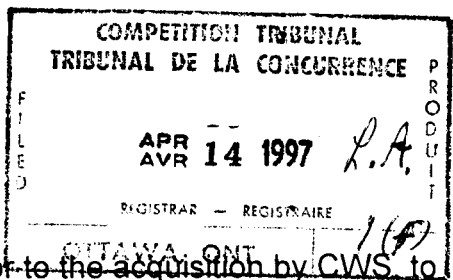


APPENDIX "A"



I BRANTFORD BUSINESS

1. All assets of the Brantford Business operated prior to the acquisition by CWS to be sold as a going concern, including all contracts relating to customers currently being served by the Brantford Business with the exception of the contracts with the City of Brantford which expire on October 31, 1997, and more specifically, the following:

Location of Depot: 779 Powerline Rd., Brantford, Ontario - OWNED

Phone: (519) 759-4370

Municipal Waste Collection Contracts: 2: *Town of Paris; City of Cambridge*

Municipal Recycling Collection Contracts: 2: *Regional Municipality of Halldimand-Worfolk; Town of Paris/Township of South Dumfries*

No. of Containers:

- ▶ FL - 842
- ▶ RO - 123

Number of vehicles:

- ▶ RL - 9, including:
  - Unit # 226, 1996 FRHT MCV, V.I.N. # TH772313
  - Unit # 227, 1996 FHHT MCV, V.I.N. # TH772312
  - Unit # 228, 1996 INTL 40S, V.I.N. # TH377088
  - \* Unit # 235, 1993 INTL40S, V.I.N. # PH481285
  - Unit # 229, 1996 INTL 40S, V.I.N. # TH377089
  - and four (4) 1993 INTL 40S, V.I.N. # PH481285
- ▶ RO - 4, including:
  - Unit # 421, 1993 MACK600, V.I.N. # PM002355
  - Unit # 426 1988 INTL 36, V.I.N. # JH553787
  - Unit # 429 1994 MACK600, V.I.N. # RM002683
  - Unit # 472 1989 INTL SS, V.I.N. # KH619473
- ▶ FL -1,
  - Unit 200, 1991 MACK 600, V.I.N. # MM002932
- ▶ Recycling - 1,
  - Unit 330, 191 INTL 40S, V.I.N. # MH344509
- ▶ Trailer - 1
  - 1995 UNIV400, V.I.N. # S1004115
- ▶ Pick up - 1
  - 1994 VM, V.I.N. # 83148067
- ▶ TOTAL - 17

\*Note: Unit 235 described above is utilized in fulfilling both the Township of Paris municipal contract as well as the City of Brantford municipal contract. This vehicle is to be included in the divestiture package at the option of the purchaser.

- ▶ Employees:
  - ▶ RL - 6 (Brokers)
  - ▶ Recycling - 1
  - ▶ RO - 3
  - ▶ Office - 3
  - ▶ Maintenance - 2
  - ▶ Other - 1
  - ▶ TOTAL - 19

## II. SARNIA BUSINESS

1. The Sarnia operation is located at 396 McGregor Road, Sarnia, Ontario. This is a leased property and contains a small office, and yard for parking and container storage. The property is leased from Sarnia Truck Centre which is utilized for truck maintenance.
2. The Sarnia operation mainly services the County of Lambton and the towns of Wallaceburg and Strathroy.
3. The services provided from this location are:
  - (a) Front-load service of 2, 3, 4, 6 and 8 cubic yard containers.
  - (b) Roll-off service of 20, 30, and 40 cubic yard containers.
  - (c) Office Recycling Service is also provided through the London operation.

The number of containers utilized in providing the above services are:

(a) Front End:		
2 yarders	-	102
3 yarders	-	43
4 yarders	-	344
6 yarders	-	358
<u>8 yarders</u>	-	<u>95</u>
TOTAL:		942

## (b) Roll Off:

15 yarders	-	6
20 yarders	-	40
27 yarders	-	1
30 yarders	-	14
40 yarders	-	26
<u>50 yarders</u>	-	<u>1</u>
TOTAL:		88

4. The trucks used for the Sarnia operation are as follows:

## FRONT LOAD:

- (a) 769287 - 1996 Volvo White - this is an Owner Operator Unit  
 (b) 783584

## ROLL OFF:

- (a) 674159  
 (b) 600071

## PAL BODY

- (a) 190451

5. The associates that work at the Sarnia Operation are as follows:
- (a) Jason Archer Front End Owner Operator
  - (b) Richard Gibb Roll Off and Pal Body Operator
  - (c) Pete St. Pierre Front End and Roll Off Operator
6. All customer contracts and other assets which have been assigned or sold by Allied or Laidlaw to CWS in the Proposed Acquisition.
7. A contractual licence to access Landfills in Sarnia owned and/or operated by CWS on a "most favoured nation" basis, which shall include the following terms:
- (i) For a period of ten years from the date of this Order, CWS shall offer, or shall cause to be offered, a tipping fee for the disposal of non-hazardous solid waste collected from the Sarnia Business ("the Sarnia Tipping Fee") which shall be equal to the tipping fee charged to CWS by the County of Lambton at the Sarnia Landfill from time to time.

- (ii) The Sarnia Tipping Fee shall apply to the following disposal sites:
  - (a) Blackwell Road Landfill;
  - (b) Sarnia Landfill;
  - (c) Unitec Landfill; and
  - (d) Warwick Landfill.
  
- (iii) Should the Sarnia Landfill close, the Sarnia Tipping Fee at the other sites listed in paragraph (ii) shall continue at the tipping fee charged to CWS by the County of Lambton immediately prior to such closure, subject to an annual price increase of 3%.
  
- (iv) Definitions:
  - (a) "Sarnia Landfill" means the landfill owned by the County of Lambton, located at 5162 Blackwell Side Road, Sarnia, Ontario.
  
  - (b) "Blackwell Road Landfill" means the landfill owned by CWS, located at Parts of Lots 47-51, Front Concession, Sarnia, Ontario.
  
  - (c) "Unitec Landfill" means the landfill owned by CWS, located at Part of Lot 22, 12th Concession, Township of Moore, Ontario.
  
  - (d) "Warwick Landfill" means the landfill formerly owned by Allied and acquired by CWS, located at the east half of Lot 20, Concession 3 SCR, Township of Warwick, Ontario.

**(III) OTTAWA AND OUTAOUAIS BUSINESSES**

1. All customer contracts and other assets which have been assigned or sold by Allied or Laidlaw to CWS in the Proposed Acquisition which were acquired by Laidlaw from WMI in September 1996, as follows:

<b>WMI ACQUISITION</b>				
<b>CUSTOMERS (per acquisition Details)</b>				
<b>Service</b>				
<b>Type</b>	<b>Description</b>	<b>Number</b>	<b>Sub-total</b>	
CE	Commercial	1842		
CF	Commercial	595	2437	
HE	Residential	6		
HF	Residential	12	18	
RE	Roll Off	1488		
RF	Roll Off	341	1829	
			4284	
<b>Vehicles</b>				
Front Load		7		
Roll Off		6		
Commercial Recycling		5		
Residential Rear Load		23		
Service Vehicles		4		
Trailer		1	46	
			46	

Containers (per acquisition details)				
Type	Size	Quantity	Sub-total	
Roll Off - Recycling	40 yd	2		
Roll Off - Recycling	22 ft	6		
Roll Off - w/compart.	28 yd	1		
3 compart. recyc.		2		
Roll Off - 15 yd		26		
Roll Off - 20 yd		244		
Roll Off - 30 yd		92		
Roll Off - 40 yd		4	377	
Front load / Rear load	1 yd	36		
Front load / Rear load	2 yd	549		
Front load	3 yd comp.	6		
Front load / Rear load	4 yd	680		
Front load / Rear load	6 yd	1045		
Front load / Rear load	8 yd	143		
Front load	10 yd	2	2461	
Steel carts	½ yd	555	555	
Side load - Ottos	64 & 96 Gal	608	608	
Recycling		77		

2. A contractual licence to access landfills in the Ottawa Market owned and operated by CWS on a "most favoured nation" basis, which shall include the following terms:

- (i) For a period of ten years from the date of this Order, CWS shall provide to the purchaser of the Ottawa Business a tipping fee for the disposal of non-hazardous solid waste collected by the Ottawa Business at the West Carleton Landfill ("the Ottawa Tipping Fee") at a price that is equal to \$63.50 per tonne, subject to an annual increase equal to the annual increase imposed by the Trail Road Landfill.
- (ii) Definitions:
  - (a) "West Carleton Landfill" means the landfill formerly owned by Allied and acquired by CWS, located at the South half of Lot 4, Concession 3, Township of West Carleton, Ontario.
  - (b) "Trail Road Landfill" means the landfill owned by the Municipality of Ottawa-Carleton and located at 4475 Trail Road, RR#2, Richmond, Ontario, K0A 2Z0.