

Estate File Nos. 31-455620
31-455619
31-455613
31-1118466

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF
THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF FIRST WASTE
UTILITIES CANADA LIMITED, FIRST WASTE UTILITIES CORP., FIRST WASTE
TRANSLOAD INC. and FIRST WASTE AMERICA INC.

AFFIDAVIT OF JOEL WAGMAN
Sworn November 27, 2008

I, Joel Wagman, of the City of Toronto, in the Province of Ontario MAKE OATH AND SAY:

1. I am the Chairman of the Board of Directors and Acting Chief Executive Officer of First Waste Utilities Canada Limited, First Waste Transload Inc., First Waste Utilities Corporation and First Waste America, Inc. (hereinafter, in the aggregate "First Waste") and as such, have knowledge of the matters hereinafter deposed to. Where I have relied on information provided to me by third parties, I verily believe all such statements to be true.
2. I swear this affidavit for the purpose of obtaining a further extension of time within which to file a proposal. I have discussed this motion for an extension with the Chief Restructuring Officer ("CRO"), Uwe Manski, and confirm that such an extension would not interfere with, and can run parallel to, the sales process which is proposed in his report, the Preliminary Report of the Chief Restructuring Officer dated November 18, 2008 ("CRO Report").
3. I also swear this affidavit in opposition to American Railcar Leasing's (ARL's) motion to repossess the railcars as this would adversely effect any sales process since the railcars are especially designed for the waste transportation process.

4. I confirm that I have co-operated with Mr. Manski in his capacity as the CRO and have provided him with information he required and requested regarding the business. Such consultations are ongoing.

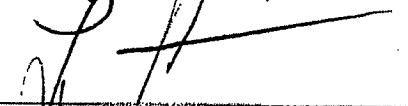
5. I have received one executed Term Sheet and an executed Letter of Intent from a party seeking to purchase the assets of First Waste. The first mentioned Term Sheet is from a party seeking to provide Debtor in Possession ("DIP") financing in a significant amount to First Waste. I have provided these two documents to the CRO. Further, I am advised by the CRO that he has also received an offer to purchase the business from Integrated Business Concepts ("IBC") which he has advised me is confidential.

6. There are three, and possibly more, further Term Sheets for DIP financing that I expect to have in my possession on or before the expiry of the current extension, which is December 3, 2008, including one from a company that is in the waste management business and has compatible transfer stations, a landfill and currently ships waste by rail. All of the Term Sheets received or to be received, are from substantial entities and are serious. Such Term Sheets and the Letter of Intent require and are subject to due diligence and Court approval.

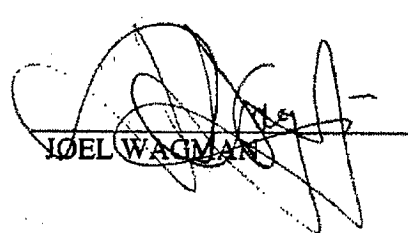
7. Paragraph 2 of the Notice of Motion returnable November 28, 2008 states that First Waste (as collectively defined therein) is publicly traded company. This sentence is an error as it is not publicly traded.

8. I swear this affidavit for no other or improper purpose.

SWORN BEFORE ME at the City of)
Toronto, in the Province of Ontario, this)
27th day of November, 2008.)



A COMMISSIONER FOR OATHS)
in and for the Province of Ontario)
LORNE H. ALBAN)



JOEL WAGMAN