

**Torkin Manes Cohen Arbus LLP**  
Barristers & Solicitors  
151 Yonge Street, Suite 1500  
Toronto, Ontario M5C 2W7

Tel: 416-863-1188  
Fax: 416-863-0305  
www.torkinmanes.com

**S. Fay Sulley**  
Direct Tel: 416-777-5419  
Direct Fax: 1-888-587-5769  
fsulley@torkinmanes.com

Our File: 27953.0001

Associated worldwide with



**Torkin | Manes**  
Barristers & Solicitors

December 5, 2008

DELIVERED VIA EMAIL

Susan E. Friedman  
Davis LLP  
1 First Canadian Place  
Suite 5800 - 100 King Street West  
Toronto, ON M5X 1E2

Client: American Railcars Leasing LLC

Justin R. Fogarty/Maureen M. Ward  
Bennett Jones LLP  
Barristers & Solicitors  
One First Canadian Place  
Suite 2400 - 100 King Street West  
Toronto, ON M5X 1A4

Clients: Zwaig Associates Inc. et al.

Dan Dowdall/Jane Dietrich  
Frazer Milner Casgrain LLP  
1 First Canadian Place  
100 King Street West, 42<sup>nd</sup> Floor  
Toronto, ON M5X 1B2

Client: Integrated Business Concepts Inc.

Monique Jilesen  
Lenczner Slight  
Barristers & Solicitors  
2600 – 130 Adelaide Street West  
Toronto, ON M5H 3P5

Client: Canadian National Railway Company

George Benchetrit  
Chaiton LLP  
Barristers & Solicitors  
185 Sheppard Avenue West  
Toronto, ON M2N 1M9

Client: Bank of Montreal

Dear Sirs/Mesdames:

Re: First Waste Utilities Canada Limited et al. re American Railcars Leasing LLC

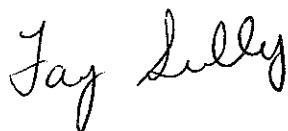
Enclosed, please find the Order of The Honourable Justice Cumming.

Yours truly,

**TORKIN MANES COHEN ARBUS LLP**

Per:

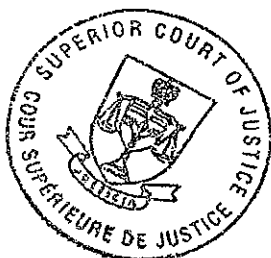
S. Fay Sulley  
SFS/jmc



Enclosure

c.c. *Uwe Manski, BDO Dunwoody Limited (via e-mail)*  
*Gary Cerrato, BDO Dunwoody Limited (via e-mail)*

27953.0001/2443032\_1



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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
In Bankruptcy and Insolvency**

THE HONOURABLE  
JUSTICE CUMMING

) FRIDAY, THE 27<sup>th</sup> DAY  
) OF NOVEMBER, 2008  
)

**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.**

**ORDER**

**THIS MOTION**, made by BDO Dunwoody Limited (“BDO”), the Chief Restructuring Officer (the “**CRO**”) of First Waste Utilities Canada Limited, First Waste Utilities Corp. and First Waste Transload Inc. (collectively, “**First Waste**”) for an Order approving the actions and recommendations of the CRO as set out in the preliminary report of the CRO (the “**Preliminary Report**”) and the addendum to the preliminary report of the CRO (the “**Addendum**”), approving the costs and expenses of the CRO and its legal counsel, Torkin Manes LLP, and other related relief was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the materials filed on this motion, including the Preliminary Report, the Addendum, and the appendices, schedules and exhibits thereto (collectively the “**CRO’s Reports**”), and upon hearing the submissions of counsel for all parties to this action,

1. **THIS COURT ORDERS** that the CRO’s Reports are hereby approved.

2. **THIS COURT ORDERS** that all actions taken by the CRO in carrying out its duties as Chief Restructuring Officer over the assets and undertaking of First Waste, as set out in the Preliminary Report and the Addendum are approved and that the CRO has duly and properly discharged its responsibilities and obligations pursuant to the Order of November 3, 2008 appointing it as Chief Receiving Officer.

3. **THIS COURT FURTHER ORDERS** that the fees and disbursements of the CRO as set out in the invoice dated November 17, 2008 and found at Schedule "A" of Exhibit 4 to the Preliminary Report are hereby taxed and approved.

4. **THIS COURT FURTHER ORDERS** that the fees and disbursements of counsel to the CRO as outlined in the Bill of Costs of counsel and accompanying Affidavit, attached as Exhibit "5" to the Preliminary Report, are hereby taxed and approved.

5. **THIS COURT FURTHER ORDERS** that the CRO shall be entitled to its costs of this Motion.

Nov. 28, 2008

Peter A. Cumming J.

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**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF FIRST WASTE UTILITIES  
CANADA LIMITED *et al***

Estate File Nos. 31-455620  
31-455619  
31-455613  
31-11118466

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
PROCEEDING COMMENCED AT TORONTO**

**ORDER**

**TORKIN MANES COHEN ARBUS LLP**  
Barristers & Solicitors  
151 Yonge Street, Suite 1500  
Toronto, Ontario M5C 2W7

**S. Fay Sulley (24257D)**  
fsulley@torkinmanes.com  
**Jeffrey J. Simpson (39663M)**  
jsimpson@torkinmanes.com

**Tel : (416) 863-1188**  
**Fax: (416) 863-0305**

Solicitors for BDO Dunwoody Limited,  
Chief Restructuring Officer  
Our File No.: 27953.0001