

I hereby certify this to be a true copy of  
the original order  
Dated this 22 day of July 2009  
for Clerk of the Court

Action No.: 0901-03296

IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF **BUDGET WASTE INC.**

BEFORE THE HONOURABLE ) At the Calgary Courts Centre, in the City  
JUSTICE S.J. LOVECCHIO ) of Calgary, in the Province of Alberta, on  
IN CHAMBERS ) Monday, the 15th day of June, 2009.

**CLAIMS PROCEDURE ORDER**

**UPON THE APPLICATION** of Budget Waste Inc. ("BWI"); **AND UPON** having read the Affidavit of Jim Can, sworn June 11, 2009, filed; **AND UPON** having read the pleadings and materials filed herein; **AND UPON** being advised of the support of the Monitor for this application; **AND UPON** hearing counsel for those interested parties who appeared:

**IT IS HEREBY ORDERED THAT:**

**Claims Procedure**

1. All claims of BWI (the "Creditors") shall be proven in accordance with the procedures outlined herein and in the Notice to Creditors attached hereto as Schedule "A" (the "Notice to Creditors"). BWI, in consultation with the Monitor is authorized and directed to implement the procedures outlined herein and in the Notice to Creditors (the "Claims Procedure").

2. The Monitor shall, on or before August 4, 2009, send by ordinary mail to all known Creditors a Notice to Creditors, in substantially the form attached hereto as Schedule "A" and a prescribed Notice of Claim, in substantially the form attached hereto as Schedule "B".
3. The Monitor shall, on or before August 4, 2009, publish in the *Calgary Herald* and the *Globe and Mail* newspapers, an advertisement in substantially the form attached hereto as Schedule "C".
4. Any Creditor having a claim against BWI arising on or before March 4th, 2009 of any nature, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim"), is required to file, in the manner set out in the Notice to Creditors, a Notice of Claim with the Monitor on or before 5:00 PM Mountain Time on August 25, 2009 (the "Claims Bar Date"), in order to participate in any voting or distributions associated with the CCAA proceedings.
5. Any Creditor having a claim against BWI arising after March 4, 2009 as a result of the disclaimer or repudiation, after March 4, 2009, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in the Notice to Creditors, a Notice of Claim with the Monitor on or before the later of:
  - i. The Claims Bar Date; and
  - ii. 5:00PM Mountain Time on the day which is thirty (30) days after the date on which the disclaimer or repudiation giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date") in order to participate in any voting or distributions associated with the CCAA proceedings.

6. Pre-Filing Claims not proven by the Claim Bar Date in accordance with the Claims Procedure, and Subsequent Claims not proven by the Subsequent Claims Bar Date in accordance with the Claims Procedure, shall, unless otherwise ordered by this Court, be deemed to be forever barred and may not thereafter be advanced as against BWI.

7. BWI will:

a. In the case of a Pre-Filing Claim, on or before September 8, 2009; or

b. In the case of a Subsequent Claim, on or before the later of:

i. September 8, 2009; and

ii. The day which is fourteen (14) days after the day the Subsequent Claim is received by the Monitor,

Provide to each Creditor filing a Pre-Filing Claim and/or a Subsequent Claim, in the manner set out in the Notice to Creditors, a notice in writing indicating whether the Creditor's Pre-Filing Claim and/or Subsequent Claim is accepted, disputed in whole, or disputed in part. Where the Pre-Filing Claim and/or Subsequent Claim is disputed in whole or in part, BWI will concurrently issue a Notice of Dispute to the Creditor ("Notice of Dispute") indicating the reasons for the dispute.

8. Where a Creditor objects to a Notice of Dispute, the Creditor shall, in the manner set out in the Notice to Creditors, notify BWI of its objection in writing (the "Notice of Objection"):

a. In the case of a Pre-Filing Claim, on or before September 22, 2009; or

b. In the case of a Subsequent Claim, on or before the later of:

i. September 22, 2009; and

- ii. The day which is fourteen (14) days after the day the Creditor received the Notice of Dispute.
9. Where a Notice of Objection has been provided to BWI, the Creditor shall:
  - a. In the case of a Pre-Filing Claim, on or before September 29, 2009; or
  - b. In the case of a Subsequent Claim, on or before the later of:
    - i. September 29, 2009; and
    - ii. The day which is fourteen (14) days after the day the Notice of Objection was provided to BWI,

Serve on BWI, with a copy to the Monitor, a Notice of Motion returnable within seven (7) days, before the Alberta Court of Queen's Bench in these proceedings for the termination of the Pre-Filing Claim and/or Subsequent Claim in dispute.

10. A Creditor not filing a Notice of Objection to a Notice of Dispute issued by BWI in accordance with the Claims Procedure shall, unless otherwise ordered by this Court, be conclusively deemed to have accepted the assessment of its Pre-Filing Claim and/or Subsequent Claim as set out in such Notice of Dispute.

11. The Monitor shall post a copy of this Order on the website maintained by the Monitor with respect to BWI, which shall be deemed good and sufficient service of this Order upon the Creditors of BWI.

  
\_\_\_\_\_  
J.C.Q.B.A.

APPROVED as to form and  
Content this \_\_\_\_ day of  
July, 2009.

ACKROYD LLP

Per: \_\_\_\_\_  
Karine De Champlain  
Counsel for DCFS Canada Corp.

MILES DAVISON LLP

Per: \_\_\_\_\_  
Susan L. Robinson Burns, Q.C.  
Counsel for Contract Funding Group  
Inc.

DEPARTMENT OF JUSTICE

Per: \_\_\_\_\_  
Jill Medhurst-Tivadar  
Counsel for Canada Revenue Agency

BLAKE CASSELS & GRAYDON LLP

Per: \_\_\_\_\_  
Dufferin Harper  
Counsel for the Monitor

ENTERED this 23 day of  
July, 2009.

V.A. BRANDT



\_\_\_\_\_  
CLERK OF THE COURT

To: Service List, as attached

## SCHEDULE "A" TO THE CLAIMS PROCEDURE ORDER

### NOTICE TO THE CREDITORS OF BUDGET WASTE INC. (referred to as "BWI")

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended, AND IN THE MATTER OF BUDGET WASTE INC.

On March 4, 2009, BWI received protection under the *Companies' Creditors Arrangement Act* (the "CCAA") from the Alberta Court of Queen's Bench (the "Court"). Hardie & Kelly Inc. was named monitor of BWI (the "Monitor").

On June \_\_\_\_, 2009 the Court directed the Monitor to solicit claims from all creditors of BWI for the purpose of determining the claims which will participate in the CCAA proceedings.

Any creditor (i) having a claim against BWI arising on or before March 4, 2009 of any nature whatsoever, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim") and/or (ii) having a claim against BWI arising after March 4, 2009 as a result of the disclaimer or repudiation, after March 4, 2009, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in the *Notice to Creditors*, a *Notice of Claim* in the prescribed form with the Monitor in order to participate in any voting or distributions associated with the CCAA proceedings.

Copies of the *Notice to Creditors* and the prescribed *Notice of Claim* form can be obtained by contacting the Monitor at (403) 252-1766 or can be downloaded from the Monitor's website at: [www.insolvency.net](http://www.insolvency.net) under the "Current Engagements" link.

All *Notice of Claim* forms, together with the required supporting documentation, must be delivered, sent by facsimile or mailed to Hardie & Kelly Inc. at 206, 5800 – 2<sup>nd</sup> Street S.W., Calgary, Alberta, Canada T2H 0H2, fax: (403) 640-0591, to the attention of Ron Hardie:

(i) in the case of Pre-Filing Claims, on or before 5:00 p.m. Mountain Time on August 25, 2009 (the "Claims Bar Date"); and

(ii) in the case of Subsequent Claims, on or before the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. Mountain Time on the day which is 30 days after the date on which the disclaimer or repudiation giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date").

All Pre-Filing Claims received by the Monitor or, in the case of mailing, postmarked, after the Claims Bar Date and all Subsequent Claims received by the Monitor or, in the case of mailing, postmarked, after the Subsequent Claims Bar Date will, unless otherwise ordered by the Court, be forever extinguished, barred, and will not participate in any voting or distributions in the CCAA proceedings.

Hardie & Kelly Inc, in its capacity as  
Monitor of Budget Waste Inc.

Dated the \_\_\_\_ day of July, 2009 in Calgary, Alberta, Canada

**Hardie Kelly**  
TRUSTEE IN BANKRUPTCY

# SCHEDULE "B" TO THE CLAIMS PROCEDURE ORDER

Action No.: 0901-03296

IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF **BUDGET WASTE INC.**  
(hereinafter "BWI")

## NOTICE OF CLAIM

This *Notice of Claim* is for claims against BWI: (i) arising on or before March 4, 2009 ("Pre-Filing Claims"); and (ii) for claims arising after March 4, 2009 as a result of the disclaimer or repudiation, after March 4, 2009, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever ("Subsequent Claims").

Regarding the claim of \_\_\_\_\_ (referred to in this form as "the creditor")  
(name of creditor)

All notices or correspondence regarding this claim are to be forwarded to the creditor at the following address:

Street Address: \_\_\_\_\_

City/Town: \_\_\_\_\_ Prov./State: \_\_\_\_\_ Postal/Zip Code: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_ Attention: \_\_\_\_\_

I, \_\_\_\_\_ residing in the \_\_\_\_\_  
(name of person signing claim) (city, town, etc.)

of \_\_\_\_\_ in the Province/State of \_\_\_\_\_  
(name of city, town, etc.)

Do hereby certify that:

1.  I am the creditor  
or  
 I am \_\_\_\_\_ of the creditor.  
(if an officer of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

3. A. This claim is a:

Pre-Filing Claim (as defined above)

Subsequent Claim (as defined above)

being made against:

Budget Waste Inc.

Indicate whether the claim is a Pre-Filing Claim or a Subsequent Claim and indicate which company you are registering a claim against by denoting an "x" in the appropriate space. A separate Notice of Claim must be filed if you are claiming against more than one company.

## SCHEDULE "B" TO THE CLAIMS PROCEDURE ORDER

The indebtedness owing by the aforementioned debtor is as follows:

- (i) Pre-Filing Claim: \$ \_\_\_\_\_ (insert \$ value of Pre-Filing Claim); and  
(ii) Subsequent Claim: \$ \_\_\_\_\_ (insert \$ value of Subsequent Claim),

as shown by the statement of account attached hereto and marked "Schedule A".

If a creditor's claim is to be reduced by deducting any counter claims to which BWI is entitled and/or amounts associated with the return of equipment and/or assets by BWI, please specify.

*The statement of account must specify the vouchers and all other evidence in support of the claim including contracts, invoices, bills of lading, shipping receipts, and evidence of the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.*

B. The indebtedness referred to in paragraph 3. A. is in the following currency:

- Canadian Dollars  
 United States Dollars  
 Other (Specify) \_\_\_\_\_

4. The claim is an:

- A. Unsecured claim. \$ \_\_\_\_\_. In respect to the said debt, the creditor does not and has not since March 4, 2009, held any assets of the debtor as security.  
 B. Secured claim. \$ \_\_\_\_\_. In respect of the said debt, the creditor holds assets of the debtor valued at \$ \_\_\_\_\_ as security:

*(Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B")*

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2009.  
*(insert city/town and date of signature)*

Witness \_\_\_\_\_

\_\_\_\_\_  
*(signature of individual completing this form)*

**Must be signed and witnessed**

**Note:** Any Pre-Filing Claim not filed with the Monitor by 5:00 PM Mountain Time on August 25, 2009 will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.

Any Subsequent Claim not filed with the Monitor by the later of: (i) 5:00 PM Mountain Time on August 25, 2009; and (ii) 5:00 PM Mountain Time on the day which is 30 days after the date on which the disclaimer or repudiation giving rise to the Subsequent Claim occurred will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.



### Instructions for Completing Notice of Claim Form

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A. Tick the box to indicate the type of claim (Pre-Filing Claim/Subsequent Claim) and tick the box of the appropriate BWI entity your claim is against. A Statement of Account containing details of secured and unsecured claims and, if applicable, of the amount due in respect of property claims, must be attached and marked Schedule "A". It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.  
  
B. Tick the appropriate currency.
4. The nature of the claim must be indicated by ticking the type of claim which applies.

Ticking (A) indicates the claim is unsecured; and

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc..

A creditor may have separate claims in different categories, in which case a separate claim form must be submitted for each claim.

5. The person signing the form must insert the place and date in the space provided and the signature must be witnessed.

Additional information regarding BWI and the CCAA process, as well as downloadable copies of claim documents may be obtained from the "Current Engagements" section of the Monitor's website found at [www.insolvency.net](http://www.insolvency.net). If there are any questions in completing the *Notice of Claim*, please contact the office of the Monitor at:

**Hardie & Kelly Inc.**  
206, 5800 – 2<sup>nd</sup> Street SW  
Calgary, Alberta  
T2H 0H2

**Attention: Mr. A. Ronald Hardie**

Phone: (403) 252-1766

Fax: (403) 640-0591

**Any Pre-Filing Claim not filed with the Monitor by 5:00 PM Mountain Time on August 25, 2009 will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.**

**Any Subsequent Claim not filed with the Monitor by the later of: (i) 5:00 PM Mountain Time on August 25, 2009; and (ii) 5:00 PM Mountain Time on the day which is 30 days after the date on which the disclaimer or repudiation giving rise to the Subsequent Claim occurred will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred.**

## SCHEDULE "C" TO THE CLAIMS PROCEDURE ORDER

### NOTICE TO THE CREDITORS OF BUDGET WASTE INC. (hereinafter "BWI")

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, as amended,  
AND IN THE MATTER OF BUDGET WASTE INC.

On March 4, 2009, BWI received protection under the *Companies' Creditors Arrangement Act* (the "CCAA") from the Alberta Court of Queen's Bench (the "Court"). Hardie & Kelly Inc. was named monitor of BWI (the "Monitor").

On June 15, 2009 the Court directed the Monitor to solicit claims from all creditors of BWI for the purpose of determining the claims which will participate in the CCAA proceedings.

Any creditor (i) having a claim against BWI arising on or before **March 4, 2009** of any nature whatsoever, including an unsecured, secured, contingent or unliquidated claim, (a "Pre-Filing Claim") and/or (ii) having a claim against BWI arising after March 4, 2009 as a result of the disclaimer or repudiation, after March 4, 2009, of any contract, lease, employment agreement or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto (a "Subsequent Claim") is required to file, in the manner set out in this *Notice to Creditors*, a *Notice of Claim* in the prescribed form (which has been provided to you with this *Notice to Creditors*) with the Monitor in order to participate in any voting or distributions associated with the CCAA proceedings.

Copies of the Notice to Creditors and the prescribed Notice of Claim form can be obtained by contacting the Monitor at (403) 252-1766 or can be downloaded from the Monitor's website at: [www.insolvency.net](http://www.insolvency.net) under the "Current Engagements" link.

Any creditor who chooses to file a Notice of Claim is required to provide whatever documentation they may have to support their Pre-Filing Claim and/or Subsequent Claim against BWI, such as contracts, invoices, bills of lading, and shipping receipts, in relation to the goods and/or services provided to BWI in the appropriate currency under which their Pre-Filing Claim and/or Subsequent Claim arose.

**All Notice of Claim forms, together with the required supporting documentation, must be delivered, sent by facsimile or mailed to Hardie & Kelly Inc. at 206, 5800 – 2<sup>nd</sup> Street S.W., Calgary, Alberta, T2H 0H2, fax: (403) 640-0591, to the attention of Ron Hardie:**

**(i) in the case of Pre-Filing Claims, on or before 5:00 p.m. Mountain Time on August 25, 2009 (the "Claims Bar Date"); and**

**(ii) in the case of Subsequent Claims, on or before the later of: (i) the Claims Bar Date; and (ii) 5:00 p.m. Mountain Time on the day which is 30 days after the date on which the disclaimer or repudiation giving rise to the Subsequent Claim occurred (the "Subsequent Claims Bar Date").**

All Pre-Filing Claims and Subsequent Claims must account for the following:

- (i) All Pre-Filing Claims and Subsequent Claims must be adjusted for equipment and/or other assets released by BWI to the creditors whether by court order or otherwise; and
- (ii) Where a creditor of BWI is claiming an offset against all or a portion of amounts owing by BWI, full particulars of the offset must be included.

**All Pre-Filing Claims received by the Monitor or, in the case of mailing, postmarked, after the Claims Bar Date and all Subsequent Claims received by the Monitor or, in the case of mailing, postmarked, after the Subsequent Claims Bar Date will, unless otherwise ordered by the Alberta Court of Queen's Bench, be forever extinguished, barred, and will not participate in any voting or distributions in the CCAA proceedings.**

The Monitor will accumulate the *Notice of Claim* forms and transmit them to BWI, who will, in turn:

(i) in the case of Pre-Filing Claims, on or before September 8, 2009, or

(ii) in the case of Subsequent Claims, on or before the later of: (i) September 8, 2009; and (ii) the day which is 14 days after the day the Subsequent Claim is received by the Monitor,

## SCHEDULE "C" TO THE CLAIMS PROCEDURE ORDER

provide to the creditor a notice in writing by registered mail, by courier service or by facsimile as to whether their Pre-Filing Claim and/or Subsequent Claim is accepted, disputed in whole or disputed in part. Where the Pre-Filing Claim and/or Subsequent Claim is disputed in whole or in part, BWI will concurrently issue to the creditor a *Notice of Dispute* ("Notice of Dispute") indicating the reasons for the dispute.

Where a creditor objects to a *Notice of Dispute*, the creditor shall notify BWI of its objection in writing (the "Notice of Objection") by registered mail, courier service or facsimile:

- (i) in the case of Pre-Filing Claims, on or before September 22, 2009; or
- (ii) in the case of Subsequent Claims, on or before the later of: (i) September 22, 2009; and (ii) the day which is 14 days after the day the Creditor received the Notice of Dispute.

Where a *Notice of Objection* has been filed, the creditor shall:

- (i) in the case of Pre-Filing Claims, on or before to September 29, 2009; or
- (ii) in the case of Subsequent Claims, on or before the later of: (i) September 29, 2009; and (ii) 14 days after the *Notice of Objection* has been provided to BWI,

serve on BWI, with a copy to the Monitor, a Notice of Motion returnable within seven days before the Court in these proceedings for the determination of the Pre-Filing Claim and/or Subsequent Claim in dispute.

**A creditor not filing a *Notice of Objection* to a *Notice of Dispute* issued by BWI shall, unless otherwise ordered by the Court, be conclusively deemed to have accepted the assessment of its Pre-Filing Claim and/or Subsequent Claim as set out in such *Notice of Dispute*.**

Hardie & Kelly Inc, in its capacity as  
Monitor of Budget Waste Inc.

Dated the \_\_\_\_ day of July, 2009 in Calgary, Alberta

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IN THE COURT OF QUEENS BENCH OF  
ALBERTA  
JUDICIAL DISTRICT OF CALGARY

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IN THE MATTER OF THE COMPANIES'  
CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as  
amended

AND IN THE MATTER OF BUDGET WASTE  
INC.

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CLAIMS PROCEDURE ORDER

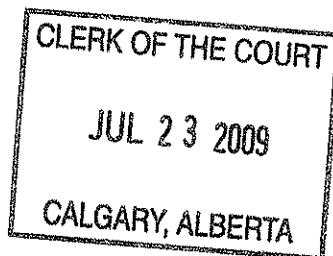
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MacDONALD HANLEY

JAMES G. HANLEY  
Barrister and Solicitor

1900, 736 - 6th Avenue SW  
Calgary, Alberta T2P 3T7

Telephone: (403) 531.4725  
Facsimile: (403) 233-2033



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File # 53249-001

Box 3