of business on July 1, 2011, which was paid on July 15, 2011. In July 2011, our board of directors approved a 10.0% increase in the regular quarterly dividend. The quarterly dividend of \$0.22 per share will be paid on October 17, 2011 to stockholders of record on October 3, 2011.

STOCK REPURCHASE PROGRAM

In November 2010, our board of directors approved a share repurchase program pursuant to which we may repurchase up to \$400.0 million of our outstanding shares of common stock. As of June 30, 2011, we had used \$303.2 million under the program to repurchase 10.1 million shares at an average cost per share of \$30.08. We expect to use the remaining funds in this program to repurchase shares during 2011.

2011 FINANCIAL GUIDANCE

Adjusted Diluted Earnings per Share

The following is a summary of anticipated adjusted diluted earnings per share for the year ended December 31, 2011, which excludes loss on extinguishment of debt and loss on the disposition of assets and impairments, net:

	(Anticipated) Year Ended December 31, 2011
Diluted earnings per share	\$ 1.50 - 1.53
Loss on extinguishment of debt	0.32
Loss on disposition of assets and impairments, net	0.04
Adjusted diluted earnings per share	<u>\$ 1.86 - 1.89</u>

We believe that the presentation of adjusted diluted earnings per share, which excludes loss on extinguishment of debt and loss on the disposition of assets and impairments, net provides an understanding of operational activities before the financial impact of certain items. We use this measure, which is not a measure determined in accordance with GAAP, and believe investors will find it helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. Comparable charges and costs have been incurred in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Our definition of adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Adjusted Free Cash Flow

We define adjusted free cash flow, which is not a measure determined in accordance with GAAP, as cash provided by operating activities, less property and equipment received, plus proceeds from sales of property and equipment, plus merger related expenditures, net of tax, plus tax settlement payments related to BFI risk management companies, plus divestiture related tax payments. Our anticipated adjusted free cash flow for the year ended December 31, 2011 is calculated as follows:

	(Anticipated) Year Ended December 31, 2011
Cash provided by operating activities	\$ 1,645 - 1,670
Property and equipment received	(830)
Proceeds from sales of property and equipment	25
Tax settlement related to BFI risk management companies	15
Divestiture related tax payments	20
Adjusted free cash flow	<u>\$ 875 - 900</u>

Purchases of property and equipment as reflected on our consolidated statements of cash flows represent amounts paid during the

period for such expenditures. A reconciliation of property and equipment reflected on our consolidated statements of cash flows to property and equipment received during the period is as follows:

	(Anticipated) Year Ended December 31, 2011
Purchases of property and equipment per the unaudited consolidated statements of cash flow	\$ 950
Adjustments for property and equipment received during the prior period but paid for in the following period, net	(120)
Property and equipment received during the period	<u>\$ 830</u>

We believe that the presentation of adjusted free cash flow provides useful information regarding our recurring cash provided by operating activities after expenditures for property and equipment received, plus proceeds from sales of property and equipment, plus merger related expenditures, net of tax, plus tax settlement payments related to BFI risk management companies, plus divestiture related tax payments. It also demonstrates our ability to execute our financial strategy and is a key metric we use to determine compensation. The presentation of adjusted free cash flow has material limitations. Adjusted free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or that we have committed such as debt service requirements and dividend payments. Our definition of adjusted free cash flow may not be comparable to similarly titled measures presented by other companies.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking information about us that is intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as “guidance,” “expect,” “will,” “may,” “anticipate,” “plan,” “estimate,” “project,” “intend,” “should,” “can,” “likely,” “could,” and similar expressions are intended to identify forward-looking statements. These statements include statements about our plans, strategies and prospects. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of our management and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that the expectations will prove to be correct. Among the factors that could cause actual results to differ materially from the expectations expressed in the forward-looking statements are:

- the impact on us of our substantial indebtedness, including on our ability to obtain financing on acceptable terms to finance our operations and growth strategy and to operate within the limitations imposed by financing arrangements;
- general economic and market conditions, including the current global economic and financial market crisis, inflation and changes in commodity pricing, fuel, labor, risk and health insurance and other variable costs that are generally not within our control, and our exposure to credit and counterparty risk;
- whether our estimates and assumptions concerning our selected balance sheet accounts, income tax accounts, final capping, closure, post-closure and remediation costs, available airspace, and projected costs and expenses related to our landfills and property and equipment (including our estimates of the fair values of the assets and liabilities acquired in our acquisition of Allied), and labor, fuel rates and economic and inflationary trends, turn out to be correct or appropriate;
- competition and demand for services in the solid waste industry;
- the fact that price increases to our customers may not be adequate to offset the impact of increased costs, including labor, third-party disposal and fuel, and may cause us to lose volume;
- our ability to manage growth and execute our growth strategy;
- our compliance with, and future changes in, environmental and flow control regulations and our ability to obtain approvals from regulatory agencies in connection with operating and expanding our landfills;
- our ability to retain our investment grade ratings for our debt;
- our dependence on key personnel;
- our dependence on large, long-term collection, transfer and disposal contracts;
- our business is capital intensive and may consume cash in excess of cash flow from operations;

- any exposure to environmental liabilities, to the extent not adequately covered by insurance, could result in substantial expenses;
- risks associated with undisclosed liabilities of acquired businesses;
- risks associated with pending and future legal proceedings, including litigation, audits or investigations brought by or before any governmental body;
- severe weather conditions, which could impair our financial results by causing increased costs, loss of revenue, reduced operational efficiency or disruptions to our operations;
- compliance with existing and future legal and regulatory requirements, including limitations or bans on disposal of certain types of wastes or on the transportation of waste, which could limit our ability to conduct or grow our business, increase our costs to operate or require additional capital expenditures;
- workforce factors, including potential increases in our costs if we are required to provide additional funding to any multi-employer pension plan to which we contribute and the negative impact on our operations of union organizing campaigns, work stoppages or labor shortages;
- the negative effect that trends toward requiring recycling, waste reduction at the source and prohibiting the disposal of certain types of wastes could have on volumes of waste going to landfills;
- changes by the Financial Accounting Standards Board or other accounting regulatory bodies to generally accepted accounting principles or policies; and
- acts of war, riots or terrorism, including the events taking place in the Middle East and the continuing war on terrorism, as well as actions taken or to be taken by the United States or other governments as a result of further acts or threats of terrorism, and the impact of these acts on economic, financial and social conditions in the United States.

The risks included here are not exhaustive. Refer to “Part I, Item 1A — Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2010 for further discussion regarding our exposure to risks. Additionally, new risk factors emerge from time to time and it is not possible for us to predict all such risk factors, or to assess the impact such risk factors might have on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except to the extent required by applicable law or regulation, we undertake no obligation to update or publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

REPUBLIC CONTACTS

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**REPUBLIC SERVICES, INC.
INCREASES QUARTERLY DIVIDEND BY
10% TO \$0.22 PER SHARE**

Phoenix, AZ, July 28, 2011 — Republic Services, Inc. (NYSE: RSG) announced today that its Board of Directors has approved a 10.0% increase in the Company's regular quarterly dividend. The quarterly dividend of \$0.22 per share will be paid on October 17, 2011 to stockholders of record on October 3, 2011.

Donald W. Slager, President and Chief Executive Officer of Republic Services, said, "Republic Services has an established track record of increasing cash returns to stockholders. Our board of directors has authorized a 10.0% increase in the quarterly dividend to \$0.22 per share. Our predictable and stable free cash flow performance allows the Company to increase cash returns while maintaining a strong capital structure and investment grade ratings."

About Republic

Republic Services, Inc. provides recycling and solid waste collection, transfer and disposal services in the United States. The Company's various operating units, including collection companies, transfer stations, recycling centers and landfills, are focused on providing reliable environmental services and solutions for commercial, industrial, municipal and residential customers. For more information, visit the Republic Services website at www.republicservices.com. The Company participates in investor presentations and conferences throughout the year. Interested parties can find a schedule of these conferences at www.republicservices.com by selecting "Calendar" under the Investor Relations tab. Live audio presentations from earnings calls and investor conferences are webcast on the Republic website.