

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE MR.)
JUSTICE WILTON-SIEGEL) MONDAY, THIS 3RD 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 Zwaig Associates Inc. ("**Proposal Trustee**") in its capacity as Proposal Trustee of First Waste Utilities Canada Limited, First Waste Utilities Corp, First Waste Transload Inc., First Waste America Inc. (collectively "**First Waste**"), Integrated Business Concepts Inc. ("**IBC**") for an Order abridging the time for service of granting an extension of the time to file a proposal until December 15, 2008 and for other relief was heard this day at 330 University Avenue, Toronto, Ontario.

1. ON READING the Report of the Trustee dated October 2008, affidavit of Joel Wagman sworn October 29, 2008, the confidential affidavit of Joel Wagman sworn October 29, 2008, the affidavit of Michael Spencley sworn October 29, 2008, and the affidavit of Paul B. Bannister sworn October 29, 2008, and on hearing the submissions of counsel for First Waste, IBC and Canadian National Railway Company ("**CN**");

SERVICE

2. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record are hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

EXTENSION

3. THIS COURT ORDERS that the time for filing a proposal with respect to each of the First Waste estates shall be extended to December 3, 2008.

APPOINTMENT

4. THIS COURT ORDERS that BDO Dunwoody Limited be appointed The Chief Restructuring Officer ("CRO"), of all companies comprised in First Waste.

The CRO'S POWERS

5. THIS COURT ORDERS that the CRO is hereby empowered to review and evaluate the various offers to invest in or purchase the whole or part of First Waste and other similar restructuring or reorganization opportunities of First Waste in order to make its Report (defined below) to the Court. To that effect and in the fulfillment of its duties and responsibilities set out in this Order, the CRO:

- (a) shall meet with management personnel of First Waste;
- (b) shall meet with any party that is a major stakeholder in or creditor of First Waste and any person, or representative of any entity or person, that has a desire to make a proposal in respect of First Waste;

- (c) shall consult with CN prior to the commencement of any further work or business activities being conducted by First Waste at the CN MacMillan site;
- (d) shall develop a sales process to the extent one becomes necessary;
- (e) may attend meetings with potential investors and/or purchasers for the purposes of such evaluation;
- (f) shall meet and work with the Proposal Trustee;
- (g) shall consider all options for the restructuring of First Waste; and
- (h) shall assess the liabilities and revenue of First Waste and review all books, records and financial information and, as more fully defined below, the Information, as may be required.

6. THIS COURT ORDERS that the CRO and Proposal Trustee and any other Person shall keep, and shall have in place reasonable safeguards to keep, the Information and Confidential Information (both defined below) confidential to the extent required so as to not cause any prejudice or interference with First Waste's business, the restructuring process or the CRO's purpose, responsibilities and duties set out herein. In particular, but without limiting the generality of the forgoing, the CRO and Proposal Trustee shall keep confidential from IBC, or from any other person planning to make a proposal to invest in or purchase all or part of First Waste, all of the Confidential Information.

7. THIS COURT ORDERS that the CRO shall make available to CN, IBC, Bank of Montreal ("BMO"), American Railcar Leasing LLC ("ARL") and any other creditor of or stakeholder in First Waste, the Information (defined below), as may be limited by the CRO and the Proposal Trustee as required to comply with this Order.

REPORT

8. THIS COURT ORDERS that the CRO shall provide a status report and preliminary recommendations to the Court with respect to its review of the restructuring or reorganization opportunities of First Waste and regarding the various offers to invest in or purchase the whole or part of First Waste ("**Report**") no later than November 18, 2008 or some other time as counsel may agree and the Court has availability.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE CRO

9. THIS COURT ORDERS that (i) First Waste, (ii) all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall make available to the CRO, or deliver to the CRO upon the CRO's request, all necessary and proper information, contracts, orders, corporate, accounting and financial records, and any other records related to the business or affairs of First Waste, (the foregoing, collectively, the "**Information**") in that Person's possession or control for the purposes of allowing the CRO to make its Report and Recommendations.

10. THIS COURT ORDERS that (i) First Waste, (ii) all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf shall provide to the CRO and the Proposal Trustee all information and documents related to any investment proposal, sale proposal or other similar opportunity available to or that could be available to First Waste ("**Confidential Information**").

NO INTERFERENCE WITH THE CRO

11. THIS COURT ORDERS that no Person shall directly or indirectly:

(a) interfere with the CRO or the Proposal Trustee in the carrying out of their respective and collective duties and responsibilities; and

(b) interfere with the day to day operations of the business of First Waste,

11.A. THIS COURT ORDERS that no shareholder of First Waste shall,
(c) to the extent possible, tell any person or entity, or take any steps whatsoever to cause any person or entity, to restrict, or not commence or consider, any business dealings with First Waste, including financial dealings involving the extension of credit to First Waste.

AMJ

12. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by First Waste, without written consent of the CRO or leave of this Court.

NO SOLICITATION

13. THIS COURT ORDERS that no Person shall directly, indirectly, or through any other party solicit the employment of any employees of First Waste for the purposes of causing them to leave the employment of First Waste or interfere with the day to day operations of the business of First Waste.

ACCOUNTS

14. THIS COURT ORDERS that any expenditure or liability which shall properly be made or incurred by Bennett Jones LLP on behalf of its clients in this matter, the Proposal Trustee or the CRO, including the fees of the CRO and the fees and disbursements of its legal counsel incurred at the standard rates and charges of the CRO and its counsel, shall form a charge that is *pari passu* among Bennett Jones LLP, the Proposal Trustee and the CRO and which ranks first in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any other Person in respect of all the property and assets of First Waste (the

"Charge") but which shall not rank in priority to the security interest of BMO and the security interest of ARL in the railcars.

↳ the Charge

↳

↳ shall not rank in priority to

SM

Let the order issue on avoidance with its terms "Wilson h.W."

**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.**

Estate File Nos. 31-455620
31-455619
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN BANKRUPTCY AND INSOLVENCY
Proceeding commenced at Toronto

ORDER

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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.

Court File Number: Estate File Nos. 31-455620

Superior Court of Justice
Commercial List

31-455619
31-455613
31-1118466

FILE/DIRECTION/ORDER

In re. Notice of Intention of First Waste Utilities et al.
Plaintiff(s)

AND

Defendant(s)

Case Management Yes No by Judge: _____

Counsel	Telephone No.:	Facsimile No.:
<u>M. Ward</u>	<u>416-277-4630</u>	<u>416-803-1716</u>

- Order Direction for Registrar (No formal order need be taken out)
 Above action transferred to the Commercial List at Toronto (No formal order need be taken out)

- Adjourned to: _____
 Time Table approved (as follows):

On consent of order to go on the form of the attached.

It is further ordered that the affidavits filed in support of the motion brought on October 31/08 may be the subject of cross-examinations by CA, or any of the parties to this proceeding prior to the ~~next business~~ date of any motion to extend further the date for filing of a proposal.

On consent, the motion of IBC brought on October 31/08 for the appointment of a receiver was dismissed without prejudice to IBC to bring on the motion at a later date.

November 3/08
Date

W. Chen - H.M.J.
Judge's Signature

Additional Pages _____