WASTE MANAGEMENT INC
Form 10-Q
July 29, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2014

or

¨ **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	**73-1309529**
(State or other jurisdiction of incorporation or organization)	*(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 þ No ¨

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 þ 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 þ 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 þ

The number of shares of Common Stock, $0.01 par value, of the registrant outstanding at July 22, 2014 was 466,401,578 (excluding treasury shares of 163,880,883).

PART I.

Item 1. ***Financial Statements.***

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In Millions, Except Share and Par Value Amounts)

	June 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 137	$ 58
Accounts receivable, net of allowance for doubtful accounts of $32 and $33, respectively	1,710	1,699
Other receivables	87	111
Investment in unconsolidated entity		177
Parts and supplies	166	178
Deferred income taxes	106	113
Other assets	149	163
Total current assets	2,355	2,499
Property and equipment, net of accumulated depreciation and amortization of $16,998 and $16,723, respectively	12,031	12,344
Goodwill	6,094	6,070
Other intangible assets, net	493	529
Investments in unconsolidated entities	419	414
Other assets	787	747
Total assets	$ 22,179	$ 22,603
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 692	$ 744
Accrued liabilities	1,031	1,069
Deferred revenues	471	475
Current portion of long-term debt	786	726
Total current liabilities	2,980	3,014
Long-term debt, less current portion	9,011	9,500
Deferred income taxes	1,796	1,842
Landfill and environmental remediation liabilities	1,540	1,518
Other liabilities	705	727
Total liabilities	16,032	16,601
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	4,624	4,596
Retained earnings	6,376	6,289
Accumulated other comprehensive income	135	154
Treasury stock at cost, 164,396,943 and 165,961,646 shares, respectively	(5,288)	(5,338)
Total Waste Management, Inc. stockholders equity	5,853	5,707

Noncontrolling interests		294		295
Total equity		6,147		6,002
Total liabilities and equity	$	22,179	$	22,603

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In Millions, Except per Share Amounts)

(Unaudited)

	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Operating revenues	$ 3,561	$ 3,526	$ 6,957	$ 6,862
Costs and expenses:				
Operating	2,301	2,311	4,533	4,520
Selling, general and administrative	353	353	728	743
Depreciation and amortization	339	339	656	662
Restructuring	1	2	2	10
(Income) expense from divestitures, asset impairments and unusual items	35	11	37	15
	3,029	3,016	5,956	5,950
Income from operations	532	510	1,001	912
Other income (expense):				
Interest expense, net	(115)	(121)	(236)	(242)
Equity in net losses of unconsolidated entities	(13)	(8)	(22)	(16)
Other, net	(2)	2	(5)	(9)
	(130)	(127)	(263)	(267)
Income before income taxes	402	383	738	645
Provision for income taxes	180	127	279	213
Consolidated net income	222	256	459	432
Less: Net income attributable to noncontrolling interests	12	12	21	20
Net income attributable to Waste Management, Inc.	$ 210	$ 244	$ 438	$ 412
Basic earnings per common share	$ 0.45	$ 0.52	$ 0.94	$ 0.88
Diluted earnings per common share	$ 0.45	$ 0.52	$ 0.94	$ 0.88
Cash dividends declared per common share	$ 0.375	$ 0.365	$ 0.75	$ 0.73

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Millions)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Consolidated net income	$ 222	$ 256	$ 459	$ 432
Other comprehensive income (loss), net of taxes:				
Derivative instruments, net	4	12	(2)	10
Available-for-sale securities, net	2	(1)	2	
Foreign currency translation adjustments	40	(37)	(19)	(69)
Post-retirement benefit obligation, net				
Other comprehensive income (loss), net of taxes	46	(26)	(19)	(59)
Comprehensive income	268	230	440	373
Less: Comprehensive income attributable to noncontrolling interests	12	12	21	20
Comprehensive income attributable to Waste Management, Inc.	$ 256	$ 218	$ 419	$ 353

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Millions)

(Unaudited)

	Six Months Ended June 30, 2014	2013
Cash flows from operating activities:		
Consolidated net income	$ 459	$ 432
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	656	662
Deferred income tax benefit	(48)	(29)
Interest accretion on landfill liabilities	43	43
Interest accretion on and discount rate adjustments to environmental remediation liabilities and recovery assets	2	(7)
Provision for bad debts	19	25
Equity-based compensation expense	29	34
Excess tax benefits associated with equity-based transactions	(1)	(7)
Net gain from disposal of assets	(25)	(10)
Effect of (income) expense from divestitures, asset impairments and unusual items and other	37	26
Equity in net losses of unconsolidated entities, net of dividends	22	16
Change in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Receivables	(8)	(4)
Other current assets	11	3
Other assets	13	(5)
Accounts payable and accrued liabilities	(16)	(32)
Deferred revenues and other liabilities	(54)	(25)
Net cash provided by operating activities	1,139	1,122
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(26)	(210)
Capital expenditures	(474)	(501)
Proceeds from divestitures of businesses and other assets (net of cash divested)	266	74
Net receipts from (deposits to) restricted trust and escrow accounts	11	(2)
Investments in unconsolidated entities	(11)	(24)
Other	(60)	(30)
Net cash used in investing activities	(294)	(693)
Cash flows from financing activities:		
New borrowings	1,500	461
Debt repayments	(1,925)	(658)
Cash dividends	(349)	(341)
Exercise of common stock options	31	98
Excess tax benefits associated with equity-based transactions	1	7
Distributions paid to noncontrolling interests	(22)	(32)
Other	(2)	
Net cash used in financing activities	(766)	(465)
Effect of exchange rate changes on cash and cash equivalents		(4)
Increase (decrease) in cash and cash equivalents	79	(40)
Cash and cash equivalents at beginning of period	58	194
Cash and cash equivalents at end of period	$ 137	$ 154

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In Millions, Except Shares in Thousands)

(Unaudited)

	Waste Management, Inc. Stockholders Equity								
		Common Stock				Accumulated Other Comprehensive Income (Loss)	Treasury Stock		
	Total	Shares	Amounts	Additional Paid-In Capital	Retained Earnings		Shares	Amounts	Noncontrolling Interests
Balance, December 31, 2013	$ 6,002	630,282	$ 6	$ 4,596	$ 6,289	$ 154	(165,962)	$ (5,338)	$ 295
Consolidated net income	459				438				21
Other comprehensive income (loss), net of taxes	(19)					(19)			
Cash dividends	(349)				(349)				
Equity-based compensation transactions, including dividend equivalents, net of taxes	76			28	(2)		1,562	50	
Distributions paid to noncontrolling interests	(22)								(22)
Other							3		
Balance, June 30, 2014	$ 6,147	630,282	$ 6	$ 4,624	$ 6,376	$ 135	(164,397)	$ (5,288)	$ 294

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 beneficiaries as described in Note 13. 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., i 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.

We evaluate, oversee and manage the financial performance of our Solid Waste business subsidiaries through our 17 geographic Areas. 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, 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, 2014 and for the three and six months ended June 30, 2014 and 2013 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, 2013.

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 precision from available data or simply cannot be calculated. In some cases, these estimates are 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.

Reclassifications

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

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Landfill and Environmental Remediation Liabilities

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

	June 30, 2014			December 31, 2013		
	Landfill	Environmental Remediation	Total	Landfill	Environmental Remediation	Total
Current (in accrued liabilities)	$ 92	$ 35	$ 127	$ 95	$ 35	$ 130
Long-term	1,352	188	1,540	1,326	192	1,518
	$ 1,444	$ 223	$ 1,667	$ 1,421	$ 227	$ 1,648

The changes to landfill and environmental remediation liabilities are reflected in the table below (in millions):

	Landfill	Environmental Remediation
December 31, 2012	$ 1,338	$ 253
Obligations incurred and capitalized	59	
Obligations settled	(71)	(20)
Interest accretion	87	4
Revisions in estimates and interest rate assumptions	6	(6)
Acquisitions, divestitures and other adjustments	2	(4)
December 31, 2013	1,421	227
Obligations incurred and capitalized	26	
Obligations settled	(23)	(9)
Interest accretion	43	3
Revisions in estimates and interest rate assumptions	(6)	2
Acquisitions, divestitures and other adjustments	(17)	
June 30, 2014	$ 1,444	$ 223

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 13 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, 2014:

	June 30, 2014	December 31, 2013
U.S. revolving credit facility, maturing July 2018 (weighted average interest rate of 1.2% at June 30, 2014 and December 31, 2013)	$ 105	$ 420
Letter of credit facilities, maturing through December 2016		
Canadian credit facility and term loan, maturing November 2017 (weighted average effective interest rate of 2.6% at June 30, 2014 and 2.7% at December 31, 2013)	351	414
Senior notes maturing through 2039, interest rates ranging from 2.60% to 7.75% (weighted average interest rate of 5.7% at June 30, 2014 and December 31, 2013)	6,279	6,287
Tax-exempt bonds, maturing through 2045, fixed and variable interest rates ranging from 0.04% to 5.7% (weighted average interest rate of 2.2% at June 30, 2014 and 2.3% at December 31, 2013)	2,649	2,664
Capital leases and other, maturing through 2055, interest rates up to 12%	413	441
	9,797	10,226
Current portion of long-term debt	786	726
	$ 9,011	$ 9,500

Debt Classification

As of June 30, 2014, we had (i) $517 million of debt maturing within the next 12 months, including $350 million of 6.375% senior notes that mature in March 2015 and $102 million of tax-exempt bonds; (ii) $105 million of short-term borrowings outstanding under the U.S. revolving credit facility ($2.25 billion revolving credit facility) and (iii) $905 million of tax-exempt borrowings subject to repricing within the next 12 months. Based on our intent and ability to refinance portions of our current obligations on a long-term basis as of June 30, 2014, including through use of forecasted available capacity under our $2.25 billion revolving credit facility, we have classified $741 million of this debt as long-term and the remaining $786 million as current obligations. The $741 million classified as long-term is less than our unused and available capacity under our $2.25 billion revolving credit facility of $1.3 billion discussed below due to expected decreases in such available capacity within the next 12 months.

Revolving Credit and Letter of Credit Facilities

As of June 30, 2014, we had an aggregate committed capacity of $2.65 billion for letters of credit under various U.S. credit facilities. Our $2.25 billion revolving credit facility expires in July 2018 and is our primary source of letter of credit capacity. Our remaining committed letter of credit capacity is provided under facilities with terms ending through December 2016. As of June 30, 2014, we had an aggregate of $1.3 billion of letters of credit outstanding under various credit facilities. Approximately $874 million of these letters of credit have been issued under our $2.25 billion revolving credit facility. As of June 30, 2014, we had outstanding borrowings under our $2.25 billion revolving credit facility of $105 million, leaving $1.3 billion of unused and available capacity.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We also have a Canadian credit agreement that matures in November 2017 and provides for C$150 million of revolving credit capacity. We have the ability to issue up to C$50 million of letters of credit under the Canadian revolving credit facility, which if utilized, reduces the amount of credit capacity available for borrowings. As of June 30, 2014, we had no letters of credit or borrowings outstanding under the credit facility.

Debt Borrowings and Repayments

$2.25 Billion Revolving Credit Facility During the first half of 2014, we made net repayments of $315 million under our $2.25 billion revolving credit facility with available cash.

Canadian Credit Facility and Term Loan We repaid C$65 million, or $60 million, of net advances under our Canadian credit facility and term loan during the six months ended June 30, 2014 with available cash.

Senior Notes In March 2014, we repaid $350 million of 5.0% senior notes that matured in March 2014 with borrowings under our $2.25 billion revolving credit facility. In May 2014, we issued $350 million of 3.5% senior notes due May 15, 2024. The net proceeds from the debt issuance were $347 million, all of which were used to repay borrowings under our $2.25 billion revolving credit facility.

Tax-Exempt Bonds During the six months ended June 30, 2014, we repaid $15 million of tax-exempt bonds with available cash.

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, 2014**	**December 31, 2013**
Foreign currency derivatives	Long-term other assets	$ 1	$ 2
Total derivative assets		$ 1	$ 2
Electricity commodity derivatives	Current accrued liabilities	$ 1	$ 3
Foreign currency derivatives	Current accrued liabilities	2	
Interest rate derivatives	Current accrued liabilities		28
Total derivative liabilities		$ 3	$ 31

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 12.

Fair Value Hedges

Interest Rate Swaps

In prior years, we entered into interest rate swaps to maintain a portion of our debt obligations at variable market interest rates. We designated these 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 $51 million as of June 30, 2014 and $59 million as of December 31, 2013. These fair value adjustments to long-term debt are being amortized as a reduction to interest expense using the effective interest method over the remaining term of the related senior notes, which extend through 2028. We recognized benefits to interest expense associated with the amortization of our terminated interest rate swaps of $3 million and $5 million for the three-month periods ended June 30, 2014 and 2013, respectively, and $8 million and $10 million for the six-month periods ended June 30, 2014 and 2013, respectively.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Cash Flow Hedges

Forward-Starting Interest Rate Swaps

During the first quarter of 2014, forward-starting interest rate swaps with a notional value of $175 million matured and we paid cash of $36 million to settle the associated liabilities. These swaps were designated as cash flow hedges and had been executed in prior years to hedge the risk of changes in semi-annual interest payments due to fluctuations in the forward ten-year LIBOR swap rate for an anticipated fixed-rate debt issuance that occurred in May 2014. Accordingly, the effective portion of the loss associated with the matured forward-starting swaps has been deferred as a component of Accumulated other comprehensive income and is being amortized to interest expense over the ten-year term of the related senior notes. The ineffectiveness realized during the second quarter of 2014 was not material.

At June 30, 2014 and December 31, 2013, our Accumulated other comprehensive income included $53 million and $34 million, respectively, of after-tax deferred losses related to all terminated swaps. These losses are being amortized as an increase to interest expense using the effective interest method over the ten-year term of the related senior notes, which extend through 2024. As of June 30, 2014, $11 million (on a pre-tax basis) is scheduled to be reclassified as an increase to interest expense over the next 12 months for these previously terminated swaps.

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 its Canadian subsidiaries. As of June 30, 2014, we had foreign exchange cross currency swaps outstanding for all of the anticipated cash flows associated with intercompany loans from WM Holdings to the wholly-owned Canadian subsidiaries. The hedged cash flows as of June 30, 2014 include C$370 million of total notional value. The scheduled principal payments of the loan and the related swaps are as follows: C$70 million due on October 31, 2016, C$150 million due on October 31, 2017 and C$150 million due on October 31, 2018. We designated these cross currency swaps as cash flow hedges. Gains or losses resulting from the remeasurement of the underlying non-functional currency intercompany loan are recognized in current earnings in the same financial statement line item as offsetting gains or losses on the related cross currency swaps.

Electricity Commodity Derivatives

We use short-term 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 1.73 million megawatt hours, or approximately 56%, of Wheelabrator s full year 2013 merchant electricity sales and the swaps executed through June 30, 2014 are expected to hedge approximately 482,000 megawatt hours, or approximately 16%, of Wheelabrator s full year 2014 merchant electricity sales. For each of the three- and six-month periods ended June 30, 2014, we hedged 17% of Wheelabrator s merchant electricity sales. For the three- and six-month periods ended June 30, 2013, we hedged 56% and 54%, respectively, of Wheelabrator s merchant electricity sales.

There was no significant ineffectiveness associated with our cash flow hedges during the three and six months ended June 30, 2014 or 2013. Refer to Note 11 for information regarding the impacts of our cash flow derivatives on our comprehensive income and results of operations.

Credit-Risk-Related Contingent Features

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, 2014 and December 31, 2013, 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, 2014 was 44.7% and 37.8%, respectively, compared with 33.2% and 33.0%, 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 difference between federal income taxes computed at the federal statutory rate and reported income taxes for the three and six months ended June 30, 2014 was primarily due to the divestiture of our Puerto Rico operations and certain other collection and landfill assets. We recognized a $25 million loss on the divestment as discussed in Notes 9 and 10. No tax benefit was recorded in connection with the loss. In addition, we incurred $32 million of tax charges to repatriate accumulated cash prior to the divestment. Also contributing to the difference for the three and six months ended June 30, 2014 was the unfavorable impact of state and local income taxes offset, in part, by the favorable impact of federal tax credits and the utilization of capital loss carryovers. The six month period also benefited from the revaluation of our deferred taxes and utilization of state net operating losses resulting from a change in state law. The difference between federal income taxes computed at the federal statutory rate and reported income taxes for the three and six months ended June 30, 2013 was primarily due to the favorable impact of federal tax credits and tax audit settlements offset, in part, by the unfavorable impact of state and local income taxes and tax implications related to impairments.

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 of operations and other reductions in the value of our investment in Equity in net losses of unconsolidated entities, within our Condensed Consolidated Statement of Operations. We recognized $2 million of net losses resulting from our share of the entity s operating losses during both the three and six months ended June 30, 2014, and $2 million and $3 million during the three and six months ended June 30, 2013, respectively. Our tax provision was reduced by $5 million and $8 million for the three and six months ended June 30, 2014, respectively, and by $6 million and $9 million for the three and six months ended June 30, 2013, respectively, primarily as a result of tax credits realized from this investment. See Note 13 for additional information related to this investment.

Investment in Low-Income Housing Properties 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, recognizing our share of the entity s results of operations and other reductions in the value of our investment in Equity in net losses of unconsolidated entities, within our Condensed Consolidated Statement 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, 2014, 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 $17 million (including $11 million of tax credits), respectively. 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. See Note 13 for additional information related to this investment.

Bonus Depreciation The American Taxpayer Relief Act of 2012 was signed into law on January 2, 2013 and included an extension for one year of the bonus depreciation allowance. As a result, 50% of qualifying

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

capital expenditures on property placed in service before January 1, 2014 were depreciated immediately. The acceleration of deductions on 2013 qualifying capital expenditures resulting from the bonus depreciation provisions had no impact on our effective income tax rate for 2013 although it reduced our cash taxes.

6. Earnings Per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Number of common shares outstanding at end of period	465.9	468.1	465.9	468.1
Effect of using weighted average common shares outstanding		(0.2)	(0.3)	(1.3)
Weighted average basic common shares outstanding	465.9	467.9	465.6	466.8
Dilutive effect of equity-based compensation awards and other contingently issuable shares	2.1	1.5	1.9	1.3
Weighted average diluted common shares outstanding	468.0	469.4	467.5	468.1
Potentially issuable shares	13.8	13.6	13.8	13.6
Number of anti-dilutive potentially issuable shares excluded from diluted common shares outstanding	0.8	1.2	2.8	3.2

7. Commitments and Contingencies

Financial Instruments We have obtained letters of credit, surety 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 $2.25 billion revolving credit facility and other credit facilities established for that purpose. These facilities are discussed further in Note 3. Surety bonds and insurance policies are supported by (i) a diverse group of third-party surety and insurance companies; (ii) an entity in which we have a noncontrolling financial interest or (iii) wholly-owned insurance companies, the sole business of which is to issue surety bonds and/or insurance policies on our behalf.

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

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

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 in connection with both consolidated and unconsolidated entities. Guarantee agreements outstanding as of June 30, 2014 include (i) guarantees of unconsolidated entities financial obligations maturing through 2020 for maximum future payments of $9 million and (ii) agreements guaranteeing certain market value losses for approximately 825 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 $190 million higher than the $223 million recorded in the Condensed Consolidated Financial Statements as of June 30, 2014. 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.

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As of June 30, 2014, we had been notified by the government that we are a PRP in connection with 75 locations listed on the EPA s Superfund National Priorities List, or NPL. Of the 75 sites at which claims have been made against us, 14 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 expect to receive any amounts due from other participating parties at or near the time that we make the remedial expenditures. The other 61 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, on April 30, 2014, the United States District Court for the District of Hawaii issued an indictment against Waste Management of Hawaii, Inc. (WMHI) and two employees of WMHI. The United States Attorney s Office for the District of Hawaii had been investigating water discharges at the Waimanalo Gulch Sanitary Landfill, which WMHI operates for the city and county of Honolulu, in connection with three major rainstorms in December 2010 and January 2011. The indictment alleges violations of the federal Clean Water Act, conspiracy and making false statements to the Hawaii Department of Health and the EPA. We are vigorously defending against this action. Given the early stage of this case and significant issues in dispute, we cannot currently predict an outcome or estimate a range of loss, but we could potentially be subject to sanctions, including requirements to pay monetary penalties.

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 a purported class action in 2008 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.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 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 agreements 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 agreements inherently involves 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 any person 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 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 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 covered 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. Any other circumstance resulting in a decline in Company

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

contributions to a multiemployer defined benefit pension plan through a reduction in the labor force, whether through attrition over time or through a business event (such as the discontinuation or nonrenewal of a customer contract, the decertification of a union, or relocation, reduction or discontinuance of certain operations) may also trigger a complete or partial withdrawal from one or more of these pension plans.

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 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. The Company believes there are no collective bargaining agreements remaining that require continuing contributions to this plan; however, this point is the subject of pending litigation with the trustees for 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 2013 and 2014 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 for tax years that date back to 2005, with the exception of affirmative claims in one jurisdiction that date back to 2000. We are not currently under audit in Canada and all tax years prior to 2009 are closed. In July 2011, we acquired Oakleaf Global Holdings (Oakleaf), which is subject to potential IRS examinations for the years 2010 and 2011. 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

Our senior management evaluates, oversees and manages the financial performance of our Solid Waste subsidiaries through our 17 geographic Areas. These 17 Areas constitute our operating segments and none of the Areas individually meet the quantitative criteria to be a separate reportable segment. We have evaluated the aggregation criteria and concluded that, based on 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,

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 income from operations 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 remaining Areas, including the Northwest and Mid-Atlantic regions of the United States and Eastern Canada. 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 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 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, 2014				
Solid Waste:				
Tier 1	$ 885	$ (138)	$ 747	$ 223
Tier 2	1,650	(310)	1,340	335
Tier 3	911	(151)	760	149
Solid Waste	3,446	(599)	2,847	707
Wheelabrator	206	(25)	181	20
Other	551	(18)	533	(29)
	4,203	(642)	3,561	698
Corporate and Other				(166)
Total	$ 4,203	$ (642)	$ 3,561	$ 532
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
Solid Waste	3,403	(596)	2,807	677
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

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Gross Operating Revenues	Intercompany Operating Revenues	Net Operating Revenues	Income from Operations
Six Months Ended:				
June 30, 2014				
Solid Waste:				
Tier 1	$ 1,735	$ (267)	$ 1,468	$ 441
Tier 2	3,152	(578)	2,574	619
Tier 3	1,758	(286)	1,472	273
Solid Waste	6,645	(1,131)	5,514	1,333
Wheelabrator	436	(52)	384	54
Other	1,098	(39)	1,059	(47)
	8,179	(1,222)	6,957	1,340
Corporate and Other				(339)
Total	$ 8,179	$ (1,222)	$ 6,957	$ 1,001
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
Solid Waste	6,588	(1,132)	5,456	1,291
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

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. 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.

Service disruptions caused by severe storms, extended periods of inclement weather or climate extremes can significantly affect the operating results of the affected Areas. On the other hand, 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.

9. Acquisitions and Divestitures

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, of which $20 million is guaranteed. The remaining $20 million of this consideration is contingent, based on changes in certain recyclable commodity indexes, and had an estimated fair value at closing of $16 million. Greenstar was an operator of recycling and resource recovery facilities. This acquisition provides the Company s customers with greater access to recycling solutions, having supplemented our extensive nationwide recycling network with the operations of one of the nation s largest private recyclers.

Goodwill of $122 million was calculated as the excess of the consideration paid over the net assets recognized and represents the future economic benefits expected to arise from other assets acquired that could not be individually identified and separately recognized. 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. There were no material adjustments to the purchase price allocation from the date of acquisition.

RCI Environnement, Inc. On July 5, 2013, we paid C$509 million, or $481 million, to acquire substantially all of the assets of RCI Environnement, Inc. (RCI), the largest waste management company in Quebec, and certain related entities. Total consideration, inclusive of amounts for estimated working capital, was C$515 million, or $487 million. RCI provides collection, transfer, recycling and disposal operations throughout the Greater Montreal area. The acquired RCI operations complement and expand the Company s existing assets and operations in Quebec.

Goodwill of $191 million was calculated as the excess of the consideration paid over the net assets recognized and represents the future economic benefits expected to arise from other assets acquired that could not be individually identified and separately recognized. Goodwill has been assigned to our Eastern Canada Area as it is expected to benefit from the synergies of the combination. A portion of goodwill related to this acquisition is deductible for income tax purposes in accordance with Canadian tax law.

The allocation of the purchase price for the RCI acquisition is final. The following table presents the adjustments since the acquisition date to the allocation of the purchase price for RCI (in millions):

	RCI		
	July 5, 2013	**Adjustments**	**June 30, 2014**
Accounts and other receivables	$ 32	$	$ 32
Property and equipment	118	(1)	117
Goodwill	177	14	191
Other intangible assets	169		169
Deferred revenues	(4)		(4)
Landfill and environmental remediation liabilities	(1)		(1)
Deferred income taxes, net		(14)	(14)
Long-term debt, less current portion	(4)	1	(3)
Total purchase price	$ 487	$	$ 487

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table presents the final allocation of the purchase price for RCI to other intangible assets (amounts in millions, except for amortization periods):

	RCI	
	Amount	**Weighted Average Amortization Periods (in Years)**
Customer relationships	$ 162	15.0
Trade name	7	5.0
Total other intangible assets subject to amortization	$ 169	14.6

The following pro forma consolidated results of operations have been prepared as if the acquisitions of Greenstar and RCI occurred at January 1, 2013 (in millions, except per share amounts):

	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013
Operating revenues	$ 3,572	$ 6,963
Net income attributable to Waste Management, Inc.	245	413
Basic earnings per common share	0.52	0.88
Diluted earnings per common share	0.52	0.88

Divestitures

In the second quarter of 2014, we sold our Puerto Rico operations and certain other collection and landfill assets which were included in Tier 3 and Tier 1, respectively, of our Solid Waste business. We received proceeds from the sale of $80 million, consisting of $65 million of cash and $15 million of preferred stock. The loss recognized related to the sale was $25 million and is recorded in (Income) expense from divestitures, asset impairments and unusual items in our Condensed Consolidated Statement of Operations.

10. Asset Impairments and Unusual Items

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

During the first half of 2014, we recognized net charges of $37 million, primarily related to a $25 million loss on the divestiture of our Puerto Rico operations and certain other collection and landfill assets as discussed further in Note 9 and a $12 million impairment charge due to the decision to close a waste processing facility.

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.

Other income (expense)

In the first quarter of 2014, we sold our investment in Shanghai Environment Group, which was part of our Wheelabrator business. We received cash proceeds from the sale of $155 million, which have been included in Proceeds from divestitures of businesses and other assets (net of cash divested) within Net cash used in investing activities in the Condensed Consolidated Statement of Cash Flows. The losses recognized related to the sale were not material and are recorded in Other, net in our Condensed Consolidated Statement of Operations.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the first quarter of 2013, we recognized impairment charges of $11 million relating to other-than-temporary declines in the value of investments in waste diversion technology companies accounted for under the cost method. We wrote down the carrying value of our investments to their fair value based on third-party investors recent transactions in these securities. Partially offsetting these charges was a $4 million gain on the sale of a similar investment recognized in the second quarter of 2013. These charges are recorded in Other, net in our Condensed Consolidated Statement of Operations.

11. 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, with amounts in parentheses representing debits to accumulated other comprehensive income):

	Derivative Instruments	Available-for-Sale Securities	Foreign Currency Translation Adjustments	Post-Retirement Benefit Plans	Total
Balance, December 31, 2013	$ (62)	$ 6	$ 208	$ 2	$ 154
Other comprehensive income (loss) before reclassifications net of tax expense (benefit) of $(7), $1, $0 and $0, respectively	(11)	2	(2)		(11)
Amounts reclassified from accumulated other comprehensive income net of tax (expense) benefit of $6, $0, $0 and $0, respectively	9		(17)		(8)
Net current period other comprehensive income (loss)	(2)	2	(19)		(19)
Balance, June 30, 2014	$ (64)	$ 8	$ 189	$ 2	$ 135

The amounts of other comprehensive income (loss) before reclassifications associated with our cash flow derivative instruments are as follows (in millions):

	Amount of Derivative Gain (Loss) Recognized in OCI (Effective Portion)			
	Three Months Ended June 30,		Six Months Ended June 30,	
Derivatives Designated as Cash Flow Hedges	**2014**	**2013**	**2014**	**2013**
Forward-starting interest rate swaps	$	$ 10	$ (8)	$ 12
Foreign currency derivatives	(12)	12	(2)	19
Electricity commodity derivatives	2	4	(8)	(6)
Total before tax	(10)	26	(18)	25
Tax (expense) benefit	4	(10)	7	(10)
Net of tax	$ (6)	$ 16	$ (11)	$ 15

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The significant amounts reclassified out of each component of accumulated other comprehensive income are as follows (in millions, with amounts in parentheses representing debits to the statement of operations classification):

Detail About Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income Three Months Ended June 30, 2014	2013	Six Months Ended June 30, 2014	2013	Statement of Operations Classification
Gains and losses on cash flow hedges:					
Forward-starting interest rate swaps	$ (4)	$ (2)	$ (5)	$ (4)	Interest expense
Treasury rate locks		(1)	(1)	(1)	Interest expense
Foreign currency derivatives	(13)	11		19	Other, net
Electricity commodity derivatives		(1)	(9)	(6)	Operating revenues
	(17)	7	(15)	8	Total before tax
	7	(3)	6	(3)	Tax (expense) benefit
Total reclassifications for the period	$ (10)	$ 4	$ (9)	$ 5	Net of tax

12. 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, 2014 Using: Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	$ 83	$ 83	$	$
Fixed-income securities	37		37	
Redeemable preferred stock	40			40
Foreign currency derivatives	1		1	
Total assets	$ 161	$ 83	$ 38	$ 40
Liabilities:				
Electricity commodity derivatives	$ 1	$	$ 1	$
Foreign currency derivatives	2		2	

Total liabilities	$ 3	$	$ 3	$

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

		Fair Value Measurements at December 31, 2013 Using		
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	$ 99	$ 99	$	$
Fixed-income securities	36		36	
Redeemable preferred stock	25			25
Foreign currency derivatives	2		2	
Total assets	$ 162	$ 99	$ 38	$ 25
Liabilities:				
Interest rate derivatives	$ 28	$	$ 28	$
Electricity commodity derivatives	3		3	
Total liabilities	$ 31	$	$ 31	$

(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 analysis, third-party appraisals or industry multiples and public comparables. The increase in the fair value of our redeemable preferred stock at June 30, 2014 compared to December 31, 2013 is related to $15 million of preferred stock acquired in conjunction with the sale of our Puerto Rico operations and certain other collection and landfill assets, which is discussed in Note 9. There has not been any significant change in the fair value of the redeemable preferred stock outstanding at December 31, 2013 since our assessment at that time.

Fair Value of Debt

At June 30, 2014, the carrying value of our debt was approximately $9.8 billion compared with approximately $10.2 billion at December 31, 2013. 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 $11.0 billion at both June 30, 2014 and December 31, 2013. 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.

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, 2014 and December 31, 2013. These amounts have not been revalued since those dates, and current estimates of fair value could differ significantly from the amounts presented.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. 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; (ii) those that represent a significant interest in an unconsolidated entity and (iii) trusts for final capping, closure, post-closure or environmental remediation obligations for both consolidated and unconsolidated variable interest entities.

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, 2014 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 early 2015 and Hancock to achieve its targeted return on LLC I in mid-2015. 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 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, 2014 and December 31, 2013, our Condensed Consolidated Balance Sheets included $278 million and $284 million, respectively, of net property and equipment associated with the LLCs waste-to-energy facilities and $243 million and $239 million, respectively, in noncontrolling interests associated with Hancock s and CIT s interests in the LLCs. We recognized reductions in consolidated earnings of $10 million and $21 million for the three and six months ended June 30, 2014, respectively, and $11 million and $22 million for the three and six months ended June 30, 2013, 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.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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. We determined that we are not the primary beneficiary of the JV, as all major decisions of the JV require either majority vote or unanimous consent of the directors (who are appointed in equal numbers by us and our Partner) or unanimous consent of the two shareholders of the JV. As such, our Partner shares equally in the power to direct the activities of the JV that most significantly impact its economic performance. Accordingly, we account for this investment under the equity method of accounting and do not consolidate this entity.

Through June 30, 2014, we had funded approximately £18 million, or $31 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 Norfolk County Council (the Council), which awarded the project to the JV. The losses incurred on these derivatives will ultimately be recoverable from the Council under the terms of the project, and accordingly, are not reflected in our Equity in net losses of unconsolidated entities.

Following delays in obtaining planning approval, the Council held a special meeting on April 7, 2014 and voted to terminate the project agreement with the JV. The JV then exercised its right to accelerate the effective date of the project agreement s termination to May 16, 2014. The Council now is obligated to reimburse the JV up to £34 million, or $58 million, based on the exchange rate as of June 30, 2014, in termination fees and reimbursements required by its agreements with the JV. As a result, any impairment resulting from the termination of the project that we record on account of our interest in the JV will not be material.

Investment in Refined Coal Facility In January 2011, we acquired a noncontrolling interest in a limited liability company established to invest in and manage a refined coal facility. Along with the other 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, 2014 and December 31, 2013, our investment balance was $33 million and $27 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 Low-Income Housing Properties 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. At June 30, 2014 and December 31, 2013, our investment balance was $116 million and $129 million, respectively, and our debt balance was $116 million and $128 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 $128 million at June 30, 2014 and $125 million at December 31, 2013. 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 Consolidated Balance Sheet, as appropriate. Our investments and receivables related to these trusts had an aggregate carrying value of $112 million and $110 million as of June 30, 2014 and December 31, 2013, respectively.

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.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. 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, 2014

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$	$	$ 137	$	$ 137
Other current assets		6	2,212		2,218
		6	2,349		2,355
Property and equipment, net			12,031		12,031
Investments in and advances to affiliates	11,924	16,774	4,993	(33,691)	
Other assets	42	27	7,724		7,793
Total assets	$ 11,966	$ 16,807	$ 27,097	$ (33,691)	$ 22,179
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of long-term debt	$ 456	$	$ 330	$	$ 786
Accounts payable and other current liabilities	77	13	2,104		2,194
	533	13	2,434		2,980
Long-term debt, less current portion	5,580	449	2,982		9,011
Other liabilities			4,041		4,041
Total liabilities	6,113	462	9,457		16,032
Equity:					
Stockholders equity	5,853	16,345	17,346	(33,691)	5,853
Noncontrolling interests			294		294
	5,853	16,345	17,640	(33,691)	6,147
Total liabilities and equity	$ 11,966	$ 16,807	$ 27,097	$ (33,691)	$ 22,179

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING BALANCE SHEETS (Continued)

December 31, 2013

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$	$	$ 58	$	$ 58
Other current assets		6	2,435		2,441
		6	2,493		2,499
Property and equipment, net			12,344		12,344
Investments in and advances to affiliates	12,133	16,246	4,268	(32,647)	
Other assets	42	12	7,706		7,760
Total assets	$ 12,175	$ 16,264	$ 26,811	$ (32,647)	$ 22,603
LIABILITIES AND EQUITY					
Current liabilities:					
Current portion of long-term debt	$ 587	$	$ 139	$	$ 726
Accounts payable and other current liabilities	109	13	2,166		2,288
	696	13	2,305		3,014
Long-term debt, less current portion	5,772	449	3,279		9,500
Other liabilities			4,087		4,087
Total liabilities	6,468	462	9,671		16,601
Equity:					
Stockholders equity	5,707	15,802	16,845	(32,647)	5,707
Noncontrolling interests			295		295
	5,707	15,802	17,140	(32,647)	6,002
Total liabilities and equity	$ 12,175	$ 16,264	$ 26,811	$ (32,647)	$ 22,603

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

Three Months Ended June 30, 2014

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	$	$	$ 3,561	$	$ 3,561
Costs and expenses		(34)	3,063		3,029
Income from operations		34	498		532
Other income (expense):					
Interest expense, net	(87)	(8)	(20)		(115)
Equity in earnings of subsidiaries, net of taxes	262	233		(495)	
Other, net			(15)		(15)
	175	225	(35)	(495)	(130)
Income before income taxes	175	259	463	(495)	402
Provision for (benefit from) income taxes	(35)	(3)	218		180
Consolidated net income	210	262	245	(495)	222
Less: Net income attributable to noncontrolling interests			12		12
Net income attributable to Waste Management, Inc.	$ 210	$ 262	$ 233	$ (495)	$ 210

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 expense, net	(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

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (Continued)

Six Months Ended June 30, 2014

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Operating revenues	$	$	$ 6,957	$	$ 6,957
Costs and expenses		(34)	5,990		5,956
Income from operations		34	967		1,001
Other income (expense):					
Interest expense, net	(174)	(16)	(46)		(236)
Equity in earnings of subsidiaries, net of taxes	543	519		(1,062)	
Other, net			(27)		(27)
	369	503	(73)	(1,062)	(263)
Income before income taxes	369	537	894	(1,062)	738
Provision for (benefit from) income taxes	(69)	(6)	354		279
Consolidated net income	438	543	540	(1,062)	459
Less: Net income attributable to noncontrolling interests			21		21
Net income attributable to Waste Management, Inc.	$ 438	$ 543	$ 519	$ (1,062)	$ 438

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 expense, net	(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

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, 2014					
Comprehensive income	$ 213	$ 262	$ 288	$ (495)	$ 268
Less: Comprehensive income attributable to noncontrolling interests			12		12
Comprehensive income attributable to Waste Management, Inc.	$ 213	$ 262	$ 276	$ (495)	$ 256
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

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Six Months Ended June 30, 2014					
Comprehensive income	$ 437	$ 543	$ 522	$ (1,062)	$ 440
Less: Comprehensive income attributable to noncontrolling interests			21		21
Comprehensive income attributable to Waste Management, Inc.	$ 437	$ 543	$ 501	$ (1,062)	$ 419
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

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

Six Months Ended June 30, 2014

(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:					
Consolidated net income	$ 438	$ 543	$ 540	$ (1,062)	$ 459
Equity in earnings of subsidiaries, net of taxes	(543)	(519)		1,062	
Other adjustments	(39)		719		680
Net cash provided by (used in) operating activities	(144)	24	1,259		1,139
Cash flows from investing activities:					
Acquisitions of businesses, net of cash acquired			(26)		(26)
Capital expenditures			(474)		(474)
Proceeds from divestitures of businesses (net of cash divested) and other sales of assets		42	224		266
Net receipts from restricted trust and escrow accounts and other, net			(60)		(60)
Net cash provided by (used in) investing activities		42	(336)		(294)
Cash flows from financing activities:					
New borrowings	1,367		133		1,500
Debt repayments	(1,685)		(240)		(1,925)
Cash dividends	(349)				(349)
Exercise of common stock options	31				31
Distributions paid to noncontrolling interests and other	1		(24)		(23)
(Increase) decrease in intercompany and investments, net	779	(66)	(713)		
Net cash provided by (used in) financing activities	144	(66)	(844)		(766)
Effect of exchange rate changes on cash and cash equivalents					
Increase (decrease) in cash and cash equivalents			79		79
Cash and cash equivalents at beginning of period			58		58
Cash and cash equivalents at end of period	$	$	$ 137	$	$ 137

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS (Continued)

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	390		71		461
Debt repayments	(455)		(203)		(658)
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)

15. New Accounting Standard Pending Adoption

In May 2014, the Financial Accounting Standards Board (FASB) amended authoritative guidance associated with revenue recognition. The amended guidance requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the amendments will require enhanced qualitative and quantitative disclosures regarding customer contracts. The amended authoritative guidance associated with revenue recognition is effective for the Company January 1, 2017. The amended guidance may be applied retrospectively for all periods presented or retrospectively with the cumulative effect of initially applying the amended guidance recognized at the date of initial application. We are in the process of assessing the provisions of the amended guidance and have not determined whether the adoption will have a material impact on our consolidated financial statements.

16. Subsequent Event

On July 25, 2014, the Company signed a definitive Stock Purchase Agreement to sell our Wheelabrator business to an affiliate of Energy Capital Partners for $1.94 billion in cash, subject to certain post-closing adjustments. Closing of the sale is expected to occur by the end of 2014, subject to the satisfaction of customary closing conditions and receipt of regulatory approvals. In conjunction with the sale, the Company will enter into a long-term agreement to supply waste to certain Wheelabrator facilities upon closing.

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, 2013.

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, fo estimate, intend, and words of a 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 business and financial statements for 2014 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, increased indebtedness, asset impairments, business disruption, employee distraction, and regulatory issues;
- compliance with existing or future regulations may 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;

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;

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

we are increasingly dependent on the availability of compressed natural gas (CNG) and CNG fueling infrastructure and vulnerable to CNG prices; difficulty obtaining CNG and increases in CNG prices could increase our operating costs;

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;

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 or to refinance our debt obligations, including near-term maturities, on terms consistent with current borrowings, 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;

- changes in oil and gas prices and drilling activity, and changes in applicable regulations, could adversely affect our Energy and Environmental Services business;

- 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, we are helping industries, communities and individuals reduce, reuse and remove waste better through sound sustainability strategies. We have a precise day-to-day focus on collecting and handling our customers waste efficiently and responsibly. Meanwhile, we are also developing and implementing new ways to handle and extract value from waste. Our employees are committed to delivering environmental performance our mission 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, our customers and the communities we serve and the environment.

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

- Pursue improved profitability 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, recycling and other 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 solutions.

Highlights of our financial results for the current quarter include:

Revenues of $3,561 million compared with $3,526 million in the second quarter of 2013, an increase of $35 million, or 1.0%. This increase in revenues is primarily attributable to (i) positive revenue growth from yield on our collection and disposal operations of $66 million, or 2.3%, and (ii) acquisitions, particularly the acquisition of the RCI operations in July 2013, which increased revenue by $37 million. These increases were partially offset by lower volumes and divestitures, which decreased our revenues by $51 million and $14 million, respectively;

Operating expenses of $2,301 million, or 64.6% of revenues, compared with $2,311 million, or 65.5% of revenues, in the second quarter of 2013. This decrease of $10 million is largely driven by improvements in our recycling business, partially offset by operating costs associated with the acquired RCI operations;

Selling, general and administrative expenses remained flat at $353 million compared to the second quarter of 2013, driven primarily by a favorable litigation resolution and our continued cost control initiatives;

Income from operations of $532 million, or 14.9% of revenues, compared with $510 million, or 14.5% of revenues, in the second quarter of 2013; and

Net income attributable to Waste Management, Inc. of $210 million, or $0.45 per diluted share, as compared with $244 million, or $0.52 per diluted share in the second quarter of 2013.

Our second quarter of 2014 results were affected by the following:

The recognition of a pre-tax loss of $25 million on the divestiture of our Puerto Rico operations and certain other collection and landfill assets. No tax benefit was recorded in connection with the loss. In addition, we incurred $32 million of tax charges to repatriate accumulated cash prior to the divestment. These charges had a negative impact of $0.12 on our diluted earnings per share; and

The recognition of other net pre-tax charges of $16 million, primarily as a result of a $12 million impairment charge due to the decision to close a waste processing facility. These charges had a negative impact of $0.03 on our diluted earnings per share.

Our second quarter of 2013 results were 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 charges had a negative impact of $0.02 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 and other assets (net of cash divested). 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 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.

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 Ended June 30,		Six Months Ended June 30,	
	2014	**2013**	**2014**	**2013**
Net cash provided by operating activities	$ 555	$ 545	$ 1,139	$ 1,122
Capital expenditures	(208)	(235)	(474)	(501)
Proceeds from divestitures of businesses and other assets (net of cash divested)	100	37	266	74
Free cash flow	$ 447	$ 347	$ 931	$ 695

When comparing our cash flows from operating activities for the three and six months ended June 30, 2014 to the comparable periods in 2013, the increases of $10 million and $17 million, respectively, were primarily related to the higher cash earnings in the current year and favorable working capital changes. These improvements were partially offset by (i) higher income tax payments in the current year, (ii) higher annual incentive plan payments made in the first quarter of 2014 when compared to 2013 and (iii) the settlement of forward-starting swap liabilities in the first quarter of 2014.

The increase in proceeds from divestitures of businesses and other assets (net of cash divested) is largely driven by (i) the sale of our investment in Shanghai Environment Group (SEG) in the first quarter of 2014, which was part of our Wheelabrator business, for $155 million; (ii) the sale of our Puerto Rico operations and certain other collection and landfill assets in the second quarter of 2014 for proceeds of $80 million, including $65 million in cash; and (iii) the sale of a vacant facility in the second quarter of 2014 for $19 million.

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, of which $20 million is guaranteed. The remaining $20 million of this consideration is contingent, based on changes in certain recyclable commodity indexes, and had an estimated fair value at closing of $16 million. Greenstar was an operator of recycling and resource recovery facilities. This acquisition provides the Company s customers with greater access to recycling solutions, having supplemented our extensive nationwide recycling network with the operations of one of the nation s largest private recyclers.

RCI Environnement, Inc. On July 5, 2013, we paid C$509 million, or $481 million, to acquire substantially all of the assets of RCI Environnement, Inc. (RCI), the largest waste management company in Quebec, and certain related entities. Total consideration, inclusive of amounts for estimated working capital, was C$515 million, or $487 million. RCI provides collection, transfer, recycling and disposal operations throughout the Greater Montreal area. The acquired RCI operations complement and expand the Company s existing assets and operations in Quebec.

Subsequent Event

On July 25, 2014, the Company signed a definitive Stock Purchase Agreement to sell our Wheelabrator business to an affiliate of Energy Capital Partners for $1.94 billion in cash, subject to certain post-closing adjustments. Closing of the sale is expected to occur by the end of 2014, subject to the satisfaction of customary closing conditions and receipt of regulatory approvals. In conjunction with the sale, the Company will enter into a long-term agreement to supply waste to certain Wheelabrator facilities upon closing.

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 precision from available data or simply cannot be calculated. In some cases, these estimates are 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, 2013. 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

We evaluate, oversee and manage the financial performance of our Solid Waste business subsidiaries through our 17 geographic Areas. 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 Strategic Business Solutions, Energy and Environmental Services, recycling brokerage services, electronic recycling 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. The following table summarizes revenues during each period (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Solid Waste:				
Tier 1	$ 885	$ 891	$ 1,735	$ 1,734
Tier 2	1,650	1,641	3,152	3,157
Tier 3	911	871	1,758	1,697
Solid Waste	3,446	3,403	6,645	6,588
Wheelabrator	206	215	436	420
Other	551	554	1,098	1,088
Intercompany	(642)	(646)	(1,222)	(1,234)
Total	$ 3,561	$ 3,526	$ 6,957	$ 6,862

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Commercial	$ 856	$ 855	$ 1,702	$ 1,695
Residential	643	652	1,278	1,297
Industrial	574	558	1,090	1,070
Other	88	68	165	126
Total collection	2,161	2,133	4,235	4,188
Landfill	732	716	1,364	1,344
Transfer	357	345	663	645
Wheelabrator	206	215	436	420
Recycling	351	366	698	724
Other	396	397	783	775
Intercompany	(642)	(646)	(1,222)	(1,234)
Total	$ 3,561	$ 3,526	$ 6,957	$ 6,862

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, 2014 vs. 2013		Period-to-Period Change for the Six Months Ended June 30, 2014 vs. 2013	
	Amount	As a % of Total Company(a)	Amount	As a % of Total Company(a)
Average yield(b)	$ 60	1.7%	$ 146	2.1%
Volume	(51)	(1.4)	(110)	(1.6)
Internal revenue growth	9	0.3	36	0.5
Acquisitions	54	1.5	108	1.6
Divestitures	(14)	(0.4)	(18)	(0.3)
Foreign currency translation	(14)	(0.4)	(31)	(0.4)
Total	$ 35	1.0%	$ 95	1.4%

(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 ($3,512 million and $6,844 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, 2014 vs. 2013		Period-to-Period Change for the Six Months Ended June 30, 2014 vs. 2013	
	Amount	**As a % of Related Business(i)**	**Amount**	**As a % of Related Business(i)**
Average yield:				
Collection, landfill and transfer	$ 67	2.4%	$ 138	2.5%
Waste-to-energy disposal(ii)	(1)	(0.9)	(1)	(0.5)
Collection and disposal(ii)	66	2.3	137	2.4
Recycling commodities	(13)	(3.6)	(27)	(3.8)
Electricity(ii)	2	3.1	29	21.2
Fuel surcharges and mandated fees	5	2.9	7	2.1
Total	$ 60	1.7%	$ 146	2.1%

(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, 2013 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	$ 2,798	$ 5,446
Waste-to-energy disposal	115	213
Collection and disposal	2,913	5,659
Recycling commodities	362	714
Electricity	65	137
Fuel surcharges and mandated fees	172	334
Total Company	$ 3,512	$ 6,844

(ii) Average revenue growth from yield for Collection and disposal excludes all electricity-related revenues generated by our Wheelabrator business which is reported as Electricity revenues.

Our revenues increased $35 million, or 1.0%, and $95 million, or 1.4%, for the three and six months ended June 30, 2014, respectively, as compared with the prior year period. Our current periods revenue growth has been driven by (i) increased revenue growth from our collection and disposal average yield; (ii) acquisitions, particularly the acquired RCI operations, which increased revenues by $37 million and $77 million for the three and six months ended June 30, 2014; (iii) higher electricity prices at our merchant waste-to-energy facilities, particularly in the first three months of 2014; and (iv) higher revenues provided by our fuel surcharge program. Offsetting these revenue increases were revenue declines due to lower volumes, lower recyclable commodity prices, divestitures, 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.

Revenue growth from collection and disposal average yield was $66 million, or 2.3%, and $137 million, or 2.4%, for the three and six months ended June 30, 2014, respectively, as compared with the prior year period. The details of our three principal collection lines of business are as follows (dollars in millions):

	Three Months Ended June 30, 2014		**Six Months Ended June 30, 2014**	
	Amount	**As a % of Related Business**	**Amount**	**As a % of Related Business**
Commercial	$ 32	4.2%	$ 67	4.4%
Industrial	22	4.2	48	4.9
Residential	10	1.6	17	1.3
	$ 64		$ 132	

Our year-over-year yield growth was driven largely by our pricing strategy implemented in 2013 that combined focused effort on price increases with lower rollbacks. Other drivers affecting the current period average yield include:

We instituted a fee in April 2013 to help us recover a portion of the significant regulatory costs and fees, such as host fees and disposal taxes, which have not been recouped by our pricing programs. This fee contributed approximately $14 million and $30 million to our revenue growth for the three and six months ended June 30, 2014, respectively, principally in our collection business, with the most significant impact in our commercial line of business.

Revenue growth from yield in our industrial line of business was aided by our continued expansion of the Energy and Environmental Services business, which typically has higher average rates due to extended transportation distances, special waste handling costs and higher disposal costs.

In our residential line of business, we are focused on bidding on contracts that improve our yield performance and increase our overall returns. Our effort to increase yield in our residential line of business is a challenge principally due 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.

Yield growth from our landfill and transfer station operations also increased for the three and six months ended June 30, 2014. 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.

Electricity Revenue increased $2 million and $29 million for the three and six months ended June 30, 2014, respectively, as compared with same prior year period. The year-to-date revenue increase is driven by higher prices at our merchant waste-to-energy facilities due to the exceptionally cold winter conditions that drove a higher demand for electricity in the first three months in 2014 as compared with the prior year period.

Recycling commodities Decreases in the prices of the recycling commodities we sold resulted in revenue declines of $13 million and $27 million for the three and six months ended June 30, 2014, respectively, compared with the same prior year periods.

Fuel surcharges and mandated fees These revenues, which are predominantly generated by our fuel surcharge program, increased by $5 million and $7 million for the three and six months ended June 30, 2014, respectively, driven in part, by higher fuel prices in the second quarter in 2014. These revenues fluctuate in response to changes in the national average prices for diesel fuel on which our surcharge is based. Although we experienced slightly lower year-over-year average fuel prices in the first six months of 2014 as compared with the prior year period, our fuel surcharge revenues increased as a result of a revision of the surcharge calculation implemented to better capture price increases intended to be recovered by the surcharge. The mandated fees included in this line item are primarily related to pass-through fees and taxes assessed by various state, county and municipal government agencies at our landfills and transfer stations.

Volume Changes in our volume caused our revenue to decrease $51 million, or 1.4%, and $110 million, or 1.6%, for the three and six months ended June 30, 2014, respectively, as compared with the comparable prior year period, driven by declines in our collection business. Our volume fluctuations are generally attributable to economic conditions, pricing changes, competition and diversion of waste by customers. Specifically, our revenue growth due to volume has been negatively affected by our pricing strategy implemented in 2013. We are experiencing volume decline due to the loss of low margin customers that we are not willing to keep at current rates. Additionally, we are experiencing losses of certain municipal contracts that are up for bid. As a result of both the very competitive environment and our focus on reasonable returns, we are facing challenges to keep existing contracts and to win new contracts. Finally, we experienced revenue declines associated with the loss of certain strategic accounts.

Other drivers affecting volumes in the current three- and six-month periods include:

- We experienced revenue declines of approximately $23 million associated with the severe winter weather conditions in the first quarter of 2014.

- We experienced higher landfill volumes in 2014 driven, in part, by our municipal solid waste business and the event driven increases in our special waste and other landfill businesses.

- We experienced revenue increases due to higher volumes in our ancillary services, primarily driven by increases in our Energy and Environmental Services and our WM Renewable Energy Program.

Our pricing actions and our focus on controlling variable costs have consistently provided margin improvements in our collection line of business, although in the current year, our year-over-year margin was flat. While margins in our industrial line of business continued to expand, we did see margin deterioration in our commercial and residential line of business. The severe weather conditions we experienced in the first quarter of 2014 contributed to the flattening of our year-over-year collection margin for the six months ended June 30, 2014.

Acquisitions and Divestitures Revenues increased $54 million and $108 million for the three and six months ended June 30, 2014, respectively, as compared with the prior year period due to acquisitions. This increase was principally associated with the acquired RCI operations, which is reported primarily in our collection line of business. These revenues were partially offset by revenue decreases of $14 million and $18 million for the three and six months ended June 30, 2014, respectively, as compared with the prior year period primarily due to the divestiture of our Puerto Rico operations in the second quarter of 2014.

Operating Expenses

Our operating expenses decreased by $10 million, or 0.4%, and increased $13 million, or 0.3%, for the three and six months ended June 30, 2014, respectively, as compared with the three and six months ended June 30, 2013. Our operating expenses as a percentage of revenues decreased to 64.6% in the second quarter of 2014 from 65.5% in the second quarter of 2013, and decreased to 65.2% for the six months ended June 30, 2014 from 65.9% for the six months ended June 30, 2013.

The following table summarizes the major components of our operating expenses, including 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	
	2014	2013			2014	2013		
Labor and related benefits	$ 630	$ 626	$ 4	0.6%	$ 1,236	$ 1,233	$ 3	0.2%
Transfer and disposal costs	245	257	(12)	(4.7)	462	482	(20)	(4.1)
Maintenance and repairs	306	301	5	1.7	609	603	6	1.0
Subcontractor costs	311	294	17	5.8	611	573	38	6.6
Cost of goods sold	252	256	(4)	(1.6)	489	494	(5)	(1.0)
Fuel	152	154	(2)	(1.3)	302	302		
Disposal and franchise fees and taxes	172	170	2	1.2	326	319	7	2.2
Landfill operating costs	65	54	11	20.4	125	112	13	11.6
Risk management	54	62	(8)	(12.9)	110	124	(14)	