

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.**

**MOTION RECORD OF THE MOVING PARTY ZWAIG ASSOCIATES INC.
(Motion for an Extension of Time to File a Proposal,
Returnable October 30, 2008**

BENNETT JONES LLP
One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, Ontario
M5X 1A4

Justin R. Fogarty / Maureen M. Ward
Tel: 416.777.4859 / 4630
Fax: 416.863.1716

Lawyers for Zwaig Associates Inc. in its
capacity as Proposal Trustee of First Waste
Utilities Canada Limited, First Waste
Utilities Corp., First Waste Transload Inc.
and First Waste America Inc.

TO: Dan Dowdall,
Fraser Milner Casgrain LLP
1 First Canadian Place
100 King Street West, 42nd Floor
Toronto, ON M5X 1B2

Lawyer for Integrated Business Concepts Inc.

AND TO: Monique Jilesen
Lenczner Slaght
2600 – 130 Adelaide Street West
Toronto, ON M5H 3P5

Lawyer for Canadian National Railway

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TRANSLOAD INC. and FIRST WASTE AMERICA INC.**

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Tab No. Document

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|---|--|
| 1 | Notice of Motion |
| 2 | Report of the Trustee (Melvin Zwaig) dated October 29, 2008 |
| 3 | Affidavit of Joel Wagman sworn October 29, 2008 |
| A | Exhibit A Golder Associates Ltd. report dated February 7, 2008 |
| B | Exhibit B Commodities Handling Agreement |
| C | Exhibit C Term Loan Agreement |
| D | Exhibit D Statement of Claim, Court File No. CV-08-00354645-000 |
| E | Exhibit E Email from Umesh Choksi dated October 22, 2008 |
| F | Exhibit F Board of Directors' Resolution dated January 31, 2008 |
| G | Exhibit G Minutes of the Purported Shareholders meeting |
| H | Exhibit H Copy of the website page of Integrated Business Concepts |

- I Exhibit I Notices of Intention to File a Proposal with respect to First Waste Utilities Canada Limited, First Waste Utilities Corp., First Waste Transload Inc. and First Waste America Inc.
- J Exhibit J Copy of email from Mr. Eden dated October 29, 2008
- K Exhibit K Projected Cash Flow for the period ending December 26, 2008
- L Exhibit L Copy of email from Ben Schu of BMO Financial Group, Special Loans Unit dated October 21, 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.**

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IN BANKRUPTCY AND INSOLVENCY
Proceeding commenced at Toronto

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MOVING PARTY ZWAIG
ASSOCIATES INC.**

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UTILITIES CANADA LIMITED, FIRST WASTE UTILITIES CORP., FIRST WASTE
TRANSLOAD INC. and FIRST WASTE AMERICA INC.**

**NOTICE OF MOTION
(Returnable October 30, 2008)**

Zwaig Associates Inc. ("Zwaig"), in its capacity as Proposal Trustee of First Waste Utilities Canada Limited, First Waste Utilities Corp., First Waste Transload Inc. and First Waste America Inc. ("First Waste"), will make a motion to a Judge of the Commercial List on Thursday October 30, 2008 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

- (a) An Order abridging the time for service of the Notice of Motion and Motion Record, validating the service of such notice materials and dispensing with service of such Motion materials on any party not served;
- (b) An Order that First Waste be granted an extension of time to file a proposal to December 15, 2008 pursuant to subsection 50.4(9) of the *Bankruptcy and Insolvency Act*;

- (c) An Order that following two weeks from today's date, Canadian National Railway ("CN") and Integrated Business Concepts Inc. ("IBC"), are entitled to bring a motion on 48 hours notice to counsel for First Waste for a variance or setting aside of the within Order;
- (d) An Order that the Confidential Affidavit of Joel Wagman be sealed; and
- (e) such further and other relief as counsel may request and this Honourable Court may allow.

THE GROUNDS FOR THE MOTION ARE:

1. On October 1, 2008, First Waste Utilities Canada Limited, First Waste Utilities Corp. and First Waste Transload Inc. filed a Notice of Intention to file a proposal naming Zwaig as Trustee. On October 8, 2008, First Waste America Inc. filed a Notice of Intention to file a proposal naming Zwaig as Trustee;
2. First Waste is a publicly traded Ontario corporation headquartered in Toronto. It has constructed and operates Canada's first Transload Facility™. The Transload Facility transfers different types of waste from trucks to railcars and transports the waste to landfill sites. The use of railcars reduces the cost and the carbon dioxide emissions resulting from transporting the waste;
3. First Waste is currently in negotiations with seven different parties who wish to make a substantial investment in First Waste or who wish to merge or amalgamate with First Waste;
4. First Waste is currently able to meet its day-to-day debts/expenses as they become due and will be able to continue doing so for the time frame of the requested extension of 45 days;
5. Certain major stakeholder and creditors, namely American Railcar Leasing and Bank of Montreal, are in support of granting an extension of time;
6. The Trustee is of the view that First Waste is acting in good faith and with due diligence;

7. It is in the interest of the public and in the interest of First Waste that the Confidential Affidavit of Joel Wagman be sealed;
8. Section 274 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3;
9. Rules 1.04, 2.03, 3.02, 37, 60.05 and 60.11 of the *Rules of Civil Procedure*, R.S.O. 1990, c. 43, as amended;
10. Section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. c-43, as amended; and
11. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:

1. Notice of Motion;
2. Report of the Trustee (Melvin Zwaig) dated October 29, 2008;
3. The Affidavit of Joel Wagman sworn October 29, 2008; and
4. Such further and other material as counsel may advise and this Honourable Court may allow.

DATE: October 29, 2008

BENNETT JONES LLP
Barristers and Solicitors
One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, ON M5X 1A4

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Lawyers for Zwaig Associates Inc. in its capacity as Proposal Trustee of First Waste Utilities Canada Limited, First Waste Utilities Corp., First Waste Transload Inc. and First Waste America Inc.

TO: Dan Dowdall,
Fraser Milner Casgrain LLP
1 First Canadian Place
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Lawyer for Integrated Business Concepts Inc.

AND TO: Monique Jilesen
Lenczner Slaght
2600 – 130 Adelaide Street West
Toronto, ON M5H 3P5

Lawyer for Canadian National Railway

AND TO: Service List (see attached)

**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.**

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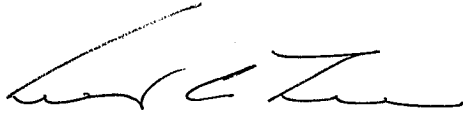
**IN THE MATTER OF
THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF FIRST WASTE
UTILITIES CANADA LIMITED, FIRST WASTE UTILITIES CORP. , FIRST
WASTE TRANSLOAD INC. and FIRST WASTE AMERICA INC.**

**REPORT OF MELVIN C. ZWAIG
DATED OCTOBER 29, 2008**

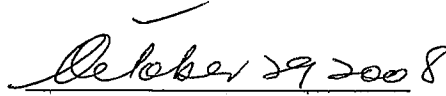
1. The Trustee has been working with management of the First Waste group of companies ("First Waste") since the date of his appointment as Trustee under the Notice of Intention ("NOI").
2. The Trustee is aware of the negotiations that have taken place since his appointment and has been involved, either directly or indirectly, in those negotiations. A summary of the negotiations that are taking place for a Plan of Reorganization is included in the Confidential Affidavit of Joel Wagman, sworn on October 28, 2008.
3. I have also reviewed the (non-confidential) Affidavit of Joel Wagman sworn October 29, 2008 and agree with its contents and in particular, I confirm the accuracy of the paragraph regarding the ability of First Waste to be able to fund its current day-to-day administrative expenses based on its own resources.
4. Because of the hostility between Integrated Business Concepts ("IBC") and First Waste, which is the subject of an action commenced by First Waste in the Superior Court of Justice against IBC (Court file number CV-08 00354645-000), the Trustee has advised the IBC attorney that negotiations have been taking place, but has not advised him of the details of the negotiations, nor with whom First Waste is negotiating. I believe that it is not in the best interest of First Waste to disclose the Confidential Affidavit to IBC.
5. The Trustee has been advised that Bank of Montreal ("BMO"), the bankers of First Waste, is not opposed to this Honourable Court granting the requested extension.
6. The Trustee has attended a meeting with representatives of CN who have indicated that they are agreeable to work toward a resolution.

7. The Trustee supports the motion for the requested 45-day extension.

8. After reviewing all information that has been made available, the Trustee is satisfied that no class of creditor will be prejudiced by the granting of the requested extension.
9. The Trustee is of the opinion that First Waste and its representatives are acting in good faith and with due diligence.



Melvin C. Zwaig
Trustee
ZWAIG ASSOCIATES INC.



Date