

**Alternative Reporting And Disclosure Statement
For Nonqualified Deferred Compensation Plans**

To: U.S. Department of Labor
Pension and Welfare Benefit Administration
Room N 5638
200 Constitutional Ave. N.W.
Washington, DC 20210

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for un-funded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 CFR Sec. 2520.104-23, the following information is provided by the undersigned administrator:

1. The name of the Employer is: Miller Waste Mills, Inc.
2. The mailing address of the Employer is: 580 E. Front Street, Winona, MN 55987
3. The Employer Identification Number is: 41-0413230
4. The above named Employer maintains a Plan (or Plans) primarily for the purpose of providing deferred compensation benefits for a select group of management or highly compensated employees.
5. Number of Plans and Eligible Employees in each Plan:
One Plan(s) covering 21 Eligible Employees.
6. The Employer will provide a copy of the agreement(s) to the office of Pension and Welfare Benefit Program upon request.

Miller Waste Mills, Inc.
A 'Minnesota' Corporation

By: *[Signature]*
Authorized Person

Dated: Mar 13, 01

Resolution Adopted By The

Board of Directors of

**Miller Waste Mills, Inc.
A Minnesota Corporation**

The undersigned ~~Secretary~~ ^{Senior Vice President/Chief Executive Officer/Treasurer} of Miller Waste Mills, Inc. (the "Corporation") hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation effective October 1, 2000, and that such resolutions have not been modified or rescinded as of the date hereof:

WHEREAS, the Corporation, as an inducement and motivation to its key managerial and highly compensated employees, desires to create a Nonqualified Deferred Compensation plan (hereinafter sometimes referred to as "Plan");

RESOLVED, that the form of Deferred Compensation Plan (the "Plan") presented to this meeting is hereby approved and adopted and that the proper officers of the Corporation are hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the Plan.

RESOLVED, that the Administrator shall be instructed to take such actions as are deemed necessary and proper in order to implement the Plan, and to set up adequate accounting and administrative procedures to provide benefits under the plan.

RESOLVED, that the proper officers of the Corporation shall act as soon as possible to notify the appropriate employees of the Corporation of the adoption of the Plan by delivering to each said employee a copy of the Plan in the form of the Plan presented to this meeting, which form is hereby approved.

BE IT FURTHER RESOLVED, that the Corporation hereby establish such Plan in accordance with the following:

PURPOSE:

The purpose of such Plan is to encourage selected key managerial employees to maintain their employment with the Corporation by providing retirement benefits for them, and pre-retirement death benefits for their survivors.

ELIGIBILITY:

The Plan shall be for the benefit of key managerial employees of this Corporation, as determined in the sole discretion of its Board of Directors.

NOTIFICATION:

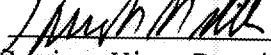
The Corporation shall communicate the existence and terms of the Plan to each eligible employee.

AMENDMENT AND TERMINATION:

The Plan shall be subject to amendment or termination at any time in the sole discretion of the Board of Directors.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal of the Corporation in Minnesota on March 13, 2001.

Miller Waste Mills, Inc.
A "Minnesota" Corporation

By: 
Its: Senior Vice President/Chief
Executive Officer/Treasurer

WASTE MILLS, INC.

ST. P.O. BOX 439
A, MN 55987

MILLER WASTE MILLS, INC.

P.O. Box 5439
580 East Front Street
WINONA, MN 55987
PHONE (507) 454-6906

To

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FOR POSTAL INSPECTION IF NECESSARY.

NO. 107

Handwritten signature or initials